

Edgar Filing: TRSG CORP - Form PRE 14C

TRSG CORP
Form PRE 14C
June 12, 2002

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

AMENDED SCHEDULE 14C INFORMATION

CURRENT REPORT

PURSUANT TO SECTION 14(C)
of the
SECURITIES EXCHANGE ACT OF 1934

Date of Report: June 6, 2002

TRSG Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

74315V 10 6

(CUSIP Number)

87-045382

(IRS Employer Identification Number)

c/o Richard Bailey, President
3095 East Patrick Lane, Suite 1, Las Vegas, Nevada 89120
(Address of principal executive offices)

(702) 938-9316
(Registrant's telephone number, including area code)

We Are Not Asking You For a Proxy
AND
You Are Requested Not to Send Us A Proxy

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only
(as permitted by Rule 14c-5(d) (2))
- Definitive Information Statement

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TRSG Corporation
(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14(c)-5(g) and 0-11.
- 1) Title of each class of securities to which transaction applies:
 - 2) Aggregate number of securities to which transaction applies:
 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11: 0
 - 4) Proposed maximum aggregate value of transaction: 0
 - 5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- 1) Amount Previously Paid:
 - 2) Form, Schedule or Registration No.:
 - 3) Filing Party:
 - 4) Date Filed

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TRSG CORPORATION
3095 East Patrick Lane, Suite 1
Las Vegas, Nevada 89120

Notice of Action by Written Consent
of a Majority of the Outstanding Common Stock
to be taken on July 8, 2002

To the Stockholders of TRSG Corporation.:

Notice is hereby given that upon Written Consent by the holder of a majority of the outstanding shares of common stock of TRSG Corporation (the "Company"), the number of authorized \$0.001 par value shares of the Common Stock of the Company will be increased from 200,000,000 to 2,000,000,000. The number of preferred shares authorized remains at 5,000,000. The change will be effective on July 8, 2002

Only stockholders of record at the close of business on May 15, 2002 shall be given Notice of the Action by Written Consent. The Company is not soliciting

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proxies.

By Order of the Board of Directors

____/s/ Richard Bailey_____

Richard Bailey, President

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This information statement is being furnished to all holders of the common stock of the Company in connection with the Action by Written Consent to amend the Company's Articles of Incorporation.

ITEM 1.

INFORMATION STATEMENT

This information statement is being furnished to all holders of the common stock of TRSG Corporation, a Delaware Corporation ("TRSG "), in connection with resolutions of the Board of Directors and the written consent of holders of in excess of 50% of the common stock of TRSG providing for an amendment to TRSG 's Articles of Incorporation increasing TRSG's authorized common shares from 200,000,000 shares of \$0.001 par value common stock to 2,000,000,000 shares of \$0.001 par value common stock.

The Board of Directors and a person owning the majority of the outstanding voting securities of TRSG have unanimously adopted, ratified and approved resolutions to effect the recapitalization. No other votes are required or necessary. See the caption "Vote Required for Approval," below. The Amendment will be filed and became effective on July 8, 2002.

The authorized shares of TRSG are being increased so that there are sufficient shares available to allow the Company flexibility in its ability to issue shares to raise capital or to acquire additional properties or businesses. The Company has no definitive plans at the present to issue any of the additional 800,000,000 shares being authorized by the amendment to its Articles of Incorporation, However, should an opportunity arise to raise additional capital or to make an acquisition which the Board of Directors determine may be beneficial to the Company, the additional shares may be used for that purpose.

The Form 10-QSB filed by TRSG with the Securities and Exchange Commission may be viewed on the Securities and Exchange Commission's web site at www.sec.gov in the Edgar Archives. TRSG is presently "current" in the filing of all reports required to be filed by it. See the caption "Additional Information," below.

DISSENTER'S RIGHTS OF APPRAISAL

The General Corporation Law of the State of Delaware ("the Delaware Law") does not provide for dissenter's rights of appraisal in connection with the Recapitalization.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Board of Directors has fixed the close of business on May 15, 2002 as the

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record date for the determination of the common shareholders entitled to notice of proposed action by written consent.

At the record date, the Company had outstanding 46,693,731 shares of \$0.001 par value common stock. One shareholder holds a controlling interest of 24,448,660 (52.37%) shares of the \$0.001 par value common stock of the Company as of the record date, representing more than a majority of the company's outstanding common stock. The shareholder, Richard Bailey has consented to the action required to effect the proposed amendment to the Company's Articles of Incorporation. This consent will be sufficient, without any further action, to provide the necessary stockholder approval of the action.

SECURITY OWNERSHIP OF EXECUTIVE OFFICERS, DIRECTORS AND FIVE PERCENT STOCKHOLDERS

The following table sets forth information about the beneficial ownership of the Company's Common Stock, (no shares of preferred stock are outstanding) as of May 15, 2002 by (i) each person who is known by the Company to own beneficially more than five percent (5%) of the outstanding shares of Common Stock; (ii) each of the Company's named Executive Officers and Directors; and (iii) all Directors and Executive Officers as a group:

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Title of Class	Name and Address of Beneficial Ownership	Amount and nature of Beneficial Ownership
Common Stock	Richard Bailey ¹ 3095 East Patrick Lane, Suite 1 Las Vegas, Nevada 89120	24,448,660
Common Stock	Florian R. Ternes 3095 East Patrick Lane, Suite 1 Las Vegas, Nevada 89120	2,000,000
Common Stock	Richard D. Surber ² 268 West 400 South, Suite 300 Salt Lake City, Utah 84101	3,078,202
Common Stock	Hudson Consulting Group, Inc. 268 West 400 South, Suite 300 Salt Lake City, Utah 84101	3,024,202
Common Stock	Gateway Distributors, Ltd. 3095 East Patrick Lane, Suite 1 Las Vegas, Nevada 89120	21,448,660
Common Stock	Feng Shui Consulting, Inc. 3809 South West Temple # 1D Salt Lake City, Utah 84115	2,500,000
Common Stock	All Executive Officers and Directors as a Group	26,448,660

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As of May 15, 2002, the Company had 46,693,731 shares of its common voting stock issued and outstanding.

VOTE REQUIRED FOR APPROVAL

Section 228 of the Delaware corporation laws provides that any action required to be taken at a special or annual meeting of the stockholders of a Delaware corporation may be taken by written consent, in lieu of a meeting, if the consent is signed by stockholders owning at least a majority of the voting power. The Shareholders of TRSG owning a majority in excess of 50% of TRSG's issued and outstanding common stock, have executed and approved the Shareholders' Consent Letter authorizing the replacement of TRSG's current Board of Directors and executive officers (See the heading "Voting Securities and Principal Holders Thereof" above). No further votes are required or necessary to effect the proposed amendment.

The securities that would have been entitled to vote if a meeting was required to be held to amend the Company's Articles of Incorporation consist of issued and outstanding shares of the Company's \$0.001 par value common voting stock outstanding on May 15, 2002 the record date for determining shareholders who would have been entitled to notice of and to vote on the proposed amendment to TRSG's Articles of Incorporation.

1 Shares are attributed to Mr. Bailey as president of Gateway Distributors, Ltd., which corporation is the owner of 21,448,660 shares.

2 Mr. Surber owns no shares. 3,078,202 shares are beneficially attributed to Mr. Surber from shares owned by Oasis International Hotel & Casino, Inc. (54,000) shares and Hudson Consulting Group, Inc. (3,024,202).

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ITEM 2.

STATEMENT THAT PROXIES ARE NOT SOLICITED

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

ITEM 3.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director, executive officer, nominee for election as a director, associate of any director, executive officer or nominee or any other person has any substantial interest, direct or indirect, by security holdings or otherwise, in the proposed amendment to TRSG 's Articles of Incorporation or in any action covered by the related resolutions adopted by the Board of Directors, which is not shared by all other stockholders.

ADDITIONAL INFORMATION

Additional information concerning TRSG , including its Form 10-SB initial registration statement and quarterly reports on Form 10-QSB for the past two quarters, which have been filed with the Securities and Exchange Commission, may be accessed through the EDGAR archives, at www.sec.gov.

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Dated: June 6, 2002

By Order of the Board of Directors

/s/ Richard Bailey

Richard Bailey, President

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Exhibit "A"

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

First: That at a meeting of the Board of Directors of TRSG Corporation, a resolution was duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and resulting in the entry of Shareholder Consent to Action without a Meeting by the fifty two percent shareholder of said corporation approving the proposed action. The resolution setting forth the proposed amendment is as follows:

Resolved, That the following amendment increasing the authorized common stock from 200,000,000 to 2,000,000,000 shares was adopted

Second: The necessary number of shares as required by statute were voted in favor of the amendment.

Third: That the said amendment was duly adopted in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: /s/ Rick Bailey
Rick Bailey
President

State of Nevada)
) ss.
County of Clark)

On the 8th day of July, 2002, personally appeared before me Rick Bailey who, being duly sworn, deposed and stated that he is the President of TRSG Corporation and that he executed the above Certificate of Amendment of Certificated of Incorporation as President of the said corporation pursuant to a duly adopted resolution of the Board of Directors of the said corporation and a duly adopted consent of the majority shareholder of the corporation

Dated this 8th day of June, 2002

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My Commission Expires:

Notary Public

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Exhibit "B"

TRSG Corp.
3095 E Partick Suite 1
Las Vegas, Nevada 89120
Telephone (702) 940-1029

June 6, 2002

Alex Shukhman
Securities and Exchange Commission
Division of Corporation Finance
450 Fifth Street, N.W.
Washington D.C. 20549

Re: TRSG Corporation
Preliminary Form 14C
File No. 33-24108-D

Dear Mr. Shukhman:

Thank you for your comments on the submission of the Form 14C filed by TRSG Corporation. The following is the detailed responses to your comment. We have made the referenced revision and re-filed the preliminary Form 14C.

Item 1. Information Statement, Page 4

Comment 1. State whether you have any present intention to issue any of the newly authorized shares.

Response: At page four of the Form 14 C under the title "Information Statement" Paragraph three has been added and reads

The authorized shares of TRSG are being increased so that there are sufficient shares available to allow the Company flexibility in its ability to issue shares to raise capital or to acquire additional properties or businesses. The Company has no definitive plans at the present to issue any of the additional 800,000,000 shares being authorized by the amendment to its Articles of Incorporation, However, should an opportunity arise to raise additional capital or to make an acquisition which the Board of Directors determine may be beneficial to the Company, the additional shares may be used for that purpose.

Thank you for your assistance. Please contact me via Fax or phone if you have any further comments or questions.

Sincerely,

TRSG Corporation

/s/ Richard Bailey

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Richard Bailey, President
Enclosure