NEXT GENERATION MEDIA CORP
Form 10KSB
April 04, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-KSB

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM ______________ TO ______________

COMMISSION FILE NUMBER: 000-28083

NEXT GENERATION MEDIA CORP.
(Exact name of Company as specified in its charter)

Nevada	88-0169543
(State or jurisdiction of incorporation organization)	(I.R.S. Employer or Identification No.)
7644 Dynatech Court, Springfield, Virginia	22153
(Address of principal executive offices)	(Zip Code)

Company's telephone number: (703) 644-0200

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, $0.001 Par Value

Indicate by check mark whether the Company (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) been subject to such filing requirements for the past 90 days. Yes X No___

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Company's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB [ ].

The Company had $7,325,085 in revenue for the fiscal year ended on December 31, 2002. The aggregate market value of the voting stock held by non-affiliates of the Company as of April 4, 2003: Common Stock, par value $0.001 per share -- $562,403. As of April 4, 2002, the Company had 9,673,397 shares of common stock issued and outstanding, of which 9,373,397 were held by non-affiliates.

TABLE OF CONTENTS

PART I.

RISK FACTORS AND CAUTIONARY STATEMENTS

Forward-looking statements in this report are made pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. The Company wishes to advise readers that actual results may differ substantially from such forward-looking statements. Forward-looking statements include statements concerning underlying assumptions and other statements that are other than statements of historical facts. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied by the statements, including, but not limited to, the following: the ability of the Company to provide for its obligations, to provide working capital needs from operating revenues, to obtain additional financing needed for any future acquisitions, to meet competitive challenges and technological changes, and other risks detailed in the Company's periodic report filings with the Securities and Exchange Commission.

ITEM 1. BUSINESS.

Introduction

Next Generation Media Corporation (the "Company") was incorporated on November 21, 1980, under the laws of the State of Nevada under the name Micro Tech Industries, Inc. On February 6, 1997, an unrelated third party purchased 85.72% of the outstanding stock of Micro Tech Industries, Inc. from its majority shareholder for $50,000 in cash. Effective March 31, 1997, Micro Tech Industries, Inc. changed its name to Next Generation Media Corporation. Management believes that prior to February 6, 1997, the Company was a "shell" company for at least five years without assets and liabilities. Management is unaware of any operating history prior to February 6, 1997.

Reporting Period Principle Services

During the reporting period, the Company operated as a holding company with one wholly-owned operating subsidiary, United Marketing Solutions, Inc. ("United").

The Company acquired United on April 1, 1999. Originally founded in 1981 as United Coupon Corporation, United has operated within the cooperative direct mail industry for twenty years. United has diversified and expanded its product lines and markets to evolve from a coupon company to a full-service marketing provider specializing in three communication mediums: direct mail, direct marketing and Internet marketing. United offers advertising and marketing products and services through a network of franchisees in twenty states, with the largest concentration being in the northeast United States. United provides full-service design, layout, printing, packaging and distribution of marketing products and promotional coupons sold by the franchise network to local market businesses, services providers and professionals as resources to help them generate "trial and repeat" customers. United's core product, the cooperative coupon envelope, reaches in excess of eighteen million mailboxes per year with an estimated four hundred million coupons.

Competition

The Company's current and future lines of business are highly competitive. Firstly, the advertising business is highly competitive with many firms competing in various forms of media and possessing substantial resources. The direct mail industry is highly fragmented and includes a large number of small and independent cooperative direct mailers in addition to competition from companies for whom coupon advertising is not their primary line of business. In addition, several large firms, notably Val-Pak Direct Marketing Systems, Inc., Money Mailer and Advo, Inc., are direct competitors of United in its direct mail marketing business. Concerning United's Internet business, there is intense competition among web-based advertisers and many of United's competitors are larger and significantly better capitalized than the Company. No assurances can be made that the Company will be successful in attracting the number of Internet customers necessary to implement its Internet business strategy.

Government Regulation

United is subject to state regulation as a franchiser, requiring United to file periodic state registration documents pertaining to the offering of area and regional franchise licenses. Management believes that United is in substantial compliance with the applicable state franchise laws.

Employees

As of December 31, 2002, the Company, through United, had approximately 72 employees. The Company does not have any collective bargaining agreements covering any of its employees, has not experienced any material labor disruption and is unaware of any efforts or plans to organize its employees. The Company considers relations with its employees to be good.

ITEM 2. PROPERTIES.

The Company's principal executive and administrative offices are located at 7644 Dynatech Court, Springfield, Virginia 22153. The Company recently relocated to this address to reduce operating expenses. The current yearly rent for this new facility is expected to be approximately $267,892 per year for a term scheduled to expire in 2006. The Company considers these offices to be adequate and suitable for its current needs.

ITEM 3. LEGAL PROCEEDINGS.

Other than as set forth below, the Company is not a party to any material pending legal proceedings and, to the best of its knowledge, no such action by or against the Company has been threatened.

The Company is subject to legal proceedings and claims that arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters will not have material adverse effect on its financial position, results of operations or liquidity.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

There were not any matters that were submitted during the fourth quarter of the fiscal year 2002 to a vote of the security holders.

PART II.

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

Market Information

(a) The Company's Common Stock has been and is currently traded on the over-the-counter market and quotations are published on the OTC Bulletin Board under the symbol "NGMC". The first date of trading on the OTCBB was June 11, 2001. Only information from June 11, 2001 is included in the chart below.

The following table sets forth the range of high and low bid prices of the Common Stock for each fiscal quarterly period. Prices reported represent prices between dealers, do not include retail markups, markdowns or commissions and do not represent actual transactions.

Per Share Common Stock Bid Prices by Quarter

For the Fiscal Year Ended on December 31, 2002

	High	Low
Quarter Ended December 31, 2002	.05	.011
Quarter Ended September 30, 2002	.08	.015
Quarter Ended June 30, 2002	.11	.035
Quarter Ended March 31, 2002	.40	.065

Per Share Common Stock Bid Prices by Quarter
For the Fiscal Year Ended on December 31, 2001

	High	Low
Quarter Ended December 31, 2001	.23	.055
Quarter Ended September 30, 2001	.85	.10
Quarter Ended June 30, 2001	2.75	.60
Quarter Ended March 31, 2001	N/A	N/A

The ability of individual stockholders to trade their shares in a particular state may be subject to various rules and regulations of that state. A number of states require that an issuer's securities be registered in their state or appropriately exempted from registration before the securities are permitted to trade in that state. Presently, the Company has no plans to register its securities in any particular state. Further, most likely the Company's shares will be subject to the provisions of Section 15(g) and Rule 15g-9 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), commonly referred to as the "penny stock" rule. Section 15(g) sets forth certain requirements for transactions in penny stocks and Rule 15g-9(d)(1) incorporates the definition of penny stock as that used in Rule 3a51-1 of the Exchange Act.

The Commission generally defines penny stock to be any equity security that has a market price less than $5.00 per share, subject to certain exceptions. Rule 3a51-1 provides that any equity security is considered to be a penny stock unless that security is: registered and traded on a national securities exchange meeting specified criteria set by the Commission; authorized for quotation on The NASDAQ Stock Market; issued by a registered investment company; excluded from the definition on the basis of price (at least $5.00 per share) or the issuer's net tangible assets (at least $2 million); or exempted from the definition by the Commission. If the Company's shares are deemed to be a penny stock, trading in the shares will be subject to additional sales practice requirements of broker-dealers who sell penny stocks to persons other than established customers and accredited investors, generally persons with assets in excess of $1,000,000 or annual income exceeding $200,000, or $300,000 together with their spouse.

For transactions covered by these rules, broker-dealers must make a special suitability determination for the purchase of such securities and must have received the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the rules require the delivery, prior to the first transaction, of a risk disclosure document relating to the penny stock market. A broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative, and current quotations for the securities. Finally, monthly statements must be sent disclosing recent price information for the penny stocks held in the account and information on the limited market in penny stocks. Consequently, these rules may restrict the ability of broker-dealers to trade and/or maintain a market in the Company's Common Stock and may affect the ability of stockholders to sell their shares.

Holders of Common Equity

As of April 4, 2003, there were approximately 594 shareholders of record of the Company's common stock.

Dividend Information

The Company has not declared or paid cash dividends on its Common Stock or made distributions in the past, and the Company does not anticipate that it will pay cash dividends or make cash distributions in the foreseeable future, other than non cash dividends described below. The Company currently intends to retain and invest future earnings, if any, to finance its operations.

Transfer Agent

The Company has designated OTR Transfer Agency as its transfer agent for the common stock.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following Management Discussion and Analysis should be read in conjunction with the financial statements and accompanying notes included in this Form 10-KSB.

Year Ended December 31, 2002 Compared To Year Ended December 31, 2001

Total revenues increased approximately 2.0%, from $7,325,085 in 2001 to $7,223,285 in 2002. The Company explains the increase by the further development of its business plan in coordination with increasing franchisees. Total operating expenses decreased approximately 10%, from $7,909,826 in 2001 to $7,141,502 in 2002. Printing costs, postage and delivery, other production costs, selling expenses, franchise development expense, and depreciation and amortization, which aggregate to $5,369,828, stayed approximately constant as in 2001, which is comparable to the increase in total revenues discussed above. General and administrative expenses decreased approximately 32% from $2,618,765 in 2001 to $1,771,674 in 2001. This decrease is primarily due to a reduction in rent and pass through expenses, as well as bad debt expense.

Year Ended December 31, 2001 Compared To Year Ended December 31, 2000

Total revenues decreased approximately 16.9%, from $8,578,677 in 2000 to $7,132,118 in 2001. A significant portion of this decrease is attributable to the sale of INI. Total operating expenses decreased approximately 12.5%, from $9,032,124 in 2000 to $7,909,826 in 2001. Printing costs, postage and delivery, other production costs, selling expenses, franchise development expense, and depreciation and amortization, which aggregate to $5,291,061, decreased approximately 13%, from $6,075,275 in 2000, which is comparable to the increase in total revenues discussed above. General and administrative expenses decreased approximately 11.5% from $2,956,849 in 2000 to $2,618,765 in 2001. This decrease is primarily due to a reduction in payroll and other general and administrative expenses. Interest expense decreased approximately 52.5% from $62,058 in 2000 to $29,486 in 2001.

LIQUIDITY AND CAPITAL RESOURCES

Year Ended December 31, 2002 Compared To Year Ended December 31, 2001

The Company has relied primarily on funds generated from the issuance of common stock and use of its line of credit to finance its operations and expansion. As of December 31, 2002, the Company had cash and cash equivalents of $125,356, compared to $199,305 at

December 31, 2001. Cash provided in operating activities was $73,962 in 2002, compared to cash used by operating activities of $563,760 in 2001. This was primarily due to the increase in receivables to $138,056, a decrease in accounts payable to $485,612 and an increased use of payment for services through the use of common stock of the Company, from $54,590 in 2001 to $148,000 in 2002. Cash used in investing activities was $112,758 in 2002, compared to cash provided of $57,312 in 2001. The change was primarily due to the removal of goodwill in the sale of a subsidiary of $180,800 and an increase in that due to related parties of $122,288 in 2001, coupled with the purchase of new equipment in 2002. Cash used by financing activities was $35,153 in 2002, compared to $558,554 in 2001. The decrease was primarily due to the settlement of a note payable of $500,000.

Year Ended December 31, 2001 Compared To Year Ended December 31, 2000

The Company has relied primarily on funds generated from the issuance of common stock and use of its line of credit to finance its operations and expansion. As of December 31, 2001, the Company had cash of $199,305, compared to $136,787 at December 31, 2000. Cash provided in operating activities was $563,760 in 2001, compared to cash provided of $1,971,817 in 2000. This was primarily due to the net income loss of $896,995, depreciation and amortization of $334,345, a decrease in accounts receivable of $1,010,156, and a decrease in accrued expenses of $416,230. Cash provided in investing activities was $57,312 in 2001, compared to cash used of $2,658,109 in 2000. The change was primarily due to the removal of goodwill in the sale of a subsidiary of $180,800 and an increase in that due to related parties of $122,288. Cash used by financing activities was $558,554 in 2001, compared to $559,562 in 2000. The decrease was primarily due to the settlement of a note payable of $500,000 and repayment of a long-term note payable of $60,504.

While the Company has raised capital to meet its working capital and financing needs in the past, additional financing may be required in order to meet the Company's current and projected cash flow deficits from operations. As previously mentioned, the Company has obtained financing in the form of equity in order to provide the necessary working capital. The Company currently has no other commitments for financing. There are no assurances the Company will be successful in raising the funds required.

The Company has issued shares of its common stock from time to time in the past to satisfy certain obligations, and expects in the future to also acquire certain services, satisfy indebtedness and/or make acquisitions utilizing authorized shares of the capital stock of the Company. During the year ended December 31, 2002, the Company issued 2,750,000 shares of common stock for services rendered.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the normal course of business, operations of the Company may be exposed to fluctuations in interest rates. These fluctuations can vary the cost of financing, investing, and operating transactions. Because the Company has only fixed rate short-term debt, there are no material impacts on earnings due to fluctuations in interest rates.

New Accounting Pronouncements

In March 2000, the Financial Accounting Standards Board issued interpretation No. 44 ("FIN 44"), "Accounting for Certain Transactions Involving Stock Compensation, an Interpretation of APB

Opinion No. 25". FIN 44 clarifies the application of APB No. 25 for (a) the definition of employee for purposes of applying APB No. 25, (b) the criteria for determining whether a plan qualifies as a noncompensatory plan, (c) the accounting consequences of various modifications to previously fixed stock option or award, and (d) the accounting for an exchange of stock compensation awards in a business combination. FIN 44 is effective July 2, 2000 but certain conclusions cover specific events that occur after either December 15, 1998 or January 12, 2000. The adoption of FIN 44 did not have an affect on the Company's financial statements but may impact the accounting for grants or awards in future periods

In July 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 141, Business Combinations (FAS 141), and FAS 142, Goodwill and Other Intangible Assets (FAS 142). FAS 141 addresses the initial recognition and measurement of goodwill and other intangible assets acquired in a business combination. FAS 142 addresses the initial recognition and measurement of intangible assets acquired outside of a business combination, whether acquired individually or with a group of other assets, and the accounting and reporting for goodwill and other intangibles subsequent to their acquisition. These standards require all future business combinations to be accounted for using the purchase method of accounting. Goodwill will no longer be amortized but instead will be subject to impairment tests at least annually. The Company is required to adopt FAS 141 and FAS 142 on a prospective basis as of January 1, 2002; however, certain provisions of these new standards may also apply to any acquisitions concluded subsequent to June 30, 2001. As a result of implementing these new standards, the Company will discontinue the amortization of goodwill as of December 31, 2001. The Company does not believe that the adoption of FAS 141 or 142 will have a material impact on its consolidated financial statements.

In October 2001, the Financial Accounting Standards Board issued FAS 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" (FAS 144). FAS 144 addresses financial accounting and reporting for the impairment or disposal of long-lived assets. This statement supersedes FAS 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of" (FAS 121) and related literature and establishes a single accounting model, based on the framework established in FAS 121, for long-lived assets to be disposed of by sale. The Company is required to adopt FAS 144 no later than January 1, 2002. The Company does not believe that the adoption of FAS 144 will have a material impact on its consolidated financial statements.

Forward Looking Statements.

The foregoing Managements Discussion and Analysis of Financial Condition and Results of Operations "forward looking statements" within the meaning of Rule 175 under the Securities Act of 1933, as amended, and Rule 3b-6 under the Securities Act of 1934, as amended, including statements regarding, among other items, the Company's business strategies, continued growth in the Company's markets, projections, and anticipated trends in the Company's business and the industry in which it operates. The words "believe," "expect," "anticipate," "intends," "forecast," "project," and similar expressions identify forward-looking statements. These forward-looking statements are based largely on the Company's expectations and are subject to a number of risks and uncertainties, including but not limited to, those risks associated with economic conditions generally and the economy in those areas where the Company has or expects to have assets and operations; competitive and other factors affecting the Company's operations, markets, products and services; those risks associated with the Company's ability to successfully negotiate with certain customers, risks relating to estimated contract costs, estimated losses on uncompleted contracts and estimates regarding the percentage of completion of contracts, associated costs arising out of the Company's activities and the matters discussed in this report; risks relating to changes in interest rates and in the availability, cost and terms of financing; risks related to the performance of financial markets; risks related to changes in domestic laws, regulations and taxes; risks related to changes in business strategy or development plans; risks associated with future profitability; and other factors discussed elsewhere in this report and in documents filed by the Company with the Securities and Exchange Commission. Many of these factors are beyond the Company's control. Actual results could differ materially from these forward-looking statements. In light of these risks and uncertainties, there can be no assurance that the forward-looking information contained in this Form 10-KSB will, in fact, occur. The Company does not undertake any obligation to revise these forward-looking statements to reflect future events or circumstances and other factors discussed elsewhere in this report and the documents filed or to be filed by the Company with the Securities and Exchange Commission.

Inflation

In the opinion of management, inflation has not had a material effect on the operations of the Company.

Trends, Risks and Uncertainties

The Company has sought to identify what it believes to be the most significant risks to its business as discussed in "Risk Factors" above, but cannot predict whether or to what extent any of such risks may be realized nor can there be any assurances that the Company has identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to the Company's stock.

Limited operating history; anticipated losses; uncertainly of future results

The Company has only a limited operating history upon which an evaluation of the Company and its prospects can be based. The Company's prospects must be evaluated with a view to the risks encountered by a company in an early stage of development, particularly in light of the uncertainties relating to the business model that the Company intends to market and the potential acceptance of the Company's business model. The Company will be incurring costs to develop, introduce and enhance its products, to establish marketing relationships, to acquire and develop products that will complement each other, and to build an administrative organization. To the extent that such expenses are not subsequently followed by commensurate revenues, the Company's business, results of operations and financial condition will be materially adversely affected. There can be no assurance that the Company will be able to generate sufficient revenues from the sale of its products and services. The Company expects that negative cash flow from operations may exist for the next 12 months as it continues to develop and market its products and services. If cash generated by operations is insufficient to satisfy the Company's liquidity requirements, the Company may be required to sell additional equity or debt securities. The sale of additional equity or convertible debt securities would result in additional dilution to the Company's shareholders.

Potential fluctuations in quarterly operating results may fluctuate Significantly in the future as a result of a variety of factors, most of which Are outside the Company's control including: the demand for the Company's products and services; seasonal trends in demand and pricing of products and services; the amount and timing of capital expenditures and other costs relating to the expansion of the Company's operations; the introduction of new services and products by the Company or its competitors; price competition or pricing changes in the industry; political risks and uncertainties involving the world's markets; technical difficulties and general economic conditions. The Company's quarterly results may also be significantly affected by the impact of the accounting treatment of acquisitions, financing transactions or other matters. Particularly the Company's early stage of development, such accounting treatment can have a material impact on the results for any quarter. Due to the foregoing factors, among others, it is likely that the Company's operating results will fall below the expectations of the Company or investors in some future quarter.

Management of Growth

The Company may experience growth in the number of employees relative to its current levels of employment and the scope of its operations. In particular, the Company may need to hire sales, marketing and administrative personnel. Additionally, acquisitions could result in an increase in employee headcount and business activity. Such activities could result in increased responsibilities for management. The Company believes that its ability to increase its customer support capability and to attract, train, and retain qualified technical, sales, marketing, and management personnel, will be a critical factor to its future success. In particular, the availability of qualified sales and management personnel is quite limited, and competition among companies to attract and retain such personnel is intense. During strong business cycles, the Company may experience difficulty in filling its needs for qualified sales, and other personnel.

The Company's future success will be highly dependent upon its ability to successfully manage the expansion of its operations. The Company's ability to manage and support its growth effectively will be substantially dependent on its ability to implement adequate financial and management controls, reporting systems, and other procedures and hire sufficient numbers of financial, accounting, administrative, and management personnel. The Company is in the process of establishing and upgrading its financial accounting and procedures. There can be no assurance that the Company will be able to identify, attract, and retain experienced accounting and financial personnel. The Company's future operating results will depend on the ability of its management and other key employees to implement and improve its systems for operations, financial control, and information management, and to recruit, train, and manage its employee base. There can be no assurance that the Company will be able to achieve or manage any such growth successfully or to implement and maintain adequate financial and management controls and procedures, and any inability to do so would have a material adverse effect on the Company's business, results of operations, and financial condition.

The Company's future success depends upon its ability to address potential market opportunities while managing its expenses to match its ability to finance its operations. This need to manage its expenses will place a significant strain on the Company's management and operational resources. If the Company is unable to manage its expenses effectively, the Company's business, results of operations, and financial condition will be materially adversely affected.

Risks associated with acquisitions

Although the Company does not presently intend to do so, as part of its business strategy in the future, the Company could acquire assets and businesses relating to or complementary to its operations. Any acquisitions by the Company would involve risks commonly encountered in acquisitions of companies. These risks would include, among other things, the following: the Company could be exposed to unknown liabilities of the acquired companies; the Company could incur acquisition costs and expenses higher than it anticipated; fluctuations in the Company's quarterly and annual operating results could occur due to the costs and expenses of acquiring and integrating new businesses or technologies; the Company could experience difficulties and expenses in assimilating the operations and personnel of the acquired businesses; the Company's ongoing business could be disrupted and its management's time and attention diverted; the Company could be unable to integrate successfully.

ITEM 7. FINANCIAL STATEMENTS.

Financial statements as of and for the year ended December 31, 2002, and for the year ended December 31, 2001 are presented in a separate section of this report following Part IV.

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Not Applicable

PART III.

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS AND COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT.

Officers and Directors.

The names, ages, and respective positions of the directors, executive officers, and key employees of the Company are set forth below; there are no other promoters or control persons of the Company. The directors named below will serve until the next annual meeting of the Company's stockholders or until their successors are duly elected and have qualified. Directors are elected for a one-year term at the annual stockholders' meeting. Officers will hold their positions at the will of the board of directors, absent any employment agreement. There are no arrangements, agreements or understandings between non-management shareholders and management under which non-management shareholders may directly or indirectly participate in or influence the management of the Company's affairs. The directors and executive officers of the Company are not a party to any material pending legal proceedings and, to the best of their knowledge, no such action by or against them has been threatened.

Darryl Reed, President/CEO/Director

Mr. Darryl Reed is the current President of the Company. His background includes seven years in the financial services industry.

His primary career has been with New York Life Insurance Company, a major insurance company, and certain of its subsidiaries since October 1995. Such subsidiaries included #1A Eagle Strategies Corp., a registered investment adviser, where Mr. Reed worked from April 1997 until May 2000. Mr. Reed holds several licenses in the financial services industry, including Series 7, 63 and 65. He has a BS in Finance from the University of Florida and an MS from the American College, Philadelphia, PA. He is also the President, CEO and a director of Pre-Settlement Funding Corporation.

Leon Zajdel, Director, Chairman of the Board

Leon Zajdel has been a director of the Company since April 1999. Mr. Zajdel was founder and has served as President of Energy Guard Corp., a manufacturer and retailer of replacement windows, located in Beltsville, MD, since 1972.

Phillip Trigg, Treasurer, Secretary and Director

Phillip Trigg has been secretary and treasurer since November 2000.

Mr. Trigg has served with United Marketing Solutions since August 1995 in a variety of positions including Senior Vice President of Franchise Sales and Business Development and COO.

Melissa Held, Director

Ms. Held was appointed to the Board of Directors in November 2002. She possesses an extensive background in financial management and real estate. Ms. Held has served with Merril Lynch in a variety of positions over the past eight years, as a Sales Associate from 1994 to 1998, as a Senior Sepcialist, Interactive Technology from 1998 to 2000 and as Asst. Vice President, Consultative Training Services from 2000 to present. Ms. Held has a BA in Communications from Hollins College (1993).

Fernando Mathov, Director

Mr. Mathov was appointed to the Board of Directors in February 2003. He possesses an extensive background as a project manager, systems engineer and consultant in the telecommunications industry with various companies. Currently Mr. Mathov holds two positions, as a Technical Solutions Manager from 1997 to the present at Media and Entertainment Vertical EMC Corporation, and as a Project Manager at Informix Software from 1994 to the present. Mr. Mathov has a BS in Computer Science (1989) and an MBA in Management Science (1991), both from Virginia Polytechnic Institute and State University.

(b) Compliance with Section 16(a) of the Exchange Act.

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors, certain officers and persons holding 10% or more of the Company's common stock to file reports regarding their ownership and regarding their acquisitions and dispositions of the Company's common stock with the Securities and Exchange Commission. Such persons are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on a review of the Forms 5 with respect to the fiscal year ended December 31, 2002 and subsequently, the Company is unaware that any required reports were not timely filed.

ITEM 10. EXECUTIVE COMPENSATION.

The following table sets forth certain information relating to the compensation paid by the Company during the last three fiscal years to the Company's Chief Executive Officer. No other executive officer of the Company received total salary and bonus in excess of $100,000 during the fiscal year ended December 31, 2002 and prior.

Summary Compensation Table

		Annual compensation			Long-term compensation		
					Awards	Payouts	
Name and principal position	Year	Salary $	Bonus $	Other Annual Compensation $	Restricted Stock Awards $	Securities Underlying Options (SAR'S) #	LTIP payout $
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Darryl Reed,	2002	$150,000	0	0	0	0	0
President(2)	2001	$ 36,000(1)	0	0	0	0	0

(1) As of October 1, 2001, the Company agreed to begin compensating Mr. Reed at a yearly rate of $150,000, but only paid Mr. Reed approximately $5,000 through the end of the year, leaving a balance due of approximately $30,000.

(2) Subsequent to the fiscal year end, the Company entered into a formal three-year employment agreement with Mr. Reed. Terms include an initial year at $150,000, with an increase of ten percent per year, along with 300,000 stock options at a strike price of $0.02, along with annual cash and stock bonuses based upon performance, a car allowance and life and medical insurance.

Insurance Plans

The Company makes available to all full-time employees medical and dental plan benefits. Employees are eligible to participate in company insurance plans when they complete 90 days of service with the Company.

Other Benefit Plans

401(k) Plan. The Company makes available a 401(k) Savings Plan (the "401(k) Plan"), a federally-qualified, tax-deferred plan administered by a third party. The 401(k) Plan provides participants with savings or retirement benefits based on employee deferrals of compensation, as well as any matching and other discretionary contributions made by the Company. Employees are eligible to participate in the 401(k) Plan when they complete one month of service with the Company and have attained the age of 18. The employee can defer up to 15% of the compensation amount earned within a calendar year, not to exceed the ceiling set forth annually by the Internal Revenue Service. The Company matches the employee's contribution to the 401(k) Plan dollar-for-dollar up to

3% of the employee' annual salary. Participants become vested in any employer contributions to the 401(k) Plan after two years of service at a rate of 20% for each completed year of service. A participant is always 100% vested in his or her salary reduction contributions to the 401(k) Plan.

Stock Option Plan.

The Company has also filed a Stock Option Plan for Employees on Form S-8 in December 2001. The Company had not issued any Stock Options pursuant to the Plan included therein to any employees as of December 31, 2002.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

The following table sets forth information regarding the beneficial ownership of shares of the Company's common stock as of April 4, 2003 (issued and outstanding) by (i) all stockholders known to the Company to be beneficial owners of more than ten percent of the outstanding common stock; and (ii) all directors and executive officers of the Company as a group:

Title of Class	Name and Address of Beneficial Owner (1)	Amount of Beneficial Ownership (2)	Percent of Class
Common Stock	Darryl Reed 7644 Dynatech Court Springfield, Virginia 22153	225,000(3)	2.33%
Common Stock	Leon Zajdel 7644 Dynatech Court Springfield, Virginia 22153	58,747	0.6%
Common Stock	Melissa Held 7644 Dynatech Court Springfield, Virginia 22153	0	0.0%
Common Stock	Phillip Trigg 7644 Dynatech Court Springfield, Virginia 22153	25,000	0.2%
Common Stock	Fernando Mathov 7644 Dynatech Court Springfield, Virginia 22153	0	0.00%
Common Stock	Shares of all directors and executive officers as a group (5 persons)	308,747	3.13$

(1) Each person has sole voting power and sole dispositive power as to all of the shares shown as beneficially owned by them.

(2) Other than as footnoted below, none of these security holders has the right to acquire any amount of the shares within sixty days from options, warrants, rights, conversion privilege, or similar

obligations. The amount owned is based on issued common stock, as well as stock options that are currently exercisable.

(3) Not included within this amount are any stock options pursuant to the Employment Agreement signed in January 2002.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

During the past two years, and as not otherwise disclosed of in any other filing, there have not been any transaction that have occurred between the Company and its officers, directors, and five percent or greater shareholders, unless listed below.

Certain of the officers and directors of the Company are engaged in other businesses, either individually or through partnerships and corporations in which they have an interest, hold an office, or serve on a board of directors. As a result, certain conflicts of interest may arise between the Company and its officers and directors. The Company will attempt to resolve such conflicts of interest in favor of the Company. The officers and directors of the Company are accountable to it and its shareholders as fiduciaries, which requires that such officers and directors exercise good faith and integrity in handling the Company's affairs. A shareholder may be able to institute legal action on behalf of the Company or on behalf of itself and other similarly situated shareholders to recover damages or for other relief in cases of the resolution of conflicts is in any manner prejudicial to the Company.

PART IV.

ITEM 13. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K.

Exhibits.

Exhibits included or incorporated by reference in this document are set forth in the Exhibit Index.

Index to Financial Statements and Schedules. Page

Reports on Form 8-K.

There were no reports on Form 8-K filed during the last quarter of the fiscal year covered by this report.

CERTIFICATION

I, Darryl Reed, certify that:

1. I have reviewed this report on Form 10-KSB of Next Generation Media Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14 for the registrant and have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions);

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize, and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions, with regard to significant deficiencies and material weaknesses.

Date: April 4, 2003

/s/ Darryl Reed
Darryl Reed, President

CERTIFICATION

I, Phillip Trigg, certify that:

1. I have reviewed this report on Form 10-KSB of Next Generation Media Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14 for the registrant and have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this report (the "Evaluation Date"); and

c) presented in this report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions);

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize, and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions, with regard to significant deficiencies and material weaknesses.

Date: April 4, 2003

/s/ Phillip Trigg
Phillip Trigg, Treasurer

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Next Generation Media Corp.

Dated: April 4, 2003

By: /s/ Darryl Reed
Darryl Reed, President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the date indicated:

Signature	Title	Date
/s/ Darryl Reed Darryl Reed	President//CEO/Director	April 4, 2003
/s/Phillip Trigg Phillip Trigg	Secretary/Treasurer	April 4, 2003
/s/Leon Zadjel Leon Zajdel	Director	April 4, 2003
/s/ Melissa Held Melissa Held	Director	April 4, 2003
/s/ Fernando Mathov Fernando Mathov	Director	April 4, 2003

EXHIBIT INDEX

Exhibit No.	Description
3.1	Articles of Incorporation, under the name Micro Tech Industries, Inc. (incorporated by reference in the filing of the Company's annual report on Form 10KSB filed on April 15, 1998).
3.2	Amendment to the Articles of Incorporation (incorporated by reference in the Company's quarterly report filed on Form 10 Q filed on May 15, 1997).
3.3	Amended and Restated Bylaws (incorporated by reference in the filing of the Company's annual report on Form 10KSB filed on November 12, 1999).
16.1	Letter on change in certifying accountant (incorporated by reference in the filing of the Company's current report on Form 8-K filed on January 5, 2001).
99.1	Certification pursuant of President to 18 U.S.C. Section 1350, as adopted to Section 906 of the Sarbanes Oxley Act of 2002.
99.2	Certification pursuant of Treasurer to 18 U.S.C. Section 1350, as adopted to Section 906 of the Sarbanes Oxley Act of 2002.

Exhibit 99.1

In connection with the Report of Next Generation Media Corp. (the

"Company") on Form 10-KSB for the period ending December 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Darryl Reed, President, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act, that:

(1) The Report fully complies with Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The Information contained in the Report fairly represents, in all material aspects, the financial condition and result of operations on the Company.

By: /s/ Darryl Reed
Darryl Reed, President

Exhibit 99.2

In connection with the Report of Next Generation Media Corp. (the "Company") on Form 10-QSB for the period ending December 31, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Phillip Trigg, Treasurer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act, that:

(1) The Report fully complies with Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The Information contained in the Report fairly represents, in all material aspects, the financial condition and result of operations on the Company.

By: /s/ Phillip Trigg
Phillip Trigg, Treasurer

Next Generation Media Corporation
Financial Statements
For The Years Ended December 31, 2002 and 2001
With Audit Report of Independent
Certified Public Accountants

TURNER, JONES AND ASSOCIATES, P.L.L.C.
CERTIFIED PUBLIC ACCOUNTANTS

Table of Contents

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Stockholders of
Next Generation Media Corporation
7644 Dynatech Court
Springfield, VA 22153

We have audited the accompanying consolidated balance sheet of Next Generation Media Corporation (a Nevada Incorporation) as of December 31, 2002, and the related consolidated statements of income, stockholders' equity and cash flows for each of the two years in the period ended December 31, 2002. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit according to generally accepted auditing standards of the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Next Generation Media Corporation as of December 31, 2002, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

Vienna, Virginia
March 10, 2003

Next Generation Media Corporation
Consolidated Balance Sheet
As of December 31, 2002

ASSETS

CURRENT ASSETS:	
Cash and cash equivalents (Note 1)	$ 125,356
Accounts receivable, net of uncollectible accounts (Notes 1 and 9)	379,862
Notes receivable (Note 9)	275,275
Accrued interest receivable	45,833
Inventories (Note 1)	55,908
Prepaid expenses and other current assets	64,857
Total current assets	947,091
PROPERTY, PLANT AND EQUIPMENT (Notes 1 and 3):	
Equipment	1,334,599
Furniture and fixtures	56,650
Leasehold improvements	78,921
Total property, plant and equipment	1,470,170
Less accumulated depreciation	(1,069,377)
Net property, plant and equipment	400,793
Intangibles, net of accumulated amortization (Note 10)	822,197

TOTAL ASSETS	2,170,081

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:	
Notes payable, current portion (Note 4)	127,151
Accounts payable	377,017
Accrued expenses	181,311
Sales tax payable	228,759
Total current liabilities	914,238
LONG TERM LIABILITIES:	
Notes payable (Note 4)	97,215
Total long term liabilities	97,215
Total liabilities	1,011,453
STOCKHOLDERS' EQUITY (Note 8):	
Common stock, $.01 par value, 50,000,000 shares authorized, 9,523,397 issued and outstanding	95,234
Additional paid in capital	7,343,744
Accumulated deficit	(6,280,350)
Total stockholders' equity	1,158,628
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	2,170,081

See accompanying notes and accountant's audit report

Next Generation Media Corporation
Consolidated Statements of Income
For The Years Ended December 31, 2002 and 2001

	2002	2001
REVENUES (Note 1) :		
Coupon sales, net discounts	$ 7,223,285	$ 7,111,133
Franchise fees	101,800	20,985
Total revenues	7,325,085	7,132,118
COST OF GOODS SOLD:		
Materials	1,081,976	1,072,534
Direct labor	1,850,059	1,793,148
Equipment repairs	64,605	47,751
Postage and delivery	2,231,852	2,239,494
Payroll taxes	141,336	138,134
Total cost of goods sold	5,369,828	5,291,061
Gross margin	1,955,257	1,841,057
GENERAL AND ADMINISTRATIVE EXPENSES:		
401(k) administration fees	1,400	2,200
401(k) matching (Note 2)	20,572	-
Advertising (Note 1)	6,818	24,796
Amortization (Note 10)	135,685	135,685

Bad debt expense	58,905	462,619
Bank charges	190	110
Commissions and fees	11,697	34,321
Credit card fees	6,897	6,616
Depreciation (Notes 1 and 3)	166,122	198,660
Employee benefits	143,867	162,526
Insurance	37,361	44,280
Meals and entertainment	12,353	1,239
Office expense	34,189	24,150
Officers compensation	332,278	298,715
Other expenses	24,293	33,129
Payroll	121,936	140,407
Payroll taxes	22,716	42,627
Postage and delivery	4,852	6,113
Professional fees	255,892	182,409
Property taxes	18,442	28,100
Rent and pass thru expenses (Note 5)	180,607	620,578
Repairs and maintenance	30,894	11,481
Telephone	48,188	48,755
Travel and conferences	28,818	23,341
Utilities	66,702	67,908
Website hosting	-	18,000
Total general and administrative	1,771,674	2,618,765
Gain/(Loss) from operations	183,583	(777,708)
OTHER INCOME AND EXPENSES:		
Gain/loss of settlements	(65,000)	(57,332)
Forgiveness of debt	105,535	26,683
Interest expense	(22,825)	(29,486)
Interest income	-	36,000
Gain/loss on disposal of equipment	2,230	(95,152)
Total other income (expense)	19,940	(119,287)
Gain/(Loss) before provision for income tax	203,523	(896,995)
Provision for income tax (Note 9):	-	-
Net income	203,523	(896,995)
Gain/(loss) applicable to common shareholders	203,523	(896,995)
Basic income/(loss) per common share (Note 1)	0.02	(0.14)
Weighted average common shares outstanding	9,239,698	6,326,829
Diluted income/(loss) per common share (Note 1)	0.02	NA
Fully diluted common shares outstanding	11,051,368	7,776,284

See accompanying notes and accountant's audit report

Next Generation Media Corporation
Consolidated Statements of Stockholders' Deficit

Additional

	Common Stock Shares	Amount	Paid In Capital	Accumulated Deficit
Balance: December 31, 2000	6,206,897	$ 62,069	$ 7,135,409	$ (5,586,878)
Common stock issued in exchange for services	300,000	3,000	33,000	-
Exercise of stock options	97,500	975	975	-
Common stock issued in exchange for services	169,000	1,690	16,900	-
Net loss	-	-	-	(896,995)
Balance: December 31, 2001	6,773,397	67,734	7,186,284	(6,483,873)
Common stock issued in exchange for services	1,450,000	14,500	70,500	-
Employee stock options	-	-	36,960	-
Common stock issued in exchange for services	2,000,000	20,000	78,000	-
Cancellation of issued shares due to non performance (Note 8)	(700,000)	(7,000)	(28,000)	-
Net Income	-	-	-	203,523
Balance: December 31, 2002	9,523,397	95,234	7,343,744	(6,280,350)

Next Generation Media Corporation
Statement of Cash Flows
For The Years Ended December 31, 2002 and 2001

	2002	2001
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 203,523	$ (896,995)
Adjustments to reconcile net income to net cash provided by operating activities:		
Stock issued for services	148,000	54,590
Depreciation and amortization	298,656	334,345
(Increase)/decrease in assets		
Receivables	(138,056)	1,010,156
Inventories	(5,930)	90,386
Deferred compensation	73,921	-
Net change in accumulated depreciation and equipment due to disposal	-	102,112
Prepaids and other current assets	(56,752)	41,240
Increase/(decrease) in liabilities		
Accounts payable	(485,612)	303,964
Accrued expenses	132,598	(416,230)
Wages payable	-	(27,219)
Deferred revenue	(96,386)	(32,589)
Net cash flows provided/(used) by operating activities	73,962	563,760
CASH FLOWS FROM INVESTING ACTIVITIES:		
Removal of goodwill in sale of subsidiary	-	180,800
Due to related parties	-	(122,288)
Purchase of equipment	(112,758)	(1,200)
Net cash used by investing activities	(112,758)	57,312

CASH FLOWS FROM FINANCING

ACTIVITIES		
Net proceeds from issuance of options	36,960	1,950
Removal of note due to legal settlement (Note 7)	-	(500,000)
Repayment of note payable	(72,113)	(60,504)
Net cash provided by financing activities	(35,153)	(558,554)
NET INCREASE (DECREASE) IN CASH	(73,949)	62,518
CASH, BEGINNING OF PERIOD	199,305	136,787
CASH, END OF PERIOD	125,356	199,305
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
CASH PAID DURING THE YEAR FOR:		
Income taxes	-	-
Interest	22,825	29,486

See accompanying notes and accountant's audit report

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business:

Next Generation Media Corporation was incorporated in the State of Nevada in November of 1980 as Micro Tech Industries, with an official name change to Next Generation Media Corporation in April of 1997. The Company, through its wholly owned subsidiary, United Marketing Solutions, Inc., provides direct marketing products, which involves the designing, printing, packaging, and mailing of public relations and marketing materials and coupons for retailers who provide services. Sales are conducted through a network of franchises that the Company supports on a wholesale basis. At December 31, 2002, the Company had approximately 37 active area franchise operations located throughout the United States.

Property and Equipment:

Property and equipment are stated at cost. The company uses the straight line method in computing depreciation for financial statement purposes.

Expenditures for repairs and maintenance are charged to income, and renewals and replacements are capitalized. When assets are retired or otherwise disposed of, the cost of the assets and the related accumulated depreciation are removed from the accounts.

Estimated useful lives are as follows:

Equipment	5 years
Furniture, fixtures and equipment	7 years
Leasehold Improvements	39 years

Depreciation expense for the years ended December 31, 2002 and 2001 amounted to $166,122 and $198,660 respectively.

Intangibles:

The Company has recorded goodwill based on the difference between the cost and the fair value of certain purchased assets and it is being amortized on a straight-line basis over the estimated period of benefit, which ranges from five (5) to ten (10) years. The Company periodically evaluates the goodwill for possible impairment by comparing future projected cash flows to the carrying value of the goodwill. Any excess goodwill would be written off due to impairment. In addition, the Company has a covenant not to compete, which is being amortized over five (5) years.

Advertising Expense:

The Company expenses the cost of advertising and promotions as incurred. Advertising costs charged to operations for the years ended December 31, 2002 and 2001 were $6,818 and $24,796 respectively.

Revenue Recognition:

The Company recognizes revenue from the design, production and printing of coupons upon delivery. Revenues from initial franchise fees is recognized when substantially all services or conditions relating to the sale have been substantially performed. Franchise support and other fees are recognized when billed to the franchisee. Amounts billed or collected in advance of final delivery or shipments are reported as deferred revenue.

Impairment of Long-Lived Assets:

The Company reviews the carrying values of its long-lived assets for possible impairment on a periodic basis and whenever events or changes in circumstances indicate that the carrying amount of the assets should be addressed. The Company believes that no permanent impairment in the carrying value of long-lived assets exists for either of the two years ending December 31, 2002 and 2001.

Comprehensive Income:

The Company has adopted Statement of Financial Accounting Standards No. 130 "Reporting Comprehensive Income." Comprehensive income as defined includes all changes to equity except that resulting from investments by owners and distribution to owners. The Company has no item of comprehensive income to report.

Reclassifications:

Certain prior year amounts have been reclassified to conform to the current year presentation.

New Accounting Pronouncements:

In June of 1998, the Financial Accounting Standards Board issued SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities. The new standard requires that all companies record derivatives on the balance sheet as assets or liabilities, measured at fair value. Gains or losses resulting from changes in the values of those derivatives would be accounted for depending on the use of the derivative and whether it qualifies for hedge accounting. The Company does not use derivative instruments either in hedging or as investments. The Company will adopt this accounting standard, as amended, on January 1, 2001. The standard has no material impact on the financial statements for the periods ending December 31, 2002 and 2001.

In December of 1999, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin 101, "Revenue Recognition in

Financial Statements" ("SAB 101"), which provides guidance related to revenue recognition based on interpretations and practices followed by the SEC. SAB 101 is effective in the quarter ended December 31, 2000, and requires companies to report any changes in revenue recognition as a cumulative effect of a change in accounting principle at the time of implementation in accordance with Accounting Principles Board Opinion No. 20, "Accounting Changes." The Company periodically assesses the impact of SAB 101 on its financial position and operations.

Use of Estimates:

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes:

The Corporation uses Statement of Financial Standards No. 109 Accounting for Income Taxes (SFAS No. 109) in reporting deferred income taxes. SFAS No. 109 requires a company to recognize deferred tax liabilities and assets for expected future income tax consequences of events that have been recognized in the company's financial statements. Under this method, deferred tax assets and liabilities are determined based on temporary differences in financial carrying amounts and the tax bases of assets and liabilities using enacted tax rates in effect in the years in which temporary differences are expected to reverse.

Risks and Uncertainties:

The Company operates in an environment where intense competition exists from other companies. This competition, along with increases in the price of paper, can impact the pricing and profitability of the Company.

Accounts Receivable:

The Corporation grants credit to its customers, which includes the retail sector and their own franchisees. The Company establishes an allowance for doubtful accounts based upon on a percentage of accounts receivable plus those balances the Company feel will be uncollectible. Uncollectible accounts as of December 31, 2002 were $256,604.

Cash and Cash Equivalents:

The Company considers all highly liquid investments with maturities of three months or less to be cash equivalents.

Earnings Per Common Share:

The Company calculates its earnings per share pursuant to Statement of Financial Accounting Standards No. 128, "Earnings per Share" ("SFAS No. 128"). Under SFAS No. 128, basic earnings per share are computed by dividing reported earnings available to common stockholders by weighted average shares outstanding. Dilated earnings per share reflects the potential dilution assuming the issuance of common shares for all potential dilative common shares outstanding during the period. The Company had 1,562,500 and 1,575,167 options issued and outstanding as of December 31, 2002 and 2001 to purchase stock. Stock options have been excluded as common stock equivalents in the diluted earnings per share for 2001 because they are anti-dilative.

Inventories:

Inventories consist primarily of paper, envelopes, and printing materials and are stated at the lower of cost or market, with cost determined on the first-in, first-out method.

Principles of Consolidation:

The accompanying consolidated financial statements include the accounts of the parent company, Next Generation Media Corporation and its subsidiaries for the periods ended December 31, 2002 and 2001.

NOTE 2 - RETIREMENT PLAN

The company maintains a 401(k) defined contribution plan covering substantially all employees. The Corporation may contribute up to 3% of each eligible employee's gross wages. Employees can elect up to 12% of their salary to be contributed before income taxes up to the annual limit set by the Internal Revenue Code. The Corporation contributed $20,572 and $0 in 2002 and 2001 respectively.

NOTE 3 - PROPERTY, PLANT & EQUIPMENT

Property, Plant and Equipment consists of the following:

December 31, 2002

Furniture, fixtures and equipment	$56,650
Computer equipment	1,334,599
Leasehold improvements	78,921
	$1,470,170
Accumulated depreciation and amortization	(1,069,377)
Net property and equipment	400,793

NOTE 4 - NOTES PAYABLE AND LINE OF CREDIT

Notes payable consists of the following:

December 31, 2002

Obligation to CIT Group, bearing interest at 10%, the loan is payable in fifty-six monthly installments of $500, including interest, and is collateralized by the property and equipment of the Company.	$ 19,389
Note payable to BancFirst, collateralized by the Company's property and equipment. Terms are twenty-four monthly installments of $8,200 principal plus accrued interest.	$ 31,281
Promissory note payable to former executive, payable in twenty-four installments of $3,452 at 0% interest.	$ 74,375

Obligation to PS Business Parks bearing interest at 5%. The loan

is payable in thirty-six monthly installments of $3,896, including interest, and is collateralized by the property and equipment of the Company.	92,321
Obligation to Xerox in twenty-four monthly installments of $500.	
The obligation is collateralized by the good faith of the Company.	7,000
Total Notes Payable	$224,366
Less: Current portion	$127,151
Long-term portion	$ 97,215

NOTE 5 - COMMITMENTS AND CONTINGENCIES

The Company changed the location of its corporate headquarters and main operating facility on February 1, 2002.

Future minimum payments required under the lease are as follows:

Year Ending December 31,	Amount
2003	$248,924
2004	258,881
2005	269,237
2006	280,006
2007	23,409
	$1,080,457

Rent expense for the years ended December 31, 2002 and 2001 were $180,607 and $620,578.

The Company is party to various legal matters encountered in the normal course of business. In the opinion of management and legal counsel, the resolution of these matters will not have a material adverse effect on the Company's financial position or the future results of operations.

NOTE 6 - INCOME TAXES

Deferred tax assets are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Management has provided a valuation allowance for net deferred tax assets as of December 31, 2002 and 2001, as they believe that it is more likely than not that the entire amount of deferred tax assets will not be realized.

The company filed a consolidated return, with a tax liability of $0 for the year 2002. At December 31, 2002, the Company had net operating loss carry forwards for federal income tax purposes of approximately $2,650,000, which are available to offset future taxable income, if any, on a scheduled basis through 2022.

NOTE 7 - BIGHUB SETTLEMENT

On February 6, 2001, a settlement was reached between TheBigHub.com ("Big Hub"), the Company, and major shareholders of the Company. As part of the settlement, Big Hub returned all but 242,732 shares of the Company's common stock to the major shareholders involved, and all stock options. The major shareholders retain their shares and options in Big Hub. Big Hub forever releases and discharges the Company from all obligations relating to the $622,288 dollars advanced to the Company. The Company forever releases and discharges Big Hub from all obligations relating to $199,620 owed to the Company from Big Hub. Additionally, the Company releases Big Hub from all obligations in regards to the promised delivery of the "Tool Kit Technology" (never delivered). Big Hub retains the 250,000 shares of the Company's common stock transferred to the Big Hub as original consideration of promised delivery of "Tool Kit Technology". The Company agrees to provide audited financial statements to Big Hub on a consolidated basis. The major shareholders of the Company, Big Hub, and the Company agree to release, acquit, and further discharge all parties involved as a result of this agreement.

NOTE 8 - COMMON STOCK

In 2002, the Company issued 3,450,000 shares of common stock valued at $173,000 in exchange for consulting services. 700,000 of those shares valued at $35,000 were later cancelled for non-performance. Net issuance for consulting expenses for the year ending 2002 were 2,750,000 shares of common stock valued at $138,000.

On October 11, 2001, an option holder exercised options for 97,500 shares for $1,950. In 2001, the Company issued 469,000 shares of common stock valued at $54,590 in exchange for consulting services, public relations, and website development services.

NOTE 9 - NOTE AND TRADE RECEIVABLE

On June 30, 2000, the Company executed a promissory note with UNICO, Inc. for $200,000 and a trade receivable for $270,000 in conjunction with the sale of Independent News, Inc. Both the note and trade receivable are outstanding and currently in default. The Company's management considers both collectible. An allowance for uncollectible accounts of $100,000 and $135,000 has been established.

NOTE 10 - INTANGIBLE ASSETS

Intangible assets consist of the following items:

December 31, 2002

Goodwill	$1,326,850
Covenant not to compete	15,000
	1,341,850
Less accumulated amortization	519,653
Intangible assets, net	822,197

Amortization expense for the years ended December 31, 2002 and December 31, 2001 were $135,685 and $135,685.

NOTE 11 - DEFERRED REVENUE

During the 2001, the Company received $96,386 for services to be performed in 2002. When the services were performed, the amount was recognized as income in 2002.

NOTE 12 - PUBLIC STOCK LISTING

Next Generation Media Corporation common stock began trading on the OTC Bulletin Board on June 11, 2001, under the symbol NGMC. This is the company's first public listing.

NOTE 13 - SEGMENT INFORMATION

The Company has one reportable segment for the twelve month periods ended December 31, 2002 and 2001: United Marketing Solutions. United was acquired on April 1, 1999. The entity is a wholly-owned subsidiary. United operates a direct mail marketing business. The accounting policies of the reportable segments are the same as those set forth in the Summary of Accounting Policies. Summarized financial information concerning the Company's reporting segments for the periods ending December 31, 2002 and 2001 are presented below:

Year Ended December 31, 2002	Segment	Parent	Eliminations	Total
Revenue	7,325,085	0	0	7,325,085
Segment profit/(loss)	658,769	(455,246)	0	203,523
Total assets	2,258,545	293,784	(382,249)	2,170,081

Year Ended December 31, 2001	Segment	Parent	Eliminations	Total
Revenue	7,132,118	0	0	7,132,118
Segment profit/(loss)	(175,848)	(721,147)	0	(896,995)
Total assets	1,859,751	825,609	(382,249)	2,303,111

NOTE 14 - LIQUIDITY AND FUTURE PROSPECTS

As of December 31, 2001 the Company had a large portion of its trade payable and accrued liabilities significantly past due. The Company had negative working capital and therefore the independent auditor report was issued as a going concern. In 2002, the Company drastically reduced it operating expenses, operated at a profit, removed large amounts of debt and greatly improved its financial standing. Therefore the Company is no longer considered a going concern and the independent auditor's report reflects the change.

NOTE 16 - RECLASSIFICATIONS

Certain amounts on the 2001 financial statements have been reclassified to conform with the 2002 presentation.

EXHIBIT INDEX

Exhibit No.	Description
3.1	Articles of Incorporation, under the name Micro Tech Industries, Inc. (incorporated by reference in the filing of the Company's annual report on Form 10KSB filed on April 15, 1998).
3.2	Amendment to the Articles of Incorporation (incorporated by reference in the Company's quarterly report filed on Form 10 Q filed on May 15, 1997).
3.3	Amended and Restated Bylaws (incorporated by reference in the filing of the Company's annual report on Form 10KSB filed on November 12, 1999).
16.1	Letter on change in certifying accountant (incorporated by reference in the filing of the Company's current report on

Form 8-K filed on January 5, 2001).

21.1 Subsidiaries of the Company (included herein).

23.1 Consent of Certified Public Accountants (included herein).

24.1 Power of Attorney (included herein on the signature page).