

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

**FORM 10-Q**

(Mark One)

☒ **Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended December 31, 2008

☐ **Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **333-135585**

**Cleartronic, Inc.**

(Exact name of registrant as specified in its charter)

**Florida**

**65-0958798**

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

**8000 North Federal Highway, Boca Raton, Florida**

(Address of principal executive offices)

**33487**

(Zip Code)

**561-939-3300**

(Registrant's telephone number, including area code)

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

Indicate by check mark 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 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, a non-accelerated filer, or a smaller reporting company.

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 12b-2 of the Exchange Act). Yes ☐ No ☒

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

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 51,977,581 shares as of February 13, 2009

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**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**CLEARTRONIC, INC. AND SUBSIDIARIES  
(UNAUDITED)  
CONDENSED CONSOLIDATED BALANCE SHEET**

## ASSETS

	December 31, 2008	September 30, 2008
<b>Current assets:</b>		
Cash	\$ 10,598	\$ 20,711
Accounts receivable, net	5,103	54,321
Inventory	60,967	48,809
Prepaid expenses and other current assets	<u>606,658</u>	<u>704,356</u>
<b>Total current assets</b>	<b>683,325</b>	<b>828,197</b>
<b>Property and equipment, net</b>	<u><b>112,524</b></u>	<u><b>121,248</b></u>
<b>Total assets</b>	<u><b>\$ 795,849</b></u>	<u><b>\$ 949,445</b></u>

## LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

<b>Current liabilities:</b>		
Accounts payable	\$ 300,387	\$ 243,579
Accrued expenses	93,143	101,537
Deferred revenue, current portion	886,754	1,022,126
Notes payable - related party	<u>39,050</u>	<u>39,000</u>
<b>Total current liabilities</b>	<b>1,319,334</b>	<b>1,406,242</b>
<b>Deferred revenue, net of current portion</b>	<u><b>19,753</b></u>	<u><b>15,000</b></u>
<b>Total liabilities</b>	<u><b>1,339,087</b></u>	<u><b>1,421,242</b></u>
<b>Stockholders' equity (deficit):</b>		
Preferred stock - \$.001 par value; 200,000,000 shares authorized, no shares issues and outstanding	-	-
Common stock - \$.001 par value; 750,000,000 shares authorized, 51,227,581 and 48,165,081 issued and outstanding, respectively	51,228	48,165
Additional paid-in capital	4,499,821	4,466,909
Stock subscription receivable	-	(5,475)
Accumulated Deficit	<u>(5,135,186)</u>	<u>(4,981,396)</u>
<b>Total stockholders' equity (deficit)</b>	<u><b>(543,238)</b></u>	<u><b>(471,797)</b></u>
<b>Total liabilities and stockholders' equity (deficit)</b>	<u><b>\$ 795,849</b></u>	<u><b>\$ 949,445</b></u>

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

	For three months ended December 31, 2008	For three months ended December 31, 2007
<b>Revenue</b>	<b>\$ 379,154</b>	<b>\$ 182,568</b>
<b>Cost of Revenue</b>	<b><u>232,860</u></b>	<b><u>145,246</u></b>
<b>Gross Profit</b>	<b><u>146,294</u></b>	<b><u>37,322</u></b>
<b>Operating Expenses:</b>		
Selling expenses	56,508	60,238
Administrative expenses	203,927	257,879
Research and development	26,101	66,292
Depreciation	<u>7,494</u>	<u>14,443</u>
<b>Total Operating Expenses</b>	<b>294,030</b>	<b>398,852</b>
<b>Interest and other expenses</b>	<b>(5,824)</b>	<b>(3,162)</b>
<b>(Loss) from sale of equipment</b>	<b><u>(230)</u></b>	<b><u>-</u></b>
<b>(Loss) from continuing operations</b>	<b>(153,790)</b>	<b>(364,692)</b>
<b>(Loss) from discontinued operations</b>	<b><u>-</u></b>	<b><u>(6,886)</u></b>
<b>Net (loss)</b>	<b><u>\$ (153,790)</u></b>	<b><u>\$ (371,578)</u></b>
<b>(Loss) per share</b>		
Continuing operations	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
Discontinued operations	<u>\$ -</u>	<u>\$ -</u>
<b>(Loss) per share - basic and diluted</b>	<b><u>\$ (0.01)</u></b>	<b><u>\$ (0.01)</u></b>
<b>Weighted average of shares outstanding:</b>		
Basic and diluted	<u>49,657,526</u>	<u>30,861,233</u>

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

**GLOBALTEL IP, INC. AND SUBSIDIARIES**  
(UNAUDITED)  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For three months ended December 31, 2008	For three months ended December 31, 2007
<b>NET LOSS</b>	<b><u>\$ (153,790)</u></b>	<b><u>\$ (371,578)</u></b>

**Adjustments to reconcile net loss to net cash  
used in operating activities:**

Depreciation	7,494	14,443
Common stock and warrants issued for services	76,875	10,000
Loss (Gain) on sale of property and equipment	230	(2,458)
<i>(Increase) decrease in assets:</i>		
Accounts receivable	49,219	10,475
Inventory	(12,158)	114,635
Prepaid expenses and other current assets	97,698	(9,610)
<i>Increase (decrease) in liabilities:</i>		
Accounts payable	56,808	(140,331)
Accrued expenses	(6,846)	(3,822)
Customer deposits	(1,549)	
Deferred revenue	<u>(130,619)</u>	<u>-</u>

**Net Cash Used in Operating Activities** (16,638) (378,246)

**Cash Flows From Investing Activities:**

Purchase of property and equipment	-	(4,372)
Proceeds from sale of property and equipment	1,000	17,000
Payments received on note receivable	<u>-</u>	<u>7,064</u>

**Net Cash Provided by Investing Activities** 1,000 19,692

**Cash Flows From Financing Activities:**

Repayments of note payable-related party	-	(2,214)
Proceeds from note payable-related party	50	-
Proceeds from payment of stock subscription receivable	5,475	-
Proceeds from issuance of common stock	<u>-</u>	<u>229,000</u>

**Net Cash Provided by Financing Activities** 5,525 226,786

**Net Decrease in Cash** (10,113) (131,768)

**Cash - Beginning of Period** 20,711 152,825

**Cash - End of Period** \$ 10,598 \$ 21,057

**SUPPLEMENTAL CASH FLOW INFORMATION:**

Cash paid for interest	<u>\$ 1,620</u>	<u>\$ 6,514</u>
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**SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING ACTIVITIES:**

Note receivable issued as consideration for sale of property and equipment	<u>\$ -</u>	<u>\$ 68,000</u>
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The accompanying notes are an integral part of these condensed consolidated financial statements

## **NOTE 1 - ORGANIZATION**

Cleartronic, Inc. (the “Company”) was incorporated in Florida on November 15, 1999. The Company was originally formed as a website developer under the name Menu Sites, Inc., which ceased operations in 2002. In 2005, the Company became a provider of Voice Over Internet Protocol (VOIP) services and re-seller of international pre-paid telecommunication services through Interactive Media Technologies, Inc., (“IMT”), a related party, and was renamed GlobalTel IP, Inc. In August 2008, the Company ceased re-selling international pre-paid telecommunication services and sold back to IMT certain VoIP assets and began to transition its remaining VoIP business into managed unified group communication operations and development of VoIP related products and services.

In November 2007, the Company formed, as Florida corporations, two wholly-owned subsidiaries: Gulf Telco, Inc. and VoiceInterop, Inc. VoiceInterop, Inc. is the operating subsidiary of the Company and Gulf Telco, Inc. is currently inactive. In May 2008, the Company changed its name to Cleartronic, Inc. The Company now designs, builds and installs unified group communication solutions, including unique hardware and customized software, for public and private enterprises and markets those services and products under the VoiceInterop brand name. The Company introduced its (patent pending) line of AudioMate360 IP gateway appliances in 2008 and continues to develop an Application Service Provider solution for voice interoperability to be marketed as a hosted interoperability solution for potential customers.

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## **NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **PRINCIPLES OF CONSOLIDATION**

The accompanying unaudited interim consolidated financial statements contain the consolidated accounts of Cleartronic, Inc., VoiceInterop, Inc. and Gulf Telco, Inc. All material intercompany transactions and balances have been eliminated.

### **BASIS OF PRESENTATION**

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q of Regulation S-K. They may not include all information and footnotes required by United States generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there have been no material changes in the information disclosed in the notes to the financial statements for the year ended September 30, 2008 included in the Company’s Annual Report on Form 10-K filed with the United States Securities and Exchange Commission. The unaudited interim consolidated financial statements should be read in conjunction with those financial statements included in the Form 10-K. In the opinion of management, all adjustments considered necessary for a fair presentation, consisting solely of normal and recurring adjustments have been made. Operating results for the three months ended December 31, 2008 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2009.

### **USE OF ESTIMATES**

In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and operations for the reporting period. Although these estimates are based on management’s knowledge of current events and actions it may undertake in the future, they may ultimately differ from actual results.

### **ACCOUNTS RECEIVABLE**

The Company provides an allowance for uncollectible accounts based upon a periodic review and analysis of outstanding accounts receivable balances. Uncollectible

receivables are charged to the allowance when deemed uncollectible. Recoveries of accounts previously written off are used to credit the allowance account in the periods in which the recoveries are made. The Company provided an allowance for doubtful accounts of \$1,000 at December 31, 2008 and September 30, 2008.

The Company has an Accounts Receivable Purchase and Security Agreement with Bridgeport Capital Resources of Birmingham, AL. Under the terms of the agreement the Company sells certain acceptable accounts receivable to Bridgeport Capital at a discount to the receivable face value. Discounts can range between 2.25 and 6.25 percent depending on the length of time the receivable remains outstanding.

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#### **CONCENTRATION OF CREDIT RISK**

The Company currently maintains cash balances at one banking institution. FDIC deposit insurance has temporarily increased from \$100,000 to \$250,000 per depositor through December 31, 2009. The Company did not have cash balances excess the FDIC limits at December 31, 2008 and September 30, 2008.

#### **RESEARCH AND DEVELOPMENT COSTS**

The Company expenses research and development costs as incurred. For the three months ending December 31, 2008 and 2007, the Company had \$26,101 and \$66,292 in research and development costs from continuing operations, respectively.

#### **REVENUE RECOGNITION AND DEFERRED REVENUES**

Unified group communication solutions consist of three elements to be provided to customer: software licenses and equipment purchased from third-party vendors, proprietary hardware that is manufactured on contract to required specifications and installation and integration of the hardware and software into the cohesive communication source.

The Company's revenue recognition policies are in compliance with Staff accounting bulletin (SAB) 104. in order to encompass EITF No. 00-21 , *Revenue Arrangements with Multiple Deliverables* ( EITF No. 00-21 ). Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the contract price is fixed or determinable, and collectability is reasonably assured. No right of return privileges are granted to customers after shipment. The Company recognizes revenue for the elements separately as the sales of the equipment and software, installation and integration, and support services represent separate earnings processes that are generally specified under separate agreements.

Revenue from the resale of equipment utilized in unified group communication solutions is recognized when shipped. Revenues derived from software license sales are recognized in accordance with [Statement of Position \(SOP\) No. 97-2](#), "Software Revenue Recognition," and [SOP No. 98-9](#), "Modifications of [SOP No. 97-2](#), Software Revenue Recognition with Respect to Certain Transactions." For software licenses, the Company does not provide any services that are considered essential to the functionality of the software, and therefore revenue is recognized upon delivery of the software, provided (1) there is evidence of an arrangement, (2) collection of the fee is considered probable and (3) the fee is fixed and determinable.

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The Company also provides support to customers under separate contracts varying from one to three years. The Company's obligations under its service contracts vary by the length of the contract. In all cases the Company is the primary obligor to provide first level support to the client. If the contract has less than one year of service and support remaining on the contract it is classified as a current liability, if longer it is classified as a non-current liability.

Installation and integration services are recognized upon completion.

**EARNINGS PER SHARE**

Basic income (loss) per common share is calculated using the weighted average number of shares outstanding during the periods reported. Diluted earnings per share include the weighted average effect of all dilutive securities outstanding during the periods presented. Diluted per share loss is the same as basic per share loss when there is a loss from continuing operations. Accordingly, for purposes of dilutive earnings per share, the Company excluded the effect of warrants and options as of December 31, 2008 and 2007 there were 8,585,000 and 8,502,500 options and warrants outstanding, respectively.

**FAIR VALUE OF FINANCIAL INSTRUMENTS**

The Company's financial instruments consist primarily of cash, accounts receivable, accounts payable, accrued expenses and notes payable. The carrying amounts of such financial instruments approximate their respective estimated fair value due to the short-term maturities and approximate market interest rates of these instruments.

**INVENTORY**

Inventory consists of components held for assembly and finished goods held for resale or to be utilized for installation in projects. Inventory is valued at lower of cost or market on a first-in, first-out basis. The Company's policy is to record a reserve for technological obsolescence or slow-moving inventory items. No reserve was made for inventory balances as of December 31, 2008.

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**PROPERTY AND EQUIPMENT**

Property and equipment are recorded at cost. For financial statement purposes depreciation of property and equipment is computed using the straight-line method over the estimated useful lives of the asset.

Expenditures for replacements, maintenance and repairs that do not extend the lives of the respective assets are charged to expense as incurred. When assets are retired, sold or otherwise disposed of, their costs and related accumulated depreciation are removed from the accounts and resulting gains or losses are recognized.

**STOCK-BASED COMPENSATION**

Effective January 1, 2006, the Company adopted the fair value recognition provisions of SFAS No. 123R "Share Based Payments" using the modified retrospective transition method. SFAS 123R requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense ratably over the requisite service periods. The Company has estimated the fair value of each award as of the date of grant or assumption using the Black-Scholes option pricing model, which was developed for use in estimating the value of traded options that have no vesting restrictions and that are freely transferable. The Black-Scholes option pricing model considers, among other factors, the expected life of the award and the expected volatility of the Company's stock price. In March 2005 the SEC issued SAB No. 107, Share-Based Payment ("SAB 107") which provides guidance regarding the interaction of SFAS 123R and certain SEC rules and regulations. The Company has applied the provisions of SAB 107 in its adoption of SFAS 123R.

**ADVERTISING COSTS**

Advertising costs are expensed as incurred. The Company had advertising costs of \$2,117 during the three months ended December 31, 2008 and \$6,223 during the three months ended December 31, 2007.

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**NOTE 3 - GOING CONCERN**

The Company's financial statements are prepared using accounting principles



generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management is currently seeking funding from significant shareholders and outside funding sources sufficient to meet its minimal operating expenses. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**NOTE 4 - NOTES PAYABLE – RELATED PARTY**

The Company has a note payable of \$39,050 due to an officer. The note bears interest at 10% per year and matures March 31, 2008. Interest expense on notes payable – related party was \$975 and \$320 for the three months ended December 31, 2008 and 2007, respectively.

**NOTE 5 - EQUITY TRANSACTIONS**

*Preferred Stock*

In December 2008, holders of a majority of the Company's outstanding common stock authorized an amendment to the Company's Articles of Incorporation to authorize 200,000,000 shares of preferred stock \$.001 par value on terms and conditions to be determined by the Company's board of directors.

*Common Stock*

In October 2008 the Company issued 262,500 shares of common stock to a financial consultant, a related party, for services rendered valued at approximately \$7,900. An officer and shareholder converted \$24,000 in accrued salary to 800,000 shares of common stock.

In December 2008 the Company issued 2,000,000 shares of common stock to the financial consultant, a related party, in exchange for services rendered and the cancellation of existing warrants to this financial consultant. The services were valued at approximately \$45,000. The Company also extended the expiration date of warrants issued to certain shareholders to December 31, 2012.

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**NOTE 6 - RELATED PARTY TRANSACTIONS**

The Company leases its office space from another entity that is also a stockholder. Rent expense paid to the related party was \$25,223 and \$15,950 for the three months ended December 31, 2008 and 2007, respectively.

**NOTE 7 - DISCONTINUED OPERATIONS**

In August 2007, the Company sold certain hardware and software to Interactive

Media Technologies, Inc. (“IMT”), a related party. The hardware and software was integral to the Company’s ability to provide pre-paid VOIP telecommunication services. As a result of the sale, the Company effectively exited that specific line of business and reported results no longer include any revenues or expenses from VoIP operations.

The Company recognized sales from telecommunications services as services were provided. Services consisted primarily of VoIP telecommunication measured in units of time and therefore the primary criterion for the recognition of revenues was the usage of time by customers. Cost of revenue included the cost of capacity associated with the revenue recognized within the corresponding time period.

The components of the loss from discontinued operations, net of income taxes, are presented below for the three months ended December 31, 2008 and 2007 respectively.

	2008	2007
Revenues	\$ -	\$ 17,829
Cost of revenues	-	16,929
Gross profit	-	900
Operating expenses		
Selling	-	-
General and administrative	-	7,786
Research and development	-	-
Depreciation	-	-
Total operating expenses	-	7,786
Loss from discontinued operations before income taxes	-	(6,886)
Gain from sale of equipment	-	-
Provision for income taxes	-	-
Loss from discontinued operations	\$ -	\$ (6,886)

#### **NOTE 8 - SUBSEQUENT EVENTS**

In January 2008, the Company issued 750,000 shares of its common stock to an outside consultant for services rendered.

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## **Item 2. Management’s Discussion and Analysis or Plan of Operation.**

### **Overview**

Cleartronic, Inc. (the “Company,” formerly GlobalTel IP, Inc.) was incorporated in Florida on November 15, 1999. Originally formed as a website developer, the Company ceased operations in 2002. In 2005, the Company commenced operations as a provider of Voice Over Internet Protocol (VoIP) services. In 2007, the Company elected to exit the international VoIP business and concentrate on providing unified group communication solutions. The Company, through its wholly owned subsidiary, VoiceInterop, Inc., now designs, sells and installs unified group communication solutions for public and private enterprises and is developing an Application Service Provider solution for voice interoperability.

**FOR THE THREE MONTHS ENDED DECEMBER 31, 2008 COMPARED TO THE THREE MONTHS ENDED DECEMBER 31, 2007**

The Company's net loss from continuing operations decreased approximately 57% to \$157,790 during the three months ended December 31, 2008 as compared to \$374,578 for the three months ended December 31, 2007. The primary reasons for this decrease were higher revenues and aggressive reduction of selling and administrative expenses.

### **Revenues**

Revenues increased approximately 107% to \$379,154 for the three months ended December 31, 2008 as compared to \$182,568 for the three months ended December 31, 2007. The increase was primarily due to increased sales of equipment and software. A portion of the increase was also attributable to the recognition of approximately \$143,000 in software sales previously recorded as deferred revenue. During the fiscal year ended September 30, 2008, the Company entered into a unified communications contract with a customer for which delivery and installation is not yet complete. As a result, the Company has not recognized all of the revenue relating to the contract. As of December 31, 2008 the Company has allocated approximately \$863,000 of the software portion of the contract to deferred revenue because delivery of equipment included in the contract with the software had not yet been completed.

### **Cost of Revenues**

Cost of revenues was \$232,860 for the three months ended December 31, 2008 as compared to \$145,246 for the three months ended December 31, 2007, an increase of approximately 60%. The increase was due to increased sales of unified communications solutions. The Company recognized approximately, \$98,000 in prepaid costs related to recognized deferred revenues during the period.

### **Operating Expenses**

Operating expenses for the three months ended December 31, 2008 were \$294,030 compared to \$398,852 for the three months ended December 31, 2007, a decrease of approximately 26%. This decrease resulted from less spending on sales and marketing efforts and aggressive cost cutting of operating expenses by management. The Company intends to continue to try and reduce operating expenses.

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### **Loss from Continuing Operations**

Loss from continuing operations for the three months ended December 31, 2008 was \$153,790 compared to a loss of \$364,692 for the three months ended December 31, 2007. The decrease in loss from operations in 2008 versus 2007 was due to the Company's increased sales of its products and services and an improvement in gross profit margins from approximately 20% in the three months ended December 31, 2007 to approximately 38% for the three months ended December 31, 2008.

### **Loss from Discontinued Operations**

Loss from discontinued operations was \$0 for the three months ended December 31, 2008 and \$6,886 for the three months ended December 31, 2007, due to the Company's complete exit from providing VoIP services.

### **Net Loss Applicable to Common Stock**

Net loss applicable to common stock was \$153,266 for the three months ended December 31, 2008 compared to a net loss of \$364,692 for the three months ended December 31, 2007. Net loss per common share was \$0.003 and \$0.012 for the three months ended December 31, 2008 and 2007, respectively.

## **LIQUIDITY AND CAPITAL RESOURCES**

Net cash used in operating activities was \$17,483 for the three months ended December 31, 2008 compared to \$378,246 for the three months ended December 31, 2007, due to a decrease in net loss for the period and recognition of \$130,619 in deferred revenue.

The Company's net cash from investing activities was \$1,845 for the three months ended December 31, 2008 compared to \$19,692 net cash used in investing activities for the three months ended December 31, 2007. The decrease in cash provided is due to less proceeds from the sale of assets from discontinued operations in 2008 as compared to 2007.

The Company's net cash provided by financing activities was \$5,525 for the three months ended December 31, 2008 compared to \$226,786 for the three months ended December 31, 2007. The decrease was due to decreased debt and equity financing activity.

The Company's obligations are being met on a month-to-month basis as cash becomes available. There can be no assurance that the Company's present flow of cash will be sufficient to meet current and future obligations.

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The Company has incurred losses since its inception, and continues to require additional capital to fund operations and development. As such, the Company's ability to pay its already incurred obligations is mostly dependent on the Company being able to have substantially increased revenues and raising substantial additional capital through the sale of its equity or debt securities. There can be no assurance that the Company will be successful in accomplishing any of the foregoing.

The Company believes that in order to fund its business plan, it will need approximately \$1 million in new equity or debt capital. In the past, in addition to revenues and deferred revenues, the Company has obtained funds from the private sale of its debt and equity securities. The Company intends to continue to seek private financing from its existing stockholders and others.

The costs to operate the Company's current business are approximately \$80,000 per month. In order for the Company to cover its monthly operating expenses, we would have to generate revenues of approximately \$230,000 per month. Accordingly, in the absence of revenues, the Company will need to secure \$80,000 in equity or debt capital each month to cover its overhead expenses. In order to remain in business for one year without any revenues the Company would need to secure \$960,000 in equity or debt capital. If the Company is unsuccessful in securing sufficient capital or revenues, the Company would have to cease business in approximately 60 days.

## **FORWARD-LOOKING STATEMENTS**

The information set forth in this Management's Discussion and Analysis contains certain "forward-looking statements," including, among others (i) expected changes in the Company's revenues and profitability, (ii) prospective business opportunities and (iii) its strategy for financing its business. Forward-looking statements are statements other than historical information or statements of current condition. Some forward-looking statements may be identified by use of terms such as "believes," "anticipates," "intends" or "expects." These forward-looking statements relate to the Company's plans, objectives and expectations for future operations. Although the Company believes that its expectations with respect to the forward-looking statements are based upon reasonable assumptions within the bounds of its knowledge of its business and operations, in light of the risks and uncertainties inherent in all future projections, the inclusion of forward-looking statements in this prospectus should not be regarded as a representation that the Company's objectives or plans will be achieved. In light of the risks and uncertainties, there can be no assurance that actual results, performance or achievements will not differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. The foregoing review of important factors should not be construed as exhaustive. The Company undertakes no obligation to

release publicly the results of any future revisions it may make to forward-looking statements to reflect events or circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events.

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### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Not applicable.

### **Item 4. Controls and Procedures.**

An evaluation was conducted by the registrant's chief executive officer (CEO) and principal financial officer ("PFO") of the effectiveness of the design and operation of the registrant's disclosure controls and procedures as of December 31, 2008. Based on that evaluation, the CEO and PFO concluded that the registrant's controls and procedures were effective as of such date to ensure that information required to be disclosed in the reports that the registrant files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. If the registrant develops new business or engages or hires a chief financial officer or similar financial expert, the registrant intends to review its disclosure controls and procedures.

Management is aware that there is a lack of segregation of duties due to the small number of employees dealing with general administrative and financial matters. However, at this time management has decided that considering the abilities of the employees now involved and the control procedures in place, the risk associated with such lack of segregation is low and the potential benefits of adding employees to clearly segregate duties do not justify the substantial expenses associated with such increases. Management may reevaluate this situation as circumstances dictate.

There was no change in the registrant's internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or Rule 15d-15 under the Securities Exchange Act of 1934 that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

### **Item 4T. Controls and Procedures.**

Reference is made to the response to Item 4 above.

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## **PART II - OTHER INFORMATION**

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

In October 2008 the registrant issued 262,500 shares of common stock to a financial consultant for services rendered valued at approximately \$7,900 and an officer and shareholder converted \$24,000 in accrued salary to 800,000 shares of common stock.

In December 2008 the registrant issued 2,000,000 shares of common stock to the financial consultant for services rendered and the cancellation of previously issued warrants for the purchase of an aggregate of 242,500 shares of the registrant's common stock. The weighted average exercise price of the warrants was \$0.20 per share and the warrants would have expired on dates ranging from December 31, 2010 to December 31, 2013. The services were valued at approximately \$45,000.

There were no principal underwriters.

The registrant claimed exemption from the registration provisions of the Securities Act of 1933 with respect to the securities pursuant to Section 4(2) thereof inasmuch as no public offering was involved. The shares were not offered or sold by means of: (i) any advertisement, article, notice or other communication published in any newspaper, magazine or similar medium, or broadcast over television or radio, (ii) any seminar or meeting whose attendees have been invited by any general solicitation or general advertising, or (iii) any other form of general solicitation or advertising and the purchases were made for investment and not with a view to distribution. Each of the purchasers was, at the time of the purchaser's respective purchase, an accredited investor, as that term is defined in Regulation D under the Securities Act of 1933, and had access to sufficient information concerning the registrant and the offering.

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

On December 18, 2008, the holders of a then majority of the Company's outstanding common stock consented in writing to an amendment to its Articles of Incorporation to change its authorized capitalization to 750,000,000 shares of common stock, \$.001 par value and 200,000,000 shares of preferred stock, \$.001 par value. Before the issuance of any preferred stock, the Company's Board of Directors will determine the preferences, limitations, and relative rights of the preferred stock or one or more series within the preferred stock. The amendment was previously approved by the Company's Board of Directors.

The Company has not yet amended its Articles of Incorporation to reflect such authorized capitalization although it intends to do so shortly.

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#### **Item 6. Exhibits.**

- |      |   |
|------|---|
| 3.01 | Articles of Incorporation.(1)   |
| 3.02 | Articles of Amendment to Articles of Incorporation filed March 12, 2001. (1)  |
| 3.03 | Articles of Amendment to Articles of Incorporation filed October 4, 2004. (1) |
| 3.04 | Articles of Amendment to Articles of Incorporation filed March 31, 2005. (1)  |
| 3.05 | Articles of Amendment to Articles of Incorporation filed May 9, 2008. (2)     |
| 3.06 | Bylaws. (1)   |
| 31.1 | Rule 13a-14(a)/14d-14(a) Certification of Larry Reid. (3)                     |
| 32.1 | Section 1350 Certification of Larry Reid (3)                                  |

- 
- (1) Filed as an exhibit to the registrant's registration statement on Form SB-2 and hereby incorporated by reference.
- (2) Filed as an exhibit to Amendment No. 6 to the registrant's registration statement on Form S-1 and hereby incorporated by reference.
- (3) Filed herewith.

#### **SIGNATURES**

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

**CLEARTRONIC, INC.**

Date: February 17, 2009

By: /s/ Larry Reid  
Larry Reid  
Principal Executive Officer and Principal







**CERTIFICATION**

I, Larry Reid, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cleartronic, Inc.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
4. I am the only certifying officer responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, 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 report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Board of Directors:
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 17, 2009

/s/ Larry Reid

Larry Reid, Principal Executive Officer and Principal Financial Officer



## **Exhibit 32.1**

### **CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officer of Cleartronic, Inc. (the "Company"), does hereby certify, to such officer's knowledge, that the Quarterly Report on Form 10-Q for the quarter ended December 31, 2008 of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 17, 2009

/s/ Larry Reid

By Larry Reid

Principal Executive Officer and Principal  
Financial Officer