

QUEPASA COM INC
Form 10-Q
August 19, 2002
Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 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: 0-25565

QUEPASA.COM, INC.
(Exact Name of Registrant as Specified in Its Charter)

NEVADA
(State or Other Jurisdiction of
Incorporation or Organization)

84-0879433
(I.R.S. Employer Identification No.)

**410 N. 44th Street, Suite 350,
Three Gateway Ctr.
Phoenix, AZ**
(Address of Principal Executive Offices)

85008
(Zip Code)

Registrant's Telephone Number, Including Area Code: 602-231-9002

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class
None

Name of Exchange on Which Registered
None

**SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
COMMON STOCK, PAR VALUE \$.001 PER SHARE**

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(Title of Class)

Indicate by check mark whether the registrant (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 registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

The number of outstanding shares of the registrant's Common Stock as of June 30, 2002 was approximately 17,163,291 shares.

Table of Contents

QUEPASA.COM INC. AND SUBSIDIARIES

INDEX

PART I. FINANCIAL INFORMATION

Item 1.	Condensed Consolidated Financial Statements	
	<u>Condensed Consolidated Balance Sheets as of June 30, 2002 (unaudited) and December 31, 2001</u>	1
	<u>Condensed Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2002 and 2001 (unaudited)</u>	2
	<u>Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2002 and 2001 (unaudited)</u>	3
	<u>Notes to Condensed Consolidated Financial Statements</u>	4
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations Risk Factors</u>	6
Part II.	OTHER INFORMATION	
Item 1.	<u>Legal Proceedings</u>	10
Item 2.	<u>Changes in Securities and Use of Proceeds</u>	10
Item 3.	<u>Defaults Upon Senior Securities</u>	10
Item 4.	<u>Submissions of Matters to a Vote of Security Holders</u>	10
Item 5.	<u>Other Information</u>	11
Item 6.	<u>Exhibits and Reports on Form 8-K</u>	11
	<u>Signatures</u>	12
Exhibit 99	Certification	

Table of Contents

QUEPASA.COM, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

Item 1. Condensed Consolidated Financial Statements

	June 30, 2002	December 31, 2001
	(Unaudited)	
Assets		
Current assets		
Cash and cash equivalents	\$ 1,348,257	\$ 3,052,147
Other receivable	229,032	113,019
Note receivable		500,000
Prepaid expenses	171,062	251,509
Other current assets	3,045	
	<u>1,751,396</u>	<u>3,916,675</u>
	<u>\$ 1,751,396</u>	<u>\$ 3,916,675</u>
Liabilities and Stockholders Equity		
Current liabilities		
Accounts payable	\$ 12,650	\$ 75,107
Accrued liabilities	1,461	120,807
Arbitration settlement accrual		200,000
Deferred revenue		20,089
	<u>14,111</u>	<u>416,003</u>
Total current liabilities	<u>14,111</u>	<u>416,003</u>
Stockholders equity		
Preferred stock, authorized 5,000,000 shares, no par value none issued or outstanding		
Common stock, authorized 50,000,000 shares, \$0.001 par value; 17,163,291 shares issued and outstanding at March 31, 2002 and December 31, 2001, respectively	17,763	17,763
Additional paid-in capital	104,454,267	104,454,267
Accumulated deficit	(102,734,745)	(100,971,358)
	<u>1,737,285</u>	<u>3,500,672</u>
Total stockholders equity	<u>1,737,285</u>	<u>3,500,672</u>
	<u>\$ 1,751,396</u>	<u>\$ 3,916,675</u>

See accompanying notes to condensed consolidated financial statements.

Table of Contents**QUEPASA.COM, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**
(Unaudited)

	For the Six Months Ended June 30,		For the Three Months Ended June 30,	
	2002	2001	2002	2001
Gross revenue	\$ 20,089	\$ 147,200	\$	\$ 30,967
Less commissions		(26,361)		
Net revenue	20,089	144,564		30,967
Operating expenses				
Product and content development expenses		375,943		41,375
Advertising and marketing expenses		421,845		53,565
General and administrative expenses	1,809,645	1,654,974	444,012	791,270
Total operating expenses	1,809,645	2,452,762	444,012	886,210
Loss from operations	(1,893,556)	(2,308,198)	(444,012)	(855,243)
Other income (expense)				
Interest expense		(1,939)		(884)
Interest income and other	26,169	173,945	6,000	73,092
Realized and unrealized loss on trading securities		(14,204)		
Net other income	26,169	157,802	6,000	72,208
Net loss	\$ (1,763,387)	\$ (2,150,396)	\$ (438,012)	\$ (783,035)
Net loss per share, basic and diluted				
Loss before cumulative effect of a change in accounting principle and net loss per share, basic and diluted	\$ (.10)	\$ (.12)	\$ (.03)	\$ (.04)
Weighted average number of shares outstanding, basic and diluted	17,163,291	17,763,291	17,163,291	17,763,291

See accompanying notes to condensed consolidated financial statements.

Table of Contents

QUEPASA.COM, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Six Months Ended June 30,	
	2002	2001
Cash flows from operating activities		
Net loss	\$ (1,763,387)	\$ (2,150,396)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities		
Depreciation and amortization		103,244
Stock based compensation		28,767
Allowance for note receivable	500,000	
Realized and unrealized loss on trading securities		14,204
Increase (decrease) in cash resulting from changes in assets and liabilities		
Sale of trading securities, net		2,379,760
Accounts receivable	(116,013)	226,993
Prepaid expenses	80,447	140,760
Other receivable and other assets	(3,045)	1,140,291
Accounts payable	(62,457)	(168,578)
Accrued liabilities	(319,346)	(64,727)
Deferred revenue	(20,089)	(121,935)
Net cash provided by (used in) operating activities	(1,703,890)	1,528,383
Cash flows from investing activities		
Proceeds from assets held for sale		277,000
Net cash provided by investing activities		277,000
Net increase (decrease) in cash and cash equivalents	(1,703,890)	1,805,383
Cash and cash equivalents, beginning of period	3,052,147	3,940,232
Cash and cash equivalents, end of period	\$ 1,348,257	\$ 5,745,615
Supplemental disclosure of non-cash operating, financing activities:		
Interest paid	\$	\$ 1,939

See accompanying notes to condensed consolidated financial statements.

Table of Contents

QUEPASA.COM, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 The Company

quepasa.com, inc. (the Company or quepasa) is a Bilingual (Spanish/English) Internet portal and online community focused on the United States Hispanic market. We provide users with information and content centered around the Spanish language. Because the language preference of many U.S. Hispanics is English, we also offer our users the ability to access information in the English language.

Note 2 Liquidity

To date, the Company's expenses have significantly exceeded revenue and there is no assurance that the Company will earn profits in the future. The Company's independent accountants issued their auditors' report dated February 27, 2002 stating that the Company has suffered recurring losses from operations, has an accumulated deficit, has been unable to successfully execute its business plan, and is considering alternatives for the Company, all of which raise substantial doubt about its ability to continue as a going concern.

By March 31, 2002, the Company downsized its workforce to two individuals and disposed of certain assets. Management believes that as a result of its significant cost-cutting measures, there is sufficient cash to operate for the next twelve months assuming current spending levels. Management of the Company and the Board of Directors continue to evaluate alternatives for the Company including disposing of assets and investigating merger opportunities.

Note 3 Basis of Presentation

The Company's accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and pursuant to rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for a complete financial statement presentation. In the Company's opinion, such unaudited interim information reflects all adjustments, consisting only of normal recurring adjustments, necessary to present our financial position and results of operations for the periods presented. The Company's results of operations for interim periods are not necessarily indicative of the results to be expected for a full fiscal year. The Company's condensed consolidated balance sheet as of December 31, 2001 was derived from its audited consolidated financial statements as of that date but does not include all the information and footnotes required by accounting principles generally accepted in the United States of America. The Company suggests that these condensed consolidated financial statements be read in conjunction with the audited consolidated financial statements included in its Annual Report on Form 10-K as of and for the year ended December 31, 2001.

Table of Contents

QUEPASA.COM, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note 4 Summary of Significant Accounting Policies

Uses of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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. Additionally, such estimates and assumptions affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentration of Credit Risk and Significant Customers

Financial instruments which potentially subject the Company to concentrations of credit risk are principally accounts receivable, cash and cash equivalents and trading securities. The Company maintains ongoing credit evaluations of its customers and generally does not require collateral. The Company provides reserves for potential credit losses and such losses have not exceeded management expectations. Periodically during the year, the Company maintains cash and investments in financial institutions in excess of the amounts insured by the federal government. During the six months ended June 30, 2002 and 2001, one and two customers accounted for 100% and 69% of gross revenue, respectively.

Note 5 Commitments

Employment Agreements

In connection with the termination of an employment agreement, the Company was required to pay a severance payment of \$100,000 in the first quarter of 2002. In addition all of the employees options (totaling 193,334) became immediately vested.

Contingencies

The Company from time to time is involved in various legal proceedings incidental to the conduct of its business. The Company believes that the outcome of all such pending legal proceedings will not in the aggregate have a material adverse effect on the Company's business, financial condition, results of operations or liquidity.

Table of Contents

QUEPASA.COM, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations Risk Factors

This Quarterly Report on Form 10-Q and the information incorporated by reference may include forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. In particular, we direct your attention to Item 1. Financial Statements, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation Risk Factors and Item 3. Quantitative and Qualitative Disclosures About Market Risk. We intend the forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in these sections. All statements regarding our expected financial position and operating results, our business strategy, our future business operations, our proposed merger transaction, our potential liquidation plans and the outcome of any contingencies are forward-looking statements. These statements can sometimes be identified by our use of forward-looking words such as may, believe, plan, will, anticipate, estimate, expect, intend and other phrases of similar meaning. Known and unknown risks, uncertainties and factors could cause the actual results to differ materially from those contemplated by the statements. The forward-looking information is based on various factors and was derived using numerous assumptions. Although we believe that our expectations expressed in these forward-looking statements are reasonable, we cannot promise that our expectations will turn out to be correct. Our actual results could be materially different from our expectations.

The following discussion of our financial condition and results of operations for the three and six months ended June 30, 2002 and 2001 should be read in conjunction with our condensed consolidated financial statements, the notes related thereto, and the other financial data included elsewhere in this Form 10-Q.

OVERVIEW

We commenced operations on June 25, 1997. Prior to May 1998, our operations were limited to organizing quepasa.com, raising operating capital, hiring initial employees and drafting a business plan. From May 1998 through May 1999, we were engaged primarily in content development and acquisition. In May 1999, we launched our first media-based branding and advertising campaign in the U.S. Significant revenues from our business activities did not commence until the fourth quarter of 1999. In the first quarter of 2000, we significantly increased our operating expenses as we expanded our sales, marketing and advertising efforts.

During 2001 the Company reduced its workforce as part of managements effort to conserve remaining cash.

Also during the first and second quarters of 2002:

In March 2002, the employment agreement for the Company's President was terminated. As a result the company was required to pay \$100,000 in severance and all employee stock options became fully vested.

In June 2002, the Company executed a Settlement Agreement with Mark Kucher pursuant to which it agreed to pay Kucher \$190,000 in full settlement of certain claims asserted against the Company. As part of the agreement Kucher and Raymond Duch resigned for the Company's Board of Directors.

Table of Contents

QUEPASA.COM, INC. AND SUBSIDIARIES

On August 1, 2001, we and our landlord executed an agreement pursuant to which we made a \$130,000 lump sum payment to our landlord for any and all amounts due and we have subsequently vacated our office.

On August 6, 2001, we entered into a merger agreement that would result in the company becoming a wholly owned subsidiary of Great Western Land and Recreation, Inc. Great Western is an Arizona-based, privately held real estate development company with holdings in Arizona, New Mexico and Texas. Great Western's business focuses primarily on condominiums, apartments, residential lots and recreational property development. In addition to holding completed developments in metropolitan areas of Arizona, New Mexico and Texas, Great Western also owns and is currently developing the Wagon Bow Ranch in northwest Arizona and the Willow Springs Ranch in central New Mexico. The merger agreement represents a stock for stock offering, pursuant to which each share of quepasa common stock will be converted into one share of Great Western common stock. In the 1st Quarter of 2002 this agreement was terminated.

THE QUEPASA.COM COMMUNITY

quepasa.com, inc. is a Bilingual (Spanish/English) Internet portal and online community focused on the United States Hispanic market. We provide users with information and content centered around the Spanish language. Because the language preference of many U.S. Hispanics is English, we also offer our users the ability to access information in the English language.

RESULTS OF OPERATIONS

NET REVENUE: We expect to derive future net revenue from one principal source: the sale of advertising on our web site.

ADVERTISING REVENUE: In the first quarter of 2001, we derived approximately 35% of our net revenues from the sale of advertisements on our web site which are received principally from advertising arrangements under which we receive fixed fees for banners placed on our web site for specified periods of time or for a specified number of delivered ad impressions. During the first quarter of 2001, we discontinued the use of our banner ad software and sought a third-party outsourced for our banner ad sales and service. As of September 18, 2001, we have been unsuccessful in retaining a third-party outsourcer for our banner ad sales and service.

SPONSORSHIP REVENUE. In the first quarter of 2001, we derived approximately 65% of our net revenue from the sale of sponsorships for certain areas or exclusive sponsorship rights for certain areas within our web site. These sponsorships typically cover periods up to 1 year. We recognize revenue during the initial setup, if required under the unique terms of each sponsorship agreement (e.g. co-branded web site), ratably over the period of time of the related agreement. Payments received from sponsors prior to displaying their advertisements on our web site are recorded as deferred revenue.

Our principal expenses are: Product and Content Development, Advertising and Marketing and General and Administrative.

Table of Contents

QUEPASA.COM, INC. AND SUBSIDIARIES

THREE AND SIX MONTHS ENDED JUNE 30, 2002 COMPARED TO THE THREE AND SIX MONTHS ENDED JUNE 30, 2001

Our results of operations for the three and six months ended June 30, 2002 and 2001 were characterized by expenses that significantly exceeded revenues during the periods. We reported a net loss of \$438,000 for the three months ended June 30, 2002, compared to a net loss of \$783,000 for the three months ended June 30, 2001. We reported a net loss of \$1,800,000 for the six months ended June 30, 2002, compared to a net loss of \$2,150,000 for the six months ended June 30, 2001. During the six months ended June 30, 2002, we focused on reducing our cash expenses in all operation areas.

NET REVENUES

The Company did not generate any significant revenue during the three and six months ended June 30, 2002 as a result of the Company's curtailment of operations.

OPERATING EXPENSES

PRODUCT AND CONTENT DEVELOPMENT EXPENSES. Our product and content development expenses decreased to \$0 for the three and six months ended June 30, 2002, compared to \$41,000 and 376,000 for the three and six months ended June 30, 2001. The period-to-period decrease was also attributable to the Company's curtailment of operations.

ADVERTISING AND MARKETING EXPENSES. Our marketing, advertising and sales expenses decreased to \$0 for the three and six months ended June 30, 2002, compared to \$54,000 and \$422,000 for the three and six months ended June 30, 2001. This decrease was related to the curtailment of operations.

GENERAL AND ADMINISTRATIVE EXPENSES. Our general and administrative expenses increased 16% to \$1,789,000 for the six months ended June 30, 2002, compared to \$1,655,000 for the six months ended June 30, 2001. This increase was primarily attributable to the allowance for the note receivable from Great Western and the settlement of various claims and professional fees associated with various SEC filing and proxy issues.

LIQUIDITY AND CAPITAL RESOURCES

We have substantial liquidity and capital resource requirements, but limited sources of liquidity and capital resources. We have generated significant net losses and negative cash flows from our inception and anticipate that we will experience continued net losses and negative cash flows for the foreseeable future. Our independent accountants have issued their independent auditor's opinion on our consolidated financial statements for 2001 stating that our recurring losses, accumulated deficit and our inability to successfully execute our business plan, among other things, raise substantial doubt about our ability to continue as a going concern.

Table of Contents

QUEPASA.COM, INC. AND SUBSIDIARIES

We expect to continue to incur costs, particularly general and administrative costs during the third and fourth quarters of 2002, including our website administration of approximately \$2,000 per month, and do not expect sufficient revenue to be realized to offset these costs. We believe that our cash on hand will be sufficient to meet our working capital and capital expenditure needs for the next twelve months assuming current spending levels.

Table of Contents

QUEPASA.COM, INC. AND SUBSIDIARIES

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

On February 5, 2002, we announced that we terminated the merger agreement because Great Western had materially breached the agreement. As a result of the termination of the merger agreement, quepasa's outstanding \$500,000 loan to Great Western became immediately due and payable under the terms of the loan. We have not yet received repayment of the loan to Great Western. On February 6, 2002, Great Western notified us that it was terminating the merger agreement and on February 11, 2002, Great Western initiated a lawsuit against us in the Superior Court of Arizona. In its complaint, Great Western alleged, among other things, that we breached the merger agreement and, as a result, Great Western is entitled to receive a \$500,000 termination fee. Great Western asserted that the \$500,000 loan that we made to Great Western in October of 2001 should be deemed paid in full as payment of the termination fee. We intend to vigorously defend the lawsuit filed by Great Western.

In June 3, 2002, the Company executed a Settlement Agreement with Mark Kucher pursuant to which it agreed to pay Kucher \$190,000 in full settlement of certain claims asserted against the Company. As part of the agreement Kucher and Raymond Duch resigned for the Company's Board of Directors.

Item 2. Changes in Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

On April 26, 2002, the Company's shareholders elected two of its original co-founders, Jeffrey Peterson and Michael Silberman, in addition to Mark Kucher, Raymond Duch, and Brian Lu, to the Registrant's Board of Directors. The new directors were elected at the Registrant's annual shareholder meeting by the affirmative vote of 67% of the outstanding capital stock of the Registrant, with less than 3% of the outstanding capital stock voting against the election of the new directors. None of the Registrant's prior directors stood for re-election.

Following the annual shareholder meeting, the newly elected Board of Directors elected Jeffrey Peterson as the Registrant's Chairman, Chief Executive Officer and Chief Financial Officer.

Table of Contents

QUEPASA.COM, INC. AND SUBSIDIARIES

Item 5. Other Information

None.

Item 6. Exhibits and Reports on Form 8-K

a. EXHIBITS.

The exhibits listed in the accompanying Index to Exhibits are filed as part of this Report on Form 10-Q.

b. REPORTS ON FORM 8-K.

The Company filed three reports on Form 8K during the quarter covered by this report.

1. Form 8K dated June 3, 2002 reporting the settlement of certain claims with Mark Kucher.
2. Form 8K dated May 3, 2002 regarding the change of our independent auditor.
3. Form 8K dated April 26, 2002 regarding the results of the shareholder vote with respect to officers and directors of the Company.

Table of Contents

QUEPASA.COM, INC. AND SUBSIDIARIES

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Phoenix, state of Arizona, on August 19, 2002.

quepasa.com, inc.

By: /s/ Jeffrey S. Peterson

**Name: Jeffrey S.
Peterson
Title: President, Chief
Executive Officer
and Chairman of the
Board of Directors
(PRINCIPAL
EXECUTIVE OFFICER)**

By: /s/ Jeffrey S. Peterson

**Name: Jeffrey S.
Peterson
Title: Chief Financial
Officer
(PRINCIPAL
FINANCIAL OFFICER)**