

Jupiter Global Holdings Corp  
Form 10QSB  
October 03, 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 June 30, 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 (  )

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 June 30, 2005  
856,372,406

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



**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 June 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**

**JUNE 30, 2005**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**



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

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

	JUNE 30 2005	DECEMBER 31 2004
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 31,753	\$ 8,240
Goods and Services Tax recoverable	11,470	3,757
Prepaid expense, advances and other	17,285	8,496
	60,508	20,493
<b>Investments (Note 5)</b>	<b>638,000</b>	<b>-</b>
<b>Capital Assets</b>	<b>2,694</b>	<b>5,972</b>
	\$ 701,202	\$ 26,465
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 2,108,153	\$ 2,306,523
Loans and advances payable (Note 4)	693,532	738,581
	2,801,685	3,045,104
<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:		
856,372,406 common shares at June 30, 2005 and 27,569,925 at December 31, 2004	85,638	2,757
	8,006	8,006

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80,060,000 series B preferred shares and  
1 Series A preferred share at June 30,  
2005, and December 31, 2004

Additional paid-in capital	<b>9,180,232</b>	5,818,445
<b>Deficit</b>	<b>(11,374,359)</b>	(8,847,847)
	<b>(2,100,483)</b>	(3,018,639)
	<u>\$ 701,202</u>	<u>\$ 26,465</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)

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30		JUNE 30	
	2005	2004	2005	2004
<b>Revenue</b>	\$ 10,023	\$ 113,219	\$ 10,078	\$ 171,319
<b>Expenses</b>				
Administrative services	10,147	5,616	18,549	6,672
Amortization	420	851	3,278	1,440
Business development	-	422,503	-	422,503
Consulting	151,677	248,108	355,917	352,548
Equipment leases	-	2,065	-	11,466
Foreign exchange gain	(8,925)	-	(13,509)	-
Investor relations	177	11,693	9,525	11,693
Marketing	-	11,339	1,550	18,639
Media design	-	993	-	2,164
Night club operating costs	-	120,714	-	120,714
Office, rent and sundry	38,098	41,802	150,564	70,610
Professional fees	27,604	79,440	85,434	116,517
Software development	-	-	-	-
Travel	3,539	22,335	20,534	45,929
Wages and benefits	1,707,641	117,146	1,904,748	235,104
	<u>1,930,378</u>	<u>1,084,605</u>	<u>2,536,590</u>	<u>1,415,999</u>
<b>Loss Before The Following</b>	<b>(1,920,355)</b>	<b>(971,386)</b>	<b>(2,526,512)</b>	<b>(1,244,680)</b>
<b>Loss in Excess of Equity in Subsidiary</b>	<b>16</b>	<b>-</b>	<b>453</b>	<b>-</b>
<b>Minority Interest In Loss Of Subsidiary</b>	<b>(16)</b>	<b>-</b>	<b>(453)</b>	<b>-</b>
<b>Net Loss For The Period</b>	<b>\$ (1,920,355)</b>	<b>\$ (971,386)</b>	<b>\$ (2,526,512)</b>	<b>\$ (1,244,680)</b>

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

	<b>THREE MONTHS ENDED</b>		<b>SIX MONTHS ENDED</b>	
	<b>JUNE 30</b>		<b>JUNE 30</b>	
	<b>2005</b>	<b>2004</b>	<b>2005</b>	<b>2004</b>
<b>Net Loss Per Share,</b>				
Basic and diluted	\$ (0.01)	\$ (4,455.90)	\$ (0.01)	\$ (6,876.69)
<b>Weighted Average</b>				
<b>Number Of Common</b>				
<b>Shares Outstanding</b>	413,321,859	218	276,353,268	181

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

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

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	2005	2004	2005	2004
<b>Cash Flows From Operating Activities</b>				
Loss for the period	\$ (1,920,355)	\$ (971,386)	\$ (2,526,512)	\$ (1,244,680)
<b>Adjustments To Reconcile Net Loss To Net Cash Used By Operating Activities</b>				
Amortization	420	851	3,278	1,440
Stock based compensation	1,299,000	51,339	1,468,800	96,117
Issue of common stock for expenses	-	182,500	30,905	182,500
Beneficial Conversion feature of convertible notes recorded as interest expense	-	-	81,250	-
Accounts receivable	-	3,760	-	(820)
Goods and Services Tax recoverable	(4,770)	3,904	(7,713)	2,637
Prepaid expense, advances and other	17,277	(70,868)	(389)	(77,807)
Inventory	-	(10,072)	-	(10,072)
Accounts payable and accrued liabilities	335,304	(23,806)	503,557	2,261
	<u>(273,124)</u>	<u>(833,778)</u>	<u>(446,824)</u>	<u>(1,048,424)</u>
<b>Cash Flows From Investing Activities</b>				
Investment in Venture Companies	(50,000)	-	(50,000)	-
Purchase of capital assets	-	(12,085)	-	(12,452)
Advances receivable	-	399,198	-	281,219

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	<u>(50,000)</u>	<u>387,113</u>	<u>(50,000)</u>	<u>268,767</u>
<b>Cash Flows From Financing Activities</b>				
Loans and advances payable	(98,365)	81,828	(41,148)	171,481
Shares issued for cash	454,495	290,923	561,485	558,446
Share subscriptions received	-	-	-	-
	<u>356,130</u>	<u>372,751</u>	<u>520,337</u>	<u>729,927</u>
<b>Increase (Decrease) In Cash</b>	<b>33,006</b>	<b>(73,914)</b>	<b>23,513</b>	<b>(49,730)</b>
<b>(Bank Indebtedness) Cash, Beginning Of Period</b>				
	<u>(1,253)</u>	<u>39,076</u>	<u>8,240</u>	<u>14,892</u>
<b>Cash (Bank Indebtedness), End Of Period</b>				
	<u>\$ 31,753</u>	<u>\$ (34,838)</u>	<u>\$ 31,753</u>	<u>\$ (34,838)</u>
<b>Supplemental Disclosure of Non Cash Financing and Investing Activities</b>				
Debt issued for acquisition of investments	\$ -	\$ -	\$ 420,000	\$ -
Shares issued for debt	-	204,000	118,721	204,000
Shares issued for acquisition of investments	588,000	-	588,000	-
Shares issued for deposit towards acquisition of investments	-	-	840,000	-
	<u>                    </u>	<u>                    </u>	<u>                    </u>	<u>                    </u>
<b>Supplemental Disclosure of Cash Flow Information</b>				
Interest Paid	\$ -	\$ -	\$ -	\$ -
Income Taxes Paid	-	-	-	-
	<u>                    </u>	<u>                    </u>	<u>                    </u>	<u>                    </u>

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**

**JUNE 30, 2005**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

**1. BASIS OF PRESENTATION**

The unaudited consolidated financial statements as of June 30, 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 June 30, 2005, options were outstanding for the purchase of common shares as follows:

<b>NUMBER OF SHARES</b>	<b>PRICE PER SHARE</b>	<b>EXPIRY DATE</b>
356,250	0.0090	November 20, 2014
10,871,625	0.0110	November 29, 2014
7,877,925	0.0290	February 17,2015
91,078,825	0.0011	June 7, 2015
<b>110,184,625</b>		

In accordance with the vesting provisions of these agreements, 110,184,625 stock options are exercisable at June 30, 2005.

(Formerly LIVESTAR Entertainment Group Inc.)

## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**JUNE 30, 2005**  
**(Unaudited)**  
**(Stated in U.S. Dollars)**

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

A summary of the changes in stock options for the period ended June 30, 2005 is presented below:

	<b>NUMBER OF OPTIONS</b>	<b>GRANT DATE WEIGHTED AVERAGE 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	0.070
Exercised	(12,356,802)	(0.239)
Expired / Cancelled	(1,060,137)	(0.617)
Balance, December 31, 2004	37,659,602	\$ 0.021
Granted	910,000,000	0.002
Exercised	(677,474,975)	0.002
Expired / Cancelled	(160,000,002)	0.004
Balance, June 30, 2005	110,184,625	\$ 0.002

**JUPITER Global Holdings Corp.**  
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**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**JUNE 30, 2005**  
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**2. STOCK OPTIONS AND WARRANTS OUTSTANDING (cont.)**

b) Share Purchase Warrants

As at June 30, 2005, share purchase warrants were outstanding for the purchase of common shares as follows:

NUMBER OF SHARES	PRICE PER SHARE	EXPIRY DATE
1	\$ 20,000	May 28, 2006
2	\$ 50,000	July 15, 2005
2	\$ 100,000	July 15, 2005
2	\$ 6,000,000	September 17, 2006
<u>7</u>		

The shares above underlie a total of 7 warrants and they expire between July 15, 2005 and September 17, 2006.

A summary of the changes in share purchase warrants for the year ended June 30, 2005 is presented below:

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

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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	(15)		622,667
	<u>          </u>		
Balance, June 30, 2005	7	\$	1,760,000
	<u>          </u>		



**JUPITER Global Holdings Corp.**  
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**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**JUNE 30, 2005**  
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**3. STOCK BASED COMPENSATION**

During the period ended June 30, 2005, the Company granted stock options to officers and employees to acquire up to 910,000,000 shares of common stock at a weighted average exercise prices of \$0.002 per share, expiring up to June 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 2.60%, expected volatility ranging from 50% to 166%, an expected option life of 8 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 \$326,252 for the period ended June 30, 2005. During the period ended June 30, 2005, the Company recognized stock based compensation for the intrinsic value of employee awards in the amount of \$1,497,545.

	<u>2005</u>	<u>2004</u>
Net loss, as reported	\$ (2,526,512)	\$ (1,244,680)
Add: Stock based compensation expense included in net loss, as reported	1,497,545	96,117
Deduct: Stock based compensation expense determined under fair value method	(1,823,797)	(248,461)
Net loss, pro-forma	<u>\$ (2,852,764)</u>	<u>\$ (1,397,024)</u>
Net loss per share (basic and diluted), as reported	<u>\$ (0.01)</u>	<u>\$ (6,876.69)</u>
Net loss per share (basic and diluted), pro-forma	<u>\$ (0.01)</u>	<u>\$ (7,718.36)</u>

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**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**JUNE 30, 2005**  
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**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 JUNE 30, 2005, loans and advances consisted of:

	<u>2005</u>	<u>2004</u>
Convertible Loans & Advances		
- past due	\$ 451,904	\$ 285,788
- due within one year	158,892	226,576
Non Convertible Loans & Advances	82,736	226,217
Total Loans & Advances Payable	<u>\$ 693,532</u>	<u>\$ 738,581</u>

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.

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

	<u>2005 AMOUNT</u>	<u>2004 AMOUNT</u>
Bears no interest	\$ 466	\$ 81,385
Bears no interest, with Loan fee of \$10,500	60,500	65,500
Bears an interest rate of 10% and with loan fees of \$6,000	-	62,000
Accrued Loan Fees on Convertible Debt	12,100	13,100
Accrued Interest to be paid on Convertible Debt	9,670	4,232
Total Loan & Advances Payable - non convertible	<u>\$ 82,736</u>	<u>\$ 226,217</u>



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**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**JUNE 30, 2005**  
**(Unaudited)**  
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**4. LOANS AND ADVANCES PAYABLE (cont.)**

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 AMOUNT</b>	<b>2004 AMOUNT</b>
	<hr/>	<hr/>
Convertible at a rate to be agreed between the Company and the holder within 48 hrs of holder's request for conversion, bears interest rate of 5%	\$ 102,000	\$ 102,000
Convertible at a rate to be agreed between the Company and the holder within 48 hrs of request for conversion, bears no interest rate	118,392	114,500
Convertible at a rate to be mutually agreed between the Company and the holder, bears no interest rate	10,076	10,076
Convertible at \$0.02 per share, bears no interest	1,819	1,855
Convertible at \$0.12 per share, bears no interest	12,241	12,479
Convertible after June 30, 2006 at \$0.02 per share, bears no interest	156,658	160,796
Convertible after June 30, 2006 at \$0.05 per share, bears no interest	109,611	110,658
Convertible at Feb 16, 2005 at \$0.016 per share, bears 8% interest	100,000	-
	<hr/>	<hr/>
Convertible loans and advances	<b>\$ 610,797</b>	<b>\$ 512,364</b>
	<hr/>	<hr/>

b) \$338,192 of the convertible loans and advances are due to related parties.

The fair value of the convertible notes and advances at JUNE 30, 2005, and December 31, 2004 is not determinable

due to uncertainties relating to the timing and nature of eventual settlement.

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**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**JUNE 30, 2005**  
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**4. LOANS AND ADVANCES PAYABLE (cont.)**

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.

**5. CONTINGENCIES**

During the course of its development efforts, the Company has been exposed to a number of lawsuits arising from unpaid wages, and claims of unpaid services from vendors. The Company has not made any additional loss contingencies other than those liabilities already recorded in its financial statements. .

**6. 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. 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". The Company entered into the acquisition to add to its holdings under its diversification plan, which it began implemented in 4th quarter of 2004.

Consideration for the acquisition will consist of \$588,000 in the form of the issuance of 64,615,352 shares of the Company's common stock to the sole shareholder of Promo Staffing. The basis for determining this value is a valuation conducted by the Company of their past and present operations, future planned operations and business plan.

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**JUNE 30, 2005**  
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**(Stated in U.S. Dollars)**

**6. INVESTMENTS (CONT.)**

Subsequent to April 2005, the Company has experienced unforeseen delays to the finalization of the Promo Staffing transaction, such as the completion of audited financials of 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 these unforeseen delays. As a result, there have been 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. The delays in the completion of the required audit and proforma financials were a result of unforeseen delays 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.

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.

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.

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**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**JUNE 30, 2005**  
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**7. RELATED PARTY TRANSACTIONS**

a) Included in accounts payable at June 30, 2005 is \$545,103 (December 31, 2004 - \$523,203) owing to directors or companies controlled by directors.

b) Included in loans and advances payable at June 30, 2005 is \$338,192 (December 31, 2004 - \$351,289) owing to directors or companies controlled by directors.

c) During the period ended June 30, 2005, the Company incurred \$82,500 (June 30, 2004 - \$30,000) in consulting and business development expenses with directors.

d) During the period ended June 30, 2005, the Company incurred \$25,092 (June 30, 2004 - \$Nil) in administration, office, and equipment rental expenses with a company controlled by a director.

**8. SUBSEQUENT EVENTS**

a) Subsequent to June 30, 2005, the Company granted stock options to employees to acquire up to 1,282,000,000 shares of common stock at various exercise prices between \$0.0003 and \$0.0006 per share. Of all the stock options granted 1,152,688,200 have been exercised providing proceeds to the Company of \$281,026.

b) Subsequent to June 30, 2005, the Company has completed the payment by cash of the CDN\$414,000 settlement of the business lease agreement for the Sequel Lounge Nightclub in Toronto, Canada.

c) 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. As of September 22, 2005, the above-referenced Agreement and Plan of Acquisition was closed and the transaction described in the Agreement is now deemed to be consummated, binding and enforceable in accordance with the terms of the Agreement and Plan of Acquisition.

**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 JUNE 30, 2005**

For the three-month period ended June 30, 2005, the Company earned revenues of \$10,023. The revenues were related to interest earned from bank balances and sale of an investment.

During the three month period ended June 30, 2005, the Company incurred operational expenses of \$1,930,378. These operating expenses included: consulting fees of \$151,677, \$1,707,641 in wages and benefits, and professional fees of \$27,604 for the three month period ending June 30, 2005. The company continues to incur significant consulting costs, which includes business development, in its effort to develop, refine and implement its business strategy.

During the three month period ended June 30, 2005, the Company incurred a net loss from operations of \$1,920,355.

### **FOR THE THREE MONTH PERIOD ENDED JUNE 30, 2005, COMPARED TO THE THREE MONTH PERIOD ENDED JUNE 30, 2004.**

For the three month period ended June 30, 2005, the Company earned revenues of \$10,023, as compared to revenues of \$113,219 for the same period ended June 30, 2004. The revenues in 2005 are realized from our investment efforts, as compared to our 2004 revenues were realized on our Venues business that began in 2004.

For the three month period ended June 30, 2005, the Company incurred operational expenses of \$1,930,378 as compared to \$1,084,605 during the same period in 2004. These operating expenses included: consulting fees and business development expenses \$151,677 and \$ 670,611; wages & benefits of \$1,707,641 and \$117,146, and professional fees of \$27,604 and \$79,440 for the three month period ended June 30, 2005 and 2004, respectively. The variation in expenses from June 30, 2005 as compared to the same period in 2004 is due to the increased level of operational, development activities, as well as compliance activity in the Company.

The Company incurred a net loss from operations of \$1,920,355 for the fiscal quarter ended June 30, 2005, as compared to \$971,386 for the same period in 2004.

## **SIGNIFICANT ACCOUNTING POLICIES**

Our significant accounting policies have been outlined in our 10KSB filing for the year ending December 31, 2004, and are thus incorporated by reference. We have had no significant changes to our accounting policies or assumptions in the 6 month period ending June 30, 2005.

## **Liquidity and Financial Condition As Of June 30, 2005**

We had cash-on hand totaling \$31,753 as of June 30, 2005.

## CURRENT AND PENDING ACQUISITIONS AND INVESTMENTS

### PROMOSTAFFING

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.

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. The delays in the completion of the required audit and proforma were a result of unforeseen delays 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.

### VOXBOX

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.

## MACRO COMMUNICATIONS

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 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.

In September 2005, the Company entered into a definitive Agreement and Plan of Acquisition (the "Agreement"), with Macro Communications Inc. ("Macro"), a Georgia corporation, and Mr. Warren Jackson and Mr. Bill Jackson, the two shareholders of Macro ("Shareholders"), as previously reported by the Registrant in the 8K/A Current Report filed with the Commission by the Registrant on September 16, 2005. In its Current Report filed with the Commission on September 16, 2005, the Registrant reported that the closing date was scheduled for September 22, 2005. As of September 22, 2005, the above-referenced Agreement and Plan of Acquisition was closed and the transaction described in the Agreement is now deemed to be consummated, binding and enforceable in accordance with the terms of the Agreement and Plan of Acquisition.

## 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.

18

## 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.

19

## **PART II - OTHER INFORMATION**

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

None.

### **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**

### **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: October 3, 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