

SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549

FORM 10-QSB

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

For the Quarterly Period ended: December 31, 1997

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

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

Commission file number 0-13215

JNS MARKETING, INC.

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

Colorado

84-0940146

-----  
(State or other jurisdiction of  
incorporation or organization)

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

1050 17th Street, Suite 1700, Denver, Colorado 80265

-----  
(Address of principal executive offices)

(303) 292-3883

(Issuer's telephone number)

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

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

As of December 31, 1997, 25,182,245 shares of common stock were outstanding.

Transitional Small Business Disclosure Format: Yes No X  
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PART I--FINANCIAL INFORMATION

Item 1. Financial Statements.  
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For financial information, please see the financial statements and the  
notes thereto, attached hereto and incorporated herein by this reference.

The financial statements have been prepared by JNS Marketing, Inc. without  
audit pursuant to the rules and regulations of the Securities and Exchange  
Commission. Certain information and footnote disclosures normally included in  
financial statements prepared in accordance with generally accepted accounting  
principles have been condensed or omitted as allowed by such rules and  
regulations, and management believes that the disclosures are adequate to make  
the information presented not misleading. These financial statements include all  
of the adjustments which, in the opinion of management, are necessary to a fair  
presentation of financial position and results of operations. All such  
adjustments are of a normal and recurring nature. These financial statements  
should be read in conjunction with the audited financial statements at September  
30, 1997, included in the Company's Form 10-KSB.

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

(a) Plan of Operation. JNS Marketing, Inc. (the "Company") intends to seek  
to acquire assets or shares of an entity actively engaged in business which  
generates revenues, in exchange for its securities. The Company has no  
particular acquisitions in mind and has not entered into any negotiations

regarding such an acquisition. As of the date of this report, the Company has no plans, arrangements, understandings or commitments with respect to any potential merger or acquisition, nor is the Company engaged in negotiations with respect to such matter.

If required to so do under relevant law, management of the Company will seek shareholder approval of a proposed merger or acquisition via a Proxy Statement. However, such approval would be assured where management supports such a business transaction because management presently controls sufficient shares of the Company to effectuate a positive vote on the proposed transaction. Further, a prospective transaction may be structured so that shareholder approval is not required, and such a transaction may be effectuated by the Board of Directors without shareholder approval. While any disclosure which may be provided to shareholders may include audited financial statements of such a target entity, there is no assurance that such audited financial statements will be available. The Board of Directors does intend to obtain certain assurances of value of the target entity assets prior to consummating such a transaction, with further assurances that an audited statement would be provided within 60 days after closing of such a transaction. Closing documents relative thereto will include representations that the value of the assets conveyed to or otherwise so transferred will not materially differ from the representations included in such closing documents, or the transaction will be voidable.

(b) Liquidity and Capital Resources. At December 31, 1997, the Company had no material cash or other assets with which to conduct operations. There can be no assurance that the Company will be able to complete its business plan and to exploit fully any business opportunity that management may be able to locate on behalf of the Company. Due to the lack of a specified business opportunity, the Company is unable to predict the period for which it can conduct operations. Accordingly, the Company will need to seek additional financing through loans, the sale and issuance of additional debt and/or equity securities, or other financing arrangements. Management of the Company and its counsel have advised that they will pay certain costs and expenses of the Company from their personal funds as interest free loans in order to facilitate development of the Company's business plan. Management believes that the Company has inadequate working capital to pursue any operations at this time; however, loans to the Company from management and its counsel may facilitate development of the business plan. For the foreseeable future, the Company through its management and counsel intend to pursue acquisitions as a means to develop the Company. The Company does not intend to pay dividends in the foreseeable future. As of the end of the reporting period, the Company had no material cash or cash equivalents. There was no significant change in working capital during this quarter.

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JNS MARKETING, INC.  
 (A Development Stage Company)  
 BALANCE SHEET

ASSETS

	December 31, 1997 ----- (unaudited)	September 30, 1997 ----- (audited)
CURRENT ASSETS:		
Cash	\$ 3,323 -----	\$ 2,138 -----
Total current assets	3,323 -----	2,138 -----
Total assets	\$ 3,323 =====	\$ 2,138 =====

LIABILITIES AND STOCKHOLDERS EQUITY

Current Liabilities:

Accounts Payable - shareholders	\$ 4,500 -----	\$ -- -----
Total current liabilities	\$ 4,500	\$ --

## Shareholders Equity:

Common stock, no par value, 50,000,000 authorized, 25,182,245 shares issued and outstanding at December 31, 1997 and September 30, 1997	\$ 932,372	\$ 932,372
	-----	-----
Accumulated deficit during development stage	(933,549)	(930,234)
	-----	-----
Total stockholders equity (deficit)	(1,177)	2,138
	-----	-----
Total liabilities and shareholders equity	\$ 3,323	\$ 2,138
	=====	=====

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JNS MARKETING, INC.  
(A Development Stage Company)  
STATEMENT OF OPERATIONS

	Three months ended December 31, 1997	Inception (July 15, 1983) to December 31, 1997
	----- (unaudited)	----- (unaudited)
Operating Revenue	\$ --	\$ 24,175
	-----	-----
Costs and Expenses:		
Sales and marketing		60,432
General and administrative	3,315	497,781
Depreciation and amortization		98,818
	-----	-----
	3,315	657,031
	-----	-----
Loss from operations	(3,315)	(632,856)
	-----	-----
Other income (expense):		
Debt forgiveness	--	110,791
Other Income	--	9,211
Interest income	--	166,403
Interest expense	--	(68,108)
Other expense	--	(1,807)
Abandonment of interest in limited partnership	--	(18,600)
Refunds	--	(2,000)
Bad debts	--	(20,000)
Loss on Tri-Party purchase and sale	--	(50,000)
Loss due to decline in value of investments	--	(426,583)
	--	(300,693)
Income (loss) before provision for income tax benefit	(3,315)	(933,549)
Provision for income tax	--	--
Net Income (loss)	(3,315)	(933,549)
	=====	=====
Net income (loss) per common share	\$ --	\$ 104
	=====	=====
Weighted average number of shares outstanding	\$ 25,182,245	\$ 8,988,028
	=====	=====

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<TABLE>  
<CAPTION>

JNS MARKETING, INC.  
(A Development Stage Company)  
STATEMENT OF CASH FLOWS

	Three months ended December 31, 1997	Twelve months ended September 30, 1997
	----- (unaudited)	----- (audited)
Cash flows from operating activities		
<S> Net Income (loss)	<C> \$ (3,315)	<C> \$ (2,092)
Change in assets and liabilities:		
Increase (decrease) in accounts payable	4,500 -----	(15,905) -----
Net cash used by operating activities	1,185 -----	(17,997) -----
Cash flows from financing activities:		
Proceeds received from issuance of stock	--	70,000
Payments on cancellation on stock redemption	--	(49,865)
Net cash provided by financing activities	-- -----	20,135 -----
Net increase in cash	1,185	2,138
Cash, beginning of period	\$ 2,138 -----	\$ -- -----
Cash, end of period	\$ 3,323 =====	\$ 2,138 =====

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</TABLE>

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JNS MARKETING, INC.  
(A Development Stage Company)  
STATEMENT OF STOCKHOLDERS' EQUITY  
(Unaudited)

	Shares	No Par Value	Deficit Accumulated During the Development Stage	
Total	-----	-----	-----	--
<S>	<C>	<C>	<C>	<C>
Issuance of common stock for cash at \$.007 per share 10,000	1,500,000	\$ 10,000	\$ --	\$
Net loss for the period ended September 30, 1984 (96,110)			(96,110)	
-----			-----	----
Balance at September 30, 1984 (86,110)	1,500,000	\$ 10,000	\$ (96,110)	\$
Issuance of common stock for cash from Public Offering at \$1.00 per share 283,320	283,320	\$ 283,320	\$ --	\$
Deferred offering costs (72,133)		(72,133)		
Issuance of common stock for purchases of partnership interest at \$2.916 per share 17,500	6,000	17,500	--	
Issuance of common stock pursuant to Tri-Party agreement at \$3.00 per share	200,000	600,000	--	

600,000				
Issuance of common stock in principal reduction of note payable at \$1.20 per share	16,666	20,000	--	
20,000				
Net loss for the period ended September 30, 1985 (238,550)	--	--	(238,550)	\$
-----	-----	-----	-----	-----
Balance at September 30, 1985 524,027	2,005,986	\$ 858,687	\$ (334,660)	\$
Issuance of common stock for services at \$.36 per share	25,000	\$ 9,000	\$ --	\$
9,000				
Issuance of common stock for purchase of inventory at \$3.00 per share	25,000	75,000	--	
75,000				
Net loss for the period ended September 30, 1986 (71,792)	--	--	(71,792)	
-----	-----	-----	-----	-----
Balance at September 30, 1986 536,235	2,055,966	\$ 942,687	\$ (406,452)	\$
Cancellation of common stock issuance 75,000	(25,000)	\$ (75,000)	\$ --	\$
Net loss for the period ended September 30, 1987 (90,820)	--	--	(90,820)	
-----	-----	-----	-----	-----
Balance at September 30, 1987 370,415	2,030,966	\$ 867,687	\$ (497,272)	\$
Issuance of additional common stock pursuant to prior agreements	172,666	\$ --	\$ --	\$
--				
Issuance of common stock for services at \$.25 per share	40,000	10,000	--	
10,000				
Net loss for the year ended September 30, 1988 (391,533)	--	--	(391,533)	
-----	-----	-----	-----	-----
Balance at September 30, 1988 (11,118)	2,243,652	\$ 877,887	\$ (888,805)	\$
Net loss for the year ended September 1989 (28,287)	--	\$ --	\$ (28,287)	\$
-----	-----	-----	-----	-----
Balance at September 30, 1989 (39,405)	2,243,652	\$ 877,687	\$ (917,092)	\$
Net loss for the year ended September 1990 (865)	--	\$ --	\$ (865)	\$
-----	-----	-----	-----	-----
Balance at September 30, 1990 (40,270)	2,243,652	\$ 877,687	\$ (917,957)	\$

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JNS MARKETING, INC.  
(A Development Stage Company)  
STATEMENT OF STOCKHOLDERS' EQUITY  
(Unaudited)

(Continued)

Total	Shares	No Par Value	Deficit Accumulated During the Development Stage	---
---	-----	-----	-----	---

Net loss for the year ended September 1991 (779)	--	\$ --	\$ (779)	
-----		-----	-----	-----
Balance at September 30, 1991 (41,049)	2,243,652	\$ 877,687	\$ (918,736)	\$
Net loss for the year ended September 1992 (675)	--	\$ --	\$ (675)	\$
-----		-----	-----	-----
Balance at September 30, 1992 (41,724)	2,243,652	\$ 877,687	\$ (918,411)	\$
Net loss for the year ended September 1993 15,551	--	\$ --	\$ 15,551	\$
-----		-----	-----	-----
Balance at September 30, 1993 (26,173)	2,243,652	\$ 877,687	\$ (903,860)	\$
Issuance of common stock 34,550	22,938,593	\$ 34,550	\$ --	\$
Net loss for the year ended September 1994 (15,734)	--	--	(15,734)	
-----		-----	-----	-----
Balance at September 30, 1994 (7,357)	25,182,245	\$ 912,237	\$ (919,594)	\$
Net loss for the year ended September 1995 (6,774)	--	\$ --	\$ (6,774)	\$
-----		-----	-----	-----
Balance at September 30, 1995 (14,131)	25,182,245	\$ 912,237	\$ (926,368)	\$
Net loss for the year ended September 1996 (1,774)	--	\$ --	\$ (1,774)	\$
-----		-----	-----	-----
Balance at September 30, 1996 (15,905)	25,182,245	\$ 912,237	\$ (926,142)	\$
Redemption and cancellation of common stock pursuant to rescission agreement (49,865)	(22,938,593)	\$ (49,865)	\$ --	\$
Issuance of common stock 70,000	22,938,593	70,000	--	
Net loss for the year ended September 1997 (2,092)	--	--	(2,092)	
-----		-----	-----	-----
Balance at September 30, 1997 2,138	25,182,245	\$ 932,372	\$ (930,234)	\$
Net loss for the three months ended December 1997 (3,315)	--	\$ --	\$ (3,315)	\$
-----		-----	-----	-----
Balance at December 30, 1997 (1,177)	25,182,245	\$ 932,372	\$ (933,549)	\$
=====	=====	=====	=====	

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Item 1. Legal Proceedings.  
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There are no pending legal proceedings, and the Company is not aware of any threatened legal proceedings, to which the Company is a party or to which its property is subject.

Item 2. Changes in Securities.  
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(a) There have been no material modifications in any of the instruments defining the rights of the holders of any of the Company's registered securities.

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

Item 3. Defaults Upon Senior Securities.  
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(Not applicable.)

Item 4. Submission of Matters to a Vote of Security Holders.  
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(Not applicable.)

Item 5. Other Information.  
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(Not applicable.)

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

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

(b) Reports on Form 8-K

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

SIGNATURES

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

JNS MARKETING, INC.

Date: May 8, 1998

/s/ David J. Gregarek

-----  
David J. Gregarek, President

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE UNAUDITED FINANCIAL STATEMENTS AT AND FOR THE THREE MONTHS ENDED DECEMBER 31, 1997 OF JNS MARKETING, INC.

</LEGEND>

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