U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-QSB

(Mark One)

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

For the quarterly period ended March 31, 2002

[ ] 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 0-27239

EDUVERSE.COM
(Exact name of small business issuer as specified in its charter)

NEVADA	88-0277072
(State or other jurisdiction of incorporation of organization)	(I.R.S. Employer Identification No.)

435 Martin Street, Suite 2000
Blaine, Washington 98230
(Address of Principal Executive Offices)

(360) 332-7734
(Issuer's telephone number)

7583 Water View Way
Reno, Nevada 89511
(Former name, former address and former fiscal year, if changed since last report)

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 X No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

Class	Outstanding as of May 13, 2002
Common Stock, $.001 par value	3,000,000

Transitional Small Business Disclosure Format (check one)

Yes No X

PART 1. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

EDUVERSE.COM
(A Development Stage Company)

CONSOLIDATED BALANCE SHEETS

	March 31, 2002 (unaudited)	December 31, 2001
ASSETS		
CURRENT ASSETS		
Cash	$ 500	$ --
TOTAL ASSETS	$ 500	$ --
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$ 132,999	$ 130,185
Advances payable	2,383	--
Due to related party (Note 3)	252,448	42,841
	387,830	173,026
CONTINGENCIES (Note 1)		
STOCKHOLDERS' EQUITY (DEFICIT)		
Capital Stock (Note 4)		
Common stock, $.001 par value, 50,000,000 shares authorized 1,000,000 shares issued and outstanding	37,755	37,755
Additional paid-in capital	2,994,633	2,994,633
Common stock subscriptions	15,000	15,000
Accumulated deficit	(3,434,718)	(3,220,414)
	(387,330)	(173,026)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 500	$ --

The accompanying notes are an integral part of these
interim consolidated financial statements

EDUVERSE.COM
(A Development Stage Company)

INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three months ended March 31, 2002	Three months ended March 31, 2001
EXPENSES		
General and administrative	$ 214,304	$ 272,058
OPERATING LOSS FROM CONTINUING OPERATIONS	(214,304)	(272,058)
LOSS FROM DISCONTINUED OPERATIONS	--	(134,423)
NET LOSS FOR THE PERIOD	$ (214,304)	$ (406,481)
BASIC NET LOSS PER SHARE	$ (0.21)	$ (1.07)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	1,000,000	380,981

The accompanying notes are an integral part of these
interim consolidated financial statements

EDUVERSE.COM
(A Development Stage Company)

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three months ended March 31, 2002	Three months ended March 31, 2001
CASH FLOWS FROM OPERATING ACTIVITIES		
Net operating loss from continuing operations	$(214,304)	$(406,481)
Adjustments to reconcile net loss to net cash from operating activities:		
- Common stock issued for services rendered	--	262,202
- Depreciation	--	5,166
- Net changes in working capital items	214,804	65,179
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES	500	(73,934)
CASH FLOWS FROM FINANCING ACTIVITIES		
Bank overdraft repayment	--	(1,011)
Loans payable	--	49,706
CASH FLOWS FROM FINANCING ACTIVITIES	--	48,695
EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH	--	25,906
INCREASE IN CASH	500	667
CASH, BEGINNING OF PERIOD	--	--
CASH, END OF PERIOD	$ 500	$ 667

The accompanying notes are an integral part of these
interim consolidated financial statements

EDUVERSE.COM
(A Development Stage Company)

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2002

(Unaudited)

NOTE 1 - NATURE OF OPERATIONS AND BASIS OF PRESENTATION

Organization

eduverse.com (the "Company") was incorporated on October 22, 1991, under the laws of the State of Nevada, as Ward's Futura Automotive, Ltd. The Company's name was subsequently changed to Perfect Future, Ltd. On June 11, 1998 its name was changed to Eduverse Accelerated Learning Systems, Inc. and on May 19, 1999 to eduverse.com.

Description of business

The Company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business for the foreseeable future. The Company incurred a loss of $214,304 from continuing operations for the period ended March 31, 2002, and as of March 31, 2002 had a working capital deficiency of $387,330. Management recognizes that the Company must obtain additional financial resources by raising capital to enable it to acquire or develop a new business venture and continue normal operations. However, no assurances can be given that the Company will be successful in raising additional capital. Further, there can be no assurance, assuming the Company successfully raises additional funds, that the Company will achieve positive cash flow. On March 2, 2001, the Company entered into an agreement and sold its subsidiary eduverse dot com, inc. effective June 30, 2001. Refer to Note 5. Accordingly, effective January 1, 2002, the Company is considered to be in the development stage. These factors raise substantial doubt regarding the Company's continuation as a going concern.

Unaudited Interim Financial Statements

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB of Regulation S-B. They do not include all information and footnotes required by generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there has been no material changes in the information disclosed in the notes to the financial statements for the year ended December 31, 2001 included in the Company's Annual Report on Form 10-KSB filed with the Securities and Exchange Commission. The interim unaudited financial statements should be read in conjunction with those financial statements included in the Form 10-KSB. In the opinion of Management, all adjustments considered necessary for a fair presentation, consisting solely of normal recurring adjustments, have been made. Operating results for the three months ended March 31, 2002 are not necessarily indicative of the results that may be expected for the year ending December 31, 2002.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, M&M Information and Marketing Services Inc. (incorporated in Nevada, USA) and the results of operations for eduverse dot com, inc., which was sold effective June 30, 2001. All significant intercompany accounts and transactions have been eliminated.

Use of Estimates and Assumptions

Preparation of the Company's financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all liquid investments, with an original maturity of three months or less when purchased, to be cash equivalents.

Financial instruments

At March 31, 2002 the Company has the following financial instruments: accounts payable and accrued liabilities, advances payable, and due to related party. The carrying value of these instruments is considered to approximate fair value based on their short-term nature.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (con't)

Net Loss per Common Share

Basic earnings per share include no dilution and are computed by dividing net loss by the weighted average number of common shares outstanding for the period and the comparative figures have been restated for the 50:1 share consolidation. There are no dilutive securities outstanding.

Foreign Currency Translation

The financial statements are presented in United States dollars. In accordance with Statement of Financial Accounting Standards No. 52, "Foreign Currency Translation", foreign denominated monetary assets and liabilities are translated to their United States dollar equivalents using foreign exchange rates which prevailed at the balance sheet date. Revenue and expenses are translated at average rates of exchange during the period. Related translation adjustments are reported as a separate component of stockholders' equity, whereas gains or losses resulting from foreign currency transactions are included in results of operations.

Income Taxes

The Company follows the liability method of accounting for income taxes. Under this method, deferred income tax assets and liabilities are recognized for the estimated tax consequences attributable to differences between the financial statement carrying values and their respective income tax basis (temporary differences). The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. At March 31, 2002 a full deferred tax asset valuation allowance has been provided and no deferred tax asset benefit has been recorded.

Comprehensive income

Comprehensive income is defined as the change in equity from transactions, events and circumstances, other than those resulting from investments by owners and distributions to owners. Comprehensive income to date consists only of the net gain resulting from translation of the foreign currency financial statements of the Company's former wholly-owned subsidiary, eduverse dot com inc.

Stock-Based Compensation

The Company accounts for stock-based compensation in respect to stock options granted to employees and officers using the intrinsic value based method in accordance with APB 25. Stock options granted to non-employees are accounted for using the fair value method in accordance with SFAS No. 123. In addition, with respect to stock options granted to employees, the Company provides pro-forma information as required by SFAS No. 123 showing the results of applying the fair value method using the Black-Scholes option pricing model.

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with SFAS No. 123 and the conclusions reached by the Emerging Issues Task Force in Issue No. 96-18. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by EITF 96-18.

The Company has also adopted the provisions of the Financial Accounting Standards Board Interpretation No.44, Accounting for Certain Transactions Involving Stock Compensation - An Interpretation of APB Opinion No. 25 ("FIN 44"), which provides guidance as to certain applications of APB 25. FIN 44 is generally effective July 1, 2000 with the exception of certain events occurring after December 15, 1998.

(Unaudited)

NOTE 3 - RELATED PARTY TRANSACTIONS

On October 9, 2000 the Company entered into a management services agreement with Investor Communications, Inc. ("ICI"), a significant shareholder, to provide management and investor relations services for the Company. During the quarter ended March 31, 2002, the Company incurred $203,300 to ICI. As of March 31, 2002, $252,448 is owing to ICI for fees and cash advances and interest.

During the period ended March 31, 2001, the Company incurred $225,000 to ICI which together with other unpaid amounts totalled $456,896 which was settled by the issuance of 15,230,000 common shares.

A director of the Company has been contracted by Investor Communications and is part of the management team provided to the Company.

General and administrative expenses include salaries of $12,000 and consulting fees of $3,500 paid to a director of the subsidiary during the period ended March 31, 2001.

NOTE 4 - CAPITAL STOCK

Authorized

The authorized capital of the Company consists of 50,000,000 voting common shares with $0.001 par value and 5,000,000 non-voting preferred shares with $.001 par value.

The Company received shareholder approval for a reverse stock split of 50:1 which took place on June 8, 2001 which resulted in a reduction of the issued and outstanding shares of common stock from 37,505,434 shares to 750,130 shares.

NOTE 5 - DISPOSAL OF SUBSIDIARY

On March 2, 2001, the Company entered into an agreement with Syncro-Data Systems, Ltd. ("Syncro"), a private British Columbia company, to sell the Company's subsidiary, eduverse dot com inc. ("eduverse") in consideration for advances of $50,000 to eduverse for operating expenses and assumption of all debts of eduverse. The agreement was subject to shareholder approval which was received on June 1, 2001. The sale was effective June 30, 2001 and resulted in a gain on disposal of $107,505. The results of operations of eduverse for the period ended March 31, 2001 have been separately disclosed as loss from discontinued operations.

NOTE 6 - LEGAL ACTIONS

On September 5, 2001 Mark Edward Bruk, former Chairman, President and C.E.O. of eduverse.com filed a Writ of Summons and Statement of Claim in the Supreme Court of British Columbia. In the Writ the Plaintiff claims $85,305.97 in unpaid salary, unreimbursed expenses, employee benefits, vacation pay and other sundry payments. The Company applied to the Court in British Columbia, Canada to strike the claim for lack of jurisdiction. On January 8, 2002 the Supreme Court of British Columbia set aside the Writ of Summons and Statement of Claim and the Company obtained an Order from the Court that it did not have jurisdiction to hear the claim. Mr. Bruk has also been ordered to pay the costs of the application.

On May 17, 2001 a complaint was filed with the SEC against the Company involving a previous investor of the Company who had subscribed for shares in October 2000 pursuant to a subscription agreement and who subsequently attempted to rescind the transactions. The Company has answered the complaint and the outcome is not presently determinable.

(Unaudited)

NOTE 7 - SUBSEQUENT EVENT

Subsequent to March 31, 2002, the Company completed a private placement of 2,000,000 common shares at a price of $0.125 per share for proceeds of $250,000.

NOTE 8 - INCOME TAXES

The Company's net operating loss carryforwards for U.S. income tax purposes amount to approximately $1,180,000. These carryforwards will expire, if not utilized, beginning in 2014. The potential tax benefit of these losses has not been recorded as a full deferred tax asset valuation allowance has been provided due to the uncertainty regarding the realization of these losses.

Statements made in this Form 10-QSB that are not historical or current facts are "forward-looking statements" made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933 (the "Act") and Section 21E of the Securities Exchange Act of 1934. These statements often can be identified by the use of terms such as "may," "will," "expect," "believe," "anticipate," "estimate," "approximate" or "continue," or the negative thereof. The Company intends that such forward-looking statements be subject to the safe harbors for such statements. The Company wishes to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Any forward-looking statements represent management's best judgment as to what may occur in the future. However, forward-looking statements are subject to risks, uncertainties and important factors beyond the control of the Company that could cause actual results and events to differ materially from historical results of operations and events and those presently anticipated or projected. The Company disclaims any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statement or to reflect the occurrence of anticipated or unanticipated events.

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

GENERAL

Eduverse.com, a Nevada corporation (the "Company"), currently trades on the OTC Bulletin Board under the symbol "EDVS". As at March 31, 2002, the Company is involved in research and due diligence of possible acquisitions having previously divested itself of its educational internet business interests. Current management of the Company anticipates that during fiscal year 2002, the Company will continue to undertake research relating to prospective new business endeavors. This research may, and is anticipated to result in the Company entering into business operations that are not in the educational software industry.

The Company, through its former wholly-owned subsidiary Eduverse Dot Com Inc. ("Eduverse"), had primarily been a technology-based company engaged in the business of developing and marketing interactive multimedia educational software programs. During fiscal year 1999, however, the Company began exiting the traditional method of selling its software through retail channels and focused primarily on partnering with various governments to combine education, the Internet and corporate advertising in marketing its new products. The Company expected to generate a majority of its revenues from these software products by charging fees for advertising that was to be placed within the software. The Company intended to offer its software free to educational and other institutions within approximately thirty countries, which operated private computer networks and allowed advertisements to be displayed to their students, and to collect advertising fees for advertisements placed within the software.

During fiscal year 1999, revenues were derived from three sources: (i) the retail sale of its software packages, (ii) distribution royalty fees, and (iii) income derived from the sale of two website names. During fiscal year 1999, the Company recognized no advertising revenues from its English Pro Network Edition software. As a result, quarterly revenues began to decline during late fiscal year 1999 resulting in a substantial net loss.

Fiscal Year 2000

During fiscal year 2000, quarterly revenues continued to decline as compared to quarterly revenues earned in the same periods during 1999. Any revenues earned were derived principally from the marketing and sale of the Company's software packages. Seventy-seven percent (77%) of the Company's retail software sale revenue was derived from two customers. Management of the Company primarily attributed the decrease in revenues to the Company's decision to discontinue retail software sales of its programs. Management of the Company expected to generate the majority of its future revenues commencing third quarter of 2000 from advertising revenues earned from fees charged for inclusion of the advertiser's message on the Company's English Pro Network Edition software. During fiscal year 2000, the Company recognized no advertising revenues from its English Pro Network Edition software. In August 2000, the Company sold its entire equity interest in ESL to Savoy Capital Limited.

Fiscal Year 2001

At a special meeting held on March 2, 2001, the board of directors unanimously approved a share purchase agreement dated March 2, 2001 (the "Share Purchase Agreement") between the Company and Syncro-Data Systems, Ltd. ("Syncro-Data"), a corporation organized under the laws of British Columbia (the "Proposed Transaction"), and directed that the Share Purchase Agreement be submitted to shareholders of the Company for their approval. On June 1, 2001, the Proposed Transaction was consummated pursuant to the terms of the Share Purchase.

The Share Purchase Agreement provided for the sale by the Company to Syncro-Data of all of the issued and outstanding shares of common stock of Eduverse, the Company's wholly-owned subsidiary, held by the Company. The Share Purchase Agreement further provided that (i) Syncro-Data had paid the ongoing expenses of Eduverse to date in the approximate amount of $50,000; (ii) Syncro-Data had agreed to recognize certain liabilities of Eduverse; and (iii) Eduverse would retain all of its right, title and interest in and to certain intellectual property rights and other property, including accounts receivable, contract revenue and outstanding cash in the approximate amount of $900.00.

The Company and Syncro-Data closed the Proposed Transaction on June 30, 2001. Based upon review of a wide variety of factors considered in connection with its evaluation of the sale of assets, the board of directors of the Company believed that the sale of substantially all of the assets of the Company, through consummation of the Share Purchase Agreement, would be fair to and in the best interests of the Company and its shareholders.

Fiscal Year 2002

The Company terminated all development of its previous business commensurate with the sale of the Company's wholly-owned subsidiary to Syncro-Data on June 30, 2001, and ceased to actively market itself as a technology-based company.

Current management of the Company anticipates that during fiscal year 2002, the Company will continue to undertake research relating to prospective new business endeavors. This research may, and is anticipated to result in the Company entering into business operations that are not in the educational software industry.

RESULTS OF OPERATION

Three-Month Period Ended March 31, 2002 Compared to Three-Month Period Ended March 31, 2001

The Company's net losses during the three-month period ended March 31, 2002 were approximately $214,304 compared to a net loss of approximately $406,481 during the three-month period ended March 31, 2001 (a decrease of $192,177).

Net revenues during the three-month periods ended March 31, 2002 and 2001 were $-0-.

During the three-month period ended March 31, 2002, the Company recorded operating expenses of $214,304 compared to $272,058 of operating expenses recorded during the three-month period ended March 31, 2001 (a decrease of $57,754). During the three-month periods ended March 31, 2002, operating expenses consisted only of general and administrative expenses.

During the three-month period ended March 31, 2001, the Company realized a loss from discontinued operations in the amount of $134,423 as compared to $-0- during the three-month period ended March 31, 2002. This loss resulted from the discontinued business operations involving the Company's previously owned subsidiary interests and its software products. The additional operating loss of $134,423 from discontinued operations incurred during the three-month period ended March 31, 2001 resulted in a total net loss of $406,481 for the three-month period ended March 31, 2001 compared to the net loss of $214,304 resulting from general and administrative expenses incurred during the three-month period ended March 31, 2002.

General and administrative expenses generally include corporate overhead, administrative salaries, selling expenses, consulting costs and professional fees. Of the $214,304 incurred as general and administrative expenses, an aggregate of $203,300 was incurred payable to Investor Communications International, Inc. ("ICI") for services rendered by ICI including, but not limited to, financial, administrative and investor relations management.

During the three-month period ended March 31, 2002, the Company incurred $203,300 to ICI, which together with other unpaid fees and advances of $49,148, which resulted in an aggregate of $252,448 due and owing ICI. During the three-month period ended March 31, 2001, the Company incurred $225,000 to ICI, which together with other unpaid fees and advances of $231,896, which resulted in an aggregate of $456,896 due and owing ICI. This amount was settled pursuant to a settlement agreement dated March 14, 2001 between the Company and ICI whereby ICI agreed to accept the issuance of 15,230,000 shares of restricted common stock in settlement and release of the $456,896 due and owing. Subsequent to the settlement, an additional $65,700 in fees was accrued to ICI. $37,481 of this amount was settled pursuant to a settlement agreement dated December 12, 2001 between the Company and ICI whereby ICI agreed to accept the issuance of 249,870 shares of restricted common stock in settlement and release of the $37,481 due and owing. A director of the Company is employed by ICI and is part of the management team provided by ICI to the Company.

As discussed above, the decrease in net loss during the three-month period ended March 31, 2002 as compared to the three-month period ended March 31, 2001 is attributable primarily to the realization during the three-month period ended March 31, 2001 of the loss of $134,423 from discontinued operations and the decrease in operating expenses during the three-month period ended March 31, 2002. The Company's net losses during the three-month period ended March 31, 2002 was approximately ($214,304) or ($0.21) per common share compared to a net loss of approximately ($406,481) or ($1.07) per common share during the three-month period ended March 31, 2001. The weighted average of common shares outstanding were 1,000,000 for the three-month period ended March 31, 2002 compared to 380,981 for the three-month period ended March 31, 2001, after giving retroactive effect to the fifty for one share consolidation completed on June 8, 2001.

LIQUIDITY AND CAPITAL RESOURCES

The Company must raise additional capital. Further, the Company has not generated sufficient cash flow to fund its operations and activities. Historically, the Company has relied upon internally generated funds, funds from the sale of shares of stock and loans from its shareholders and private investors to finance its operations and growth. The Company's future success and viability are entirely dependent upon the Company's current management to successfully research and identify new business endeavors, and to raise additional capital through further private offerings of its stock or loans from private investors. There can be no assurance, however, that the Company will be able to successfully research, identify and acquire new business endeavors and to raise additional capital. The Company's failure to successfully identify and acquire new business endeavors and to raise additional capital will have a material and adverse affect upon the Company and its shareholders. The Company's financial statements have been prepared assuming that it will continue as a going concern, and accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

As of March 31, 2002, the Company's current assets were $500 and its current liabilities were $387,830, which resulted in a working capital deficit of $387,330. The Company's current liabilities consist primarily of accounts payable and accrued liabilities in the amount of $132,999, advances payable in the amount of $2,383 and amounts due to related party (ICI) in the amount of $252,448.

As of March 31, 2002, the Company's total stockholders' deficit increased to ($387,330) from ($173,026) at December 31, 2001.

The Company has not generated positive cash flows from operating activities. For the three-month period ended March 31, 2002, net cash from operating activities was $500 compared to $73,934 of net cash used in operating activities for the three-month period ended March 31, 2001 (a decrease of $74,434). The net operating loss from continuing operations of $214,304 decreased during the three-month period ended March 31, 2002 from an operating loss from continuing operations of $406,481 during the three-month period ended March 31, 2001. Net changes in non-cash working capital items increased to $214,804 for the three-month period ended March 31, 2002 compared to $65,179 for the three-month period ended March 31, 2001.

Cash flows from financing activities was $-0- for the three-month period ended March 31, 2002 compared to cash flow from investing activities of $48,695 for the three-month period ended March 31, 2001. Net cash provided by financing activities during the three-month period ended March 31, 2001 resulted primarily from loans payable in the amount of $49,706, which was offset by a repayment of $1,011 for bank overdraft.

FUNDING

Current management of the Company anticipates a possible increase in operating expenses in order to successfully research and identify new business endeavors. The Company may finance these expenses with further issuance of common stock of the Company. The Company believes that any anticipated private placements of equity capital and debt financing, if successful, may be adequate to fund the Company's operations over the next six months. Thereafter, the Company expects it will need to raise additional capital to meet long-term operating requirements. The Company may encounter business endeavors that require significant cash commitments or unanticipated problems or expenses that could result in a requirement for additional cash before that time. If the Company raises additional funds through the issuance of equity or convertible debt securities other than to current shareholders, the percentage ownership of its current shareholders would be reduced, and such securities might have rights, preferences or privileges senior to its common stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, the Company may not be able to take advantage of prospective new business endeavors or opportunities, which could significantly and materially restrict the Company's business operations. See "Part II. Other Information. Item 2. Changes in Securities and Use of Proceeds".

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

(a) On approximately September 5, 2001, a complaint was filed in the Supreme Court of British Columbia by Mark Edward Bruk, a prior officer and director of the Company, against the Company (the "Complaint"). The Complaint filed by Mr. Bruk alleged that as the prior president and chief executive officer of the Company, Mr. Bruk was entitled to receive amounts for alleged unpaid salary, alleged unpaid benefits, and for alleged reimbursement of expenses.

On January 8, 2002, the Supreme Court of British Columbia set aside the Complaint, and the Company obtained an Order from the Court stating that the Court did not have jurisdiction to hear the claim. On April 24, 2002, the Company and Mr. Bruk entered into a settlement agreement and release that resolved any and all outstanding and potential disputes between the Company and Mr. Bruk. The parties agreed to provide mutual release to one another.

(b) On approximately May 17, 2001, a complaint was filed with the Securities and Exchange Commission against the Company ("SEC Complaint HO-309021"). The SEC Complaint HO-309021 involves a previous investor of the Company who had subscribed for shares of restricted Common Stock during October 2000 pursuant to a subscription agreement and who subsequently attempted to rescind the transaction. On May 31, 2001, the Company answered SEC Complaint HO-309021. As of the date of this Quarterly Report, management of the Company believes that the potential damages sought by the investor are based on groundless causes of action. Management intends to aggressively continue its defense, and to further review its potential legal actions and legal remedies

Except as disclosed above, management is not aware of any other legal proceedings contemplated by any governmental authority or other party involving the Company or its properties. No director, officer or affiliate of the Company is (i) a party adverse to the Company in any legal proceedings, or (ii) has an adverse interest to the Company in any legal proceedings. Management is not aware of any other legal proceedings pending or that have been threatened against the Company or its properties.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

(a) During the three-month period ended March 31, 2002, the Company engaged in a private placement offering under Rule 506 of Regulation D of the Securities Act of 1933, as amended (the "1933 Securities Act"). Pursuant to the terms of the private placement, the Company offered 2,400,000 shares of its common stock at $0.125 per share to raise $300,000. On approximately May 3, 2002, the Company terminated the offering pursuant to which it had sold 2,000,000 shares of common stock at $0.125 per share for aggregate gross proceeds of $250,000.00 The per share price of the offering was arbitrarily determined by the Board of Directors based upon analysis of certain factors including, but not limited to, potential future earnings, assets and net worth of the Company. The Company issued shares of common stock to seven investors, none of which were accredited investors as that term is defined under Regulation D. The investors executed subscription agreements and acknowledged that the securities to be issued have not been registered under the 1933 Securities Act, that the investors understood the economic risk of an investment in the securities, and that the investors had the opportunity to ask questions of and receive answers from the Company's management concerning any and all matters related to acquisition of the securities. No underwriter was involved in the transaction, and no commissions or other remuneration were paid in connection with the offer and sale of the securities.

(b) As a result of the private placement offering, there was a change in control of the Company. The board of directors of the Company desires to set forth the names and address, as of the date of this Report, and the approximate number of shares of Common Stock owned of record or beneficially by each person who owned of record, or was known by the Company to own beneficially, more than five percent (5) of the Company's Common Stock, and the name and shareholdings of each officer and director, and all officers and directors as a group. As of the date of this Report, there are 3,000,000 shares of common stock issued and outstanding.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Class	Percent of Class
Common Stock	Investor Communications International, Inc. 435 Martin Street Suite 2000 Blaine, Washington 98230	554,470 (1)	18.48%
Common Stock	Alexander Cox 755 Burrard Street Suite 428 Vancouver, British Columbia Canada V6Z 1X6	535,060 (1)	17.84%
Common Stock	Calista Capital Corp. P.O. Box W-961 St. Johns Antigua West Indies	250,000 (1)	8.33%
Common Stock	Spartan Asset Group P.O. Box W-960 St. Johns Antigua West Indies	250,000 (1)	8.33%

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Class	Percent of Class
Common Stock	Pacific Rim Financial Inc. C/o Arundel House 31A St. James Square London SW1Y 4JR United Kingdom	250,000 (1)	8.33%
Common Stock	Eastern Capital Corp. C/o Northbrook Farm Bentley Farnham Hampshire GU10 5EU United Kingdom	250,000 (1)	8.33%
Common Stock	Eiger Properties Inc. C/o P.O. Box CH-4002 Basel, Switzerland	250,000 (1)	8.33%
Common Stock	Rising Sun Capital Corp. 96 Front Street Hamilton HM12 Bermuda	250,000 (1)	8.33%
Common Stock	All current officers and directors as a group (2 persons)	-0-	-0-

(1) These are restricted shares of common stock.

There are no arrangements or understanding among the entities and individuals referenced above or their respective associates concerning election of directors or any other matters which may require shareholder approval.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

No report required.

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

No report required.

ITEM 5. OTHER INFORMATION

No report required.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Report on Form 8-K filed May 13, 2002.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EDUVERSE.COM

Dated: May 14, 2002

By: /s/ Grant Atkins

Grant Atkins, President