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

FORM 10-KSB
(Mark One)

[x] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended October 31, 2001

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ______________ to ______________

Commission File Number 0-30653

Book Corporation of America
(Name of small business issuer in its chapter)

Utah	87-0375228
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer I.D. No.)
4894 Mt. Elbrus Drive, San Diego, California	92117
(Address of principal executive offices)	(Zip Code)

Issuer's telephone number, including area code (858) 565-1073

Securities registered pursuant to section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:

$.005 par value, common voting shares
(Title of class)

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 report(s), and (2) has been subject to such filing requirements for the past 90 days. (1) Yes [X] No [ ]

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this form 10-KSB or any amendment to this Form 10-KSB. [ ]

The issuer's revenue for its most recent fiscal year was: -0-

The aggregate market value of the issuer's voting stock held as of November 5, 2001, by non-affiliates of the issuer was approximately $10,486.

As of October 31, 2001, issuer had 2,349,540 shares of its $.005 par value common stock outstanding.

Transitional Small Busines Disclosure Format. Yes [ ] No [X]

Documents incorporated by reference: See Exhibits

This Form 10-KSB contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. For this purpose any statements contained in this Form 10-KSB that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "estimate" or "continue" or comparable terminology is intended to identify forward-looking statements. These statement by their nature involve substantial risks and uncertainties, and actual results may differ materially depending on a variety of factors, many of which are not within the Company's control. These factors include but are not limited to economic conditions generally and in the industries in which the Company may participate; competition within the Company's chosen industry, including competition from much larger competitors; technological advances and failure by the Company to successfully develop business relationships.

Item 1. Description of Business

The Company was incorporated under the laws of the State of Utah on November 22, 1978 for the purpose of (1) engaging primarily in the specific business of acquiring, developing, owning, selling, leasing, licensing, exploiting, and otherwise dealing with literary properties and materials, copyrights, licenses, and other tangible and intangible properties in connection with artistic ideas and endeavors, and to carry on a negotiation for, production of, purchase of, sale, licensing, distribution, advertising, and promotion of all rights, privileges, and properties in the entertainment industry, including, but not limited to, all types of theatrical motion pictures, theatrical stage plays, television films, programs and commercials, radio recordings, books, and music publications and music recordings and (2) acting as principal, agent, joint venturer, partner, or in any other capacity which may be authorized or approved by the Board of Directors of the Company. The Company has no "parents" or "predecessors," as those terms are defined under the federal securities laws.

In 1979 the Company conducted an intrastate public offering of its common stock. On October 10, 1988, the common stock of the Company was reverse split 50 to 1, and the par value was changed from $0.01 to $.005 per share. Also in October 1988, the Company acquired Sun Television Entertainment, Inc., bringing assets of 36 motion picture screenplays (subsequently valued at $-0-) and motion picture production equipment was transferred to the Company by Visto International, Inc.

The Company filed a Form 10-SB Registration Statement with the United State Securities and Exchange Commission ("SEC") on May 18, 2000, which registration became effective on July 18, 2000.

Since its inception the Company has sustained continued losses and currently has liabilities in excess of current assets. In addition, the Company has no revenue producing activities and is dependent upon its officers to provide for its cash requirements. These factors indicate considerable doubt as to the Company's ability to continue as a going concern. To date the Company has been unsuccessful in its efforts to develop its entertainment business.

Therefore, the Company intends to seek, investigate, and if warranted, acquire an interest in a business opportunity. The Company proposes to seek a business opportunity within the entertainment industry. The Company has unrestricted discretion in seeking and participating in a business opportunity, subject to the availability of such opportunities, economic conditions and other factors.

The selection of a business opportunity in which to participate is complex and extremely risky and will be made by management in the exercise of its business judgment. There is no assurance that the Company will be able to identify and acquire any business opportunity which will ultimately prove to be beneficial to the Company and its shareholders.

The risks inherent in seeking a business interest are further complicated as a result of the fact that the Company is a dormant company, holds limited resources and is unable to provide a prospective business opportunity with capital.

The Company's limited resources include property and equipment that have been completely depreciated. In addition, the Company has been unable to market its films which are now more than twenty-five years old. The Company does not anticipate any future market developing for the films, and subsequently, in October 1999, the value of the films were written down to $-0- for each film. Because the Company's resources are limited to depreciated and unmarketable property, the Company's ability to acquire a business opportunity within the entertainment industry may be affected.

Sources of Opportunities

It is anticipated that business opportunities may be available to the Company from various sources, including its officers and directors, professional advisers, securities broker-dealers, venture capitalists, members of the financial community, and others who may present unsolicited proposals.

The Company will seek a potential business opportunity from all known sources, but will rely principally on personal contacts of its officers and directors as well as indirect associations between them and other businesses and professional people. Although the Company does not anticipate engaging professional firms specializing in business acquisitions or reorganizations, if management deems it in the best interest of the Company, such firms may be retained. In some instances, the Company may publish notices or advertisements seeking a potential business opportunity in financial or trade publications.

Criteria

The Company intends to focus its search for prospective business opportunities to the area of entertainment. However, should other opportunities become available, the Company may also consider opportunities outside the entertainment industry based on criteria outlined below.

In analyzing prospective business opportunities, management will consider such matters as the available technical, financial and managerial resources; working capital and other financial requirements; the history of operations; prospects for the future; the nature of present and expected competition; the quality and experience of management services which may be available and the depth of the management; the potential for success of the opportunity; the potential for growth and expansion; the potential for profit; and other relevant factors.

To a large extent, a decision to participate in a specific business opportunity may be made upon management's analysis of the quality of the other firm's management and personnel, the ability to market products, and numerous other factors which are difficult if not impossible to analyze through the application of any objective criteria. In many instances, it is anticipated that the results of operations of a specific firm may not necessarily be indicative of the potential for the future because of the requirement to substantially augment management, or other factors.

Generally, the Company will analyze all factors in the circumstances and make a determination based upon a composite of available facts, without reliance upon any single fact as controlling.

Methods of Participation of Acquisition

Specific business opportunities will be reviewed and on the basis of that review the legal structure or method of participation deemed by management to be suitable will be selected. The Company may consider structures and methods such as leases, purchase and sale agreements, licenses, joint ventures, or other contractual arrangements and may involve a reorganization, merger or consolidation transaction. The Company may act directly or indirectly through an interest in a partnership, corporation, or other form of organization.

Procedures

As part of the Company's investigation of business opportunities, officers and directors may meet personally with management and key personnel of the firm sponsoring the business opportunity, visit and inspect material facilities, obtain independent analysis or verification of certain information provided, check references of management and key personnel, and conduct other reasonable measures.

The Company will generally request that it be provided with written materials regarding the business opportunity containing such items as: a description of product, service and company history; management resumes; financial information; available projections with related assumptions upon which they are based; and explanation of proprietary products and services; present and proposed forms of compensation to management; a description of transactions between the prospective entity and its affiliates; relevant analysis of risks and competitive conditions; a financial plan of operation and estimated capital requirements; and other information deemed relevant.

Competition

The Company expects to encounter substantial competition in its efforts to acquire a business opportunity. The primary competition is from other companies, organized and funded for similar purposes, small venture capital partnerships and corporations, small business investment companies and wealthy individuals who are interested in a business opportunity. Many of these companies and groups have substantial financial and personal resources which give such companies considerable advantage over the Company.

Employees

The Company does not currently have any employees but relies upon the efforts of its officers and directors to conduct the business of the Company.

Reports to Security Holders
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The public may read and copy any materials filed by the Company with the SEC at the SEC's Public Reference Room at 150 Fifth Street, N.W., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The Company is an electronic filer and the SEC maintains an Internet site that contains reports and other information regarding the Company which may be viewed at http://www.sec.gov.

Item 2. Description of Property

The Company owns filming equipment, including a filming truck, cameras, lights, editing equipment, and other equipment valued at a total depreciated value of $-0-.

The Company holds nine films in its inventory for licensing or market exploitation. These films have been valued at historical cost of $2,407,000. In 1999, the films were revalued to $-0- because the Company was unable to market them.

Additionally, the Company owns 412 NTSC 3/4 inch format master video cassettes. These cassettes were valued at a historical cost of $40,000, and have been revalued to $-0-.

The Company holds the motion picture rights to thirty-six screen plays, three novels, two short stories and fifty story titles and synopses.

These rights and screen plays have no current net asset value.

Item 3. Legal Proceedings.

To the knowledge of management, there is no material litigation pending or threatened against the Company or its management. Further, the Company is not aware of any material pending or threatened litigation to which the Company or any of its directors, officers or affiliates are or would be a party.

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

None.

PART II

Item 5. Market for Common Equity and Related Stockholder Matters

Market Price of and Dividends on the company's Common Equity and Other Shareholder Matters.

The Company's shares are currently traded on the Over-the-Counter Bulletin Board ("OTCBB") under the symbol BCAM. As of January 25, 2002, the Company had approximately 247 shareholders holding 2,349,540 common shares. Of the issued and outstanding common stock, approximately 349,540 are free trading, the balance are "restricted securities" as that term is defined in Rule 144 promulgated by the Securities and Exchange Commission. The Company has never declared a dividend on its common shares.

The published bid and ask quotations from the first available date through the first available price are included in the chart below. These quotations represent prices between dealers and do not include retail markup, markdown or commissions. In addition, these quotations do not represent actual transactions.

<Table>
<Caption>

	Closing Bid		Closing Ask	
2001	High	Low	High	Low
<S>	<C>	<C>	<C>	<C>
Oct. 4 (First Available)	None	None	None	None
Nov.5 (First Available Price)	.03		None	None

</Table>

The above information was obtained from Pink Sheets, LLC, located at 304 Hudson Street, 2nd Floor, New York, New York 10013.

Currently, none of the Company's common shares are subject to outstanding options or warrants to purchase, or securities convertible into, common equity of the Company. The Company has no agreements to register shares on behalf of shareholders currently holding unregistered securities. The Company has not paid, nor declared, any dividends since its inception and does not intend to declare any such dividends in the foreseeable future. The Company's ability to pay dividend is subject to limitations imposed by Utah law.

Recent Sales of Unregistered Securities

None.

Item 6. Plan of Operation

The Company has no cash on hand and has experienced losses from inception. As of October 31, 2001, the Company had total liabilities amounting to $37,786. The Company has no material commitments for capital expenditures for the next twelve months. In addition, the Company has no source of funds and is totally dependent on it officers and directors for any capital requirements.

Should a business opportunity become available to the Company, the Company's management may seek to raise additional capital by investment from outsiders in the Company's common stock.

Item 7. Financial Statements

Book Corporation of America
(A Development Stage Company)

Financial Statements

October 31, 2001
and
October 31, 2000

/Letterhead/

Independent Auditors' Report

Board of Directors
Book Corporation of America
(A Development Stage Company)

We have audited the accompanying balance sheets of Book Corporation of America, (a Utah corporation) (a development stage company), as of October 31, 2001, and the related statements of operations, stockholders' equity, and cash flows for the period July 24, 1987, (Inception) to October 31, 2001, and the years ended October 31, 2001 and 2000. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the aforementioned financial statements present fairly, in all material respects, the financial position of Book Corporation of America., as of October 31, 2001, and the results of its operations and its cash flows for the period July 24, 1987, (Inception) to October 31, 2001, and the years ended October 31, 2001 and 2000, in conformity with generally accepted accounting principles.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note #7 to the financial statements, the Company has an accumulated deficit and a negative net worth at October 31, 2001. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also discussed in Note #7. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/S/ Bierwolf, Nilson & Associates

Salt Lake City, Utah
December 31, 2001

Book Corporation of America
(A Development Stage Company)
Balance Sheets

For the Fiscal Years Ended October 31

<Table>
<Caption>

<S>	2001 <C>	2000 <C>
Assets		
Current Assets	$ -	$ -
Liabilities & Stockholders' Equity		
Current Liabilities		
Accounts Payable	$ 37,336	$ 16,107
Taxes Payable	450	200
Total Current Liabilities	37,786	16,307
Stockholders' Equity		
Common Shares 100,000,000 Authorized; $0.005 Par Value 2,349,540 Shares Issued & Outstanding	11,748	11,748
Paid In Capital	3,041,711	3,041,711
Accumulated Deficit	(3,091,245)	(3,069,766)
Total Stockholders' Equity	(37,786)	(16,307)
Total Liabilities & Stockholders' Equity	$ -	$ -

</Table>

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

Book Corporation of America
(A Development Stage Company)
Statements of Operations
For the Fiscal Years Ended October 31, and
Accumulated for the Period November 22, 1978 (Inception)
to October 31, 2001

<Table>
<Caption>

<S>	2001 <C>	2000 <C>	Accumulated <C>
Revenues	$ -	$ -	$ 250,000
Expenses			
Administrative Expenses	21,229	3,611	38,783
Depreciation	-	-	200,000
Production Costs	-	-	132,448
Write Down of Film Inventory	-	-	2,563,500
Write Off of Investments & Other Assets	-	-	195,671
Bad Debt	-	-	200,000
Failed Offering Costs	-	-	5,917
Total Expenses	21,229	3,611	3,336,319
Net Loss Before Income Taxes	(21,229)	(3,611)	(3,086,319)
Income Tax Expense	250	100	350

Net Loss	$ (21,479)	$ (3,711)	$(3,086,669)
Net Loss Per Share	$ (0.00)	$ (0.00)	
Shares Outstanding	2,349,540	2,349,540	

</Table>

The accompanying notes are an integral part of these financial statements

Book Corporation of America
(A Development Stage Company)
Statements of Stockholders' Equity
For the Period November 22, 1978 (Inception) to October 31, 2001

<Table>
<Caption>

<S>	Common Stock Shares <C>	Amount <C>	Paid In Capital <C>	Accumulated Deficit <C>
Balance, (Inception) November 22, 1978	-	$ -	$ -	$ -
Issues Shares for Cash at $0.425 Per Share(Restated)	300,000	1,500	126,000	-
Issued Shares for Literary Production & Equipment at $0.06 Per Share	6,999,540	34,998	383,444	-
Net Losses Incurred from Inception to October 31, 1986				(442,609)
Balance, October 31, 1986	7,299,540	36,498	509,444	(442,609)
Net Loss for Year Ended October 31, 1987				(6,666)
Balance, October 31, 1987	7,299,540	36,498	509,444	(449,275)
No Operations for Year Ended October 31, 1988				
Balance, October 31, 1988	7,299,540	36,498	509,444	(449,275)
Capital Contribution			55,917	
Net Income for Year Ended October 31, 1989				144,629
Balance, October 31, 1989	7,299,540	36,498	565,361	(304,646)
Shares Returned by Shareholders for Cancellation	(4,950,000)	(24,750)	24,750	
Net Loss for Year Ended October 31, 1990				(217,129)
Balance, October 31, 1990	2,349,540	11,748	590,111	(521,775)

Continued

Book Corporation of America
(A Development Stage Company)
Statements of Stockholders' Equity
For the Period November 22, 1978 (Inception) to October 31, 2001

	Common Stock Shares	Amount	Paid In Capital	Accumulated Deficit
Net Loss for Year Ended October 31, 1991				(11,224)
Balance, October 31, 1991	2,349,540	11,748	590,111	(532,999)
Net Loss for Year Ended October 31, 1992				(11,236)
Balance, October 31, 1992	2,349,540	11,748	590,111	(544,235)
Net Loss for Year Ended October 31, 1993				(11,248)
Balance, October 31, 1993	2,349,540	11,748	590,111	(555,483)
Paid In Capital for Contributed Assets			2,447,000	
Net Loss for Year Ended October 31, 1994				(10,390)
Balance, October 31, 1994	2,349,540	11,748	3,037,111	(565,873)
Net Loss for Year Ended October 31, 1995				(10,262)
Balance, October 31, 1995	2,349,540	11,748	3,037,111	(576,135)
Contributed Capital			1,600	
Net Loss for Year Ended October 31, 1996				(2,434,597)
Balance, October 31, 1996	2,349,540	11,748	3,038,711	(3,010,732)
Net Loss for Period Ended October 31, 1997				(8,788)
Balance, October 31, 1997	2,349,540	11,748	3,038,711	(3,019,520)

Continued

Book Corporation of America
(A Development Stage Company)
Statements of Stockholders' Equity
For the Period November 22, 1978 (Inception) to October 31, 2001

	Common Stock Shares	Amount	Paid In Capital	Accumulated Deficit
Contributed Capital			3,000	
Net Loss for Period Ended October 31, 1998				(10,420)
Balance, October 31, 1998	2,349,540	11,748	3,041,711	(3,029,940)
Net Loss for the Year Ended October 31, 1999				(36,115)
Balance, October 31, 1999	2,349,540	11,748	3,041,711	(3,066,055)
Net Loss for the Year Ended October 31, 2000				(3,711)

Balance, October 31, 2000	2,349,540	11,748	3,041,711	(3,069,766)
Net Loss for the Year Ended October 31, 2001				(21,479)
Balance, October 31, 2001	2,349,540	$ 11,748	$3,041,711	$(3,091,245)

</Table>

The accompanying notes are an integral part of these financial statements

Book Corporation of America
(A Development Stage Company)
Statements of Cash Flows
For the Years Ended October 31, and
Accumulated for the Period November 22, 1978 (Inception)
to October 31, 2001

<Table>
<Caption>

<S>	2001 <C>	2000 <C>	Accumulated <C>
Cash Flows from Operating Activities			
Net Loss	$ (21,479)	$ (3,711)	$(3,091,245)
Adjustments to Reconcile Net Loss to Net Cash Used by Operating Activities;			
Depreciation	-	-	200,000
Noncash Transactions;			
Write Down of Film Inventory	-	-	2,593,500
Changes in Operating Assets & Liabilities;			
Increase in Accounts Payable	21,479	3,711	37,786
Net Cash Used by Operating Activities	-	-	(259,959)
Cash Flows from Investing Activities	-	-	-
Cash Flows from Financing Activities			
Proceeds from the Sale of Common Stock	-	-	127,500
Contributed Capital	-	-	60,517
Debt to Equity Conversion	-	-	71,942
Net Cash Provided by Financing Activities	-	-	259,959
Increase (Decrease) in Cash	-	-	-
Cash at Beginning of Period	-	-	-
Cash at End of Period	$ -	$ -	$ -

Disclosure of Significant Operating Activities:

Interest	$ -	$ -	$ -
Taxes	-	-	-
Significant Noncash Transactions:			
Acquisition of Films and Videos Cassette as Contributed Capital	-	-	2,447,000
Acquisition of Property & Equipment	-	-	200,000

</Table>

The accompanying notes are an integral part of these financial statements

Book Corporation of America
(A Development Stage Company)
Notes to Financial Statements
October 31, 2001

NOTE #1 - Organization

The Company was incorporated under the laws of the state of Utah on November 22, 1978. The Company amended its Articles of Incorporation, authorizing 100,000,000 shares of common stock having a par value of $0.005 per share.

The Articles of Incorporation grants the Company unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized. The Company currently seeks to license films to television and to engage in market-by-market exploitation of the films it holds in its film inventory.

In accordance with FASB 7 the Company is considered to be a development stage company.

NOTE #2 - Significant Accounting Policies

A. The Company uses the accrual method of accounting.
B. Revenues and directly related expenses are recognized in the period in which the sales are finalized with customers.
C. The Company considers all short term, highly liquid investments, that are readily convertible to known amounts within ninety days as cash equivalents. The Company currently has no cash equivalents.
D. Basic Earnings Per Shares are computed by dividing income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted Earnings Per Share shall be computed by including contingently issuable shares with the weighted average shares outstanding during the period. When inclusion of the contingently issuable shares would have an antidilutive effect upon earnings per share no diluted earnings per share shall be presented.
E. As a licensor of films to television or other markets the Company shall recognize revenues on the dates of the exhibition for both percentage and flat fee engagements. Revenues from license agreements that meet the requirements of FASB 53 shall be recognized when the license period begins.
F. Costs to produce a film shall be capitalized as film costs inventory and shall be amortized using the individual film forecast computation method.
G. Operating expenses and all type of income are recognized in the period in which the activities occur.
H. Depreciation: The cost of property and equipment is depreciated over the estimated useful lives of the related assets. The cost of leasehold improvements is amortized over the lesser of the length of the lease of the related assets for the estimated lives of the assets. Depreciation and amortization is computed on the straight line method.

Continued

NOTE #3 - Non Cash Investing and Non Cash Financing Activities

In 1988, the Company issued 200,000 shares of its common stock to a related entity for assets valued at historical cost of $200,000.

The Company currently holds in its film inventory, films contributed to the Company by principal stockholders. In the year ended October 31, 1999, the Company wrote off 100% of the cost of these films, because it has no plans to aggressively market the films.

NOTE #4 - Public Stock Offering

In 1979, the Company conducted an intrastate public offering of its common stock shares and issued 15,000,000 pre split, 300,000 post split shares for net proceeds of $127,500.

NOTE #5 - Income Taxes and Net Operating Loss Carryforwards

The Company has incurred losses that can be carried forward to offset future earnings if provisions of the Internal Revenue Codes are met. These losses are as follows:

Year of Loss	Loss Amount	Expiration Date
1987	$ 6,666	2002
1988	-	
1989	-	
1990	217,129	2005
1991	11,224	2006
1992	11,236	2007
1993	11,248	2008
1994	10,390	2009
1995	10,262	2010
1996	17,597	2011
1997	8,788	2017
1998	10,417	2018
1999	36,115	2019
2000	3,711	2020
2001	21,479	2021

The Company has adopted FASB 109 to account for income taxes. The Company currently has no issues that create timing differences that would mandate deferred tax expense. Net operating losses would create possible tax assets in future years. Due to the uncertainty as to the utilization of net operating loss carryforwards an evaluation allowance has been made to the extent of any tax benefit that net operating losses may generate.

Continued

NOTE #5 - Income Taxes and Net Operating Loss Carryforwards

	2001	2000

Current Tax Asset Value of Net Operating Loss Carryforwards at Current Prevailing Federal Tax Rate	$ 127,929	$ 170,999
Evaluation Allowance at 100% Net Tax Assets	(127,929)	(170,999)
Current Income Tax Expenses	$ -	$ -
Deferred Tax Expenses	-	-

</Table>

NOTE #6 - Going Concern

The Company has sustained continued losses and currently has liabilities in excess of current assets. In addition, the Company has no revenue producing activities and is dependent upon its officers to provide its cash requirements. These factors indicate considerable doubt as to the Company's ability to continue as a going concern.

The Company's management seeks to raise additional capital by additional investment from outsiders in the Company's common stock.

NOTE #7 - Related Party Transactions

The Company's principal shareholders contributed nine films to the Company for licensing and distribution. These films have been valued at historical cost or a discounted fair market value of $2,407,000. In 1999, the films were revalued to $-0- each because the Company has been unable to market them.

Additionally, the Company's President contributed 412 NTSC 3/4 inch format master video cassettes. These cassettes were valued at a historical cost of $40,000 and were revalued to have no current value.

NOTE #8 - Motion Picture Rights and Screen Plays

The Company holds the motion picture rights to thirty-six screen plays, three novels, two short stories and fifty story titles and synopses. These rights and screen plays have been recorded at net asset value to reflect predecessor value and provisions of FASB 53 limiting such assets to a three year life.

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

During 2000, the Company's Certified Public Accountant, Darrell Schvaneveldt of Schvaneveldt and Company died. His practice was acquired by Crouch, Bierwolf & Associates, the Company's current Certified Public Accountants. Crouch, Beirwolf & Associates has since changed its name to Beirwolf, Nilson & Associates.

PART III

Item 9. Directors, Executive Officers, Promoters and Control Persons.

The following table sets forth the name, age and position of each executive officer and director and the term of office of each director of the Corporation.

<Table>
<Caption>

NAME	AGE	POSITION	DIRECTOR OR OFFICER SINCE

<S>	<C>	<C>	<C>
William Messerli	68	President & Director	October 10, 1988
Philip Yordan	87	Treasurer & Chairman of the Board of Directors	November 22, 1978
Daniel A. Yordan	52	Secretary	November 22, 1978

</Table>

Each director serves for a period of one year or until his successor is duly elected and qualified. Officers serve at the will of the Board of Directors.

William Messerli. President and Director. Mr. Messerli's background includes a successful career in the fields of business, law, and finance. Mr. Messerli did his undergraduate work at the University of Minnesota graduating in 1959 with a B.S. in Business Administration. Mr. Messerli continued his education at the William Mitchell College of Law, St. Paul, Minnesota and received his Juris Doctorate in 1965. He is the founder and senior shareholder of Messerli & Kramer, a 50 lawyer general practice Minneapolis law firm specializing in legislative, tax and corporate matters, in which he was the managing partner for 30 years. In 1975 he founded and is currently a Director and majority stockholder of Burgundy Properties, Inc., a real estate brokerage company specializing in the acquisition and syndication of apartment complexes in the upper Midwest. For the last five years Mr. Messerli has been principally engaged in the private practice of law with Messerli & Kramer, P.A., and engaged in real estate activities via Burgundy Properties, Inc. to a limited extent. He also has other business interests and has served on various boards of directors.

Philip Yordan. Treasurer & Chairman of the Board of Directors. Mr. Yordan is an internationally known and respected writer and producer for more than forty years and has devoted himself to being a playwright, novelist, motion picture producer and screen writer. He has been nominated three times by the Academy of Motion Picture Arts and Sciences, winning an Academy Award Oscar in 1954 for the film "Broken Lance" starring Spencer Tracy. Mr. Yordan graduated from Kent College of Law, Chicago, Illinois in 1936 and passed the Illinois State Bar in 1937. He later became a Professor of Dramatic Arts at San Diego State University from 1975 to 1980.

Mr. Yordan authored the play, "Anna Lucasta" which played for three years on Broadway from 1944 to 1947. In addition, Mr. Yordan has been instrumental in creating many famous films including some of the most successful epic motion pictures ever produced. Such films as: "Battle of the Bulge," "King of Kings," "Custer of the West," "El Cid," "Man from Laramie," "Fall of the Roman Empire," "Fifty-five Days in Peking," "Circus World," "The Harder They Fall," "The Bravados," "Broken Lance," "Naked Jungle," "God's Little Acre," "Anna Lucasta," "No Down Payment," "Blowing Wild," "The Chase," "Houdini," "Johnny Guitar," "Studs Lonigan," "The Day of the Outlaw," "The Last Frontier," "Detective Story" and "The Unholy." Mr. Yordan is also the President and Director of Security Film Productions, Inc. and Westland Resources, Inc.

Daniel A. Yordan. Secretary & Director. Mr. Yordan graduated from Gonzaga University with a Bachelors of Art in 1969. He later became a member of the American Society of Composers, Authors and Publishers in 1973. From 1995 to 1999 Mr. Yordan was a research associate at Aquasearch, Inc. and from 1999 to the present he has been a manufacturer's representative for the same company.

To the knowledge of management, during the past five years, no present or former director, executive officer or person nominated to become a director or an executive officer of the Company:

(1) filed a petition under the federal bankruptcy laws or any state

insolvency law, nor had a receiver, fiscal agent or similar officer appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

(2) was convicted in a criminal proceeding or named subject of a pending criminal proceeding (excluding traffic violations or other minor offenses);

(3) was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from or otherwise limiting, the following activities;

(i) acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, associated person of any of the foregoing, or as an investment advisor, underwriter, broker or dealer in securities, or as an affiliate person, director or employee of any investment company, or engaging in or continuing any conduct or practice in connection with such activity;

(ii) engaging in any type of business practice; or

(iii) engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodities laws;

(4) was the subject of any order, judgment, or decree, not subsequently reversed, suspended, or vacated, of any federal or state authority barring, suspending, or otherwise limiting for more than 60 days the right of such person to engage in any activity described above under this Item, or to be associated with persons engaged in any such activity;

(5) was found by a court of competent jurisdiction in a civil action or by the Securities and Exchange Commission to have violated any federal or state securities law, and the judgment in such civil action or finding by the Securities and Exchange Commission has not been subsequently reversed, suspended, or vacated

(6) was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated.

Item 10. Executive Compensation

The following chart sets forth certain summary information concerning the compensation paid or accrued for each of the Registrant's last two completed fiscal years to the Registrant's or its principal subsidiaries' chief executive officers and each of its other executive officers that received compensation in excess of $100,000 during such period and the expected compensation for the next twelve months.

<Table>
<Caption>

SUMMARY COMPENSATION TABLE

	Annual Compensation				Long Term Compensation			
					Awards		Payouts	
Name and Principal Position	Year	Salary	Bonus $	Other Annual Compen sation	Restr icted Stock Awards	Options /SARs	LTIP Payout	Compen sation
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
William								

Messerli	2002	-0-	-0-	-0-	-0-	-0-	-0-	-0-
President & Director	2001	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2000	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Philip Yordan	2002	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Treasurer & Chairman	2001	-0-	-0-	-0-	-0-	-0-	-0-	-0-
of the Board of Directors	2000	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Philip Yordan, Jr.	2002	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Secretary & Director	2001	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2000	-0-	-0-	-0-	-0-	-0-	-0-	-0-

</Table>

Compensation of Directors

None.

Employment Contracts and Termination of Employment and Change in Control Arrangements.

There are no employment contracts between the Company and any of its Officers or Directors.

There are no compensatory plans or arrangements, including payments to be received from the Company, with respect to any person named in Cash Compensation set out above which would in any way result in payments to any such person because of his resignation, retirement, or other termination of such person's employment with the Company or its subsidiaries, or any change in control of the Company, or a change in the person's responsibilities following a change in control of the Company.

The Company has no retirement, pension, profit-sharing, insurance, or medical reimbursement plan covering its officers and directors, and does not contemplate implementing any such plan at this time. None of the Officers or directors of the Company has any options or warrants to purchase shares of the Company's common stock.

Item 11. Security Ownership of Certain Beneficial Owners and Management

The following table sets forth as of October 31, 2001, the name and the number of shares of the Registrant's Common Stock, par value of $0.005 per share, held of record or beneficially by each person who held of record, or was known by the Registrant to own beneficially, more than 5% of the 2,349,540 issued and outstanding shares of the Company's Common Stock, and the name and shareholdings of each director and of all officers and directors as group.

<Table>
<Caption>

Title of Class	Name and Address of Beneficial Owner	Amount and Nature Beneficial Ownership (2)	Percentage of Class
<S>	<C>	<C>	<C>
Common	Philip Yordan (1,3) 4894 Mt. Elbrus San Diego, CA 92117	1,000,000	42.56%
Common	William Messerli (1) 1800-5th St. Towers 150 S. 5th St. Minneapolis, MN 55402	1,000,000	42.56%
Common	Daniel Yordan (1)	0	0%

	4894 Mt. Elbrus San Diego, CA 92117		
	Officers, Directors and Nominees as a Group: (3 people)	2,000,000	85.12%

</Table>

(1) Officer and/or director of the Company.

(2) The term "beneficial owner" refers to both the power of investment (the right to buy and sell) and rights of ownership (the right to receive distributions from the Company and proceeds from sales of shares). Inasmuch as these rights or shares may be held by more than one person, each person who has a beneficial ownership interest in shares is deemed the beneficial owners of the same shares because there is share power of investment or share rights of ownership.

(3) Shares held by Philip Yordan are held in the name of Philip Yordan Productions, Inc., and are counted as shares held by Philip Yordan, as he may be deemed to be a beneficial owner of Philip Yordan Productions, Inc.

There are no contracts or other arrangements that could result in a change of control of the Company.

Item 12. Certain Relationships and Related Transactions

In 1993 the Company's principal shareholders contributed nine films to the Company for licensing and distribution. Additionally, Mr. Messerli contributed 412 NTSC 3/4 inch format master video cassettes. No compensation was awarded for either contribution.

In 1988, the Company acquired $200,000 worth of motion picture production equipment from Visto International, Inc. in exchange for 200,000 shares of the Company's common stock. The equipment was purchased with common stock of the Company, which was donated to the Company by Philip Yordan. Visto International, Inc., is a privately held corporation of which William Messerli is an officer, director and sole shareholder.

Daniel Yordan is the son of Philip Yordan.

PART IV

Item 13. Exhibits and Reports on Form 8-K

<Table>
<Caption>

Exhibit Number	Title of Document	Location
<S>	<C>	<C>
2.01	Articles of Incorporation	As filed*
2.02	Amended Articles of Incorporation	As filed*
2.03	Bylaws	As filed*

</Table>

*Incorporated herein by reference to the Company's Form 10-SB filed on May 18, 2000.

SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the registrant caused this registration statement to be signed on its behalf, thereunto duly authorized.

Book Corporation of America

Date: January 29, 2002 By: /s/ William Messerli

President

Date: January 29, 2002 By: /s/ Philip Yordan

Treasurer