

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-QSB

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2001

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934 FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission file number 0-29 219

POKER.COM INC

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

FLORIDA

98-0199508

(State or other jurisdiction of
incorporation or organization)

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

SUITE 201 1166 ALBERNI ST. VANCOUVER

V6E 3Z3

(Address of principal executive offices)

(Zip Code)

(604) 689-5998

(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 No X

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Applicable only to issuers involved in bankruptcy proceedings during the
preceding five years

Check whether the registrant filed all documents and reports required to be
filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of
securities under a plan confirmed by a court. Yes No

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Applicable only to corporate issuers

State the number of shares outstanding of each of the issuer's classes of common
equity, as of the latest practicable date. 16,935,000 COMMON SHARES AS AT MARCH
31, 2001.

Transitional Small Business Disclosure Format

(Check one):

Yes No X

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POKER.COM INC.
FORM 10-QSB
FOR THE QUARTER ENDED MARCH 31, 2001

<TABLE>

<CAPTION>

Index Page Number
<S> <C>

PART I FINANCIAL INFORMATION

Item 1. Consolidated Balance Sheets	4
Consolidated Statements of Income	5
Consolidated Statement of Stockholders' Equity	6
Consolidated Statements of Cash Flows	7

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations 9

PART II OTHER INFORMATION

Item 1. Legal Proceedings 11
 Item 2. Changes in Securities and Use of Proceeds 11
 Item 3. Defaults Upon Senior Securities 11
 Item 4. Submission of Matters to a Vote of Security Holders 11
 Item 5. Other Information 11
 Item 6. Exhibits and Reports on Form 8-K 11
 SIGNATURE 12
 </TABLE>

2

PART 1 - FINANCIAL INFORMATION

ITEM 1: FINANCIAL STATEMENTS

POKER.COM, INC.
 (A Development Stage Company)

INDEX

- Consolidated Financial Statements
- Consolidated Balance Sheets
- Consolidated Statements of Operations
- Consolidated Statements of Stockholders' Equity
- Consolidated Statements of Cash Flows
- Notes to Consolidated Financial Statements

3

POKER.COM, INC.
 Consolidated Balance Sheets
 (U.S. Dollars)
 (Unaudited)

<TABLE>
 <CAPTION>

	March 31, 2001	December 31, 2000
<S>	<C>	<C>
Assets		
Current		
Cash	\$ 1,144	\$ 41,775
Accounts receivable, net of \$18,750 allowance for bad debts	646,557	456,032
Prepaid expenses	34,000	50,229
Total Current Assets	681,701	548,036
Long-Term Receivable	140,000	140,000
Property and Equipment	150,148	161,755
Intangible Assets	255,181	218,346
Total Assets	\$1,227,030	\$1,068,137
Liabilities		
Current		
Accounts payable and accrued liabilities	\$ 583,691	\$ 562,570

Advances from related parties	5,431	6,828
<hr/>		
Total Liabilities	589,122	569,398
<hr/>		
Stockholders' Equity		
Preferred Stock, \$0.01 par value, 5,000,000 shares authorized, no shares issued and outstanding		
Common Stock and Paid-In Capital in Excess of \$0.01 Par value		
100,000,000 Shares authorized		
16,935,000 (December 31, 2000 - 16,935,000) shares issued and outstanding		
	1,469,235	1,469,235
Subscriptions Received	22,480	22,480
Other Comprehensive Income	13,689	4,755
Deficit	(867,496)	(997,731)
<hr/>		
Total Stockholders' Equity	637,908	498,739
<hr/>		
Total Liabilities and Stockholders' Equity	\$1,227,030	\$1,068,137

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4

POKER.COM, INC.
Consolidated Statements of Income
Three Month Period Ended March 31
(U.S. Dollars)
(Unaudited)

<TABLE>

	2001	2000
<S>	<C>	<C>
Revenue		
Marketing and sublicensing	\$ 451,694	\$ 257,220
Cost of Goods Sold	56,046	28,689
<hr/>		
Gross Margin	395,648	228,531
<hr/>		
Expenses		
Website marketing	92,558	220,668
Wages	51,639	0
Royalties (recovery)	30,737	(2,269)
Management and consulting fees	22,585	19,095
Corporation promotion	18,193	67,471
Office supplies and services	13,952	40,337
Rent	4,633	6,631
Professional fees	2,220	2,962
Depreciation and amortization	28,896	13,341
<hr/>		
Total Expenses	265,413	368,236
<hr/>		
Income (Loss) Before Income Taxes	130,235	(139,705)
Income Taxes	58,606	0
Less: Application of loss carryforwards	(58,606)	0
<hr/>		
Net Income (Loss) for Period	\$ 130,235	\$ (139,705)
<hr/>		
Weighted Average Number of Common Shares Outstanding	16,935,000	15,293,547
Dilutive Effect of Options	1,607,081	1,410,000
<hr/>		
Weighted Average Number of Shares Outstanding Assuming Full Dilution	18,542,081	16,703,547
<hr/>		
Earnings (Loss) Per share	\$0.01	\$(0.01)
<hr/>		
Fully Diluted Earnings (Loss) Per Share	\$0.01	\$(0.01)

</TABLE>

5

POKER.COM, INC.
Consolidated Statements of Stockholders' Equity
Three Month Period Ended March 31, 2001 and Year Ended December 31, 2000
(U.S. Dollars)
(Unaudited)

<TABLE>
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	March 31 2001	December 31 2000
<S>	<C>	<C>
Shares of Common Stock Issued		
Balance, beginning of period	16,935,000	14,100,000
Issued for		
Settlement of debt	0	225,000
Cash	0	1,080,000
Subscriptions receivable	0	30,000
Subscriptions previously received	0	1,500,000
Balance, end of year	16,935,000	16,935,000
Common Stock and Paid-in Capital in Excess of Par		
Balance, beginning of period	\$ 1,469,235	\$ 510,000
Issued for		
Settlement of debt	0	175,000
Cash	0	260,000
Subscriptions previously received	0	500,000
Subscriptions receivable	0	10,000
Stock option benefit	0	14,235
Balance, end of year	\$ 1,469,235	\$ 1,469,235
Subscriptions Received		
Balance, beginning of period	\$ 22,480	\$ 500,000
Issued for subscriptions received	0	(500,000)
Subscriptions received	0	32,480
Subscriptions receivable	0	(10,000)
Balance, end of period	\$ 22,480	\$ 22,480
Other Comprehensive Income (Loss)		
Balance, beginning of period	\$ 4,755	\$ (14,130)
Foreign currency translation gain	8,934	18,885
Balance, end of year	\$ 13,689	\$ 4,755
Deficit Accumulated During Development Stage		
Balance, beginning of period	\$ (997,731)	\$ (670,518)
Net income for period	130,235	(327,213)
Balance, end of period	\$ (867,496)	\$ (997,731)
Total Stockholders' Equity	\$ 637,908	\$ 498,739

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6

POKER.COM, INC.
Consolidated Statements of Cash Flows
Three Month Period Ended March 31
(U.S. Dollars)
(Unaudited)

<TABLE>
<CAPTION>

	2001	2000
<S>	<C>	<C>
Operating Activities		
Net income (loss)	\$ 130,235	\$(139,705)
Adjustments to reconcile net loss to net cash used by operating activities		
Depreciation and amortization	28,896	13,341
Changes in non-cash working capital	(204,571)	40,996
Net Cash Used in Operating Activities	(45,440)	(85,368)
Investing Activity		
Purchase of property, equipment and intangible assets	(4,125)	(27,281)
Financing Activity		
Subscriptions received	0	260,000
Effect of Foreign Currency	8,934	0
Inflow of Cash	(40,631)	147,351
Cash, Beginning of Period	41,775	41,132
Cash, End of Period	\$ 1,144	\$ 188,483
Supplemental Disclosure of Non-Cash Transactions		
Issue of common shares for settlement of debt	\$ 0	\$ 100,000

</TABLE>

7

POKER.COM, INC.
Notes to Consolidated Financial Statements
Three Month Period Ended March 31, 2001
(U.S. Dollars)
(Unaudited)

1. BASIS OF PRESENTATION

These unaudited financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America for interim financial information. These financial statements are condensed and do not include all disclosures required for annual financial statements. The organization and business of the Company, accounting policies followed by the Company and other information are contained in the notes to the Company's audited consolidated financial statements filed as part of the Company's December 31, 2000 Form 10KSB.

In the opinion of the Company's management, these financial statements reflect all adjustments necessary to present fairly the Company's consolidated financial position at March 31, 2001 and December 31, 2000 and the consolidated results of operations and the consolidated statement of cash flows for the three months then ended. The results of operations for the three months ended March 31, 2001 are not necessarily indicative of the results to be expected for the entire fiscal year.

2. STOCK OPTIONS

Pursuant to a directors' resolution dated March 21, 2001, 300,000 options with an exercise price of \$0.15 was awarded to one of the officers of the Company. All of these options will vest by September 1, 2001 and expire on March 21, 2003. On the date of the grant, the market price of the stock was less than the exercise price. Therefore, no compensation expense was recognized.

Had compensation expense been determined as provided in SEAS 123 using the Black-Scholes option-pricing model, the pro-forma effect on the Company's net income and per share amounts would have been as follows:

<TABLE>
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2001

<S>	<C>
Net income, as reported	\$130.235
Net income, pro-forma	\$124.835
Net income per share, as reported	\$0.01
Net income per share, pro-forma	\$0.01

</TABLE>

3. FUTURE INCOME TAXES

It is the Company's estimate that the tax assets will not be realized in the immediate future. Therefore, a tax asset arising from the Company's loss carryforwards has been reduced by a valuation allowance to zero.

8

ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

May 11, 2001

POKER.COM INC (PKER.OB)

Quarterly Report (SEC form 10-QSB)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (All figures are in thousands of US dollars)

OVERVIEW

Poker.com Inc is a licensing and marketing company that licenses turnkey Internet gaming systems and has the exclusive worldwide rights to market the poker.com domain name. The Company's main sources of revenue are derived from sub-licensing fees, ongoing royalty fees, an opt-in advertising program, and banner advertising.

Casino Marketing, SA (a wholly owned subsidiary of Poker.com Inc) sells Poker card rooms and Casino sub-licenses and derives its revenue from sub-licensing fees and royalty payments. Casino Marketing currently has the master license agreement with Sarnet Systems International to sell their on line gaming software, and with Riverstyx to sell their Poker card room systems. The Company recently entered into a letter of intent with Fairwinds Technologies Inc. to acquire a Master license to sell Casino & Poker games on Wireless Application Protocol (WAP).

Poker.com intends to establish www.poker.com as the ultimate gaming portal on the Internet.

RESULTS OF CONTINUING OPERATIONS

The following table sets forth for the periods indicated selected information from Poker.com's consolidated statement of operations:

<TABLE>
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	Three Months Ended March 31, 2001	Three Months Ended March 31, 2000
(IN THOUSANDS)		
<S>	<C>	<C>
Net Sales	452	257
Gross Margin	396	229
Operating Expenses	265	368
Income (loss) from continuing operations	130	(140)
Net (loss) Income	130	(140)

Information is shown only for the three months ended March 31, 2001 and March 31, 2000 respectively.

9

THREE-MONTH PERIOD ENDED MARCH 31, 2001

NET SALES. Net sales for the three months ended March 31, 2001 was \$452 compared to \$257 for the three months ended March 31, 2000 as the company was still in the development stage. Sub-license revenues were \$165, banner advertising revenues were \$155 and royalty fees were \$131 for the three months ended March 31, 2001 respectively. Sub-license fees for the quarter ending March 31, 2000 were \$55, banner advertising revenues were \$120 and royalty fees were

\$79 for the three months ended March 31, 2000 respectively.

Management expects to increase the revenues derived from the sale of Casino and Poker card rooms. Management also believes that royalty revenue derived from the sale of casino and Poker card rooms will continue to improve as new sub licensees revenues increase and the number of card rooms also increases. These are forward-looking statements, particularly as related to the business plans of the company, within the meaning of Section 27A of the Securities Act of 1993 and Sections 21E of the Securities Exchange Act of 1934 and are subject to the safe harbor created by these sections. Actual results may differ materially from the company's expectations and estimates.

GROSS MARGIN. Gross margin was 87.6% of net sales for the three months ended March 31, 2001 compared to 88.8% in 2000. Management believes the margin is consistent with licensing and marketing of turnkey Internet gaming systems. Poker.com's gross margin may be affected by several factors including (i) the mix of revenue streams, (ii) the price of products sold and (iii) other components of cost of sales.

OPERATING EXPENSES. Operating expenses for the three month ended March 31, 2001 was \$265 compared to \$368 at March 31, 2000. The major expense items were for website marketing to bring traffic to the Poker.com's portal and to develop the Company's name brand. With the changes in both the internet and on-line gaming market, Management devised an alternative strategy to reach users using several different methods of advertising that proved to be very cost effective.

PROVISION FOR INCOME TAXES. No tax provision was made for the three months ended March 31, 2000. The Company also has available a net operating loss carry forward of approximately \$474 that may be used to offset future taxable income.

FINANCIAL CONDITION AND LIQUIDITY

LIQUIDITY AND CAPITAL RESOURCES. At March 31, 2001, the Company had cash and cash equivalents totaling \$1 compared to \$42 at December 31, 2000. The decrease in cash is mainly due to a deposit on new Casino software sub-license agreement, which has not yet been finalized.

Approximately \$507 of the \$647 accounts receivable and long term receivable was due from Antico Holdings for the purchase of a Poker sub-license and Royalty fees. The amount due from Antico Holdings for their License fee was re-negotiated with the terms of \$6 per month commencing March 2001. Antico Holdings has assigned to Poker.com Inc the 15% credit card hold back which is being released each month on a rolling month-to-month basis.

Net cash (used) by operating activities for the quarter ended March 31, 2001 was (\$45). The decrease in cash was mainly due to the reclassification of short-term to long-term debt and depreciation and amortization.

Net cash (used) for investing activities for the three months ended March 31, 2000 was (\$4). The cash was used for the purchase of additional intangible assets.

PART II--OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 2. Changes in Securities and Use of Proceeds

None.

Item 3. Defaults upon Senior Securities

None.

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

None.

Item 5. Other Information.

None.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits.

None.

(b) Reports on Form 8-K.

None.

Signatures

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

Poker.com Inc

(Registrant)

Date 10 May 2001

/s/ C. Taylor

(Signature)* Secretary

Date 10 May 2001

/s/ Michael Jackson

(Signature)*

* Print the name and title of each signing officer under his signatures.