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SUN NETWORK GROUP INC
Form SB-2/A
September 11, 2003

As filed with the Securities and Exchange Commission on September 11, 2003
Registration No. 333-102693

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 3

to the

FORM SB-2
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SUN NETWORK GROUP, INC.

(Exact name of registrant as specified in its charter)

FLORIDA

(State or other jurisdiction of
incorporation or organization)

65-024624

(I.R.S. Employer
Identification No.)

1440 Coral Ridge Drive, # 140,
Coral Springs, FL 33071
(954) 360-4080

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

T. JOSEPH COLEMAN, PRESIDENT
1440 Coral Ridge Drive, # 140,
Coral Springs, FL 33071
(954) 360-4080

(Name, address, including zip code, and telephone number
including area code, of agents for service)

Copies to:

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Approximate date of commencement of proposed sale to the public: As soon as
practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a

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delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the Prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per unit(2) | Proposed maximum aggregate offering price |
|--|----------------------------|---|---|
| Common Stock, .001 par value underlying debentures | 150,000,000 Shares | \$.02 (2) | \$3,000,000 |
| Common stock, .001 par value underlying warrants | 1,500,000 Shares | \$.02 (3) | \$30,000 |
| Total | 151,500,000 Shares | | |

(1) Includes shares of our common stock, par value \$0.001 per share, which may be offered pursuant to this registration statement, which shares are issuable upon conversion of secured convertible debentures and upon exercise of related warrants. For purposes of estimating the number of shares of common stock to be included in this registration statement, we calculated 200% of the number of shares of our common stock issuable upon conversion of the debentures and upon exercise of the warrants as limited by the number of shares the Company has available to issue under its Certificate of Incorporation. In addition to the shares set forth in the table, the amount to be registered includes an indeterminate number of shares issuable upon conversion of or in respect of the debentures and the warrants, as such number may be adjusted as a result of stock splits, stock dividends and similar transactions in accordance with Rule 416. We may not rely on Rule 416 for the registration of shares in excess of the amount listed in the registration fee table that may be issuable as a result of an adjustment to the exercise price of the warrants due to the issuance of common stock below market. Should the conversion price of the secured convertible debentures result in our having insufficient shares, we will not rely upon Rule

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416, but will file a new registration statement to cover the resale of such additional shares should that become necessary.

(2) Estimated solely for purposes of calculating the registration fee. The registration fee is calculated in accordance with Rule 457(c) based upon \$.02, which is the last sale price of our common stock reported on the OTC Bulletin Board on September 8, 2003.

(3) A registration fee of \$331.20 was previously paid by the issuer at the time of the initial filing of its Registration Statement on Form SB-2 (file no. 333-97295).

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

The information in this prospectus is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission becomes effective. This prospectus is not an offer to sell these securities and it is not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

PROSPECTUS SUBJECT TO COMPLETION; DATED SEPTEMBER 9, 2003

151,500,000 Shares Of Common Stock

Of

Sun Network Group, Inc.

This prospectus relates to the offer and sale from time to time by the selling stockholders of up to 151,500,000 shares of our common stock, all of which are issuable upon the conversion of our 12% secured convertible debentures and the exercise of warrants. The prices at which the selling stockholders may sell the shares will be determined by the prevailing market price for the shares or in negotiated transactions.

We will not receive any of the proceeds from the sales of shares by the selling stockholders but we may receive funds from the exercise of their warrants, however such receipt is unlikely given that the selling stockholder would pay significantly more than the current market price of the common stock to exercise. We have agreed to pay the costs of registering the shares under this prospectus, including legal and accounting fees.

Our common shares are traded on the Over-The-Counter Bulletin Board under the symbol "SNNW". The last reported sale price of our common shares on the OTC Bulletin Board on September 8, 2003 was \$0.02 per share.

OUR COMMON STOCK BEING OFFERED BY THIS PROSPECTUS INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD READ THE "RISK FACTORS" SECTION BEGINNING ON PAGE 5 BEFORE YOU DECIDE TO PURCHASE ANY COMMON STOCK.

Neither the Securities and Exchange Commission nor any state commission has approved or disapproved of these securities or passed upon the adequacy or

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accuracy of this prospectus nor have they made, nor will they make, any determination as to whether anyone should buy these securities. Any representation to the contrary is a criminal offense.

The date of this Prospectus is _____.

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We have not authorized anyone to provide you with information different from that contained in this prospectus. This prospectus is not an offer to sell nor is it seeking an offer to buy these securities in any jurisdiction where this offer or sale is not permitted. The information contained in this prospectus is

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accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of the common stock. In this prospectus, references to the "Company", "we", "us" and "our" refer to Sun Network Group, Inc., a Florida Corporation.

PROSPECTUS SUMMARY

This summary highlights certain information contained elsewhere in this prospectus. You should read the following summary together with the more detailed information regarding our business and our financial statements and the related notes appearing elsewhere in this prospectus.

Our Company

We have entered into a joint venture to operate the Radio X Network and we have one wholly owned currently non-operating subsidiary, the RadioTV Network, Inc, also known as RTV. Radio X is a new nationally syndicated radio network that will develop, produce and syndicate radio programs to a young male demographic. RTV is a proposed new television network that intends, subject to various contingencies described below, to produce and distribute television versions of top rated radio programs.

We were incorporated in June 1991 as Sun Express Group, Inc and owned and operated Destination Sun Airlines until its principal assets were sold to Air Tran Holdings in 1994. The Company was inactive until acquiring the assets of RTV, via merger on July 16, 2001, after which the Company's name was changed to Sun Network Group, Inc. We also have entered into a partnership agreement dated September 5, 2002 to own and operate a new radio network, Radio X, with Sports Byline USA, L.P.

We have only one full-time employee. We had an accumulated deficit of \$1,813,325 and a net loss of \$1,237,497 for the year ended December 31, 2002. For the six month period ending June 30, 2003, we had an accumulated deficit of \$2,341,633 and a net loss of \$528,319. We do not expect to be profitable for, at least, another year and our auditors have issued a "going concern" opinion in connection with the audit of our financial statements for the fiscal year ended December 31, 2002. The company does not have existing capital resources or credit lines available that are sufficient to fund operations and capital requirements as presently planned over the next twelve months and that the company's ability to raise capital to fund operations is further constrained because it has already pledged substantially all of its assets and has restrictions on the issuance of common stock.

We have offices at 1440 Coral Ridge Drive #140, Coral Springs, Florida 33071, tel no. 954-360-4080 and offices at 5670 Wilshire Blvd., Suite 1300, Los Angeles, CA. 90036. We maintain an Internet web site at <http://www.sunnetworkgroup.com> and rtvnet.com. Information contained on our web site is for informational purposes only and is not incorporated by reference into the registration statement of which this prospectus is part.

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THE OFFERING

| | |
|---|---|
| Number of shares of common stock outstanding prior to this offering | 28,448,487 shares (1) |
| Common stock offered by selling stockholders | up to 151,500,000 shares, includes 200% of the shares we are required to register underlying the (i) \$750,000 of convertible |

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debentures based on a conversion price of \$0.01 per share of our common stock, assuming full conversion of the convertible debentures and (ii) warrants to purchase 750,000 shares of our common stock, assuming full exercise of the warrants.

Use of Proceeds

We will not receive any of the proceeds from the sale of the shares of common stock offered by this prospectus; however, we will receive estimated gross proceeds of up to \$112,500 if the selling stockholders exercise warrants to purchase an aggregate of 750,000 shares of our common stock covered by this prospectus, based on \$.15, the exercise price for the warrants. Receipt of these proceeds are unlikely given that the selling stockholder would pay significantly more than the current market price of the common stock to exercise. Of the warrants to purchase an aggregate of 750,000 shares of our common stock that may be exercised, warrants to purchase 500,000 shares of our common stock have been issued and warrants to purchase 250,000 shares of our common stock are to be issued only after the effectiveness of this registration statement. We currently intend to use such net proceeds, if any, for working capital and general corporate purposes.

Plan of Distribution

The offering of our shares of common stock is being made by certain of our stockholders who wish to sell their shares. Sales of our common stock may be made by the selling stockholders in the open market or in privately negotiated transactions and at fixed or negotiated prices.

Risk Factors

There are substantial risks involved in investing in our company. For a discussion of certain factors you should consider before buying shares of our common stock, see the section entitled "Risk Factors".

OTC Bulletin Board Symbol "SNNW"

(1) Such figure does not include shares of our common stock to be issued upon exercise of outstanding warrants and upon conversion of outstanding convertible debentures.

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SELECTED FINANCIAL DATA

The tables below set forth, in summary form, selected financial data of the Company. This data, which is not covered by the independent auditors' report, should be read in conjunction with the consolidated financial statements and notes thereto which are included elsewhere herein.

| | Year Ended December 31, | | | | | |
|--------------------------|-------------------------|------------|------------|------------|-----------|--|
| | 2002 | 2001 | 2000 | 1999 | 1998 | |
| | ---- | ---- | ---- | ---- | ---- | |
| Net Sales | \$ 3,566 | \$ 0 | \$ 43,903 | \$ 127,992 | \$ 0 | |
| Operating expenses | \$ 735,639 | \$ 200,135 | \$ 139,390 | \$ 304,739 | \$ 75,382 | |
| Settlement income | \$ 0 | \$ 35,200 | \$ 0 | \$ 0 | \$ 0 | |

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| | | | | | |
|--|----------------|--------------|--------------|--------------|-------------|
| Interest expense | \$ 515,279 | \$ 0 | \$ 0 | \$ 0 | \$ 0 |
| Loss from operations | \$ (732,073) | \$ (200,135) | \$ (95,487) | \$ (176,747) | \$ (75,382) |
| Net loss | \$ (1,237,497) | \$ (164,935) | \$ (113,483) | \$ (222,028) | \$ 75,382 |
| Basic and diluted loss per common share | \$ (0.06) | \$ (0.01) | \$ (0.01) | \$ (0.02) | \$ (0.01) |

SELECTED BALANCE SHEET DATA AS OF DECEMBER 31, 2002 and 2001

| | 2002 ---- | 2001 ---- |
|--------------------------|---------------|--------------|
| Current assets | \$ 162,661 | \$ 5,321 |
| Current liabilities | \$ 625,465 | \$ 107,950 |
| Total assets | \$ 172,853 | \$ 40,521 |
| Total liabilities | \$ 625,465 | \$ 107,950 |
| Minority Interest | \$ 43,224 | \$ 0 |
| Accumulated deficit | (\$1,813,325) | (\$ 575,828) |
| Stockholders' deficiency | (\$ 495,836) | (\$ 67,429) |

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RISK FACTORS

You should carefully consider the following risk factors and all other information contained in this prospectus before investing in our common stock. Investing in our common stock involves a high degree of risk. Any of the following risks could adversely affect our business, financial condition and results of operations and could result in a complete loss of your investment. All of the material risks of this investment are described herein.

WE HAVE NOT EARNED MEANINGFUL REVENUES AND WE HAVE HAD LOSSES SINCE OUR INCEPTION. WE EXPECT LOSSES TO CONTINUE IN THE FUTURE AND THERE IS A RISK WE MAY NEVER BECOME PROFITABLE.

We had a net loss of \$1,237,497 for the year ended December 31, 2002. We incurred net losses of \$164,935 for the fiscal year ended December 31, 2001 and we anticipate incurring additional losses in fiscal 2003. Because we increased our program development and acquisition activities, we anticipate that we will incur at least \$500,000 in operating expenses in 2003 in connection with continued development of our proposed programs and acquisitions, and expect these expenses will result in continuing and, perhaps, significant operating losses until such time, if ever, that we are able to achieve adequate revenues. There can be no assurance that future operations will be profitable. Revenues and profits, if any, will depend upon various factors, including whether we will be able to develop and distribute our programs, and complete our acquisitions. We may not achieve our business objectives and the failure to achieve such goals would have an adverse impact on us. Although we believe we will have sufficient capital to fund our anticipated operations through fiscal 2003, we are not currently generating meaningful revenues and, unless we raise additional capital, we may not be able to continue operating beyond fiscal 2003.

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WE MAY NEED TO RAISE ADDITIONAL FUNDS IN THE FUTURE FOR OUR OPERATIONS AND IF WE ARE UNABLE TO SECURE SUCH FINANCING, WE MAY NOT BE ABLE TO SUPPORT OUR OPERATIONS.

Future events, including the problems, delays, expenses and difficulties frequently encountered by companies, may lead to cost increases that could make our funds, if any, insufficient to support our operations beyond fiscal 2003. We may seek additional capital, including an offering of our equity securities, an offering of debt securities or obtaining financing through a bank or other entity. We have not established a limit as to the amount of debt we may incur nor have we adopted a ratio of our equity to a debt allowance. If we need to obtain additional financing, there is no assurance that financing will be available from any source, that it will be available on terms acceptable to us, or that any future offering of securities will be successful. Furthermore, the Company has agreed not to negotiate or contract, without the prior written consent of a majority-in-interest of the investors, with any party to obtain additional equity financing that involves the issuance of common stock at a discount to the market price of the common stock on the date of issuance or the issuance of convertible securities that are convertible into an indeterminable number of shares of common stock or the issuance of warrants during the period beginning on June 27, 2002 and ending on the later of (i) March 27, 2003 and (ii) one hundred eighty days (180) from the date the registration statement is declared effective by the SEC, subject to certain exceptions. If additional funds are raised through the issuance of equity securities, there may be a significant dilution in the value of our outstanding common stock. Our business, financial condition and results of operations could suffer adverse consequences if we are unable to obtain additional capital when needed.

THE LOSS OF OUR KEY EMPLOYEES MAY ADVERSELY AFFECT OUR GROWTH OBJECTIVES.

Our success in achieving our growth objectives depends upon the efforts of our top management team including the efforts of Mr. Coleman. The loss of the services of this individual may have a material adverse effect on our business, financial condition and results of operations. We can give no assurance that we will be able to maintain and achieve our growth objectives should we lose this individuals' services.

OUR CURRENT AND POTENTIAL COMPETITORS, MANY OF WHOM HAVE GREATER RESOURCES AND EXPERIENCE THAN WE DO, MAY DEVELOP PRODUCTS AND TECHNOLOGIES THAT MAY CAUSE DEMAND FOR OUR PROGRAMS AND BUSINESSES TO DECLINE.

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The network and syndicated television industry, as well as other businesses we intend to compete in, is vast, very competitive and dominated by major media conglomerates and others who have longer operating histories and substantially greater financial, production and distribution resources than we do. We expect our competitors to intensify as the industry expands through digital technologies and as the Internet continues to grow. Existing or future competitors may develop or offer networks, programs, events and products that are comparable or superior to ours, which could adversely effect our businesses, results of operation and financial condition.

In the television and live event business the commercial success of any program or event is often dependent upon factors beyond the control of the Company including, but not limited to, market acceptance of the program or event, the ability of the Company to secure distribution, production or venue facilities, the continuity of talent and production personnel, adequate production, promotion and marketing expenditures, the ability to control costs of production, promotion and distribution, the ability to sell advertising, secure

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sponsorships and collect revenues, the ability to continue to develop new programs and events, general market conditions, capitalization the ability to secure new distribution, promotion or productions or a lack of acceptance of the programs or events.

We intend to initially produce our programs and events in a conservative manner and distribute and develop on a local and regional basis. We do not have any current contractual agreements for distribution of our programs and there can be no assurances that we will be able to secure distribution in the future.

WE MAY NOT BE ABLE TO PROTECT OUR PATENTS, TRADEMARKS AND PROPRIETARY AND/OR NON-PROPRIETARY RIGHTS, AND, WE MAY INFRINGE UPON THE PATENTS, COPYRIGHTS, TRADEMARKS AND PROPRIETARY RIGHTS OF OTHERS.

If the Company does not secure licenses to third party material for its programs, there is no assurance that we will be able to prevent competitors from using the same or similar names, marks, concepts or appearances or that we will have the financial resources necessary to protect our marks against infringing use.

Our own licensees in the entertainment industry might also, inadvertently or intentionally, infringe upon the trademarks or copyrights of others, exposing us to civil liability.

SHARES OF OUR TOTAL OUTSTANDING SHARES THAT ARE RESTRICTED FROM IMMEDIATE RESALE BUT MAY BE SOLD INTO THE MARKET IN THE FUTURE COULD CAUSE THE MARKET PRICE OF OUR COMMON STOCK TO DROP SIGNIFICANTLY, EVEN IF OUR BUSINESS IS DOING WELL.

As of September 9, 2003, we had 28,448,487 shares of our common stock issued and outstanding of which 18,348,267 shares are restricted shares. Rule 144 provides, in essence, that a person holding "restricted securities" for a period of one year may sell only an amount every three months equal to the greater of (a) one percent of a company's issued and outstanding shares, or (b) the average weekly volume of sales during the four calendar weeks preceding the sale.

The amount of "restricted securities" which a person who is not an affiliate of our company may sell is not so limited, since non-affiliates may sell without volume limitation their shares held for two years if there is adequate current public information available concerning our company. In such an event, "restricted securities" would be eligible for sale to the public at an earlier date. The sale in the public market of such shares of Common Stock may adversely affect prevailing market prices of our Common Stock.

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SINCE WE HAVE NOT PAID ANY DIVIDENDS ON OUR COMMON STOCK AND DO NOT INTEND TO DO SO IN THE FORESEEABLE FUTURE, A PURCHASER OF OUR COMMON STOCK WILL ONLY REALIZE AN ECONOMIC GAIN ON HIS OR HER INVESTMENT FROM AN APPRECIATION, IF ANY, IN THE MARKET PRICE OF OUR COMMON STOCK.

We have never paid, and have no intentions in the foreseeable future to pay, any cash dividends on our common stock. Therefore an investor in our common stock, in all likelihood, will only realize a profit on his investment if the market price of our common stock increases in value.

THE APPLICATION OF THE "PENNY STOCK REGULATION" COULD ADVERSELY AFFECT THE MARKET PRICE OF OUR COMMON STOCK

Our securities may be deemed a penny stock. Penny stocks generally are equity securities with a price of less than \$5.00 per share other than securities registered on certain national securities exchanges or quoted on the NASDAQ

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Stock Market, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. Our securities may be subject to "penny stock rules" that impose additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and accredited investors (generally those with assets in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 together with their spouse). For transactions covered by these rules, the broker-dealer must make a special suitability determination for the purchase of such securities and have received the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the "penny stock rules" require the delivery, prior to the transaction, of a disclosure schedule prescribed by the Commission relating to the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative and current quotations for the securities. Finally, monthly statements must be sent disclosing recent price information on the limited market in penny stocks. Consequently, the "penny stock rules" may restrict the ability of broker-dealers to sell our securities and may have the effect of reducing the level of trading activity of our common stock in the secondary market. The foregoing required penny stock restrictions will not apply to our securities if such securities maintain a market price of \$5.00 or greater. We can give no assurance that the price of our securities will reach or maintain such a level.

THERE IS UNCERTAINTY AS TO OUR CONTINUATION AS A GOING CONCERN.

Our audited financial statements for the fiscal year ended December 31, 2002, reflect a net loss of \$1,237,497. The Company has an accumulated deficit as of December 31, 2002 of \$1,813,325 and anticipates additional operating losses through fiscal 2003, which has required our auditors to issue a going concern opinion in connection with their audit of the Company's financial statements for the fiscal year ended December 31, 2002. These conditions raise substantial doubt about our ability to continue as a going concern if sufficient additional funding is not acquired or alternative sources of capital developed to meet our working capital needs.

SALES OF OUR COMMON STOCK BY THE HOLDERS OF THE CONVERTIBLE DEBENTURES AND WARRANTS MAY LOWER THE MARKET PRICE OF OUR COMMON STOCK AND PURCHASERS OF COMMON STOCK MAY EXPERIENCE SUBSTANTIAL DILUTION.

As of September 9, 2003, \$500,000 principal amount of secured convertible debentures were issued and outstanding. Within 5 days of the effectiveness of this prospectus, we will issue an additional \$250,000 in convertible debentures to the investors for an aggregate total of \$750,000 in convertible debentures. The debentures are convertible into such number of shares of common stock as is determined by dividing the principal amount thereof by the then current conversion price. The debentures conversion price is the lesser of \$.15 and a discount equal to 50% of the average of the three lowest trading prices in the 20 days preceding conversion. If converted on September 9, 2003, the debentures would have been convertible into approximately 75,000,000 shares of common stock, but this number of shares could prove to be significantly greater in the event of a decrease in the trading price of the common stock.

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Purchasers of common stock will experience substantial dilution of their investment upon conversion by the investors of a material portion of the debentures. The debentures are not registered and may be sold only if registered under the Securities Act of 1933, as amended, or sold in accordance with an applicable exemption from registration, such as Rule 144. The shares of common stock into which the debentures may be converted are being registered pursuant to this registration statement.

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As of September 9, 2003, warrants to purchase 500,000 shares of common stock issued to the purchasers of the debentures were outstanding. These warrants are exercisable at \$.15 per share which price may be adjusted from time to time under certain antidilution provisions. 250,000 warrants expire on June 27, 2005 and 250,000 warrants expire on August 8, 2005. The shares of common stock issuable upon exercise of these warrants are being registered pursuant to this registration statement.

As of September 9, 2003, no shares of common stock were reserved for issuance upon exercise of our outstanding warrants and options other than those issued in connection with the debentures, and an additional 151,500,000 shares of common stock were reserved for issuance upon conversion of the debentures and exercise of the warrants issued in connection with the debentures. As of September 9, 2003, there were 28,448,487 shares of common stock outstanding. Of these outstanding shares, 3,800,220 shares were freely tradeable without restriction under the Securities Act of 1933, as amended, unless held by affiliates.

Our 12% convertible debentures are convertible into such number of shares of common stock as is determined by dividing the principal amount thereof by the lesser of the (a) then current variable conversion price and (b) \$.15 per share. If converted on September 9, 2003, the \$750,000 principal amount of debentures would have been convertible into 75,000,000 shares of our common stock. If an aggregate of \$750,000 in the principal amount of our debentures and 750,000 warrants were exercised on September 9, 2003, they would have equaled 75,750,000 shares of our common stock. However, the holders of these debentures have agreed not to own more than 4.9% of our common stock at any one time. This ownership restriction can be waived by the holders upon 61 days notice. Pursuant to the terms of the transaction, however, the number of convertible debentures could prove to be significantly greater in the event of a decrease in the trading price of our common stock. The following table presents the number of shares of our common stock that we would be required to issue as of September 9, 2003 and the number of shares we would be required to issue if our common stock declined by 50% or 75%:

| | As of June 9, ----- | 50% Decline ----- | 75% Decline ----- |
|--|---------------------------|-------------------------|-------------------------|
| Conversion price per share: | \$0.01 | \$0.005 | \$0.0025 |
| Total warrant and convertible | 75,750,000 | 150,750,000 | 300,750,000 |
| Percentage of total outstanding Shares (assuming investors do not waive the 4.9% Limitation) | 4.9% | 4.9% | 4.9% |
| Percentage of total outstanding Shares (assuming investors waive the 4.9% Limitation) | 77.2% | 87.0% | 93.1% |

The 750,000 warrants issued in connection with our 12% convertible debentures are exercisable any time before the third anniversary date of issuance at an exercise price per share equal to \$.15

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DEBENTURES TO TAKE CONTROL OF SUBSTANTIALLY ALL OF OUR ASSETS.

Our 12% debentures are secured by a security agreement under which we pledged substantially all of our assets, including our goods, fixtures, equipment, inventory, contract rights and receivables. A default by us under the 12% debentures would enable the holders to take control of substantially all of our assets. The holders of our 12% debentures have no operating experience in the industry that could force us to substantially curtail or cease our operations.

THE COMPANY'S FAILURE TO COMPLY WITH THE TERMS OF THE CONVERTIBLE DEBENTURES COULD LEAD TO AN ASSESSMENT OF LIQUIDATED DAMAGES BY THE HOLDERS OF THE CONVERTIBLE DEBENTURES AND WARRANTS.

Under the registration rights agreement, if the registration statement relating to the securities offered by this prospectus is not declared effective by the SEC on or before September 25, 2002, we are obligated to pay a registration default fee to the 12% debenture holders equal to the principal of the debenture outstanding multiplied by .02 multiplied by the sum of the number of months that the registration statement is not yet effective (or on a pro rata basis). For example, if the registration statement becomes effective one (1) month after September 25, 2002, we would pay \$5,000 for each \$250,000 debenture outstanding. If thereafter, sales could not be made pursuant to the registration statement for an additional period of one (1) month, we would pay an additional \$5,000 for each \$250,000 of outstanding debenture principal amount. Although the Holders of the Convertible Debentures and Warrants have not notified the Company of a default to date, this failure to notify us does not act as a waiver of the default. Accordingly, the Company's failure to make this registration effective could result in the assessment of liquidated damages in the amount of \$10,000 per month against the Company for an aggregated amount of approximately \$90,000 as of June 9, 2003.

In addition, we have agreed to have authorized a sufficient number of shares of our common stock to provide for the full conversion of the debentures and exercise of the warrants then outstanding and to register and have reserved at all times for issuance at least two times the number of shares that is the actually issuable upon full conversion of the debentures and full exercise of the warrants. As of the date of this prospectus, we do have a sufficient number of common stock registered and authorized to reserve two times the number of shares that is the actually issuable upon full conversion of the debentures and full exercise of the warrants. However, from November 2002 to June 2003, we did not have a sufficient number of shares of common stock authorized and reserved. Although the Holders of the Convertible Debentures and Warrants have not notified the Company of a default to date, this failure to notify us does not act as a waiver of the default. Accordingly, the Company's failure to comply with this covenant could result in the assessment of liquidated damages in the amount of \$15,000 per month against the Company for an aggregated amount of approximately \$116,137 as of date.

Moreover, we are required to pay a penalty of \$2,000 per day to the investors if we fail to deliver the shares of your common stock upon a conversion of the debentures within two business days upon receipt of the conversion notice.

WEIGEL BROADCASTING WAS OUR ONLY CUSTOMER IN 2001

Weigel Broadcasting was our only customer in 2001 and provided us with \$35,200 of settlement income in 2001. The Company has no current agreements with Weigel Broadcasting because it is not a current customer. Although, we plan to continue to pursue new customers, we cannot give any assurances that we will be successful.

OUR OFFICERS AND DIRECTORS HAVE LIMITED LIABILITY AND HAVE INDEMNITY RIGHTS.

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Our certificate of incorporation and by-laws provide that we indemnify our officers and directors against losses sustained or liabilities incurred which arise from any transaction in such officer's or director's respective managerial capacity unless such officer or director violates a duty of loyalty, did not act in good faith, engaged in intentional misconduct or knowingly violated the law,

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approved an improper dividend, or derived an improper benefit from the transaction. Our certificate of incorporation and by-laws also provide for the indemnification by us of our officers and directors against any losses or liabilities incurred as a result of the manner in which such officers and directors operate our business or conduct our internal affairs, provided that in connection with these activities they act in good faith and in a manner which they reasonably believe to be in, or not opposed to, our best interests, and their conduct does not constitute gross negligence, misconduct or breach of fiduciary obligations.

OUR SECURITIES PURCHASE AGREEMENT

On June 27, 2002, we entered into a securities purchase agreement with an investment group to raise up to \$750,000 through the sale to the investors of our 12% secured convertible debentures with warrants to purchase up to 750,000 shares of our common stock. Upon execution of the securities purchase agreement, the investors purchased \$250,000 in principal amount of our 12% secured convertible debentures with related warrants to purchase 250,000 shares of our common stock. On August 8, 2002, pursuant to the terms of the securities purchase agreement, the investors purchased an additional \$250,000 of the 12% convertible debentures and warrants to purchase 250,000 shares of our common stock in connection with the initial filing of the registration statement with the Securities and Exchange Commission (SEC). Under the terms of the securities purchase agreement, the investors are obligated to purchase the remaining \$250,000 of the 12% debentures and warrants to purchase 250,000 shares of our common stock within five days of the date this registration statement is declared effective by the SEC and upon satisfaction of additional conditions by the Company. The additional conditions that must be satisfied by the Company prior to the purchase by the investors of the remaining convertible debentures and warrants consist of the following: (i) the Company's representations and warranties contained in the securities purchase agreement must be true and correct in all material respects on the date of purchase; (ii) there is no litigation, statute, rule, regulation, executive order, decree, ruling or injunction that has been enacted, entered, promulgated or endorsed by or in any court or government authority of competent jurisdiction or any self-regulatory organization having requisite authority which prohibits the transactions contemplated by the securities purchase agreement; (iii) no event has occurred which could reasonably be expected to have a material adverse effect on the Company; (iv) the shares of common stock underlying the convertible debentures and warrants have been authorized for quotation on the Over-The-Counter Bulletin Board (OTCBB) and trading in our common stock on the OTCBB has not been suspended by the SEC or the OTCBB; (v) the Company shall provide a legal opinion to the investors; and (vi) the Company shall provide certain certificates of its officers to the investors regarding the Company's capitalization and the truthfulness and correctness of its representations and warranties in the securities purchase agreement.

The securities purchase agreement also contains covenants and representations and warranties of the investors and the Company that are customary in transactions of this type. In particular, the Company has agreed to have authorized a sufficient number of shares of our common stock to provide for the full conversion of the debentures and exercise of the warrants then outstanding and to have reserved at all times for issuance at least two times the number of

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shares that is the actually issuable upon full conversion of the debentures and full exercise of the warrants. The Company has also agreed to provide the investors with a monthly list to ensure we are in compliance with such reserve amount requirement. Furthermore, the Company has agreed not to negotiate or contract, without the prior written consent of a majority-in-interest of the investors, with any party to obtain additional equity financing that involves the issuance of common stock at a discount to the

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market price of the common stock on the date of issuance or the issuance of convertible securities that are convertible into an indeterminable number of shares of common stock or the issuance of warrants during the period beginning on June 27, 2002 and ending on the later of (i) March 27, 2003 and (ii) one hundred eighty days (180) from the date the registration statement is declared effective by the SEC, subject to certain exceptions. Moreover, our common stock must remain listed on the OTCBB or an equivalent exchange, and must remain eligible to file a Form SB-2 or S-1 Registration Statement and we are prohibited from merging or consolidating with or into another company or transferring all or substantially all of our assets to another company.

Under the terms of the securities purchase agreement, in the event the Company breaches one or more of its covenants or representations or warranties, the Company may be obligated to pay to the investors liquidated damages equal to three percent (3%) of the outstanding debentures per month (\$22,500 per month based upon \$750,000 of debentures outstanding), prorated for partial months, in cash or unregistered shares of common stock (issued at a price equal to the conversion price of the debentures determined as of the time of payment), at the option of the investors, for such time that the breach remains uncured.

The representations and warranties and covenants set forth in Sections 3, 4, 5 and 8 of the Securities Purchase Agreement will survive all of the closings for a period of two (2) years from the date that the last investment is completed. In addition, the representations, warranties and covenants are assignable to subsequent purchasers of the convertible debentures and warrants from the original buyers.

If the registration statement is not declared effective, the investors have no obligation to purchase the remaining 12% secured convertible debentures or the related warrants.

The secured convertible debentures bear interest at 12% per annum and mature on one year from the date of issuance. The 12% debentures are convertible at any time at the option of the holder into shares of our common stock, provided at no time may a holder of our 12% debentures and its affiliates own more than 4.9% of our outstanding common stock. However this ownership restriction may be waived by the holder upon 61 days notice. The conversion price of our common stock used in calculating the number of shares issuable upon conversion, or in payment of interest on the 12% debentures, is the lesser of

- o fifty percent of the average of the lowest three intra-day trading prices for our common stock during the twenty trading day period ending one trading day prior to the date the conversion notice is sent by the holder to the borrower; and

- o a fixed conversion price of \$.15.

We are be obligated to pay a penalty of \$2,000 per day to the investors if we fail to deliver the shares of our common stock issuable upon a conversion of the debentures within two business days following the receipt of the investors' notice of conversion.

The number of shares of common stock issuable upon conversion of the debentures is determined by dividing that portion of the principal of the debenture to be converted by the conversion price. For example, assuming conversion of \$750,000 of debentures on September 9, 2003, a conversion price of \$0.01 per share, the number of shares issuable, ignoring the 4.9% limitation discussed above, upon conversion would be:

$\$750,000 / \$0.01 = 75,000,000$ shares

The conversion price of the debentures are subject to equitable adjustments if we distribute a stock dividend, subdivide or combine outstanding shares of common stock into a greater or lesser number of shares, or take such other actions as would otherwise result in dilution of the selling stockholders' ownership. Also, the debentures fixed conversion price gets lowered in the event we issue shares of our common stock or any rights, options, warrants to purchase shares of our common stock at a price less than the market price of our shares as quoted on the OTCBB. The fixed conversion price gets lowered upon such issuance to the amount of the consideration per share received by us.

The debentures are secured by a security agreement under which we pledged substantially all of our assets, including our goods, fixtures, equipment, inventory, contract rights and receivables.

Notwithstanding our press release dated July 5, 2002, the investors are not obligated to invest any more than \$750,000.

OUR COVENANTS WITH THE 12% DEBENTURE HOLDERS

We may not, without the prior written consent of our 12% debenture holders, do any of the following:

- o pay, declare or set apart for payment any dividend or other distribution on shares of our capital stock other than shares issued in the form of a stock dividend;
- o redeem, repurchase or otherwise acquire any shares of our capital stock or any warrants, rights or options to purchase or acquire our shares of capital stock;
- o incur any indebtedness, except to trade creditors or financial institutions incurred in the ordinary course of our business or to pay the 12% debentures;
- o sell, lease or otherwise dispose of any significant portion of our assets outside of the ordinary course of our business;
- o lend money, give credit or make advances to any person or entity except in the ordinary course of our business (to a maximum of \$50,000); and

DESCRIPTION OF WARRANTS

The warrants purchased by the investors on June 27, 2002 entitle the investors to purchase 250,000 shares of our common stock at an exercise price equal to \$0.15 per share. The investors purchased additional warrants on August 8, 2002 that entitle them to purchase 250,000 additional shares of our common

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stock under the same terms as the warrants purchased by the investors on June 27, 2002. The investors are obligated to purchase additional warrants having the same terms as the warrants previously issued to purchase 250,000 shares of our common stock within five days of the date this registration statement is declared effective by the SEC.

The warrants expire three years from the date of issuance. The warrants are subject to exercise price adjustments upon the occurrence of certain events including stock dividends, stock splits, mergers, reclassifications of stock or our recapitalization. The exercise price of the warrants is also subject to reduction if we issue shares of our common stock on any rights, options or warrants to purchase shares of our common stock at a price less than the market price of our shares as quoted on the OTC Bulletin Board.

DEFAULTS BY SUN NETWORK GROUP, INC.

REGISTRATION RIGHTS AGREEMENT WITH THE INVESTORS

Under the registration rights agreement, if the registration statement relating to the securities offered by this prospectus is not declared effective by the SEC on or before September 25, 2002, we are obligated to pay a registration default fee to the 12% debenture holders equal to the principal of the debenture outstanding multiplied by .02 multiplied by the sum of the number of months that the registration statement is not yet effective (or on a pro rata basis). For example, if the registration statement becomes effective one (1) month after the end of such ninety-day period, we would pay \$5,000 for each \$250,000 debenture outstanding. If thereafter, sales could not be made pursuant to the registration statement for an additional period of one (1) month, we would pay an additional \$5,000 for each \$250,000 of outstanding debenture principal amount. Although the Holders of the Convertible Debentures and Warrants have not notified the Company of a default to date, this failure to notify us does not act as a waiver of the default. Accordingly, the Company's failure to make this registration effective could result in the assessment of liquidated damages in the amount of \$10,000 per month against the Company for an aggregated amount of approximately \$90,000 as of September 9, 2003.

COVENANTS, REPRESENTATIONS, AND WARRANTIES IN THE SECURITIES PURCHASE AGREEMENT

In addition to the above-referenced default, In addition, we have agreed to have authorized a sufficient number of shares of our common stock to provide for the full conversion of the debentures and exercise of the warrants then outstanding and to register and have reserved at all times for issuance at least two times the number of shares that is the actually issuable upon full conversion of the debentures and full exercise of the warrants. As of the date of this prospectus, we do have a sufficient number of common stock registered and authorized to reserve two times the number of shares that is the actually issuable upon full conversion of the debentures and full exercise of the warrants. However, from November 2002 to June 2003, we did not have a sufficient number of shares of common stock authorized and reserved. Although the Holders of the Convertible Debentures and Warrants have not notified the Company of a default to date, this failure to notify us does not act as a waiver of the default. Accordingly, the Company's failure to comply with this covenant could result in the assessment of liquidated damages in the amount of \$15,000 per month against the Company for an aggregated amount of approximately \$116,137 as of date.

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FORWARD-LOOKING STATEMENTS

You should not rely on forward-looking statements in this prospectus. This prospectus contains forward-looking statements that involve risks and uncertainties. We use words such as "anticipates", "believes", "plans",

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"expects", "future", "intends", "may", "will", "continue", "estimate" and similar expressions to identify these forward-looking statements. Prospective investors should not place undue reliance on these forward-looking statements, which apply only as of the date of this prospectus. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including the risks faced by our company described in "Risk factors" and elsewhere in this prospectus.

USE OF PROCEEDS

We will not receive any of the proceeds from the sale of the shares of common stock offered by the selling stockholders under this prospectus. We will receive estimated gross proceeds of up to \$112,500 if the selling stockholders exercise warrants to purchase an aggregate of 750,000 shares of our common stock covered by this prospectus, however such receipt is unlikely given that the selling stockholder would pay significantly more than the current market price of the common stock to exercise. If the Company receives nominal (10%) proceeds from the exercise of warrants they will be applied and used for working capital and general corporate purposes. If the Company receives a mid-point (50%) of proceeds from an exercise of warrants they will be applied and used for working capital and general corporate purposes. If the Company receives the maximum (100%) proceeds from the exercise of warrants they shall be applied and used for general corporate purposes.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDERS MATTERS

PRICE RANGE OF OUR COMMON STOCK

On December 26, 2001, our common stock was authorized to trade on the over-the-counter market with quotations available on the OTC Electronic Bulletin Board under the symbol "SNNW." No trades occurred until January 3, 2002.

The following table sets forth the range of high and low bid quotations of our common stock for the periods indicated. The prices represent inter-dealer quotations, which do not include retail markups, markdowns or commissions, and may not represent actual transactions.

| | HIGH | LOW |
|----------------|--------|---------|
| 2003 | ----- | ----- |
| First Quarter | \$0.06 | \$0.017 |
| Second Quarter | \$0.03 | \$0.02 |
| | | |
| 2002 | ----- | ----- |
| First Quarter | \$1.55 | \$0.56 |
| Second Quarter | \$0.67 | \$0.07 |
| Third Quarter | \$0.27 | \$0.05 |
| Fourth Quarter | \$0.06 | \$0.015 |

SECURITY HOLDERS

At September 9, 2003, there were 28,448,487 shares of our common stock outstanding, which were held of record by approximately 347 stockholders, not including persons or entities who hold the stock in nominee or "street" name through various brokerage firms.

DIVIDENDS

We have not paid a dividend since our incorporation. Our Board of Directors may

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consider the payment of cash dividends, dependent upon the results of our operations and financial condition, tax considerations, industry standards, economic considerations, regulatory restrictions, general business factors and other conditions.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RECENT DEVELOPMENTS

On June 27, 2002 the Company entered into agreement with four (4) institutional investors to provide the Company \$750,000 in capital through a Secured Convertible Debenture Offering ("Debenture"). The Company has filed and withdrawn a SB-2 Registration Statement and, subsequently, a SB-2/A amended Registration Statement and a new SB-2 Registration Statement in connection with the Debenture.

On June 28, 2002 the Company entered into an Option Agreement and Plan of Merger ("Agreement") to acquire all of the assets of Live Media Enterprises, Inc ("Live"), a west coast based independent producer of consumer lifestyle events. On September 3, 2002 the Company elected to terminate the Agreement with Live and will not proceed with the acquisition even on modified terms. In connection with the Agreements the Company has loaned Live the sum of \$56,000. This loan is documented in two Promissory Notes and is collateralized by substantially all of the assets of Live and personally guaranteed by Live's principal shareholder and officer. The Company is presently attempting to collect its debts from Live in the Los Angeles Superior Court.

On September 5, 2002, the Company entered into agreement with Sports Byline USA, L.P. to own and operate a new, national radio network, Radio X. Radio X intends to develop, produce, license, broadcast and distribute radio programs, targeted to young males that will be distributed via traditional terrestrial stations, via satellite and over the Internet. The Company has contributed the sum of \$100,000 to this business plus certain management services. Our partnership interest is 50%, however, we have an overriding voting control over all matters of the partnership. Radio X currently has three radio programs in distribution.

The Company intends to use the net proceeds from the Debenture to develop, operate and expand the businesses of RTV and Radio X and to continue to seek other opportunities for the Company. The Company believes that upon completing the Debenture financing it will have sufficient capital to operate through the end of 2003. The Company will, however, continue to seek additional capital to fund further development, expansion and operation of its businesses. Upon conversion of the Debentures into the Company common stock there will be substantial shareholder dilution.

RESULTS OF OPERATIONS

Six months ended June 30, 2003 compared to the six months ended June 30, 2002

REVENUES

Revenues for the six months ended June 30, 2003 were \$33,229 as compared to revenues for the six months ended June 30, 2002 of \$0. Of the \$33,229 of revenue, \$30,000 was derived from video production and \$3,229 revenues were derived from the new consolidated subsidiary, Radio X Network during its initial months of operation.

OPERATING EXPENSES

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Compensation was \$78,486 for the six months ended June 30, 2003 compared to \$81,016 for the comparable period in 2002. Compensation relates solely to compensation under our employment agreement with our president.

Amortization of radio programs of \$7,398 for the six months ended June 30, 2003 results from amortizing the radio programs intangible assets that resulted from the investment by our subsidiary, RadioTV Network, Inc, in the Radio X Network. The intangible asset is being amortized using the straight-line method over the expected useful life of the program of one year. There was no asset being amortized in the comparable period in 2002 as the investment was made in September 2002.

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Consulting expense for the six months ended June 30, 2003 was \$13,129 compared to \$119,100 for the six months ended June 30, 2002.

The Debenture penalty of \$259,742 for the six months ended June 30, 2003 represents the accrued penalty under the provisions of the Convertible Debentures. The penalties relate to the deadlines associated with the Company filing a Registration Statement in connection with the Convertible Debentures and liquidated damages penalty for not having enough authorized shares to allow for the issuance of all dilutive securities based on a formula as stipulated in the Debenture agreement and a default penalty of \$84,098 on the June 28, 2003 maturity of \$250,000 of debentures

For the six months ended June 30, 2003, the Company had an impairment loss of \$20,910 as compared to \$0 for the six months ended June 30, 2002. The impairment relates to certain capital stock received in a German private company in lieu of a refund of a prepaid expense paid to a service provider. Since there was no objective valuation data supporting the value of the capital stock received, the Company elected to impair this asset.

Professional fees for the six months ended June 30, 2003 were \$49,509 compared to \$13,624 for the six months ended June 30, 2002. The increase is primarily related to accounting and legal, audit and registration statement related services regarding our filing a SB-2 and our quarterly and annual reports.

Other selling, general and administrative expenses were \$59,712 for the six months ended June 30, 2003 compared to \$31,661 for the six months ended June 30, 2002. The increase in expenses is primarily due to travel of \$26,498, talent costs in Radio X of \$5,900, insurance of \$5,448, telephone of \$3,832 and other miscellaneous operating expenses.

Interest expense was \$41,928 for the six months ended June 30, 2003 compared to \$240,570 for the six months ended June 30, 2002. Interest expense for the six months ended June 30, 2003 is attributed to the Convertible Debenture offering and includes accrued interest of the Convertible Debentures and amortization of the debt discount. For the six months ended June 30, 2002, \$240,520 of interest expense was recognized relating to an imbedded beneficial conversion feature on the convertible debentures.

On February 4, 2003, the Company settled a lawsuit by issuing 1,000,000 common shares and \$6,500 in cash. The shares were valued at the quoted trading price of \$0.03 per share on the settlement date resulting in a total settlement expense of \$36,500.

As a result of these factors, we reported a net loss of \$528,319 or \$(.02) per share for the six months ended June 30, 2003 as compared to a net loss of \$485,971 or \$(.02) per share for the six months ended June 30, 2002.

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YEAR ENDED DECEMBER 31, 2001 COMPARED TO YEAR ENDED DECEMBER 31, 2000

In fiscal year 2001 the Company incurred a net loss of \$164,935 compared to a net loss of \$113,483 for the year ending December 31, 2000. In 2001 the Company subsidiary, RadioTV Network, Inc, reduced operational, film and exploitation expenses as it discontinued the broadcast and syndication of its principal program in anticipation of changing broadcast outlets and its merger with the Company. The Company's continuing operations and financial results for the year reflect these changes.

LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2003, we had a stockholders' deficit of \$2,341,644. Our operations have been funded by an equity investor in our common stock where we issued 183,088 common shares for \$82,390 cash during 2002 and by the sale of convertible debentures of \$500,000 through June 30, 2003. These funds were used primarily for working capital, capital expenditures, advances to third parties in anticipation of entering into a merger or acquisition agreement and to pay down certain related party loans. The cash balance at June 30, 2003 was \$5,417 and we will have to minimize operations until we receive additional cash flows from our businesses or complete our Debenture financing.

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We have no other material commitments for capital expenditures except for the anticipated launch of a RadioTV Network program in 2003. We expect an additional \$250,000 in convertible debenture financing upon effectiveness of our registration statement. We may also receive financing from the exercise of 500,000 outstanding warrants, which would provide maximum funds of \$75,000.

Other than several thousand dollars to be generated from our advertising sales from the broadcast of our initial program on the Radio X Network, debenture proceeds and warrant exercise proceeds we have no external sources of liquidity.

Under the registration rights agreement, if the registration statement relating to the securities offered by this prospectus is not declared effective by the SEC on or before September 25, 2002, we are obligated to pay a registration default fee to the 12% debenture holders equal to the principal of the debenture outstanding multiplied by .02 multiplied by the sum of the number of months that the registration statement is not yet effective (or on a pro rata basis). Although the Holders of the Convertible Debentures and Warrants have not notified the Company of a default to date this failure to notify us does not act as a waiver of the default. Accordingly, the Company's failure to make this registration effective could result in the assessment of liquidated damages in the amount of \$10,000 per month against the Company for an aggregated amount of approximately \$90,000 as of September 9, 2003. We plan on paying the investors with shares of our common stock if the investors demand payment.

In addition to the above-referenced default, In addition, we have agreed to have authorized a sufficient number of shares of our common stock to provide for the full conversion of the debentures and exercise of the warrants then outstanding and to register and have reserved at all times for issuance at least two times the number of shares that is the actually issuable upon full conversion of the debentures and full exercise of the warrants. As of the date of this prospectus, we do have a sufficient number of common stock registered and authorized to reserve two times the number of shares that is the actually issuable upon full conversion of the debentures and full exercise of the warrants. However, from November 2002 to June 2003, we did not have a sufficient number of shares of common stock authorized and reserved. Although the Holders of the Convertible Debentures and Warrants have not notified the Company of a default to date, this failure to notify us does not act as a waiver of the default. Accordingly, the

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Company's failure to comply with this covenant could result in the assessment of liquidated damages in the amount of \$15,000 per month against the Company for an aggregated amount of approximately \$116,137 as of date.

Although we believe we will have sufficient capital to fund our anticipated operations through fiscal 2003, we are not currently generating meaningful revenues and, unless we raise additional capital, we may not be able to continue operating beyond fiscal 2003.

Net cash used in operations during the six months ended June 30, 2003 was \$128,333 and was substantially attributable to net loss of \$528,318 offset primarily by non-cash stock based expenses of \$36,500, impairment loss of \$20,910, non-cash debt discount amortization of \$12,774, amortization of deferred debt issuance costs of \$10,000, net changes in operating assets and liabilities of \$312,831. In the comparable period of 2002 we had net cash used in operations of \$84,820 primarily relating to the net loss of \$485,971 primarily offset by a change in accrued compensation of \$75,000, stock based expenses of \$84,000 and non-cash interest expense from the beneficial conversion feature of \$240,570.

Net cash provided by financing activities for the six months ended June 30, 2003 was \$51,999 as compared to net cash provided by financing activities of \$303,569 for the six months ended June 30, 2002. During the six months ended June 30, 2003, we received proceeds from a loan from our joint venture partner of \$50,000 and a loan from an officer of \$1,999. The loan from our joint venture partner came from funds held by that partner and due to our controlled subsidiary, Radio X. In the comparable period of 2002, we received a loan from stockholder of \$20,442, equity proceeds from stockholders of \$82,390, net proceeds from convertible debt of \$230,000 offset by payment on loans to officers of \$29,263.

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For the fiscal year ended December 31, 2002, our auditors have issued a going concern opinion in connection with their audit of the Company's financial statements. These conditions raise substantial doubt about our ability to continue as a going concern if sufficient additional funding is not acquired or alternative sources of capital developed to meet our working capital needs.

CRITICAL ACCOUNTING POLICIES

A summary of significant accounting policies is included in Note 1 to the audited financial statements included in our Annual Report on Form 10-K, as amended, for the year ended December 31, 2002 as filed with the United States Securities and Exchange Commission. We believe that the application of these policies on a consistent basis enables us to provide useful and reliable financial information about our operating results and financial condition.

ESTIMATES

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

REVENUE RECOGNITION

We account for film revenues in accordance with the AICPA Accounting Standards Executive Committee Statement of Position No. 00-2, "Accounting by Producers or Distributors of Films" ("SOP 00-2").

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We generally produce episodic television series and radio programs and generate revenues from advertising sales and the sale of broadcast licenses. Advertising revenues can vary significantly subject to a program's popularity and distribution and general supply and demand and the terms of the licensing arrangements may vary significantly from contract to contract and may include fixed fees, variable fees with or without nonrefundable minimum guarantees, or barter arrangements.

We recognize monetary revenues when evidence of a sale or licensing arrangement exists, the license period has begun, delivery of the film to the licensee has occurred or the film is available for immediate and unconditional delivery, the arrangement fee is fixed or determinable, and collection of the arrangement fee is reasonably assured. The Company recognizes only the net revenue due to the Company pursuant to the formulas or amounts stipulated in the customer contracts.

We recognize revenues from barter arrangements in accordance with the Accounting Principles Board Opinion No. 29 "Accounting for Non-Monetary Exchanges," ("APB 29") as interpreted by EITF No. 93-11 "Accounting for Barter transactions Involving Barter Credits." In general, APB 29 and its related interpretation require barter revenue to be recorded at the fair market value of what is received or what is surrendered, whichever is more clearly evident. We recognize revenues from the sale of radio program advertising when the fee is determinable and after the commercial advertisements are broadcast. Any amounts received from customers for radio advertisements that have not been broadcast during the period are recorded as deferred revenues until such time as the advertisement is broadcast. We recognize radio program license fee revenues when evidence of a licensing arrangement exists, the license period has begun, delivery of the program to the licensee has occurred or is available for immediate and unconditional delivery, the arrangement fee is fixed or determinable, and collection of the arrangement fee is reasonably assured.

STOCK BASED COMPENSATION

We account for stock transactions with employees in accordance with APB Opinion No. 25, "Accounting for Stock Issued to Employees." In accordance with Statement of Financial Accounting Standards No. 123 ("SFAS 123"), "Accounting for Stock-Based Compensation," we adopted the pro forma disclosure requirements of SFAS 123. We account for stock issued to non-employees in accordance with SFAS 123 and related interpretations.

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THE COMPANY

GENERAL

We have entered into a joint venture to operate the Radio X Network and we have one wholly owned currently non-operating subsidiary, the RadioTV Network, Inc, also known as RTV. Radio X is a new nationally syndicated radio network that will develop, produce and syndicate radio programs to a young male demographic. RTV is a proposed new television network that intends, subject to various contingencies described below, to produce and distribute television versions of top rated radio programs.

HISTORY

We were incorporated in June 1991 as Sun Express Group, Inc and owned and operated Destination Sun Airlines until its principal assets were sold to Air Tran Holdings in 1994. We were inactive until acquiring the assets of RTV, via merger on July 16, 2001, after which our name was changed to Sun Network Group,

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Inc. We entered into a partnership agreement with Sports Byline USA, L.P. to jointly own and operate Radio X on September 5, 2002.

BUSINESS AND ACQUISITION STRATEGY

We plan to acquire late-stage development companies and established businesses with a focus on media and communication based companies. We plan to expand our subsidiary portfolio to include a wide range of media and communication related businesses. Currently, these plans are speculative at this point in our development and there is no certainty we can effectuate any such plans without further business development and capitalization.

OPERATIONS

RADIO X NETWORK

We have entered into a partnership agreement with Sports Byline USA, L.P. to own and operate the Radio X Network. Sports Byline USA, L.P. also operates Sports Byline USA Radio Network, a nationally syndicated sports talk radio network that is distributed and broadcast live 8 hours a day to over 150 traditional affiliate radio stations in the USA, 24 hours a day on the Sirius Radio Satellite and on the American Forces Network. The partners are to be exclusive to one another for this type of venture. We have contributed the sum of \$100,000 to the partnership, the rights to "Laughtraxx", a radio program concept, and limited management services. Sports Byline has contributed two (2) existing radio programs, "Wrestling Observer Live" and "Video Game Review" plus management services, affiliate sales and accounting, along with studio production and office facilities. Our investment is \$100,000 and any future investment or contributions are to be mutually determined by the parties.

Radio X intends to develop, produce and distribute a series of radio programs, both live and taped, that are designed and targeted to young, male audiences ages 14-35. Radio X commenced operations in September 2002 with three (3) program series (ongoing, weekly distribution with multiple showings); "Wrestling Observer Live", a 2-hour program for wrestling fans that broadcasts live Sunday evenings from 9-10pm on about 100 traditional affiliate radio stations; "Video Game Review", a 1-hour program on what's hot in the video game world, broadcast live also on Sunday evenings at 9-10pm on about 100 traditional affiliate radio stations and "Laughtraxx" a 2-hour comedy program that has been produced and debuted on about 115 traditional affiliate radio stations in April 2003. Radio X contracts with a third party, Broadband Comedy Networks, Inc., to provide us with a fully produced show on a CD for which Radio X pays a \$300 per program licensing fee to BCN for all radio broadcast rights. Radio X has a contract with BCN for BCN to provide a minimum of 40 new "Laughtraxx" programs in the first year and Radio X has an option to extend for an additional year. The BCN license covers all performer royalties and, as of June 30 2003, BCN had delivered ten (10) new programs to Radio X.

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The programs will generate revenues from ad sales and merchandising, however, thus far Radio X has only generated minimal ad revenues. Revenues will first be applied to the continuing management and operation of the business, then to recovery of our investment and then to profits which are to be allocated at 50% to us and 50% to Sports Byline. The Company will attempt to add additional hours of programming to Radio X in fiscal 2003. We will manage the Radio X Network with Sports Byline USA, L.P. on an equal basis; however, we have the right to determine all matters relative to this partnership.

RADIOTV NETWORK

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Our wholly owned non-operating subsidiary, RadioTV Network, Inc. is a proposed new television network. If we can secure local broadcasting and have sufficient capital resources, RadioTV intends to produce and broadcast television versions of existing radio programs. Our ability to actually establish this proposed network is highly speculative as it is primarily a business concept. There can be no certainty that this business concept can be developed without substantial resources that are not currently available to us.

RTV has test-marketed two programs. The first of these programs was QUINN IN THE MORNING...@ NIGHT ("QUINN"), which was run from mid 1998 to 1999. Broadcast over WNPA TV in Pittsburgh, QUINN was a weekly television version of Pittsburgh's WKRR's morning political talk show hosted by Jim Quinn. QUINN debuted with a 2 rating, and remained on our former affiliate's UPN station until the station was sold in 1999.

RTV's other inaugural program was MANCOW TV. MANCOW TV was a late-night television program broadcast on Chicago's WCIU, and produced each day from MANCOW MULLER'S MORNING MADHOUSE radio show on Chicago's Q101. MANCOW TV was launched in April 1999 after RTV constructed a television studio in Q101's broadcast booth. The program was initially broadcast in the 12:30 a.m. - 1:30 a.m. time slot on WCIU, and consistently generated 1.2 - 2.5 ratings and 6 - 10 shares. MANCOW TV was regularly the highest-rated show on WCIU after 7:00 p.m. In January 2000, MANCOW TV moved to Saturdays at 10:00 p.m., on WCIU, and became one of the highest rated programs on the station in all day parts. MANCOW TV ceased production in late 2000 and was broadcast and syndicated in re-runs until mid 2001. The Company owns, and has available for distribution, about 100 individual, completed MANCOW TV programs, copyrighted by RTV. The Company has properly secured, via written releases, all third party performance and music rights contained in the programs. We have no material intellectual property other than the MANCOW TV programs. RTV anticipates producing MANCOW TV as a prime time weekly strip (Monday through Friday, 8pm to 11pm time slots) for a new local or national cable distribution. The Company has created a compilation video of MANCOW TV to solicit the program to possible syndicators and broadcasters. The Company has offered the program to several possible distributors and networks during 2002 but has not yet secured any future production or distribution for the program. MANCOW TV episodes are available on an "on demand" basis for viewing at RTVNET.com and the Company has licensed sections of MANCOW TV to a third party for incorporation into a video that will be for sale by direct response on a 800 number promoted on TV or radio and/or by retail sale. The Company is entitled to 50% of the net proceeds of the video. As of June 30, 2003 the Company has received \$30,000 under the Mancow TV licensing agreement.

Subject to the completion of our debenture financing and securing a local broadcast partner, we will attempt to launch THE KIDD KRADDICK RADIO SHOW in the Dallas market as a RTV test program, as soon as practical. We have had talks with several local Dallas broadcasters, over the past two years but, as of June 30, 2003, we have not yet secured any formal agreements and there is no certainty that we will ever secure such distribution. The estimated cost to launch THE KIDD KRADDICK RADIO SHOW is \$150,000 and we have borrowed \$50,000 from our joint venture partner to secure production equipment and personnel for the proposed production. Subject to when we cancel, up to \$40,000 of this deposit may be forfeited if we are unable to secure local distribution prior to the end of the year.

We have produced "pilot" programs for "THE KIDD KRADDICK RADIO SHOW and for "DEES TV". These programs have not, as of yet, secured local broadcast affiliate license agreements and we may not secure any agreements. Once we have obtained a local broadcast agreement for a program we will install production equipment

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adjacent to the radio broadcast booths, hire local production personnel and commence production, broadcast and advertising sales, most likely through third parties. We are not currently developing any other programs for the RTV network and do not, have any formal agreement with local broadcasters for our programs nor is there any time-table as to when they may be secured.

We estimate that we will require \$150,000 in capital to launch each new RTV program in a local market and do not know if any RTV programs will launch in 2003. We do not anticipate offering any of our programs via satellite in 2003 or 2004. Prior to any national satellite launch we intend to seek strategic partners for capital, expertise and affiliates relations.

SOURCES OF REVENUES

Radio X currently derives revenues from advertisers. We expect, in the future, to generate revenues from merchandising. Merchandising revenues include participation in direct response ads, merchandise sales and license fees. Ad rates are primarily determined by distribution and ratings of the programs.

Our wholly owned subsidiary, RTV, may generally produce episodic television series and generate the majority share of its revenues from the sale of broadcast licenses and advertising sales if and when it launches new programs. Advertising is sold to conventional advertisers and direct response advertisers by the broadcaster's ad sales personnel and the revenues collected are shared with the Company. The Company has not had syndicated advertising revenues since MANCOW TV ceased syndication and broadcast in 2001. The terms of the licensing arrangement may vary significantly from contract to contract and may include fixed fees, variable fees with or without nonrefundable minimum guarantees, or barter arrangements. Additional revenues are gleaned from syndication of the programs usually at a 50/50 "barter" arrangement plus merchandising for videos, licensing, and studio rentals.

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WCIU TV parent, Weigel Broadcasting, was our only customer in 2001 and provided us with \$35,200 of settlement income in 2001. All of the revenue provided by Weigel in 2001 was barter revenue. The Company has no current agreements with Weigel Broadcasting. All of the Company's revenues in 2002 are from its Radio X joint venture.

COMPETITION

The competition in the entertainment and media industries is considerable and very fluid. There are "major" television networks, many cable channels and numerous, start-up "Web Channels". To the best of The Company's knowledge there does not currently exist any other business that is directly competitive with its wholly owned subsidiary RTV, but numerous radio networks are operating in the US.

The U.S. Television industry, however, is a vast, multi-billion dollar business consisting of numerous programming networks distributed to analog and digital receivers in domestic and international markets via an affiliation of local ("over-the-air") Broadcasters, Cable TV Operators, Direct Broadcast Satellite Operators,

Digital Satellite Distributors and others. These various Networks are supported by advertising sales, operator and subscribers fees, pay per view revenues, government subsidies or a combination thereof. The Network's programming ranges from primarily general entertainment channels (NBC, CBS, USA) to a multiple of niche or theme channels such as MTV, ESPN, SCI FI Channel, and HGTV. The industry is dominated by a handful of major media conglomerates such as AOL Time

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Warner, Viacom, Disney and News Corp.

The U.S. Radio industry consists of thousands of individual stations located in virtually every US market broadcasting a vast and very diversified mix of programs. In recent years the industry has consolidated significantly and is dominated by two major media companies, Clear Channel Communications and Infinity Broadcasting (Viacom), and large networks such as Premier Networks Westwood One, ABC Networks and several others.

EMPLOYEES

The Company has currently one full-time employee, who has a formal employment agreement.

DESCRIPTION OF PROPERTY

The Company maintains an office address in Coral Springs, Florida at 1440 Coral Ridge Drive #140, Coral Springs, FL 33701. The Company's subsidiary, RadioTV Network Inc., operates out of an office at 5670 Wilshire Blvd., Suite 1300, Los Angeles, CA 90036, provided by a Company shareholder, Alchemy Media, LLC.

LEGAL PROCEEDINGS

The Company and its Chief executive officer were named in a lawsuit filed in the Southern district of Florida, captioned FLORIDA SECURITIES FUNDING PARTNERSHIP V. SUN NETWORK GROUP ET AL, Case No. 02-80360 filed April 22, 2002. The Company decided to settle this lawsuit and avoid any further expense of litigation and did so in February 2003 by payment of \$6500 and the issuance of 1,000,000 restricted Company shares to the Plaintiffs. A dismissal was filed and recorded in this matter on February 12, 2003 dismissing all of Plaintiff's claims, with prejudice. The Company is not a party to any other litigation and management has no knowledge of any other threatened or pending litigation.

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DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

DIRECTORS AND EXECUTIVE OFFICERS

The table below sets forth certain information with respect to our directors and executive officers as of September 9, 2003.

| Name | Age | Position |
|--------------------|-----|--|
| Richard Wellman | 59 | Chairman, Director |
| T. Joseph Coleman | 52 | Chief Executive Officer, President and Director |
| William H. Coleman | 43 | Director, Secretary |

All directors hold office until the next annual meeting of stockholders and until their successors are elected. Officers are elected to serve, subject to the discretion of the Board of Directors, until their successors are appointed. Directors do not receive cash compensation for their services as directors, but are reimbursed for expenses actually incurred in connection with attending meetings of the Board of Directions

Richard Wellman (Chairman) has been a Director of the Company since July 16, 2001. Since 1994 Mr. Wellman has been the President and CEO of Creative Air Transport, Inc. a US flag cargo carrier for the US Post Office, Federal Express

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Company, Lufthansa Airlines and other air cargo customers. From 1986 to 1994 Mr. Wellman was the CEO of International Airline Support Group, Inc., a major airline parts business. Prior to IASG, Mr. Wellman served in the US Air Force and subsequently he was a Flight Engineer and Pilot for several International airlines.

T. Joseph Coleman has been a Director of the Company since July 16, 2001. Mr. Coleman is President and CEO of the Company. Mr. Coleman was the founder and CEO of the Atlantic Entertainment Group from its inception in 1974 until its sale in 1989. Atlantic was one of the leading and largest independent producer/distributors of motion pictures in the world. Subsequent to Atlantic Mr. Coleman was the founder and Chairman of the Independent Telemedia Group a national market public company that acquired and developed emerging businesses in the entertainment sector. Since resigning as Co-Chairman of INDE, Mr. Coleman has pursued several entertainment and media related businesses.

William H. Coleman has been a Director of the Company since July 16, 2001. Mr. Coleman is the Company's Secretary. Mr. Coleman is Trustee of the Coleman Family Trust and Chairman of the Coleman Media Group, which has interests in several media related businesses including radio syndication. Mr. Coleman is a Director and Treasurer of Egolf.com Incorporated, an online retail golf business and he has formerly held executive positions at Atlantic Entertainment Group and the Independent Telemedia Group.

INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS

We are not aware of any material legal proceedings that have occurred within the past five years concerning any director, director nominee, or control person which involved a criminal conviction, a pending criminal proceeding, a participation in the securities or banking industries, or a finding of securities or commodities law violations.

CODE OF ETHICS

The Company has adopted its Code of Ethics and Business Conduct for Officers, Directors and Employees that applies to all of the officers, directors and employees of the Company.

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EXECUTIVE COMPENSATION

The following table sets forth a summary for the fiscal years ended, of the cash and non-cash compensation awarded, paid or accrued by us to our President and CEO our compensated officer, who served in such capacities at the end of fiscal 2002 and 2001.

SUMMARY COMPENSATION TABLE

ANNUAL COMPENSATION

| Name and Principal Positions | Year | Salary (\$) | Bonus(\$) | All Other Compensations (\$) |
|------------------------------|------|-------------|-----------|------------------------------|
| T. Joseph Coleman | 2002 | 120,000 (1) | 30,000 | 15,261 (2) |
| Chief Executive Officer | 2001 | 89,750 (1) | - | 12,018 (2) |

(1) Mr. Coleman deferred his 2002 and 2001 salary and or bonus due under his employment agreement with the Company dated July 16, 2001. On December 30, 2002, Mr. Coleman was issued 5,000,000 shares of restricted common stock in full satisfaction of \$120,000 of this obligation.

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(2) RTV Media Corp. paid certain auto and insurance expense for Mr. Coleman in 2001 and 2002.

EMPLOYMENT AGREEMENTS

The Company has one employment agreement with its Chief Executive Officer, T. Joseph Coleman. Mr. Coleman's three (3) year agreement entitles him to an annual salary of \$120,000 plus a guaranteed annual bonus of \$30,000 and customary fringe benefits and expenses. Mr. Coleman has deferred his salary and bonus for the first year of his contract. On December 30, 2002, the Company issued Mr. Coleman 5,000,000 shares of restricted common stock to satisfy \$120,000 of the obligation. The 5,000,000 shares were issued at par value. The Company has no other employment agreements but may enter into them in the future in connection with acquisitions or in the normal course of its business. In December 2002, we extended Mr. Coleman's employment agreement to expire on July 15, 2004.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information as of April 8, 2003 regarding the beneficial ownership of our common stock held by each of two executive officers and directors, individually and as a group and by each person who beneficially owns in excess of five percent of the common stock. In general, beneficial ownership includes those shares that a person has the power to vote, sell, or otherwise dispose. Beneficial ownership also includes that number of shares, which an individual has the right to acquire within 60 days (such as stock options) of the date this table was prepared. Two or more persons may be considered the beneficial owner of the same shares. "Voting power" is the power to vote or direct the voting of shares, and "investment power" includes the power to dispose or direct the disposition of shares. The inclusion in this section of any shares deemed beneficially owned does not constitute an admission by that person of beneficial ownership of those shares.

| Stock Name & Address | Position with Sun Network Grp. | Amount and Nature Of Beneficial Ownership (1) | Percent of Common Outstanding (1) |
|---|-----------------------------------|--|--|
| T. Joseph Coleman 1440 Coral Ridge Dr. #140 Coral Springs, FL 33071 | Director, President CEO | 8,617,500 (2) | 30.29% |
| William H. Coleman 45 Whitewood Circle Norwood, MA 02002 | Director, Secretary | 2,350,000 (3) | 8.26% |
| Total securities held by officers and directors as a group (2 people): | | 10,967,500 | 38.55% |

(1) Based upon 28,448,487 shares outstanding as of September 9, 2003.

(2) Includes (i) 5 million shares of common stock owned by Mr. Coleman and (ii) 3,617,500 shares of common stock owned by RTV Media Corp. Mr. Coleman is the President of RTV Media Corp and votes the Company's shares on behalf of RTV Media Corp. Mr. Coleman is not the majority shareholder of RTV Media Corp. Mr. Coleman's brother is William H. Coleman.

(3) Mr. Coleman is the Trustee of the Coleman Family Trust. Mr. Coleman's

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brother is T. Joseph Coleman.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

To the best of managements' knowledge, other than as set forth below, there were no material transactions, or series of similar transactions, or any currently proposed transactions, or series of similar transactions, to which we were or are to be a party, in which the amount involved exceeds \$60,000, and in which any director or executive officer, or any security holder who is known by us to own of record or beneficially more than 5% of any class of our common stock, or any member of the immediate family of any of the foregoing persons, has an interest.

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SELLING STOCKHOLDERS

This prospectus relates to the offer and sale by the following selling stockholders of the indicated number of shares, all of which are issuable pursuant to warrants and/or convertible debentures held by these selling stockholders. The number of shares set forth in the table for the selling stockholders represents an estimate of the number of shares of common stock to be offered by the selling stockholders. The actual number of shares of common stock issuable upon conversion of the debentures and exercise of the related warrants is indeterminate, is subject to adjustment and could be materially less or more than such estimated number depending on factors which cannot be predicted by us at this time including, among other factors, the future market price of the common stock.

None of the following selling stockholders has held any position or office within our Company, nor has had any other material relationship with us in the past three years, other than in connection with transactions pursuant to which the selling stockholders acquired convertible debentures and warrants.

Under the securities purchase agreement, we will receive up to \$750,000 from the selling stockholders, and they will receive in return a corresponding amount of our 12% secured convertible debentures and warrants to purchase up to an aggregate of 750,000 shares of common stock. The terms of the debentures provide for full payment on or before the first anniversary date of issuance, with interest of 12% per annum, which may be converted at any time at the lesser of

(i) \$0.15 or (ii) the average of the lowest three inter-day trading prices during the twenty trading days immediately prior to the date the conversion notice is sent, discounted by fifty percent. The terms of the warrants entitle each selling stockholder to purchase shares of our common stock at a price equal to \$.15 per share before the third anniversary date of the issuance. Under the related Registration Rights Agreement, we agreed to register all of the shares underlying such convertible debentures and warrants to allow the selling stockholders to sell them in a public offering or other distribution.

As of September 9, 2003, (i) \$500,000 of the 12% convertible debentures have been issued, none of which have been converted, and (ii) 500,000 of the warrants have been issued, none of which have been exercised. On June 27, 2002, the investors purchased \$250,000 of the 12% convertible debentures and warrants to purchase 250,000 shares of our common stock in connection with the execution of the securities purchase agreement. On August 8, 2002, pursuant to the terms of the securities purchase agreement, the investors purchased an additional \$250,000 of the 12% convertible debentures and warrants to purchase 250,000 shares of our common stock in connection with the initial filing of this registration statement with the SEC. Under the terms of the securities purchase agreement, the investors are obligated to purchase the remaining \$250,000 of our 12% debentures and warrants to purchase 250,000 shares of our common stock

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within five days of the date this registration statement is declared effective by the Commission and upon satisfaction of additional conditions by the Company. The additional conditions that must be satisfied by the Company prior to the purchase by the investors of the remaining convertible debentures and warrants consist of the following: (i) the Company's representations and warranties contained in the securities purchase agreement are true and correct in all material respects on the date of purchase; (ii) there is no litigation, statute, rule, regulation, executive order, decree, ruling or injunction that has been enacted, entered, promulgated or endorsed by or in any court or government authority of competent jurisdiction or any self-regulatory organization having requisite authority which prohibits the transactions contemplated by the securities purchase agreement; (iii) no event has occurred which could reasonably be expected to have a material adverse effect on the Company; (iv) the shares of common stock underlying the convertible debentures and warrants have been authorized for quotation on the Over-The-Counter Bulletin Board (OTCBB) and trading in our common stock on the OTCBB has not been suspended by the SEC or the OTCBB; (v) the Company shall provide a legal opinion to the investors; and (vi) the Company shall provide certain certificates of its officers to the investors regarding the Company's capitalization and the truth and correctness of its representations and warranties in the securities purchase agreement. If the registration statement is not declared effective, the investors have no obligation to purchase the remaining 12% convertible debentures or the related warrants.

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If all \$750,000 in debentures were converted and all 750,000 warrants were exercised on September 9, 2003, a total of 75,750,000 shares of common stock would be required for issuance.

The information listed below was furnished to us by the indicated selling stockholders. Shares of our common stock will be acquired by the selling stockholders pursuant to the exercise by AJW Partners, LLC, New Millennium Capital Partners II, LLC, Pegasus Capital Partners, LLC and AJW/New Millennium Offshore, Ltd. of up to \$750,000 in secured convertible debentures and warrants to purchase up to 750,000 shares of common stock, in the aggregate, in accordance with the terms of that certain securities purchase agreement dated June 27, 2002.

AJW Partners, LLC is a private investment fund that is owned by its investors and managed by SMS Group, LLC. SMS Group, LLC, of which Mr. Corey S. Ribotsky is the fund manager, has voting and investment control over the shares listed below owned by AJW Partners, LLC. New Millennium Capital Partners II, LLC is a private investment fund that is owned by its investors and managed by First Street Manager II, LLC. First Street Manager II, LLC, of which Corey S. Ribotsky is the fund manager, has voting and investment control over the shares listed below owned by New Millennium Capital Partners II, LLC. AJW Offshore, Ltd, (f/k/a AJW/New Millennium Offshore, Ltd.) is a private investment fund that is owned by its investors and managed by First Street Manager II, LLC. First Street Manager II, LLC, of which Corey S. Ribotsky is the fund manager, has voting and investment control over the shares listed below owned by AJW Offshore, Ltd. (f/k/a AJW/New Millennium Offshore, Ltd.) AJW Qualified Partners, LLC (f/k/a Pegasus Capital Partners, LLC) is a private investment fund that is owned by its investors and managed by Pegasus Manager, LLC, of which Corey S. Ribotsky and Lloyd A. Groveman are the fund managers, have voting and investment control over the shares listed below owned by AJW Qualified Partners, LLC (f/k/a Pegasus Capital Partners, LLC). None of the selling stockholders are broker-dealers or affiliates of broker-dealers.

Number of
Shares

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| Name | Beneficially owned prior to the offering (1) | Shares Offered Hereby | Shares owned after offering (2) | |
|---|--|-----------------------|---------------------------------|------------|
| | | | Number | Percentage |
| AJW Partners, LLC | 30,300,000 | 30,300,000 | 0 | 0% |
| New Millennium Capital Partners II, LLC | 15,150,000 | 15,150,000 | 0 | 0% |
| AJW Offshore, Ltd. | 53,025,000 | 53,025,000 | 0 | 0% |
| AJW Qualified Partners, LLC | 53,025,000 | 53,025,000 | 0 | 0% |

The number of shares set forth in the table for the selling stockholders represents an estimate of the number of shares of common stock to be offered by the selling stockholders. The actual number of shares of common stock issuable upon conversion of the debentures and exercise of the related warrants is indeterminate, is subject to adjustment and could be materially less or more than such estimated number depending on factors which cannot be predicted by us at this time including, among other factors, the future market price of the common stock. Under the terms of the debentures, if the debentures had actually been converted on September 8, 2003, the conversion price would have been \$.01.

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Under the terms of the debentures and the related warrants, the debentures are convertible and the warrants are exercisable by any holder only to the extent that the number of shares of common stock issuable pursuant to such securities, together with the number of shares of common stock owned by such holder and its affiliates (but not including shares of common stock underlying unconverted shares of debentures or unexercised portions of the warrants) would not exceed 4.9% of the then outstanding common stock as determined in accordance with Section 13(d) of the Exchange Act. However this ownership limitation may be waived by the selling stockholder upon 61 days notice. Accordingly, the number of shares of common stock set forth in the table for the selling stockholder exceeds the number of shares of common stock that the selling stockholder could own beneficially at any given time through their ownership of the debentures and the warrants. In that regard, the beneficial ownership of the common stock by the selling stockholder set forth in the table is not determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

(1) Please note that the numbers included in this column exceed both the number of shares currently beneficially owned by each selling stockholder and the number of shares each stockholder could acquire upon full conversion of the debentures and warrants each will hold following completion of the final tranche. The numbers included in this column equal 200% of the shares required to be registered upon conversion of the investor's respective ownership of (i) the aggregate \$750,000 of convertible debentures, based on a conversion price of \$.01 per share, and (ii) warrants to purchase an aggregate of 750,000 shares of our common stock at a fixed exercise price of \$.15 per share As of September 9, 2003 based on a conversion price of \$.01 per share. 75,000,000 shares of our common stock would be issuable upon the conversion of the \$750,000 debentures and 750,000 shares of our common stock would be issuable upon the exercise of warrants for a total of 75,750,000 shares. Accordingly, 200% of the total amount of shares issuable upon conversion of the debentures and exercise of warrants would be 151,500,000. The number of shares beneficially owned prior to the

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offering reflected above for each investor is calculated as follows:

$((\text{amount of debentures owned}/\$0.01) \times 200\%) + (\text{number of warrants owned} \times 200\%)$

Because the number of shares of common stock issuable upon conversion of the convertible debentures is dependent in part upon the market price of the common stock prior to a conversion, the actual number of shares of common stock that will be issued upon conversion will fluctuate daily and cannot be determined at this time. However the selling stockholders have contractually agreed to restrict their ability to convert or exercise their warrants and receive shares of our common stock such that the number of shares of common stock held by them and their affiliates after such conversion or exercise does not exceed 4.9% of the then issued and outstanding shares of common stock.

(2) Such figure assumes the sale of all of the shares offered by the selling stockholders.

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We will file a post-effective registration statement to reflect any changes in the information regarding the selling stockholders furnished above or the information regarding the Plan of Distribution furnished below.

PLAN OF DISTRIBUTION

The shares being offered by the selling stockholders will be sold from time to time in one or more transactions, which may involve block transactions:

- on the Over-the-Counter Bulletin Board or on such other market on which the common stock may from time to time be trading;
- in privately-negotiated transactions;
- through the writing of options on the shares;
- or
- any combination thereof.

The sale price to the public may be:

- the market price prevailing at the time of sale;
- a price related to such prevailing market price;
- at negotiated prices; or
- such other price as the selling stockholders determine from time to time.

The shares may also be sold pursuant to Rule 144 or Regulation S. However, the selling stockholders may not use this registration statement to cover the resale of shares that are not issuable shortly after the effectiveness of this registration statement. As described previously in this registration statement, the investors are obligated to purchase from the Company the remaining \$250,000 of convertible debentures and warrants to purchase 250,000 shares of our common stock within five days from the date this registration statement is declared effective by the SEC, subject to satisfaction of certain conditions by the Company. Therefore, this registration statement covers the shares of common stock underlying the debentures and warrants purchased after the effectiveness of this registration statement pursuant to the terms of the securities purchase agreement. Furthermore, the selling stockholders may sell their shares of our

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common stock short and redeliver our shares to close out such short positions; however, the selling stockholder may not use shares of our common stock registered on this registration statement to cover any short positions entered into prior to the effectiveness of this registration statement. The selling stockholders shall have the sole and absolute discretion not to accept any purchase offer or make any sale of shares if they deem the purchase price to be unsatisfactory at any particular time.

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The selling stockholders may also sell the shares directly to market makers acting as principals and/or broker-dealers acting as agents for themselves or their customers. Such broker-dealers may receive compensation in the form of discounts, concessions or commissions from the selling stockholders and/or the purchasers of shares for whom such broker/dealer might be in excess of customary commissions. Market makers and block purchasers purchasing the shares will do so for their own account and at their own risk. It is possible that a selling stockholder will attempt to sell shares of common stock in block transactions to market makers or other purchasers at a price per share which may be below the then market price. The selling stockholders cannot assure that all or any of the shares offered in this prospectus will be issued to, or sold by, the selling stockholders. The selling stockholders and any brokers, dealers or agents, upon effecting the sale of any of the shares offered in this prospectus may be deemed "underwriters" as that term is defined under the Securities Act or the Exchange Act, or the rules and regulations under such acts.

The selling stockholders, alternatively, may sell all or any part of the shares offered in this prospectus through an underwriter. No selling stockholder has entered into any agreement with a prospective underwriter and there is no assurance that any such agreement will be entered into.

The selling stockholders and any other persons participating in the sale or distribution of the shares will be subject to applicable provisions of the Exchange Act and the rules and regulations under such act, including, without limitation, Regulation M. These provisions may restrict certain activities of, and limit the timing of purchases and sales of any of the shares by, the selling stockholders or any other such person. Furthermore, under Regulation M, persons engaged in a distribution of securities are prohibited from simultaneously engaging in market making and certain other activities with respect to such securities for a specified period of time prior to the commencement of such distributions, subject to specified exceptions or exemptions. All of these limitations may affect the marketability of the shares.

We have agreed to indemnify the selling stockholders against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the selling stockholders may be required to make in respect of such liabilities.

POST-EFFECTIVE REGISTRATION STATEMENT NECESSITATED BY FUTURE SALES.

To the extent required, we will file a post-effective registration statement from time to time to describe a specific plan of distribution. In connection with distributions of such shares or otherwise, the selling stockholders may enter into hedging transactions with broker-dealer or other financial institutions. In connection with these transactions, broker-dealer or other financial institutions may engage in short sales of our common stock in the course of hedging the positions they assume with the selling stockholders. The selling stockholders may also sell our common stock short and redeliver the shares to close out such short positions. The selling stockholders may also enter into option or other transactions with broker-dealers or other financial institutions which require the delivery to the broker-dealer or other financial

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institution of the shares offered in this prospectus, which shares the broker-dealer or other financial institution may resell pursuant to this

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prospectus (as supplemented or amended to reflect such transaction). The selling stockholders may also pledge their shares to a broker-dealer or other financial institution, and, upon a default, the broker-dealer or other financial institution may effect sales of the pledged shares pursuant to this prospectus (as supplemented or amended to reflect such transaction). In addition, any shares that qualify for sale pursuant to Rule 144 may be sold under Rule 144 rather than pursuant to this prospectus.

In effecting sales, brokers, dealers or agents engaged by the selling stockholders may arrange for other brokers or dealers to participate. Brokers, dealers or agents may receive commissions, discounts or concessions from the selling stockholders in amounts to be negotiated prior to the sale. These brokers or dealers, the selling stockholders, and any other participating brokers or dealers may be deemed to be "underwriters" within the meaning of the Securities Act in connection with such sales, and any such commissions, discounts or concessions may be deemed to be underwriting discounts or commissions under the Securities Act. The selling stockholders have advised us that they have not entered into any agreements, understandings or arrangements with any underwriters or broker-dealers regarding the sale of their securities, nor is there an underwriter or coordinating broker acting in connection with the proposed sale of shares by the selling stockholders.

If a selling stockholder enters into an underwriting agreement, the relevant details will be set forth in a post-effective amendment to the registration statement, rather than a prospectus supplement.

OTHER INFORMATION REGARDING FUTURE SALES

In order to comply with the securities laws of some states, if applicable, the shares being offered in this prospectus must be sold in such jurisdictions only through registered or licensed brokers or dealers. In addition, in some states shares may not be sold unless they have been registered or qualified for sale in the applicable state or a seller complies with an available exemption from the registration or qualification requirement.

We will make copies of this prospectus available to the selling stockholders and will inform them of the need for delivery of copies of this prospectus to purchasers at or prior to the time of any sale of the shares offered hereby. The selling shareholders may indemnify any broker-dealer that participates in transactions involving the sale of the shares against some liabilities, including liabilities arising under the Securities Act.

PAYMENT OF EXPENSES

We will pay all the expenses related to the registration of the shares offered by this prospectus, except for any underwriting, brokerage or related fees, discounts, commissions or the fees or expenses of counsel or advisors to the selling stockholders.

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DESCRIPTION OF SECURITIES

COMMON STOCK

Our certificate of incorporation authorizes the issuance of 200,000,000 shares

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of common stock, \$.001 value per share, of which 28,448,487 shares are issued and outstanding as of the date hereof.

Holders of shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Holders of common stock do not have cumulative voting rights. Holders of common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the Board of Directors in its discretion from funds legally available therefor. In the event of our liquidation, dissolution or winding up, the holders of common stock are entitled to share pro rata all assets remaining after payment in full of all liabilities. All of the outstanding shares of common stock are fully paid and non-assessable.

Holders of common stock have no preemptive rights to purchase our common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock.

NONCUMULATIVE VOTING

Each holder of common stock is entitled to one vote per share on all matters on which such stockholders are entitled to vote. Shares of common stock do not have cumulative voting rights. The holders of more than 50 percent of the shares voting for the election of directors can elect all the directors if they choose to do so and, in such event, the holders of the remaining shares will not be able to elect any person to the Board of Directors.

PENNY STOCK REGULATION

If the market price of the our common stock, if a market for its common stock develops and is maintained, is or falls below \$5.00 per share, then our common stock may be considered "penny stock". Penny stocks generally are equity securities with a price of less than \$5.00 per share other than securities registered on certain national securities exchange or quoted on the Nasdaq Stock Market, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. Our securities may be subject to "penny stock" rules that impose additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and accredited investors (generally those with assets in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 together with their spouse). For transactions covered by these rules, the broker-dealer must make special suitability determination for the purchase of such securities and have received the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the rules require the delivery, prior to the transaction, of a disclosure scheduled prescribed by the commission related to the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative and current quotations for the securities. Finally, monthly statements must be sent disclosing recent price information on the limited market in penny stocks. Consequently, the "penny stock" rules may restrict the ability of broker-dealers to sell our securities.

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REPORTS TO STOCKHOLDERS

We will furnish to holders of our common stock annual reports containing audited financial statements examined and reported upon, and with an opinion expressed by, an independent certified public accountant. We may issue other unaudited interim reports to our stockholders as we deem appropriate.

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TRANSFER AGENT AND REGISTRAR

Corporate Stock Transfer, Inc., Denver, Colorado, serves as our transfer agent.

DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Our certificate of incorporation provides that we shall indemnify its directors provided that the indemnification shall not eliminate or limit the liability of a director (a) for any breach of the director's duty or loyalty to the corporation or its stockholders, (b) for acts of omission not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) for any transaction from which the director derived an improper personal benefit.

Section 607.085 of the Florida Business Corporation Act permits a corporation, under specified circumstances, to indemnify its directors, officers, employees or agents against expenses (including attorney's fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by them in connection with any action, suit or proceeding brought by third parties by reason of the fact that they were or are directors, officers, employees or agents of the corporation, if these directors, officers, employees or agents acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceedings, had no reason to believe their conduct was unlawful. In a derivative action, i.e., one brought by or in the right of the corporation, indemnification may be made only for expenses actually and reasonably incurred by directors, officers, employees or agent in connection with the defense or settlement of an action or suit, and only with respect to a matter as to which they shall have acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made if such person shall have been adjudged liable to the corporation, unless and only to the extent that the court in which the action or suit was brought shall determine upon application that the defendant directors, officers, employees or agents are fairly and reasonably entitled to indemnify for such expenses despite such adjudication of liability.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended ("Securities Act") may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful

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defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act, and will be governed by the final adjudication of such issue.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We have filed with the Securities and Exchange Commission (the "Commission") a registration statement on Form SB-2 under the Securities Act with respect to the

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securities being offered. This prospectus, filed as a part of the registration statement, does not contain certain information contained in or annexed as exhibits to the registration statement. Reference is made to exhibits to the registration statement for the complete text. For further information with respect to us and the securities hereby offered, reference is made to the registration statement and to the exhibits filed as part of it, which may be inspected and copied at the public reference facilities of the Commission in Washington D.C. Copies of such material can be obtained from the Public Reference Section of the Commission, 450 5th Street, NW, Washington, D.C. 20549, at prescribed rates and are available on the World Wide Web at:
<http://www.sec.gov>.

We are subject to the informational reporting requirements of the Securities Exchange Act of 1934 and intend to file reports and other information with the Commission. We will provide without charge to each person who receives a copy of this prospectus, upon written or oral request, a copy of any of the information incorporated herein by reference, not including exhibits. Such requests should be made in writing to T. JOSEPH COLEMAN, 1440 Coral Ridge Drive, # 140, Coral Springs, FL 33071 or call us at (954) 360-4080.

LEGAL MATTERS

The legality of the common stock included in this prospectus has been passed upon for us by the law offices of Sichenzia Ross Friedman Ference LLP of New York.

EXPERTS

The audited financial statements as of December 31, 2002, 2001 and 2000 included in this prospectus have been so included in reliance on the report of Salberg & Company, P.A., independent accountants, given as experts in accounting and auditing.

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Sun Network Group, Inc.
and Subsidiaries

Consolidated Financial Statements

December 31, 2002, 2001 and 2000

Sun Network Group, Inc.
and Subsidiaries

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Independent Auditors' Report

Board of Directors and Stockholders of:
Sun Network Group, Inc.

We have audited the accompanying consolidated balance sheets of Sun Network Group, Inc. and Subsidiaries as of December 31, 2002 and 2001 and the related consolidated statements of operations, changes of stockholders' equity (deficiency) and cash flows for the years ended December 31, 2002, 2001 and 2000. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly in all material respects, the consolidated financial position of Sun Network Group, Inc. and Subsidiaries as of December 31, 2002 and 2001 and the consolidated results of its operations and its cash flows for the years ended December 31, 2002, 2001 and 2000, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 13 to the consolidated financial statements, the Company has accumulated deficit of \$1,813,325 and a working capital deficit of \$462,804 at December 31, 2002, net losses in 2002 of \$1,237,497, cash used in operations in 2002 of \$300,438, and nominal revenues. These factors and the need for additional cash to fund operations over the next year raise substantial doubt about