

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

AMENDMENT 2 to  
FORM 10QSB

FOR THE QUARTER ENDED JULY 31, 2000  
COMMISSION FILE NUMBER 333-44882

GREAT EXPECTATIONS AND ASSOCIATES, INC.  
(Exact name of Registrant as specified in its charter)

Colorado 84-1521955  
(State or other jurisdiction of (I.R.S. Employer I.D.)  
incorporation or organization)

501 S. Cherry Street, Suite 610, Denver, Co. 80246  
Registrant's Telephone Number, including area code (303) 320-0066

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding twelve months, and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the close of the period covered by this report: 150,520,000 shares.

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Great Expectations and Associates, Inc.

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Great Expectations and Associates, Inc.  
(A Development Stage Enterprise)  
BALANCE SHEET

	July 31, 2000 (unaudited)	October 31, 1999
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ -	\$ -
	-----	-----
Total current assets	-	-
<b>Other Assets</b>		
Deferred offering costs	22,099	13,599
	-----	-----
Total other assets	22,099	13,599
	-----	-----
<b>Total assets</b>	<b>22,099</b>	<b>13,599</b>
	=====	=====
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Due to stockholders	\$ 17,150	\$ 4,000
	-----	-----
Total current liabilities	17,150	4,000
<b>STOCKHOLDERS' EQUITY</b>		
Common stock, no par value, 500,000,000 shares authorized; 150,520,000 shares issued and outstanding	21,129	21,129
Treasury stock	(697)	
Deficit accumulated during the development stage	(15,483)	(11,530)
	-----	-----
Total stockholders' equity	4,949	9,599
Total liabilities and stockholders' Equity	<b>\$ 22,099</b>	<b>\$ 13,599</b>
	=====	=====

The accompanying notes are an integral part of the financial statements.

Great Expectations and Associates, Inc.  
(A Development Stage Enterprise)  
STATEMENTS OF LOSS AND ACCUMULATED DEFICIT  
For the period from inception (June 5, 1987) to July 31, 2000

	Cumulative During Development Stage	Nine Months Ended July 31, 2000	October 31, 1999
Revenue			
Interest Income	\$ 166	\$ -	\$ -
	-----	-----	-----
Total revenue	166	-	-
Other expense			
Amortization	700	-	-
Rent	6,650	-	-
Salaries(Note 2)	5,432	(697)	697
Office supplies and expense(Note 4)	2,112	4,250	-
Accounting	755	400	-
	-----	-----	-----
Total expense	15,649	3,953	697
	-----	-----	-----
NET LOSS	(15,483)	(3,953)	(697)
Accumulated deficit			
Balance, beginning of period	-	(11,530)	(10,833)
	-----	-----	-----
Balance, end of period	\$ (15,483)	(15,483)	(11,530)
	=====	=====	=====
Loss per share	\$ (Nil)	\$ (Nil)	\$ (Nil)
	=====	=====	=====
Shares outstanding	150,520,000	150,520,000	
	=====	=====	=====

The accompanying notes are an integral part of the financial statements.

Great Expectations and Associates, Inc.  
(A Development Stage Enterprise)  
STATEMENTS OF CASH FLOW

	Cumulative During Development Stage	Nine Months Ended July 31, 2000	October 31, 1999
CASH FLOWS FROM OPERATING ACTIVITIES			
Net Loss	\$ (15,483)	\$ (3,953)	\$ (697)
Add non-cash items:			
Salaries paid with stock	6,129	(697)	697
Organizational cost amortization	700	-	-
Increase in organizational cost	(700)	-	-
	-----	-----	-----
Cash used in operations	(9,354)	(4,650)	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from loans-stockholders	17,150	13,150	-
Proceeds from issuance of common stock	15,000	-	-
Offering costs (Note 1)	(22,796)	(8,500)	-
	-----	-----	-----
Cash provided by financing activities	9,354	4,650	-
	-----	-----	-----
Net increase (decrease) in cash	-	-	-
Cash, beginning of periods	-	-	-
	-----	-----	-----
Cash, end of periods	\$ -	-	-
	=====	=====	=====

The accompanying notes are an integral part of the financial statements.

Great Expectations and Associates, Inc.  
(A Development Stage Enterprise)  
NOTE TO FINANCIAL STATEMENT

Note 1. In the opinion of management of Great Expectations and Associates, Inc., the unaudited financial statements of Great Expectations and Associates, Inc. for the interim period shown, include all adjustments, necessary for a fair presentation of the financial position at July 31, 2000, and the results of operations and cash flows for the period then ended. The results of operations for the interim periods shown may not be indicative of the results that may be expected for the fiscal year. These statements should be read in conjunction with the financial statements and notes thereto included in Great Expectation's Form 10-K for the year October 31, 1999.

2. Stock issued for services

The value of the stock issued for services is based on management's estimate of the fair market value of the services rendered. A portion of the common stock issued for services had been returned to the treasury in exchange for cash compensation in lieu of common stock.

3. Going concern

The company has suffered recurring losses from operations and has a net capital deficiency that raise substantial doubt about its ability to continue as a going concern.

4. Office supplies and expense

Prior to October 31, 1999, the company over accrued office supplies and expense. When the accruals were reversed and the actual expenses were paid, the cumulative amount became less than the amount of actual expenses incurred for the period ended July 31, 2000.

### Liquidity and Capital Resources

Great Expectations remains in the development stage and, since inception, has experienced no significant change in liquidity or capital resources. Great Expectation's balance sheet as of July 31, 2000, reflects a current asset value of \$0, and a total asset value of \$22,099 in the form of deferred offering costs. Great Expectations will carry out its plan of business as discussed above. Great Expectations cannot predict to what extent its liquidity and capital resources will be diminished prior to the consummation of a business combination or whether its capital will be further depleted by the operating losses, if any of the business entity which Great Expectations may eventually acquire.

### Results of Operations

During the period from June 5, 1987 (inception) through July 31, 2000, Great Expectations has engaged in no significant operations other than organizational activities, acquisition of capital and preparation for registration of its securities under the Securities Exchange Act of 1934, as amended. No revenues were received by Great Expectations during this period.

For the current fiscal year, Great Expectations anticipates incurring a loss as a result of expenses associated with registration under the Securities Exchange Act of 1934, and expenses associated with locating and evaluating acquisition candidates. Great Expectations anticipates that until a business combination is completed with an acquisition candidate, we will not generate revenues other than interest income, and may continue to operate at a loss after completing a business combination, depending upon the performance of the acquired business.

### Need for Additional Financing

If a merger is consummated, the proceeds will be used for general corporate expenses at the will of the new management.

Great Expectations believes that our existing capital will not be sufficient to meet Great Expectation's cash needs, including the costs of compliance with the continuing reporting requirements of the Securities Exchange Act of 1934, as amended, for a period of approximately one year. Accordingly, in the event Great Expectations is able to complete a business combination during this period, it anticipates that our existing capital will not be sufficient to allow us to accomplish the goal of completing a business combination. Great Expectations will depend on additional advances from stockholders.

We cannot assure you that the available funds will ultimately prove to be adequate to allow it to complete a business combination, and once a business combination is completed, Great Expectation's needs for additional financing are likely to increase substantially. Management and other stockholders have not made any commitments to provide additional. We cannot assure you that any additional funds will be available to Great Expectations to allow us to cover our expenses. Even if Great Expectation's cash assets prove to be inadequate to meet Great Expectation's operational needs, Great Expectations might seek to compensate providers of services by issuances of stock in lieu of cash.

We do not expect to purchase or sell any significant equipment, engage in product research or development and do not expect any significant changes in the number of employees.

## 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 hereunto duly authorized.

Date: June 4, 2001

/s/ Raphael M. Solot

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By: Raphael M. Solot, President