

SECURITIES AND EXCHANGE COMMISSION

FORM 10QSB

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d)

Filing Date: **1999-03-26** | Period of Report: **1998-12-31**
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FILER

JNS MARKETING INC

CIK: **743758** | IRS No.: **840940146** | State of Incorpor.: **CO** | Fiscal Year End: **0930**
Type: **10QSB** | Act: **34** | File No.: **000-13215** | Film No.: **99573883**
SIC: **5900** Miscellaneous retail

Mailing Address
1050 17TH ST
#1700
DENVER CO 80265

Business Address
1050 17TH STREET
SUITE 1700
DENVER CO 80265
(303) 292-3883

SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 10-QSB

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

For the Quarterly Period ended: December 31, 1998

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 0-13215

JNS MARKETING. INC.

(Exact name of small business issuer as specified in its charter)

Colorado

84-0940146

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

1050 17th Street, Suite 1700 Denver. Colorado 80265

(Address of principal executive offices)

(303) 292-3883

(Issuer's telephone number)

(Former name, former address and former fiscal year,
if changed since last report)

Check whether the registrant (1) filed all reports required to be filed by
Section 13 or 15(d) of the Exchange Act of 1934 during the past 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 X

As of December 31, 1998, 251,822 shares of common stock were outstanding.

PART I--FINANCIAL INFORMATION

Item 1. Financial Statements.

For financial information, please see the financial statements and the notes thereto, attached hereto and incorporated herein by this reference.

The financial statements have been prepared by JNS Marketing, Inc. without audit pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted as allowed by such rules and regulations, and management believes that the disclosures are adequate to make the information presented not misleading. These financial statements include all of the adjustments which, in the opinion of management, are necessary to a fair presentation of financial position and results of operations. All such adjustments are of a normal and recurring nature. These financial statements should be read in conjunction with the audited financial statements at September 30, 1998, included in the Company's Form 10-SB.

Item 2. Management's Discussion and Analysis or Plan of Operation.

- (a) Plan of Operation. JNS Marketing, Inc. (the "Company") intends to seek to acquire assets or shares of an entity actively engaged in business which generates revenues, in exchange for its securities. The Company has no particular acquisitions in mind and has not entered into any negotiations regarding such an acquisition. As of the date of this report, the Company has no plans, arrangements, understandings or commitments with respect to any potential merger or acquisition, nor is the Company engaged in negotiations with respect to such matter.

If required to so do under relevant law, management of the Company will seek shareholder approval of a proposed merger or acquisition via a Proxy Statement. However, such approval would be assured where management supports such a business transaction because management presently controls sufficient shares of the Company to effectuate a positive vote on the proposed transaction. Further, a prospective transaction may be structured so that shareholder approval is not required, and such a transaction may be effectuated by the Board of Directors without shareholder approval. While any disclosure which may be provided to shareholders may include audited financial statements of such a target entity, there is no assurance that such audited financial statements will be available. The Board of Directors does

intend to obtain certain assurances of value of the target entity assets prior to consummating such a transaction, with further assurances that an audited statement would be provided within 60 days after closing of such a transaction. Closing documents relative thereto will include representations that the value of the assets conveyed to or otherwise so transferred will not materially differ from the representations included in such closing documents, or the transaction will be voidable.

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- (b) Liquidity and Capital Resources. At December 31, 1998, the Company had no material cash or other assets with which to conduct operations. There can be no assurance that the Company will be able to complete its business plan and to exploit fully any business opportunity that management may be able to locate on behalf of the Company. Due to the lack of a specified business opportunity, the Company is unable to predict the period for which it can conduct operations. Accordingly, the Company will need to seek additional financing through loans, the sale and issuance of additional debt and/or equity securities, or other financing arrangements. Management of the Company and its counsel have advised that they will pay certain costs and expenses of the Company from their personal funds as interest free loans in order to facilitate development of the Company's business plan. Management believes that the Company has inadequate working capital to pursue any operations at this time; however, loans to the Company from management and its counsel may facilitate development of the business plan. For the foreseeable future, the Company through its management and counsel intend to pursue acquisitions as a means to develop the Company. The Company does not intend to pay dividends in the foreseeable future. As of the end of the reporting period, the Company had no material cash or cash equivalents. There was no significant change in working capital during this quarter.
- (c) Year 2000 issues "Year 2000 problems" result primarily from the inability of some computer software to properly store, recall or use data after December 31, 1999. The Company is engaged primarily in organizational and fund raising activities and accordingly, does not rely on information technology ("IT") systems. Accordingly the Company does not believe that it will be materially affected by Year 2000 problems. The Company relies on non-IT systems that may suffer from Year 2000 problems including telephone systems, facsimile and other office machines. Moreover, the Company relies on third-parties that may suffer from Year 2000 problems that could affect the Company's operations including banks and utilities. In light of the Company's minimal operations, the Company does not believe that such non-IT systems or third-party Year 2000 problems will affect the Company in a manner that is different or more substantial than such problems affect other similarly situated companies. Consequently, the Company does not

currently intend to conduct a readiness assessment of Year 2000 problems or develop a detained contingency plan with respect to Year 2000 problems that may affect the Company or third-parties.

The foregoing is a "Year 2000 Readiness Disclosure" within the meaning of the Year 2000 Information and Readiness Disclosure Act of 1998.

Financial Statements

JNS MARKETING. INC.

(A DEVELOPMENT STAGE COMPANY)

BALANCE SHEET
(Unaudited)
ASSETS

	December 31, 1998 ----
CURRENT ASSETS:	
Cash	\$ 3,246

Total current assets	3,246

	\$ 3,246
	=====
LIABILITIES AND SHAREHOLDERS' DEFICIT	
CURRENT LIABILITIES:	
Accounts payable, trade	\$ 4,346
Payable to shareholders	9,250

Total current liabilities	13,596

SHAREHOLDERS' DEFICIT:	
Common stock, 50,000,000 shares authorized, No par value; 251,822 shares issued and outstanding	932,372
Deficit accumulated during development stage	(942,722)

Total shareholders' deficit	(10,350)

\$ 3,246
=====

See accompanying notes to these financial statements

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JNS MARKETING, INC.

(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF OPERATIONS
(UNAUDITED)

	December 31		Cumulative from Inception (July 15, 1983) To December 31
	1998	1997	1998
	----	----	----
Operating revenue	\$ --	\$ --	\$ 24,175
Operating expenses	131	3,315	666,204
	-----	-----	-----
	131	3,315	(642,029)
Other income and expense:			
Interest income	--	--	166,403
Interest expense	--	--	(68,108)
Other	--	--	(398,988)
	-----	-----	-----
	--	--	(300,693)
	-----	-----	-----
(Loss) before income taxes	(130)	(3,315)	(942,722)
Provision for income taxes	--	--	--
	-----	-----	-----
Net (loss)	\$ (130)	\$ (3,315)	\$ (942,722)
	=====	=====	=====

Per share information:

Basic and diluted (loss) per common Share	\$ --	\$ (.01)	\$ (12.26)
	=====	=====	=====
Weighted average shares outstanding	251,822	251,822	76,884
	=====	=====	=====

See accompanying notes to these financial statements

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JNS MARKETING INC.

 (A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF CASH FLOWS
 (Unaudited)

	Nine Months Ended		July 15, 1983
	September 30,	September 30,	(inception)
	1998	1997	Through
	----	----	September 30,
			1998

Net income (loss)	\$ (130)	\$ (3,323)	\$ (942,722)
Transactions not requiring cash:			
Depreciation and amortization			98,818
Stock issued for services inventory			19,000
Forgiveness of indebtedness			(110,791)
Loss on investments			476,583
Bad debts			20,000
Abandonment of partnership interest			18,600
Change in assets and liabilities:			
Increase (decrease) in accounts Payable	130	4,500	4,346
	-----	-----	-----
Total adjustments	130	4,500	526,556
Net cash provided by (used in) operating activities	--	1,185	(416,166)
	-----	-----	-----

Cash flows from financing activities:			
Proceeds from notes payable			141,853
Advances from shareholders			9,250
Accounts payable			4,436
Repayment of notes payable			(12,000)
Common stock sold for cash			325,737
Payment for cancellation of stock	--	--	(49,865)
	-----	-----	-----
Net cash provided by (used in) financing activities	--	--	419,411
	-----	-----	-----
Increase (decrease) in cash	--	1,185	3,245
	-----	-----	-----
Cash and cash equivalents at beginning of period	3,245	2,138	--
	-----	-----	-----
Cash and cash equivalents at end of period	\$ 3,245	\$ 3,245	\$ 3,245
	=====	=====	=====

See accompanying notes to these financial statements

JNS MARKETING INC.

(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

In the opinion of management, all adjustments, consisting of normal recurring accruals, have been made that are necessary for a fair presentation of the financial position of the Company at December 31, 1998 and the results of operations and cash flows for the three month periods ended December 31, 1998 and 1997 and cumulative since inception to December 31, 1998. Quarterly results are not necessarily indicative of the expected

annual results. For a more complete understanding of the Company's operations and financial position, reference is made to the financial statements of the Company and related notes thereto, filed with the Company's annual report on Form 10-KSB for the year ended September 30, 1998, previously filed with the U.S. Securities and Exchange Commission. Common Stock On March 3, 1999 the Company effected a reverse split of 100 to one and the financial statements are adjusted to reflect the change retroactively.

2. Common Stock

On March 3, 1999, the Company effected a reverse split of 100 to one and the financial statements are adjusted to reflect the change retroactively.

PART II--OTHER INFORMATION

Item 1. Legal Proceedings.

There are no pending legal proceedings, and the Company is not aware of any threatened legal proceedings, to which the Company is a party or to which its property is subject.

Item 2. Changes in Securities.

(a) There have been no material modifications in any of the instruments defining the rights of the holders of any of the Company's registered securities.

(b) None of the rights evidenced by any class of the Company's registered securities have been materially limited or qualified by the issuance or modification of any other class of the Company's securities.

Item 3. Defaults Upon Senior Securities.

(Not applicable)

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

(Not applicable)

Item 5. Other Information.

(Not applicable)

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

No exhibits as set forth in Regulation SB, are considered necessary for this filing.

(b) Reports on Form, -K

No reports on Form 8-K were filed during the quarter for which this report is filed.

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SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, as amended, the registrant caused this report to be signed on its behalf by the undersigned, "hereunto duly authorized.

JNS MARKETING, INC.

/s/ David J. Gregarek

Date: March 22, 1999

David J. Gregarek, Secretary, Treasurer

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