

Jupiter Global Holdings Corp  
Form 10QSB  
September 21, 2005

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10QSB**

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

For the quarterly period ended March 31, 2005

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

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

Commission File No. **000-27233**

**JUPITER GLOBAL HOLDINGS, CORP.**

(Exact name of Registrant as specified in its charter)

**NEVADA**

(State or other jurisdiction of incorporation or organization)

**98-0204736**

(I.R.S. Employer Identification Number)

**62 W. 8<sup>th</sup> Avenue, 4<sup>th</sup> Floor**

**Vancouver, British Columbia, Canada**

(Address of principal executive offices)

**V5Y 1M7**

(Zip Code)

Issuer's telephone number, including area code: **(604) 682-6541**

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 ( ) No ( X )

State the number of shares outstanding of each of the issuer's classes of common equity, as of the last practicable date.

Class  
\$0.0001 par value Common Stock

Outstanding as of March 31, 2005  
219,909,772

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Transitional Small Business Disclosure Format (check one): Yes [ ] No [ X ]

**PART 1 - FINANCIAL INFORMATION**

**Item 1. Financial Statements**

The accompanying unaudited financial statements have been prepared in accordance with the instructions to Form 10-QSB and Item 310 (b) of Regulation S-B, and, therefore, do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, cash flows, and stockholders' equity in conformity with generally accepted accounting principles. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the three months ended March 2005 are not necessarily indicative of the results that can be expected for the year ending December 31, 2005.

**JUPITER GLOBAL HOLDINGS CORP.**  
**(Formerly Livestar Entertainment Group Inc.)**

**INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**MARCH 31, 2005**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

**JUPITER GLOBAL HOLDINGS CORP.**  
**(Formerly Livestar Entertainment Group Inc.)**

**INTERIM CONSOLIDATED BALANCE SHEETS**  
**(Stated in U.S. Dollars)**

|   | <b>MARCH 31</b> | <b>DECEMBER 31</b> |
|---|-----------------|--------------------|
|   | <b>2005</b>     | <b>2004</b>        |
|   | <hr/>           | <hr/>              |
| <b>ASSETS</b>   |                 |                    |
| <b>Current</b>  |                 |                    |
| Cash  | \$ -            | \$ 8,240           |
| Goods and Services Tax recoverable  | 6,700           | 3,757              |
| Prepaid expense, advances and others  | 874,562         | 8,496              |
|   | <hr/>           | <hr/>              |
|   | 881,262         | 20,493             |
| <b>Investments (Note 5)</b>   | 420,000         | -                  |
| <b>Capital Assets</b>   | 3,114           | 5,972              |
|   | <hr/>           | <hr/>              |
|   | \$ 1,304,376    | \$ 26,465          |
|   | <hr/>           | <hr/>              |
| <b>LIABILITIES</b>  |                 |                    |
| <b>Current</b>  |                 |                    |
| Bank Indebtedness   | \$ 1,253        | \$ -               |
| Accounts payable and accrued liabilities  | 2,356,055       | 2,306,523          |
| Loans and advances payable (Note 4)   | 1,211,898       | 738,581            |
|   | <hr/>           | <hr/>              |
|   | 3,569,206       | 3,045,104          |
|   | <hr/>           | <hr/>              |
| <b>STOCKHOLDERS' DEFICIENCY</b>   |                 |                    |
| <b>Share Capital</b>  |                 |                    |
| Authorized:   |                 |                    |
| 10,000,000,000 common shares, par value \$0.0001 per share                      |                 |                    |
| 200,000,000 preferred shares, par value \$0.0001 per share                      |                 |                    |
| Issued and outstanding:   |                 |                    |
| 219,909,772 common shares at March 31, 2005 and 27,569,926 at December 31, 2004 |                 |                    |
|   | 21,991          | 2,757              |

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|  |                            |                         |
|--|----------------------------|-------------------------|
| 80,060,000 series B preferred shares and<br>1 Series A preferred share at March 31,<br>2005, and December 31, 2004 | <b>8,006</b>               | 8,006                   |
| Additional paid-in capital   | <b>7,159,177</b>           | <b>5,818,445</b>        |
| <b>Deficit</b>   | <b>(9,454,004)</b>         | <b>(8,847,847)</b>      |
|  | <b>(2,264,830)</b>         | <b>(3,018,639)</b>      |
|  | <u><b>\$ 1,304,376</b></u> | <u><b>\$ 26,465</b></u> |

The accompanying notes are an integral part of these consolidated financial statements.

**JUPITER GLOBAL HOLDINGS CORP.**  
**(Formerly Livestar Entertainment Group Inc.)**

**INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

|   | <b>THREE MONTHS ENDED</b>   |                             |
|---|-----------------------------|-----------------------------|
|   | <b>MARCH 31</b>             |                             |
|   | <b>2005</b>                 | <b>2004</b>                 |
|   | <u>                    </u> | <u>                    </u> |
| <b>Revenue</b>  | <b>\$ 55</b>                | <b>\$ 58,100</b>            |
| <b>Expenses</b>   |                             |                             |
| Administrative services   | 8,402                       | 1,056                       |
| Amortization  | 2,858                       | 589                         |
| Consulting  | 204,240                     | 104,440                     |
| Equipment leases  | -                           | 9,401                       |
| Foreign exchange gain   | (4,584)                     | -                           |
| Investor relations  | 9,348                       | -                           |
| Marketing   | 1,550                       | 7,300                       |
| Media design  | -                           | 1,171                       |
| Office, rent and sundry   | 112,466                     | 28,809                      |
| Professional fees   | 57,830                      | 37,077                      |
| Travel  | 16,995                      | 23,593                      |
| Wages and benefits  | 197,107                     | 117,959                     |
|   | <u>606,212</u>              | <u>331,395</u>              |
| <b>Loss Before The Following</b>  | <b>(606,157)</b>            | <b>(273,295)</b>            |
| <b>Minority Interest In Loss Of<br/>Subsidiary</b>                                  | <b>(437)</b>                | <b>-</b>                    |
| <b>Losses in Excess of Equity in<br/>Subsidiary</b>                                 | <b>437</b>                  | <b>-</b>                    |
|   | <u>                    </u> | <u>                    </u> |
| <b>Net Loss For The Period</b>  | <b>\$ (606,157)</b>         | <b>\$ (273,295)</b>         |
| <b>Net Loss Per Share Before<br/>Discontinued Operations, Basic and<br/>diluted</b> | <b>\$ (0.01)</b>            | <b>\$ (2,135.12)</b>        |
| <b>Net Loss Per Share, Basic and diluted</b>  | <b>\$ (0.01)</b>            | <b>\$ (2,135.12)</b>        |
| <b>Weighted Average Number Of<br/>Common Shares Outstanding</b>                     | <b>137,862,804</b>          | <b>128</b>                  |

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The accompanying notes are an integral part of these consolidated financial statements.

**JUPITER GLOBAL HOLDINGS CORP.**  
**(Formerly Livestar Entertainment Group Inc.)**

**INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

**THREE MONTHS ENDED**  
**MARCH 31**

2005

2004

**Cash Flows From Operating**  
**Activities**

|  |              |              |
|--|--------------|--------------|
| Loss for the year from continuing operations | \$ (606,157) | \$ (273,295) |
|--|--------------|--------------|

**Adjustments To Reconcile Net Loss**  
**To Net Cash Used By Operating**  
**Activities**

|  |                  |                  |
|--|------------------|------------------|
| Amortization   | 2,858            | 589              |
| Stock based compensation   | 169,800          | 44,778           |
| Shares issued for expenses   | 30,905           | -                |
| Beneficial conversion feature of convertible notes recorded as interest expense (note 5) | 81,250           | -                |
| Accounts receivable  | -                | (4,580)          |
| Goods and Services Tax recoverable   | (2,943)          | (1,266)          |
| Prepaid Expense, advances and others   | (17,666)         | (6,939)          |
| Notes receivable   | -                | -                |
| Accounts payable and accrued liabilities   | 168,253          | 26,068           |
|  | <u>(173,700)</u> | <u>(214,645)</u> |

**Cash Flows From Investing Activities**

|                            |   |                  |
|----------------------------|---|------------------|
| Purchase of capital assets | - | (367)            |
| Advances receivable        | - | (117,979)        |
|                            | - | <u>(118,346)</u> |

**Cash Flows From Financing**  
**Activities**

|                            |                |                |
|----------------------------|----------------|----------------|
| Loans and advances payable | 57,217         | 89,654         |
| Shares issued for cash     | 106,990        | 267,521        |
|                            | <u>164,207</u> | <u>357,175</u> |

|                                    |                |               |
|------------------------------------|----------------|---------------|
| <b>(Decrease) Increase In Cash</b> | <b>(9,493)</b> | <b>24,184</b> |
|------------------------------------|----------------|---------------|

|                                  |              |               |
|----------------------------------|--------------|---------------|
| <b>Cash, Beginning Of Period</b> | <b>8,240</b> | <b>14,892</b> |
|----------------------------------|--------------|---------------|



|   |                   |                  |
|---|-------------------|------------------|
| <b>(Bank Indebtedness) Cash, End Of Period</b>                                | <b>\$ (1,253)</b> | <b>\$ 39,076</b> |
| <b>Supplemental Disclosure of Non Cash Financing and Investing Activities</b> |                   |                  |
| Debt issued for acquisition of investments                                    | \$ 420,000        | \$ -             |
| Shares issued for debt  | 118,721           | -                |
| Shares issued for deposit towards acquisition of investments                  | 840,000           | -                |
| <b>Supplemental Disclosure of Cash Flow Information</b>                       |                   |                  |
| Interest Paid   | \$ -              | \$ -             |
| Income Taxes Paid   | -                 | -                |

The accompanying notes are an integral part of these consolidated financial statements.

**JUPITER GLOBAL HOLDINGS CORP.**  
**(Formerly Livestar Entertainment Group Inc.)**

**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**MARCH 31, 2005**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

**1. BASIS OF PRESENTATION**

The unaudited consolidated financial statements as of March 31, 2005 included herein have been prepared 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 United States of America generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. It is suggested that these consolidated financial statements be read in conjunction with the December 31, 2004 audited consolidated financial statements and notes thereto.

**2. STOCK OPTIONS AND WARRANTS OUTSTANDING**

a) Stock options

As at March 31, 2005, options were outstanding for the purchase of common shares as follows:

| <b>NUMBER<br/>OF<br/>SHARES</b> | <b>PRICE<br/>PER<br/>SHARE</b> | <b>EXPIRY<br/>DATE</b> |
|---------------------------------|--------------------------------|------------------------|
| 1,235,000                       | \$ 0.009                       | November 20, 2014      |
| 23,104,600                      | \$ 0.011                       | November 29, 2014      |
| 12,000,000                      | \$ 0.029                       | February 17, 2015      |
| <b>36,339,600</b>               |                                |                        |

In accordance with the vesting provisions of these agreements, 36,339,600 stock options are exercisable at March 31, 2005.

**JUPITER GLOBAL HOLDINGS CORP.**  
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**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**MARCH 31, 2005**  
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**2. STOCK OPTIONS AND WARRANTS OUTSTANDING (CONT.)**

A summary of the changes in stock options for the period ended March 31, 2005 is presented below:

|                            | <b>NUMBER<br/>OF<br/>OPTIONS</b> | <b>GRANT DATE<br/>WEIGHTED<br/>AVERAGE<br/>EXERCISE PRICE</b> |
|----------------------------|----------------------------------|---|
| Balance, December 31, 2002 | 14                               | \$ 320,000  |
| Granted                    | 34                               | 14,209  |
| Exercised                  | (31)                             | (14,697)  |
| Expired / Cancelled        | (10)                             | (368,000)   |
| Balance, December 31, 2003 | 7                                | 126,215   |
| Granted                    | 51,076,534                       | 0.08  |
| Exercised                  | (12,356,802)                     | (0.23)  |
| Expired / Cancelled        | (1,060,137)                      | (0.62)  |
| Balance, December 31, 2004 | 37,659,602                       | \$ 0.02   |
| Granted                    | 12,000,000                       | 0.03  |
| Exercised                  | (13,320,000)                     | 0.01  |
| Expired / Cancelled        | (2)                              | 200,000   |
| Balance, March 31, 2005    | 36,339,600                       | 0.01  |

**JUPITER GLOBAL HOLDINGS CORP.**  
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**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**MARCH 31, 2005**  
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**(Stated in U.S. Dollars)**

**2. STOCK OPTIONS AND WARRANTS OUTSTANDING (CONT.)**

b) Share Purchase Warrants

As at March 31, 2005, share purchase warrants were outstanding for the purchase of common shares as follows:

| NUMBER<br>OF SHARES | PRICE<br>PER SHARE | EXPIRY DATE           |
|---------------------|--------------------|-----------------------|
| 1                   | \$ 20,000          | May 28,<br>2006       |
| 2                   | \$ 50,000          | July 15, 2005         |
| 2                   | \$ 100,000         | July 15, 2005         |
| 2                   | \$ 120,000         | May 28,<br>2005       |
| 2                   | \$ 400,000         | April 30,<br>2005     |
| 1                   | \$ 400,000         | May 16,<br>2005       |
| 1                   | \$ 800,000         | May 16,<br>2005       |
| 1                   | \$ 1,000,000       | May 16,<br>2005       |
| 1                   | \$ 1,500,000       | May 16,<br>2005       |
| 2                   | \$ 6,000,000       | September<br>17, 2006 |
| <b>15</b>           |                    |                       |

The shares above underlie a total of 15 warrants and they expire between May 16, 2005 and September 17, 2006.

A summary of the changes in share purchase warrants for the year ended March 31, 2005 is presented below:

| NUMBER<br>OF | WEIGHTED<br>AVERAGE<br>EXERCISE |
|--------------|---------------------------------|
|--------------|---------------------------------|

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|                            | <u>SHARES</u> | <u>PRICE</u> |
|----------------------------|---------------|--------------|
| Balance, December 31, 2001 | 24            | \$ 1,208,333 |
| Granted                    | 20            | 488,000      |
| Exercised                  | (2)           | (400,000)    |
| Cancelled                  | (1)           | (120,000)    |
|                            | <u>41</u>     |              |
| Balance, December 31, 2002 | 41            | 922,927      |

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**(Unaudited)**  
**(Stated in U.S. Dollars)**

**2. STOCK OPTIONS AND WARRANTS OUTSTANDING (CONT.)**

b) Share Purchase Warrants (cont.)

|                            |                   |                     |
|----------------------------|-------------------|---------------------|
| Balance, December 31, 2002 | 41                | 922,927             |
| Granted                    | 1                 | 20,000              |
|                            | <u>          </u> |                     |
| Balance, December 31, 2003 | 42                | 901,429             |
| Cancelled                  | (20)              | (810,000)           |
|                            | <u>          </u> |                     |
| Balance, December 31, 2004 | 22                | \$ 984,545          |
| Cancelled                  | (7)               | 657,143             |
|                            | <u>          </u> |                     |
| Balance, March 31, 2005    | 15                | <u>\$ 1,137,333</u> |

**3. STOCK BASED COMPENSATION**

During the period ended March 31, 2005, the Company granted stock options to officers and employees to acquire up to 12,000,000 shares of common stock at a weighted average exercise prices of \$0.029 per share, expiring in February 2015. All of these options vest immediately.

The fair value of the options granted during the period was estimated at the date of grant using the Black-Scholes option pricing model with the following assumptions: risk free interest rate of 2.40%, expected volatility of 94%, an expected option life of 20 weeks, and no expected dividends. Had the Company determined compensation cost based on the fair value at the date of grant for its employees stock options, the net loss would have increased by \$78,404 for the period ended March 31, 2005. During the period ended March 31, 2005, the Company recognized stock based compensation for the intrinsic value of employee awards in the amount of \$169,800.

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**3. STOCK BASED COMPENSATION (CONT.)**

|   | <u>2005</u>         | <u>2004</u>          |
|---|---------------------|----------------------|
| Net loss, as reported   | \$ (606,157)        | \$ (273,295)         |
| Add: Stock based compensation expense included in net loss, as reported     | 198,545             | 44,778               |
| Deduct: Stock based compensation expense determined under fair value method | (276,949)           | (106,516)            |
| Net loss, pro-forma   | <u>\$ (684,561)</u> | <u>\$ (335,033)</u>  |
| Net loss per share (basic and diluted), as reported                         | <u>\$ (0.01)</u>    | <u>\$ (2,135.12)</u> |
| Net loss per share (basic and diluted), pro-forma                           | <u>\$ (0.01)</u>    | <u>\$ (2,617.45)</u> |

**4. LOANS AND ADVANCES PAYABLE**

All loans and advances payable are past due or are repayable within one year and are unsecured. As at the period ended March 31, 2005, loans and advances consisted of:

|                                  | <u>2005</u>    | <u>2004</u>    |
|----------------------------------|----------------|----------------|
| Convertible Loans & Advances     |                |                |
| - past due                       | \$ 340,718     | \$ 285,788     |
| - due within one year            | 275,264        | 226,576        |
| Non Convertible Loans & Advances | <u>595,916</u> | <u>226,217</u> |

|                                |                     |                   |
|--------------------------------|---------------------|-------------------|
| Total Loans & Advances Payable | <b>\$ 1,211,898</b> | <b>\$ 738,581</b> |
|--------------------------------|---------------------|-------------------|

The past due convertible loans and advances were issued in the years ended December 31, 2004, 2002 and 2001. They are now past due. The holders have not demanded payment. The amounts are non-interest bearing and are convertible at the option of the holder.



**JUPITER GLOBAL HOLDINGS CORP.**  
(Formerly Livestar Entertainment Group Inc.)

**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**MARCH 31, 2005**  
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(Stated in U.S. Dollars)

**4. LOANS AND ADVANCES PAYABLE (CONT.)**

a) Of the Loans and Advances that are not convertible into Common Stock, additional details have been listed below:

|  | <b>2005<br/>AMOUNT</b> | <b>2004<br/>AMOUNT</b> |
|--|------------------------|------------------------|
| Bears no interest  | \$ 452,079             | \$ 81,385              |
| Bears no interest, with Loan fee<br>of \$10,500                | 65,500                 | 65,500                 |
| Bears an interest rate of 10%<br>and with loan fees of \$6,000 | 60,000                 | 62,000                 |
| Accrued Loan Fees on<br>Convertible Debt                       | 11,919                 | 13,100                 |
| Accrued Interest to be paid on<br>Convertible Debt             | 6,418                  | 4,232                  |
| <b>Total Loan &amp; Advances<br/>Payable - non convertible</b> | <b>\$ 595,916</b>      | <b>\$ 226,217</b>      |

b) All of the Loans and Advances convertible into Common Stock are convertible only at the option of the holder. Additional details are listed below:

|  | <b>2005<br/>AMOUNT</b> | <b>2004<br/>AMOUNT</b> |
|--|------------------------|------------------------|
| Convertible at a rate to be agreed<br>between the Company and the holder<br>within 48 hrs of holder's request for<br>conversion, bears interest rate of 5% | \$ 102,000             | \$ 102,000             |
| Convertible at a rate to be agreed<br>between the Company and the holder<br>within 48 hrs of request for conversion,<br>bears no interest rate             | 122,688                | 114,500                |
| Convertible at a rate to be mutually<br>agreed between the Company and the<br>holder, bears no interest rate   | 10,076                 | 10,076                 |
|  | <b>1,843</b>           | <b>1,855</b>           |

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|  |                   |                   |
|--|-------------------|-------------------|
| Convertible at \$0.02 per share, bears no interest                     |                   |                   |
| Convertible at \$0.12 per share, bears no interest                     | <b>12,401</b>     | 12,479            |
| Convertible after June 30, 2006 at \$0.02 per share, bears no interest | <b>156,818</b>    | 160,796           |
| Convertible after June 30, 2006 at \$0.05 per share, bears no interest | <b>110,156</b>    | 110,658           |
| Convertible at Feb 16, 2005 at \$0.016 per share, bears 8% interest    | <b>100,000</b>    | -                 |
|  | <hr/>             | <hr/>             |
| Convertible loans and advances   | <b>\$ 615,982</b> | <b>\$ 512,364</b> |
|  | <hr/>             | <hr/>             |

**JUPITER GLOBAL HOLDINGS CORP.**  
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- b) \$338,016 of the convertible loans and advances are due to related parties.

The fair value of the convertible notes and advances at March 31, 2005, and December 31, 2004 is not determinable due to uncertainties relating to the timing and nature of eventual settlement.

c) Emerging Issues Task Force Release Nos. 98-5 and 00-27 state that any embedded beneficial conversion features present in convertible securities should be valued separately at issuance. The embedded beneficial conversion feature should be recognized and measured by allocating a portion of the proceeds equal to the intrinsic value of that feature to additional paid-in capital. That amount should be calculated at the commitment date as the difference between the effective conversion price and the fair value of the common stock or other securities into which the security is convertible, multiplied by the number of shares into which the security is convertible. The Emerging Issues Task Force observed that in certain circumstances, the intrinsic value of the beneficial conversion feature may be greater than the proceeds allocated to the convertible instrument. In those situations, the amount of the discount assigned to the beneficial conversion feature is limited to the amount of the proceeds allocated to the convertible instrument. For convertible instruments that have a stated redemption date (such as term debt) the discount resulting from recording a beneficial conversion option should be accreted from the date of issuance to the stated redemption date of the convertible instrument. In the event of early conversion or default, the remaining discount would be recognized as interest expense during the period in which such early conversion or default occurs.

During the period ending March 31, 2005, the Company recorded a discount on a convertible debenture in the amount of \$81,250. This amount has been accreted to interest expense.

**5. INVESTMENTS**

a) In January 2005, the Company entered into an Agreement and Plan of Acquisition to acquire 60% of the issued and outstanding shares of Promo Staffing.com LLC. ("Promo Staffing") of Miami, Florida. A consideration of 92,307,692 shares of common stock valued at \$840,000 was issued to the sole shareholder of Promo Staffing as a deposit for the acquisition. The common stock was held by the attorney for the Company until the Company and Promo Staffing finalized the valuation of Promo Staffing.

In April 2005, the Company entered into an Amended and Restated Agreement and Plan of Acquisition to acquire 60% of the issued and outstanding shares of "Promo Staffing". Consideration for the acquisition will consist of the issuance of 64,615,352 shares of common stock to the sole shareholder of Promo Staffing valued at \$588,000. As per the Amended and Restated Agreement and Plan of Acquisition, 27,692,341 common shares previously held with the attorney of the Company were cancelled and returned to the authorized capital of the Company. Per the agreement, the Company is responsible for providing audited financial statements of Promo Staffing within 75 days of closing.

b) Pursuant to the Joint Venture agreement dated December 28, 2004 between the Company and an unrelated company Global Bancorp Inc (“Global”), the Company is committed to acquire 800 shares of VOXBOX Telecom Inc. (“VOXBOX”), a Nevada incorporated company for cash consideration of \$40,000. In addition, the Company agreed to purchase an additional 8,400 shares of VOXBOX for \$420,000 cash over a twelve-month period beginning upon the establishment of VOXBOX. Pursuant to this agreement, in February 2005, the Company issued a \$420,000 Promissory Note to VOXBOX Telecom for the delivery of 8,400 shares. In May 2005, the Company completed the purchase of 800 shares of VOXBOX as agreed.

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Pursuant to a stock purchase agreement dated June 16, 2005 between the Company and Global, the Company subsequently sold the 800 shares of VOXBOX and the right to purchase the additional 8,400 shares of VOXBOX back to Global in exchange for 5,000,000 common shares of Global which were valued at \$50,000, and rights to purchase up to 50% of the issued and outstanding common shares of Global up to June 16, 2008.

**6. RELATED PARTY TRANSACTIONS**

- a) Included in accounts payable at March 31, 2005 is \$536,753 (December 31, 2004 - \$523,203) owing to directors or companies controlled by directors.
- b) Included in loans and advances payable at March 31, 2005 is \$338,016 (December 31, 2004 - \$351,289) owing to directors or companies controlled by directors.
- c) During the period ended March 31, 2005, the Company incurred \$52,500 (March 31, 2004 - \$Nil) in consulting and business development expenses with directors.
- d) During the period ended March 31, 2005, the Company incurred \$12,710 (March 31, 2004 - \$Nil) in administration, office, and equipment rental expenses with a company controlled by a director.

**7. SUBSEQUENT EVENT**

- a) Subsequent to March 31, 2005, the Company granted stock options to employees to acquire up to 2,180,000,000 shares of common stock at various exercise prices between \$0.0003 and \$0.025 per share. Of the stock options granted 160,000,000 have been cancelled, and 1,180,703,175 have been exercised providing proceeds to the Company of \$577,378.
- b) Subsequent to March 31, 2005, the Company issued 45,500,000 common shares for consulting services provided in the amount of \$22,800.
- c) Subsequent to March 31, 2005, the Company has paid approximately CDN\$ 400,000 of the CDN\$414,000 settlement of the business lease agreement for the Sequel Lounge Nightclub in Toronto, Canada.
- d) On September 13, 2005, the Company entered into a definitive Agreement and Plan of Acquisition with Macro Communications Inc. ("Macro") to acquire 80% of Macro (the "Shares") for the purchase consideration of \$2,000,000. An initial purchase consideration of \$70,000 is to be paid by the Company to Macro prior to the signing of the Agreement with a subsequent issuance of a Promissory Note for \$1,930,000. The Promissory Note shall be paid in monthly installments, with shares of Macro as security.

## **Item 2. Management's Discussion and Analysis or Plan of Operations**

### **Forward Looking Statements**

Except for the historical information and discussions contained herein, statements contained in this Form 10-QSB may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially, including any projections of earnings, revenues, or other financial items; any statements of the plans, strategies, and objectives of management for future operation; any statements concerning proposed new products, services, or developments, any statements regarding future economic conditions or performance, statements of belief, statements of assumptions underlying any of the foregoing and other risks, uncertainties and factors discussed elsewhere in this Form 10-QSB or in the Company's other filings with the Securities and Exchange Commission.

### **RESULTS OF OPERATIONS**

#### **FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2005**

For the three-month period ended March 31, 2005, the Company earned revenues of \$55. The revenues were related to interest earned from bank balances.

During the three month period ended March 31, 2005, the Company incurred operational expenses of \$606,212. These operating expenses included: consulting fees of \$204,240, \$197,107 in wages and benefits, and professional fees of \$57,830 for the three month period ending March 31, 2005. The company continues to incur significant consulting costs, which includes business development, in its effort to develop, refine and implement its business strategy and plan.

During the three month period ended March 31, 2005, the Company incurred a net loss from operations of \$606,157.

#### **FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2005, COMPARED TO THE THREE MONTH PERIOD ENDED MARCH 31, 2004.**

For the three month period ended March 31, 2005, the Company earned revenues of \$55, as compared to revenues of \$58,100 for the same period ended March 31, 2004. The revenues in 2005 are from interest revenue from bank balances.

For the three month period ended March 31, 2005, the Company incurred operational expenses of \$606,212, as compared to \$331,395 during the same period in 2004. These operating expenses included: consulting fees expenses of \$204,240 and \$104,440; wages & benefits of \$197,107 and \$117,959, and professional fees of \$57,830 and \$37,077 for the three month period ended March 31, 2005, and 2004, respectively. The increase in expenses from March 31, 2005 as compared to the same period in 2004 is due to the increased level of business development and compliance activities in the Company.

The Company incurred a net loss from operations of \$606,157 for the fiscal quarter ended March 31, 2005, as compared to \$273,295 for the same period in 2004.

### **Liquidity and Financial Condition As Of March 31, 2005**

We had cash-on hand of \$0 as of March 31, 2005.

In order to finance our acquisitions and developments, and our phases of implementation we plan to raise investment capital through the execution of a number of development finance strategies.

#### **FINANCING STRATEGIES**

In order to finance our acquisitions and developments, and our phases of implementation we plan to raise investment capital through the execution of the following finance strategy:

In order to finance its acquisitions and/or venture developments the Company may use its preferred or common stock to finance the acquisition or venture development or to raise the necessary capital for acquisition or venture development.

We also may fund our acquisitions or venture developments through the selling of a minority interest in the new acquisitions or venture developments through the sale of up to 49% of the equity or through limited partnerships under a direct investments strategy. This minority interest is hoped to be sold to either individual investors who wish to invest directly into one of our businesses. The Company hopes to establish an internal corporate finance department and external network or syndicate of investment advisors, investment bankers and broker dealers that will raise capital via the direct investments strategy. It is planned that investors under this strategy are planned to receive cash dividends and possibly some capital stock or warrants in the Company.

We believe that this direct investments strategy may enable us to achieve our goals with a hope over the long-term of reducing the potential dilution to our existing shareholders. By raising capital directly in each business we may not have to dilute the existing shareholders of JUPITER to any great extent to grow the business. As our cash producing businesses grow due to the planned implementation and hopeful success of this direct investments strategy we plan to utilize the available cash to pay for operations without having to use stock to pay for large and important operational items item such as staff and consultants.

The result of this is, that as our cash flow may grow as our dilution may slow. More specifically, we have developed comprehensive business and financial plans that result in our development of our businesses that should operate on a cash positive basis and without incurring substantial dilution to stockholders such that the Company can possibly increase its overall valuation substantially. This possible increase in the Company's overall valuation may be accomplished by using the positive cash flow to buy back the Company's common stock from the public float. There is no current plans to implement a stock buy back program, although one is intended over the long-term and will only be implemented based on the success of the foregoing and solely of the discretion of the Company's management and board of directors.

In addition to the above we plan we plan to invite direct investments into the Company to provide funds for general corporate purposes.

#### **CAPITAL REQUIREMENTS**

We believe that the Promo Staffing acquisition will require approximately a minimum of \$600,000 for the acquisition, plus approximately \$100,000 in legal, accounting and administrative expenses. In addition, our the VOXBOX venture development will require a minimum of another \$500,000 plus approximately \$100,000 in legal, accounting and administrative expenses.. This is a minimum total of approximately \$1,300,000 that will be required in the next quarter. In the following two quarters, we plan to execute one or two additional acquisitions or venture developments. We believe that the cost of a second and third acquisition or development project will be approximately a minimum of \$1,000,000 each and that approximately another \$100,000 minimum each will be required for the same purposes as listed above for the first acquisition or development and for working capital and general corporate purposes. The Company believes it will require approximately \$1,000,000 to continue productive development of its live events business unit, including the cost of live event acquisitions or development and their subsequent integration throughout the year of 2005. Thus, we anticipate needing a minimum of \$4,500,000 of investment capital during the balance of the fiscal year.

## CAPITAL ACQUIRING PLANS

Management plans on initiating a series of securities offerings to raise the investment capital needed to meet our acquisition and development plans. Although we will make efforts to minimize dilution to current shareholders, we may not be able to avoid significant dilution due to many factors, including but not limited to, the closing of financing at lower than the desired market price of the Company's common stock.

JUPITER hopes to secure the financing to satisfy the capital needs for each phase of its implementation plan through the execution of various funding methods, primarily financing through its direct investment strategy, private placement investments or debt financing. JUPITER hopes to achieve this by securing relationships with accredited individual investors, investment bankers, venture capitalists, and/or finance investment advisors that have the experience and relationships to aid JUPITER with its capital raising efforts. The source of the capital may be comprised of a mix of principal shareholders, private investors and venture capital companies.

If needed capital investment for our acquisitions or developments is not available, in whole or in part, we intend to delay the implementation plan regarding our acquisitions or development plans until sufficient investment capital becomes available. We cannot give any assurances that we will raise sufficient investment capital to meet the business plan. In addition to delays to the implementation plan regarding our acquisition or development plans due to insufficiency of investment capital, we may suffer other consequences, including but not limited to the following: We may have to significantly alter the scope of our business plan and subsequent capital requirements; We may have to suspend or discontinue operations of one or more of our business units or; we may have to suspend or discontinue operations of the Company if we become insolvent as a result.

Until planned acquisitions (current and future) and new venture developments begin to produce significant revenues and subsequent positive cash flow, we will be reliant on capital received from private placements, loans, and the exercise of options and warrants. Due to the depressed market for our securities, we may not be able avoid significant dilution to current shareholders. In addition, we expect to continue to retain certain management, staff and consultants, such as legal counsel, and may need to compensate these individuals through the issuance of our common stock as compensation. These stock based compensations may result in significant dilution to current shareholders due to the depressed market for our securities. We also continue to reduce or prevent collection of outstanding vendor debts and accounts with creditors, such as suppliers and consultants, which could result in litigation against the Company. There can be no guarantee that all of these negotiations will be successful and the outcome of these negotiations may include settlements in cash and/or issuance of common stock. These stock based settlements may result in significant dilution to current shareholders due to the depressed market for our securities. We plan on continuing to meet certain of our expenses through the issuance of our shares of common stock, which may cause additional and significant dilution to



existing shareholders due to the depressed market for our securities.

In February, 2005 the Company entered into a financing agreement whereby a lender may provide financing subject to potential milestones imposed on the Company by the lender being met. The Company received \$100,000 in February 2005 and issued a convertible promissory note to the lender. The note is convertible at the option of the holder into common shares of the Company at the conversion price of \$0.016 per share. The note is payable on February 16, 2006 and bears interest at 8% per annum.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

In March 2005, Nautilus Design Group, Inc. filed a lawsuit in the Toronto Small Claims Court in the city of Toronto, Ontario. The action concerned an alleged claim for unpaid invoices. The suit names the Company and two subsidiaries of the Company (Livestar Entertainment Canada, Inc. and 1615496 Ontario Ltd. ) as defendants. The amount of the lawsuit is \$5227.31 CDN, not including court imposed interest, costs and disbursements pursuant to Small Claims Court Rules.

In March 2005, FU Associates Ltd. filed a lawsuit in the Toronto Small Claims Court in the city of Toronto, Ontario. The action concerned an alleged claim for unpaid invoices. The suit names the Company and two subsidiaries of the Company (Livestar Entertainment Canada, Inc. and 1615496 Ontario Ltd.) as defendants. The amount of the lawsuit is \$8175.25 CDN, not including court imposed interest, costs and disbursements pursuant to Small Claims Court Rules.

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The Company believes that, as it grows revenue-producing operations and as it raises capital, we will have the resources to settle the abovementioned case and we have every intention of doing so if the lawsuits merit settlement. We are working to reduce or prevent collection litigation by creditors or others. Settlements in stock may result in unforeseen dilution to current shareholders.

### **Item 2. Changes in Securities**

#### **Recent Sales of Unregistered Securities**

None.

### **Item 3. Defaults upon Senior Securities**

None

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

None.

### **Item 5. Other Information**

In January 2005, the Company deregistered a total of 4,900,000,000 shares from its previously registration under Form S-8. These options and shares were to be issued pursuant to the EMPLOYEE STOCK INCENTIVE PLAN FOR THE YEAR 2004 NO. 6 and the NON-EMPLOYEE DIRECTORS AND CONSULTANTS RETAINER STOCK

PLAN FOR THE YEAR 2004 NO.3.

In January 2005, the Company entered into an Agreement and Plan of Acquisition to acquire 60% of the issued and outstanding shares of Promo Staffing.com LLC. ("Promo Staffing") of Miami, Florida.

In February 2005, the Company's wholly owned subsidiary 1614718 Ontario Inc. entered into a Settlement Agreement with 1485684 Ontario Limited in settlement of the business lease agreement (for the Sequel Nightclub) between the parties executed May 25, 2004. The Settlement Agreement was entered into by the Company to avoid litigation due to the discontinuation of operations. The Settlement agreement provides to 1614718 Ontario inc. to pay 1485684 Ontario Limited the sum of \$414,000 CDN.

In February 2005, the Company entered into a financing agreement whereby a lender may provide financing subject to potential milestones imposed on the Company by the lender being met. The Company received \$100,000 in February 2005 and issued a convertible promissory note to the lender. The note is convertible at the option of the holder into common shares of the Company at the conversion price of \$0.016 per share. The note is payable on February 16, 2006 and bears interest at 8% per annum.

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In February 2005, the Company signed a letter of intent in respect of an offer to purchase up to 80% of the equity in a private Georgia based company for \$1,360,000, subject to due diligence procedures being carried out and execution of a final agreement. The Letter of Intent was not consummated until the payment of a \$30,000 deposit which took place in June 2005.

In April 2005, the Company, entered into an Amended and Restated Plan of Acquisition Agreement for the acquisition of 60% of Promostatting.com LLC located in Miami, Florida ("Promo Staffing"). Although the Company contractually closed the transaction to acquire Promo Staffing, the Company anticipates that the transaction may have to be voided due to unforeseen delays that have caused disputes between the Company and Promo Staffing, specifically the Company's providing of financing post-closing to Promo Staffing, pursuant to the Agreement underlying the transaction. In addition, pursuant to the Agreement, the Company is responsible for providing audited financial statements of Promo Staffing within 75 days of the filing of the Form 8-K disclosing the acquisition. There have been delays in completion of the required audit as a result of delays caused by the accountants assigned to complete the Promo Staffing financial statements. Nonetheless, the Company is still working towards the filing of audited financial statements of Promo Staffing so that the transaction can be finalized in accordance with the rules of the Securities and Exchange Commission. The Company anticipates resolving any impending problems or disputes with Promo Staffing in order to overcome the issues that may result in a voiding of the transaction.

In May 2005, the Company entered into a share purchase agreement with Global Bancorp Inc. as per the terms of the Definitive Joint Venture Agreement between the Company and Global Bancorp Inc. dated December 28, 2004. Under the terms of the share purchase agreement the Company acquired 800 shares in the capital stock of VOXBOX Telecom Inc. from Global Bancorp Inc. Consideration for the purchase of the shares is \$40,000 USD previously advanced to Global Bancorp Inc. In addition, in satisfaction of the terms of the Definitive Joint Venture Agreement between the Company and Global Bancorp dated December 28, 2004 the Company issued a Promissory Note, in February 2005, to VOXBOX Telecom, Inc. in the face value of \$420,000 for the issuance of 8400 shares of VOXBOX Telecom, Inc.

In June 2005, the Company entered into a Stock Purchase Agreement between the Company and Global Bancorp, Inc., the Company sold to Global Bancorp, Inc. its entire holding of 9200 shares of VOXBOX Telecom, Inc. and a Promissory Note of a face value of \$420,000 owing to VOXBOX Telecom Inc. for 5,000,000 common shares of Global Bancorp, Inc. which were valued at \$50,000, and rights to purchase up to 50% of the issued and outstanding common shares of Global Bancorp, Inc. up to June 16, 2008.

In September 2005, the Company entered into a definitive Agreement and Plan of Acquisition with Macro Communications Inc. (“Macro”) to acquire 80% of Macro (the “Shares”) for the purchase consideration of \$2,000,000. An initial purchase consideration of \$70,000 is to be paid by the Company to Macro prior to the signing of the Agreement with a subsequent issuance of a Promissory Note for \$1,930,000. The Promissory Note shall be paid in monthly instalments, with shares of Macro as security.

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## **Item 6. Exhibits**

### **Exhibits**

31.1 Certification by CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification by CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification by CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification by CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

## **SIGNATURES**

In accordance with 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 authorised.

### **JUPITER Global Holdings, Corp.**

Dated: September 20, 2005

By: /s/ Ray Hawkins

Ray Hawkins, President and Chief Executive Officer

By: /s/ Edwin Kwong

Edwin Kwong, Principal Accounting Officer and Chief Financial Officer

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