

NEVSTAR GAMING & ENTERTAINMENT CORP  
Form 10-Q  
February 08, 2005

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

FORM 10-Q

[Mark one]

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2004

OR

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: 0-21071

NEVSTAR GAMING AND ENTERTAINMENT CORPORATION  
(Exact name of registrant as specified in its charter)

Nevada 88-0309578  
(State or other jurisdiction (IRS Employer Identification No.)  
of incorporation or organization)

1900 Avenue of the Stars, Suite 2410 Los Angeles CA 90067  
(Address of principal executive offices) (Zip Code)

(310) 553-7176  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name, former address and former fiscal year,  
if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports); and (2) has been subject to  
such filing requirements for the past 90 days. Yes  No

Indicate the number of shares outstanding of each of the issuer's classes  
of common stock, as of February 5, 2005.

Common Stock \$.01 par value 50,715,008  
(Class) (Number of shares)

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NEVSTAR GAMING AND ENTERTAINMENT CORPORATION  
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NEVSTAR GAMING AND ENTERTAINMENT CORPORATION  
BALANCE SHEETS

|                | December 31,<br>2004<br>(Unaudited) | JUNE 30,<br>2004<br>(audited) |
|----------------|-------------------------------------|-------------------------------|
| ASSETS         |                                     |                               |
| Current Assets | \$ -<br>-----                       | \$ -<br>-----                 |

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|  |              |              |
|--|--------------|--------------|
| Total Assets   | \$ -         | \$ -         |
|  | =====        | =====        |
| LIABILITIES AND SHAREHOLDERS' EQUITY   |              |              |
| Current Liabilities  |              |              |
| Accounts payable and accrued liabilities   | \$ 52,547    | \$ 57,086    |
| Accrued interest   | 44,629       | 28,184       |
| Current portion of long-term debt - Note 3   | 35,000       | 32,000       |
|  | -----        | -----        |
| Total Current Liabilities  | \$132,176    | \$117,270    |
| Long Term Liabilities  |              |              |
| Pre-petition tax liabilities - Note 3  | \$144,858    | \$161,858    |
| Long-term credit facility, related party - Note 4  | 362,161      | 330,020      |
|  | -----        | -----        |
| Total Liabilities  | \$639,195    | \$609,148    |
| Shareholders' Equity (Deficit)   |              |              |
| Common Stock \$.01 par value,<br>126,396,450 shares authorized,<br>50,715,008 issued and outstanding | \$507,150    | \$507,150    |
| Accumulated deficit, prior to development<br>state - Note 6  | (1,001,679)  | (1,001,679)  |
| Accumulated deficit-development stage  | (144,666)    | (114,619)    |
|  | -----        | -----        |
| Total Shareholders' Deficit  | \$ (639,195) | \$ (609,148) |
| Total Liabilities and<br>Shareholders' Deficit   | \$ -         | \$ -         |
|  | =====        | =====        |

See notes to financial statements.

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NEVSTAR GAMING AND ENTERTAINMENT CORP  
STATEMENTS OF OPERATIONS  
(Unaudited)

|         | For the three<br>months ended<br>December 31,<br>2004 | For the six<br>months ended<br>December 31,<br>2004 | For the three<br>months ended<br>December 31,<br>2003 | For the six<br>months ended<br>December 31,<br>2003 | For the period<br>from November 22,<br>2002<br>(inception of the<br>development stage)<br>to December 31,<br>2004 |
|---------|---|---|---|---|---|
| Revenue | \$ -  | \$ -  | \$ -  | \$ -  | \$ -  |
|         | -----   | -----   | -----   | -----   | -----   |

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|                                     |             |             |             |             |              |
|-------------------------------------|-------------|-------------|-------------|-------------|--------------|
| Expenses                            |             |             |             |             |              |
| General and administrative          | \$ 3,250    | \$ 13,603   | \$ 20,389   | \$ 31,781   | \$104,077    |
| Operating loss                      | \$ (3,250)  | \$ (13,603) | \$ (20,389) | \$ (31,781) | \$ (104,077) |
| Other income                        | -           | -           | -           | -           | 20,000       |
| Interest expense                    | (8,440)     | (16,444)    | (7,053)     | (13,739)    | (60,589)     |
| Net Loss                            | \$ (11,694) | \$ (30,047) | \$ (27,442) | \$ (45,520) | \$ (144,666) |
| Basic and diluted loss per share    | \$0.00      | \$0.00      | \$0.00      | \$0.00      | \$0.00       |
| Weighted average shares outstanding | 50,715,008  | 50,715,008  | 50,715,008  | 50,715,008  | 50,715,008   |

See notes to financial statements

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NEVSTAR GAMING AND ENTERTAINMENT CORP  
STATEMENTS OF CASH FLOWS  
(Unaudited)

|   | For the six months ended December 31, 2004 | For the six months ended December 31, 2003 | For the period from November 22, 2002 (inception of the development stage) to December 31, 2004 |
|---|--|--|---|
| <b>OPERATING ACTIVITIES</b>   |  |  |   |
| Net Loss  | \$ (30,047)                                | \$ (45,520)                                | \$ (144,666)  |
| Adjustments to reconcile net loss to net cash used in operating activities: |  |  |   |
| Changes in assets and liabilities:  |  |  |   |
| Accounts payable  | (4,539)                                    | (5,449)                                    | (25,499)  |
| Accrued interest  | 16,445                                     | 13,739                                     | 44,629  |
| Net cash used by operating activities                                       | \$ (18,141)                                | \$ (37,230)                                | \$ (125,536)  |
| <b>FINANCING ACTIVITIES</b>   |  |  |   |
| Cash provided by long-term debt   | \$ 32,141                                  | \$37,230                                   | \$139,536   |
| Repayment of  |  |  |   |

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|  |           |          |           |
|--|-----------|----------|-----------|
| long-term debt                               | (14,000)  | -        | (14,000)  |
|  | -----     | -----    | -----     |
| Net cash provided by<br>financing activities | \$ 18,141 | \$37,230 | \$125,536 |
| Net cash for the period                      | 0         | 0        | 0         |
| Net cash a beginning<br>of period            | 0         | 0        | 0         |
|  | -----     | -----    | -----     |
| Net cash at end<br>of period                 | \$ 0      | \$ 0     | \$ 0      |
|  | =====     | =====    | =====     |

See notes to financial statements

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NEVSTAR GAMING AND ENTERTAINMENT CORPORATION  
NOTES TO UNAUDITED FINANCIAL STATEMENTS  
DECEMBER 31, 2004

Note 1 - General and Bankruptcy Proceedings

As contemplated by the Securities and Exchange Commission under Item 310(b) of Regulations S-B, the accompanying financial statements and footnotes have been condensed and therefore do not contain all disclosures required by generally accepted accounting principles. The interim financial data are unaudited; however, in the opinion of management, the interim data include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the interim periods. Results for the interim periods are not necessarily indicative of those to be expected for the full year.

On July 10, 2000, the Company, a Nevada Corporation filed a voluntary petition for relief under Chapter 11 (the "Chapter 11 Proceeding") in the Bankruptcy Court, Case No. BK-S-00-15075-LBR. During the Chapter 11 Proceeding, the Company acted as debtor in possession.

In April, 2001, the Company and W/F Investment Corp. ("W/F") submitted to the Bankruptcy Court a plan of reorganization, which was amended from time to time (the "Plan of Reorganization").

On February 20, 2002, the Bankruptcy Court issued an order confirming the Plan of Reorganization.

On November 22, 2002 the plan of reorganization became effective. The 7,583,687 shares of Common Stock that were previously outstanding were retained by the holders of those shares. There are a total of 50,715,008 shares of common Stock outstanding after the issuance of shares under the Plan of Reorganization.

The Company is endeavoring to complete the administrative procedures, which include the acquisition of an operating entity, to allow it to formally emerge from the oversight of the Bankruptcy Court.

The Company does not currently have any operations.

Note 2 - Going Concern and Summary of Significant Accounting Policies

Going Concern

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The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company does not generate any revenue, and has a net capital deficiency. These factors among others may indicate that the Company will be unable to continue as a going concern for a reasonable period of time. The Company currently funds its disbursements by a line of credit from one of its Plan Proponents. There are insufficient funds available under that line of credit to meet the Company's current obligations.

These financial statements do not include any adjustments relating to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company is no longer operating, and will attempt to locate a new business (operating company) and offer itself as a merger vehicle for a company that may desire to go public through a merger rather than through its own public stock offering.

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### NEVSTAR GAMING AND ENTERTAINMENT CORPORATION NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2004

#### Note 2 - Going Concern and Summary of Significant Accounting Policies (Continued)

##### Accounting for Reorganization

The Company applied Financial Accounting Standards No. 15 ("Accounting for Debtors and Creditors for Troubled Debt Restructuring") for its emergence from Bankruptcy. The Company also adopted the Fresh Start Reporting (see Note 6).

##### Use of estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the accompanying financial statements. Significant estimates made in preparing these financial statements include the value of shares of common stock issued to the unsecured creditors in accordance with the Plan of Reorganization. Management uses its knowledge and expertise in making these estimates. Actual results could differ from those estimates.

##### Income Taxes

The Company utilizes the liability method to account for income taxes. Under this method, deferred taxes and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted rates and laws expected to apply when the differences are expected to reverse.

#### Note 3 - Pre-petition Tax Liabilities

Pre-petition tax liabilities consist of \$179,858 payable to the Nevada Department of Taxation and the Nevada Gaming Authority. Pursuant to the Bankruptcy Code and stipulations entered into between the parties and the

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Company, the amounts will be paid in full, plus interest at 5% in quarterly payments ending September, 2009. Accrued and unpaid interest was \$4,512 at December 31, 2004. Payments due on these liabilities during the next five years are as follows:

For the 12 months ending December 31,  
-----

|      |          |
|------|----------|
| 2005 | \$35,000 |
| 2006 | \$32,000 |
| 2007 | \$32,000 |
| 2008 | \$32,000 |
| 2009 | \$32,000 |

### Note 4 - Long Term Credit Facility, Related Party

The credit facility consists of a \$250,000 revolving line of credit, which is fully drawn, and an approved overdraft on that line of \$112,161 issued to the Company by W/F Investment Corp, a shareholder of the Company and a proponent of the Bankruptcy Plan of Reorganization. The line of credit has been used to pay the Company's obligations. The line of credit bears interest at prime plus 2%, payable monthly. It is due October 31, 2007. Accrued interest on the credit facility totalled \$40,116 as of December 31, 2004.

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### NEVSTAR GAMING AND ENTERTAINMENT CORPORATION NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2004

### Note 5 - Income Taxes

At December 31, 2004 the Company had net operating loss carryforwards of approximately \$1.1 million for federal tax purposes, which expire from 2012 to 2015. Because of statutory ownership changes, the amount of net operating losses which may be utilized in future years may be subject to significant annual limitations. At June 30, 2004, total deferred tax assets, consisting principally of net operating loss carry forwards, amounted to approximately \$375,000. For financial reporting purposes, a valuation allowance has been recognized in an amount equal to such deferred tax assets due to the uncertainty surrounding their ultimate realization.

### Note 6 - Fresh Start Reporting

In accordance with its Plan of Reorganization, the Company converted unsecured liabilities amounting to approximately \$18,300,000 to 15,167,674 shares of its common stock. The Company also issued 156,428 shares of its common stock in payment of administrative claims totaling approximately \$20,000, and 27,807,219 shares of its common stock to its Plan Proponents. The shares issued were valued at \$0.01 per share, generating a gain on debt forgiveness of approximately \$18,000,000. The amount of accumulated deficit prior to the reclassification in accordance with Fresh Start Reporting amounted to approximately \$19,000,000. Management estimated the fair value of the shares issued at par value, based on the fact that no cash flows are expected in the foreseeable future. The balance of accumulated deficit after

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the adjustment required by the Fresh Start Reporting represents the "Excess Reorganization Value", which was impaired due to the fact that no cash flows are expected in the foreseeable future.

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NEVSTAR GAMING AND ENTERTAINMENT CORP  
Management's Discussion and Analysis of  
Financial Condition and Results of Operations  
(Unaudited)

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT  
OF 1995

This Quarterly Report on Form 10-Q includes certain forward-looking statements based upon management's beliefs, as well as assumptions made by and data currently available to management. This information has been, or in the future, may be included in reliance on the "safe harbor" provision of the Private Securities Litigation Reform Act of 1995. These statements are subject to a number of risks and uncertainties including, but not limited to, the following: (a) the Company does not generate any revenue, and has a net capital deficiency which may impair its ability to continue as a going concern; (b) the ability of the Company to find a merger candidate or other business opportunity to bring profitable business operations into the Company; (c) the absence of an active public trading market for the Company's common stock; and (d) the Company does not have sufficient funds available on its line of credit to meet its current obligations.

Actual results may differ materially from those anticipated in any such forward-looking statements. The Company undertakes no obligation to update or revise any forward-looking statements to reflect subsequent events or circumstances.

The Company's Bankruptcy Plan of Reorganization became effective November 22, 2002. The Company is endeavoring to complete the administrative procedures to allow it to formally emerge from the oversight of the Bankruptcy Court.

The Company is no longer operating, and will attempt to locate a new business (operating company), and offer itself as a merger vehicle for a company that may desire to go public through a merger rather than through its own public stock offering.

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NEVSTAR GAMING AND ENTERTAINMENT CORPORATION

Item 3.

Quantitative and Qualitative Disclosures About Market Risk

The Company owns no financial instruments or other assets, nor has it entered into any contracts or commitments, which would expose it to market risks such as interest rate risk, foreign currency exchange rate risk or commodity price risk as required to be disclosed pursuant to Regulation S-K, Item 305, of the 1934 Securities Exchange Act, as amended.

Item 4.

Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures



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Disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports filed under the Exchange Act is accumulated and communicated to management, to allow timely decisions regarding required disclosures.

Within the 90 days prior to this report, the Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based upon and as of the date of that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to ensure that the information required to be disclosed in the reports the Company files and submits under the Exchange Act is recorded, processed, summarized, and reported as and when required.

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### NEVSTAR GAMING AND ENTERTAINMENT CORPORATION

#### (b) Changes in Internal Controls

There were no changes in the Company's internal controls or in other factors that could have significantly affected those controls subsequent to the date of the Company's most recent evaluation.

#### PART II - OTHER INFORMATION

##### Item 1. Litigation.

The Company is not party to any litigation.

##### Item 3. Defaults on Senior Securities

As of December 31, 2004, the Company was \$40,116 in arrears in its interest payments to W/F Investment Corp and had overdrawn its line of credit by \$112,161 under the terms of the loan from W/F Investment Corp (see Note 4 to Financial Statements).

##### Item 6.(b) Exhibits and Reports on Form 8-K.

The Company filed no reports on Form 8-K during the quarter ended December 31, 2004.

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NEVSTAR GAMING AND ENTERTAINMENT CORP

Date: January 31, 2005

/s/ William O. Fleischman  
William O. Fleischman  
Chief Executive Officer and  
Chief Financial Officer

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Exhibit 31      Certification Pursuant to Section 302 of the  
Sarbanes-Oxley Act of 2002

Exhibit 32      Certifications Pursuant to Section 906 of the  
Sarbanes-Oxley Act of 2002