

Edgar Filing: FOCUS AFFILIATES INC - Form 10-Q

FOCUS AFFILIATES INC  
Form 10-Q  
October 21, 2008

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the nine months period ended September 30, 2008

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: 001-12571

FOCUS AFFILIATES, INC.

(Name of small business issuer in its charter)

Delaware

95-4467726

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

-----  
(I.R.S. Empl. Ident. No.)

3500 South Dupont Highway, County of Kent, City of Dover, Delaware 19901  
=====

(Address of principal executive offices) (Zip Code)

1-800-346-4646

(Issuer's telephone number)

Indicate by check whether the issuer (1) filed all reports required to be  
filed by Section 13 of 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 large accelerated filer,  
an accelerated filer, or a non-accelerated filer, or a small reporting  
company. See definitions of "large accelerated filer," "accelerated filer,"  
and "small reporting company" in Rule 12B-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined  
in Rule 13b-2 of the Exchange Act) YES  NO

As of September 30, 2008, 638,508,112 shares of the registrant's common stock  
were outstanding.

FOCUS AFFILIATES, INC.

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FORM 10-Q

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FOCUS AFFILIATES, INC.  
(FORMERLY: INTELLICEL CORP.)  
(A Development Stage Company)

These financial statements have not been reviewed or audited by our independent auditors

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BALANCE SHEETS AS AT SEPTEMBER 30, 2008  
 (U.S. Dollars)  
 (Unaudited)

	As at September 30, 2008	As at December 31, 2007
-----		
Assets		
Current Assets	-	-
-----		
Total Assets	\$ -	-
=====		
Liabilities		
Accounts payable to related party	1,045	-
Due to shareholders	25,000	-
-----		
Total liabilities	\$ 26,045	-
-----		
Stockholders' Equity		
Common Stock, \$0.001 par value		
1,000,000,000 authorized		
Issued and outstanding 638,508,112 Shares	\$ 638,508	638,508
Additional paid in capital	(638,508)	(638,508)
Deficit accumulated during development stage	(26,045)	-
-----		
Total stockholders' equity	(26,045)	-
-----		
Total Liabilities and Stockholders' Equity	\$ -	-
=====		

The accompanying notes are an integral part of these financial statements

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FOCUS AFFILIATES, INC.  
 (FORMERLY: INTELICEL CORP.)  
 (A Development Stage Company)

STATEMENT OF OPERATIONS FOR THE 9 MONTHS PERIOD ENDED SEPTEMBER 30, 2008  
 (U.S. Dollars)  
 (Unaudited)

3 Months Ended September 30,	9 Months Ended September 30,
-----	

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	2008	2007	2008	2007
Revenue	\$ -	-	-	-
Expenses				
Office expenses	31	-	31	-
Filing expenses	171	-	1,014	-
Total operating expenses	\$ 202	-	1,045	-
Net loss for the period	\$ (202)	-	(1,045)	-
Net loss per Common Share - Basic and Diluted	(0.00)	(0.00)	(0.00)	(0.00)
Weighted average number of shares outstanding	638,508,112	638,508,112	638,508,112	638,508,112

The accompanying notes are an integral part of these financial statements

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FOCUS AFFILIATES, INC.  
(FORMERLY: INTELLICEL CORP.)  
(A Development Stage Company)

STATEMENT OF CASH FLOWS FOR THE 9 MONTHS PERIOD ENDED SEPTEMBER 30, 2008  
(U.S. Dollars)  
(Unaudited)

	9 Months Ended September 30	
	2008	2007
Cash Flows from Operating Activities		
Net loss for the period	\$ (1,045)	-
Accounts payable to related party	1,045	-
	-	-
Cash flows from Investing Activities	-	-

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Cash flows from Financing Activities	-	-
-----		
Net increase/(decrease) in cash and cash equivalents	\$ -	-
-----		
Cash beginning of period	-	-
-----		
Cash end of period	\$ -	-
=====		

The accompanying notes are an integral part of these financial statements

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FOCUS AFFILIATES, INC.  
(FORMERLY: INTELLICEL CORP.)  
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS  
September 30, 2008  
(U.S. Dollars)  
(Unaudited)

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### 1 GENERAL COMPANY INFORMATION

Focus Affiliates, Inc. ( the Company ) is a Delaware corporation. It was incorporated on March 1994 as Cellular Telecom Corporation and subsequently changed its name to Intellicell Corp. in June 1996 and then to Focus Affiliates, Inc. in October 1999.

The Company was reinstated on December 8, 2006 in the State of Delaware by an incorporator. The Company has been dormant since 2001 and was reorganized under new management in March 16, 2007 which will put the Company into the Development Stage.

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States. Because a precise determination of many assets and liabilities is dependent upon future events the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgment.

The financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality within the framework of the accounting policies summarized below :

#### (a) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, cash accounts, interest bearing saving accounts and time certificates of deposit with a maturity of three months or less when purchased.

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### (b) 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. Actual results could differ from those estimates.

### (c) Foreign currencies

The functional currency of the Company is the United States dollar. Transactions in foreign currencies are translated into United States dollars at the rates in effect on the transaction date. Exchange gains or losses arising on translation or settlement of foreign currency denominated monetary items are included in the statement of operations.

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FOCUS AFFILIATES, INC.  
(FORMERLY: INTELICEL CORP.)  
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS  
September 30, 2008  
(U.S. Dollars)  
(Unaudited)

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## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (d) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, current taxes are recognized for the estimated income taxes payable for the current period.

Deferred income taxes are provided based on the estimated future tax effects on temporary differences between financial statement carrying amounts of assets and liabilities and their respective tax bases as well as the benefit of losses available to be carried forward to future years for tax purposes.

Deferred tax assets and liabilities are measured using enacted tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be covered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date. A valuation allowance is recorded for deferred tax assets when it is more likely than not that such deferred tax assets will not be realized.

### (e) Loss per share

Loss per share computations are based on the weighted average number of common shares outstanding during the period. Common share equivalents consisting of stock options and warrants are not considered in the computation because their effect would be anti-dilutive.

## 3. Stockholders' Equity

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As of September 30, 2008 the Company has issued and outstanding common stock of 638,508,112 shares of \$0.001 par value.

### 4. Share Capital

Amend the Company's authorized share capital

On March 16, 2007 the authorized shares capital was increased as follows :-

Authorized common stock consist of 1,000,000,000 shares having a par value of \$0.001 per share

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

The following Management's Discussion and Analysis of Financial Condition and Results of Operations, as well as information contained in "Risk Factors" in Part 2, Item 1A and elsewhere in this Quarterly Report on Form 10Q, contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend that these forward-looking statements be subject to the safe harbors created by those provisions. Forward-looking statements are generally written in the future tense and/or are preceded by words such as "will," "may," "should," "forecast," "could," "expect," "suggest," "believe," "anticipate," "intend," "plan," or other similar words. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, many of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. These risks and uncertainties include, but are not limited to, those described in "Risk Factors" and elsewhere in this report. Forward-looking statements that were believed to be true at the time made may ultimately prove to be incorrect or false.

### COMPANY OVERVIEW

The Company has been in the process of identifying and discussing strategic merger or acquisitions. The Company will need to raise substantial additional capital to fund this strategy. The Company is seeking such additional funds through private equity or debt financing. There can be no assurance that such funding will be available on acceptable terms. The Company's continued existence as a going concern is ultimately dependent upon its ability to secure additional funding. The Company has no lines of credit available at this time.

### OPERATION

The Company has not been active since 2001. The losses for the 9 months period ended September 30, 2008 was \$1,045 for filing and office expenses. There was no revenue for the 9 months period ended September 30, 2008.

## ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company at present does not engage in any business activities thus will not be subjected to any quantitative or qualitative influences to market risk.

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### ITEM 4 - CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed and summarized and is reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure control procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

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### ITEM 4 - CONTROLS AND PROCEDURES (continue)

As of the date of this report, the Company's management, including the President ( principal executive officer ) and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon the evaluation, the Company's President ( principal executive officer ) and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information required to be included in the Company's periodic SEC filings. There have been no significant changes in the Company's disclosure controls and procedures or in other factors, which could significantly affect disclosure controls subsequent to the date the Company's management carried out its evaluation. During the period covered by this quarterly report on Form 10 Q, there was no change in our internal control over financial reporting ( as defined in Rule 13a - 15 ( f ) under the Exchange Act ) that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### PART 2. - OTHER INFORMATION

#### ITEM 1 - LEGAL PROCEEDINGS

Neither the Company nor any of its officers, directors or greater than 10% beneficial shareholders are involved in any litigation or legal proceedings involving the business of the Company.

#### ITEM 1A - RISK FACTORS

The Company at present does not engage in any business activities thus will not be subjected to any risk.

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

No unregistered securities were issued during the period covered by this report.

#### ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

None

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



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None

## ITEM 5 - OTHER INFORMATION

None

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## ITEM 6 - EXHIBITS

Exhibit Number	Exhibit Description
31.01	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act and Section 302 of the Sarbanes-Oxley Act of 2002.
31.02	Certification of Principal Accounting Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act and Section 302 of the Sarbanes-Oxley Act of 2002.
32.01	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.02	Certification of Principal Accounting Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

\* These certificates accompany Focus Affiliates, Inc's Quarterly Report on Form 10-Q; they are not deemed "filed" with the Securities and Exchange Commission and are not to be incorporated by reference in any filing of Focus Affiliates, Inc. under the Securities Act of 1933, or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

October 17, 2008

Focus Affiliates, Inc.

/s/ Michael Burke

-----  
Michael Burke  
Director and Chief Executive Officer

/s/ Michael Lee

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Michael Lee  
Chief Accounting Officer

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