SITESTAR CORP
Form 10QSB
November 14, 2003

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-QSB

[X]

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

For the quarterly period ended September 30, 2003

[ ]

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

For the transition period from ________________ to _______________

000-27763

(Commission file number)

SITESTAR CORPORATION

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

NEVADA	**88-0397234**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

7109 Timberlake Road, Lynchburg, VA 24502

(Address of principal executive offices)

(434) 239-4272

(Issuer's telephone number)

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

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity. As of November 13, 2003: 101,593,147 shares of Common Stock

Transitional Small Business Disclosure Format (check one): Yes [ ] No [X]

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FINANCIAL INFORMATION

Item 1.

Financial Statements

PART I.

FINANCIAL INFORMATION

Item 1.

Financial Statements

SITESTAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET

SEPTEMBER 30, 2003

(UNAUDITED)

ASSETS

CURRENT ASSETS

Cash and cash equivalents

$

43,680

Accounts receivable, net of allowance of $12,447

148,276

Inventory

152,349

Total current assets

344,305

PROPERTY AND EQUIPMENT, net

357,505

CUSTOMER LIST, net

625,747

GOODWILL

1,122,719

OTHER ASSETS

12,277

TOTAL ASSETS

$

2,462,553

See the accompanying notes to the consolidated financial statements

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SITESTAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET, Continued

SEPTEMBER 30, 2003

(UNAUDITED)

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Bank overdraft

$

16,579

Accounts payable and accrued expenses

407,222

Deferred revenue

364,932

Convertible debenture

139,412

Note payable stockholders, current portion

766,718

Notes payable, current portion

304,915

Total current liabilities

1,999,778

NOTES PAYABLE STOCKHOLDERS, less current portion

327,803

NOTES PAYABLE, less current portion

100,660

TOTAL LIABILITIES

2,428,241

COMMITMENTS AND CONTINGENCIES

STOCKHOLDERS' EQUITY

Preferred Stock, $.001 par value, 10,000,000 shares

authorized, 0 shares issued and outstanding

-

Common Stock, $.001 par value, 300,000,000 shares

authorized, 101,593,147 shares issued and 69,109,801

outstanding

101,593

Additional paid-in capital

13,635,272

Treasury stock, 32,483,346 common shares, at cost

(681,854)

Accumulated deficit

(13,020,699)

Total stockholders equity

34,312

TOTAL LIABILITIES AND

STOCKHOLDERS' EQUITY

$

2,462,553

See the accompanying notes to the consolidated financial statements

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SITESTAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2003 AND 2002

(UNAUDITED)

	2003	2002
REVENUE	$ 907,391	$ 930,785

COST OF REVENUE	452,015	462,928
GROSS PROFIT	455,376	467,857
SELLING, GENERAL AND		
ADMINISTRATIVE EXPENSES	408,130	754,614
INCOME (LOSS) FROM OPERATIONS	47,246	(286,757)
OTHER INCOME (EXPENSES)		
Other income	-	288
Interest expense	(66,582)	(50,690)
INCOME (LOSS) BEFORE INCOME TAXES	(19,336)	(337,159)
INCOME TAXES	-	-
NET INCOME (LOSS)	$ (19,336)	$ (337,159)
BASIC AND DILUTED LOSS PER SHARE	$ (0.00)	$ (0.00)
WEIGHTED AVERAGE SHARES		
OUTSTANDING - BASIC AND DILUTED	101,593,147	98,936,184

See the accompanying notes to the consolidated financial statements

SITESTAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2003 AND 2002

(UNAUDITED)

	2003	2002
REVENUE	$ 2,767,468	$3,061,699
COST OF REVENUE	1,339,724	1,533,117
GROSS PROFIT	1,427,744	1,528,582
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	1,253,930	1,920,678
INCOME (LOSS) FROM OPERATIONS	173,814	(392,096)
OTHER INCOME (EXPENSES)		
Other income	-	2,304
Interest expense	(219,583)	(154,996)
INCOME (LOSS) BEFORE INCOME TAXES	(45,769)	(544,788)

INCOME TAXES	-	-
NET INCOME (LOSS)	$ (45,769)	$ (544,788)
BASIC AND DILUTED LOSS PER SHARE	$ (0.00)	$ (0.01)
WEIGHTED AVERAGE SHARES		
OUTSTANDING - BASIC AND DILUTED	101,593,147	98,562,170

See the accompanying notes to the consolidated financial statements

SITESTAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2003 AND 2002

(UNAUDITED)

	2003	2002
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ (45,769)	$ (544,788)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization expense	392,599	354,365
Bad debt expense	156,859	93,613
Stock issued in lieu of compensation and professional fees	-	125,000
(Increase) decrease in:		
Accounts receivable	(165,905)	(54,092)
Inventory	(24,459)	10,451
Other assets	4,090	40,908
Increase (decrease) in:		
Accounts payable and accrued expenses	99,189	111,511
Deferred revenue	759	77,477
Net cash provided by operating activities	417,323	214,445
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(13,017)	(27,050)
Purchase of investments	-	(35,500)
Net cash used in investing activities	(13,017)	(62,550)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net change in line of credit	-	(2,316)
Net change in bank overdraft	(48,376)	
Net proceeds from notes payable stockholders	119,729	-
Repayment of notes payable	(373,227)	(85,980)
Repayment of convertible debenture	-	(325,000)
Repayment of notes payable stockholders	(76,836)	(61,446)

Payment on capital lease obligation	(13,999)	(27,410)
Net cash used in financing activities	(392,709)	(502,152)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	11,597	(350,257)
CASH AND CASH EQUIVALENTS BEGINNING OF PERIOD	32,083	378,707
CASH AND CASH EQUIVALENTS END OF PERIOD	$ 43,680	$ 28,450

See the accompanying notes to the consolidated financial statements

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SITESTAR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2003 AND 2002 (continued)

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

During the nine months ended September 30, 2003 and 2002, the Company paid no income taxes and interest of approximately $220,000 and $140,000, respectively.

NON-CASH INVESTING AND FINANCING TRANSACTIONS:

During the nine months ended September 30, 2002, the Company converted $12,200 of the convertible debenture into 1,218,255 shares of common stock, issued 3,720,238 shares of common stock for executive compensation of $125,000 and issued 2,000,000 shares of common stock to the original Sitestar.net shareholders that represented the contingent shares to be issued if no additional liabilities arose during the first two years after the acquisition. The value of these shares issued was $60,000 which is recorded as additional goodwill. The Company also transferred certain non-cash assets valued at $179,061 to two of its former officers and directors in satisfaction of accrued salaries owed them.

During the nine months ended September 30, 2003, the Company issued no shares of common stock. During the nine months ended September 30, 2003 the company made a non-cash reduction in the principal balance of a note payable by $56,448. The principal balance was recorded on December 31, 2002 at $169,873 for the purchase of Digital Data Communications. The liability was based on a percentage of estimated revenues from this purchase and was adjusted as the actual revenues were realized.

See the accompanying notes to the consolidated financial statements

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SITESTAR CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 BASIS OF PRESENTATION

The unaudited Condensed Consolidated Financial Statements have been prepared by Sitestar Corporation (the Company or Sitestar), pursuant to the rules and regulations of the Securities and Exchange Commission. The information furnished herein reflects all adjustments (consisting of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly present the operating results for the respective periods. Certain information and footnote disclosures normally present in annual consolidated financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations. These financial statements should be read in conjunction with the audited consolidated financial statements and footnotes for the year ended December 31, 2002 included in the Company s Annual Report on Form 10-KSB. The results of the three months and nine months ended September 30, 2003 are not necessarily indicative of the results to be expected for the full year ending December 31, 2003.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As shown in the financial statements, the Company incurred a net loss of $45,769 during the nine months ended September 30, 2003 and, as of that date, had a working capital deficit of $1,655,473. Those conditions raise substantial doubt about the Company s ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. However, we believe that our existing cash, cash equivalents, and cash flow from operations and our ability to obtain favorable financing will be sufficient to meet our working capital and capital expenditure requirements for at least the next 12 months.

Certain expenses previously reported in the financial statements for the quarter ended March 31, 2003 have been reclassified to conform to the three and nine month periods ended September 30, 2003 financial statement presentation.

NOTE 2 EARNINGS PER SHARE

In 1997, the Financial Accounting Standard Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings per Share." SFAS No. 128 replaced the previously reported primary and fully diluted earnings per share with basic and diluted earnings per share. Unlike primary earnings per share, basic earnings per share excludes any dilutive effects of options, warrants, and convertible securities. Diluted earnings per share is very similar to the previously reported fully diluted earnings per share. Basic earnings per share is computed using the weighted-average number of common shares outstanding during the period. Common equivalent shares are excluded from the computation if their effect is anti-dilutive.

SITESTAR CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, continued

NOTE 3 CONVERTIBLE DEBENTURE

On May 11, 2000, the Company issued two convertible debentures aggregating $500,000. The debentures bear interest at 12% per annum and were due on May 1, 2001. The debenture holders voluntarily decided to hold on to the debentures. The debentures are convertible into shares of the Company's common stock at a rate equal to the lowest of $.70 or 60% of the average of the three lowest closing bid prices for the Company's common stock during the 20 trading days immediately preceding the conversion date. In addition, the Company also issued three-year warrants to purchase an aggregate of 250,000 shares of common stock at an initial exercise price of $0.77 per share. Due to the preferential conversion feature of these debentures the Company recognized a financing charge in 2000 of $242,857 (which represents the value of additional shares issuable upon conversion at the $.70 conversion price versus the number of shares issuable upon conversion at the market value at the date of issuance). In addition, the warrants issued in connection with these debentures have been valued at $121,543 using the Black-Scholes model. Since these debentures were convertible on issuance preferential conversion costs were expensed immediately and the value of the warrant was recognized as financing costs over the original term of the debentures.

On August 14, 2000, the Company issued two additional convertible debentures aggregating $500,000 to the holders of the above-mentioned debentures for the same terms described above, except for the due date of August 14, 2001. In connection with these debentures, the Company recognized a financing charge in 2000 in connection with the preferential conversion feature of $333,333 and valued the 250,000 warrants issued in connection with these debentures at $13,332 using the Black-Scholes model. Since these debentures were convertible on issuance the preferential conversion costs were expensed immediately and the value of the options was recognized as financing costs over the original term of the debentures.

During the nine months ended September 30, 2003, the holders of the debentures converted no shares of the Company s common stock.

On a cumulative basis through September 30, 2003, the holders of the debentures converted $525,588 of principal and $99,820 of accrued interest into 14,319,156 and 5,176,352, respectively, shares of the Company s common stock. Also as of September 30, 2003, the Company has repaid $335,000 of these debentures in cash.

As of September 30, 2003, the convertible debentures are past their maturity and callable at any time by the debenture holders. The debenture holders have served notice to the Company that the convertible debentures are in default.

As of September 30, 2003, there is a discrepancy between the balance maintained by the Company and the balance calculated by the debenture holders. The balance the Company has disclosed in its consolidated financial statements is derived from all the conversion notices and cash payments.

SITESTAR CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, continued

NOTE 3 CONVERTIBLE DEBENTURE, continued

The Company believes that it has proper documentation to support its position in this matter; however, in the event the Company is not successful in reconciling and resolving this matter, the outstanding balance of the convertible debenture could increase significantly. As of September 30, 2003, the Company has disclosed that the outstanding principal balance is $139,412. This outstanding balance could increase to over $300,000 if the debenture holders are able to demonstrate that their balance is the correct balance.

On December 31, 2002, the debenture holders filed a complaint against the Company alleging breach of contract and breach of fiduciary duties.. Management is currently engaged in negotiations to resolve the complaint and satisfy the outstanding principal and accrued interest associated with the debenture. It is too early to make an evaluation of the matter as to outcome, although damages are alleged at approximately $425,000.

NOTE 4 COMMON STOCK

During the three months and nine months ended September 30, 2003, the Company issued no shares of common stock.

NOTE 5 SEGMENT INFORMATION

The Company has four business units that have separate management and reporting infrastructures that offer different products and services. The business units have been aggregated into four reportable segments: Corporate, Internet, Development and Retail. The Corporate group is the holding company and oversees the operating of the other business units. The Corporate group also arranges financing for the entire organization. The Internet group provides Internet access to customers in the Martinsville and Lynchburg, Virginia and Mt. Airy, North Carolina areas. The Development group provides customer software programming to companies, principally in the manufacturing industries. The Retail group operates a retail computer store in Lynchburg, Virginia and in Mt. Airy, North Carolina as well as providing toner cartridge remanufacturing services in Lynchburg, Virginia. (http://www.recharge.net)

The Company evaluates the performance of its operating segments based on income from operations, before income taxes, accounting changes, non-recurring items, and interest income and expense.

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SITESTAR CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, continued

NOTE 5 SEGMENT INFORMATION, continued

Summarized financial information concerning the Company's reportable segments is shown in the following table for the nine months ended September 30, 2003 and 2002:

September 30, 2003

Corporate

Internet

Development

Retail

Consolidated

Revenue

$

-

$

2,304,895

$

94,753

$

367,820

$

2,767,468

Operating income (loss)

$

(125,036)

$

238,563

$

(1,144)

$

61,431

$

173,814

Depreciation and

amortization

$

-

$

337,222

$

-

$

2,982

$

340,204

Interest expense

$

(59,129)

$

(160,379)

$

-

$ (75)

$

(219,583)

Intangible assets

$

-

$

1,760,743

$

-

$ - $

1,760,743

Total assets

$

-

$

2,156,689

$

-

$

305,864

$

2,462,553

September 30, 2002

Corporate

Internet

Development

Retail

Consolidated

Revenue

$

-

$

2,492,097

$

180,505

$

389,097

$

3,061,699

Operating Income (loss)

$

(690,118)

$

257,113

$

(15,873)

$

56,782

$

(392,096)

Depreciation and

amortization

$

2,450

$

339,235

$

9,840

$

2,840

$

354,365

Interest expense

$

(16,492)

$

(138,324)

$

(180)

$

-

$

(154,996)

Intangible assets

$ -

$

3,342,662

$ -

$ -

$

3,342,662

Total assets

$ 41,776

$

4,067,418

$

28,880

$

154,069

$

4,292,143

NOTE 6 RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Recently Issued Accounting Pronouncements

In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Instruments with Characteristics of both Liabilities and Equity . SFAS 150 establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or as an asset in some circumstances). This statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. The adoption of SFAS No. 150 did not have an effect on Company s financial position or results of operations.

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SITESTAR CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, continued

NOTE 6 RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS, continued

In June 2001, the FASB issued SFAS No. 141, "Business Combinations." SFAS No. 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001. Goodwill and certain intangible assets will remain on the balance sheet and not be amortized. On an annual basis, and when there is reason to suspect that their values have been diminished or impaired, these assets must be tested for impairment, and writedowns may be necessary. The Company adopted SFAS No. 141 on July 1, 2001 and has accounted for its acquisition of Advanced Internet Services, Inc. and the assets of Digital Data Connections, Inc. using the purchase method.

In June 2001, the FASB issued SFAS No. 142, "Goodwill and Other Intangible Assets." SFAS No. 142 changed the accounting for goodwill from an amortization method to an impairment-only approach. Amortization of goodwill, including goodwill recorded in past business combinations, ceased upon adoption of this statement on January 1, 2002. Further, the Company did not amortize the goodwill established as a result of the acquisition of Advanced Internet Services, Inc. on July 1, 2001.

In October 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations," which requires companies to record the fair value of a liability for asset retirement obligations in the period in which they are incurred. The statement applies to a company's legal obligations associated with the retirement of a tangible long-lived asset that results from the acquisition, construction, and development or through the normal operation of a long-lived asset. When a liability is initially recorded, the company would capitalize the cost, thereby increasing the carrying amount of the related asset. The capitalized asset retirement cost is depreciated over the life of the respective asset while the liability is accreted to its present value. Upon settlement of the liability, the obligation is settled at its recorded amount or the company incurs a gain or loss. The statement is effective for fiscal years beginning after June 30, 2002. The Company does not expect the adoption to have a material impact on the Company's financial position or results of operations.

In October 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets". Statement 144 addresses the accounting and reporting for the impairment or disposal of long-lived assets. The statement provides a single accounting model for long-lived assets to be disposed of. New criteria must be met to classify the asset as being held-for-sale. This statement also establishes standards for reporting the effects of a disposal of a segment of a business. This statement is effective for fiscal years beginning after December 15, 2001.

In April 2002, the FASB issued Statement No. 145, Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections. This Statement rescinds FASB Statement No. 4, Reporting Gains and Losses from Extinguishment of Debt , and an amendment of that Statement, FASB Statement No. 64, Extinguishments of Debt Made to Satisfy Sinking-Fund Requirements and FASB Statement No. 44, Accounting for Intangible Assets of Motor Carriers. This Statement amends FASB Statement No. 13, Accounting for Leases , to eliminate an inconsistency between the required accounting for sale-leaseback transactions and the required accounting for certain lease modifications that have economic effects that are similar to sale-leaseback transactions. The Company does not expect the adoption to have a material impact to the Company's financial position or results of operations.

SITESTAR CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, continued

NOTE 6 RECENTLY ISSUED ACCOUNTING PROUNCEMENTS, continued

In June 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities. This statement nullifies Emerging Issues Task Force Issue No. 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring). This statement requires that a liability for costs associated with an exit or disposal activity be recognized when the liability is incurred instead of at the date an entity commits to an exit plan. The statement is effective for exit and disposal activities entered into after December 31, 2002. The Company does not expect the adoption of this statement to have a material impact on its financial position or the results of its operations.

In November 2002, the FASB issued Interpretation No. 45, Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others. This interpretation sets forth expanded disclosure requirements in the financial statements about a guarantor s obligations under certain guarantees that it has issued. It also clarifies that, under certain circumstances, a guarantor is required to recognize a liability for the fair value of the obligation at the inception of the guarantee. Certain types of guarantees, such as product warranties, guarantees accounted for as derivatives, and guarantees related to parent-subsidiary relationships are excluded from the liability recognition provisions of Interpretation No. 45, however, they are subject to the disclosure requirements. The initial liability recognition provisions are applicable on a prospective basis to guarantees issued or modified after December 31, 2002. The disclosure requirements of Interpretation No. 45 are effective for financial statements for interim or annual periods ending after December 15, 2002. The Company has no guarantees of third party indebtedness and it does not believe the adoption of these new rules will have a material impact on its financial position or results of operations.

In December 2002, the FASB issued SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure an amendment of FASB Statement No. 123. This statement amends SFAS 123, Accounting for Stock-Based Compensation to allow for alternative methods of transition for a voluntary change to the fair value based method of accounting for stock issued to team members. This statement also amends FASB No. 123 to require disclosure of the accounting method used for valuation in both annual and interim financial statements. This statement permits an entity to recognize compensation expense under the prospective method, modified prospective method or the retroactive restatement method. If an entity elects to adopt this statement, fiscal years beginning after December 15, 2003 must include this change in accounting for stock-based team member compensation. The Company is currently evaluating the effect of voluntarily adopting the fair value provisions of SFAS No. 123 and will elect a transition method if the fair value method is adopted.

SITESTAR CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, continued

NOTE 6 RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS, continued

In January 2003, the FASB issued Interpretation No. 46, Consolidation of Variable Interest Entities, an interpretation of Accounting Research Bulletin No. 51, Consolidated Financial Statements. Interpretation No. 46 prescribes how to identify variable interest entities and how an enterprise assesses its interests in a variable interest entity to decide whether to consolidate that entity. This interpretation requires existing unconsolidated variable interest entities to be consolidated by their primary beneficiaries if the entities do not effectively disperse risks among parties involved. Interpretation No. 46 is effective immediately for variable interest entities created after January 31, 2003, and to variable interest entities in which an enterprise obtains an interest after that date. The interpretation applies in the first fiscal year or interim period beginning after June 15, 2003, to variable interest entities in which an enterprise holds a variable interest that it acquired before February 1, 2003. The Company does not have interests in variable Interest entities and it does not believe the adoption of Interpretation No. 46 will have a material impact on its financial position or results of operations.

In November 2002, the Emerging Issues Task Force reached a consensus on Issue No. 00-21 ("EITF 00-21"), "Revenue Arrangements with Multiple Deliverables." EITF 00-21 provides guidance on how to account for Arrangements that involve the delivery or performance of multiple products, services and/or rights to use assets. The provisions of EITF 00-21 apply to revenue arrangements entered into since July 1, 2003. The Company does not believe the adoption of EITF 00-21 will have a material impact on its financial position or results of operations.

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

General

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related footnotes for the year ended December 31, 2002 included in our Annual Report on Form 10-KSB. The discussion of results, causes and trends should not be construed to imply any conclusion that such results or trends will necessarily continue in the future.

Overview

We are a mid-Atlantic Internet Service Provider and Computer Services company offering a broad range of services to business and residential customers. We serve primarily the Virginia and North Carolina markets. We utilize our own infrastructure and have affiliations that allow us to expand our network and services to most of the United States and Canada.

The products and services we provide include:

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Internet access services;

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Web design services;

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Web hosting services;

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End-to-end e-commerce solutions;

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Online marketing consulting;

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Computer and related products sales and services;

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Toner and ink cartridge remanufacturing services; and

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Computer programming and consulting services.

Our Internet Service Provider (ISP) division has three sites of operation (http://www.sitestar.net, http://www.lynchburg.net, http://www.advi.net). These are located in Lynchburg, Virginia, Martinsville, Virginia and Mt. Airy, North Carolina. We provide both narrow-band (dial-up) services and broadband services (ISDN, DSL, satellite, cable and wireless) utilizing our own infrastructure and affiliations to provide services to thousands of service locations throughout the United States. Our web design, web hosting and related services provide a way to help businesses market their products and services over the Internet.

Our Computer Sales and Service division (http://www.computersbydesign.com) also provides sales and services out of our three office locations. We sell and manufacture computer systems, computer hardware, computer software, networking services, repair services and toner and ink cartridge remanufacturing services. We are a factory authorized service center for many national-brand computer equipment companies. Our toner and ink cartridge remanufacturing service (http://www.recharge.net) takes empty toner cartridges and remanufactures them to provide savings to our customers over buying brand new cartridges. This service is available locally and nationwide.

Our computer programming and consulting services helps companies automate their businesses. Our primary focus is providing software and programming services for the manufacturing industry. Our flagship product is a software package called Sales Force Automation (SFA).

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During the third quarter 2003 Sitestar announced the launch of a new product, SurfBoost. SurfBoost technology is a client/server application that allows any Internet user with dial-up access to speed up their web browsing an average of three to five times the speed of normal dial-up access. Web traffic is redirected to one of Sitestar s compression servers and is then streamed to the client s computer at a fraction of the size. This allows for more efficient delivery of the Web data, solving the speed problem that has plagued millions of Internet web users. This product will allow us to go head to head with our broadband competition and retain existing customers and gain new customers who might otherwise elect broadband Internet service.

RESULTS OF OPERATIONS

The following tables show financial data for the nine months ended September 30, 2003 and 2002. Operating results for any period are not necessarily indicative of results for any future period.

	For the nine months ended September 30, 2003				
	Corporate	**Internet**	**Development**	**Retail**	**Total**
Revenue	-	$2,304,895	$94,753	$367,820	$2,767,468
Cost of Revenue	-	1,020,796	95,897	223,031	1,339,724
	---------	---------	---------	---------	---------
Gross profit	-	1,284,099	(1,144)	144,789	1,427,744
Operating expenses	125,036	1,045,536	-	83,358	1,253,930
	---------	---------	---------	---------	---------
Income (loss) from operations	(125,036)	238,563	(1,144)	61,431	173,814
Other income (expense)	(59,129)	(160,379)	-	(75)	(219,583)
	---------	---------	---------	---------	---------
Net income (loss)	$(184,165)	$78,184	$(1,144)	$61,356	$(45,769)
	==========	==========	==========	=========	==========

EBITDA(1)	$(125,036)	$575,784	$(1,144)	$64,413	$514,018

	For the nine months ended September 30, 2002				
	Corporate	**Internet**	**Development**	**Retail**	**Total**
Revenue	-	$2,492,097	$180,505	$389,097	$3,061,699
Cost of Revenue	-	1,236,972	110,122	186,023	1,533,117
	---------	---------	---------	---------	---------
Gross profit	-	1,255,125	70,383	203,074	1,528,582
Operating expenses	690,118	998,012	86,256	146,292	1,920,678
	---------	---------	---------	---------	---------
Income (loss) from operations	(690,118)	257,113	(15,873)	56,782	(392,096)
Other income (expense)	(14,299)	(138,283)	(180)	70	(152,692)
	---------	---------	---------	---------	---------
Net income (loss)	$(704,417)	$118,830	$(16,053)	$56,852	$(544,788)
	==========	==========	==========	=========	==========
EBITDA(1)	$(687,668)	$596,348	$(6,033)	$59,622	$(37,731)

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(1)

EBITDA (earnings before interest, taxes, depreciation and amortization) consists of revenue less cost of revenue and operating expense. EBITDA is provided because it is a measure commonly used by investors to analyze and compare companies on the basis of operating performance. EBITDA is presented to enhance an understanding of our operating results and is not intended to represent cash flows or results of operations in accordance with GAAP for the periods indicated. EBITDA is not a measurement under GAAP and is not necessarily comparable with similarly titled measures for other companies. See Liquidity and Capital Resources section for further discussion of cash generated from operations.

NINE MONTHS ENDED SEPTEMBER 30, 2003 COMPARED TO SEPTEMBER 30, 2002

REVENUE. Revenue for the nine months ended September 30, 2003 decreased by $294,231 or 9.61% from $3,061,699 for the nine months ended September 30, 2002 to $2,767,468 for the same period in 2003. This decrease is a result of price decreases in certain markets in order to make us more competitive with broadband competition, which is responsible for a reduction in the number of dial-up customers, and to standardize our rates across our different ISP locations. This decrease is offset in part by the acquisition of Digital Data Communications customer base and the introduction of our new product SurfBoost. SurfBoost technology is a client/server application that allows any Internet user with dial-up access to speed up their web browsing an average of three to five times the speed of normal dial-up access. This product will allow us to go head to head with our broadband competition and retain existing customers and gain new customers who might otherwise elect broadband Internet service.

Internet sales for the nine months ended September 30, 2003 decreased by $187,202 from $2,492,097 for the nine months ended September 30, 2002 to $2,304,895 for the same period ended in 2003. Retail and Development sales for the nine months ended September 30, 2003 decreased by $21,277 and $85,752 or 5.47% and 47.51% from $389,097 and $180,505 for the nine months ended September 30, 2002 to $367,820 and $94,753 for the same period ended in 2003. Retail revenue decreased due primarily to soft economic conditions while Development revenue decreased due to applications of resources to internal projects.

COST OF REVENUE. Costs of revenue for the nine months ended September 30, 2003 decreased by $193,393 or 12.61% from $1,533,117 for the nine months ended September 30, 2002 to $1,339,724 for the same period in 2003. As a percentage of revenue, for the nine months ended September 30, 2003, the cost of revenue decreased by 1.66% for the nine months ended September 30, 2002 from 50.07% to 48.41%. The decrease compared to the nine months ended September 30, 2002 and as a percentage of revenue is principally due to cost control measures.

OPERATING EXPENSES. Operating expenses for the nine months ended September 30, 2003 decreased by $666,748 or 34.71% from $1,920,678 for the nine months ended September 30, 2002 to $1,253,930 for the same period in 2003. The decrease in operating expenses in Internet, Development and Retail divisions of $101,666 for the nine months ended September 30, 2003 is due principally to cost control measures. In the fourth quarter of 2002, the operations of the corporate office in California were closed and transferred to the Virginia facilities. Corporate operations under new management resulted in a decrease of $565,082 of occupancy, payroll and executive costs for the nine months ended September 30, 2003.

Corporate expenses of $125,036 for the nine months ended September 30, 2003 consisted of professional fees of $95,924, consulting fees of $27,000 and other expenses of $2,112. Corporate expenses of $690,118 for the nine months ended Deptember 30, 2002 consisted of payroll of $396,450, professional fees of $238,932, rent of $28,155, travel of $21,825 and other expenses of $4,756.

INTEREST EXPENSE. Interest expense for the nine months ended September 30, 2003 increased by $64,587 or 41.67% from $154,996 for the nine months ended September 30, 2002 to $219,583 for the same period in 2003. This increase is a result of increased levels of borrowing.

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BALANCE SHEET. Accounts receivable increased by $9,047 on September 30, 2003 from $139,229 on December 31, 2002 to $148,276 on September 30, 2003. The primary reason for this increase is a decrease in the level of allowances for doubtful accounts from older accounts. Accounts payable and accrued expenses increased $99,189 from $308,033 on December 31, 2002 to $407,222 on September 30, 2003. The primary reason for this increase is to facilitate cash flow and improve financing activities. Notes payable decreased by a net $330,334 on September 30, 2003 from $1,830,430 on December 31, 2002 to $1,500,096 on September 30, 2003.

LIQUIDITY AND CAPITAL RESOURCES.

For the nine months ended September 30, 2003, we generated EBITDA (earnings before interest, taxes, depreciation and amortization) at our operating subsidiary level of $639,054 which consists of revenue less cost of revenue and operation expenses. EBITDA is provided because it is a measure commonly used by investors to analyze and compare companies on the basis of operating performance. The Company applied EBITDA from operations of $639,054 to reduce the principal balances on notes payable by approximately $330,000 in addition to funding the Company s operations for the nine months ended September 30, 2003. This amount was offset by EBITDA at the corporate level of $(125,036). EBITDA for the nine months ended September 30, 2003 increased by $551,749 from $(37,731) for the nine months ended September 30, 2002 to $514,018 for the same period in 2003. The primary reason for the significant increase is the Corporate division s increase of $562,632 due to the closing the California office and the related occupancy, payroll and executive expenses.

On May 11, 2000, the Company issued two convertible debentures aggregating $500,000. The debentures bear interest at 12% per annum and were due on May 1, 2001. The debenture holders voluntarily decided to hold on to the debentures. The debentures are convertible into shares of the Company's common stock at a rate equal to the lowest of $.70 or 60% of the average of the three lowest closing bid prices for the Company's common stock during the 20 trading days immediately preceding the conversion date. In addition, the Company also issued three-year warrants to purchase an aggregate of 250,000 shares of common stock at an initial exercise price of $0.77 per share. Due to the preferential conversion feature of these debentures the Company recognized a financing charge of $242,857 (which represents the value of additional shares issuable upon conversion at the $.70 conversion price versus the number of shares issuable upon conversion at the market value at the date of issuance). In addition, the warrants issued in connection with these debentures have been valued at $121,543 using the Black-Scholes model. Since these debentures were convertible on issuance preferential conversion costs were expensed immediately and the value of the warrant was recognized as financing costs over the term of the debentures.

On August 14, 2000, the Company issued two additional convertible debentures aggregating $500,000 to the holders of the above-mentioned debentures for the same terms described above, except for the due date of August 14, 2001. In connection with these debentures, the Company recognized a financing charge in 2000 in connection with the preferential conversion feature of $333,333 and valued the 250,000 warrants issued in connection with these debentures at $13,332 using the Black-Scholes model. Since these debentures were convertible on issuance the preferential conversion costs were expensed immediately and the value of the options was recognized as financing costs over the term of the debentures.

As of September 30, 2003, the holder of the debentures converted $525,588 in principal and $99,820 of accrued interest into 14,319,156 and 5,176,352 respectively, shares of the Company s common stock.

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Sales of Internet services, which are not automatically processed via credit card or bank account drafts, have been the Company s highest exposure to collection risk. Management has made the decision not to remove specific customers accounts receivable in order to continue aggressive collection efforts on these accounts, which is not abandoned until all possible means of collection has been exhausted. The Company has engaged a collection agency to specifically address these past due accounts.

In addition, the Company has added a late payment fee to encourage timely payment by customers. Another effort to improve customer billing and collections was the implementation of a uniform manual invoice processing fee which speeds up the billing and collection procedures.

The aging of accounts receivable as of September 30, 2003 is as shown:

Current	$	38,811	27%
30+		67,613	44%
60+		41,853	25%

90+	12,446	4%
Total	$ 160,723	100.0%

We believe that our existing cash, cash equivalents, and cash flow from operations and our ability to obtain favorable financing will be sufficient to meet our working capital and capital expenditure requirements for at least the next 12 months. If such sources of financing are insufficient or unavailable, or if we experience shortfalls in anticipated revenue or increases in anticipated expenses, we may need to slow down or stop the expansion of our Internet Service Providers and reduce our marketing and development efforts. Any of these events could harm our business, financial condition or results of operations. We currently have no off-balance sheet financing nor do we anticipate any.

Forward looking statements

This report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Stockholders are cautioned that all forward-looking statements involve risks and uncertainty, including without limitation, our ability to expand our customer base, make strategic acquisitions, general market conditions, and competition and pricing. Although we believe the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate, and therefore, there can be no assurance that the forward-looking statements contained in the report will prove to be accurate.

Item 3. Controls and Procedures

Our President and Chief Financial Officer (the Certifying Officers) are responsible for establishing and maintaining disclosure controls and procedures for the Company. The Certifying Officers have designed such disclosure controls and procedures to ensure that material information is made known to them, particularly during the period in which this report was prepared. The Certifying Officers have evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report and believe that the Company s disclosure controls and procedures are effective based on the required evaluation. During the period covered by this report, there were no changes in internal controls that materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

Part II.

OTHER INFORMATION

Item 1.

Legal Proceedings

On December 31, 2002, New Millennium Capital Partners II, LLC and AJW Partners, LLC filed a complaint against the Company, its former officers and its current officers at the Supreme Court of the State of New York in the county of Nassau. The complaint alleges the Company breached their contract and fiduciary duties. This proceeding is a dispute over the amount we owe on a convertible debenture. This dispute has arisen over a significant payment we issued by a

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conversion of stock that was neither applied to the penalties, principal or interest. The Plaintiff is seeking approximately $425,000 in principal, interest and damages. Although we feel we have adequate documentation to support our claim, if we cannot, the balance of the debenture could increase significantly.

Item 2.

Change in Securities

None

Item 3.

Defaults Upon Senior Securities

None

Item 4.

Submission of Matters to a Vote of Security Holders

None

Item 5.

Other Information

None

Item 6.

Exhibits and Reports on Form 8-K

(a)

Exhibits

31.1

Certification of President Pursuant to the Securities Exchange Act of 1934, Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2

Certification of Chief Financial Officer Pursuant to the Securities Exchange Act of 1934, Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.

Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b)

Reports on Form 8-K

None

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SITESTAR CORPORATION

Date: November 14, 2003

By: /s/ Frank Erhartic, Jr.

Frank Erhartic, Jr.

President, Chief Financial Officer

(Principal Executive Officer, Principal Financial Officer, and Principal Accounting Officer)