

Edgar Filing: CERISTAR INC - Form 10KSB/A

CERISTAR INC  
Form 10KSB/A  
June 20, 2003

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 1  
TO  
FORM 10-KSB

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2002, or
- 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 001-16381

CERISTAR, INC.  
(Name of small business issuer in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation or organization)

87-0642448  
(IRS Employer  
identification number)

50 West Broadway, Suite 1100, Salt Lake City, Utah  
(Address of principal executive officers)

84119  
(Zip Code)

Registrant's telephone number, including area code: (801) 350-2017

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$.001 per share  
(Title of Class)

Indicate by checkmark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 ( )

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-B is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-KSB or any amendment to this Form 10-KSB. ( )

Registrant's revenues for the fiscal year ended December 31, 2002, were \$521,000

The aggregate market value of the voting stock held by non-affiliates of the Registrant as of March 31, 2003, was approximately \$3,571,000 based on the closing price on that date on the OTC Bulletin Board.

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As of March 31, 2003, Registrant had outstanding 6,002,276 shares of Common Stock.

### PART I

#### Item 1. Description of Business

CeriStar, Inc. is a Delaware corporation ("CeriStar"), incorporated in December of 1999 for the development of a new generation of telecommunication services using fiber optic cable. Its principal product is the delivery of voice, video and data services over a fiber network. These services include local and long distance telephone, video conferencing, cable television with video on demand, computer email and a host of other related services. Its markets are wide and varied, including residential, commercial, governmental and educational institutions. CeriStar's products were in the development stage throughout 2001 with marketing commencing in 2002.

On September 10, 2002, in order to attract the capital needed to commence its marketing strategies, CeriStar entered into a forward triangular merger with Planet Resources, Inc. ("Planet"), a Delaware corporation, in which all of the outstanding common and preferred shares of CeriStar were exchanged for common shares of Planet. In particular, each share of CeriStar Common Stock issued and outstanding immediately prior to the effective date was canceled and converted into .322 shares of Planet Common Stock; each share of Series A Convertible Preferred Stock issued and outstanding prior to the effective date was exchanged for .757 shares of Planet Common Stock; and each share of Series B Convertible Preferred Stock issued and outstanding prior to the effective date was exchanged for .757 shares of Planet Common Stock. Prior to the merger, Planet authorized a 1 for 5.23 share reverse stock split. Planet had no operations for the prior two years. The merger transaction was accounted for as a reverse merger. On October 15, 2002, Planet Resources Inc. was renamed CeriStar, Inc.

CeriStar's foundation product is its CeriNet IP (Internet Protocol) Utility Network. IP technology and standards have enabled the voice and computer industry to adopt one, unified architecture that delivers information across a common fiber or copper line. CeriNet is an IP open standard architecture that integrates software and electronic hardware from IP compliant vendors to handle packets of voice, video and data from origination to termination of that packet.

Components of the IP Utility Network are:

- \* Layer 2-3 packet switches
- \* Layer 3+ packet routers
- \* Voice, video and data gateways
- \* UNIX, Sun, and Linux based servers
- \* Class 5E equivalent soft switch
- \* Video head end systems (Wholesale to Retail)
- \* OSS/BSS management software
- \* Universal Power Supply (UPS) backup units

CeriNet connects to Local Area Network (LAN) through its standard ports consisting of:

- \* RJ-11 standard two-wire modular connectors
- \* Quad Cable connectors of four-wire (two twisted-pairs) insulated conductors for CAT-5 wiring
- \* Fiber Optic Terminals connecting copper wire to optical fiber cable
- \* Fiber to Fiber SC APC and SC UPC connection
- \* Fiber to RF conversion for edge devices

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- \* RJ-45 eight-pin modular connector in the 10/100BaseT standard for unshielded twisted pair (UTP) connections to smart wiring hubs
- \* Coax RG6 Quad Cable connectors for analog video feeds

The CeriNet product connects Local Area Network (LAN) customers including state government, education, municipalities and greenfield developments to a wider Metro Area Network (MAN) and international Wide Area Network (WAN).

CeriStar's CS-1000, CS-2000, CS-3000 and CS-4000 modules represent CeriStar's version of bundled services and equipment that connects to CeriNet as customer premise equipment (CPM) module. Other third party modules representing similar bundles of services can easily be connected to CeriNet and provide similar performance to CeriStar's CS series of products.

The consumer interface modules, either CeriStar supplied or third party supplied, are connected to the CPM modules and allow IP and analog signals to be sent to CeriNet for routing within the LAN, MAN and WAN at guaranteed performance levels.

CeriStar has identified and developed a business plan to penetrate a large, identifiable market, capitalizing on the convergence of voice, video and data communications. CeriStar's utility network technology platform, CeriNet, enhances communications and networking capabilities within any enterprise. CeriStar targets its marketing and is offering customized solutions to the following major market segments:

- \* State/Local Governments - "Economic Development Networks"
- \* Education Systems - "Knowledge Networks"
- \* Commercial Building and Enterprises - "Smart Buildings and Smart Environments"
- \* Greenfields and Legacy Communities - "Smart Homes and Businesses"

CeriStar is poised to capitalize on the imminent IP converged network upgrade cycle by providing each of these market segments with paths to converged IP network communications. CeriStar is currently testing this model in Utah and plans to deploy it in the surrounding Western states after the testing has been completed.

Over the next five years, CeriStar's business model will take into account the premise that the majority of businesses will be running converged managed networks. Most educational and governmental institutions will have partial converged solutions in use. Greenfield residential will be populated with converged solutions in the new developments. Legacy retrofit residential will still be in its early stages of evolution.

Competitors exist at all levels in the LAN environment to provide bundled converged services. Competitors exist in the WAN environment to deliver connectivity. CeriStar is still unique in deploying a brand of IP Network that is plug and play compatible with LAN and WAN solutions.

CeriStar deploys an IEEE and 7-layer standard network and equipment. It consists of core, aggregation and edge equipment. All equipment can be interchanged because of this open standard adherence. All equipment can be bought from multiple vendors with no barriers to entry.

CeriStar is in the early stages of marketing its products and, as a consequence, its cash needs are more dependent on capital funding than on any major customer.

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CeriStar filed four provisional patent applications in 2001, which were consolidated into one broad patent in 2002. These patents relate to the architecture of an IP Utility Network that enables smart homes, smart commercial buildings, and smart residential communities.

CeriStar enters into revenue sharing arrangements with commercial building owners and residential developers. These contracts vary depending upon project size, equipment ownership and local market conditions. The shared revenues are based on the difference between CeriStar's wholesale and retail prices.

CeriStar is a Common Local Exchange Carrier (CLEC) licensed with the Utah Public Utility Commission. With this license, CeriStar is able to provide telephony services in competition with the Local Exchange Carrier, which is Qwest. As a CLEC, CeriStar is able to compete with not only Qwest but also other CLEC's in providing a myriad of services and converge them with non-regulated services into a single converged network.

As a CLEC, CeriStar is subject to all Public Utility Commission and Federal Communications Commission rules and regulations for telephony services. Regulation changes that may occur will only affect our voice services, while data and video services remain unchanged. Because CeriStar is already a certificated CLEC in Utah any regulation changes will have a minimal affect to the business model.

Over the past two years CeriStar spent an estimated 96 man-months on research and development activities at an estimate cost of \$550,000. The majority of this cost has been borne by investors.

CeriStar currently has 10 full time employees.

### Item 2. Description of Property

CeriStar's property consists primarily of computers, and computer related equipment that are located at CeriStar's headquarters in Salt Lake City and in or near various customer locations. Currently, this equipment is maintained and serviced by head office personnel.

CeriStar currently leases a facility located at 50 West Broadway, Suite 1100, Salt Lake City, Utah on a month-to-month basis. The facility consists of approximately 3,000 square feet of leased office space at a monthly rate of \$3,524.

### Item 3. Legal Proceedings

None

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

None

## PART II

### Item 5. Market for Common Equity and Related Shareholder Matters

CeriStar's Common Stock currently trades on the OTC Bulletin Board under the ticker symbol of CTRI.OB. Following CeriStar's merger with Planet Resources in September 2002, CeriStar was traded under the ticker symbol

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PLNT.OB, which was later changed to CTRI.OB. Prior to the merger, Planet Resources was traded on the OTC Bulletin Board under the ticker symbol of PLNT.OB. As of March 25, 2003, the closing sales price of the Common Stock was \$.95 per share. The following are high and low sales prices for the Common Stock by quarter since the merger as reported by the OTC Bulletin Board:

Period (Calendar Year)	Common Stock Price Range	
	High	Low
2002		
Third Quarter (since September 12, 2002)	\$3.10	\$1.30
Fourth Quarter	\$2.25	\$1.05
2003		
First Quarter	\$1.55	\$ .55

CeriStar has never paid any cash dividends on its common or preferred shares and does not anticipate paying any cash dividends on its common or preferred shares in the foreseeable future. At the time of the merger with Planet, CeriStar's common and preferred shares were exchanged for Planet's Common Stock. CeriStar currently intends to retain future earnings, if any, to fund the development and growth of its proposed business and operation. Any payment of cash dividends in the future on the Common Stock will be dependent upon CeriStar's financial condition, results of operations, current and anticipated cash requirements, plans for expansion, restrictions, if any, under any debt obligations, as well as other factors that CeriStar's Board of Directors deems relevant.

As of March 31, 2003, CeriStar had 1,615 shareholders.

CeriStar's common stock is also registered on the Berlin Stock Exchange.

### Item 6. Management's Discussion and Analysis of Financial Condition and Results for Operations

This report contains forward looking statements that involve risks and uncertainties. Words, such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and "views" are intended to identify forward looking statements. Such statements are based upon current expectations and projections about our business and assumptions made by the management and are no guarantee of future performance. Therefore, actual events and results may differ materially from those expressed or forecasted in the forward looking statements due to risk factors identified in the Management's Discussion and Analysis of Financial Condition and Results of Operations.

On September 10, 2002, CeriStar merged with a wholly owned subsidiary of Planet Resources Inc., a non-operating company, together referred to as Planet, in which all the issued and outstanding stock of CeriStar, including CeriStar Common Stock, CeriStar Series A Convertible Preferred Stock and CeriStar Series B Convertible Preferred Stock were exchanged for shares of Planet Common Stock. Shares of CeriStar Series A Convertible Preferred Stock and Series B Convertible Preferred Stock were each exchanged for .757 shares of Planet Common Stock and shares of CeriStar Common Stock were each canceled and converted into .322 shares of Planet Common Stock. Just prior to the merger, Planet authorized a 1 for 5.23 reverse stock split. The merger was accounted for as a reverse merger with CeriStar being the accounting acquirer. On October 15, 2002, Planet was renamed CeriStar, Inc. Since Planet had no operations for the two years prior to the merger, only CeriStar's financial

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condition and results of operations will be discussed.

### Plan of Operation

During 2001 CeriStar was engaged in developing and testing various Internet Protocol (IP) products. These products emerged in marketable form in 2002. CeriStar has proven its technology and can now deliver technically advanced products to a wide range of residential, commercial, educational and governmental customers. Since these products are significantly advanced from current products in the market place, it is estimated that it will take another year before they become generally accepted allowing for substantial market penetration. The current marketing plan will require between \$2 and \$3 million of new capital to fund operations through 2003, with additional capital needed for geographic expansion into neighboring states. By the end of 2003, CeriStar expects to be profitable, provided that additional capital can be obtained to expand into new markets. A majority of this funding will have to be raised in the equity markets. It is anticipated that debt financing for equipment will become available as product revenues and market acceptance increases. To accelerate that acceptance, CeriStar has partnered with IBM and others who can introduce CeriStar to senior executives and add credibility to our products. They also assist in the acquisition of low cost, high quality equipment and services. In the short term, CeriStar will remain dependent on new capital with no assurances that this new capital will be raised.

Previously, CeriStar had expended significant amounts of capital for equipment, which has the capacity to handle a substantially larger customer volume. Now new customers can be added without significant costs.

### Results of Operations

A detailed comparison of the differences between operations of 2002 compared to 2001 is difficult due to the fact that in 2001 CeriStar was principally a development company, developing and testing new ideas and turning those ideas into new products. Fiscal 2002 continued some of the development effort but a majority of the year was spent marketing those new ideas and products. When combined with merger related expenses and investment services expenses, comparisons between the two years becomes even more difficult.

Revenues increased to \$521,000 in 2002, compared to \$260,000 in 2001. The increase was due to sales of IP services, primarily to commercial customers. Services revenue increased from \$35,000 in 2001 to \$269,000 in 2002, a \$234,000 increase, accounting for 90% of the revenue increase. Equipment sales increased from \$212,000 in 2001 to \$214,000 in 2002, or a \$2,000 increase.

Cost of sales increased from \$245,000 in 2001 to \$465,000 in 2002. This increase was due to increased service and labor costs associated with the services revenue. Labor costs increased by \$30,000, increasing from \$90,000 in 2001 to \$120,000 in 2002. Service costs increased from \$59,000 in 2001 to \$253,000 in 2002. The high service costs in 2002 resulted in a margin of \$16,000 for services, or a 6% margin for 2002. This margin is expected to increase significantly in the future as new customers are added as CeriStar's excess bandwidth purchases and equipment is able to service a substantially larger customer base.

Total administrative expense in 2002 was \$2,768,000 compared to \$1,420,000 in 2001, an increase of \$1,348,000. Approximately \$1,012,000 of this increase was for expenses paid to consultants in the form of common stock for services relating to the merger with Planet Resources. An additional \$353,000 was paid, primarily in the form of common stock, to consultants that are advising CeriStar on product positioning, customer identification and offshore expansion, as CeriStar converts from a development company to an operating company, marketing its IP application products and services. Payroll expense

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decreased from \$1,116,000 in 2001 to \$912,000 in 2002 as salary and staff reductions were implemented in late 2001 and early 2002. Depreciation expense increased from \$12,000 in 2001 to \$64,000 in 2002 due to new equipment acquisitions for the network. Professional fees also increased from \$65,000 in 2001 to \$152,000 in 2002, an \$87,000 increase as accounting, legal, sales and staffing personnel were hired to assist in a variety of areas.

During 2002 CeriStar borrowed \$75,000 on a convertible long-term note that may be converted to CeriStar's common stock. This note also has warrants to purchase 22,710 shares of common stock at \$3.30 per share. Approximately \$20,400 of the interest expenses relates to this note.

### Liquidity and Capital Resources

As of December 31, 2002, CeriStar's current liabilities were \$672,000, while current assets were only \$93,000 equating to a \$579,000 working capital deficit. In order for CeriStar to continue operating, additional capital is essential. CeriStar's operating revenues are not capable of supporting current operations. Thus, in the short term, CeriStar is dependent on the capital markets for funding. To meet these continuing funding needs, CeriStar has engaged the financial consulting firm of AlphaWest to assist in the acquisition of new equity capital. With access to both the public and private capital markets, CeriStar will attempt to raise \$2 to \$3 million to fund operations for 2003.

With almost 200 residential customers in Provo, Utah and contracts signed for over 400 additional residential customers in the surrounding area that will be starting service throughout 2003 and early 2004, combined with projected sales to new developments, CeriStar expects to be able to fund operations from service revenues by the end of 2003. As previously mentioned, CeriStar remains dependent on new capital but there can be no assurance that any new capital will be raised. A majority of the merger expenses and a significant portion of consulting expenses relating to the raising of new capital and other professional expenses were paid with Common Stock, thus conserving cash for operations. Approximately \$1,322,000 in stock was issued during 2002 to pay for these services as well as a portion of payroll expense, primarily incentives to retain key employees.

### Item 7. Financial Statements

#### INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders  
of CeriStar Inc. and Subsidiary

We have audited the accompanying consolidated balance sheet of Ceristar, Inc. as of December 31, 2002 and 2001, and the related statements of operations, stockholders' deficit and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An

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audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of CeriStar, Inc. as of December 31, 2002 and 2001 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3, the Company has a deficit in working capital, negative cash flows from operations, and recurring net losses. These issues raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The accompanying financial statements do not include any adjustment that might result from the outcome of this uncertainty.

TANNER + CO.

Salt Lake City, Utah  
February 7, 2003

CERISTAR, INC.  
CONSOLIDATED BALANCE SHEET  
DECEMBER 31

Assets -----	2002	2001
	-----	-----
Current assets:		
	\$	\$
Cash	28,210	2,518
Accounts receivable, net of allowance for doubtful accounts of \$16,117 and \$0, respectively	52,945	2,206
Prepaid expenses	3,954	3,954
Deposits	8,338	-
	-----	-----
Total current assets	93,447	8,678
Property and equipment, net	339,395	49,322
	-----	-----
	\$	\$
	432,842	58,000
	-----	-----



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Liabilities and Stockholders' Deficit

Current liabilities:

	\$	\$
Accounts payable	385,615	34,084
Accrued payroll liabilities	101,888	61,399
Unearned revenue	94,300	21,704
Deferred purchase obligation	86,996	-
Convertible long-term debt	2,708	-
	-----	-----
Total current liabilities	671,507	117,187

Stockholders' deficit:

Preferred stock, \$.001 par value; 1,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, \$.001 par value, voting, 25,000,000 shares authorized, 5,852,197, and 4,180,078 issued and outstanding, respectively.	5,852	4,180
Additional paid-in capital	8,546,387	5,284,625
Deferred compensation	(615,011)	(821,033)
Subscriptions receivable	(996,289)	(80,630)
Accumulated deficit	(7,179,604)	(4,446,320)
	-----	-----
Total stockholders' deficit:	(238,665)	(59,187)

\$	\$
432,842	58,000
-----	-----

CERISTAR, INC.  
CONSOLIDATED STATEMENT OF OPERATIONS  
DECEMBER 31

	2002	-----
Sales	\$ 520,952	\$
Cost of sales	(465,202)	(244,000)
Selling, general, and administrative expense	(2,767,581)	-----

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Loss from operations		(2,711,831)	
Other income		1,753	4,795
Interest expense		(23,197)	-
		-----	-----
Loss before benefit for income taxes		(2,733,275)	
Benefit for income taxes		-	-
		-----	-----
Net loss		\$ (2,733,275)	\$
		-----	-----
Loss per common share basic and diluted		\$ (0.58)	\$ (0.35)
		-----	-----
Weighted average shares - basic and diluted		4,724,000	
		-----	-----

CERISTAR, INC.  
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT  
YEARS ENDED DECEMBER 31, 2002 AND 2001

	Preferred Stock Shares	Amount	Common Stock Shares	Amount	Addition Paid- Capit
	-----	-----	-----	-----	-----
Balance, January 1, 2001	1,273,924	\$ 1,274	7,101,961	\$ 7,102	3,56
Recapitalization of Ceristar from reverse merger with Planet Resources, Inc.	(1,273,924)	(1,274)	(3,457,843)	(3,458)	
Issuance of common stock for:					
Cash	-	-	322	-	
Services	-	-	72,585	73	
Subscription receivable and compensation	-	-	315,238	315	
Stock subscription received	-	-	-	-	
Issuance of common stock for cash (net of offering costs)	-	-	147,815	148	
Amortization of deferred compensation	-	-	-	-	

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Net loss	-	-	-	-
	-----	-----	-----	-----
Balance, December 31, 2001	-	-	4,180,078	4,180
5,284,62				
Issuance of common stock for:				
Cash	-	-	328,654	329
Services	-	-	1,072,968	1,073
Subscription receivables and compensation	-	-	175,322	175
Debt	-	-	147,768	148
Non-vested common stock reacquired				
through employee terminations			(52,593)	(53)
Amortization of deferred compensation	-	-	-	-
Preferential conversion feature and issue of				
warrants with long-term debt	-	-	-	-
Net loss	-	-	-	-
	-----	-----	-----	-----
Balance, December 31, 2002	-	\$	5,852,197	\$
8,546,38	-----	-----	-----	-----

CERISTAR, INC.  
Consolidated Statement of Cash Flow  
YEAR ENDED DECEMBER 31

	2002	2001
	-----	-----
Cash flows from operating activities:		
Net loss	\$ (2,733,275)	\$ (1,400,000)
Adjustments to reconcile net loss to net cash		
used in operating activities:		
Depreciation and amortization	63,682	12,072
Stock issued for services	1,322,450	407,588
Amortization of deferred compensation	364,578	16,500
Amortization of discount on long-term debt	10,000	-
Bad debt expense	16,117	-

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Decrease (increase) in:		
Accounts receivable	(66,856)	(2,206)
Prepaid expense	-	(430)
Deposits	(8,338)	-
Increase (decrease) in:		
Accounts payable	186,990	34,084
Accrued liabilities	40,489	40,347
Deferred revenue	56,396	21,704
	-----	-----
Net cash used in operating activities	(747,767)	(871,135)
	-----	-----
Cash flows used in investing activities-		
purchase of property and equipment	(86,018)	(12,507)
	-----	-----
Cash flows from financing activities:		
Proceeds from issuance of common stock	482,913	455,752
Proceeds from convertible long-term debt	75,000	-
Proceeds from related party note	140,300	-
Proceeds from notes payable	228,394	-
Payments on notes payable	(59,838)	-
Payments on convertible long-term debt	(7,292)	-
	-----	-----
Net cash provided by financing activities	859,477	455,752
	-----	-----
Net increase (decrease) in cash		
and cash equivalents	25,692	(427,890)
Cash and cash equivalents at beginning of year	2,518	430,408
	-----	-----
Cash and cash equivalents at end of year	\$ 28,210	\$ 2,518
	-----	-----

Notes to Consolidated Financial Statement  
December 31, 2002, and 2001

1. Organization and Description of Business

CeriStar, Inc. (formerly Planet Resources, Inc.) (the Company) is in the communications industry as a hi-tech developer of IP technology to data convergence. The Company is located in Salt Lake City, Utah and was formed in December 1999.

On September 10, 2002 the Company entered into an Agreement and Plan of Merger with Planet Resources, Inc and its wholly owned subsidiary referred to as (Planet) in which all the issued and outstanding stock of the Company, including Convertible Preferred Series A shares (Series A) and Convertible Preferred Series B shares (Series B), were exchanged for the issued and outstanding stock of Planet. Series A and B shares were converted at a rate of approximately .757 for every common share of Planet and .322 shares of the Company were converted into approximately .322 shares of Planet common share. Just prior to the merger Planet authorized a 1 to 5.2 stock split. The merger was accounted for as a reverse merger with the Company being the accounting acquirer and thus the historical information presented in the condensed financial statements of operations, cash and stockholder's deficit, are those of the Company.

2. Summary of Significant Accounting Policies

Concentration of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of trade receivables. In the normal course of business, the Company provides on-going credit evaluations of its customers and maintains allowances for possible losses which, when realized, have been within the range of management's expectations.

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risk on cash and cash equivalents.

Cash and Cash Equivalents

Cash includes all cash and investments with original maturities to the Company of three months or less. Property and Equipment Property and equipment are recorded at cost less accumulated depreciation. Depreciation and amortization on capital leases and property and equipment are determined using the straight-line method over the estimated useful lives of the assets or terms of the leases. Depreciation and amortization periods are as follows:

Computer equipment and software	3 - 5 years
Furniture and fixtures	5 years

Revenue Recognition

Revenue is recognized when a valid contract or purchase order has been executed or received, services have been performed or product has been delivered, the selling price is fixed or determinable, and collectibility is reasonably assured. Payments received prior to performance are recorded as unearned revenue.

Income Taxes

Deferred taxes are computed using the asset and liability method. Under the asset and liability method, deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax assets are not recognized unless it is more likely than not that the asset will be realized in future years.

#### Earnings Per Common and Common Equivalent Share

The computation of basic earnings per common share is computed using the weighted average number of common shares outstanding during the year.

#### Earnings Per Common and Common Equivalent Share Continued

The computation of diluted earnings per common share is based on the weighted average number of shares outstanding during the year plus common stock equivalents which would arise from the exercise of warrants outstanding using the treasury stock method and the average market price per share during the year. Warrants to purchase 324,466 and 83,724 common stock equivalents are not included in the diluted earnings per share calculation for 2002 and 2001, respectively, since their effect is anti-dilutive.

#### Impairment of Long-Lived Assets

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable through undiscounted future cash flows. If it is determined that an impairment loss has occurred based on expected cash flows, such loss is recognized in the statement of operations.

#### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts 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 periods. Actual results could differ from those estimates.

#### Stock-Based Compensation

The Company has adopted the disclosure only provisions of Statement of Financial Accounting Standards (SFAS) No. 123, "Accounting for Stock-Based Compensation." Accordingly, no compensation expense is recognized when stock

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options or warrants are granted to employees. No options or warrants were issued to employees for the years ended December 31, 2002 and 2001. Warrants issued in 2002 and 2001 were in connection with purchases of stock, conversion of debt and issuance of debt.

The fair value of each warrant granted on the date of grant using the Black-Scholes option pricing method and the following assumptions at December 31:

	2002	2001
Expected dividend yield	\$ -	\$ -
Expected stock price volatility	50.41%	NA
Risk-free interest rate	4.25%	4.75%
Expected life of options	5 years	5 years

The weighted average fair value of each warrant granted during 2002 and 2001 was \$1.63 and \$.52, respectively.

### Reclassifications

Certain accounts in the 2001 financial statement have been reclassified to conform with the current year presentation.

### 3. Going Concern

The Company has a working capital deficit, a stockholders' deficit, and recurring net losses. These factors create substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern.

The ability of the Company to continue as a going concern is dependent on the Company generating cash from the sale of its common stock or obtaining debt financing and attaining future profitable operations. Management's plans include selling its equity securities and obtaining debt financing to fund its capital requirements and ongoing operations, however, there can be no assurance the Company will be successful in these efforts.

### 4. Property and Equipment

Property and equipment consists at December 31:

	2002	
Computer equipment and software	\$ 410,598	\$
Furniture and fixtures	10,587	
	421,185	
Less accumulated depreciation and amortization	(81,790)	
	\$ 339,395	\$

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5. Deferred Purchase Obligation

During the year ended December 31, 2002, the Company entered into an finance the purchase of equipment through a residential developer. The obligation has no stated interest rate and will be repaid solely from net revenues generated from the use of the equipment. The obligation is secured by the equipment, and the maturity of the obligation is contingent on net future revenues generated from the equipment. The balance of the obligation at December 31, 2002 is \$86,996.

6. Convertible Long-Term Debt

Convertible long-term debt consists of a note payable to a financial institution with an original amount due of \$75,000. The note is payable in monthly installments of \$1,744, including interest at 14%, secured by equipment, and matures on May 30, 2007.

The note includes a beneficial conversion feature wherein the holder of the note, at the holders option, may covert the note to shares of the Company's common stock at \$1.65 per share. The Company also issued to the note holder a warrant to purchase 22,710 shares of the Company's stock at an exercise price of \$3.30 per share. Based on the value of the warrants, calculated using the Black Scholes option pricing model at the date of grant, together with the intrinsic value of the beneficial conversion feature, the note was discounted for the full face value and the discount is being amortized over the life of the loan.

As of December 31, 2002 the principle balance remaining on the note was \$67,708 which is reduced by the unamortized discount of \$65,000 equaling a net book value of the debt of \$2,708 which is recorded on the balance sheet.

Future maturities of long-term debt are as follows:

Year Ending December 31:	Amount
-----	-----
2003	\$ 12,217
2004	14,041
2005	16,138
2006	18,548
2007	6,764
	-----
	67,708
Less Discount	(65,000)
	-----
	\$ 2,708
	=====

7. Income Taxes

The benefit for income taxes is different than amounts which would be provided by applying the statutory income tax rate to loss before benefit for income taxes for the following reasons:

Years Ended  
December 31,



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	2002	2001
Income tax benefit at statutory rate	\$ 1,020,000	\$ 518,000
Stock valuation for services	(472,000)	(149,000)
Change in valuation allowance	(546,000)	(367,000)
Other	(2,000)	(2,000)
	\$ -	\$ -

	2002	2001
Net operating loss carry-forwards	\$ 1,370,000	\$ 783,000
Amortization of license technology	298,000	321,000
Depreciation	(48,000)	(6,000)
Deferred revenue	26,000	8,000
Allowance for doubtful accounts	6,000	-
Valuation allowance	(1,652,000)	(1,106,000)
	\$ -	\$ -

At December 31, 2002, the Company has net operating loss carry-forwards available to offset future taxable income of approximately \$3,674,000 of which will begin to expire in 2019. The utilization of the net operating loss carry-forwards is dependent upon tax laws in effect at the time the net operating loss carry-forwards are utilized. A valuation allowance has been recorded against the deferred revenue due to the uncertainty surrounding its realization caused by the Company's recurring losses.

8. Common Stock Warrants The Company has issued warrants in conjunction with the sale of its securities and convertible debt. Warrants that were issued generally do not have a life that exceeds five years. Information regarding warrants to purchase common stock is summarized

	Exercise Number of Warrants	Price Per Share
Outstanding at January 1, 2001		
Granted	83,724	\$ 1.67
Expired	-	-
Outstanding at December 31, 2001	83,724	1.67

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Granted	240,742	1.67 - 4.50
Expired	-	-

Outstanding at December 31, 2002	324,466\$	1.67 - 4.50
----------------------------------	-----------	-------------

The following table summarizes information about outstanding warrants for com December 31, 2002:

Range of Exercise Prices	Number Outstanding	Outstanding		Exercisable	
		Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable	Average Exercise Price
\$ 1.67 - 2.30	91,902	2.53	\$ 2.10	91,902	\$ 2.10
3.30 - 4.50	232,564	2.99	3.65	232,564	3.65
\$ 3.21	324,466	2.86	\$ 3.21	324,466	\$ 3.21

9. Stock Subscription Receivable Subscriptions receivable consist of the obligation of employees to purchase, at \$.031 per share, approximately 2,716,295 and 2,596,286 of the Company's common shares at December 31, 2002 and 2001, respectively. The difference between the fair value of the shares and the subscription receivable is recognized as compensation according to the vesting period set forth in the stock purchase agreements which range from two to three years. Deferred compensation related to these subscriptions was \$615,011 and \$821,033 at December 31, 2002 and 2001. The measurement date of compensation is the date the shares were granted.

In addition to the employee subscription receivable, the company has also issued 443,131 shares of its common stock related to consultant agreements for which services will be rendered in 2003. The stock issuances have been recorded as subscriptions receivable with a value of \$911,933.

10. Supplemental Cash Flow Information During the years ended December 31, 2002, the Company:

- o Financed the purchase of equipment with a deferred purchase obligation of \$103,196.
- o Effected a payment of \$16,200 on the deferred purchase obligation and recorded an increase of \$16,200 in deferred revenue.
- o Issued 1,248,290 of the Company's common shares for services of \$1,325,660, deferred compensation of \$320,000 and subscriptions receivable of \$914,933.
- o Exchanged 147,768 shares of the Company's

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common stock for \$308,708 of notes payable.

- o Issued 45,420 warrants with a beneficial conversion feature attached to long-term debt, which resulted in a discount against the long-term debt of \$75,000.
- o Reacquired, through employee terminations, 52,593 shares of the Company's common stock for a reduction in deferred compensation of \$161,444 and subscriptions receivable of \$800.

o Acquired equipment in exchange for accounts payable of \$164,541.

Company: During the year ended December 31, 2001, the

- o Issued 315,238 shares to employees in exchange for services of \$182,168, deferred compensation of \$788,033, and employee stock subscriptions receivable of \$26,799.

follows: Cash paid for interest and income taxes are as

	Years Ended December 31,	
	2002	2001
Interest	\$ 23,197	\$ -
Income Taxes	\$ -	\$ -

11. Related Party Transactions

Related party transactions are as follows:

During the year ended December 31, 2002, an officer of the Company and relatives of the Officer exchanged \$127,200 of notes payable for 59,585 shares of the Company's

During the year ended December 31, 2001, an Officer and relatives of an officer purchased 27,200 Series B convertible preferred stock for \$68,000.

12. Major Customers

Sales to customers which exceeded 10% of total sales are as follows years ended December 31:

	2002	2001
Customer A	\$ 152,000	\$ -
Customer B	\$ 91,000	\$ 172,000
Customer C	\$ 60,000	\$ -

13. Commitments and Contingencies

Litigation  
The Company may  
become or is

subject to investigations, claims or lawsuits ensuing out of the conduct of its business. The Company is currently not aware of any such items which it believes could have a material effect on its financial position.

14.

Fair Value of The Company's financial instruments consist of cash, receivables and Financial Instruments payables. The carrying amount of cash, receivables, convertible long-term debt and payables approximates fair value because of the short-term nature of these items.

15. Recent Accounting In June 2001, the FASB issued Statement of Financial Accounting Standards No. Pronouncements 143, "Accounting for Asset Retirement Obligations". This Statement addresses

financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. This Statement is effective for financial statements issued for fiscal years beginning after June 15, 2002. This Statement addresses financial accounting and reporting for the disposal of long-lived assets. The Company is currently assessing the impact of this statement.

In April 2002, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections." This statement requires the classification of gains or losses from the extinguishments of debt to meet the criteria of Accounting Principles Board Opinion No. 30 before they can be classified as extraordinary in the income statement. As a result, companies that use debt extinguishment as part of their risk management cannot classify the gain or loss from that extinguishment as extraordinary. The statement also requires sale-leaseback accounting for certain lease modifications that have economic effects similar to sale-leaseback transactions. The Company does not expect Adoption of SFAS No. 145 did have a material impact on financial position or future operations.

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In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." This standard, which is effective for exit or disposal activities initiated after December 31, 2002, provides new guidance on the recognition, measurement and reporting of costs associated with these activities. The standard requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at the date the company commits to an exit or disposal plan. The adoption of SFAS No. 146 by the Company is not expected to have a material impact on the Company's financial position or future operations.

In December 2002, the FASB issued SFAS No. 148 "Accounting for Stock-Based Compensation--Transition and Disclosure--an amendment of FASB Statement No. 123," which is effective for all fiscal years ending after December 15, 2002. SFAS No. 148 provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation under SFAS No. 123 from the intrinsic value based method of accounting prescribed by Accounting Principles Board Opinion No. 25. SFAS 128 also changes the disclosure requirements of SFAS 123, requiring a more prominent disclosure of the pro-forma effect of the fair value based method of accounting for stock-based compensation. The adoption of SFAS No. 148 by the Company did not have a material impact on the Company's financial position or future operations.

In January 2003, the Financial Accounting Standards Board (FASB) issued Interpretation No. 46, Consolidation of Variable Interest Entities (FIN No. 46), which addresses consolidation by business enterprises of variable interest entities. FIN No. 46 clarifies the application of Accounting Research Bulletin No. 51, Consolidated Financial Statements, to certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN No. 46 applies immediately to variable interest entities created after January 31, 2003, and to variable interest entities in which an enterprise obtains an interest after that date. It applies in the first fiscal year or interim period beginning after June 15, 2003, to variable interest entities in which an enterprise holds a variable interest that it acquired before February 1, 2003. The Company does not expect to identify any variable interest entities that must be consolidated. In the event a variable interest entity is identified, the Company does not expect the requirements of FIN No. 46 to have a material impact on its financial condition or results of operations.

In November 2002, the FASB issued Interpretation No.

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45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (FIN No. 45). FIN No. 45 requires certain guarantees to be recorded at fair value, which is different from current practice to record a liability only when a loss is probable and reasonably estimable, as those terms are defined in FASB Statement No. 5, Accounting for Contingencies. FIN No. 45 also requires the Company to make significant new disclosures about guarantees. The disclosure requirements of FIN No. 45 are effective for the Company in the first quarter of fiscal year 2003. FIN No. 45's initial recognition and initial measurement provisions are applicable on a prospective basis to guarantees issued or modified after December 31, 2002. The Company's previous accounting for guarantees issued prior to the date of the initial application of FIN No. 45 will not be revised or restated to reflect the provisions of FIN No. 45. The Company does not expect the adoption of FIN No. 45 to have a material impact on its consolidated financial position, results of operations or cash flows.

SFAS No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, was issued in September 2000. SFAS No. 140 is a replacement of SFAS No. 125, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities. Most of the provisions of SFAS No. 125 were carried forward to SFAS No. 140 without modification by the Financial Accounting Standards Board (FASB), and some were modified only in minor ways. In issuing SFAS No. 140, the FASB included certain decisions that had been addressed and determined since the publication of SFAS No. 125. SFAS No. 140 is effective for transfers and servicing of financial assets and extinguishments of liabilities on March 31, 2001. Management does not expect the adoption of SFAS No. 140 to have a significant impact on the financial position or results of operations of the Company.

16. Subsequent Event      On March 1, 2003, the Company entered into an agreement with Wired LLC, which the Company is obligated to purchase equipment in the amount of \$343,840 in exchange for 45,000 warrants to purchase the Company's common shares at \$1.05 per share and issuance of 109,400 of the Company's common shares. The equipment will be used in a revenue sharing venture. Wired LLC will receive all net profits from communications services provided in the agreement until it has recovered the sales price of the equipment plus 12%. After Wired LLC has recovered the sales price of the equipment plus 12%, net profits will be divided evenly from communications service revenue. The Company has an obligation to service, and maintain the equipment, and support the communications services for the duration of the contract years.

Item 8. Change In and Disagreements with Accountants

None

### PART III

Item 9. Directors, Executive Officers, Promoters and Control Persons

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The following table sets forth the officers and directors of CeriStar as of March 31, 2003

Name	Age	Position
David L Bailey	63	Chairman of the Board, President and Chief Executive Officer
Dane P. Goodfellow	57	Vice President of Marketing and Director
Mark S. Hewitt	51	Director
G. Earl Demorest	48	Vice President of Engineering and Finance
Paul D. Losee	54	Vice President of Corporate Development
Lark M. Allen	58	Director (resigned as of March 31, 2003)

David L Bailey has served as Chairman of the Board, President and Chief Executive Officer of CeriStar since December 1999. From May 1997 to December 1999, Mr. Bailey served as Managing Partner of DL Group, a limited liability corporation, which marketed computer software and telecommunications products. From 1993 to 1997, he was Chairman and Chief Executive Officer of VZ Corp., a software development company. Mr. Bailey has also been Chairman and Chief Executive Officer of Clyde Digital Systems and Cericor, and was the lead founder and Chief Executive Officer of Iomega, Inc.

Dane P. Goodfellow has served as Vice President of Marketing and a director of CeriStar since December 1999. From 1998 to 1999, Mr. Goodfellow served as Vice President of Sales of ViewPoint, Inc. a software development company. From 1994 to 1997, he served as Vice President of Marketing and Sales of VZ Corp., a software development company.

Mark S. Hewitt has served as a director of CeriStar since April 2000. Mr. Hewitt is the Chief Technology Officer of Nextbend Inc. a consumer electronics company based in Florida. Previously, he was Chief Technology Officer of Mediacentric Group, a communications solutions provider. And prior to that position, he was Senior Vice President of I-Link, a unified messaging and IP telephony company.

G. Earl Demorest has served as Vice President of Engineering and Finance since December 1999. From 1997 to 1999, Mr. Demorest served as Chief Financial Officer and Network Administrator of DL Group, a limited liability corporation, which marketed computer software and telecommunications products. From 1995 to 1997, he was Controller and Network Administrator of VZ Corp, a software development company. Mr. Demorest is also the son-in-law of Mr. Bailey.

Paul D. Losee has served as Vice President of Development since March 2001. From 1999 to 2001, Mr. Losee was the Chief Operating Officer of Xboundary.com, Inc., an internet centric software developer. From 1998 to 1999, he was the Chief Operating Officer of IQ Telecommunications, Inc. Mr. Losee was President and founder of M+, Inc., a marketing consultancy firm.

Lark M. Allen served as a director of CeriStar since April of 2000, until his resignation in March of 2003.

### Item 10. Executive Compensation

Executive and Director compensation for the past three years is as follows:

#### Summary Compensation Table

#### Annual Compensation

Long-Term

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Long-term Name and Compensa- Principal Position	All Other Period	Salary (\$)	Bonus (\$)	tion (\$)	Compensa- Awards (\$)	Awards	
						Other Annual SARs (#)	Stock
D.L. Bailey, President, Chief Executive Officer and Director	2002 (1)	\$75,000	0	0	0	0	0
	2001 (2)	\$136,154	0	0	0	0	0
	2000 (3)	\$150,000	0	0	0	0	0
D.P. Goodfellow, Vice President Marketing, Director	2002 (1)	\$71,923	0	0	0	0	0
	2001 (2)	\$79,788	0	0	0	0	0
	2000 (3)	\$120,000	0	0	0	0	0
G.E. Demorest, Vice President Engineering and Finance	2002 (1)	\$81,923	0	0	0	0	0
	2001 (2)	\$103,615	0	0	0	0	0
	2000 (3)	\$90,000	0	0	0	0	0
P.D. Losee, Vice President Corporate Development	2002 (1)	\$95,539	0	0	0	0	0
	2001 (2)	\$92,961	0	0	0	0	0
	2000 (3)	N/A	n/a	n/a	n/a	n/a	n/a

(1) For the fiscal year ended December 31, 2002.

(2) For the fiscal year ended December 31, 2001

(3) For the fiscal year ended December 31, 2000.

(4) Prior to CeriStar's merger with Planet, shares of CeriStar common stock were issued to Messrs. Demorest and Losee. These shares vest monthly over three years. The shares were valued at \$1.00 per share based on the conversion feature and the price paid for preferred stock less any obligation to purchase vested shares. These shares were accompanied with an obligation of such employee to purchase such shares at \$.01 per share. If employment is terminated before the end of the vesting period, CeriStar can at its option repurchase the unvested portion at \$.01 per share.

Item 11. Security Ownership of Certain Beneficial Owners and Management

The following table sets forth the beneficial ownership of the outstanding shares of CeriStar common stock for (i) each executive officer of CeriStar, (ii) each director, (iii) each person known to be the beneficial owner of more than 5% of the outstanding shares of CeriStar and (iv) all directors and officers as a group:

Name and addresses(1)	Number of Shares	Percentage of Ownership
David L Bailey (2)	821,493	13.7%
Dane P. Goodfellow	454,865	7.6
George E. Demorest	311,653	5.2
A. W. Dugan	305,324	5.1



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Paul D. Losee	137,150	2.3
Mark S. Hewitt	20,192	*
Lark M. Allen	20,192	*
Executive officers and directors as a group (6 persons)	1,765,545 (a)	29.4%

\* Less than 1%.

- (1) The address for Mr. Bailey is 1971 Summerwood Dr, Farmington UT 84025. The address for Mr. Goodfellow is 8789 South Sutton Way, Salt Lake City, UT 84121. The address for Mr. Demorest is 1529 E Hilda Dr, Fruit Heights, UT 84037. The address for Mr. Dugan is 1415 Louisiana, Suite 3100, Houston, TX 83846. The address for Mr. Losee is 2783 Hobbs Creek Dr, Layton, UT 84040. The address for Mr. Hewitt is 5900 Corral Gate Lane, Sarasota, FL 34241. The address for Mr. Allen is 1921 Hunting Ridge Rd, Raleigh, NC 27615.
- (2) Includes warrants to purchase 15,594 shares of common stock issued to Mr. Bailey.

### Item 12. Certain Relationships and Related Transactions

During 2002, David L. Bailey, his wife, Connie Bailey, and his nephew, A. Brent Bailey, collectively loaned a total of \$127,200 to CeriStar, which was later exchanged for 4,736 shares of CeriStar Series B convertible preferred stock (which was subsequently converted to 3,585 shares of CeriStar common stock) and 56,000 shares of CeriStar common stock. During 2001, Mr. Bailey, his wife Connie Bailey, and his brother, Daniel W. Bailey, purchased a total of 27,200 shares of Series B convertible preferred stock for \$68,000.

### Item 13. Exhibits and Reports on Form 10-K

#### (a) Exhibits

The following Exhibits are filed herewith pursuant to Rule 601 of Regulation S-B or are incorporated herein by reference to previous filings.

#### Table

No.	Document
3.1	Certificate of Incorporation(1)
3.2	Amended Certificate of Incorporation(1)
3.3	Bylaws(1)
4.1	Specimen Common Stock Certificate(1)
10.1	2002 Directors, Officers and Consultants Stock Option, Stock Warrant and Stock Award Plan(2)
10.2	Agreement and Plan of Merger between Planet Resources, Inc. and CeriStar, Inc.(3)
99.01	Certification Pursuant to Section 906 of Sarbanes-Oxley Act 2002
99.02	Certification Pursuant to Section 906 of Sarbanes-Oxley Act 2002

- (1) Incorporated by reference from Form 8-A, as filed on March 1, 2001.
- (2) Incorporated by reference from Registration Statement on Form S-8, as filed on September 10, 2002.
- (3) Incorporated by reference from Form 8-K, as filed on September 17, 2002.

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(b) Reports on Form 8-K

On September 17, 2002, the Company filed a Form 8-K regarding the merger between CeriStar, Inc. and Planet Resources, Inc.

On October 16, 2002, the Company filed a Form 8-K regarding name change to CeriStar, Inc.

On November 25, 2002, the Company filed a Form 8-K/A regarding the merger between CeriStar, Inc. and Planet Resources, Inc.

Item 14. Controls and Procedures

The Company's President and Chief Executive Officer and its Chief Financial Officer (the "Certifying Officers"), are responsible for establishing and maintaining disclosure controls and procedures for the Company. The Certifying Officers have concluded (based on their evaluation of these controls and procedures as of a date within 90 days of the filing of this report) that the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-14c under the Securities Exchange Act of 1934) are effective. No significant changes were made in the Company's internal controls or in other factors that could significantly affect those controls subsequent to the date of the evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

There were no significant changes made in our internal controls during the period covered by this report, or to our knowledge, in other factors that could significantly affect these controls subsequent to the date of their evaluation.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 authorized.

CERISTAR, INC.

DATED April 23, 2003.

By:/s/David L. Bailey

David L. Bailey, Chairman of the Board, President and Chief Executive Officer

Pursuant to the requirements of the Securities exchange act of 1934, this report has been signed by the following persons in counterpart on behalf of the Company on the dates indicated.

Signature	Title	Date
/s/David L. Bailey _____ David L. Bailey	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	April 23, 2003
/s/Mark S. Hewitt _____ Mark S. Hewitt	Director	April 23, 2003



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6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

CERISTAR, INC.

DATED April 23, 2003.

By: /s/David L. Bailey

David L. Bailey, Chairman of the Board,  
President and Chief Executive Officer

CERTIFICATIONS

I, G. Earl Demorest, certify that:

1. I have reviewed this Annual Report on Form 10-KSB of CeriStar, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

(a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

(c) Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's

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auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

CERISTAR, INC.

DATED April 23, 2003.

By: /s/G. Earl Demorest

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G. Earl Demorest  
Vice President of Engineering and Finance  
and Chief Financial Officer

EXHIBIT 99.1  
CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES - OXLEY ACT OF 2002

In connection with the quarterly report of CeriStar, (the "Company") on Form 10-KSB for the year ended December 31, 2002, David L. Bailey, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002, that to the best of his knowledge:

1. The annual report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

2. The information contained in the annual report fairly presents, in all material respects, the financial condition and results of operations of the Company.

CERISTAR, INC.

DATED April 23, 2003.

By: /s/David L. Bailey

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David L. Bailey, Chairman of the Board,  
President and Chief Executive Officer

EXHIBIT 99.2

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES - OXLEY ACT OF 2002

In connection with the quarterly report of CeriStar, (the "Company") on Form 10-KSB for the year ended December 31, 2002, G. Earl Demorest, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002, that to the best of his knowledge:

1. The annual report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

2. The information contained in the annual report fairly presents, in all material respects, the financial condition and results of operations of the Company.

CERISTAR, INC.

DATED April 23, 2003.

By: /s/G. Earl Demorest

\_\_\_\_\_  
G. Earl Demorest, Vice President of Engineering  
and Finance and Chief Financial Officer