INTERNATIONAL STAR INC
Form 10QSB/A
August 18, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB/A-1

AMENDMENT NO. 1

(Mark One)
R QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2006

£ TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE EXCHANGE ACT

For the transition period from ______________ to ______________

Commission file number 000-28861

INTERNATIONAL STAR, INC.
(Exact name of small business as specified in its charter)

NEVADA	**86-0876846**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

2405 Ping Drive
Henderson, NV 89074
(Address of principal executive offices)

(702) 897-5338
(Issuer's telephone number)

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

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 **R** No *

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be file by Section 12, 13, or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by the court. Yes **£ No £**

APPLICABLE ONLY TO CORPORATE ISSUERS

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

The Company had 227,777,710 shares of common stock outstanding at May 11, 2006.

Transitional Small Business Disclosure Format (Check one): Yes **£ No R**

INTERNATIONAL STAR, INC.
Form 10-QSB
For The Quarterly Period Ended March 31, 2006

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PART I

EXPLANATORY NOTE

This Amendment No. 1 to our Quarterly Report on Form 10-QSB (“Form 10KSB/A-1”) for the three month period ended March 31, 2006, initially filed with the Securities and Exchange Commission (“SEC”) reflects a restatement of the Financial Statements of International Star, Inc. as discussed in Note E to the Financial Statements filed herewith. The original Quarterly Report (the “Original Report”) was filed on May 15, 2006.

This Form 10-QSB/A-1 only amends and restates Item 1 of the Original Filing and we have revised language from the Original Filing to reflect the restatement of our Financial Statements. As explained in Note E of our restated financial statements for the fiscal quarter ended March 31, 2006, we restated our financial statements for the year ended December 31, 2005 to correct an accounting error in the recording of mineral exploration costs and additional paid in capital, which affected our balance sheet accounts of additional paid in capital and the accumulated deficit as reflected in our financial statements included in Item 1 of this Form 10-QSB/A-1. We have summarized the effects of this restatement on the March 31, 2006 balance sheet in Note E of our restated financial statements included herewith.

The amendment of portions of any Item identified above does not imply that the entirety of such Item has changed since the Original Filing. For the convenience of the reader, this Form 10-KS/A-1 sets forth the Original Filing in its entirety. However, this Form 10-QSB/A-1 only amends and restates the specific portions of the Original Filing identified above, and no other information in the Original Filing is amended hereby. Furthermore, except as set forth herein, none of the foregoing items, nor any other portion of the Original Filing, has been updated to reflect other events occurring after the date of the Original Filing, or to modify or update those disclosures affected by subsequent events. Pursuant to the rules of the SEC, currently dated certifications from our Chief Executive Officer and Chief Financial Officer are attached to this Form 10-QSB/A-3 as Exhibits 31.1, 31.2, 32.1 and 32.2, respectively.

The Original Filing was filed with the Securities and Exchange Commission to cover our reporting requirements under the Securities Exchange Act of 1934 (the “1934 Act”) for our fiscal quarter ended March 31, 2006.

FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The following unaudited financial statements of International Star, Inc. have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB. Accordingly, these financial statements may not include all of the information and disclosures required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the audited financial statements and the notes thereto for the fiscal year ending December 31, 2005. In the opinion of management, these unaudited financial statements contain all adjustments necessary to fairly present the Company's financial position as of March 31, 2006 and its results of operations and its cash flows for the three months ended March 31, 2006.

INTERNATIONAL STAR, INC.
AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED BALANCE SHEETS

(Unaudited)

		(Restated) March 31, 2006		December 31, 2005
ASSETS				
Current Assets:				
Cash	$	136,979	$	205,220
Total Current Assets		136,979		205,220
Fixed Assets (Net of Depreciation)		31,114		31,964
Total Assets	$	168,093	$	237,184
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)				
Current Liabilities:				
Accounts payable and accrued interest	$	54,898	$	93,067
Note Payable		250,000		250,000
Total Current Liabilities		304,898		343,067
Stockholders' Equity (Deficit):				
Preferred stock, undesignated par value; authorized 20,000,000 shares, no shares issued and outstanding Common Stock, $.001 par value; authorized 780,000,000 shares; issued and outstanding 227,691,610 and 212,987,443 at March 31, 2006 and December 31, 2005, respectively.	$	227,691	$	212,987
Paid-In Capital		3,720,355		3,524,059
Accumulated Deficit		(4,084,851)		(3,842,929)
Total Stockholders' Equity (Deficit)		(136,805)		(105,883)
Total Liabilities and Stockholders' Equity	$	168,093	$	237,184

See accompanying notes to the financial statements.

INTERNATIONAL STAR, INC.
AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED STATEMENT OF OPERATIONS

(Unaudited)

	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005	From January 1, 2004 (Date of inception of exploration stage) to March 31, 2006
Revenue:	$ -	$ -	$ -
Total Revenue	-	-	-
Expenses:			
Mineral exploration costs	7,980	179,677	486,765
Professional fees	2,910	8,847	115,158
Compensation & management fees	91,210	99,915	1,008,764
Depreciation & amortization	850	1,614	5,323
General & administrative	135,222	42,360	271,211
Total Expenses	(238,172)	(336,163)	1,887,221
Net (loss) from operations	$ (238,172)	$ (336,163)	(1,887,221)
Other Income (Expense):			
Interest expense	(3,750)	(3,750)	(44,277)
Loss on divestiture of subsidiary	-	-	(99,472)
Total Other Income	(3,750)	(3,750)	(143,749)
Net (loss)	(241,922)	(339,913)	(2,030,970)
Weighted Average Shares Common Stock Outstanding	218,847,166	194,986,233	
Net Loss Per Common Share (Basic and Fully Dilutive)	(0.00)	(0.00)	

See accompanying notes to the financial statements.

INTERNATIONAL STAR, INC.
AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)
STATEMENT OF CASH FLOWS

(Unaudited)

	Three Months Ended March 31, 2006	Three Months Ended March 31, 2005	From January 1, 2004 (date of inception of exploration stage) to March 31, 2006
Cash Flows Used in Operating Activities:			
Net Loss	$ (241,922)	$ (336,163)	$ (2,030,970)
Adjustments to reconcile net (loss) to net cash provided by operating activities:			
Depreciation & Amortization	850	1,614	5,323
Loss in divestiture of subsidiary	-	-	99,472
Common stock issued for services	57,500	-	131,500
Net Cash used in Operations	(183,572)	(334,549)	(1,794,675)
Changes to Operating Assets and Liabilities:			
(Increase) decrease in Accounts Receivable and Prepaids	-	54,000	20,955
(Increase) decrease in inventories	-	-	63,812
(Increase) decrease in other assets	-	-	92,874
(Decrease) increase in accounts payables and accrued interest	(38,169)	20,840	(21,012)
(Decrease) increase in accrued liability	-	-	(189,092)
Cash Flows Used in Operating Activities	(221,741)	(259,709)	(1,827,138)
Cash Flows from Investing Activities:			
Purchase of fixed assets	-	-	(29,355)
Cash Flows from Investing Activities	-	-	(29,355)
Cash Flows from Financing Activities:			
Proceeds from note payable	-	-	250,000
Proceeds from sale of common stock	153,500	132,212	1,379,326
Cash Flows from Financing Activities	153,500	132,212	1,629,326
Net Increase (Decrease) in Cash	(68,421)	(127,497)	(227,167)
Cash at Beginning of Period	205,220	200,266	364,146
Cash at End of Period	$ 136,979	$ 72,769	$ 136,979

See accompanying notes to the financial statements.

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INTERNATIONAL STAR, INC.
AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

March 31, 2006

A. BASIS OF PRESENTATION

The Interim financial statements of International Star, Inc. and Subsidiaries (the Company) for the three months ended March 31, 2006 are not audited. The financial statements are prepared in accordance with the requirements for unaudited interim periods, and consequently do not include all disclosures required to be in conformity with accounting principles generally accepted in the United States of America.

In the opinion of management, the accompanying consolidated financial statements contain all adjustments, consisting only of normal recurring accruals, necessary for a fair presentation of the Company's financial position as of March 31, 2006 and the results of operations and cash flows for the three months ended March 31, 2006.

The results of operations for the three months ended March 31, 2006 are not necessarily indicative of the results for a full year period.

B. SIGNIFICANT ACCOUNTING POLICIES

1. Principles of Consolidation and Accounting Methods

These consolidated financial statements include the accounts of International Star, Inc., and Qwik Track, Inc. (a wholly owned subsidiary) for the three months ended March 31, 2006.

2. Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

3. Dividend Policy

The Company has not adopted a policy regarding the payment of dividends.

4. Mineral Properties and Equipment

The Company has expensed the costs of acquiring and exploring its properties during the periods in which they were incurred, and will continue to do so until it is able to determine that commercially recoverable ore reserves are present on the properties. If it determines that such reserves exist, it will capitalize further costs.

5. Basic and Dilutive Net Income (Loss) Per Share

Basic net income (loss) per share amounts are computed based on the weighted average number of shares actively outstanding in accordance with SFAS NO. 128 “Earnings Per Share.” Diluted net income (loss) per share amounts are computed using the weighted average number of common shares and common equivalent shares outstanding as if shares had been issued on the exercise of any common share rights unless the exercise becomes antidultive and then only the basic per share amounts are shown in the report.

6. Comprehensive Income

The Company adopted SFAS No. 130, “Reporting Comprehensive Income”, which requires inclusion of foreign currency translation adjustments, reported separately in its Statement of Stockholders’ Equity, in other comprehensive income. Such amounts are immaterial and have not been reported separately. The Company had no other forms of comprehensive income since inception.

7. Stock Based Compensation

The Company has elected to follow Accounting Principles Board Opinion No.25 (APB 25) and related interpretations in accounting for its employee stock options. Under APB25, when the exercise price of employee stock options is equal to the estimated market price of the stock on the date of grant, no compensation expense is recorded. The Company has adopted the disclosure-only provisions of Statement of Financial Accounting Standards No. 123 (SFAS 123) with respect to employee stock options.

8. Income Taxes

The Company has adopted SFAS No. 109 “Accounting for Income Taxes”. The Company accounts for income taxes under an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company’s financial statements or tax returns. In estimating future tax consequences, all expected future events, other than enactment of changes in the tax laws or rates, are considered.

Due to the uncertainty regarding the Company’s future profitability, the future tax benefits of its losses have been fully reserved and no net tax benefit has been recorded in these financial statements.

9. Fair Value of Financial Instruments

The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash, tax credit recoverable, reclamation bond, accounts payable and accrued liabilities, amount due to a director and loan payable.

10. Recent Accounting Pronouncements

The Company does not expect that the adoption of other recent account pronouncements will have a material effect on its financial statements.

11. Revenue Recognition

Revenue will be recognized on the sale and delivery of a product or the completion of a service provided.

12. Statement of Cash Flows

For the purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of nine months or less to be cash equivalents.

13. Financial and Concentration Risk

The Company does not have any concentration or related financial credit risk

C. DIVESTITURE OF PITA KING BAKERIES INTERNATIONAL, INC.

Effective January 1, 2004, the original shareholders of Pita King Bakeries, International Inc. and the management of International Star, Inc. (the Company) mutually agreed to dissolve their business relationship. Under terms of this dissolution, the original shareholders of Pita King Bakeries International, Inc. returned 4,000,000 shares of common stock to the Company and the Company agreed to forgive a $35,000 loan made to Pita King Bakeries International, Inc. The original shareholders of Pita King Bakeries International, Inc. were allowed to retain 139,500 share of the Company's common stock which they had received as part of the original purchase of Pita King Bakeries International, Inc. by the Company. The Company has recognized a loss of $99,472 on the divestiture of Pita King Bakeries International, Inc.

D. COMMON STOCK

On February 18, 2005, the Company adopted a plan for a 3:1 forward split of its common stock. As a result of this plan, the shareholders of record of the Company as of February 22, 2005 received three shares of the Company's common stock in exchange for one share. The Company increased its authorized common shares to 780,000,000 at $0.001 par value. The Company also authorized 20,000,000 shares of undesignated preferred stock. The weighted average shares outstanding and net loss per common share have been compiled as if the forward split had occurred at inception of the Company. The total outstanding shares of common stock prior to the forward split were 64,428,741 and after the 3:1 forward split the total number of shares outstanding were 193,286,223.

E. RESTATEMENT

The Company restated its financial statements for the year ended December 31, 2005 to correct an accounting error in the recording of mineral exploration costs and additional paid in capital. This restatement affected the balance sheet accounts of additional paid in capital and the accumulated deficit. We have summarized the effects of this restatement on the March 31, 2006 balance sheet below:

Balance Sheet	**Originally Reported**	**Restated**	**Adjustment**
Total Assets	168,093	168,093	-
Paid in Capital	3,827,642	3,720,355	(97,287)
Accumulated Deficit	(4,182,138)	(4,084,851)	97,287
Total Liabilities & Stockholders' Equity	168,093	168,093	-

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

GENERAL

The following presentation of Management's Discussion and Analysis of Financial Condition has been prepared by internal management and should be read in conjunction with the Financial Statements and notes thereto included in Item 1 of our Quarterly Report on Form 10-QSB for the three and nine month periods ended March 31, 2006. Except for the historical information contained herein, the discussion in this report contains certain forward-looking statements that involve risks and uncertainties, such as statements of our business plans, objectives, expectations and intentions as of the date of this filing. The cautionary statements about reliance on forward-looking statements made earlier in this document should be given serious consideration with respect to all forward-looking statements wherever they appear in this report, notwithstanding that the "safe harbor" protections available to some publicly reporting companies under applicable federal securities law do not apply to us as an issuer of penny stocks. Our actual results could differ materially from those discussed here.

We were organized under the laws of the State of Nevada on October 28, 1993 as Mattress Showrooms, Inc. In 1997, we changed our corporate name to International Star, Inc. and became engaged in the business of construction, sale and operation of state of the art waste management systems, specializing in turnkey systems for management of hospital, industrial, petroleum, chemical and municipal solid waste collection systems. Despite our efforts, we were unable to develop this business beyond the start-up stage. Following our unsuccessful venture in waste management, we refocused our business efforts on mineral exploration in 1998. Currently, we are primarily engaged in the acquisition and exploration of precious metals mineral properties. Since 1998, we have examined various mineral properties prospective for precious metals and minerals and have acquired interests in those we believe may contain precious metals and minerals. Our properties are located in Arizona. We have not established that any of our properties contain reserves. A reserve is that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination. Further exploration will be needed before a final determination can be made whether any property is economically and legally feasible. Therefore, at present we have no reserves and no income from mineral production

The business of mineral exploration is very speculative because there is generally no way to recover any of the funds expended on exploration unless the company establishes the existence of mineable reserves and then exploits those reserves by either commencing mining operations, selling or leasing its interest in the property, or entering into a joint venture with a larger resource company that can develop the property to the production stage. Unless we can establish and exploit reserves before our funds are exhausted, we will have to discontinue operations, which could make our stock valueless.

Reserves, by definition, contain mineral deposits in a quantity and in a form room which the target minerals may be economically and legally extracted or produced. We have not established that such reserves exist on our properties and unless and until we do so we will not have any income from our mineral operations.

Our directors and executive officers lack significant experience or technical training in exploring for precious metal deposits and developing mines. Accordingly, our management may not be fully aware of many of the specific requirements related to working within this industry. Their decisions and choices may not take into account standard engineering or managerial approaches such as mineral exploration companies commonly use. Consequently, our operations, earnings, and ultimate financial success could suffer irreparable harm due to our management's lack of experience in the mining industry. We plan to align our Company with reputable, knowledgeable experts in the mining industry to overcome this lack of experience and expertise, such as the formation of a joint venture with Resolve Capital Funding Corporation, Inc.

Any changes in government policy may result in changes to laws affecting ownership of assets, land tenure, mining policies, taxation, environmental regulations, labor relations, or other factors relating to our exploration activities. Such changes could cause us to incur significant unforeseen expenses of compliance or even require us to suspend our activities altogether.

Our directors and executive officers own a significant amount of our voting capital common stock, and accordingly, exert considerable influence over us. As of March 31, 2006, our directors and executive officers beneficially owned common stock and securities convertible into our common stock which, upon exercise, would equal to approximately 38% of the voting power. As a result, these stockholders are potentially able to decide all matters requiring stockholder approval, including the election of directors and the approval of significant corporate transactions. This concentration of ownership could also delay or prevent a change in control that may be favored by other stockholders.

OUR PROPERTIES

We currently hold interests in two properties which we believe show potential for mineral development. Both properties are unpatented mining claims located on federal public land and managed by the United States Bureau of Land Management ("BLM").

Unpatented claims are "located" or "staked" by individuals or companies on federal public land. Each placer claim covers 20 to 160 acres; each lode claim covers 20 acres. We are obligated to pay a maintenance fee of $100 per claim per year to the BLM or file an Affidavit of Assessment Work with the BLM showing labor and improvements of at least $100 for each claim yearly.

If the statutes and regulations for the location and maintenance of a mining claim are complied with, the locator obtains a valid possessory right to the contained minerals. Failure to pay such fees or make the required filings may render the mining claim void or voidable. We believe we have valid claims, but, because mining claims are self-initiated and self-maintained, it is impossible to ascertain their validity solely from public real estate records.

If the government challenges the validity of an unpatented mining claim, we would have the burden of proving the present economic feasibility of mining minerals located on the claims.

There are uncertainties as to title matters in the mining industry. We believe that we have good title to our properties; however, defects in such title could have a material adverse effect on us. We have investigated our rights to explore, exploit and develop our various properties in manners consistent with industry practice and, to the best of our knowledge, those rights are in good standing. However, we cannot assure that the title to our properties will not be challenged or impugned by third parties or governmental agencies. In addition, there can be no assurance that the properties in which we have an interest are not subject to prior unregistered agreements; transfers or claims and title may be affected by undetected defects. Any such defects could cause us to lose our rights to the property or to incur substantial expense in defending our rights.

Detrital Wash, Mohave County, Arizona Property

On March 3, 1998, we entered into a mineral lease with James R. Ardoin for the Detrital Wash mineral claims located one mile east of mile marker 22 on Hwy 93, Mohave County, Arizona. The lease does not require any minimum payments, and charges a royalty of 2% of net smelter returns (NSR). The term of the lease is for 20 years with an option to renew for additional, successive 20-year terms. In July 2004, we reached an agreement in principle with the holders of 131 placer association claims covering approximately 20,000 acres adjacent to and surrounding the original Detrital Wash Property. The agreement will grant us exclusive exploration rights on the claims, and first right of refusal for exclusive development rights in exchange for a 0.25% net smelter return payable to the claimholders. The agreement will require the company to expend a minimum of $125,000 on exploration during a three-year period.

Currently we are attempting to raise additional capital to continue a staged exploration program on the Detrital Wash Property. As part of this effort, we formed Star-Resolve Detrital Wash, LLC as part of a joint venture with Resolve Capital Funding Corporation, Inc. (“Resolve”) to engage in the development and commercial exploitation of the Detrital Wash Property. Each of Resolve and our Company will have a 50% membership interest in Star-Resolve Detrital Wash, LLC. Under this joint venture, Resolve has committed to use its best efforts to manage Star-Resolve Detrital Wash, LLC and to provide us access to its industry related contracts and its expertise in the commercial exploitation of mineral rights. Resolve will be the exclusive managing member of Star-Resolve Detrital Wash, LLC.

Wikieup, Arizona Property

In March 2001, we purchased from Gold Standard Mines Inc. 51 lode mining claims located in the Wikieup mining district, Mohave County, Arizona (the "Wikieup Property"). Consideration for the acquisition was 1,000,000 restricted common shares valued at $400,000 as of the date of the agreement. In connection with the acquisition of the Wikieup Property and for no additional consideration, we were assigned all right, title and interest in certain proprietary gold, silver and/or platinum metal recovery formulae for the processing of ore in and about the Wikieup Property. As of the date of this filing, we have not had the formulae and processing techniques independently verified.

The Wikieup Property at present consists of approximately 840 acres (42 lode claims) of mountainous terrain and is accessible by paved and dirt roads west of Wikieup, Arizona off U.S. Highway 93. The property is located in Section 36, Township 16N, Range 14W in the Holapa Mountain Range. There is nearby access to electricity and water.

We have processed a limited number of "spot samples" of stockpiled screened material from a claim immediately adjacent to our Wikieup Property and found precious metals to exist in the material, although our sampling did not permit a reliable quantitative evaluation as we could not be certain of the degree of pre-treatment and concentration the material had undergone. Nevertheless, the spot samples confirmed our belief, based on the available literature, that the property shows promise as an exploration target. However, the mountainous terrain and complex nature of the geological makeup of the Wikieup Property would likely make it much more costly to explore and develop than the Detrital Wash Property. As a result, we have focused our efforts and available resources on the continued exploration of the Detrital Wash Property.

Going Concern

We have incurred substantial operating and net losses, as well as negative operating cash flow, since our inception. Accordingly, we continue to have significant stockholder deficits and working capital deficits, as further explained in our Annual Report on Form 10KSB for the year ended December 31, 2005. In recognition of these trends, our independent registered accountants included cautionary statements in their report on our financial statements for the year ended December 31, 2005 that expressed "substantial doubt" regarding our ability to continue as a going concern. Specifically, our independent accountants have opined that the continuation of our Company as a going concern is dependent upon obtaining sufficient working capital to be successful in that effort.

Our ability to continue as a going concern is dependent on obtaining additional working capital and our management has developed a strategy which it believes will accomplish this objective through additional equity funding, long term financing, and payment of our expenses by our officers, if needed, which will enable us to operate for the coming year.

Plan of Operation

Over the next twelve months, we intend to focus on obtaining financing necessary for further exploration on the Detrital Wash Property to assess the commercial viability of mineral extraction from deposits on the Detrital Wash Property and the establishment of a precious metal reserve. Given our limited resources and our ability to obtain financing, we intend to concentrate our efforts and our available finances on the continued exploration of the Detrital Wash Property. At present, our Management has no intention of continuing the exploration of the Wikieup Property, although should financing become available with respect to the Wikieup Property, our Management may consider further mineral exploration of the Wikieup Property.

Due to our limited financial resources, we do not anticipate any purchase or sale of property, plant, or other significant equipment, and we do not expect any significant changes in the number of our employees.

Financing

We have no credit lines or other sources of cash. We believe our current cash is sufficient to sustain our administrative overhead over the next twelve months, and to continue some exploration operations on our Detrital Wash Property. We will continue to pursue means to expand our exploration activities, either by seeking additional capital through loans or private placements of our securities, or possibly entering joint venture arrangements with one or more other, more substantial companies, such as the joint venture with Resolve Capital Funding Corporation, LLC for the formation of Star-Resolve Detrital Wash, LLC, which will allow us access to Resolve's industry related contracts and leverage off of Resolve's expertise in commercial exploitation of mineral rights. If we raise capital by selling our equity stock, the proportionate ownership of existing shareholders will be diluted.

During our fiscal year ended December 31, 2005, we secured additional funding through the private placement of our restricted common stock shares at prices ranging from $0.02 to $0.15 per share. In the aggregate, we sold 18,801,125 restricted common stock shares during our fiscal year 2005 for a net purchase price of $656,828.04. During the three month period ended March 31, 2006, we secured additional funding through the private placement of our restricted common stock shares at prices ranging from $0.01 to $0.015 per share. In the aggregate, we sold 13,266,667 restricted common stock shares for a net purchase price of $153,500. We believe these issuances were exempt from the registration requirements pursuant to Regulation D or Section 4(2) of the Securities Act. (See: "Recent Sales of Unregistered Securities").

In addition, certain of our directors have, from time to time. advanced funds to our Company for the payment of operating expenses. These advances have been repaid in cash and through the issuance of restricted shares of our common stock. The amounts that were due to the Company directors for these advances were $0.00 at March 31, 2006. During the three month period ended March 31, 2006,, our Directors contributed to capital amounts that totaled $0.00 as payment for the advances and accrued compensation that was owed to those Officers who also serve as a Director on our Board.

LIQUIDITY

Liquidity and Capital Resources

		For the Three Months Ended March 31, 2006	For the Three Months Ended March 31, 2005
Net cash Used in Operating Activities	$	(221,741)	(259,709)
Net Cash Used in Investing Activities		—	—
Net Cash Provided by Financing Activities		153,500	132,212

General

Overall, we had negative cash flows of $68,241 for the three months ended March 31, 2005, resulting from $221,741 used in our operating activities and $153,500 provided by our financing activities. No cash was provided by our investing activities for the fiscal year 2005.

Cash Used in Our Operating Activities

For the three month period ended March 31, 2006, net cash used in our operating activities of $221,741 was due primarily to a net loss of $241,922, adjustments to reconcile net income to net cash used in operating activities in the amount of $58,350 comprised of depreciation and amortization of $850 and common stock issued for services in the amount of $57,500, and changes to our operating assets and liabilities, primarily a decrease in accounts payables and accrued interest aggregating $38,169.

Cash Provided By Our Financing Activities

For the three month period ended March 31, 2006, net cash provided by our financing activities was attributed to the sale of our common stock resulting in proceeds of $153,500.

Internal Sources of Liquidity

For the three month period ended March 31, 2006, the funds generated from our operations were insufficient to fund our daily operations. There is no assurance that funds from our operations will meet the requirements of our daily operations in the future. In the event that funds from our operations are insufficient to meet our operating requirements, we will need to seek other sources of financing to maintain liquidity.

External Sources of Liquidity

We actively pursue all potential financing options as we look to secure additional funds to both stabilize and grow our business operations. Our management will review any financing options at their disposal, and will judge each potential source of funds on its individual merits. There can be no assurance that we will be able to secure additional funds from debt or equity financing, as and when we need to, or if we can, that the terms of such financing will be favorable to us or our existing stockholders.

On October 28, 2003, we approved the acceptance of a Subscription Agreement and Loan Agreement between us and a Life Insurance Company. Under the terms of these agreements, the Life Insurance Company loaned to us $250,000 pursuant to a promissory note, carrying an interest rate of 6% per annum, with interest payable in quarterly installments with the first quarterly interest payment due on April 28, 2004. This note is due and payable in full on October 28, 2006, and is secured by a mortgage of a 25% mineral interest in our 1,280 acre Detrital Wash Mining Claims in Mohave County, Arizona. The Life Insurance Company has waived payment of all interest due until October 28, 2006. This Life Insurance Company also purchased 7,663,500 shares of the Company’s common stock at a value of $0.03 for a total purchase price of $250,000

Inflation

Management believes that inflation has not had a material effect on our results of operations, and does not expect that it will in fiscal year 2006, except that rising oil and gas prices may materially and adversely impact the economy generally.

Forward Looking Statements

This Management’s Discussion and Analysis of Financial Condition and Results of Operations includes a number of forward-looking statements that reflect our management’s current views with respect to future events and financial performance. Those statements include statements regarding our intent, belief or current expectations, and those of members of our management team, as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. Readers are urged to carefully review and consider the various disclosures made by us throughout this Report, as well as in our other reports filed with the Securities and Exchange Commission. Important factors currently known to Management could cause actual results to differ materially from those in forward-looking statements. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in future operating results over time. We believe that our assumptions are based upon reasonable data derived from and known about our business and operations. No assurances are made that actual results of operations or the results of any future activities will not differ materially from our assumptions.

Since our trading shares are classified as “penny stocks”, we are not entitled to rely upon the “Safe Harbor” provisions adopted by the SEC under the Exchange Act with respect to Forward Looking Statements. Nevertheless, investors are urged to give serious consideration to those factors which we have identified as outside of our control, and the consequences to us and our investors if our anticipated results do not come to pass as expected as a result of material deviations which may occur from the assumptions we have relied upon in making Forward-Looking Statements.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

ITEM 3. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures.

Our management evaluated, with the participation of our Chief Executive and Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-QSB, March 31, 2006. Based on this evaluation, our Chief Executive and Financial Officer has concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act) are ineffective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. We are developing a plan to ensure that all information will be recorded, processed, summarized and reported on a timely basis. This plan is dependent, in part, upon reallocation of responsibilities among various personnel, possibly hiring additional personnel and additional funding. It should also be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

(b) Changes in Internal Control over Financial Reporting

There was no change in the our internal controls that occurred during the three month period ended March 31, 2006 that has materially affected, or is reasonably likely to affect, the Company's internal controls over financial reporting.

PART II

OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time we are involved in legal proceedings relating to claims arising out of operations in the normal course of business, as well as claims arising from our status as an issuer of securities and/or a publicly reporting company. At March 31, 2001, we know of no current or threatened legal proceedings involving us or our properties reportable under this Item 1.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the three months ended March 31, 2006, we issued and/or sold the securities listed in the table below without registration under the Securities Act of 1933

No underwriters were involved in these transactions. Selling prices for the shares may have been discounted from then prevailing market prices to reflect the restricted status of the shares or the urgency of our need for capital. When shares were issued for property or services, in each instance the valuation of the property or services was based on the board of director's determination of the value received for the shares.

The securities were sold by our officers without the use of an underwriter. In effecting the sales, we relied on the exemption authority provided by Section 4(2) of the Securities Act of 1933, as amended, relating to sales not involving any public offering, and Regulation S, relating to securities sold in bona fide offshore transactions. We believe that all such sales were made by our executive officers in private, negotiated transactions without any advertising, public announcements or general solicitation. The purchasers of the shares represented themselves in writing to be, and we believe them to be, members of one or more of the following classes of purchaser:

a. Officers, directors, promoters or control persons of the issuer;
b. Accredited investors, as defined in Rule 501 under Regulation D of the Securities Act;
c. Individuals who:

i. Are knowledgeable and sophisticated in investment matters;
ii. Are able to assess the risks of an investment such as in our securities;
iii. Are financially able to bear the risk of a loss of their entire investment; and
iv. Have access to pertinent information regarding the issuer and its operations.

The shares are subject to the resale provisions of Rule 144 under the Securities Act of 1933, as amended, and may not be sold or transferred without registration except in accordance with that rule. Certificates representing the securities bear a legend to that effect.

Date Issued	Class	Amount	Price	Number of Purchasers
January 6, 2006	Common Stock	4,500,000	$ 0.02[1]	2
January 6, 2006	Common Stock	255,000	$ 0.04[1]	2
January 6, 2006	Common Stock	1,437,500	$ 0.04[1]	2
March 9, 2006	Common Stock	1,666,667	$ 0.015[2]	1
March 13, 2006	Common Stock	2,500,000	$ 0.015[1]	1
March 13, 2006	Common Stock	9,100,000	$ 0.01[1]	1

[1] Issued for cash
[2] Issued to Officers of the Company in settlement of Debt

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ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to the vote of our security holders, whether through solicitation or proxies or otherwise, during the three month period ended March 31, 2006.

ITEM 5. OTHER INFORMATION

ITEM 6. EXHIBITS

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith)
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith)
32.1	Certification of Chief Executive Officer pursuant to pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed herewith)
32.2	Certification of Chief Financial Officer pursuant to pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed herewith)

SIGNATURES

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

INTERNATIONAL STAR INC.

Dated: August 18, 2006

/s/ Denny Cashatt

President and Chief Executive Officer
(PRINCIPAL EXECUTIVE OFFICER)

Dated: August 18, 2006

/s/ Dottie Wommack McNeely

Acting Chief Financial Officer
(PRINCIPAL ACCOUNTING OFFICER)