

Edgar Filing: SEAMLESS Corp - Form 10-Q/A

SEAMLESS Corp  
Form 10-Q/A  
June 15, 2009

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

FORM 10-Q/A

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

For the quarterly period ended March 31, 2009

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

Commission File Number: 000-20259

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

NEVADA

33-0845463

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

-----  
(IRS Employer  
Identification No.)

800 N. RAINBOW BLVD., STE. 208, LAS VEGAS, NV 89109  
(Address of principal executive offices)

(702) 448-1861  
(Issuer's telephone number)

N/A  
(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  No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 5, 2009 the number of shares of common stock issued and outstanding was 7,283,551,507

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

EXPLANATORY NOTE

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The Form 10-Q for the quarterly period ended March 31, 2009 originally filed June 12, 2009, is being amended to make changes in the Consolidated Statements of Cash Flows. No other changes have been made from the original filing.

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## SIGNATURES

## PART I - FINANCIAL INFORMATION

### ITEM 1. FINANCIAL STATEMENTS

SEAMLESS CORPORATION  
f/k/a/ SEAMLESS WI-FI, INC.  
CONSOLIDATED BALANCE SHEETS

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ASSETS

	March 31, 2009 (unaudited)	June 30, 2008 (audited)
	-----	-----
Current assets		
Inventory	\$ --	\$ 1,000
Prepaid license fees	--	4,000
Other current assets	15,634	--
Current assets of discontinued operations	--	2,900
	-----	-----
Total current assets	15,634	3,600
Property and equipment (net of accumulated depreciation of \$50,094 and \$76,169 at March 31, 2009 and June 30, 2008, respectively)	2,080,000	2,200,000
Security deposit	13,910	--
	-----	-----
TOTAL ASSETS	\$ 2,109,544	\$ 5,800,000
	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities		
Bank overdraft	\$ 4,172	\$ 1,300
Accounts payable and accrued expenses	1,010,513	1,300,000
Other current liabilities	101,794	--
Payable to officer	339,149	1,000
Current liabilities of discontinued operations	361,054	3,000
	-----	-----
Total current liabilities	1,816,682	1,900,000
	-----	-----
Commitments and contingencies (See Note 9)		
Stockholders' equity		
Preferred A stock, par value \$0.001, 4,000,000 shares and 10,000,000 shares authorized at March 31, 2009 and June 30, 2008, 449,493 shares and 692,312 shares issued and outstanding at March 31, 2009 and June 30, 2008	449	--
Preferred B stock, par value \$0.001, 1,000,000 and 10,000,000 shares authorized at March 31, 2009 and June 30, 2008, 0 shares issued and outstanding	--	--
Preferred C stock, par value \$0.001, 5,000,000 shares authorized at March 31, 2009 and June 30, 2008, 2,552,000 shares and 2,700,000 shares issued and outstanding at March 31, 2009 and June 30, 2008	2,552	--
Common stock, par value \$0.001, 10,990,000,000 shares and 11,000,000 shares authorized at March 31, 2009 and June 30, 2008, 3,246,080,963 shares and 227,890,963 shares issued and outstanding at March 31, 2009 and June 30, 2008	3,246,081	2,200,000
Additional paid-in capital	23,113,186	25,700,000
Stock subscription receivable	(540,750)	(1,300,000)
Accumulated deficit	25,428,657	(20,600,000)
	-----	-----

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Total stockholders' equity	392,861	4,0
Less: Treasury stock at cost	(100,000)	(1
	-----	-----
Stockholders' equity	292,861	3,9
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 2,109,544	\$ 5,89
	=====	=====

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

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SEAMLESS CORPORATION  
f/k/a/ SEAMLESS WI-FI, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
FOR THE THREE AND NINE MONTHS ENDED MARCH 31,  
(unaudited)

	3 MONTHS	
	2009	2008
	-----	-----
Revenues	\$ 135	\$ --
Cost of revenues	1,423	19,985
	-----	-----
Gross Income (Loss)	(1,288)	(19,985)
	-----	-----
Expenses:		
Selling, general and admin.	114,235	285,478
Consulting	--	325,132
Interest	--	--
Legal	31,547	303,237
Officer Payroll	75,000	53,066
Settlement fee	--	--
License fee write off	--	--
Depreciation and amortization	2,669	6,769
	-----	-----
Total Expenses	223,451	973,682
	-----	-----
Loss from continuing operations before interest and other items	(224,739)	(993,667)
Other income		
Cancellation of indebtedness	12,119	12,119
Interest	--	79,287
Other	--	--
	-----	-----
Loss from continuing operations before income taxes	(212,620)	(902,261)
Income taxes (benefit) (note 8)	--	--

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	-----	-----
Loss from continuing operations	(212,620)	(902,261)
Loss from discontinued operations	(178,556)	(2,996,512)
(Benefit from) provision for income taxes	--	--
	-----	-----
Total discontinued operations	--	(178,556)
	-----	-----
Net loss	\$ (212,620)	\$ (1,080,817)
	=====	=====
Preferred C stock dividends-deemed	--	--
	-----	-----
Net loss available to common stockholders	\$ (212,620)	\$ (1,080,817)
	=====	=====
Basic and Diluted income (loss) per common shares		
Loss from continuing operations, after preferred dividends	\$ (0.00)	\$ (0.07)
Loss from discontinued operations	0.00	(0.01)
	-----	-----
Net loss available to common stockholders	\$ (0.00)	\$ (0.09)
	=====	=====
Weighted average basic and diluted common shares	3,129,643,963	12,072,783
	=====	=====

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

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SEAMLESS CORPORATION  
f/k/a SEAMLESS WI-FI, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE NINE MONTHS ENDED MARCH 31,  
(unaudited)

	2009	2008
	-----	-----
Cash flows provided by (used in) operating activities		
Net loss from continuing operations	\$ (1,345,878)	\$ (315,522)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	18,536	24,041
Cancellation of indebtedness	(36,357)	(871,221)
Issuance of common stock for services	10,000	539,743
Issuance of preferred C stock for payment of expense	--	2,485
Interest expense	--	6,864
License write off	239,146	--
Settlement fee	19,261	--
Changes in operating assets and liabilities		
Accounts receivable	--	12,047
Accrued interest receivable	--	(238,835)
Other current assets	(8,834)	--
Security deposits	7,651	(14,961)
Accounts payable	180,754	1,025,317
Payroll taxes payable	--	(53,882)
Other current liabilities	(54,856)	46,840

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Payable to officer	164,275	111,140
Restricted cash - Escrow	--	75,000
Discontinued operations	--	(753,023)
	-----	-----
Net cash used by operating activities	(806,302)	(403,967)
	-----	-----
Cash flows used in investing activities:		
Technology	--	(689,108)
Investments	--	(2,750)
Advances to related party	--	(169,265)
	-----	-----
Net cash used in investing activities	--	(861,123)
	-----	-----
Cash flows from financing activities		
Proceeds for additional paid in capital	180,850	362,119
Proceeds from sale of common stock	28,416	--
Proceeds from sale of preferred A stock	100,000	--
Proceeds from sale of preferred C stock	394,600	890,000
Increase in short term debt	101,194	--
Bank overdraft	1,242	--
	-----	-----
Net cash provided by financing activities	806,302	1,252,119
	-----	-----
Increase (decrease) in cash	--	(12,971)
Cash at beginning of period	--	15,181
	-----	-----
Cash at end of period	\$ 0	\$ 2,210
	=====	=====

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

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SEAMLESS CORPORATION  
f/k/a SEAMLESS WI-FI, INC.  
SUPPLEMENTAL DISCLOSURES OF CASH FLOWS  
FOR THE NINE MONTHS ENDED MARCH 31,  
(unaudited)

	2009	2008
	-----	-----
Cash paid for:		
Interest	\$ 21	\$
Taxes	\$ --	\$
Noncash investing, and financing activities		
Preferred A stock issued for conversion of preferred C stock	\$ 50,000	\$
Deemed dividends recorded for Preferred C stock	\$ 405,400	\$ 500,000
Preferred C stock issued for officer's compensation	\$ --	\$ 200,000
Preferred C stock issued for stock subscription receivable	\$ --	\$ 200,000
Preferred C stock issued as collateral	\$ --	\$1,200,000
Common stock issued for services	\$ --	\$ 71,300
Common stock and preferred A stock issued for conversion of preferred C stock	\$ 50,000	\$
Common stock issued for conversion of preferred C stock	\$ 48,000	\$

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Common stock issued for conversion of preferred A stock	\$1,380,819	\$2,028,4
Common stock issued as collateral	\$ --	\$ 10,7
Additional paid in capital recorded for third party payments	\$ --	\$ 64,5
Stock option issued for services	\$ --	\$ 268,4

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

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SEAMLESS CORPORATION  
F/K/A SEAMLESS WI-FI INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

### NOTE 1: ORGANIZATION AND OPERATIONS

Prior to December 31, 1997, Seamless Corporation ("The Company") formerly known as Seamless Wi-Fi, Inc. "the Company" was in the food product manufacturing business and formerly known as International Food and Beverage, Inc. In November 1998, new stockholders bought majority control from the previous Chief Executive Officer through a private transaction. Immediately thereafter, the former CEO resigned and the new stockholders assumed the executive management positions. In December 1998, after new management was in place, a decision was made to change the Company's principal line of business from manufacturing to high technology. The Company changed its name from International Food & Beverage, Inc. to Internet Business's International, Inc., and reincorporated the Company on December 8, 1998 in the state of Nevada. During April of 1999, the Company announced the opening of its first e-commerce site and engaged in the development, operation and marketing of a number of commercial web sites. The Company's subsidiaries consisted of: Lending on Line (providing real estate loans and equipment leasing), Internet Service Provider (providing national Internet access dial-up service, wireless high speed Internet, and Internet web design and hosting), E. Commerce (providing Auction sites), and Direct Marketing (providing direct marketing of long distance phone service, computers with Internet access, and Internet web design hosting). The Company ceased operations during the fiscal year ended June 30, 2003. During the fiscal year ended June 30, 2004, the Company changed its name to Alpha Wireless Broadband, Inc, and started a wireless operation through it's wholly owned subsidiary Skyy-Fi, Inc a Nevada Corporation. Skyy-Fi began providing access to the Internet, by installing equipment in locations such as hotels and coffee shops for use by their patrons for a fee or free basis. As of June 30, 2008, Skyy-Fi closed the internet service and tech support for these locations.

In January 2005, the Company acquired the assets of Seamless P2P, LLC and contributed these assets to its 80% owned subsidiary Seamless Peer to Peer, Inc., which is a developer and provider of a patent pending software program Phenom Encryption Software that encrypts Wi-Fi transmissions based upon RSA's government certified 256 bit AES encryption coupled with RSA's Public Key Infrastructure flexible telecom data and voice transport solutions.

In May 2005, the Company changed its name from Alpha Wireless Broadband, Inc. to Seamless Wi-Fi, Inc, which was approved by the Board of Directors and its subsidiary from Skyy-Fi, Inc. to Seamless Skyy-Fi, Inc.

In December 2005, the Company started a hosting company Seamless Internet offering Seamless clients a high-security hosting facility.

In July 2008, the Company changed the name of its subsidiary, Seamless Skyy-Fi,

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Inc. to Seamless Tek Labs, Inc. The Company's subsidiary, Seamless Peer 2 Peer Inc. became a subsidiary of Seamless Tek Labs, Inc. Both Tek Labs and Peer 2 Peer will concentrate on software development.

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In July 2008, the Company started a marketing company, Seamless Sales, LLC for all of the products the Company and its subsidiaries produce.

In July 2008, the Company changed its name from Seamless Wi-Fi, Inc. to Seamless Corporation which was approved by the Board of Directors. The Company will concentrate on production of the S-Gen a Pocket Personal Computer, the SNBK-1 a Mini Note Book, and MP3-4 players.

In July 2008 Seamless discontinued its operations of providing Wi-Fi to hospitality providers. The incomes from those operations were from fees paid by the hotels and businesses and the cost associated from those operations include customer support and providing Internet Bandwidth. Therefore the Assets, Liabilities, Income and Expenses associated with those operations are delineated on the financials statements.

### NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### BASIS OF PRESENTATION AND PRINCIPLES OF CONSOLIDATION

The financial statements include the accounts of the Company and its wholly owned subsidiaries and majority-owned subsidiary. They have been prepared in conformity with (i) accounting principles generally accepted in the United States of America; and (ii) the rules and regulations of the United States Securities and Exchange Commission. All significant intercompany accounts and transactions between the Company and its subsidiaries have been eliminated in consolidation.

#### UNAUDITED FINANCIAL STATEMENTS

The accompanying unaudited consolidated financial statements of Seamless Corporation. and its Subsidiaries (the Company) have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information, pursuant to the rules and regulations of the Securities and Exchange Commission. Pursuant to such rules and regulations, certain financial information and footnote disclosures normally included in the consolidated financial statements have been condensed or omitted. The results for the periods indicated are unaudited, but reflect all adjustments (consisting only of normally recurring adjustments) which management considers necessary for a fair presentation of operating results.

The operating results for the nine-month period ended March 31, 2009 are not necessarily indicative of the results that may be expected for the year ended June 30, 2009. These unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-KSB for the year ended June 30, 2008.

#### RECLASSIFICATIONS

Certain reclassifications have been made in the 2009 financial statements to conform to the 2008 presentation. These reclassifications did not have any effect on net income (loss) or shareholders' equity.



## USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include allowances for doubtful accounts and notes and loans receivable. Actual results could differ from those estimates.

## RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

On July 1, 2008, we adopted Financial Accounting Standards Board ("FASB") Statement No. 157, Fair Value Measurements ("SFAS No. 157") for all financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. This statement does not require any new fair value measurements, but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information.

Statement of Financial Accounting Standard ("SFAS") No. 159, The Fair Value Option for Financial Assets and Financial Liabilities - Including an amendment of FASB Statement No. 115, became effective for us on July 1, 2008. SFAS No. 159 gives us the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities on a contract-by-contract basis with the difference between the carrying value before election of the fair value option and the fair value recorded upon election as an adjustment to beginning retained earnings. We chose not to elect the fair value option. IMPACT OF NEW ACCOUNTING STANDARDS

In April 2009, FASB issued Financial Accounting Standards Board, or FASB, Staff Position, or FSP, SFAS No. 107-1 and Accounting Principles Board Opinions, or APB, No. 28-1 Interim Disclosures about Fair Value of Financial Instruments. This FSP amends FASB Statement No. 107, Disclosures about Fair Value of Financial Instruments, to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. The FSP also amends APB No. 28, Interim Financial Reporting, to require those disclosures in summarized financial information at interim reporting periods. This FSP applies to all financial instruments within the scope of SFAS No. 107 held by publicly traded companies, as defined by APB No. 28. A publicly traded company is required to include disclosures about the fair value of its financial instruments whenever it issues summarized financial information for interim reporting periods. Such entity is required to disclose in the body or in the accompanying notes of its summarized financial information for interim reporting periods and in its financial statements for annual reporting periods the fair value of all financial instruments for which it is practicable to estimate that value, whether recognized or not recognized in the statement of financial position, as required by SFAS No. 107. Fair value information disclosed in the notes must be presented together with the related carrying amount in a form that makes it clear whether the fair value and carrying amount represent assets or liabilities and how the carrying amount relates to what is reported in the statement of financial position. Such entity also must disclose the methods and significant assumptions used to estimate the fair value of financial instruments and describe changes in methods and significant assumptions during the period. This FSP will be effective for interim reporting periods ending after June 15, 2009, with early

adoption permitted for periods ending after March 15, 2009. The Company plans to adopt this FSP for the quarter ended June 30, 2009 and anticipates that the adoption of SFAS No. 107-1 and APB No. 28-1 will not have a material impact on the Company's consolidated results of operations and financial position.

In April 2009, FASB issued FSP SFAS No. 115-2 and No. 124-2, Recognition and Presentation of Other-Than-Temporary Impairments. This FSP amends the other-than-temporary impairment guidance in GAAP for debt securities to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities in the financial statements. This FSP does not amend existing recognition and measurement guidance related to other-than-temporary impairments of equity securities. This FSP will be effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The Company plans to adopt this FSP for the quarter ended June 30, 2009 and anticipates that adoption of SFAS No. 115-2 and SFAS No. 124-2 will not have a material impact on the Company's consolidated results of operations and financial position.

In April 2009, FASB issued FSP SFAS No. 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly. This FSP provides additional guidance for estimating fair value in accordance with SFAS No. 157, Fair Value Measurements, when the volume and level of activity for the asset or liability have significantly decreased. This FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. This FSP emphasizes that even if there has been a significant decrease in the volume and level of activity for the asset or liability and regardless of the valuation technique(s) used, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. This FSP will be effective for interim and annual reporting periods ending after June 15, 2009, and will be applied prospectively. The Company plans to adopt this FSP for the quarter ended June 30, 2009 and anticipates that adoption of SFAS No. 157-4 will not have a material impact on the Company's consolidated results of operations and financial position.

NOTE 3: OPERATIONS AND LIQUIDITY

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate continuation of the company as a going concern. The Company has experienced significant losses in recent years. At March 31, 2009 the Company had an accumulated deficit of \$25,428,657.

The Company is actively pursuing additional equity financing through discussions with investment bankers and private investors. There can be no assurance the Company will be successful in its effort to secure additional equity financing. The Company's ability to continue as a going concern is contingent upon its ability to secure financing and attain profitable operations. The financial statements do not include any adjustment to reflect the possible future effects on the recoverability and classification of assets or the amounts and

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classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

### NOTE 4: INVENTORY

Inventory consisted of parts and materials held by a manufacturer in China. The Company transferred the ownership of the inventory in the amount of \$150,000 to Kelly's Inc. according to the settlement agreement with them in the second quarter of year 2009.

### NOTE 5: PROPERTY AND EQUIPMENT, AT COST

Property and equipment consists of the following:

	March 31, 2009	June, 30, 2008
	-----	-----
Machinery and Equipment	\$ 53,390	\$ 98,001
Technology	2,076,704	2,076,704
Tooling	0	128,500
	-----	-----
	2,130,094	2,303,205
Less: Accumulated Depreciation	50,094	76,169
	-----	-----
	2,080,000	2,227,036

Estimated useful life for machinery and equipment is 5 years. The production for tooling and technology is not completed and the estimated useful life is not determined yet.

Depreciation expense for the six months ended March 31, 2009 and 2008 was \$18,536 and \$24,041 respectively.

No amortization has been taken on technology as the production of inventory has not commenced as of March 31, 2009.

\$44,611 of fixed assets was written off as idle equipment during the quarter ended September 30, 2008.

The Company transferred the ownership of the tooling in the amount of \$128,500 to Kelly's Inc. according to the settlement agreement with them in the second quarter of year 2009.

### NOTE 6: RELATED PARTY TRANSACTIONS

During the quarter ended September 30, 2008, the Company wrote off \$100,000 against DLR Funding's loan as uncollectible. During the quarter ended December 31, 2008, the Company wrote off \$1,442,847 against 1st Global Financial Service's loan and \$900,152 against DLR Funding's loan as uncollectible. At June 30, 2008 Carbon Jungle's loan of \$243,332 was fully reserved and during the quarter ended December 2008, the notes receivable and the allowance were both

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removed. At December 31, 2008 and March 31, 2009, there was no notes receivable from related parties.

The Company recorded interest income on the above for the nine months ended March 31, 2008 in the amount of \$238,835. The interest at annual rate is 12% for the nine months ended March 31, 2008. As all of the notes receivable and the accrued interest receivable were written off in the second quarter, the interest income was not recorded for the nine months ended March 31, 2009.

During the quarter ended December 31, 2008, the Company wrote off the accrued interest receivable of \$553,512. At December 31, 2008 and March 31, 2009, there was no accrued interest receivable.

### NOTE 7: STOCKHOLDER'S EQUITY

During the quarter ended September 30, 2008, the following securities were issued.

77,500 shares of Series A Preferred Stock were converted to 775,000,000 shares of common stock.

50,000 shares of Series C Preferred Stock were converted into 10,000,000 shares of common stock and 4000 shares of Series A Preferred Stock.

50,000 shares of Series C Preferred Stock were converted into 5,000 shares of Series A Preferred Stock.

MAKR's stock subscription receivable was \$800,000 at June 30, 2008 and the payment of \$296,744 was received in the quarter ended September 30, 2008. At September 30, 2008 the remaining \$97,856 was receivable and \$405,400 was recorded as deemed dividend during the quarter ended September 30, 2008.

During the quarter ended September 30, 2008, Antigua LLC paid \$100,000 for 500,000 shares of Series A Preferred Stock which were issued in the year ended June 30, 2008.

During the quarter ended December 31, 2008, the following securities were issued.

5,000 shares of Series C Preferred Stock were converted to 50,000,000 shares of common stock.

168,900 shares of Series A Preferred Stock were converted to 1,689,000,000 shares of common stock.

During the quarter ended March 31, 2009, the following securities were issued.

43,000 shares of Series C Preferred Stock were converted to 430,000,000 shares of common stock.

5,419 shares of Series A Preferred Stock were converted to 54,190,000 shares of common stock.

### NOTE 8: INCOME TAXES

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No provision for income taxes has been recorded in the accompanying financial statements as a result of the Company's net operating losses. The Company has unused tax loss carry forwards of approximately \$20,000,000 to offset future taxable income. Such carry forwards expire in the years beginning 2021. The deferred tax asset recorded by the Company as a result of these tax loss carry forwards is approximately \$7,000,000 for both years ended March 31, 2009 and 2008. The Company has reduced the deferred tax asset resulting from its tax loss carry forwards by a valuation allowance of an equal amount as the realization of the deferred tax asset is uncertain. There is no net change in the deferred tax asset and valuation allowance from July 1, 2008 to March 31, 2009.

### NOTE 9: COMMITMENTS AND CONTINGENCIES

#### LEASE

The Company entered into lease agreements for an office space which expires on August 31, 2010 and a server co-location facility which expires on November 2, 2010. The Company rents additional office space in Nevada, on a month to month basis. Rent expense under these leases for the quarters ended March 31, 2009 and 2008 were \$102,378 and \$69,972, respectively. The annual minimum future lease payments required under the Company's operating leases are as follows.

March 31, 2010	\$168,840
March 31, 2011	\$ 90,100
	-----
Total	\$258,940
	=====

#### LEGAL PROCEEDINGS

The Company is a party to the following legal proceedings:

#### GLOBALIST V. INTERNET BUSINESS'S INTERNATIONAL, INC. ET AL

In July 2003, Globalist sued the Company and was awarded a judgment plus interest in the amount of approximately \$301,000. The current adjusted amount of \$361,054 reflects the current liability of discontinued operations in the accompanying financial statements.

#### EMPLOYMENT CONTRACT

The Company has an employment contract with their Chief Executive Officer, Albert Reda that calls for a base salary of \$300,000 for the year ended June 30, 2008 and thereafter, a base salary of \$25,000 a month from July 2007 until its expiration date in June 2012. In the event that the company becomes profitable according to generally accepted accounting principles, the employee's monthly salary shall be increased to \$30,000 for the remainder of the employment term. In addition, the contract includes a bonus that will be determined by the company's Board of Directors.

### NOTE 10: SEGMENT INFORMATION

The Company is currently a development stage enterprise. The Company had three segments and was providing "Wireless Internet" access at business locations and a developer and provider of a patent pending software, but in July 2008 the Company closed the internet service and tech support. Currently the Company operates in one reportable segment. The Company will concentrate on production

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of the S-Gen a Pocket Personal Computer, the SNBK-1 a Mini Note Book, and MP3-4 players. The Company did not start commercial production in the third quarter of this fiscal year yet.

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### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our financial statements, including the notes thereto, appearing elsewhere in this Report.

#### FORWARD-LOOKING STATEMENTS

The following information contains certain forward-looking statements of our management. Forward-looking statements are statements that estimate the happening of future events and are not based on historical fact. Forward-looking statements may be identified by the use of forward-looking terminology, such as "may," "could," "expect," "estimate," "anticipate," "plan," "predict," "probable," "possible," "should," "continue," or similar terms, variations of those terms or the negative of those terms. The forward-looking statements specified in the following information have been compiled by our management on the basis of assumptions made by management and considered by management to be reasonable. Our future operating results, however, are impossible to predict and no representation, guaranty, or warranty is to be inferred from those forward-looking statements.

#### OVERVIEW

SEAMLESS CORPORATION is the parent company operating through its subsidiary companies Seamless TEK LABS Incorporated, Seamless TEK WARE Incorporated and Seamless Sales LLC that develop and sell cutting edge technologies:

SEAMLESS TEK LABS, INC., develops secure networking, data communication and transfer solutions, with a focus on Internet Based Communication and Network Security. Seamless new S-SIB(TM) product enables the user to seamlessly, securely, and simply surf the Internet at any secured or unsecured Wi-Fi Hot Spot in the world. Seamless Phenom software assures secure wireless connectivity with its Phenom Virtual Internet Extranet software and Secure Private Network (SPN) technology and its integration into unique and secure P2P services and its implementation into other Seamless offerings.

SEAMLESS TEK WARE, INC.: has developed and is bringing to market the S-Gen(TM) Mobile Computing and Communications Device, the newest contender in the rapidly expanding Ultra Mobile Personal Computer (UMPC) class of minicomputers. The S-Gen takes connectivity to the next level with integrated Cellular, Wi-Fi and Bluetooth connectivity. Seamless has also developed a 10" Mini-Notebook computer possessing a 120 GB Hard Drive and 1GB of ram, high portability combined with true desk top functionality makes the SNBK1 a powerful tool for the mobile workforce.

SEAMLESS SALES, LLC: will be establishing distributors, wholesalers, store fronts, channel partners and etailors to sell Seamless products to businesses and consumers.

#### RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, our selected



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Net Income (Loss)	\$ (1,345,878)	\$ (315,522)
	-----	-----
(Net Loss) from Discontinued Operations	(2,996,512)	(753,023)
	-----	-----
(Net Loss)	\$ (4,342,390)	\$ (1,068,545)
	-----	-----
Preferred C stock dividends-deemed	\$ (405,400)	\$ (500,000)
	-----	-----
Net Income (Net Loss)	\$ (4,747,790)	\$ (1,568,545)
	-----	-----
(Net Loss) Per Share	\$ 0.00	\$ (0.18)
	-----	-----
Weighted Average Common Shares Outstanding	1,744,556,182	8,643,901
	-----	-----

THREE AND NINE MONTHS ENDED MARCH 31, 2009 (UNAUDITED) COMPARED TO THREE AND NINE MONTHS ENDED MARCH 31, 2008 (UNAUDITED)

### REVENUES

Revenue for the three and nine months ended March 31, 2009 is not compared to revenue of the discontinued operations of all the Wi-Fi locations which ended in the previous fiscal year ended June 30, 2008.

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### COST OF REVENUES

The cost of revenues for the three and nine months ended March 31, 2009 was \$1,423 and \$10,342 compared to \$19,985 and \$25,375 for the three and nine months periods ended March 31, 2008, decreased approximately 93% for the three months and a decrease of approximately 60% for nine months respective. The decrease in cost was due to the termination of the marketing program for the S-SIB product.

### OPERATING EXPENSES

The operating expenses for the three and nine months ended March 31, 2009 of \$224,739 and \$993,667 as compared to the three and nine months ended March 31, 2008 of 1,382,235 and \$1,427,019 represents an decrease of approximately 78% for the three months ended and approximately 3% for the nine months ended March 31. The decrease is due to a reduction in operations.

### OTHER INCOME

Other income for the for the three and nine months ended March 31, 2009 decreased to \$12,119 and \$36,357 as compared to the other income of \$91,406 and \$1,111,496 for the same periods ended in 2008. This represents a decrease of approximately 87% and 97% respectively. Other income consists primarily of debt forgiveness from prior operations due to the fact that certain debts were not paid within the prescribed time as required by law and the Company now has to report that debt as income.

### INCOME TAX

The Company accounts for income taxes under the asset and liability approach of reporting for income taxes. Deferred taxes are recorded based upon the tax impact of items affecting financial reporting and tax filings in different



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periods. A valuation allowance is provided against net deferred tax assets where the Company determines realization is not currently judged to be more likely than not. The Company and its 80% of more owned U.S. subsidiaries file a consolidated federal income tax return.

The Company adopted the provision of FASB Interpretation ("FIN") No. 48, Accounting for Uncertainty in Income Taxes, on January 1, 2008.

### NET INCOME/LOSS FROM CONTINUING OPERATIONS

The Company has experienced a decrease of approximately 80% in the net loss of \$(212,620) from continuing operations for the three months ended March 31, 2009 as compared to a net loss of \$(1,080,817) for the three months ended March 31, 2008. The Company also experienced an increase of approximately 326% in the net loss from continuing operations of \$(1,345,878) for the nine months ended March 31, 2009 as compared to a net loss of \$(315,522) for the nine months ended March 31, 2008. The increased net loss from discontinued operations of \$2,243,489 in nine months ended of March 31, 2009 as compared to the prior nine months for

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2008 is primarily due to writing off uncollectible receivables from discontinued operations due the Company. The increase in the net loss had a negligible impact on the weighted average shares because of the corresponding increase in the number of the weighed average shares issued and outstanding.

### LIQUIDITY AND CAPITAL RESOURCES

The Company had no cash and or cash equivalents at March 31, 2009. Net loss from operations was \$(806,302) for the period ended March 31, 2009 compared to net loss from operations of \$(403,967) for the comparable period ended March 31, 2008.

As a result of the Company's increases in net operation losses, the Companies working capital deficiency has increased. The Company has funded the losses through an equity line of credit secured by preferred stock. Repayments of certain loans occurred by the lender taking possession of the collateral. The Company anticipates these losses to continue through 2009.

The Company has a working capital deficit of \$(1,801,048) as of March 31, 2009 compared to a working capital surplus of \$1,654,291 as of March 31, 2008. This is an increase in the working capital deficit as compared to the working capital surplus from the previous year and we expect the working capital deficit to continue to increase till the Company begins product delivery and generates income from the sale of products.

As shown in the accompanying financial statements, we have incurred an accumulated deficit of \$(25,428,657) and a working capital deficit of approximately \$(1,801,048) as of March 31, 2009. The Companies ability to continue as a going concern is dependent on obtaining additional capital and financing and operating at a profitable level.

The Company is actively pursuing additional equity financing through discussions with investment bankers and private investors. There can be no assurance the Company will be successful in its effort to secure additional equity financing. The Company's ability to continue as a going concern is contingent upon its ability to secure financing and attain profitable operations. The financial statements do not include any adjustment to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the

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Company to continue as a going concern.

### CRITICAL ACCOUNTING ESTIMATES

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States requires our management to make certain 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 period. As such, in accordance with the use of accounting principles generally accepted in the United States, our actual realized results may differ from management's initial estimates as reported. A summary of our significant accounting policies appears in the notes to the financial statements which are an integral component of this Report.

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### USE OF ESTIMATES

The preparation of our consolidated financial statements are in conformity with United States generally accepted accounting principles which require us 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 period. Actual results could differ from those estimates.

### STOCK-BASED COMPENSATION ARRANGEMENTS

We issue shares of common stock to various individuals and entities for certain management, legal, consulting and marketing services. These issuances are valued at the fair market value of the service provided and the number of shares issued as determined, based upon the closing price of our common stock on the date of each respective transaction. These transactions are reflected as a component of general and administrative expenses in the accompanying statement of operations.

### INFLATION

The moderate rate of inflation over the past few years has had an insignificant impact on our sales and results of operations during the period.

### NET OPERATING LOSS CARRY FORWARD

No provision for income taxes has been recorded in the accompanying financial statements as a result of our net operating losses. We have unused tax loss carry forwards of approximately \$(25,500,000) to offset future taxable income. Such carry forwards expire in the years beginning 2023.

The deferred tax asset we recorded as a result of these tax loss carry forwards is approximately \$(25,500,000) as of December 31, 2008. We have reduced the deferred tax asset resulting from our tax loss carry forwards by a valuation allowance of an equal amount as the realization of the deferred tax asset is uncertain. The net change in the deferred tax asset and valuation allowance which was \$(20,660,864) as of June 30, 2008 to March 31, 2009 of (\$25,426,657) is an increase in the Net Operating Loss Carry Forward of (\$4,765,793).

### OFF BALANCE SHEET ARRANGEMENTS

We have not entered into any off balance sheet arrangements that have, or are

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reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, result of operations, liquidity, capital expenditure, or capital resources which would be considered material to investors.

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### ITEM 3. CONTROLS AND PROCEDURES

Our Chief Executive Officer and Chief Financial Officer (the "Certifying Officers") are responsible for establishing and maintaining disclosure controls and procedures for the Company. The Certifying Officers have designed such disclosure controls and procedures to ensure that material information is made known to them, particularly during the period in which this report was prepared. The Certifying Officers have evaluated the effectiveness of the Company's disclosure controls and procedures within 90 days of the date of this report and believe that the Company's disclosure controls and procedures are effective based on the required evaluation. There have been no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

### PART II - OTHER INFORMATION

#### ITEM 1. LEGAL PROCEEDINGS

In July 2003, Globalist sued the Company and was awarded a judgment plus interest in the amount of approximately \$301,000. The Company appealed the Court's decision and the award amount. In February 2005 the Company reached a settlement agreement with Globalist. However, Globalist later rejected the settlement agreement and an appeal was filed in the second quarter with the appellate court by the Company seeking confirmation of the settlement agreement. This liability has been recorded in the accompanying financial statements.

To the best knowledge of management, other than the on going matter with Globalist and there related issues there are no other legal proceedings pending or threatened against us.

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

None.

#### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

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

None.

#### ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

The following Exhibits are filed herein:

No. ---	Title -----
31.1	Certification of Chief Executive Officer Pursuant to the Securities Exchange Act of 1934, Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to the Securities Exchange Act of 1934, Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

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

DATED: June 12, 2009

SEAMLESS CORPORATION

/s/ Albert Reda

-----  
By: Albert Reda  
Its: Chief Executive Officer and Chief  
Financial Officer (Principal Executive  
Officer, Principal Financial Officer and  
Principal Accounting Officer)