

Edgar Filing: NEVSTAR CORP - Form 10QSB

NEVSTAR CORP  
Form 10QSB  
October 30, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Form 10-QSB

(Mark one)

X Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2007

Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-21071

Nevstar Corporation  
(Exact name of registrant as specified in its charter)

Nevada  
-----  
(State of incorporation)

88-0309578  
-----  
(IRS Employer ID Number)

12890 Hilltop Road, Argyle, TX 76226  
-----  
(Address of principal executive offices) (Zip Code)

(972) 233-0300  
-----  
(Registrant's telephone number, including area code)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES X NO

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): YES X NO

State the number of shares outstanding of each of the issuer's classes of common equity as of the latest practicable date: October 17, 2007: 1,250,090  
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Transitional Small Business Disclosure Format (check one): YES NO X

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Nevstar Corporation

Form 10-QSB for the Quarter ended September 30, 2007

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Part I  
Item 1 - Financial Statements

Nevstar Corporation  
(a development stage enterprise)  
Balance Sheets  
September 30, 2007 and 2006

(Unaudited)

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|   | September 30,<br>2007 | September 30,<br>2006 |
|---|-----------------------|-----------------------|
|   | -----                 | -----                 |
| Assets  |                       |                       |
| Assets  |                       |                       |
| Cash in bank  | \$ 3,115              | \$ 29                 |
|   | -----                 | -----                 |
| Total Assets  | \$ 3,115              | \$ 29                 |
|   | =====                 | =====                 |
| Liabilities and Stockholders' Deficit                     |                       |                       |
| Current Liabilities                                       |                       |                       |
| Current portion of long-term pre-petition tax liabilities | \$ --                 | \$ 113,638            |
| Accounts payable - trade                                  | 7,545                 | 61,547                |
| Accrued interest payable                                  | 1,925                 | 119,475               |
| Line of credit payable to stockholder                     | 45,753                | 390,625               |
|   | -----                 | -----                 |
|   | 55,223                | 685,285               |
|   | -----                 | -----                 |
| Long-Term Liabilities                                     |                       |                       |
| Line of credit payable to stockholder                     | --                    | 8,500                 |
|   | -----                 | -----                 |
| Total Liabilities   | 55,223                | 693,785               |
|   | -----                 | -----                 |
| Commitments and contingencies                             |                       |                       |
| Stockholders' Deficit Preferred stock - \$0.01 par value. |                       |                       |
| 10,000,000 shares authorized                              |                       |                       |
| None issued and outstanding                               | --                    | --                    |
| Common stock - \$0.01 par value.                          |                       |                       |
| 150,000,000 shares authorized.                            |                       |                       |
| 1,250,090 and 419,449 shares                              |                       |                       |
| issued and outstanding, respectively                      | 12,501                | 4,194                 |
| Additional paid-in capital                                | 2,925,425             | 577,956               |
| Accumulated deficit - prior to development stage          | (1,001,679)           | (1,001,679)           |
| Deficit accumulated during development stage              | (1,988,355)           | (274,227)             |
|   | -----                 | -----                 |
| Total Stockholders' Deficit                               | (52,108)              | (693,756)             |
|   | -----                 | -----                 |
| Total Liabilities and Stockholders' Deficit               | \$ 3,115              | \$ 29                 |
|   | =====                 | =====                 |

The financial information presented herein has been prepared by management without audit by independent certified public accountants. The accompanying notes are an integral part of these financial statements.

Nevstar Corporation  
(a development stage enterprise)  
Statements of Operations and Comprehensive Loss  
Three months ended September 30, 2007  
and 2006 and Period from November 22, 2002 (date of  
bankruptcy settlement) through September 30, 2007

(Unaudited)

|  | Three months<br>ended<br>September 30,<br>2007<br>----- | Three months<br>ended<br>September 30,<br>2006<br>----- | Per<br>Nov<br>2002<br>ban<br>set<br>th<br>Sept<br>2<br>----- |
|--|---|---|--|
| Revenues   | \$ --   | \$ --   | \$   |
| Operating Expenses   |   |   |  |
| General and administrative expenses  | 13,497  | 11,867  |  |
| Consulting expense related to issuance<br>of common stock at less than "fair value"                                  | --  | --  | 1,   |
|  | -----   | -----   | -----  |
| Total Operating Expenses   | 13,497  | 11,767  | 1,   |
|  | -----   | -----   | -----  |
| Loss from Operations   | (13,497)  | (11,867)  | (1,  |
| Other Expense  |   |   |  |
| Other income   | --  | --  |  |
| Gain on settlement of liabilities  | --  | --  |  |
| Interest expense   | (692)   | (19,548)  | (  |
|  | -----   | -----   | -----  |
| Loss before Provision for Income Taxes   | (14,189)  | (31,415)  | (1,  |
| Provision for Income Taxes   | --  | --  | -----  |
|  | -----   | -----   | -----  |
| Net Loss   | (14,189)  | (31,415)  | (1,  |
| Other Comprehensive Income   | --  | --  | -----  |
|  | -----   | -----   | -----  |
| Comprehensive Loss   | \$ (14,189)   | \$ (31,415)   | \$ (1,   |
|  | =====   | =====   | =====  |
| Loss per weighted-average share<br>of common stock outstanding,<br>computed on Net Loss -<br>basic and fully diluted | \$ (0.01)   | \$ (0.07)   |  |
|  | =====   | =====   |  |

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|   |                    |                  |
|---|--------------------|------------------|
| Weighted-average number<br>of shares of common<br>stock outstanding | 1,250,090<br>===== | 419,449<br>===== |
|---|--------------------|------------------|

The financial information presented herein has been prepared by management without audit by independent certified public accountants. The accompanying notes are an integral part of these financial statements.

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Nevstar Corporation  
(a development stage enterprise)  
Statements of Cash Flows  
Three months ended September 30, 2007 and 2006  
Period from November 22, 2002 (date of bankruptcy  
settlement) through September 30, 2007

(Unaudited)

|   | Three months<br>ended<br>September 30,<br>2007<br>----- | Three months<br>ended<br>September 30,<br>2006<br>----- | Period<br>Novemb<br>2002 (d<br>bankr<br>settl<br>thro<br>Septem<br>20<br>----- |
|---|---|---|--|
| Cash Flows from Operating Activities  |   |   |  |
| Net Loss  | \$ (14,189)   | \$ (31,415)   | \$ (1,98   |
| Adjustments to reconcile net income to net cash<br>provided by operating activities |   |   |  |
| Depreciation  | --  | --  |  |
| Consulting expense related to issuance<br>of common stock at less than "fair value" | --  | --  | 1,73   |
| Gain on negotiated debt reduction in<br>pre-petition tax liabilities                | --  | --  | (5   |
| Increase (Decrease) in  |   |   |  |
| Accounts payable - trade  | 7,270   | 8,750   | (7   |
| Pre-petition tax liabilities  | --  | --  | (13  |
| Accrued interest payable  | 692   | 19,548  | 12   |
|   | -----   | -----   | -----  |
| Net cash used in operating activities   | (6,227)   | (3,117)   | (38  |
|   | -----   | -----   | -----  |
| Cash Flows from Investing Activities  | --  | --  |  |
|   | -----   | -----   | -----  |
| Cash Flows from Financing Activities  |   |   |  |

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|  |          |         |       |
|--|----------|---------|-------|
| Proceeds from sale of common stock                         | --       | --      | 29    |
| Proceeds from loans from stockholder                       | --       | 1,000   | 21    |
| Cash paid on loans from stockholder                        | --       | --      | (12)  |
|  | -----    | -----   | ----- |
| Net cash provided by financing activities                  | --       | 1,000   | 38    |
|  | -----    | -----   | ----- |
| <br>   |          |         |       |
| Increase (Decrease) in Cash and Cash Equivalents           | (6,227)  | (2,117) |       |
| Cash and cash equivalents at beginning of period           | 9,342    | 2,146   |       |
|  | -----    | -----   | ----- |
| Cash and cash equivalents at end of period                 | \$ 3,115 | \$ 29   | \$    |
|  | =====    | =====   | ===== |
| <br>   |          |         |       |
| Supplemental Disclosures of Interest and Income Taxes Paid |          |         |       |
| Interest paid during the period                            | \$ --    | \$ --   | \$ 1  |
|  | =====    | =====   | ===== |
| Income taxes paid (refunded)                               | \$ --    | \$ --   | \$    |
|  | =====    | =====   | ===== |
| <br>   |          |         |       |
| Supplemental Disclosures of                                |          |         |       |
| Non-Cash Investing and Financing Activities                |          |         |       |
| Conversion of note payable and accrued interest            |          |         |       |
| to stockholder into common stock                           | \$ --    | \$ --   | \$ 30 |
|  | =====    | =====   | ===== |

The financial information presented herein has been prepared by management without audit by independent certified public accountants. The accompanying notes are an integral part of these financial statements.

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Nevstar Corporation  
(a development stage enterprise)  
Notes to Financial Statements  
September 30, 2007 and 2006

Note A - Organization and Description of Business

Nevstar Corporation (Company) was incorporated under the laws of the State of Nevada on December 2, 1993 as Mesquite Gaming Corp. On October 3, 1995, the Company changed its name to NevStar Gaming Corporation and on September 18, 1997 changed its name to NevStar Gaming & Entertainment Corporation.

The Company was formed to acquire, develop, construct, own and manage hotel/casino projects. The Company's strategy was to concentrate its efforts on "niche" markets, such as "local" or "neighborhood" casinos. The Company obtained its license and related approvals from the Nevada Gaming Commission to conduct gaming at its initial hotel/casino, Mesquite Star Hotel and Casino (The Mesquite Star) in Mesquite, Nevada, pursuant to an Order of Registration dated June 23, 1998. On July 1, 1998, the Mesquite Star opened for business and the Company began receiving revenues from operations. The Mesquite Star was located on an approximately 25-acre property in Mesquite, Nevada.

On December 1, 1999, the Company filed a voluntary petition for relief under

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Chapter 11 (the First Chapter 11 Proceeding) in the United States Bankruptcy Court, District of Nevada (Bankruptcy Court), Case No. 99-19566RCJ. The Company acted as debtor in possession during the First Chapter 11 Proceeding. In part as a result of the objections of certain of the Company's secured creditors and the Bankruptcy Court's belief that the Company could not be successfully reorganized in view of such objections, the Bankruptcy Court dismissed the First Chapter 11 Proceeding on or about March 2, 2000.

On March 3, 2000, Randy Black (Black) was appointed by the District Court of Clark County, Nevada as receiver for the Company. On or about March 8, 2000, Black caused the casino to cease all meaningful operations and the casino was closed. The Company has not engaged in business operations since that date. Subsequently, Black acquired the first trust deed on the casino from the bank and he began foreclosure proceedings against the casino.

On July 10, 2000, the Company again filed a voluntary petition for relief under Chapter 11 (the Second Chapter 11 Proceeding) in the Bankruptcy Court, Case No. BK-S-00-15075-LBR. During the Second Chapter 11 Proceeding, the Company acted as debtor in possession. During the course of the Second Chapter 11 Proceeding, the Bankruptcy Court permitted Black to foreclose on the casino, which occurred on November 13, 2000. 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 holder, 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 was a total of 50,715,008 shares of common Stock outstanding after the issuance of shares under the Plan of Reorganization. The Plan of Reorganization authorized a reverse split of the Common Stock, which occurred on January 12, 2006. The effect of the reverse stock split is reflected in the accompanying financial statements as of the first day of the first period presented.

On September 6, 2005, the United States Bankruptcy Court, District of Nevada, issued a final decree in the Chapter 11 proceeding, formally removing the Company from the oversight of the Bankruptcy Court and ending all bankruptcy proceedings.

On October 11 2005, the Company entered into a Stock Purchase Agreement with Halter Financial Investments, L.P., a Texas limited partnership (HFI) pursuant to which the Company sold 250,000 newly issued, restricted post-reverse split shares (75,000,000 pre-reverse split shares) of its common stock to HFI, constituting a change of control of the Company.

The Company's emergence from Chapter 11 of Title 11 of the United States Code on November 22, 2002 created the combination of a change in majority ownership and voting control - that is, loss of control by the then-existing stockholders, a court-approved reorganization, and a reliable measure of the entity's fair value - resulting in a fresh start, creating, in substance, a new reporting entity. Accordingly, the Company, post bankruptcy, has no significant assets, liabilities or operating activities. Therefore, the Company, as a new reporting entity, qualifies as a "development stage enterprise" as defined in Statement of Financial Accounting Standard No. 7, as amended.

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(a development stage enterprise)  
Notes to Financial Statements - Continued  
September 30, 2007 and 2006

### Note A - Organization and Description of Business - Continued

The Company's post-bankruptcy business plan is to locate and combine with an existing, privately-held company which is profitable or, in management's view, has growth potential, irrespective of the industry in which it is engaged. However, the Company does not intend to combine with a private company which may be deemed to be an investment company subject to the Investment Company Act of 1940. A combination may be structured as a merger, consolidation, exchange of the Company's common stock for stock or assets or any other form which will result in the combined enterprise's becoming a publicly-held corporation.

As of the date of the accompanying financial statements and subsequent thereto, the Company does not have any operations.

### Note B - Preparation of Financial Statements

The Company follows the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and has a year-end of June 30.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts 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.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

During interim periods, the Company follows the accounting policies set forth in its annual audited financial statements filed with the U. S. Securities and Exchange Commission on its Annual Report on Form 10-KSB for the year ended June 30, 2007. The information presented within these interim financial statements may not include all disclosures required by generally accepted accounting principles and the users of financial information provided for interim periods should refer to the annual financial information and footnotes when reviewing the interim financial results presented herein.

In the opinion of management, the accompanying interim financial statements, prepared in accordance with the U. S. Securities and Exchange Commission's instructions for Form 10-QSB, are unaudited and contain all material adjustments, consisting only of normal recurring adjustments necessary to present fairly the financial condition, results of operations and cash flows of the Company for the respective interim periods presented. The current period results of operations are not necessarily indicative of results which ultimately will be reported for the full fiscal year ending June 30, 2008.



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### Note C - Going Concern Uncertainty

The Company has no post-bankruptcy operating history, limited cash on hand, no other operating assets and has a business plan with inherent risk. Because of these factors, the Company's auditors have issued an audit opinion on the Company's financial statements for each of the years ended June 30, 2007 and 2006, respectively, which includes a statement describing the Company's going concern status. Accordingly, in the Company's auditor's opinion substantial doubt exists about the Company's ability to continue as a going concern at the date of their opinion.

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Nevstar Corporation  
(a development stage enterprise)  
Notes to Financial Statements - Continued  
September 30, 2007 and 2006

### Note C - Going Concern Uncertainty - Continued

The Company's majority stockholder maintains the corporate status of the Company and has provided all nominal working capital support on the Company's behalf since the bankruptcy discharge date. Because of the Company's lack of operating assets, its continuance is fully dependent upon the majority stockholder's continuing support. The majority stockholder intends to continue the funding of nominal necessary expenses to sustain the corporate entity.

The Company's continued existence is dependent upon its ability to generate sufficient cash flows from operations to support its daily operations as well as provide sufficient resources to retire existing liabilities and obligations on a timely basis. The Company faces considerable risk in its business plan. If no additional operating capital is received during the next twelve months, the Company will be forced to rely on existing cash in the bank and additional funds loaned by management and/or significant stockholders. In the event, the Company is unable to acquire advances from management and/or significant stockholders, the Company's ongoing operations would be negatively impacted.

The Company's business plan is to seek an acquisition or merger with a private operating company which offers an opportunity for growth and possible appreciation of our stockholders' investment in the then issued and outstanding common stock. However, there is no assurance that the Company will be able to successfully consummate an acquisition or merger with a private operating company or, if successful, that any acquisition or merger will result in the appreciation of our stockholders' investment in the then outstanding common stock.

The Company remains dependent upon additional external sources of financing; including being dependent upon its management and/or significant stockholders to provide sufficient working capital in excess of the Company's initial capitalization to preserve the integrity of the corporate entity.

The Company anticipates offering future sales of equity securities. However, there is no assurance that the Company will be able to obtain additional funding through the sales of additional equity securities or, that such funding, if available, will be obtained on terms favorable to or affordable by the Company.

It is the intent of management and significant stockholders to provide sufficient working capital necessary to support and preserve the integrity of

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the corporate entity. However, no formal commitments or arrangements to advance or loan funds to the Company or repay any such advances or loans exist. There is no legal obligation for either management or significant stockholders to provide additional future funding.

### Note D - Summary of Significant Accounting Policies

#### 1. Cash and cash equivalents

-----

For Statement of Cash Flows purposes, the Company considers all cash on hand and in banks, certificates of deposit and other highly-liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents.

#### 2. Income Taxes

-----

The Company uses the asset and liability method of accounting for income taxes. At September 30, 2007 and 2006, respectively, the deferred tax asset and deferred tax liability accounts, as recorded when material to the financial statements, are entirely the result of temporary differences. Temporary differences represent differences in the recognition of assets and liabilities for tax and financial reporting purposes.

As of September 30, 2007 and 2006, the deferred tax asset related to the Company's net operating loss carryforward is fully reserved. Due to the provisions of Internal Revenue Code, the Company may have no net operating loss carryforwards available to offset financial statement or tax return taxable income in future periods as a result of a change in control involving 50 percentage points or more of the issued and outstanding securities of the Company.

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Nevstar Corporation  
(a development stage enterprise)  
Notes to Financial Statements - Continued  
September 30, 2007 and 2006

### Note D - Summary of Significant Accounting Policies - Continued

#### 3. Earnings (loss) per share

-----

Basic earnings (loss) per share is computed by dividing the net income (loss) available to common shareholders by the weighted-average number of common shares outstanding during the respective period presented in our accompanying financial statements.

Fully diluted earnings (loss) per share is computed similar to basic income (loss) per share except that the denominator is increased to include the number of common stock equivalents (primarily outstanding options and warrants).

Common stock equivalents represent the dilutive effect of the assumed exercise of the outstanding stock options and warrants, using the treasury

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stock method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the common stock equivalents are considered dilutive based upon the Company's net income (loss) position at the calculation date.

At September 30, 2007 and 2006, and subsequent thereto, the Company had no outstanding common stock equivalents.

#### 4. Pending and/or New Accounting Pronouncements

-----

In July 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes (FIN 48)". This interpretation requires the recognition and measurement of uncertain income tax positions using a "more-likely-than-not" approach. The provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006. The adoption of this accounting pronouncement did not have a material effect on its financial statements.

The Company is also of the opinion that any other pending accounting pronouncements, either in the adoption phase or not yet required to be adopted, will not have a significant impact on the Company's financial position or results of operations.

#### Note E - Fair Value of Financial Instruments

The carrying amount of cash, accounts payable and notes payable, as applicable, approximates fair value due to the short term nature of these items and/or the current interest rates payable in relation to current market conditions.

Interest rate risk is the risk that the Company's earnings are subject to fluctuations in interest rates on either investments or on debt and is fully dependent upon the volatility of these rates. The Company does not use derivative instruments to moderate its exposure to interest rate risk, if any.

Financial risk is the risk that the Company's earnings are subject to fluctuations in interest rates or foreign exchange rates and are fully dependent upon the volatility of these rates. The company does not use derivative instruments to moderate its exposure to financial risk, if any.

#### Note F - Pre-Petition Tax Liabilities

Certain pre-petition tax liabilities to the Nevada Department of Taxation were agreed to be retired, pursuant to the Bankruptcy Code and stipulations entered into between the parties and the Company, plus interest at 5% in quarterly payments ending September 2009. The Company settled this debt for \$85,000 cash on April 9, 2007 and recognized an approximate \$44,580 gain on debt extinguishment.

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Nevstar Corporation  
(a development stage enterprise)  
Notes to Financial Statements - Continued  
September 30, 2007 and 2006

Note F - Pre-Petition Tax Liabilities - Continued

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During the quarter ended December 31, 2005, the Company reached a settlement agreement with the Nevada Gaming Commission and paid approximately \$51,220 as a "settlement in full" on the outstanding debt, resulting in an approximate \$9,985 gain on debt extinguishment.

### Note G - Line of Credit Notes Payable to Shareholders

W/F Investment Corp.  
-----

The Company had a \$250,000 revolving line of credit with W/F Investment Corp (W/F), a company stockholder and key participant in the Company's Plan of Reorganization in the Second Chapter 11 Proceeding. Proceeds from this Line of Credit were used to pay the Company's obligations, including the bankruptcy related allowed administrative expenses, accounting, legal and related expenses. The Line of Credit bore interest at prime plus 2%, payable monthly. The Line of Credit was due October 31, 2007.

On November 17, 2006, the Company satisfied the terms and conditions of a Settlement and Stock Issuance Agreement with W/F with the payment of \$100,000 cash and the issuance of 107,000 shares of restricted common stock to settle the Company's aggregate debt obligation of approximately \$501,946. The form and terms of the agreement were agreed upon as part of the October 2005 change in control transaction as disclosed in the Company's Current Report on Form 8-K filed with the SEC on October 12, 2005.

Halter Financial Investments, LP  
-----

The Company and Halter Financial Investments, LP (HFI), an entity controlled by the Company's President and Chief Executive Officer, have acknowledged that outside funds are necessary to support the corporate entity and comply with the periodic reporting requirements of the Securities Exchange Act of 1934, as amended. To this end, HFI has agreed to lend the Company up to \$50,000 with a maturity period not to exceed two (2) years from the initial funding date at an interest rate of 6.0% per annum. Through September 30, 2007 and 2006, respectively, HFI has advanced approximately \$45,753 and \$8,500, respectively, under this agreement, with an initial scheduled maturity date in May 2008.

### Note H - Income Taxes

The components of income tax (benefit) expense for each of the three month periods ended September 30, 2007 and 2006 and for the period from November 22, 2002 (date of bankruptcy settlement) through September 30, 2007 is as follows:

|          | Three months<br>ended<br>September 30,<br>2007 | Three months<br>ended<br>September 30,<br>2006 | Period from<br>November 22, 2002<br>(date of bankruptcy<br>settlement) through<br>September 30,<br>2007 |
|----------|--|--|---|
|          | -----  | -----  | -----   |
| Federal: |  |  |   |
| Current  | \$   --  | \$   --  | \$   --   |
| Deferred | --   | --   | --  |
|          | -----  | -----  | -----   |
|          | --   | --   | --  |
|          | -----  | -----  | -----   |

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|          |       |       |       |
|----------|-------|-------|-------|
| State:   |       |       |       |
| Current  | --    | --    | --    |
| Deferred | --    | --    | --    |
|          | ----- | ----- | ----- |
|          | --    | --    | --    |
|          | ----- | ----- | ----- |
| Total    | \$ -- | \$ -- | \$ -- |
|          | ===== | ===== | ===== |

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Nevstar Corporation  
(a development stage enterprise)  
Notes to Financial Statements - Continued  
September 30, 2007 and 2006

Note H - Income Taxes - Continued

As a result of a October 28, 2005 change in control, the Company has a net operating loss carryforward of approximately \$55,000 to offset future taxable income. The amount and availability of any net operating loss carryforwards may be subject to limitations set forth by the Internal Revenue Code. Factors such as the number of shares ultimately issued within a three year look-back period; whether there is a deemed more than 50 percent change in control involving holders of 5.0% or more of the issued and outstanding shares of common stock; the applicable long-term tax exempt bond rate; continuity of historical business; and subsequent income of the Company all enter into the annual computation of allowable annual utilization of the carryforwards.

The Company's income tax expense (benefit) for each of the three month periods ended September 30, 2007 and 2006 and for the period from November 22, 2002 (date of bankruptcy settlement) through September 30, 2007 respectively, differed from the statutory federal rate of 34 percent as follows:

|   | Three months<br>ended<br>September 30,<br>2007 | Three months<br>ended<br>September 30,<br>2006 |
|---|--|--|
|   | -----  | -----  |
| Statutory rate applied to income before income taxes  | \$ (4,800)                                     | \$ (10,700)                                    |
| Increase (decrease) in income taxes resulting from:   |  |  |
| State income taxes  | --   | --   |
| Compensation expense related to common<br>stock issuances at less than "fair value"                   | --   | --   |
| Other, including reserve for deferred tax asset<br>and application of net operating loss carryforward | 4,800  | 10,700   |
|   | -----  | -----  |
| Income tax expense  | \$ --  | \$ --  |
|   | =====  | =====  |

No  
(da  
set

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The Company's available net operating loss carryforward, subsequent to the October 28, 2005 change in control, is approximately \$55,000 and gives rise to a deferred tax asset of approximately \$18,700 as of September 30, 2007. This deferred tax asset is fully reserved due to the uncertainty of its ultimate utilization, if any, in future periods.

### Note I - Common Stock Transactions

On November 17, 2006, the Company sold to HFI 723,641 shares of restricted common stock for approximately \$217,000 or \$0.30 per share. The transaction was effected pursuant to the terms of a Stock Purchase Agreement entered into by the Company and HFI on October 11, 2005. The purchase transaction was effected without registration in reliance upon Section 4(2) of the Securities Act of 1933. The form and terms of the purchase agreement were agreed upon as part of the October 2005 change in control transaction as disclosed in the Company's Current Report on Form 8-K filed with the SEC on October 12, 2005. As this selling price was substantially below the "fair value" of comparable transactions, the Company recognized a charge to operations for consulting expense of approximately \$1,736,700 equivalent to the difference between the established "fair value" of \$2.70 per share (as determined by the quoted closing price of the Company's common stock on the date of the transaction) and the selling price of \$0.30 per share.

On November 17, 2006, the Company satisfied the terms and conditions of a Settlement and Stock Issuance Agreement with W/F with the payment of \$100,000 cash and the issuance of 107,000 shares of restricted common stock to settle the Company's debt obligation to W/F of approximately \$501,946. The form and terms of the agreement were agreed upon as part of the October 2005 change in control transaction as disclosed in the Company's Current Report on Form 8-K filed with the SEC on October 12, 2005.

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## Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

### (1) Caution Regarding Forward-Looking Information

Certain statements contained in this quarterly filing, including, without limitation, statements containing the words "believes", "anticipates", "expects" and words of similar import, constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Such factors include, among others, the following: international, national and local general economic and market conditions; demographic changes; the ability of the Company to sustain, manage or forecast its growth; the ability of the Company to successfully make and integrate acquisitions; raw material costs and availability; new product development and introduction; existing government regulations and changes in, or the failure to comply with, government regulations; adverse publicity; competition; the loss of significant customers

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or suppliers; fluctuations and difficulty in forecasting operating results; changes in business strategy or development plans; business disruptions; the ability to attract and retain qualified personnel; the ability to protect technology; and other factors referenced in this and previous filings.

Given these uncertainties, readers of this Form 10-QSB and investors are cautioned not to place undue reliance on such forward-looking statements. The Company disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future events or developments.

### (2) Results of Operations, Liquidity and Capital Resources

Quarter Ended September 30, 2007 compared to September 30, 2006  
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The Company had no revenue for the respective three month periods ended September 30, 2007 and 2006, respectively.

During each of the three month periods ended September 30, 2007 and 2006, the Company recognized general operating expenses of approximately \$13,500 and \$11,900, respectively, which were directly related to the Company's compliance with the periodic reporting requirements of the Securities Exchange Act of 1934, as amended.

The Company accrued interest expense on pre-petition tax liabilities and the Line of Credit notes payable to stockholders totaled approximately \$700 and \$19,500 for each of the three month periods ended September 30, 2007 and 2006, respectively.

The Company does not expect to generate any meaningful revenue or incur operating expenses for purposes other than fulfilling the obligations of a reporting company under The Securities Exchange Act of 1934 unless and until such time that the Company's operating subsidiary begins meaningful operations.

At September 30, 2007, the Company had working capital of approximately \$(52,000).

It is the belief of management and significant stockholders that sufficient working capital necessary to support and preserve the integrity of the corporate entity will be present. However, there is no legal obligation for either management or significant stockholders to provide additional future funding. Should this pledge fail to provide financing, the Company has not identified any alternative sources. Consequently, there is substantial doubt about the Company's ability to continue as a going concern.

The Company's need for capital may change dramatically as a result of any business acquisition or combination transaction. There can be no assurance that the Company will identify any such business, product, technology or company suitable for acquisition in the future. Further, there can be no assurance that the Company would be successful in consummating any acquisition on favorable terms or that it will be able to profitably manage the business, product, technology or company it acquires.

### Plan of Business -----

#### General -----

The Company intends to locate and combine with an existing, privately-held company which is profitable or, in management's view, has growth potential,

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irrespective of the industry in which it is engaged. However, the Company does not intend to combine with a private company which may be deemed to be an investment company subject to the Investment Company Act of 1940. A combination

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may be structured as a merger, consolidation, exchange of the Company's common stock for stock or assets or any other form which will result in the combined enterprise's becoming a publicly-held corporation.

Pending negotiation and consummation of a combination, the Company anticipates that it will have, aside from carrying on its search for a combination partner, no business activities, and, thus, will have no source of revenue. Should the Company incur any significant liabilities prior to a combination with a private company, it may not be able to satisfy such liabilities as are incurred.

If the Company's management pursues one or more combination opportunities beyond the preliminary negotiations stage and those negotiations are subsequently terminated, it is foreseeable that such efforts will exhaust the Company's ability to continue to seek such combination opportunities before any successful combination can be consummated. In that event, the Company's common stock will become worthless and holders of the Company's common stock will receive a nominal distribution, if any, upon the Company's liquidation and dissolution.

### Combination Suitability Standards

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In its pursuit for a combination partner, the Company's management intends to consider only combination candidates which are profitable or, in management's view, have growth potential. The Company's management does not intend to pursue any combination proposal beyond the preliminary negotiation stage with any combination candidate which does not furnish the Company with audited financial statements for at least its most recent fiscal year and unaudited financial statements for interim periods subsequent to the date of such audited financial statements, or is in a position to provide such financial statements in a timely manner. The Company will, if necessary funds are available, engage attorneys and/or accountants in its efforts to investigate a combination candidate and to consummate a business combination. The Company may require payment of fees by such combination candidate to fund the investigation of such candidate. In the event such a combination candidate is engaged in a high technology business, the Company may also obtain reports from independent organizations of recognized standing covering the technology being developed and/or used by the candidate. The Company's limited financial resources may make the acquisition of such reports difficult or even impossible to obtain and, thus, there can be no assurance that the Company will have sufficient funds to obtain such reports when considering combination proposals or candidates. To the extent the Company is unable to obtain the advice or reports from experts, the risks of any combined enterprise's being unsuccessful will be enhanced. Furthermore, to the knowledge of the Company's officers and directors, neither the candidate nor any of its directors, executive officers, principal stockholders or general partners:

- (1) will have been convicted of securities fraud, mail fraud, tax fraud, embezzlement, bribery, or a similar criminal offense involving misappropriation or theft of funds, or be the subject of a pending investigation or indictment involving any of those offenses;
- (2) will have been subject to a temporary or permanent injunction or restraining order arising from unlawful transactions in securities, whether



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as issuer, underwriter, broker, dealer, or investment advisor, may be the subject of any pending investigation or a defendant in a pending lawsuit arising from or based upon allegations of unlawful transactions in securities; or

- (3) will have been a defendant in a civil action which resulted in a final judgement against it or him awarding damages or rescission based upon unlawful practices or sales of securities.

The Company's officers and directors will make these determinations by asking pertinent questions of the management of prospective combination candidates. Such persons will also ask pertinent questions of others who may be involved in the combination proceedings. However, the officers and directors of the Company will not generally take other steps to verify independently information obtained in this manner which is favorable. Unless something comes to their attention which puts them on notice of a possible disqualification which is being concealed from them, such persons will rely on information received from the management of the prospective combination candidate and from others who may be involved in the combination proceedings.

### Item 3 - Controls and Procedures

#### (a) Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (Exchange Act), as of September 30, 2007. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective in alerting them on a timely basis to material information

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relating to our Company required to be included in our reports filed or submitted under the Exchange Act.

#### (b) Changes in Internal Controls

There were no significant changes (including corrective actions with regard to significant deficiencies or material weaknesses) in our internal controls over financial reporting that occurred during the quarter ended September 30, 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### Part II - Other Information

#### Item 1 - Legal Proceedings

None

#### Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds

None

#### Item 3 - Defaults on Senior Securities

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None

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

The Company has held no regularly scheduled, called or special meetings of stockholders during the reporting period.

Item 5 - Other Information

None

Item 6 - Exhibits

Exhibits

- 31.1 Certification pursuant to Section 302 of Sarbanes-Oxley Act of 2002
- 32.1 Certification pursuant to Section 906 of Sarbanes-Oxley Act of 2002

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Nevstar Corporation

Dated: October 29, 2007

/s/ Timothy P. Halter

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Timothy P. Halter  
President, Chief Executive Officer  
Chief Financial Officer and Director