

Edgar Filing: METASOURCE GROUP INC - Form SC 13D

METASOURCE GROUP INC
Form SC 13D
July 22, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. _____) *

MetaSource Group, Inc.

(Name of Issuer)
Common Stock

(Title of Class of Securities)
59139R-10-0

(CUSIP Number)
Michael Muellerleile, 4100 Newport Place Street,
Suite 830, Newport Beach, CA 92660
(949) 250-8655

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)
July 12, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. Seess.240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 59139R 10-0

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Courtney Smith

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) -----
(b) -----

3. SEC Use Only

4. Source of Funds (See Instructions) Shares of Issuer were -----
acquired in exchange for shares of MetaSource Systems,

Inc. which were received in exchange for services

rendered to MetaSource Systems Inc.

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization U.S.

Number of 7. Sole Voting Power 3,459,777

SharesEach
Beneficially -----
8. Shared Voting Power 0

Owned by
Each -----
9. Sole Dispositive Power 3,459,777

Reporting
Person -----
With 10. Shares Dispositive Power 0

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11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,459,777

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 20.24%

14. Type of Reporting Person (See Instructions) IN

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Item 1. Security and Issuer

This statement relates to shares of the common stock, \$.001 par value of MetaSource Group, Inc., a Nevada corporation (the "Issuer"). The principal executive offices of the Issuer are located at 40 Exchange Place, Suite 1607, New York, NY 10005.

Item 2. Identity and Background

- (a) Name: Courtney Smith
- (b) Business Address: 40 Exchange Place, Suite 1607
New York, NY 10005
- (c) Present Principal Occupation: Officer and director of MetaSource Group, Inc., whose address is shown in Item 2(b)
- (d) Disclosure of Criminal Proceedings: Mr. Smith has not been convicted in any criminal proceeding at any time.
- (e) Disclosure of Civil Proceedings: Mr. Smith has not been subject to any judgment, decree or final order enjoining violations of or prohibiting or mandating activities subject to federal or state securities laws or finding any violations with respect to such laws.
- (f) Citizenship: Mr. Smith is a citizen of the U.S.

Item 3. Source and Amount of Funds or Other Consideration

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Mr. Smith received 3,459,777 shares in exchange for 3,459,777 shares of MetaSource Systems, Inc., which merged with MetaSource Acquisition Corp., the wholly-owned subsidiary of the Issuer.

Item 4. Purpose of Transaction

Mr. Smith acquired 3,459,777 shares in exchange for 3,459,777 shares of MetaSource Systems, Inc., which merged with MetaSource Acquisition Corp., the wholly-owned subsidiary of the Issuer. On July 12, 2002, Mr. Smith was appointed as an officer and director of the Issuer.

Item 5. Interest in Securities of the Issuer

Mr. Smith beneficially owns a total of 3,459,777 shares of the Issuer's common stock as follows:

(a) Mr. Smith directly and personally owns 3,459,777 shares of the Issuer's common stock which comprises 20.24% of the Issuer's total issued and outstanding shares.

(b) Mr. Smith has sole voting and dispositive power as to the 3,459,777 shares he owns directly.

(c) None.

(d) Not Applicable.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None.

Item 7. Material to Be Filed as Exhibits

None.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 22, 2002

Date

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/s/ Courtney Smith

Courtney Smith

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact
constitute Federal criminal violations (See 18 U.S.C. 1001)