QUARTERLY REPORT FOR
PERIOD ENDING March 31, 2011

West Coast Corporate Office
353 Sacramento St., Suite 1500
San Francisco, CA 94111

Boise Corporate Office
7280 W. Ustick Rd, Suite 102
Boise ID 83704

Website: www.mediag3.com

Federal I.D. No.	*CUSIP No.*
14-1963980	*58448D109*

ISSUER'S EQUITY SECURITIES

As of March 31, 2011

COMMON STOCK

$.001 Par Value
1,500,000,000 Common Shares Authorized
1,252,247,882 Common Shares Issued and Outstanding

PREFERRED STOCK

$.001 Par Value
5,000,000 Shares of Preferred Stock authorized
No Shares of Preferred Stock Outstanding

All information in this Quarterly Report has been compiled to fulfill the disclosure requirements of Rule 15c2-11 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The enumerated items and captions contained herein correspond to the format as set forth in that rule.

FORWARD-LOOKING STATEMENTS

This Quarterly Report contains various "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. Forward-looking statements represent the Company's expectations or beliefs concerning future events. The words "believe, expect, "anticipate," "intend," "estimate," "project" and similar expressions are intended to identify forward-looking statements. The Company cautions that these statements are further qualified by important factors that could cause actual results to differ materially from those in the forward-looking statements, including without limitations, the factors described in this Quarterly Report.

Investors are cautioned not to place undue reliance on such forward-looking statements because they speak only of the Company's views as of the statement dates. Although the Company has attempted to list the important factors that presently affect the Company's business and operating results, the Company further cautions investors that other factors may in the future prove to be important in affecting the Company's results of operations, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

ITEM I EXACT NAME OF ISSUER & ITS PREDECESSORS (IF ANY)

The exact name of the issuer is:

Media G3, Inc., a Delaware Corporation

The issuer's exact name of its predecessor in the past five (5) years:

Formerly	***Date changed***
None	

The Company's current address is:

West Coast Corporate Office	Boise Corporate Office
353 Sacramento St., Suite 1500	7280 W. Ustick Rd, Suite 102
San Francisco, CA 94111	Boise ID 83704

Website: **www.mediag3.com**

ITEM II SHARES OUTSTANDING

THE NUMBER OF SHARES OR TOTAL AMOUNT OF SECURITIES OUTSTANDING FOR EACH CLASS OF SECURITIES

As of March 31 2011, there are:

- 1,500,000,000 shares of the Company's $.001 Par Value Common Stock authorized
- 1,233, 259,343 shares of the Company's $.001 Par Value Common Stock issued and Outstanding
- 810,768,417 Unrestricted shares of the Company's $.001 Par Value Common Stock
- 722,297,468 Shares of the Company's $.001 Par Value Common Stock in Float
- 422,490,926 Restricted shares of the Company's $.001 Par Value Common Stock
- 1,768 Beneficial shareholders
- 1,768 shareholders of record, and

As of March 31, 2011, there are,

- 5,000,000 Shares of our $.001 Par Value Preferred Stock authorized,
- 0 Shares of our $.001 Par Value Preferred Stock issued and outstanding
- 0 Shares of our $.001 Par Value Preferred Stock in the float,
- 0 Beneficial Shareholders,
- 0 shareholders of record.

ITEM III INTERIM QUARTERLY FINANCIAL STATEMENTS

MEDIA G 3, INC AND SUBSIDIARIES

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MEDIA G 3, INC AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2011	December 31, 2010
ASSETS		
CURRENT ASSETS		
Cash	$ 1,680	$ 34
Accounts receivable, net	475,000	-
Finished goods Inventory, net	295,116	353,591
Prepaid expenses and deposits	122,100	122,100
Prepaid expenses - media credits	10,000,000	10,000,000
TOTAL CURRENT ASSETS	10,893,896	10,475,725
Property and Equipment, net	10,599,182	11,105,370
OTHER ASSETS		
Goodwill	1,564,037	1,564,037
Other non-current assets	22,419	22,419
TOTAL OTHER ASSETS	1,586,456	1,586,456
Total Assets	$ 23,079,534	$ 23,167,550
LIABILITIES AND STOCKHOLDERS' EQUITY		
CUURENT LIABILITIES		
Accounts payable	$ 971,528	$ 961,537
Shareholder Loan	109,974	101,969
Accrued shareholder Loan interest	43,165	43,165
Notes Payable - Current	12,276	143,261
Accrued wages, payroll taxes, and benefits	1,656,906	1,656,906
Accrued wages - related party	180,000	180,000
Accrued Liabilities	6,500	6,500
Accrued Interest - notes payable	39,090	20,140
TOTAL CURRENT LIABILITIES	3,019,439	3,113,478
NON-CURRENT LIABILITIES		
Notes Payable - non-current	740,000	740,000
TOTAL NON-CURRENT LIABILITIES	740,000	740,000
TOTAL LIABILITIES	3,759,439	3,853,478

COMMITMENTS AND CONTINGENCIES

STOCKHOLDERS' EQUITY

	2011	2010
Preferred stock, par value $.001 per share, 5,000,000 shares authorized, none issued and outstanding	-	-
Common stock, par value $.001, 1,500,000,000 shares authorized, 1,252,247,882 issued and outstanding – 1,202,247,882 issued and outstanding -	1,252,247	1,202,247
Paid in capital	33,120,661	33,020,661
Accumulated other comprehensive (loss) income	(29,431)	(29,431)
(Deficit) accumulated during the development stage	(15,023,383)	(14,879,405)
Total Stockholders' Equity	19,320,095	19,314,073
Total Liabilities and Stockholders' Equity	$ 23,079,534	$ 23,167,550

MEDIA G 3, INC AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the three months ended March 31, 2011	2010
REVENUES	$ 474,686	$ -
COST OF GOOD SOLD	58,632	-
GROSS PROFIT	416,055	-
EXPENSES		
Salaries, payroll taxes and benefits	-	281
Professional, Consulting, Accounting and Audit fees	19,850	1,348
Consulting Fees	700	13,189
Rent expense	1,400	5,600
Research and Development	-	-
Amortization & depreciation	506,304	117,797
General and administrative	11,514	7,661
Total expenses	539,767	145,875
Interest Expense	20,266	21,058
NET LOSS	(143,978)	(166,933)
LOSS ON SALES OF ASSET	-	-
COMPREHENSIVE LOSS	$ (143,978)	$ (166,933)
NET (LOSS) PER SHARE - BASIC	*	*
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	1,192,247,882	1,008,611,918

* less than $(.01) per share

MEDIA G 3, INC AND SUBSIDIARIES

STATEMENT OF STOCKHOLDERS' EQUITY

	Common Stock		Paid-in	(Deficit) Accumulated During the Development	Other Comprehensive	
	Shares	**Amount**	**Capital**	**Stage**	**loss**	**Total**
Balances, December 31, 2009, (unaudited)	853,867,474	853,867	22,917,302	(12,550,429)	(29,431)	11,191,309
Cashless exercise of outstanding warrants for Convertible debt on January 20, 2010	154,744,444	154,744	(154,744)	-		-
Shares issued for services performed and completed at $0.007 per share on April 15, 2010	16,719,998	16,720	100,320	-		117,040
Cashless exercise of outstanding warrants for Convertible debt on June 14, 2010	19,915,966	19,916	(19,916)	-		-
Shares issued for media credits pruchased with stock on June 20, 2010	10,000,000	10,000	4,990,000	-		5,000,000
Shares issued for services performed and completed at $0.0023 per share on August 11, 2010	50,000,000	50,000	65,000	-		115,000
Shares issued for services performed and completed at $0.0023 per share on August 11, 2010	25,000,000	25,000	32,500	-		57,500
Shares issued for services performed and completed at $0.0026 per share on August 18, 2010	2,000,000	2,000	3,200	-		5,200
Shares issued for media credits pruchased with stock on August 18, 2010	10,000,000	10,000	4,990,000	-		5,000,000

Shares issued for repayment of debt and finance charge at $0.0026 per share on September 1, 2010	60,000,000	60,000	97,000	-		157,000
Net (loss) for the year				(2,328,976)		(2,328,976)
Balances, December 31, 2010, (unaudited)	1,202,247,882	$ 1,202,247	$ 33,020,661	$ (14,879,405)	$ (29,431)	$ 19,314,073
Shares issued for repayment of debt and finance charge at $0.003 per share on February 11, 2011	50,000,000	50,000	100,000	-		150,000
Net (loss) for the period				(143,978)		(143,978)
Balances, March 31, 2011, (unaudited)	1,252,247,882	$ 1,252,247	$ 33,120,661	$ (15,023,383)	$ (29,431)	$ 19,320,095

MEDIA G 3, INC AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the three months ended March 31, 2011	2010
OPERATING ACTIVITIES		
Net (loss)	$ (143,978)	$ (166,933)
Adjustments to reconcile net income (loss) to net cash used by operating activities		
Depreciation and amortization	506,304	117,797
Changes in operating assets and liabilities		
Accounts payable	9,991	13,993
Accounts receivable	(475,000)	-
Other payables and accrued liabilities	18,950	21,058
Finished goods inventory	58,476	-
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(25,258)	(14,086)
INVESTING ACTIVITIES		
Sale of property and equipment	(116)	-
Purchase of property and equipment	-	-
NET CASH PROVIDED BY INVESTING ACTIVITIES	(116)	-
FINANCING ACTIVITIES		
Proceeds from notes payable	19,015	-
Proceeds from shareholder loan payable	8,005	-
Repayments to shareholder loan payable	-	13,797
NET CASH PROVIDED BY FINANCING ACTIVITIES	27,020	13,797
NET INCREASE (DECREASE) IN CASH	1,647	(289)
CASH, BEGINNING OF PERIOD	34	538
CASH, END OF PERIOD	$ 1,681	$ 249
SUPPLEMENTAL SCHEDULE OF CASH PAYMENTS		
Interest Paid	$ -	$ -
Taxes Paid	$ -	$ -
SUPPLEMENTAL SCHEDULE OF NON-CASH PAYMENTS		
Notes payable and interest converted to common shares of stock		
Notes Payable converted - current	$ 115,385	$ -
Accrued Interest converted	34,616	-
Common Stock issued	(150,000)	-
	$ -	$ -
Cashless exercise of warrants for common stock		
Common Stock	$ -	$ 154,744
Paid in Capital	-	(154,744)
	$ -	$ -

MEDIAG3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three months ended March 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION

(A) Organization
MediaG3, Inc. ("MediaG3," "the Company," "us," "we," "our,"MDGC") was incorporated in the State of Delaware on December 21, 2005, and became an operating company immediately upon acquiring two operating subsidiaries on December 28, 2005. MediaG3's principal place of business is in San Francisco, California, USA.

MediaG3 was principally engaged in the design and sales of interactive marketing solutions for companies of all sizes.

Shanghai Little Sheep Children's Product Development Limited ("Little Sheep"), a wholly owned subsidiary of MediaG3, was incorporated as a Limited Liability Company in the People's Republic of China ("PRC") on May 20, 2005 with its principal place of business in Shanghai, PRC.

Little Sheep is principally engaged in the design, sales and distribution of children's wear in the PRC.

On December 28, 2005 Little Sheep and its shareholders executed a Stock Purchase Agreement and Plan of Reorganization with MediaG3, whereby MediaG3 issued 2,500,000 shares of its restricted common stock for 100% of Little Sheep.

Shanghai Oriental Media Communications, Limited ("Oriental Media"), was incorporated as a Company with Limited Liability in the People's Republic of China ("PRC") on April 8, 2004 with its principal place of business in Shanghai, PRC.

Oriental Media is principally engaged in the design, development and maintenance of websites, network advertisement, database management and network consulting.

On December 28, 2005, Oriental Media and its shareholders executed a Stock Purchase Agreement and Plan of Reorganization with MediaG3, whereby MediaG3 issued 2,250,000 of its restricted common stock for 100% of Oriental Media. The acquisition of Oriental Media is considered to be an acquisition of an entity under common control. As a result, the Company's consolidated financial statements include Oriental Media's historical balance sheet and related statements of income, of stockholders' equity and of cash flows for all periods presented.

In January 2009, MediaG3 discontinued our operations in our Little Sheep and Oriental Media divisions, and sold the divisions to our past President in exchange for amounts owed to him of $309,296, including advances of $290,760 and accrued interest of $18,536.

MEDIAG3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three months ended March 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION – continued

(B) Principles of consolidation
The consolidated financial statements include the accounts of MediaG3 and its wholly owned subsidiaries from the date of acquisition, and are prepared in accordance with accounting principles generally accepted in the United States of America. All inter-company accounts and transactions have been eliminated.

Certain amounts in previous periods have been reclassified to conform to the current presentation. The reclassifications had no impact on total assets or net loss as previously reported.

(C) Use of estimates
The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(D) Going concern
The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has incurred operating losses since inception of $15,023,383 but has a positive working capital of $7,759,743 as of March 31, 2011, which is insufficient to meet our funding needs for the next twelve months. As a result the Company's continuance depends on its ability to raise additional capital. There is no absolute assurance that the Company will be able to raise the needed capital to sustain its operation and continue as a going concern. The management's plan is to raise additional capital through offerings of common stock and debt.

(E) Cash and cash equivalents
Cash and cash equivalents include cash on hand and demand deposits with a bank with an original maturity of less than 3 months.

MEDIAG3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three months ended March 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION – continued

(F) Accounts receivable
Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable; however, changes in circumstances relating to accounts receivable may result in a requirement for additional allowances in the future. The Company determines the allowance based on historical write-off experience, current market trends, and customers ability to pay outstanding balances. The Company continually reviews its allowance for doubtful accounts.

(G) Finished goods inventory
Inventories are stated at the lower of cost or market value, cost being determined on a first in, first out method. The Company provides for inventory allowances for excess and obsolete inventories determined principally by customer demand and each inventory item's activity. Inventories consist of finished goods.

(H) Intangible assets
The Company amortizes intangible assets, which consist of a purchased software and trademark, over their estimated useful lives unless such lives are deemed indefinite. Amortizable intangible assets are tested for impairment based on undiscounted cash flows, and, if impaired, written down to fair value based on either discounted cash flows or appraised valued. Intangible assets with indefinite lives are tested annually for impairment and written down to fair value as required.

(I) Property and Equipment
Property and equipment are stated at cost, less accumulated depreciation and amortization. Expenditures for additions, major renewals and betterments are capitalized and expenditures for maintenance and repairs are charged to expense as incurred.

Depreciation and amortization are provided on a straight-line basis, less estimated residual value over the asset's estimated useful lives. The estimated useful lives are as follows:

Software	3 years
Machinery	10 years

MEDIAG3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three months ended March 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION – continued

Other equipment	5 years
Office equipment	3 years
Leasehold improvements	3 years

(J) Long-lived assets
The Company reviews property and equipment and other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the assets' carrying amount to future undiscounted net cash flows the assets are expected to generate. Cash flow forecasts are based on trends of historical performance and management's estimate of future performance, giving consideration to existing and anticipated competitive and economic conditions. If such assets are considered impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the projected discounted future cash flows arising from the assets or their fair values, whichever is more determinable. The Company did not record any impairment of long-lived assets during the three months ended March 31, 2011 and 2010.

(K) Fair value of financial instruments
Statement of Financial Accounting Standards No. 107, "Disclosure about Fair Value of Financial Instruments," requires certain disclosures regarding the fair value of financial instruments. Cash, receivables, payables and accrued liabilities are reflected in the financial statements at fair value because of the short-term maturity of the instruments.

(L) Revenue recognition
The Company's revenue is derived by providing professional services for website design, development and maintenance, network advertisement, database management and network consulting, and by the sale of children's wear in the PRC.

To the extent that a website design or development contract extends over multiple accounting periods, revenues are recognized based on the percentage of completion method. Revenues from customer contracts requiring significant production, modifications, or customization are recognized over the installation and customization period. Labor hours and direct project expenses are used to determine the stage of completion. Revisions in estimated contract profits are made in the period, in which the circumstances requiring the revision become known. Provisions, if any, are made currently for anticipated losses on uncompleted contracts.

MEDIAG3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three months ended March 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION – continued

Revenues from network advertisement, database management and network consulting are recognized when services are rendered and obligations under related contracts are fulfilled.

Revenues from sales of children's wear are recognized upon delivery or shipment of the products, at which time title passes to the customer, provided that: there are no uncertainties regarding customer acceptance; persuasive evidence of an arrangement exists; the sales price is fixed or determinable; and collectability is reasonably assured.

Children's wear merchant customers can return the merchandise in exchange for different merchandise at full value within 90 days. Returns are provided in the allowance for sales returns based upon the individual evaluation of each customer's historical returns. During 2007, the Company changed the period to return the merchandise from 90 days to 60 days.

If a merchant customer can no longer operate its business due to causes beyond human control, such as war, major natural disaster and death etc., then the Company would take back the remaining merchandise at half the sales price. No provision for returns under this provision has been made, since there is no evidence or history of impairment, nor are any potential losses reasonably estimatible.

The Company assesses collectability based on a number of factors, including past transaction history with the customer and the credit worthiness of the customer. The Company generally does not request collateral from its customers. If the Company determines that collection of an account is not probable, it defers the amount and recognizes revenue at the time collection becomes probable, which is generally upon receipt of cash.

(M) Income taxes

The Company accounts for income taxes under the Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("SFAS 109"). Under SFAS 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under SFAS 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date.

MEDIAG3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three months ended March 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION – continued

Utilization of net operating losses and tax credit carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. The annual limitation may result in the expiration of net operating losses and tax credits before utilization.

The Company provides a valuation allowance for deferred tax assets when it is more likely than not that the net deferred tax assets will not be realized. At March 31, 2011, the Company had deferred tax assets of $15,023,383 consisting of net operating loss carryforwards. Based on a number of factors, including the lack of a history of profits and future projected taxable income; management believes that there is sufficient uncertainty regarding the realization of deferred tax assets such that a full valuation allowance has been provided.

(N) Foreign currency translation
The functional currency of the Company's children's wear and software services subsidiaries is the Chinese Renminbi ("RMB"). Foreign currency transactions during the year are translated to RMB at the approximate rates of exchange on the dates of transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the approximate rates of exchange at that date. Non-monetary assets and liabilities are translated at the rates of exchange prevailing at the time the asset or liability was acquired. Exchange gains or losses are recorded in the statement of operations.

The financial statements are translated into United States dollars ("US$") using the closing rate method. The balance sheet items are translated into US$ using the exchange rates at the respective balance sheet dates. The capital and various reserves are translated at historical exchange rates prevailing at the time of the transactions while income and expenses items are translated at the average exchange rate for the period. All translation differences are recorded as accumulated comprehensive loss within shareholder's equity.

(O) Other comprehensive income (loss)
The foreign currency translation gain or loss resulting from translation of the consolidated financial statements expressed in RMB to the US$ is reported as other comprehensive loss or gain in the consolidated statements of operations and comprehensive loss, and as a separate component of shareholders' deficit in the consolidated balance sheets.

MEDIAG3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three months ended March 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION – continued

(P) Recent accounting pronouncements

We have examined all recent accounting pronouncements and believe that none of them will have a material impact on the financial statements of our company.

(Q) Advertising Expense
Advertising costs are expensed as incurred. Advertising expense was $465 and $215,750, for the years ended December 31, 20010 and 2009, respectively.

2. OTHER CURRENT ASSETS

Other current assets consist of the following:

		March 31, 2011 (unaudited)		December 31, 2010 (unaudited)
Prepaid Media Credits - current	$	10,000,000	$	10,000,000
Other receivables		-0-		-0-
Prepayments		122,100		122,100
Trade deposit		-0-		-0-
	$	10,122,100	$	10,122,100

On June 20, 2010, we purchased Media Credits that are current assets, for our use to promote our business plan, valued at $5,000,000 in exchange for 10,000,000 shares of our common stock. Additionally, on August 18, 2010, we purchased additional Media Credits that are current assets, for our use to promote our business plan, valued at $5,000,000 in exchange for 10,000,000 shares of our common stock.

MEDIAG3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three months ended March 31, 2011 and 2010

3. PROPERTY AND EQUIPMENT, NET

Property and equipment consists of the following:

		March 31, 2011 (unaudited)		December 31, 2010 (unaudited)
Machinery and office equipment	$	10,324,431	$	10,324,316
Less: accumulated depreciation		(3,067,602)		(2,794,486)
	$	7,256,829	$	7,529,830

All of the Company's net fixed assets were located in the USA as of March 31, 2011 and 2010. Significant purchases of fixed assets for cash during the three months ended March 31, 2011 and 2010 were $115 and $-0-, respectively. In August 2010, we sold some of our office furniture for $3,475.

The depreciation expense for the three months ended March 31, 2011 and 2010 was $117,333 and $117,797, respectively.

4. SOFTWARE

Software consists of the following:

		December 31, 2010 (unaudited)		December 31, 2010 (unaudited)
Software	$	6,529,247	$	6,529,247
Less: accumulated amortization		(3,186,894)		(2,953,707)
	$	3,342,353	$	3,575,540

The amortization expense for the three months ended March 31, 2011 and 2010 was $233,187 and $-0-, respectively.

MEDIAG3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three months ended March 31, 2011 and 2010

5. NOTES PAYABLE

In November 2007, the Company entered into a note and equity purchase agreement with an individual and issued a convertible promissory note in the original principal amount of $300,000. The note bears interest at the rate of 10% per annum and matures in 12 months from the date of the note. The holder of the note may, at his option, convert the outstanding principal and interest into common stock at the then market price. The Company will also issue to the holder of the note shares of the Company's common stock with an aggregate value equal to 10% of the principal amount of the note divided by $3.00 per share. Such shares will be issued on the earlier to occur of (i) conversion of the note and (ii) maturity of the note. On April 21, 2008, we received an additional $100,000 from the same note holder under the same terms as above.

During the year ended December 31, 2008, we entered into several notes payable bearing an interest rate of 10%, and mature in 12 months from the date of the note. We received an aggregate amount of $340,000 under these notes.

As of March 31, 2011 and December 31, 2010, all the above notes are still outstanding and payable in the amounts totaling $740,000.

During the three months ended March 31, 2011, we received advances from a note payable from an unrelated party for $9,015, and is payable on demand. We also converted part of the same note holder's notes for a total of $150,000 to 50,000,000 shares of our common stock. This represented $115,385 in principal and $34,616 in accrued interest.

During the years ended March 31, 2011 and 2010, we expensed $20,266 and $21,058, respectively, and is reflected in interest expense.

MEDIAG3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three months ended March 31, 2011 and 2010

6. OTHER PAYABLES AND ACCRUED LIABILITIES

Other payables and accrued liabilities consisted of the following:

	March 31, 2011 (unaudited)	December 31, 2010 (unaudited)
Compensation payable to shareholder	$ 180,000	$ 180,000
Accrued expenses	6,500	6,500
Accrued interest	82,255	63,305
Employee benefits payable	106,535	106,535
Accrued staff salaries	1,447,500	1,447,500
Other taxes payable	102,871	102,871
	$ 1,925,661	$ 1,906,711

7. LOSS PER SHARE CALCULATION

Basic earnings per share (“EPS”) are computed by dividing net loss by the weighted average number of common shares outstanding during the period. Basic earnings per share exclude any dilutive effects of options, warrants and convertible securities. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period.

8. SHAREHOLDERS’ EQUITY

The authorized stock of the Company consists of 1,500,000,000 shares of common stock and 5,000,000 shares on preferred stock, $.001 par value, of which 1,252,247,882 and 1,202,247,882 shares of common stock were outstanding at March 31, 2011 and December 31, 2010, respectively, and there was no preferred stock outstanding as of March 31, 2011 and December 31, 2010.

MEDIAG3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three months ended March 31, 2011 and 2010

8. SHAREHOLDERS' EQUITY - continued

On January 20, 2010, a warrant was exercised for 154,744,444 shares of our common stock for the cashless option under the terms warrant. Additionally, on June 14, 2010, an additional warrant was exercised for 19,915,966 shares of our common stock for the cashless option under the terms warrant

During the year ended December 31, 2010, we also issued 93,719,998 shares of our common stock for services rendered to us, and has been valued at $294,740, and is reflected in consulting fees.

On June 20, 2010, we purchased Media Credits that are current assets, for our use to promote our business plan, valued at $5,000,000 in exchange for 10,000,000 shares of our common stock. In addition, on August 18, 2010, we purchased additional Media Credits that are current assets, for our use to promote our business plan, valued at $5,000,000 in exchange for an additional 10,000,000 shares of our common stock.

On September 1, 2010, we issued 60,000,000 shares of our restricted common stock for payment of an outstanding debt and finance charges totaling $157,000, including $120,000 for the outstanding advances, and $37,000 for finance charges.

On February 11, 2011, we issued 50,000,000 shares of our common stock for payment of an outstanding debt and finance charges totaling $150,000, including $115,385 for the outstanding advances, and $34,616 for finance charges.

9. RELATED PARTY TRANSACTIONS

As of March 31, 2011 and December 31, 2010, the Company and its subsidiaries owed $109,974 and $101,969, respectively, to shareholders of the Company. Of these amounts, $94,558 was a loan from William Yuan, founder and Chief Executive Officer of the Company, in 2006, and bears interest at the rate of 8% per annum. During the three months ended March 31, 2011, we were advanced $8,005 from our current President and is due and payable on demand and is non-interest bearing.

MEDIAG3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the three months ended March 31, 2011 and 2010

10. SUBSEQUENT EVENTS

In accordance with Accounting Standards Codification (ASC) topic 855-10 "Subsequent Events", the Company has evaluated subsequent events through the date which the financial statements were available to be issued. The Company has determined that there were no such events that warrant disclosure or recognition in the financial statements.

ITEM IV MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

FORWARD LOOKING STATEMENTS

Some of the statements contained in this information statement that are not historical facts are "forward-looking statements" which can be identified by the use of terminology such as "estimates," "projects," "plans," "believes," "expects," "anticipates," "intends," or the negative or other variations, or by discussions of strategy that involve risks and uncertainties. We urge you to be cautious of the forward-looking statements, that such statements, which are contained in this prospectus, reflect our current beliefs with respect to future events and involve known and unknown risks, uncertainties and other factors affecting our operations, market growth, services, products and licenses. No assurances can be given regarding the achievement of future results, as actual results may differ materially as a result of the risks we face, and actual events may differ from the assumptions underlying the statements that have been made regarding anticipated events. Factors that may cause actual results, our performance or achievements, or industry results, to differ materially from those contemplated by such forward- looking statements include without limitation:

- Our ability to attract and retain management, and to integrate and maintain technical information and management information systems;
- Our ability to raise capital when needed and on acceptable terms and conditions;
- The intensity of competition; and
- General economic conditions.

All written and oral forward-looking statements made in connection with this Quarterly Report and are attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Given the uncertainties that surround such statements, you are cautioned not to place undue reliance on such forward-looking statements.

RESULTS OF OPERATIONS

Results of Operations for the three Months Ended March 31, 2011.

Assets: Our total assets were $23,079,534 at March 31, 2011 compared to $23,167,550 as of December 31, 2010 this decrease of assets was primarily as a result of depreciation and amortization of $506,304 and a decrease in our inventory of $58,475, for goods sold in the quarter, and an increase in accounts receivable of $475,000.

Liabilities: Our total liabilities were $3,759,439 at March 31, 2011 compared to $3,853,478 at December 31, 2010. This decrease was primarily due to the conversion of notes payables into the Company's equity during the quarter.

Total Stockholders' Equity: Our stockholders' equity was $19,320,095 at March 31, 2011 compared to $19,314,073, at December 31, 2010. This increase in equity was primarily due to the conversion of notes payable into the Company’s equity and our net operating loss for the three month period.

Gross Profits: For the three months ended March 31, 2011, we had gross profits of $416,055 compared to a gross profit of $-0- for the twelve month period ending December 31, 2010. This increase is due to sales of products and services in the MediaG3 Online Store and the sale of equipment and licensing of technology for use outside of the US, per the terms of a license agreement and equipment purchase agreement made in February.

General and Administration expenses: For the three months ended March 31, 2011, we had general and administration expenses of $539,767 compared to $145,875 for the three months period ended March 31, 2010. The increase is due to amortization and depreciation expense of $506,304 compared to $117,797 in last year’s period.

Net Loss: Our net loss from operations was $(143,9778) for the three months ended March 31, 2011, compared to $(166,933) for the three months ended March 31, 2010.

ITEM V LEGAL PROCEEDINGS

There are no current legal proceedings against the Company.

ITEM VI DEFAULTS UPON SENIOR SECURITIES

There has been no material default in payment of principal, interest, or any other material default not cured within 31 days with respect to any indebtedness of the issuer exceeding 5% of the total assets of the issuer.

ITEM VII OTHER INFORMATION

A. Entry into a Material Definitive Agreement:

None for the period ended March 31, 2011, and through the date of this report.

B. Termination of material definitive agreement:

None for the period ended March 31, 2011, and through the date of this report.

C. Completion of acquisition or disposition of assets, including but not limited to merger.

None for the period ended March 31, 2011, and through the date of this report.

D. Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an Issuer:

None for the period ended March 31, 2011, and through the date of this report.

E. Triggering events that accelerate or increase a direct financial obligation or an obligation under an off- balance sheet arrangement:

None for the period ended March 31, 2011 and through the date of this report.

F. Costs associated with exit or disposal activities:

None for the period ended March 31, 2011 and through the date of this report.

G. Material Impairments:

None for the period ended March 31, 2011 and through the date of this report.

H. Sales of equity securities:

On February 11, 2011, we issued 50,000,000 shares of our common stock for conversion of outstanding debt and finance charges totaling $150,000, including $115,385 for the outstanding advances, and $34,616 for finance charges to an unaffiliated individual. The Certificates evidencing the above mentioned shares were issued without legend in that Rule 144 (b) requirements have been met.

I. Material Modification to Rights of Security Holders:

None for the period ended March 31, 2011 and through the date of this report.

J. Changes in issuer's certifying accountant:

None for the period ended March 31, 2011 and through the date of this report.

K. Non-reliance on previously issued financial statements or a related audit report or completed interim review:

None for the period ended March 31, 2011 and through the date of this report.

L. Changes in control of issuer:

None for the period ended March 31, 2011 and through the date of this report.

M. Departure of directors or officers, election of directors, appointment of principal officers:

None for the period ended March 31, 2011 and through the date of this report.

N. Amendments Article of Incorporation or Bylaws; Change in Fiscal Year:

None for the period ended March 31, 2011 and through the date of this report.

O. Amendments to the Issuer's Code of Ethics or Waiver of a provision of the Code of Ethics:

None for the period ended March 31, 2011 and through the date of this report.

ITEM VIII EXHIBITS

MATERIAL CONTRACTS;

The information required by this item VII have been filed separately in Company's Annual Reports and subsequent quarterly reports, and are attached thereto, through the OTC Disclosure and News Service, and are available for viewing at www.pinksheets.com and are herein incorporated by reference and made a part hereof as Composite Schedule VIII;

None for the period ended March 31, 2011 and through the date of this report.

ITEM IX ISSUER'S CERTIFICATION

CHIEF EXECUTIVE OFFICER CERTIFICATION:

I, Val Westergard, Chief Executive Officer, certify that:

1. I have reviewed this Quarterly Report including the financial statements for the period ended March 31, 2011 and the footnotes of Media G3, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

IN WITNESS WHEREOF, the undersigned has executed this Certification as of this 23rd of May, 2011.

Certified By: /s/ Val Westergard
Val Westergard
Chief Executive Officer

[A signed original of this written certification will be retained by Media G3, Inc. and furnished to the Pink Sheets or its staff upon request.]