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SKREEM ENTERTAINMENT CORP  
Form 10QSB/A  
March 23, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-QSB/A  
Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the quarterly period ended September 30, 2004

OR

TRANSITION REPORT UNDER SECTION 13 OF 15(d) OF THE EXCHANGE ACT OF 1934

From the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number 0-22236

SKREEM ENTERTAINMENT CORPORATION  
(Exact name of small business issuer as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

33-0565710  
(IRS Employer Identification No.)

11637 Orpington Street, Orlando, Florida 32817  
(Address of principal executive offices)

(407) 207-0400  
(Issuer's telephone number)

N/A  
(Former name, former address and former fiscal year,  
if changed since last report)

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

Yes  No

Class  
Common, \$.001 par value

Shares Outstanding  
26,610,781

Date  
November 5, 2004

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SKREEM ENTERTAINMENT CORPORATION  
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Skreem Entertainment Corporation  
 (A Development Stage Company)  
 Consolidated Balance Sheet  
 September 30, 2004  
 (Unaudited)

ASSETS

Current Assets	
Cash and cash equivalents	\$ 6,472
Prepaid expenses	1,515
	-----
Total Current Assets	7,987
Property and Equipment	
Machinery and equipment	28,604
Furniture and fixtures	18,161
	-----
	46,765
Less: Accumulated depreciation	(32,260)
	-----
Total Property and Equipment	14,505
Other Assets	
Deposits	19,920
	-----
Total Other Assets	19,920
	-----
	\$ 42,412
	=====

The accompanying notes are an integral part of these financial statements.

Skreem Entertainment Corporation  
 (A Development Stage Company)  
 Consolidated Balance Sheet  
 September 30, 2004  
 (Unaudited)

LIABILITIES AND SHAREHOLDERS ' DEFICIT

Current Liabilities	
Accounts payable and accrued liabilities	\$ 56,244
Accrued interest payable to affiliates and shareholder	39,543

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Accrued interest payable to others	2,718
Notes payable - other	247,858
Notes payable - shareholder	230,000
Notes payable - affiliates	510,592
	-----
Total Current Liabilities	1,086,955
Shareholders' Deficit	
Prefer red stock, par value \$0.001, 1,000,000 shares authorized, no shares issued and outstanding Common stock, par value \$0.001, 50,000,000 shares authorized, 26,610,781 shares issued and outstanding	26,611
Additional Paid In Capital	1,857,321
Accumulated deficit	(2,928,475)
Total Shareholders' Deficit	(1,044,543)
	-----
	\$ 42,412
	=====

The accompanying notes are an integral part of these financial statements.

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Skreem Entertainment Corporation  
(A Development Stage Company)  
Consolidated Statements of Operations  
For Six Months Ended September 30, 2004 and 2003  
And Period from August 19, 1999 (Inception) to September 30, 2004  
(Unaudited)

	6 Months Ended September 30, 2004	6 Months Ended September 30, 2003	Inception to September 30, 2004
	-----	-----	-----
Revenues	\$ -	\$ 176	\$ 2,926
Expenses			
Operating expenses	584,161	295,268	1,683,164
General and administrative	153,222	30,456	410,042
Salaries and benefits	27,488	33,296	452,267
Impairment of loan receivable	-	-	130,000
	-----	-----	-----
	764,871	359,020	2,675,473
Loss from Operations	(764,871)	(358,844)	(2,672,547)
Other Income / (Expenses)			

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Interest expense	(26,940)	(53,796)	(255,928)
	-----	-----	-----
Net Loss	\$ (791,811)	\$ (412,640)	\$ (2,928,475)
	=====	=====	=====
Weighted Average Shares Outstanding	26,421,825	9,549,454 (1)	
	=====	=====	
Income / (Loss) Per Share	\$ (0.03)	\$ (0.04)	
	=====	=====	

(1) Weighted average shares outstanding for six months ended September 30, 2003 reflects equivalent shares issued for reverse merger transaction and is for comparative purposes only.

The accompanying notes are an integral part of these financial statements.

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Skreem Entertainment Corporation  
(A Development Stage Company)  
Consolidated Statements of Operations  
For Three Months Ended September 30, 2004 and 2003  
And Period from August 19, 1999 (Inception) to September 30, 2004  
(Unaudited)

	3 Months Ended September 30, 2004	3 Months Ended September 30, 2003	Inception to September 30, 2004
	-----	-----	-----
Revenues	-	-	\$ 2,926
Expenses			
Operating expenses	345,989	225,382	1,683,164
General and administrative	74,461	19,208	410,042
Salaries and benefits	12,699	12,674	452,267
Impairment of loan receivable	-	-	130,000
	-----	-----	-----
	433,149	257,264	2,675,473
	-----	-----	-----
Loss from Operations	(433,149)	(257,264)	(2,672,547)
Other Income / (Expenses)			
Interest expense	(15,950)	(28,852)	(255,928)
	-----	-----	-----
Net Loss	(449,099)	\$ (286,116)	(2,928,475)
	-----	-----	-----
Weighted Average Shares Outstanding	26,597,618	12,071,196 (1)	
	=====	=====	

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Income / (Loss) Per Share                   \$ (0.02)                                     \$ (0.02)  
   =====                                     =====

- (1) Weighted average shares outstanding for three months ended September 30, 2003 reflects equivalent shares issued for reverse merger transaction and is for comparative purposes only.

The accompanying notes are an integral part of these financial statements.

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SKREEM ENTERTAINMENT CORPORATION  
 (A Development Stage Company)  
 CONSOLIDATED CONDENSED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT  
 FROM AUGUST 19, 1999 (DATE OF INCEPTION) TO SEPTEMBER 30, 2004

	Common Stock	Paid	Retained
	Shares	In Capital	Deficit
	-----	-----	-----
Balance at inception, August 19, 1999	-	\$ -	-
Issuance of common stock	20,000	20	-
Net Loss	-	-	(84,021)
	-----	-----	-----
Balance at December 31, 1999	20,000	20	(84,021)
Net loss	-	-	(230,879)
	-----	-----	-----
Balance at December 31, 2000	20,000	20	(314,900)
Net loss	-	-	(494,816)
	-----	-----	-----
Balance at December 31, 2001	20,000	20	(809,716)
Net loss	-	-	(384,590)
	-----	-----	-----
Balance at December 31, 2002	20,000	20	(1,194,306)
Reclassification of debt to equity	43,000	43   1,581,941	-
Net loss	-	-	(736,364)
	-----	-----	-----
Balance at December 31, 2003	63,000	63   1,581,941	(1,930,670)
Effect of issuance of common stock			

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and recapitalization in reverse acquisition transaction	25,943,925	25,944	(25,944)	-
Net loss	-	-	-	(205,994)
Balance at March 31, 2004	26,006,925	26,007	1,555,997	(2,136,664)
Proceeds from issuance of common stock	603,856	604	301,324	-
Net loss	-	-	-	(791,811)
Balance at September 30, 2004	26,610,781	\$ 26,611	\$ 1,857,321	\$ (2,928,475)

The accompanying notes are an integral part of these condensed financial statements

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Skreem Entertainment Corporation  
(A Development Stage Company)  
Consolidated Statements of Cash Flows  
For Six Months Ended September 30, 2004 and 2003  
And Period from August 19, 1999 (Inception) to September 30, 2004  
(Unaudited)

	6 Months Ended September 30, 2004	6 Months Ended September 30, 2003
	-----	-----
Cash Flows from Operating Activities		
Net Loss	\$ (791,811)	\$ (412,640)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:		
Depreciation and amortization	3,831	1,914
Impairment of loan receivable		
(Increase) Decrease in Operating Assets:		
Prepaid expenses	(1,515)	(1,153)
Other assets		(4,555)
Increase (Decrease) in Operating Liabilities		
Accounts payable	13,105	13,906
Accrued interest payable	26,602	53,762
Total Adjustments	42,023	63,874
Net Cash Used in Operating Activities	(749,788)	(348,766)
Cash Flows from Investing Activities		

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Payments for purchase of equipment	(11,441)	(1,208)
Loan receivable	-	-
	-----	-----
Net Cash Used in Investing Activities	(11,441)	(1,208)
Cash Flows from Financing Activities		
Proceeds from issuance of stock	301,928	-
Proceeds from notes payable - other	250,000	
Proceeds from notes payable - shareholder	230,000	
Proceeds from notes payable - affiliates	50,000	397,000
Principal payments on notes payable to others	(2,142)	
Principal payments on notes payable to affiliates	(65,000)	-
	-----	-----
Net Cash Provided by Financing Activities	764,786	397,000
Net increase (decrease) in cash and cash equivalents	3,557	47,026
Cash and cash equivalents at beginning of period	2,915	1,936
	-----	-----
Cash and cash equivalents at end of period	\$6,472	\$ 48,962
	=====	=====

The accompanying notes are an integral part of these financial statements.

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Skreem Entertainment Corporation  
Notes to the Unaudited Consolidated Financial Statements  
From August 19, 1999 (Date of Inception) to September 30, 2004

Note 1 - BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements of Skreem Entertainment Corporation have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10QSB and Item 310(b) of Regulation S-B. They do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, considered necessary for a fair presentation, have been included in the accompanying unaudited consolidated financial statements.

Operating results for the periods presented are not necessarily indicative of the results that may be expected for the full year.

These unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and footnotes, which are included as part of consolidated financial statements as of March 31, 2004 included in the Company's Form 10KSB.

Note 2 - ACCOUNTING POLICY FOR REVENUE RECOGNITION



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Revenue is recognized in accordance with Staff Accounting Bulletin No. 104 (SAB 104) when persuasive evidence of an arrangement exists, the price to the buyer is fixed or determinable; delivery has occurred or services have been rendered or the license period has begun; and collectibility is reasonably assured.

Revenue from the distribution of recordings under license and distribution agreements is recognized as earned under the criteria established by Statement of Financial Accounting Standards No. 50 ("FASB 50"). Revenue is generally recognized when the Company receives an "accounting" of recordings sold with payment from the licensee. In the event the Company has not received an "accounting" from the licensee and if the Company has information related to the licensed use of recordings that would result in the revenue being fixed and determinable, and collection is reasonably assured, then revenue is recognized in the periods in which the license revenue is earned. Minimum guarantees (advances) received from licensees are recorded as deferred revenue and are amortized over the performance period, which is generally the period covered by the agreement.

### Note 3 - NOTES PAYABLE

#### Shareholder

Since May 24, 2004 Jeffrey D. Martin, a major stockholder has loaned the Company \$130,000. The notes are payable on demand and bear interest at the rate of 8% per annum. Accrued interest at September 30, 2004 was \$3,093. The dates and amounts of these individual note agreements entered into during the six months ended September 30, 2004 are as follows:

Date of Note -----	Amount -----
May 24, 2004	\$75,000
July 2, 2004	30,000
July 14, 2004	20,000
August 26, 2004	5,000
	-----
Total	\$130,000 =====

On May 26, 2004 the Company borrowed \$100,000 from Sugarcreek Capital, LLC. The terms of the note call for repayment of \$104,000 on or before July 30, 2004. As security for the loan, Jeffrey D. Martin, a major stockholder, put up his 1/3 interest in Osceola Partners. On August 19, 2004 the note payable to Sugarcreek Capital, LLC was transferred to Jeffrey D. Martin, a major stockholder, in exchange for his 1/3 interest in Osceola Partners and is payable on demand.

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#### Affiliates

Since April 6, 2004, the Company has borrowed an additional \$50,000 from Martin Consultants, Inc. The notes bear interest the the rate of 8% per annum. The total balance of the notes payable to Martin Consultants, Inc. was \$471,000 at September 30, 2004. Martin Consultants, Inc. is owned by Jeffrey D. Martin, a major shareholder of the Company. The dates and amounts of these individual not agreements entered into during the nine months ended September 30, 2004 are as follows:

Date of Note -----	Amount -----
April 6, 2004	\$10,000

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April 12, 2004	10,000
July 23, 2004	20,000
July 30, 2004	10,000
	-----
Total	\$50,000

### Others

On August 3, 2004 the Company borrowed \$50,000 through a line of credit with an individual. Interest on the line of credit varies monthly. At September 30, 2004 the corresponding annual percentage rate was approximately 6.25%. Interest paid through September 30, 2004 was \$337. The line of credit has been guaranteed by Jeffrey A. Martin, a major shareholder of the Company.

On August 19, 2004 the Company borrowed \$200,000 from Sugarcreek Capital, LLC. The Note is payable on December 30, 2004 and bears interest at the rate of 8% per annum. The note has been personally guaranteed by Jeffrey D. Martin, a major shareholder of the Company. Accrued interest as of September 30, 2004 was \$2,718

### Note 4 - GOING CONCERN

The accompanying financial statement has been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company sustained losses of \$791,811 at September 30, 2004. The Company had an accumulated deficit of \$2,928,475 at September 30, 2004. These factors raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The Company is highly dependent on its ability to continue to obtain investment capital and loans from an affiliate and major shareholder in order to fund the current and planned operating levels. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to continue receiving investment capital from an affiliate and obtaining loans to complete promotion of the Company's artists, continue production of music and achieve a level of success that will enable it to sustain its operations. No assurance can be given that the Company will be successful in these efforts.

### Note 5 - PRIVATE PLACEMENT MEMORANDUM

The Company has offered a Private Placement Memorandum ("PPM") which offers for sale a maximum of 3,000,000 and a minimum of 1,000,000 shares of its common stock, \$.001 par value at \$.50 per share ("the Offering"). The shares are offered on a "best efforts" basis. The Offering will be made in reliance upon an exemption from registration under the federal securities laws provided by Regulation D as promulgated by the United States Securities and Exchange Commission ("SEC"). The Offering will terminate upon the earlier of (i) the sale of the 3,000,000 shares or (ii) May 31, 2004 unless extended by the Company for one hundred and twenty days. The Company amended the PPM reducing the share minimum to 100,000 shares. The offering terminated after the 120 day extension expired. The Company issued a total of 603,856 shares with proceeds of \$301,928.

### Note 6 - DISTRIBUTION AND SERVICE AGREEMENT

During May 2004, the company entered into a 5.5 year Distribution and Service Agreement with Cheyenne Records GmbH (Cheyenne). The agreement grants Cheyenne certain exclusive rights to distribute and sell recordings in Germany, Switzerland and Austria. Cheyenne shall receive a distribution and service fee of 45% of all net receipts (gross receipts less Value Added Tax of approximately

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16%). In addition, Cheyenne will perform certain services including booking commercial concerts and concert tours, securing personal appearances of "3rd Wish", and music publishing/subpublishing throughout the territory. In consideration for these services except music publishing/subpublishing, Cheyenne shall receive 35% of all net receipts paid by third parties. The Company/Cheyenne shall split music publishing revenues on a 75%/25% basis. Cheyenne reported that as of September 30, 2004 130,115 copies of the "3rd Wish" single "Obsession" had been shipped. As of September 30, 2004 and through the date of the 10QSB filing, Cheyenne has not provided the Company with an accounting; therefore, no revenue has been recognized in connection with the copies shipped.

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### Note 7 - MUSIC VIDEO PRODUCTION AGREEMENTS

During May 2004, the Company entered into a Music Video Production agreement with 1171 Production Group (Production Company). Production Company will produce a music video embodying the performance by "3rd Wish". In consideration for services rendered by Production Company, the Company agrees to pay \$100,000 upon the terms and conditions set forth in the agreement. In connection with the music video, the Company has agreed to pay \$40,000 to a third party for the performance of "Baby Bash" in the music video. As of September 30, 2004, all contractual obligations have been completed and the Company recorded video production expenses of \$140,000 related to this agreement.

On September 14, 2004, the Company entered into a music video production agreement with 1171 Production Group (Production Company). Production Company will produce a music video embodying the performance by "3rd Wish" of the musical composition entitled "Nina". In consideration for services rendered by Production Company, the Company has agreed to pay \$116,525 upon the terms and conditions set forth in the agreement. As of September 30, 2004 the Company recorded video production expenses of \$87,394 related to this agreement.

### Note 8 - CONTENT LICENSE AGREEMENT

On September 10, 2004, the Company entered into a Content License Agreement with JAMBA!AG (JAMBA) for the distribution of mobile content including ring tones, wallpaper, and logos through the JAMBA service and JAMBA Network. The Content License Agreement is non-exclusive and covers the territories of Germany, Switzerland, and Austria. The term of the agreement commences on the date of the agreement and terminates upon a three month written notice by either party. In consideration of the authorizations granted to JAMBA in the agreement, JAMBA will pay the Company a license fee from all paid and successfully completed downloads of content by end users as set forth in the agreement, which shall be calculated from the net revenue (revenue less value added tax). The Company has not recorded any revenue related to this agreement during the six months ended September 30, 2004. In accordance with SAB 104, the Company will record revenue related to the Content License Agreement when the license revenue is fixed or determinable and collectibility is reasonably assured.

### Note 9 - SUBSEQUENT EVENTS

On October 11, 2004, the Company entered into a 15 year licensing agreement with Three 8 Music Limited to promote the single release by "3rd Wish" entitled

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"Obsession" in the United Kingdom and Eire.

On October 6, 2004, 3,502,925 shares were returned to the treasury and cancelled.

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### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

For the Three Month Period Ended September 30, 2004 and 2003

Revenues - The Company had no revenues for the three months ended September 30, 2004 and for the three months ended September 30, 2003. However, for the period from July 26 to September 30, 2004, the Company shipped 130,115 copies of 3rd Wish's single recorded, Obsession. Because of the practice in the music industry that distributors have the right to return any unsold copies, no sales were recorded until this number becomes fixed. Once this number becomes fixed, the company will record approximately \$2.57 per record as revenue.

Revenue is recognized in accordance with Staff Accounting Bulletin No. 104 (SAB 104) when persuasive evidence of an arrangement exists, the price to the buyer is fixed or determinable; delivery had occurred or services have been rendered or the license period has begun; and collectibility is reasonably assured.

Revenue from the distribution of recordings under license and distribution agreements is recognized as earned under the criteria established by Statement of Financial Accounting Standards No. 50 ("FASB 50"). Revenue is generally recognized when the Company receives an "accounting" of recordings sold with payment from the licensee. In the event the Company has not received an "accounting" from the licensee and if the Company has information related to the licensed use of recordings that would result in the revenue being fixed and determinable, and collection is reasonably assured, then revenue is recognized in the periods in which the license revenue is earned. Minimum guarantees (advances) received from licensees are recorded as deferred revenue and are amortized over the performance period, which is generally the period covered by the agreement.

Operating expenses - Operating expenses for the three months ended September 30, 2004 were \$345,989, an increase of \$120,607 or 53.5% from the \$225,382 for the corresponding period of the prior year. This increase primarily resulted from increased production expenses related to Video Shoot and Recordings of \$82,549, increased travel expenses of \$30,929 due to the group being in Germany, advertising expenses of \$62,670, and increases in other operating expenses such as advances to artists, training of artists and rent of \$2,706, and a corresponding decrease in promotional expenses of \$58,247.

General and Administrative Expenses - General and administrative expenses increased by \$55,253 or 287.7% to \$74,461 for the three months ended September 30, 2004 from \$19,208 for the corresponding period of the prior year. This increase is primarily attributable to an increase in legal and accounting fees of \$49,035, increased website related expenses of \$7,007 and a corresponding decrease in other expenses of \$789.

Salaries and Benefits - There were virtually no changes in salaries and benefits for the three months ended September 30, 2004 from the corresponding period of the prior year.

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Interest Expense - Interest expense decreased by \$12,902 or 44.7% to \$15,950 for the three months ended September 30, 2004 from \$28,852 for the corresponding period of the prior year. This decrease is attributable to having more debt outstanding for the three months ended September 30, 2003.

For the Six Month Period Ended September 30, 2004

Revenues - The Company had no revenues for the six months ended September 30, 2004. For the six months ended September 30, 2003, the Company had revenues of \$176.

Operating expenses - Operating expenses for the six months ended September 30, 2004 were \$584,161, an increase of \$288,893 or 97.8% from the \$295,268 for the corresponding period of the prior year. This increase primarily resulted from increased production expenses related to Video Shoot and Recordings of \$232,282, increased travel expenses of \$29,850 due to the group being in Germany, advertising expenses of \$62,670, and increases in other operating expenses such as advances to artists, training of artists, and rent of \$25,868, and a corresponding decrease in promotional expenses of \$61,777.

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General and Administrative Expenses - General and administrative expenses increased by \$122,766 or 403.1% to \$153,222 for the six months ended September 30, 2004 from \$30,456 for the corresponding period of the prior year. This increase is primarily attributable to an increase in legal and accounting fees of \$112,764, increased website related expenses of \$11,534, and a corresponding decrease in other expenses of \$1,532.

Salaries and Benefits - Salaries and benefits for the six months ended September 30, 2004 were \$27,488, a decrease of \$5,808 or 17.4% from the \$33,296 for the corresponding period of the prior year. This decrease is due to there being fewer employees during the six months ended September 30, 2004.

Interest Expense - Interest expense decreased by \$26,856 or 49.9% to \$26,940 for the six months ended September 30, 2004 from \$53,796 for the corresponding period of the prior year. This decrease is attributable to having more debt outstanding for the six months ended September 30, 2003.

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### Liquidity and Capital Resources

As of September 30, 2004, the Company had cash of \$6,472 and a deficit in working capital of \$1,078,968. This compares with cash of \$2,914 and a deficit in working capital of \$581,477 as of March 31, 2004.

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Cash used in operations increased by \$401,022 to \$749,788 for the six months ended September 30, 2004 from \$348,766 for the corresponding period of the prior year. The increase is principally attributable to an increase in the net operating loss of \$379,171 and changes in the current accounts of \$23,768 which was partially offset by an increase in depreciation and amortization of \$1,917.

For the six months ended September 30, 2004 the Company used \$11,441 for the purchase of equipment. For the six months ended September 30, 2003 the Company used \$1,208 for the purchase of equipment.

For the six months ended September 30, 2004, \$831,928 of cash was provided to the Company from financing activities; \$301,928 from the sale of shares, and \$530,000 from the issuance of promissory notes. This compares with \$397,000 of cash being provided during the six months ended September 30, 2003, all from issuance of promissory notes.

For the six months ended September 30, 2004, the Company used \$65,000 of cash from financing activities to repay principal on notes payable to affiliates and \$2,142 to repay principal on notes payable to others. There was no cash used in financing activities for the corresponding period of the prior year.

Historically, the company has generated net operating losses, which jeopardized its ability to continue a growing concern. However, in July 2004 "3rd Wish", a group under contract to the Company released its first recording in Germany, Austria and Switzerland, which should produce a revenue stream for the company. The records initial shipment was 10,000 units. Due to the popularity of the group and the record, over 120,000 reorders have been shipped bringing the total units shipped to over 130,000. The September release of the group's second record was rescheduled for November because sales of the first record were stronger than expected in September and it was counter productive to release another product at that time. Also, licenses are currently being negotiated for the release rights in four other countries. Due to accounting practices common in the recording industry, the accounting for revenues is received only two times per year. One report is typically delivered 90 days after June 30th and the other report is typically delivered 90 days after December 31st each year. Revenues from the sales of the first release, part of the second release, the album release, and the licenses secured for them should be reported as part of the December 31st accounting.

### ITEM 3. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures under the supervision of and with the participation of our Chief Executive Officer ("CEO") and our Chief Financial Officer ("CFO"). Based on this evaluation, our management, including our CFO and CEO, concluded that our disclosure controls and procedures were effective, and that there have been no significant changes in our internal controls or in other factors that could significantly affect internal controls subsequent to the evaluation.

## PART II - OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

None

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ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the six months ended September 30, 2004, the Company sold 603,856 shares of its common stock for a net of \$301,928. All of the proceeds have been used to fund working capital.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

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

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a) Exhibits

None

b) Reports on Form 8-K

None

SIGNATURES

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

SKREEM ENTERTAINMENT CORPORATION

Date: March 22, 2004

By: /s/ Charles Camorata

-----  
Charles Camorata  
Principal Executive Officer

Date: March 22, 2004

By: /s/ Karen Pollino

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Karen Pollino  
Chief Financial Officer

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### CERTIFICATIONS

I, Charles Camorata, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Skreem Entertainment Corporation Systems, Inc.
2. Based on my knowledge, this quarterly 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 quarterly 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 quarterly 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 we 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 quarterly 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 quarterly 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 registrant's board of directors (or persons performing the equivalent function):
  - 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



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6. The registrant's other certifying officers and I have indicated in this quarterly 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.

Dated: March 22, 2004

By: /s/ Charles Camorata

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Charles Camorata

Principal Executive Officer

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CERTIFICATIONS

I, Karen Pollino, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Skreem Entertainment Corporation Systems, Inc.
2. Based on my knowledge, this quarterly 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 quarterly 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 quarterly 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 we 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 quarterly 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 quarterly 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 registrant's board of directors (or persons performing the

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equivalent function):

- 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 quarterly 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.

Dated: March 22, 2004

By: /s/ Karen Pollino

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Karen Pollino  
Chief Financial Officer

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CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

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I, Charles Camorata, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Skreem Entertainment Corporation on Form 10-QSB for the quarterly period ended September 30, 2004 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-QSB fairly presents in all material respects the financial condition and results of operations of Skreem Entertainment Corporation

By: /s/ Charles Camorata

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Name: Charles Camorata  
Title: Principal Executive Officer

March 22, 2004

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CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

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I, Karen Pollino, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Skreem Entertainment Corporation on Form 10-QSB for the quarterly period ended September 30, 2004 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-QSB fairly presents in all material respects the financial condition and results of operations of Skreem Entertainment Corporation

By: /s/ Karen Pollino

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Name: Karen Pollino  
Title: Chief Financial Officer

March 22, 2004