

Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

TELECOM COMMUNICATIONS INC  
Form 10-Q  
August 15, 2003

U.S. Securities and Exchange Commission  
Washington, D.C. 20549

FORM 10-QSB

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the quarterly period ended June 30, 2003

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NUMBER 333-62236  
TELECOM COMMUNICATIONS, INC.

-----  
(Exact name of small business issuer as specified in its charter)

Indiana  
-----

35-2089848  
-----

(State or other jurisdiction of  
incorporation or organization)

(IRS Employer identification No.)

827 S. Broadway, Los Angeles, CA 90014  
-----

(Address of principal executive offices)

(310) 515-6728  
-----

(Issuer's telephone number)

Check whether the issuer (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

Number of shares of common stock outstanding as of June 30, 2003: 13,399,000

ITEM 1. FINANCIAL STATEMENTS

Balance Sheets

June 30, 2003 (Unaudited) -----3

Statement of Operations (Unaudited)

For the Three Months Ended June 30, 2003 and 2002 -----4

Statement of Cash Flows (Unaudited)

## Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

For the Nine Months Ended June 30, 2003 and 2002 -----	5
Notes to Consolidated Financial Statements -----	6-11
Item 2. Management's Discussion and Analysis and Plan of Operation -----	12
 PART II. Other Information	
Item 1. Legal Proceedings -----	13
Item 2. Changes in Securities and Use of Proceeds -----	13
Item 3. Defaults Upon Senior Securities -----	13
Item 4. Submission of Matters to a Vote of Security Holders -----	13
Item 5. Other Information -----	13
Item 6. Exhibits and Reports on Form 8-K -----	14
Signatures -----	15-17

### ITEM 1. FINANCIAL STATEMENTS

TELECOM COMMUNICATIONS INC.  
BALANCE SHEETS  
AT JUNE 30, 2003 (UNAUDITED)

(Unaudited)  
June 30, 2003

#### ASSETS

-----  
Current Assets  
-----

Cash in banks (note 4)	\$	10,117
Inventory (note 5)		4,000
TOTAL CURRENT ASSETS		14,117

PROPERTY AND EQUIPMENT, NET		0
-----------------------------	--	---

TOTAL ASSETS	\$	14,117
		14,117

#### LIABILITIES & STOCKHOLDERS' EQUITY

-----  
CURRENT LIABILITIES  
-----

Income taxes payable (note 14)	\$	800
--------------------------------	----	-----

TOTAL CURRENT LIABILITIES		800
---------------------------	--	-----

Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

LONG TERM LIABILITIES	0
OFFICERS LOAN	\$ 1,000
TOTAL LONG TERM LIABILITIES	\$ 1,000
TOTAL CURRENT LIABILITIES	\$ 1,800
STOCKHOLDERS' EQUITY (NOTE 15)	
-----	
COMMON STOCK (\$.001 PAR VALUE, 80,000,000	
SHARES AUTHORIZED:	
13,399,000 ISSUED AND OUTSTANDING)	\$ 13,349
Preferred stock (\$.001 par value, 20,000,000 shares authorized	0
non issued and outstanding)	
50,000 SHARES ISSUED @.50	25,000
CAPITAL REDUCTION	(86,779)
RETAINED EARNING	\$ 60,747
	-----
TOTAL CAPITAL	\$ 12,317
TOTAL LIABILITIES AND CAPITAL	\$ 14,117
	=====

-3-

TELECOM COMMUNICATIONS INC.  
STATEMENTS OF OPERATIONS (UNAUDITED)  
FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2003 AND 2002

	Three Months Ended June 30, 2003	Nine Months Ended June 30, 2003	Three Months Ended June 30, 2002	Nine Months Ended June 30, 2002
INCOME (NOTE 2):				
	-----	-----	-----	-----
Phone calls	\$ 25,881	115,686	48,930	118,725
Lotto tickets (net)	18	647	912	4,342
Bus tokens	42,814	191,191	90,565	286,016
Bus passes	214	1,402	1,568	5,225
Checks cashed (net)	876	3,701	2,868	7,061
Money Grams (net)	341	1,704	1,024	4,410
TOTAL	70,144	314,330	145,867	425,779
	-----	-----	-----	-----
COST OF GOODS SOLD				
	-----	-----	-----	-----
Phone call costs	20,964	86,717	30,576	64,004

Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

Bus token costs	39,171	174,756	83,319	261,304
Bus pass costs	133	1,332	1,490	4,989
TOTAL COST OF SALES	60,268	262,805	115,385	330,297
	-----	-----	-----	-----
GROSS PROFIT	\$ 9,876	\$ 51,525	\$ 30,482	95,482
	-----	-----	-----	-----
OPERATING EXPENSES:				
-----				
General & administrative	\$ 14,656	\$ 55,703	\$ 19,184	70,160
TOTAL EXPENSES	14,656	55,703	19,184	70,160
	-----	-----	-----	-----
PRE-TAX INCOME	(4,780)	(4,178)	11,298	25,322
	-----	-----	-----	-----
INCOME TAX (PROVISION)				
BENEFIT	0	800	2,317	6,152
	-----	-----	-----	-----
NET INCOME	(4,780)	\$ (4,978)	\$ 8,585	19,170
	-----	-----	-----	-----
Net income per common share				
basic & fully diluted	\$ **	\$ **	\$ **	\$ **
	-----	-----	-----	-----
Weighted average common				
shares outstanding	13,399,000	13,399,000	10,050,000	10,050,000
	-----	-----	-----	-----

\*\* Less than \$.01

-4-

TELECOM COMMUNICATIONS INC.  
STATEMENT OF CASH FLOWS (UNAUDITED)  
FOR THE NINE MONTHS ENDED JUNE 30, 2002 AND 2003

CASH FLOWS FROM OPERATING ACTIVITIES:	2002	2003
	-----	-----
Net income	\$19,170	(4,978)
Adjustments to reconcile net income to net	0	0
cash used in operating activities:	0	0
Common stock issued for services	0	0
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	4,014	(383)
(393)		
	-----	-----
NET CASH PROVIDED BY (USED IN)		
Operating activities	23,184	(5,361)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
-----		
SHAREHOLDER DISTRIBUTIONS		

## Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

Net cash used in financing activities	0	0
Net cash used in investing activities	(39,216)	(18,427)
Net increase (decrease) in cash and cash equivalents	(16,032)	(23,788)

CASH AND CASH EQUIVALENTS:

-----		
Beginning of period	25,920	33,905
	-----	-----
ENDING CASH BALANCE	\$ 9,888	\$ 10,117
	-----	-----

-5-

TELECOM COMMUNICATIONS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
June 30, 2003 (UNAUDITED)

BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and pursuant to the 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 complete financial statements.

In the opinion of management, the unaudited condensed consolidated financial statements contain all adjustments consisting only of normal recurring accruals considered necessary to present fairly the Company's financial position at June 30, 2003, the results of operations for the three and nine month periods ended June 30, 2003 and 2002, and cash flows for the nine months ended June 30, 2003 and 2002. The results for the period ended June 30, 2003, are not necessarily indicative of the results to be expected for the entire fiscal year ending September 30, 2003.

NOTE 1. ABOUT THE COMPANY

Telecom Communications, Inc. was founded as a sole proprietorship in 1995 by Michelle Hiromoto with the assistants and management of her father Tak Hiromoto. The purpose of the company was to provide low cost access to Long distance carriers for individuals needing to call Latin and South America. The company operates on the Internet as opposed to using conventional long distance carriers to facilitate lower costs that are passed on to the customers. Many of the extra fees that are found in conventional long distance systems are Avoided this way. In addition the company also provides various services such as Check cashing, money wiring, the sale of bus tokens and passes, and tickets From California Lottery known as Lotto.

NOTE 2. REVENUE RECOGNITION

SAB 101 identifies basic criteria that must be met for revenue recognition. There must be the following items:

- A. Persuasive evidence of an arrangement exists;
- B. Delivery has occurred or service has been rendered.

Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

C. The seller's price to the buyer is fixed or determinable;

D. Collectability is reasonably assured.

-6-

Except for check cashing, all transactions are done on a cash basis with Fixed prices made clear to the buyer prior to the transaction. All products are Paid for immediately upon receipt or completion of phone calls. All monies Received are not refundable. EITF 99-19 requires that sales recognized on a gross basis be for an item or service where the merchant takes total risk for the product or service as opposed to an agent relationship wherein earnings are simply a commission received as a representative who bears no risk. Phone calls, Bus Passes, and Tokens, are reported at gross while Lotto Tickets, Money Grams and Check Cashing are reported at net. Checks cashed are limited to local individuals known by the owners as local employees with two types of I.D. required. On one occasion \$5,000 worth of checks did bounce which were Later determined to be counterfeit.

This incident was isolated and has not been repeated because of the controls being used. For this reason bad checks are minimal. All cashed checks are deposited the same evening and clear the next day so there are no material receivables. There is a fee of 1.7% of the amount cashed.

NOTE 3. ACCOUNTING METHOD

The company uses the accrual method of accounting.

NOTE 4. BANKING POLICY

Funds are kept in two banks so no more than \$100,000 is in any one account.

NOTE 5. INVENTORY VALUATION

The average inventories on any given day are as follows:

Bus Passes	\$ 500
Bus Tokens	2,000
Lotto Scratchers	1,500
	-----
Total	\$ 4,000
	=====

NOTE 6. RECEIVABLES

There are no receivables as all business is done for cash. See Note 2.

NOTE 7. ASSETS

All capitalized assets are fully depreciated while new ones are currently being leased.

-7-

## Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

### NOTE 8. LIABILITIES

There are no loans outstanding and no material payables other than income taxes accrued. See Note 14.

### NOTE 9. LOANS AND LEASES

Although no loans are outstanding, the Company does have a computer Lease requiring a monthly payment of \$911.00. This lease is good thru July 1, 2003. Although there is a purchase option at the end of the lease for \$3,600 this is not small enough to be considered a bargain purchase option which would require lease capitalization Statement No. 13 which requires capitalization and depreciation of certain leases. No capitalization of the lease will be done. The Company is also leasing its occupancy thru December 31, 2003. Both obligations are broken down as follows:

Computer Lease					
Balance on	07/01/2001	thru	09/30/2001	\$	2,733
Balance on	10/01/2001	thru	09/30/2002		10,932
Balance on	10/01/2002	thru	07/01/2003		8,199
					-----
Total				\$	21,864

Occupancy Lease					
Balance on	07/01/2001	thru	09/30/2001	\$	5,400
Balance on	10/01/2001	thru	09/30/2002		22,300
Balance on	10/01/2002	thru	09/30/2003		23,500
Balance on	10/01/2003	thru	12/31/2003		6,000
					-----
Total				\$	57,200

### NOTE 10. RELATED PARTY TRANSACTIONS

There have been no related party transactions.

### NOTE 11. LITIGATION

Mas Financial Corp. and Aaron Tsai filed a lawsuit against the Company in August, 2002 in the Vanderburgh County alleging breach of contract. The Company and its counsel believe that the suit is without merit and immaterial. The suit is being strongly contested and counterclaim was filed on October 15, 2002 against Aaron Tsai alleging fraud and breach of contract.

### NOTE 12. PRE-PAID ITEMS AND DEPOSITS

There are no large deposits on any assets or prepaid insurance.

### NOTE 13. PAYROLL

Prior to incorporation there were no payrolls as ownership took draws as Any sole proprietorship does. After incorporation the officers will be paid as professional, independent contractors. Therefore, there are no payroll tax issues to be concerned about at this time.

## Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

### NOTE 14. INCOME TAX PROVISION

Provision for income taxes is based on corporate rates for both state and federal taxes. Corporate rates are used for the statements prior To incorporation for consistency. The rates are calculated as follows:

Federal rates:

The first \$50,000	@	15%	percent.
The next \$25,000	@	25%	percent.
The balance	@	35%	percent.

State rates:

California rate of 9.3%.

### NOTE 15. INCORPORATION

On December 21, 2000, the Company was acquired by MAS Acquisition XXI Corp. Following APB No. 16, this type of acquisition is commonly called a "reverse merger" wherein the smaller private operating company, Telecom Communications of America, merges into a non-operating shell corporation, MAS Acquisition XXI Corp., which had no assets, resulting in the owner's/manager's, Tak Hiromoto continuing to have effective operating control of the new combined company, Telecom Communications, Inc. The shareholders of the former shell only Continue as passive investors. The accounting was accomplished by adjusting the balance sheet into a corporate style as opposed to a sole proprietorship with simple recognition of the assets and liabilities as they were in the former financial statements of the sole proprietorship. The equity section is adjusted by taking all owner's capital and reclassifying it as Additional Paid in Capital. The Common Stock issued is recognized at its par value of .001 as per the offering. Ten million shares were issued totaling \$10,000 but no cash was received.

The offsetting entry is to reduce Additional Paid in Capital by the \$10,000. The financial statements presented here represent the activities of the smaller operating company.

As mentioned, ten million shares have been issued at a par value of 001. A total of 100 million shares are authorized with 80 million as common shares and 20 million as preferred. The preferred stock will not be convertible so once issued no dilution of Earnings per Share will be needed. The company intends to raise additional capital through the issuance of stock to enable it to expand. Management estimates that \$50,000 is needed to move forward the first year. Of the ten million shares issued, nine million were issued to Tak Hiromoto.

He then transferred one million shares to Herman Alexis & Co., Inc. for assisting the company. The remaining one million shares are broken down with 977,500 owned by MAS Capital, Inc. and the remaining 22,400 owned by a large number of small investors.

### NOTE 16. EARNINGS PER SHARE

The company calculates net income or Earnings per Share as required by SFAS No. 128. Earnings per share are calculated by dividing net income by the average number of outstanding shares. No shares are convertible so dilution is not an issue.

The following represents the calculation of earnings per share:

For the three months ended	For the nine months ended
----------------------------	---------------------------



Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

	June 30		June 30	
BASIC & DILUTED*	2003	2002	2003	2002
-----	-----	-----	-----	-----
Net income	\$ (4,780)	\$8,585	\$ (4,178)	\$19,170
Less preferred stock dividends	--	--	--	--
Net income	\$ (4,780)	\$8,585	\$ (4,178)	\$19,170
Weighted average number of common shares	13,399,000	10,050,000	13,399,000	10,050,000
	-----	-----	-----	-----
Basic & diluted earnings per share	\$ **	\$ **	\$ **	\$ **
	=====	=====	=====	=====

\*There were no common stock equivalents for either period presented.

\*\* Less than \$.01

-9-

NOTE 17. DEFERRED TAXES

According to SFAS 109, the objectives of accounting for income taxes are to recognize (a) the amount of taxes payable or refundable for a current year and (b) deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an enterprise's financial statements or tax returns. A deferred tax liability or asset is recognized for the estimated future tax effects attributable to temporary differences and carry forwards. Measurements of current and deferred tax liabilities and assets are based on provisions of the enacted tax law. The effects of future changes in tax laws or rates are not anticipated. If a tax deferral occurs, the measurement of deferred tax assets is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realized. At this time, there are no such deferrals. See Note 14 for calculations of current tax year liabilities based on existing rates.

NOTE 18. SEGMENT REPORTING

Mas Financial Corp. and Aaron Tsai filed a lawsuit against the Company in August, 2002 in the Vanderburgh County alleging breach of contract. The Company and its counsel believe that the suit is without merit and immaterial. The suit is being strongly contested and counterclaim was filed on October 15, 2002 against Aaron Tsai alleging fraud and breach of contract.

Currently the company reports only one segment on the financial statements, as there is only one central location of business and not multiple locations or departments. SFAS 131 defines an operating segment, in part, as a component of an enterprise whose operating results are regularly reviewed by the chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance. The chief operating decision maker is not necessarily a single person, but is a function that may be performed by several persons.

NOTE 19. CHANGES IN SECURITIES

Form S-8 was filed on June 11, 2003 for 2.5 million shares for the services of employees and consultants. As of June 30, 2003, total of 13,399,000 is issued and outstanding.

## Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

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

With the exception of historical facts stated herein, the matters discussed in this report are "forward looking" statements that involve risks and uncertainties that could cause actual results to differ materially from projected results. Such "forward looking" statements include, but are not necessarily limited to, statements regarding anticipated levels of future revenues and earnings from operations of the Company. Readers of this report are cautioned not to put undue reliance on "forward looking" statements, which are by their nature, uncertain as reliable indicators of future performance. The Company disclaims any intent or obligation to publicly update these "forward looking" statements, whether as a result of new information, future events, or otherwise.

#### DESCRIPTION OF BUSINESS

##### Business Development

Telecom Communications, Inc. was incorporated on January 6, 1997 in the State of Indiana under the corporate name MAS Acquisition XXI Corp. Prior to December 21, 2000, we were a blank check company seeking a business combination with unidentified business. On December 21, 2000, we acquired Telecom Communications of America which was a sole proprietorship doing business in Los Angeles, California since August 15, 1995 and changed our name to Telecom Communications Inc. In connection with this acquisition, Aaron Tsai, our former sole Officer and director was replaced by Telecom Communications of America's owners and associates. We issued 9,000,000 shares of our common stock or 90% of our total outstanding common shares after giving effect to the acquisition. MAS Capital Inc. returned 7,272,400 shares of common stock for cancellation without Any consideration.

Our principal executive offices are located at 827 S. Broadway, Los Angeles, CA 90014. Our telephone number is (310)515-6728.

##### Overview

The international long distance market has undergone considerable change in the last 10 years. It has matured to the point that three carriers share over 85% of the net revenue. The long distance business is poised for growth into the 21st century, and there are many underlying factors that will accelerate that growth.

At the forefront of this significant growth will be Telecom Communications, Inc. (TCOM). The TCOM global network is a high-bandwidth, fiber-optic backbone with international capabilities that provides built-in redundancy and connections to major cities around the globe. In addition to the backbone, TCOM also manages interconnections with other networks to provide end-to-end service to customers.

The accelerated growth and the economic development telecom markets will once again flourish in independent niches, coupled with the economic slowdown of other industries, international telecommunication will compel US companies to prospect undeveloped alternatives. TCOM has and will continue to create this opportunity for many organizations and people alike. To date, Company management and partners have been responsible for developing a complex hybrid proprietary system that will create distinct advantages for the company.

TCOM has an "intelligent network" that utilizes existing telecommunications infrastructure and next generation Internet Protocol Technology. The company is now building a high quality, privately managed telephony network with strong

## Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

management and the strongest of partner relationships. We offer domestic and international service with a focus on international long distance. Our key domestic markets are Los Angeles, and our key international markets are Mexico, and the Asian Pacific countries. Los Angeles serves as a launch pad for our international network. TCOM is partnered with DigiLink to provide co-location and network connectivity.

-10-

The TCOM system is phone-to-phone not PC-to-phone. Users are able to place a call or send a fax over our privately managed, worldwide network from a standard telephone or fax machine. The TCOM system also offers roaming services. By using a single account number customers can place a phone-to-phone call over our network from anywhere in the world using specific toll free access numbers. In order to maximize the use of the TCOM network the company also offers carrier transmission services. This can be a great source of recurring revenues for the company. Customers can access TCOM's interactive portal 24 hours a day from anywhere in the world. The company is also well positioned to capitalize on the convergence of all voice, data, and Internet and E-Commerce applications.

Our network provides us with several key strategic partnerships in such important countries as Mexico, Negeria, China the United Kingdom, Hong Kong, Indonesia and Taiwan. TCOM's new global private line and frame relay services enable customers to connect major locations with branch offices or remote facilities around the world. The TCOM business model is focused on 3 distinct areas: B to B, B to C and the Wholesale Service Markets, and fully scalable in all areas.

B-to-B is the international business customer. Most all-international businesses use a significant amount of international long distance service at very high rates. These are typically large accounts that are a good source of recurring revenues. A typical corporate account in this area would be Chinese import/export companies, garment companies etc.

The B to C area is referring to the Prepaid Calling Card or PIN Distribution market. The company's focus here is on the master distributors that have an existing customer base and purchase in bulk, not the actual individuals using the cards. This is a very large market. Places like little Korea and Chinatown in Los Angeles and San Francisco place many calls from their neighborhoods in the United States to their homeland. There is also a large demand for calls between Mexico and our two key domestic markets, Los Angeles and Dallas. Also in this category are Universities and colleges.

The third area of focus for TCOM is the Wholesale Service Market. Because of the sophistication and quality of our network we are able to provide carrier services to small and medium size telephone companies. The deregulation of the telecommunication industry has allowed several smaller telephone companies to enter the market. Most have a focus, however, on marketing and not on their networks. TCOM has focused on the quality, power, and scalability of its network first, thus allowing us to be a provider of service to other telephone companies. This is a major advantage for TCOM and a tremendous source of recurring revenues for us. Sample customers in this area: NTT - Japan; Dosi - Korea; Telba - Brazil; EDC - London, Tradenet - Indonesia and Singapore; USITel - - USA.

-11-

## Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

### RESULTS OF OPERATIONS

#### Net Income

The Company had a net loss of \$4,780 for the three months ended June 30, 2003 versus a net income of \$8,585 for the same period ended June 30, 2002, a decrease of \$13,3654. The change in net income for the period was primarily attributable to less revenues during the quarter.

The Company had net loss of \$4,978 for the nine months ended June 30, 2003, versus net income of \$19,170 for the same period ended June 30, 2002, a decrease of \$24,148. The change in net income for the period was primarily attributable to a decrease in gross profit due to less revenue during the period.

#### Sales

Revenue was \$70,144 for the three months ended June 30, 2003, versus \$145,867 for the three months ended June 30, 2002, a decrease of \$75,723 or 48%. Revenues were \$314,330 for the nine months ended June 30, 2003 and \$425,779 for the nine months ended June 30, 2002, a decrease of \$111,449 or 26%. The decrease in sales for both periods was primarily due to competitive prices within the telecommunications industry.

#### Expenses

Total expenses were \$14,656 for the three months ended June 30, 2003, versus \$19,184 for the three months ended June 30, 2002. Total expenses for the nine months ended June 30, 2003, were \$55,703 versus \$70,160 for the nine months ended June 30, 2002, a decrease of \$14,457 or 21%. The company realized a decrease in its total expenses during fiscal year of 2003.

#### Liquidity and Capital Resource

On June 30, 2003, the Company had cash of \$33,905. This compares with cash \$25,920 at June 30, 2002. Net cash used in operation activities was \$23,788 for the nine months ended June 30, 2003 as compared with net cash provided by operating activities of \$16,032 for the nine months ended June 30, 2002. Cash provided by financing activities totaled \$-0- for the nine months ended June 30, 2003 as compared with net cash used in financing activities of \$-0- for the nine months ended June 30, 2002. There are no line of credit and capital expenditures at this time.

-12-

### Part II. OTHER INFORMATION

#### Item 1. Legal Proceedings

Mas Financial Corp. and Aaron Tsai filed a lawsuit against the Company in August, 2002 in the Vanderburgh County alleging breach of contract. The suit is being strongly contested and counterclaim was filed on October 15, 2002 against Aaron Tsai alleging fraud and breach of contract

#### Item 2. Changes in Securities

##### Common Stock

Form S-8 was filed on June 11, 2003 for 2,500,000 for employees and consultants.

## Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

The Company issued 350,000 shares of common stock to Elizabeth Hiromoto ,an officer and director of the Company, and 750,000 shares of common stock to her daughter, Michelle, the founder of the Compan's predecessor, although she is no longer affiliated with the Company.

On January 1, 2003, the Company entered into an agreement with a consultant to provide services in corporate management, business opportunities and merger and acquisition. The term of this agreement was for twelve months; the Company issued such consultant 500,000 shares of its common stock for these services.

On January 9, 2002, the Company entered into an agreement with a consulting service company to prepare and file SEC filings for the Company. The term of this agreement was for six months. The Company issued such consultant 59,000 shares of its restricted stock for these services.

On Mach 19, 2003, the Company entered into an agreement with a service company to assist the Company with sales training, strategic planning and marketing consulting services. The term of this agreement was for twelve months. The Company issued such consultant 100,000 shares of its common stock for these services.

The Company entered into a verbal agreement with a employee, to pay the employee with the Compan's restricted stock instead of cash. The Company issued 700,000 shares of its restricted stock for the service for twenty-four months period starting January 11, 2001.

-13-

### Item 3. Defaults Upon Senior Securities

None.

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

None.

### ITEM 5. Market for the Registrant's Common Stock and Related Security Holder Matters

#### Market Information

Public trading market currently exists for our common stock. On December 21, 2002 the Company's stock became eligible to be listed on the Over-the Counter Bulletin Board under the symbol "TCOM". We cannot predict whether a more active market will develop in the future. In the absence of an active trading market: investor may have difficulty buying and selling or obtaining market quotations, visibility for our common stock may be limited and; a lack of visibility of our stock may have a depressive effect on the market price for our common stock

### Item 6. Exhibits and Reports on Form 8-K

#### a) Exhibits

31 Certification by Chief Executive Officer and Principle

Edgar Filing: TELECOM COMMUNICATIONS INC - Form 10-Q

Accounting Officer Pursuant to Section 302

32.1 Certification by Chief Executive Officer Pursuant to Section 906

32.2 Certification by Principle Accounting Officer Pursuant to Section 906

Articles of Incorporation as amended and bylaws are incorporated by Reference to Exhibit No. 3 of Form SB-2 as amended filed November 28, 2001

b) Reports on Form 8-K

None.

-14-

SIGNATURES

In accordance with the requirements of the Exchange Act, the Registrant Caused this report to be signed on its behalf by the undersigned, duly authorized

TELECOM COMMUNICATIONS, INC.

SIGNATURE	TITLE	DATE
-----	-----	-----

/s/ Tak Hiromoto	CEO, President and Director	August 12, 2003
-----		
Tak Hiromoto		

/s/ Elizabeth Hiromoto	Secretary, Treasurer and Director	August 12, 2003
-----		
Elizabeth Hiromoto		

ROBERT G. ERCEK, CPA  
1756 West Ave. J-12 #107  
Lancaster, CA 93534 (661) 726-9448

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT

I here by consent to the use of this Registration statement on Form 10QSB of my report dated August 11, 2003 relating to the comparative financial statements of Telecom Communications Inc. as of June 30, 2003 and 2002 respectively.

Dated August 9, 2003  
Lancaster, California

Robert G. Ercek  
/s/: Robert G. Ercek  
-----

Certified Public Accountant

-15-

