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NEVSTAR GAMING & ENTERTAINMENT CORP

Form 10-Q

February 11, 2004

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, 2003

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 January 31, 2004.

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

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NEVSTAR GAMING AND ENTERTAINMENT CORPORATION BALANCE SHEETS

	DECEMBER 31, 2003 (Unaudited)	JUNE 30, 2003 (audited)
ASSETS		
Current Assets	\$ - -----	\$ - -----

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Total Assets	\$ -	\$ -
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 52,547	\$ 57,996
Accrued interest	29,506	15,767
Current portion of long-term debt - Note 3	32,000	-
	-----	-----
Total Current Liabilities	\$ 114,053	\$ 73,763
Long Term Liabilities		
Pre-petition tax liabilities - Note 3	\$162,858	\$194,858
Long-term credit facility, related party - Note 4	299,145	261,915
	-----	-----
Total Liabilities	\$576,056	\$530,536
Shareholders' Equity (Deficit)		
Common Stock \$.01 par value, 126,396,450 shares authorized, 50,715,008 issued and outstanding	\$507,150	\$507,150
Accumulated deficit, prior to development state - Note 6	(1,001,679)	(1,001,679)
Accumulated deficit-development stage	(81,527)	(36,007)
	-----	-----
Total Shareholders' Deficit	\$ (576,056)	\$ (530,536)
Total Liabilities and Shareholders' Deficit	\$ -	\$ -
	=====	=====

See notes to financial statements.

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NEVSTAR GAMING AND ENTERTAINMENT CORP STATEMENTS OF OPERATIONS (Unaudited)

	For the three months ended December 31, 2003	For the period from November 22, 2002 (Inception of the development stage) to December 31, 2002	For the six months ended December 31, 2003	For the period November 22, to December 31,
Revenue	\$ -	\$ -	\$ -	\$ -
	-----	-----	-----	-----

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Expenses				
General and administrative	\$ 20,389	\$ 13,814	\$ 31,781	\$ 72,021
	-----	-----	-----	-----
Operating loss	\$ (20,389)	\$ (13,814)	\$ (31,781)	\$ (72,021)
Other income	--	--	--	20,000
Interest expense	7,053	--	13,739	29,506
	-----	-----	-----	-----
Net Loss	\$ (27,442)	\$ (13,814)	\$ (45,520)	\$ (81,527)
	=====	=====	=====	=====
Basic and diluted loss per share	\$0.00	\$0.00	\$0.00	\$0.00
Weighted average shares outstanding	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, 2003	For the Period from November 22, 2002 to December 31, 2002	For the November of the Deco
OPERATING ACTIVITIES			
Net Loss	\$ (45,520)	\$ (13,814)	\$ (81,527)
Adjustments to reconcile net loss to net cash used in operating activities:			
Changes in assets and liabilities:			
Accounts payable	(5,449)	13,041	(25,000)
Accrued interest	13,739	--	29,506
	-----	-----	-----
Net cash used by by operating activities	(37,230)	(773)	(77,021)
FINANCING ACTIVITIES			
Cash provided by long-term debt	37,230	773	77,021
	-----	-----	-----
Net cash for the period	0	0	0
Net cash a beginning of period	0	0	0
	-----	-----	-----
Net cash at end of period	\$ 0	\$ 0	\$ 0
	=====	=====	=====

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See notes to financial statements

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NEVSTAR GAMING AND ENTERTAINMENT CORPORATION NOTES TO UNAUDITED FINANCIAL STATEMENTS December 31, 2003

Note 1 - Bankruptcy Proceedings

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 Company issued 15,141,674 shares of common stock to holders of unsecured claims; 156,428 shares of common stock to certain administrative claimants and to a previously secured claim, and 27,807,219 shares of common stock to the Plan Proponents. 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 in the process of completing 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

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.

The accompanying interim unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and pursuant to the rules and regulations of

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the Securities and Exchange Commission. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three-month and six-month period ended December 31, 2003 are not necessarily indicative of the results that may be expected for the year ending June 30, 2004. For further information, refer to the financial statements for the year ended June 30, 2003 and the notes thereto included in the Company's Annual Report on Form 10-K.

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NEVSTAR GAMING AND ENTERTAINMENT CORPORATION NOTES TO FINANCIAL STATEMENTS December 31, 2003

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. 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 \$194,858 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 Company, the amounts will be paid in full, plus interest at 5% in quarterly payments commencing January, 2004 and ending September, 2009. Payments due on these liabilities during the next five years are as follows:

Twelve months ending December 31,

2004	\$ 32,000
2005	\$ 32,000
2006	\$ 32,000
2007	\$ 32,000

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2008

\$ 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 \$49,145, 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 through November 22, 2002, the Effective Date of the Plan of Reorganization, including the allowed administrative expenses, accounting, legal and related expenses. The line of credit bears interest at prime plus 2%, payable monthly. It is due October 31, 2007. Accrued interest on the credit facility as of December 31, 2003 totalled \$18,603.

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Note 5 - Income Taxes

At December 31, 2003 the Company had net operating loss carryforwards of approximately \$19 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 December 31, 2003, total deferred tax assets, consisting principally of net operating loss carry forwards, amounted to approximately \$6.5 million. 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 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.

Note 7 - Legal Proceedings

The Company has an unliquidated claim against Randy Black Sr. ("Black"), the former receiver of the Company appointed by the Bankruptcy Court during the Chapter 11 Proceeding, and related entities. The Company alleges, inter alia, that Black violated antitrust laws and his fiduciary responsibility to the Company by using confidential information obtained in connection with his duties as receiver to evaluate and consummate a transaction which lead to the foreclosure by Black on the Company's former gaming property located in Mesquite, Nevada.

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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 in the process of completing the steps outlined in the Plan to obtain a final decree and formally emerge from the oversight of the Bankruptcy Court.

The Company has no current operations, and is seeking to acquire a new business (operating company), or offer itself as a merger vehicle for a company that may desire to go public through merger rather than through its own public stock offering.

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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

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

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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.

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 end of the period covered by this report, 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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(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 has an unliquidated claim against Randy Black Sr. ("Black"), the former receiver of the Company appointed by the Bankruptcy Court during the Chapter 11 Proceeding, and Virgin River Casino Corporation (see Note 7 to Financial Statements).

Item 3. Defaults on Senior Securities

As of December 31, 2003, the Company was \$18,603 in arrears in its interest payments to W/F Investment Corp under the terms of the loans 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, 2003.

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, 2004

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

Exhibit 31

Exhibit 32

