

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: March 31, 1999

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
or organization)

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

10200 W. 44th Avenue, Suite 400, Wheat Ridge, CO 80033

Address of principal executive offices)

(303) 292-3883

(Issuer's telephone number)

1050 17th Street, Suite 1700 Denver, Colorado 80265

(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 X No

As of March 31, 1999, 251,822 shares of common stock were outstanding.

Transitional Small Business Disclosure Format: Yes No X

PART I--FINANCIAL INFORMATION

Item 1. Financial Statements.

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

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

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JNS Marketing, Inc.
BALANCE SHEET
MARCH 31, 1999
(Unaudited)

	ASSETS	March 31, 1999	Year Ended Sept 1998
30,			
<S>			
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CURRENT ASSETS			
CASH		\$3,116.38	
3,246.00			

TOTAL CURRENT ASSETS		3,116.38	
3,246.00			

TOTAL ASSETS		\$3,116.38	
\$3,246.00			
=====			
LIABILITIES AND STOCKHOLDERS' EQUITY			
=====			
CURRENT LIABILITIES			
ACCOUNTS PAYABLE		9,620.19	
300.00			
Due Shareholders		0	
3,915.00			

TOTAL CURRENT LIABILITIES		9,620.19	
4,215.00			

SHAREHOLDER ADVANCES		9,250.19	
9,250.00			

STOCKHOLDERS' EQUITY			
COMMON STOCK		932,372.00	
932,372			
RETAINED EARNINGS - PRIOR		(942,591.26)	
RETAINED EARNINGS - CURRENT YEAR		(5,534.55)	
(942,491)			

TOTAL STOCKHOLDERS' EQUITY		(15,753.81)	
(10,219)			

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		\$3,116.38	
\$3,246.00			
=====			

</TABLE>

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JNS Marketing, Inc.
STATEMENT OF OPERATIONS
FOR QUARTER ENDED MARCH 31
(Unaudited)

	1999	1998
	-----	-----
<S>	<C>	<C>
REVENUES	\$0	\$0

EXPENSES:		
General & Administrative	5,403.15	2,409.00
Total Expenses	5,403.15	2,409.00
Loss from Operations	(5,403.15)	(2,409.00)
Earnings Before Income Tax	(5,403.15)	(2,409.00)
Net Income (Loss)	(5,403.15)	(2,409.00)
Loss per share	(.02)	(.01)
Weighted Average Number of Shares	251,822	251,822

</TABLE>

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JNS Marketing, Inc.
STATEMENT OF OPERATIONS
FOR SIX MONTH PERIOD ENDED MARCH 31
(Unaudited)

	1999	1998
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REVENUES	\$0	\$0
EXPENSES:		
General & Administrative	5,534.55	5,724.00
Total Expenses	5,534.55	5,724.00
Loss from Operations	(5,534.55)	(5,724.00)
Earnings Before Income Tax	(5,534.55)	(5,724.00)
Net Income (Loss)	(5,534.55)	(5,724.00)
Net Loss Per Common Share	(.02)	(.02)
Weighted Average Number of Shares	251,822	251,822

</TABLE>

<TABLE>
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JNS Marketing, Inc.
(A Development Stage Company)
STATEMENT OF CASH FLOWS

	Six months ended March 31, 1999 (unaudited)	Six months Ended March 31, 1998 (unaudited)
<S> <C> <C> <C> <C> <C> <C>		
Cash flows from operating activities		
Net Income (loss)	(5,534)	(5,724)
Change in assets and Liabilities:		
Increase (decrease) in accounts payable	5,405	4,500
Net cash used by operating activities	(130)	(1,224)
Cash flows from financing activities:		
Proceeds received from issuance of stock	0	0
Payments on cancellation on stock redemption	0	0
Net cash provided by financing activities	0	0

Net increase in cash	(130)	(1,224)
Cash, beginning of period	3,246	2,138
Cash, end of period	\$3,116	\$914

</TABLE>

JNS Marketing, Inc.
Notes to Financial Statements
March 31, 1999
(unaudited)

Note 1. Organization and Summary of Significant Accounting Policies.

The Company was incorporated in Colorado on July 15, 1983. The Company is in its development stage and to date its activities have been limited to organization and capital formation. The Company was organized to search for and obtain, on a buyout basis or a right-to-market basis, products which will be sold to the general public primarily through the television media; and to engage in any activity or business not in conflict with the laws of the State of Colorado or of the United States of America.

During March 1999, the Company effected a 1 share for 100 shares reverse stock split. All share and per share amounts in the foregoing financial statements and the accompanying notes have been restated to give effect to the reverse stock split.

Loss per share:

Basic Earnings per Share ("EPS") is computed by dividing net income available to common stockholders by the weighted average number of common stock shares outstanding during the year. Diluted EPS is computed by dividing net income available to common stockholders by the weighted-average number of common stock shares outstanding during the year plus potential dilutive instruments such as stock options and warrants. The effect of stock options on diluted EPS is determined through the application of the treasury stock method, whereby proceeds received by the Company based on assumed exercises are hypothetically used to repurchase the Company's common stock at the average market price during the period. Loss per share is unchanged on a diluted basis since the assumed exercise of common stock equivalents would have an anti-dilutive effect.

Cash:

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Estimates:

The preparation of the Company's financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Fair value of financial instruments

The Company's short-term financial instruments consist of cash and cash equivalents and accounts payable. The carrying amounts of these financial instruments approximates fair value because of their short-term maturities. Financial instruments that potentially subject the Company to a concentration of credit risk consist principally of cash.

During the year the Company did not maintain cash deposits at financial institutions in excess of the \$100,000 limit covered by the Federal Deposit Insurance Corporation. The Company does not hold or issue financial instruments for trading purposes nor does it hold or issue interest rate or leveraged derivative financial instruments.

Stock-based Compensation

The Company adopted Statement of Financial Accounting Standard No. 123 (FAS

123), Accounting for Stock-Based Compensation beginning with the Company's first quarter of 1996. Upon adoption of FAS 123, the Company continued to measure compensation expense for its stock-based employee compensation plans using the intrinsic value method prescribed by APB No. 25, Accounting for Stock Issued to Employees. No stock based compensation was paid by the Company during the years ended September 30, 1998 and 1997, respectively, or through March 31, 1999.

New Accounting Pronouncements

SFAS No. 130, "Reporting Comprehensive Income," establishes guidelines for all items that are to be recognized under accounting standards as components of comprehensive income to be reported in the financial statements. The statement is effective for all periods beginning after December 15, 1997 and reclassification financial statements for earlier periods will be required for comparative purposes. To date, the Company has not engaged in transactions which would result in any significant difference between its reported net loss and comprehensive net loss as defined in the statement.

In March 1998, the American Institute of Certified Public Accountants issued Statement of Position 98-1, Accounting for the Costs of Computer Software Developed or Obtained for Internal Use ("SOP 98-1"). SOP 98-1 provides authoritative guidance on when internal-use software costs should be capitalized and when these costs should be expensed as incurred.

Effective in 1998, the Company adopted SOP 98-1, however the Company has not incurred costs to date which would require evaluation in accordance with the SOP.

Effective December 31, 1998, the Company adopted SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information ("SFAS 131"). SFAS 131 superseded SFAS No. 14, Financial Reporting for Segments of a Business Enterprise. SFAS 131 establishes standards for the way that public business enterprises report information about operating segments in annual financial statements and requires that those enterprises report selected information about operating segments in interim financial reports. SFAS 131 also establishes standards for related disclosures about products and services, geographic areas, and major customers. The adoption of SFAS 131 did not affect results of operations or financial position. To date, the Company has not operated in its one planned business activity.

Effective December 31, 1998, the Company adopted the provisions of SFAS No. 132, Employers' Disclosures about Pensions and Other Post-retirement Benefits ("SFAS 132"). SFAS 132 supersedes the disclosure requirements in SFAS No. 87, Employers' Accounting for Pensions, and SFAS No. 106, Employers' Accounting for Postretirement Benefits Other Than Pensions. The overall objective of SFAS 132 is to improve and standardize disclosures about pensions and other post-retirement benefits and to make the required information more understandable. The adoption of SFAS 132 did not affect results of operations or financial position.

The Company has not initiated benefit plans to date which would require disclosure under the statement.

In June 1998, the Financial Accounting Standards Board issued SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities ("SFAS 133"), which is required to be adopted in years beginning after June 15, 1999. SFAS 133 will require the Company to recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income. If the derivative is a hedge, depending on the nature of the hedge, changes in the fair value of derivatives will either be offset against the change in fair value of hedged assets, liabilities, or firm commitments through earnings or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value will be immediately recognized in earnings. The Company has not yet determined what the effect of SFAS 133 will be on earnings and the financial position of the Company, however it believes that it has not to date engaged in significant transactions encompassed by the statement.

Note 2. Income taxes

The Company has adopted the flow-through method of accounting for tax credits. Under this method, the current provision for income taxes is reduced by the amount of the credits applied against tax otherwise payable. No provision for income taxes was required at September 30, 1998 and 1997 due to losses from operations. The Company has recognized net losses of \$12,357 and \$2,092 for

fiscal years 1998 and 1997 respectively, and accumulated net losses from inception (July 15, 1983) to date of \$942,591, which expire at varying dates between the years 2001 and 2011. There were no previous earnings to which losses may be carried back and there are no recorded income tax deferrals to be eliminated. The Company had taxable income of \$15,551 at September 30, 1993 which resulted in income tax recognition of \$2,333. The income tax was eliminated in full by recognition of the tax benefit of the Company's prior years accumulated net operating loss. The deferred tax asset resulting from the operating loss carry forward described above is estimated to be approximately \$320,500 has been fully reserved. The reserve increased by approximately \$4,200 and \$700 during the years ended September 30, 1998 and 1997 respectively.

Note 3. Agreement and plan of reorganization

On or about May 22, 1994 the Company entered into a plan of reorganization (the "Agreement") with Cedar Pacific Golf Properties ("CPGP"), a Nevada corporation whereby the Company acquired 100% of the issued and outstanding stock of CPGP and \$34,550 in exchange for 229,386 shares of the Company's no par value common stock. This Agreement was subsequently rescinded July 2, 1997 (See Note 4).

Note 4. Stockholders' Equity.

During the periods covered by these financial statements the Company issued certain of its securities in reliance upon an exemption from registration with the Securities and Exchange Commission. Although the Company believes that the sales did not involve a public offering and that it did comply with the exemptions from registration, it could be liable for rescission of said sales if such exemption was found not to apply. The Company has not received a request for rescission of shares nor does it believe that it is probable that its shareholders would pursue rescission nor prevail if such action were undertaken

Recission agreement

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On July 2, 1997, the Company entered into a recission agreement with CPGP Group in which CPGP relinquished control of the Company by returning 229,386 shares of the Company stock acquired pursuant to the Plan of reorganization discussed in Note 4. CPGP received \$49,865 for the redemption and cancellation of the shares.

Stock purchase agreement

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On July 2, 1997, the Company entered into stock purchase agreement in which several individuals purchased 229,386 newly-issued shares of the Company's no par common stock for \$70,000. Control of the Company changed as a result of this transaction.

Note 5. Related party transactions

During the year ended September 30, 1998, an individual who is an officer and significant shareholder of the Company paid an aggregate of \$11,238 in general and administrative expenses in behalf of the Company of which \$3,915 remained unpaid at that date. The individual also provides office services for the Company without charge.

During the year ended September 30, 1998, four of the Company's principal shareholders made working capital advances to the Company in the amount of \$9,250. The advances are non interest bearing and are due on demand, however, they were repaid after quarter ended March 31, 1999.

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

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Results of Operations for the Quarter Ended March 31, 1999

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The Company had no revenue or operations for the period. The Company incurred a total of \$5,403 in general and administrative expenses in the period in 1999 as compared to \$2,409 in general and administration expenses in the same period in 1998. The Company had a net loss for the period in 1999 of (\$5,403) as compared to a loss of (\$2,409) in the period in 1998.

Results of Operations for the Six Month Period Ended March 31, 1999

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The Company had no revenue or operations for the six month period ended March 31, 1999. The Company incurred \$5,534 in general and administrative expenses for the six month period ended March 31, 1999 compared to 45,724 in general and administrative expenses in the same period ended March 31, 1998. The Company incurred a net loss of (\$5,534) for the six month period ended March 31, 1999 as compared to a net loss of (\$5,724) for the six month period ended March 31, 1998.

(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 March 31, 1999, the Company had minimal cash or other assets with which to conduct operations. There can be no assurance that the Company will be able to complete its business plan and to exploit fully any business opportunity that management may be able to locate on behalf of the Company. Due to the lack of a specified business opportunity, the Company is unable to predict the period for which it can conduct operations. Accordingly, the Company will need to seek additional financing through loans, the sale and issuance of additional debt and/or equity securities, or other financing arrangements. Management of the Company and its counsel have advised that they will pay certain costs and expenses of the Company from their personal funds as interest free loans in order to facilitate development of the Company's business plan. Management believes that the Company has inadequate working capital to pursue any operations at this time; however, loans to the Company from management and its counsel may facilitate development of the business plan. For the foreseeable future, the Company through its management and counsel intend to pursue acquisitions as a means to develop the Company. The Company does not intend to pay dividends in the foreseeable future. As of the end of the reporting period, the Company had no material cash or cash equivalents. There was no significant change in working capital during this quarter.

(c) Year 2000 issues "Year 2000 problems" result primarily from the inability of some computer software to properly store, recall or use data after December 31, 1999. The Company is engaged primarily in organizational and fund raising activities and accordingly, does not rely on information technology ("IT") systems. Accordingly the Company does not believe that it will be materially affected by Year 2000 problems. The Company relies on non-IT systems that may suffer from Year 2000 problems including telephone systems, facsimile and other office machines. Moreover, the Company relies on third-parties that may suffer from Year 2000 problems that could affect the Company's operations including banks and utilities. In light of the Company's minimal operations, the Company does not believe that such non-IT systems or third-party Year 2000 problems will affect the Company in a manner that is different or more substantial than such problems affect other similarly situated companies. Consequently, the Company does not currently intend to conduct a readiness assessment of Year 2000 problems or develop a detained contingency plan with respect to Year 2000 problems that may affect the Company or third-parties.

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

PART II--OTHER INFORMATION

Item 1. Legal Proceedings.

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

Item 2. Changes in Securities.

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

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

Item 3. Defaults Upon Senior Securities.

(Not applicable)

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

(Not applicable)

Item 5. Other Information.

(Not applicable)

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

(a) Exhibits

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

(b) Reports on Form 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: July 1, 1999

Walter Galdenzi, President

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