

Stem Cell Therapy International, Inc.

Form 10-Q

August 14, 2009

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended June 30, 2009

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

For the transition period from , 200 , to , 200 .

Commission File Number 0-51931

**Stem Cell Therapy International, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**Nevada**  
(State or Other Jurisdiction of

**88-0374180**  
(I.R.S. Employer

**Incorporation or Organization)**

**Identification Number)**

**2203 N. Lois Avenue, 9<sup>th</sup> Floor, Tampa, Florida 33607**

(Address of Principal Executive Offices)

**(813) 283-2556**

(Registrant's Telephone Number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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. See definition of "accelerated filer, large accelerated filer and smaller 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 12b-2 of the Exchange Act). Yes  No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the last practicable date: 50,084,258 as of August 5, 2009.

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**Stem Cell Therapy International, Inc.**

**(a development stage enterprise)**

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**PART I. FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions for Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal recurring nature. Operating results for the three month periods ended June 30, 2009 are not necessarily indicative of the results that may be expected for the year ending March 31, 2010. For further information refer to the consolidated financial statements and footnotes thereto included in the Company's Form 10-K for the year ended March 31, 2009, as filed with the Securities and Exchange Commission on July 10, 2009.

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Stem Cell Therapy International, Inc.

(a development stage enterprise)

Condensed Consolidated Balance Sheets

	June 30, 2009 (unaudited)	March 31, 2009 (audited)
<b>Assets</b>		
Current assets:		
Cash	\$ 1,183	\$ 32,657
Deferred loan costs, net	14,721	33,326
Prepaid expenses	135,000	135,000
Total current assets	150,904	200,983
Deposits	5,000	5,000
Total assets	\$ 155,904	\$ 205,983
<b>Liabilities and stockholders deficit</b>		
Current liabilities:		
Accounts payable	\$ 179,833	\$ 163,521
Accrued expenses	80,866	151,191
Accrued compensation	432,750	749,096
Notes payable, net of unamortized discount of \$43,453	144,047	103,063
Notes payable, related party	331,121	
Due to related party		231,121
Total current liabilities	1,168,617	1,397,992
Commitments and contingencies (Note 9)		
Stockholders deficit:		
Preferred stock; \$.001 par value; 10,000,000 shares authorized and 0 issued and outstanding, respectively		
Common stock; \$.001 par value; 100,000,000 shares authorized and 50,084,258 and 47,134,258 issued and outstanding, respectively	50,084	47,134
Additional paid-in capital	2,969,593	2,789,715
Stock subscription receivable	(200)	(200)
Deficit accumulated during development stage	(4,032,190)	(4,028,658)
Total stockholders deficit	(1,012,713)	(1,192,009)
Total liabilities and stockholders deficit	\$ 155,904	\$ 205,983

*The accompanying notes are an integral part of the condensed consolidated financial statements.*

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Stem Cell Therapy International, Inc.

(a development stage enterprise)

Condensed Consolidated Statements of Operations

*(Unaudited)*

	Three Months Ended		December 2, 2004
	June 30, 2009	June 30, 2008	(Date of Inception) Through June 30, 2009
Revenue	\$	\$	\$ 559,404
Cost of goods sold:			
General			278,361
Loss on firm purchase commitment			116,000
<b>Gross margin</b>			<b>165,043</b>
Operating expenses:			
Legal expenses	13,118	160,448	721,786
Consulting expenses	10,805	265,807	1,264,401
Accounting expenses	35,773	37,469	294,063
Compensation expenses	108,824	102,955	964,139
Stock based compensation	8,778		616,306
Settlement gain	(239,920)		(141,070)
Selling, general and administrative	1,890	14,105	400,846
	(60,732)	580,784	4,120,471
<b>Income (loss) from operations</b>	<b>60,732</b>	<b>(580,784)</b>	<b>(3,955,428)</b>
Interest expense, net	(64,264)	(119)	(76,762)
<b>Net loss before taxes</b>	<b>(3,532)</b>	<b>(580,903)</b>	<b>(4,032,190)</b>
Income tax expense			
<b>Net loss</b>	<b>(3,532)</b>	<b>(580,903)</b>	<b>(4,032,190)</b>
Less: Dividends on preferred stock			(10,000)
<b>Loss attributable to common shareholders</b>	<b>\$ (3,532)</b>	<b>\$ (580,903)</b>	<b>\$ (4,042,190)</b>
Loss per share, basic and diluted	\$ (0.00)	\$ (0.01)	\$ (0.11)
<b>Weighted average number of common shares outstanding, basic and diluted</b>	<b>47,134,258</b>	<b>42,047,231</b>	<b>35,068,037</b>

*The accompanying notes are an integral part of the condensed consolidated financial statements.*



**Table of Contents****Stem Cell Therapy International, Inc.****(A Development Stage Enterprise)****Condensed Consolidated Statement of Changes in Stockholders' Deficit****From December 2, 2004 (Date of Inception) through June 30, 2009 (unaudited)**

	Common Stock		Preferred Stock		Additional Paid-In Capital	Stock Subscriptions receivable	Deficit Accumulated During Development Stage	Total
	Shares	Amount	Shares	Amount				
Issuance of common stock for cash (December 2004)	11,600,000	\$ 11,600		\$	\$	\$	\$	\$ 11,600
Exercise of stock options for services (December 2004)	500,000	500						500
Issuance of common stock and options for acquisition deposit (December 2004)	5,000,000	5,000			2,749			7,749
Stock options issued for services					906			906
Issuance of common stock for services (January 2005)	2,170,000	2,170						2,170
Issuance of common stock for cash (January 2005)	200,000	200						200
Issuance of common stock for cash (February 2005)	1,100,000	1,100						1,100
Issuance of common stock for cash (March 2005)	650,000	650						650
Net loss for the period							(26,241)	(26,241)
Balance, March 31, 2005	21,220,000	21,220			3,655		(26,241)	(1,366)
Cancellation of common stock issued and options awarded for services (May 2005)	(5,600,000)	(5,600)			(2,749)			(8,349)
Issuance of common stock for services (September 2005)	379,000	379						379
Issuance of common stock for intangible asset	5,000,000	5,000						5,000
Reverse acquisition, September 1, 2005	6,310,678	6,311			(906)			5,405
Issuance of common stock for a reduction in stockholder advances (September 2005)	3,000,000	3,000						3,000
Issuance of common stock for services (September 2005)	3,030,000	3,030						3,030
Issuance of preferred stock for cash (September 2005)			500,000	500	34,500			35,000
Dividend on preferred stock					(10,000)			(10,000)
Issuance of common stock for services (September 2005)	6,400	6			11,994			12,000
Issuance of common stock for services (October 2005)	11,882	12			11,988			12,000
	20,000	20			20,980			21,000



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Issuance of common stock for services (October 2005)				
Issuance of common stock for services (October 2005)	10,000	10	17,490	17,500
Issuance of common stock for services (October 2005)	10,000	10	14,490	14,500
Issuance of common stock for services (November 2005)	13,953	14	11,986	12,000
Issuance of common stock for services (December 2005)	30,000	30	29,070	29,100
Issuance of common stock for services (December 2005)	12,000	12	11,988	12,000
Issuance of common stock for services (January 2006)	10,000	10	7,555	7,565

*The accompanying notes are an integral part of the condensed consolidated financial statements.*

**Table of Contents****Stem Cell Therapy International, Inc.****(A Development Stage Enterprise)****Condensed Consolidated Statement of Changes in Stockholders Deficit (continued)****From December 2, 2004 (Date of Inception) through June 30, 2009 (unaudited)**

	Common Stock		Preferred Stock		Additional Paid-In Capital	Stock Subscriptions receivable	Deficit Accumulated During Development Stage	Total
	Shares	Amount	Shares	Amount				
Issuance of common stock for services (January 2006)	10,000	10			7,555			7,565
Issuance of common stock for services (January 2006)	14,118	14			11,986			12,000
Issuance of common stock for services (January 2006)	20,000	20			16,980			17,000
Issuance of common stock for services (February 2006)	14,118	14			11,986			12,000
Issuance of common stock for services (February 2006)	24,000	24			20,376			20,400
Issuance of common stock for services (February 2006)	48,000	48			40,752			40,800
Issuance of common stock for services (February 2006)	48,000	48			40,752			40,800
Issuance of common stock for services (March 2006)	30,361	30			11,970			12,000
Net loss for the year ended March 31, 2006							(506,161)	(506,161)
Balance, March 31, 2006	33,672,510	33,672	500,000	500	324,398		(532,402)	(173,832)
Issuance of common stock for services (April 2006)	25,276	26			21,974			22,000
Issuance of common stock for services (May 2006)	16,484	16			11,984			12,000
Issuance of common stock for services (June 2006)	422,599	423			167,577			168,000
Issuance of common stock for services (July 2006)	330,265	330			122,670			123,000
Issuance of common stock for services (August 2006)	28,235	28			11,972			12,000
Net loss for the year ended March 31, 2007							(657,046)	(657,046)
Balance, March 31, 2007	34,495,369	34,495	500,000	500	660,575		(1,189,448)	(493,878)

*The accompanying notes are an integral part of the condensed consolidated financial statements.*

**Table of Contents****Stem Cell Therapy International, Inc.****(A Development Stage Enterprise)****Condensed Consolidated Statement of Changes in Stockholders Deficit (continued)****From December 2, 2004 (Date of Inception) through June 30, 2009 (unaudited)**

	Common Stock		Preferred Stock		Additional Paid-In Capital	Stock Subscriptions receivable	Deficit Accumulated During Development Stage	Total
	Shares	Amount	Shares	Amount				
Issuance of common stock for services (May 2007)	250,000	250			44,750			45,000
Issuance of common stock for services (June 2007)	300,000	300			116,700			117,000
Issuance of common stock for cash, net of offering costs (July 2007)	2,000,000	2,000			204,024			206,024
Issuance of warrants for consulting services (September 2007)					23,750			23,750
Exercise of warrants (September 2007)	125,000	125			(125)	(125)		(125)
Share-based compensation to employees					505,716			505,716
Issuance of warrants for consulting services (October 2007)					419,864			419,864
Issuance of warrants for consulting services (December 2007)					10,000			10,000
Exercise of warrants (December 2007)	125,000	125			(125)	(125)		(125)
Exercise of options (January 2008)	2,000,000	2,000						2,000
Issuance of common stock for services (February 2008)	500,000	500			62,000			62,500
Issuance of common stock for services (March 2008)	750,000	750			176,750			177,500
Share-based compensation to employees (March 2008)	250,000	250			54,750			55,000
Issuance of warrants for consulting services (March 2008)					28,700			28,700
Exercise of warrants (March 2008)	125,000	125			(125)	(125)		(125)

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Share-based compensation to employees (March 2008)					2,926			2,926
Net loss for the year ended March 31, 2008							(1,579,717)	(1,579,717)
Balance, March 31, 2008	40,920,369	40,920	500,000	500	2,310,130	(375)	(2,769,165)	(417,990)
Issuance of common stock for services (April 2008) (unaudited)	1,200,000	1,200			123,800	(200)		124,800
Amortization of options issued to employees (June 2008) (unaudited)					8,777			8,777
Issuance of common stock for exercise of warrants (June 2008) (unaudited)	125,000	125			14,340	(4,625)		9,840
Issuance of common stock for cash (June 2008) (unaudited)	388,889	389			34,611			35,000
Conversion of preferred stock (June 2008) (unaudited)	500,000	500	(500,000)	(500)				
Amortization of options issued to employees (August 2008) (unaudited)					8,778			8,778
Issuance of common stock for cash (August 2008) (unaudited)	500,000	500			24,500			25,000
Issuance of common stock for legal settlement (August 2008) (unaudited)	500,000	500			38,350			38,850
Issuance of common stock for legal settlement (June 2008) (unaudited)	3,000,000	3,000			87,000			90,000

*The accompanying notes are an integral part of the condensed consolidated financial statements.*

**Table of Contents****Stem Cell Therapy International, Inc.****(A Development Stage Enterprise)****Condensed Consolidated Statement of Changes in Stockholders Deficit (continued)****From December 2, 2004 (Date of Inception) through June 30, 2009 (unaudited)**

	Common Stock		Preferred Stock		Additional Paid-In Capital	Stock Subscriptions receivable	Deficit Accumulated During Development Stage	Total
	Shares	Amount	Shares	Amount				
Issuance of common stock for services (December 2008)	1,000,000	1,000			39,000			40,000
Reduction of accounts payable in lieu of cash payment on subscription (December 2008)						5,000		5,000
Amortization of options issued to employees (June 2008)					8,777			8,777
Issuance of common stock for services (December 2008)	2,000,000	2,000			78,000			80,000
Cancellation of common stock for legal settlement (December 2008)	(3,000,000)	(3,000)			(87,000)			(90,000)
Issuance of warrants with convertible notes payable					63,750			63,750
Amortization of options issued to employees (March 2009)					8,777			8,777
Value of the beneficial conversion feature related to the issuance of convertible notes payable					28,125			28,125
Net loss for year ended March 31, 2009							(1,259,493)	(1,259,493)
Balance, March 31, 2009	47,134,258	47,134			2,789,715	(200)	(4,028,658)	(1,192,009)
Issuance of common stock in settlement of liabilities (June 2009) (unaudited)	500,000	500			29,000			29,500
Issuance of common stock for accrued payroll liabilities (June 2009) (unaudited)	2,250,000	2,250			130,500			132,750
Issuance of common stock for services (June 2009) (unaudited)	200,000	200			11,600			11,800
Amortization of options issued to employees (June 2009) (unaudited)					8,778			8,778
Net loss for the three months ended June 30, 2009 (unaudited)							(3,532)	(3,532)
Balance, June 30, 2009 (unaudited)	50,084,258	\$ 50,084		\$	\$ 2,969,593	\$ (200)	\$ (4,032,190)	\$ (1,012,713)



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Stem Cell Therapy International, Inc.

(a development stage enterprise)

Condensed Consolidated Statements of Cash Flows

*(unaudited)*

	Three Months Ended June 30,		Period from December 2, 2004 (Date of Inception) through June 30,
	2009	2008	2009
<b>Operating activities:</b>			
Net Loss	\$ (3,532)	\$ (580,903)	\$ (4,032,190)
Adjustments to reconcile net loss to net cash used by operating activities:			
Share-based compensation to non-employees	11,800	280,555	1,815,489
Share-based compensation to employees		8,777	563,642
Amortization of options	8,778		43,887
Amortization of warrants issued with notes payable	40,984		48,422
Settlement of lawsuit with common stock			38,850
Gain on settlement of accrued payroll and assumption of liabilities	(239,920)		(239,920)
Issuance of common stock for relief of accrued payroll	77,584		77,584
Amortization of deferred loan costs	18,605		22,899
Investment income reinvested			(2,943)
Amortization			667
Write off of intangible asset			4,333
(Increase) decrease in:			
Prepaid expenses		(3,700)	(126,090)
Deposits		2,169	(5,000)
Increase in:			
Accounts payable	18,312	28,230	163,833
Accrued payroll	31,240	100,119	780,336
Accrued expenses	4,675	101,505	155,866
Net cash used by operating activities	(31,474)	(63,248)	(690,335)
<b>Investing activities:</b>			
Proceeds from certificate of deposit, restricted			2,943
Net cash provided by investing activities			2,943
<b>Financing activities:</b>			
Proceeds from advances from stockholder			52,528
Repayment of stockholder advances			(49,528)
Proceeds from issuance of notes payable		45,000	194,880
Repayment of notes payable		(25,000)	(45,000)
Advances from related party			284,521
Repayment from related party		7,941	(53,400)
Payment of stock offering costs			(43,976)
Proceeds from sale of stock		35,000	348,550

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Net cash provided by financing activities		62,941		688,575
<b>Net (decrease) increase in cash</b>	(31,474)		(307)	1,183
Cash at beginning of period	32,657		2,387	
Cash at end of period	\$ 1,183	\$ 2,080	\$	1,183
<b>Supplemental disclosure of cash flow information and non-cash financing activities:</b>				
Cash paid for income taxes	\$	\$	\$	
Cash paid for interest	\$	\$	\$	
Issuance of convertible notes payable with a discount equivalent to the relative fair value of the accompanying warrants	\$	\$	\$	63,750
Issuance of convertible notes payable with a beneficial conversion feature	\$	\$	\$	28,125
Reduction in stock subscription receivable in exchange for a reduction in accounts payable	\$	\$	\$	5,000
Common stock issued for a reduction in advance from stockholder	\$	\$	\$	3,000
Common stock issued for a reduction in accounts payable	\$	\$	\$	2,000
Common stock issued for purchase of intangible asset	\$	\$	\$	5,000
Common stock and note payable issued for accrued payroll and assumption of liabilities	\$ 369,420	\$	\$	369,420

*The accompanying notes are an integral part of the condensed consolidated financial statements.*



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Stem Cell Therapy International, Inc.

(a development stage enterprise)

Notes to Condensed Consolidated Financial Statements

**1. Background Information and Basis of Presentation**

*Company Background:*

The Company was originally incorporated in Nevada on December 28, 1992 as Arklow Associates, Inc.

On September 1, 2005, R Capital, Stem Cell Florida, and the Company (then Altadyne, Inc.) entered into a Reorganization and Stock Purchase Agreement. At that point, the Company had no assets, liabilities or ongoing operations. Pursuant to the agreement, Altadyne acquired 100% of the issued and outstanding shares of common stock of Stem Cell Florida in a non-cash transaction and Stem Cell Florida became a wholly-owned subsidiary of Altadyne, and the shareholders of Stem Cell Florida became shareholders of the Company. The Company assumed operation of the business of Stem Cell Florida, which was to establish stem cell therapy clinics and stem cell marketing. On October 5, 2005, the Company changed its name to Stem Cell Therapy International, Inc. to reflect the new business of the Company.

*Proposed Merger with Histostem:*

The Company entered into a Reorganization and Stock Purchase Agreement with Histostem Co., Ltd., a Korean company ( Histostem ) on March 10, 2008, as amended (the SPA ), pursuant to which we have agreed to acquire 90% of the issued and outstanding shares of Histostem in consideration for the issuance of 72,518,053 shares of our common stock. The closing of the transaction is subject to a number of conditions, including, but not limited to, (i) the satisfactory resolution of a lawsuit pending against Histostem (the judgment issued at the trial court level has been appealed by the opposing party); (ii) the conversion of Histostem s financial statements to English and U.S. GAAP and the completion of an audit with respect to said financial statements; and (iii) either the effectuation by the Company of a 3 to 1 reverse stock split, or the increase in the Company s authorized shares of common stock from 100 million shares to 500 million shares (which will require the approval of the Company s shareholders). Shareholder approval is required to effectuate a reverse stock split and to increase the Company s authorized shares of common stock. Provided the other conditions to closing are satisfied, the Company will prepare and file a joint registration statement proxy statement with the SEC on Form S-4. The joint filing, upon approval by the SEC, will permit the holding of a meeting at which the Company s shareholders will vote on the proposal to either reverse split the Company s common stock or to increase the Company s authorized shares of common stock. The joint filing will also serve to register the shares to be issued in connection with the closing of the transaction.

Since the Company entered into the Stock Purchase Agreement with Histostem our substantive business operations have focused primarily on positioning the Company to leverage Histostem s platform throughout the United States and the world and to obtain the necessary financing to complete the transaction. We have incorporated a wholly owned subsidiary, Amstem International Inc., a Nevada Corporation, to use for distribution of stem cell related products.

*Basis of Presentation:*

In the opinion of management, the accompanying condensed consolidated financial statements include all adjustments, consisting only of normal recurring items, necessary for their fair presentation in conformity with generally accepted accounting principles. The results of operations for the three months ended June 30, 2009 are not necessarily indicative of the results for a full year.

The condensed consolidated financial statements for the period ended June 30, 2009 and notes thereto should be read in conjunction with the consolidated financial statements and notes thereto for the year ended March 31, 2009 as filed in the Form 10-K, filed with the Securities and Exchange Commission on July 10, 2009.

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### *Principles of Consolidation:*

The accompanying condensed consolidated financial statements include the accounts of Stem Cell Therapy International, Inc. and its wholly-owned subsidiaries, Stem Cell Therapy International Corp and AmStem International, Inc. All intercompany accounts and transactions have been eliminated.

## **2. Liquidity and Management's Plans**

The accompanying condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern. For the three months ended June 30, 2009 and the period since December 2, 2004 (date of inception) through June 30, 2009, the Company has had net losses of \$3,532 and \$4,032,190, respectively, and cash used in operations of \$31,474 and \$690,335, respectively, and has negative working capital of \$1,017,713 at June 30, 2009. As of June 30, 2009, the Company has not emerged from the development stage. In view of these matters, the ability of the Company to continue as a going concern raises substantial doubt and is dependent upon the Company's ability to generate additional financing and ultimately increase operations and to achieve a level of profitability. Since inception, the Company has financed its activities principally from the use of equity securities to pay for services and related party advances. The Company intends on financing its future development activities and its working capital needs largely from the sale of equity securities, debt financing and loans, until such time that funds provided by operations are sufficient to fund working capital requirements. There can be no assurance that the Company will be successful at achieving its financing goals at reasonably commercial terms, if at all.

The Company entered into a Reorganization and Stock Purchase Agreement with Histostem Co., Ltd., a Korean company (Histostem) on March 10, 2008, as amended (the SPA), pursuant to which we have agreed to acquire 90% of the issued and outstanding shares of Histostem in consideration for the issuance of 72,518,053 shares of our common stock. The closing of the transaction is subject to a number of conditions, including, but not limited to, (i) the satisfactory resolution of a lawsuit pending against Histostem (the judgment issued at the trial court level has been appealed by the opposing party); (ii) the conversion of Histostem's financial statements to English and U.S. GAAP and the completion of an audit with respect to said financial statements; and (iii) either the effectuation by the Company of a 3 to 1 reverse stock split, or the increase in the Company's authorized shares of common stock from 100 million shares to 500 million shares (which will require the approval of the Company's shareholders). Shareholder approval is required to effectuate a reverse stock split and to increase the Company's authorized shares of common stock. Provided the other conditions to closing are satisfied, the Company will prepare and file a joint registration statement proxy statement with the SEC on Form S-4. The joint filing, upon approval by the SEC, will permit the holding of a meeting at which the Company's shareholders will vote on the proposal to either reverse split the Company's common stock or to increase the Company's authorized shares of common stock. The joint filing will also serve to register the shares to be issued in connection with the closing of the transaction.

Since the Company entered into the Stock Purchase Agreement with Histostem our substantive business operations have focused primarily on positioning the Company to leverage Histostem's platform throughout the United States and the world and to obtain the necessary financing to complete the transaction. We have incorporated a wholly owned subsidiary, Amstem International Inc., a Nevada Corporation, to use for distribution of stem cell related products.

## **3. Significant Accounting Policies**

### *Use of estimates:*

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

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### *Concentration of credit risk:*

Cash balances are maintained with a major financial institution in the United States. Deposits with this bank may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and, therefore, bear minimal risk.

### *Impairment of long-lived assets:*

The Company evaluates the recoverability of its long-lived assets or asset groups whenever adverse events or changes in business climate indicate that the expected undiscounted future cash flows from the related assets may be less than previously anticipated. If the net book value of the related assets exceeds the undiscounted future cash flows of the assets, the carrying amount would be reduced to the present value of their expected future cash flows and an impairment loss would be recognized.

### *Income taxes:*

Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective income tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in the period that included the enactment date. Due to the Company's continued losses, the Company has placed a full valuation allowance against the deferred tax asset.

### *Loss per common share:*

Basic and diluted loss per share are computed based on the weighted average number of common shares outstanding during the period. Common stock equivalents are not considered in the calculation of diluted earnings per share for the periods presented if their effect would be anti-dilutive. The Company had no common stock equivalents outstanding at June 30, 2009 or 2008.

### *Stock-based compensation:*

In April 2006, the Company adopted the provisions of Statement of Financial Accounting Standards No. 123R - Share-based Payments ( FAS 123R ) replacing Accounting for Stock-Based Compensation ( FAS 123 ), which are similar and require the use of the fair-value based method to determine compensation for all arrangements under which employees and others receive shares of stock or equity instruments (warrants and options). The adoption of SFAS 123R had no significant impact on the Company's results of operations.

### *Reclassifications:*

Certain reclassifications have been made to the accompanying fiscal 2008 condensed consolidated financial statements to conform to the June 30, 2009 presentation. Such reclassifications had no impact on net loss as previously reported.

### *New Accounting Standards*

In June 2009, the Financial Accounting Standards Board (FASB) issued SFAS No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles - a replacement of FASB Statement No. 162, (SFAS 168). SFAS 168 replaces SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles, and establishes the FASB Accounting Standards Codification (Codification) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. The FASB will no longer issue new standards in the form of Statements, FASB Staff Positions, or Emerging Issues Task Force Abstracts; instead the FASB will issue Accounting Standards Updates. Accounting Standards Updates will not be authoritative in their own right as they will only serve to update the Codification. The issuance of SFAS 168 and the Codification does not change GAAP. SFAS 168 becomes effective for the Company for the period ending September 30, 2009. The adoption of SFAS 168 will not have an impact on the financial statements.

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In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)*, (SFAS 167). SFAS 167 amends FASB Interpretation No. 46 (Revised December 2003), *Consolidation of Variable Interest Entities* an interpretation of ARB No. 51, (FIN 46(R)) to require an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a variable interest entity; to require ongoing reassessments of whether an enterprise is the primary beneficiary of a variable interest entity; to eliminate the quantitative approach previously required for determining the primary beneficiary of a variable interest entity; to add an additional reconsideration event for determining whether an entity is a variable interest entity when any changes in facts and circumstances occur such that holders of the equity investment are at risk, as a group, lose the power from voting rights or similar rights of those investments to direct the activities of the entity that most significantly impact the entity's economic performance; and to require enhanced disclosures that will provide users of financial statements with more transparent information about an enterprise's involvement in a variable interest entity. SFAS 167 becomes effective for the Company on January 1, 2010. Management is currently evaluating the potential impact of SFAS 167 on the financial statements.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events* (SFAS 165), which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date, but before the financial statements are issued or available to be issued (subsequent events). SFAS 165 requires disclosure of the date through which the entity has evaluated subsequent events and the basis for that date. For public entities, this is the date the financial statements are issued. SFAS 165 does not apply to subsequent events or transactions that are within the scope of other GAAP and will not result in significant changes in the subsequent events reported by the Company. SFAS 165 is effective for interim or annual periods ending after June 15, 2009. The Company implemented SFAS 165 during the quarter ended June 30, 2009. The Company evaluated for subsequent events through August 12, 2009, the issuance date of the Company's financial statements.

Other recent accounting pronouncements issued by FASB (including EITF), the AICPA and the SEC did not or are not believed by management to have a material impact on the Company's present or future financial statements.

**4. Notes Payable**

During the three months ended June 30, 2009, the Company negotiated a settlement with a related party of \$292,420 of accrued payroll and the assumption of \$77,000 of liabilities in exchange for 500,000 shares of common stock valued at \$29,500 and a non-interest bearing \$100,000 note payable. The note is due at the earlier of the closing of any subsequent funding received by the Company with minimum gross proceeds of 3 million dollars or February 1, 2011. In the event the Company is unable to repay the note on or before the maturity date, the Company will pay to the note holder 1.5% simple monthly interest on all amounts outstanding. As a result of this transaction, the Company has recorded a gain on the settlement of liabilities of \$239,920 in the accompanying Condensed Consolidated Statements of Operations.

During the three months ended June 30, 2009, the Company issued a promissory note to a related party, which effectively converted the total amount of \$231,121 included in Due to Related Party into a formalized debt agreement. The promissory note is non-interest bearing and is due the earlier of the closing of any subsequent funding received by the Company with minimum gross proceeds of 3 million dollars or January 1, 2011. In the event the Company is unable to repay the note on or before the maturity date, the Company will pay to the note holder 1.5% simple monthly interest on all amounts outstanding.

**5. Equity**

During the three months ended June 30, 2009, the Company issued 200,000 shares of common stock valued at \$11,800 for consulting services.

During the three months ended June 30, 2009, the Company issued 2,250,000 shares of common stock valued at \$132,750 in exchange for a portion of accrued compensation.

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During the three months ended June 30, 2009, the Company issued 500,000 shares of common stock valued at \$29,500 in settlement of payroll obligations and other liabilities as more fully described in Note 4.

**6. Stock Options and Warrants**

During the three months ended June 30, 2009, the Company did not issue any stock options or warrants.

	Shares	Exercise Prices		Weighted Average Exercise Price	Weighted Average Grant Date Fair Value
<b>Outstanding and Exercisable</b>					
Outstanding at March 31, 2009	3,650,000	\$ 0.19	0.25	\$ 0.20	
Options granted					
Options exercised					
Options cancelled or expired					
Outstanding at June 30, 2009	3,650,000	\$ 0.19	0.25	\$ 0.20	
Exercisable at June 30, 2009	3,556,250	\$ 0.19	0.25	\$ 0.19	

The following table summarizes information about options outstanding and exercisable as of June 30, 2009:

Range of Exercise Price	Outstanding Options			Exercisable Options		
	Number Outstanding	Weighted Average Remaining Life	Weighted Average Price	Weighted Average Remaining Life	Number Exercisable	Weighted Average Price
\$0.19 - \$0.25	3,650,000	7.37 Years	\$ 0.20	7.83 Years	3,556,250	\$ 0.19

There was no aggregate intrinsic value of options outstanding at June 30, 2009, based on the Company's closing stock price of \$0.05. Intrinsic value is the amount by which the fair value of the underlying stock exceeds the exercise price of the options.

The fair value of each warrant was estimated on the date of grant using the Black Scholes model that uses assumptions noted in the following table. Expected volatility is based on the weekly trading of two similar company's underlying common stock (as the Company does not have an adequate trading history for an accurate calculation) and other factors.

Expected volatility	88%	163.2%
Expected dividends	0	
Expected term	1	10 years
Risk-free interest rate	1.99%	4.71%

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	Shares	Exercise Prices		Weighted Average Exercise Price	Weighted Average Grant Date Fair Value
<b>Outstanding and Exercisable</b>					
Outstanding at March 31, 2009	1,525,000	\$ 0.03	\$ 0.15	\$ 0.06	
Warrants granted		\$			
Warrants exercised					
Warrants cancelled or expired		\$			
Outstanding at June 30, 2009	1,525,000	\$ 0.03	\$ 0.15	\$ 0.06	
Exercisable at June 30, 2009	1,525,000	\$ 0.03	\$ 0.15	\$ 0.06	

The following table summarizes information about warrants outstanding and exercisable as of June 30, 2009:

Range of Exercise Price	Outstanding Options			Exercisable Options		
	Number Outstanding	Weighted Average Remaining Life	Weighted Average Price	Weighted Average Remaining Life	Number Exercisable	Weighted Average Price
\$0.03 \$0.15	1,525,000	5.63 Years	\$ 0.06	5.63 Years	1,525,000	\$ 0.06

The aggregate intrinsic value of warrants outstanding at June 30, 2009, was \$32,625, based on the Company's closing stock price of \$0.059. Intrinsic value is the amount by which the fair value of the underlying stock exceeds the exercise price of the warrants.

**7. Earnings per Share**

Earnings per common share are computed in accordance with SFAS No. 128, Earnings per Share, which requires companies to present basic earnings per share and diluted earnings per share. Basic earnings per share are computed by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per common share are computed by dividing net income by the weighted average number of shares of common stock outstanding and dilutive options outstanding during the year. The basic and diluted weighted average number of shares was 47,134,258, 42,047,231 and 35,068,037 for the three months ended June 30, 2009 and 2008 and the period from December 2, 2004 (Date of Inception) through June 30, 2009, respectively.

Common stock equivalents for the three months ended June 30, 2009 and 2008 and the period from December 2, 2004 (Date of Inception) through June 30, 2009 were anti-dilutive due to the net losses sustained by the Company during these periods.

**8. Income Taxes**

Deferred income tax assets and liabilities are recognized for the expected future tax consequences of events that have been reflected in the consolidated financial statements. Deferred tax assets and liabilities are determined based on the differences between the book values and the tax bases of particular assets and liabilities and the tax effects of net operating loss and capital loss carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in the tax rate is recognized as income or expense in the period that included the enactment date.

The Company has incurred operating losses since its inception and, therefore, no tax liabilities have been incurred for the periods presented. The amount of unused tax losses available to carry forward and apply against taxable income in future years totaled approximately \$3,700,000 at June 30, 2009. The loss carry forwards expire beginning in 2025. Internal Revenue Code Sec. 382 places limitations on the utilization of net operating losses. Due to the limitation and the Company's historical losses, the Company has placed a full valuation allowance against that asset

of approximately \$1,396,500.

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### **9. Commitments and Contingencies**

#### *Consulting Agreements:*

The Company has entered into several consulting agreements with other companies and individuals to provide consulting and advisory services to the Company. The agreements provide for terms ranging from one to three years. Additionally, the consulting agreements required the issuance of 5,989,000 shares of the Company's common stock valued at \$669,209 on the date of the agreement as the shares are non-forfeitable and non-cancelable. As of June 30, 2009, the Company had issued these shares of common stock and has included \$110,000 in prepaid expenses for services not yet performed pursuant to the agreements.

In connection with the Merger and Reorganization Agreement discussed in Note 10, upon completion of the merger, the Company has included potential consulting terms with two different consultants for five years in exchange for annual payments of \$100,000 each and the annual issuance of 250,000 shares of common stock each. Although these terms are referred to in the Merger and Reorganization Agreement, the final consulting agreements have not yet been executed.

#### *Consulting Agreement:*

In April 2008, the Company entered into a consulting agreement with Hunden Consulting Group to provide investor relations services for one year. Fees shall be paid to the consultant only if the consultant introduces the Company, in writing, to a third party investor or merger candidate, then the fees shall equal 10% of the total investment or loan to the Company and if a merger transaction occurs between the Company and a party introduced by the consultant, the consultant would be entitled to receive a 5% commission. As of the date of this filing, the consultant has not provided any services which would require the payment of the commission.

On May 28, 2008, the Company entered into a consulting agreement with Shea Financial, LLC to provide consulting services for a term of three months in exchange for the right to purchase 500,000 shares of common stock at \$0.05 per share upon a funding commitment to the Company of at least \$10 million from consultant funding and \$2,500,000 at the closing. To date, the Company has not received any funding under this agreement.

#### *Employment Agreements:*

In September 2007, the Company entered into employment agreements with the Chief Financial Officer and Chief Operating Officer. The Chief Financial Officer and Chief Operating Officer each have employment agreements for a term of two years, with an annual base salary of \$60,000. Additional performance-based bonuses are provided for, and the employees were granted options to purchase 900,000 shares of Company stock. Benefits under the agreement are accelerated on a change of control, and the employee is subject to certain non-competition covenants.

In March 2008, the Company entered into an employment agreement with the Company's President. The employment agreement is for a term of one year and provides for payments of \$8,500 per month for the first 90 days, and subsequently, an annual base salary of \$225,000. Additional performance-based bonuses are provided for, and the employee was granted options to purchase 750,000 shares of the Company's common stock at \$0.25 per share. Benefits under the agreement are accelerated on a change of control, and the employee is subject to certain non-competition covenants. Upon execution of the employment agreement, the Company issued 250,000 shares of the Company's common stock valued at \$55,000.

In June 2009, the officers agreed to reduce their overall compensation by approximately \$110,000 for the issuance of common stock and the agreement to pay a cash portion upon the Company obtaining the necessary financing or cash flow from operations.

#### *Contingencies:*

On August 22, 2008, the Company entered into a Settlement and Release Agreement (the Agreement) with Princeton Healthcare, Inc. Princeton Healthcare, Inc. and the Company agreed to release and discharge each other, their successors, assigns, directors, officers, employees, shareholders, former directors and officers, from any and all claims, demands, causes of action, fees, costs, interest, attorney's fees and damages that each ever had against the



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other for a payment of \$60,000 and the issuance of 500,000 shares of common stock. As of June 30, 2009, the Company has paid \$10,000 and issued 500,000 shares of common stock valued at \$38,850. The Company was scheduled to pay the remaining \$50,000 by October 31, 2008; however, as of the date of this filing, no payment has been made.

### **10. Merger and Reorganization Agreement**

The Company entered into a Reorganization and Stock Purchase Agreement with Histostem Co., Ltd., a Korean company ( Histostem ) on March 10, 2008, as amended (the SPA ), pursuant to which we have agreed to acquire 90% of the issued and outstanding shares of Histostem in consideration for the issuance of 72,518,053 shares of our common stock. The closing of the transaction is subject to a number of conditions, including, but not limited to, (i) the satisfactory resolution of a lawsuit pending against Histostem (the judgment issued at the trial court level has been appealed by the opposing party); (ii) the conversion of Histostem s financial statements to English and U.S. GAAP and the completion of an audit with respect to said financial statements; and (iii) either the effectuation by the Company of a 3 to 1 reverse stock split, or the increase in the Company s authorized shares of common stock from 100 million shares to 500 million shares (which will require the approval of the Company s shareholders). Shareholder approval is required to effectuate a reverse stock split and to increase the Company s authorized shares of common stock. Provided the other conditions to closing are satisfied, the Company will prepare and file a joint registration statement proxy statement with the SEC on Form S-4. The joint filing, upon approval by the SEC, will permit the holding of a meeting at which the Company s shareholders will vote on the proposal to either reverse split the Company s common stock or to increase the Company s authorized shares of common stock. The joint filing will also serve to register the shares to be issued in connection with the closing of the transaction.

### **11. Related Party Transactions**

At March 31, 2009, the due to related party account of \$231,121 is made up of advances from the majority stockholder to assist the Company with its financial obligations. During the three months ended June 30, 2009, the Company converted the total amount of \$231,121 into a formalized debt agreement. The promissory note is non-interest bearing and is due the earlier of the closing of any subsequent funding received by the Company with minimum gross proceeds of 3 million dollars or January 1, 2011. In the event the Company is unable to repay the note on or before the maturity date, the Company will pay to the note holder 1.5% simple monthly interest on all amounts outstanding.

The Company contracted with Norco Accounting and Consulting Inc. ( Norco ) to provide accounting and consulting services. The Company spent approximately \$1,800 and \$5,400 during the three months ended June 30, 2009 and 2008, respectively. As of June 30, 2009, the Company owes Norco \$1,828. Norco is 50% owned by Andrew J. Norstrud, who joined the Company in September of 2007, as the Company s Chief Financial Officer. The Company continues to use Norco for accounting staffing needs under the contract signed prior to Andrew J. Norstrud joining the Company.

The above amounts are not necessarily indicative of the amounts that would have been incurred had a comparable transaction been entered into with independent parties.

### **12. Subsequent Event**

Subsequent to the end of the quarter, the Company entered into an agreement with two investors to provide the Company approximately \$300,000 in cash for the completion of the merger of Histostem, a Korean corporation. The cash will be paid upon certain conditions related to the completion of the merger. The face value of the loan is \$375,000, with a term of six months. The interest rate is a simple 10% per annum. At the holders choice the note can be converted into common shares at \$0.05 per common share. In addition to the conversion, approximately 4,500,000 warrants were issued with an exercise price of \$0.04 per share. In the event the Company is unable to repay the note on or before the maturity date, the Company will pay to the note holder 1.5% simple monthly interest on all amounts outstanding. The holder of the note can also convert the note, pursuant to the terms of the subsequent financing at a rate of 125% of the amount due at the closing of subsequent financing. Each investor has an option to loan the Company an additional \$50,000 each for a total of \$100,000 under the same terms.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION**

THIS FILING CONTAINS FORWARD-LOOKING STATEMENTS. THE WORDS ANTICIPATED, BELIEVE, EXPECT, PLAN, SEEK, ESTIMATE, PROJECT, WILL, COULD, MAY, AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS. THESE STATEMENTS INCLUDE, AMONG OTHERS, INFORMATION REGARDING FUTURE OPERATIONS, FUTURE CAPITAL EXPENDITURES, AND FUTURE NET CASH FLOW. SUCH STATEMENTS REFLECT THE COMPANY'S CURRENT VIEWS WITH RESPECT TO FUTURE EVENTS AND FINANCIAL PERFORMANCE AND INVOLVE RISKS AND UNCERTAINTIES, INCLUDING, WITHOUT LIMITATION, GENERAL ECONOMIC AND BUSINESS CONDITIONS, CHANGES IN FOREIGN, POLITICAL, SOCIAL, AND ECONOMIC CONDITIONS, REGULATORY INITIATIVES AND COMPLIANCE WITH GOVERNMENTAL REGULATIONS, THE ABILITY TO ACHIEVE FURTHER MARKET PENETRATION AND ADDITIONAL CUSTOMERS, AND VARIOUS OTHER MATTERS, MANY OF WHICH ARE BEYOND THE COMPANY'S CONTROL. SHOULD ONE OR MORE OF THESE RISKS OR UNCERTAINTIES OCCUR, OR SHOULD UNDERLYING ASSUMPTIONS PROVE TO BE INCORRECT, ACTUAL RESULTS MAY VARY MATERIALLY AND ADVERSELY FROM THOSE ANTICIPATED, BELIEVED, ESTIMATED, OR OTHERWISE INDICATED. CONSEQUENTLY, ALL OF THE FORWARD-LOOKING STATEMENTS MADE IN THIS FILING ARE QUALIFIED BY THESE CAUTIONARY STATEMENTS AND THERE CAN BE NO ASSURANCE OF THE ACTUAL RESULTS OR DEVELOPMENTS.

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The following discussion and analysis of our financial condition and plan of operations should be read in conjunction with our financial statements and related notes appearing elsewhere herein. This discussion and analysis contains forward-looking statements including information about possible or assumed results of our financial conditions, operations, plans, objectives and performance that involve risk, uncertainties and assumptions. The actual results may differ materially from those anticipated in such forward-looking statements. The words expect, anticipate, estimate or similar expressions are also used to indicate forward-looking statements. The following discussions should be read in conjunction with our financial statements and the notes thereto presented in Item 1 Financial Statements and our audited financial statements and the related Management's Discussion and Analysis of Financial Condition and Results of Operations included in our report on Form 10-K for the year ended March 31, 2009.

**General Overview**

The Company was originally incorporated in Nevada on December 28, 1992 as Arklow Associates, Inc.

On September 1, 2005, R Capital, Stem Cell Florida, and the Company (then Altadyne, Inc.) entered into a Reorganization and Stock Purchase Agreement. At that point, the Company had no assets, liabilities or ongoing operations. Pursuant to the agreement, Altadyne acquired 100% of the issued and outstanding shares of common stock of Stem Cell Florida in a non-cash transaction and Stem Cell Florida became a wholly-owned subsidiary of Altadyne, and the shareholders of Stem Cell Florida became shareholders of the Company. The Company assumed operation of the business of Stem Cell Florida, which was to establish stem cell therapy clinics and stem cell marketing. On October 5, 2005, the Company changed its name to Stem Cell Therapy International, Inc. to reflect the new business of the Company.

*Proposed Merger with Histostem:*

The Company entered into a Reorganization and Stock Purchase Agreement with Histostem Co., Ltd., a Korean company ( Histostem ) on March 10, 2008, as amended (the SPA ), pursuant to which we have agreed to acquire 90% of the issued and outstanding shares of Histostem in consideration for the issuance of 72,518,053 shares of our common stock. The closing of the transaction is subject to a number of conditions, including, but not limited to, (i) the satisfactory resolution of a lawsuit pending against Histostem (the judgment issued at the trial court level has been appealed by the opposing party); (ii) the conversion of Histostem's financial statements to English and U.S. GAAP and the completion of an audit with respect to said financial statements; and (iii) either the effectuation by the Company of a 3 to 1 reverse stock split, or the increase in the Company's authorized shares of common stock

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from 100 million shares to 500 million shares (which will require the approval of the Company's shareholders). Shareholder approval is required to effectuate a reverse stock split and to increase the Company's authorized shares of common stock. Provided the other conditions to closing are satisfied, the Company will prepare and file a joint registration statement proxy statement with the SEC on Form S-4. The joint filing, upon approval by the SEC, will permit the holding of a meeting at which the Company's shareholders will vote on the proposal to either reverse split the Company's common stock or to increase the Company's authorized shares of common stock. The joint filing will also serve to register the shares to be issued in connection with the closing of the transaction.

Since the Company entered into the Stock Purchase Agreement with Histostem our substantive business operations have focused primarily on positioning the Company to leverage Histostem's platform throughout the United States and the world and to obtain the necessary financing to complete the transaction.

In April 2009, the Company formed AmStem International, Inc., a wholly owned subsidiary of the Company. AmStem International, Inc. is a new biotechnology company which provides biotherapeutic and cosmetic stem cell products, stem cell collection and storage know-how, and access to nanotechnology vital to the cutting edge stem cell research. For the three months ended June 30, 2009, there was no activity in this Company.

### ***Critical Accounting Policies***

The accounting policies of the Company are in accordance with generally accepted accounting principles of the United States of America, and their basis of application is consistent. Outlined below are those policies considered particularly significant:

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

Common stock transactions for services are recorded at either the fair value of the stock issued or the fair value of the services rendered, whichever is more evident on the day that the transactions are executed. The certificates must be issued subsequent to the transaction date.

We apply Staff Accounting Bulletin No. 104 Revenue Recognition (SAB No. 104) to our revenue arrangements. Currently, our only revenue transactions derive from the licensing of stem cell technology, the sale of stem cell products, and providing informational and referral services; we have no plans to enter into any other revenue transaction in the near future. In accordance with SAB No. 104, we recognize revenue related to these licenses, sales and services upon delivering the license or product, or rendering the services, respectively, as long as (1) there is persuasive evidence of an arrangement, (2) the sales price is fixed or determinable, and (3) collection of the related receivable is reasonably assured. Any payments received prior to delivery of the products or services are included in deferred revenue and recognized once the products are delivered or the services are performed.

Research and development costs are charged to operations when incurred and are included in operating expenses.

### ***Results of Operations***

*As of June 30, 2009 and for the three months ended June 30, 2009 and 2008*

We had no revenue during the three months ended June 30, 2009 or 2008. This is primarily due to the fact that management has been concentrating most of its efforts on finalizing the Histostem transaction. There are no immediate plans to enter into any new transactions prior to the completion of the acquisition.

Legal expenses decreased \$147,330 to \$13,118 for the three months ended June 30, 2009 as compared to \$160,448 for the three month period ended June 30, 2008. The decrease in legal expense is primarily due to the prior year including several contracts for legal expenses totaling approximately \$125,500 to assist in resolving some consulting agreement discrepancies and the overall decrease in Company activity while working toward the completion of the merger agreement.

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Consulting expenses decreased \$255,002 to \$10,805 for the three months ended June 30, 2009 as compared to \$265,807 for the three month period ended June 30, 2008. The decrease in consulting expense is primarily due to the decrease in consulting agreements while the Company is working on completing the merger agreement.

Accounting expenses decreased \$1,696 to \$35,773 for the three months ended June 30, 2009 as compared to \$37,469 for the three month period ended June 30, 2008. The decrease in accounting expense is primarily due to the decrease in audit fees as the Company continues to work on completing the merger agreement.

Compensation expense increased \$5,869 to \$108,824 for the three months ended June 30, 2009 as compared to \$102,955 for the three month period ended June 30, 2008. The increase in compensation expense is due to the increase in compensation for David Stark, CEO during the 2009 period.

Stock based compensation increased to \$8,778 for the three months ended June 30, 2009 as compared to \$0 for the three month period ended June 30, 2008. The increase in stock based compensation is due to the amortization of options issued to David Stark, CEO.

Settlement gain increased \$239,920 for the three months ended June 30, 2009 as compared to \$0 for the three month period ended June 30, 2008. Settlement expense is primarily the result of the Company settling the former Chief Executive Officer's accrued payroll of \$292,420 and the assumption of several liabilities totaling \$77,000 in exchange for a \$100,000 note payable and 500,000 shares of common stock valued at \$29,500.

Selling, general and administrative expenses decreased \$12,215 to \$1,890 for the three months ended June 30, 2009 as compared to \$14,105 for the three months ended June 30, 2008. The decrease in selling, general and administrative expenses is due to an overall decrease in expenses as the Company negotiates the merger agreement.

Interest expense, net, increased \$64,145 to \$64,264 for the three months ended June 30, 2009 as compared \$119 for the three month period ended June 30, 2008. The increase in interest expense is due to the increase in notes payable and the related amortization of the discount \$40,985 and loan costs of \$18,606.

Our net loss for the three months ended June 30, 2009 was \$3,532 as compared to \$580,903 during the same period in 2008. The loss primarily reflects the decrease in legal and consulting expenses, as well as the gain on the settlement of some accrued expenses.

## **Liquidity and Capital Resources**

The Company's financial statements have been prepared assuming that the Company will continue as a going concern. For the three months ended June 30, 2009 and the period since December 2, 2004 (date of inception) through June 30, 2009, the Company has had a net loss of \$3,532 and \$4,032,190, respectively and cash used by operations of \$31,474 and \$690,335, respectively, and negative working capital of \$1,017,713 at June 30, 2009.

As of June 30, 2009, the Company has not emerged from the development stage. In view of these matters, recoverability of recorded asset amounts shown in the accompanying financial statements is dependent upon the Company's ability to begin significant operations and to achieve a level of profitability. Since inception, the Company has financed its activities principally from shareholder advances and some relatively minor sales of equity securities (as set forth below). The Company intends on financing its future development activities and its working capital needs largely from the sale of equity securities, debt financing and loans from the Company's Chief Executive Officer, until such time that funds provided by operations are sufficient to fund working capital requirements. There can be no assurance that the Company will be successful at achieving its financing goals at reasonably commercial terms, if at all.

Subsequent to the end of the quarter, the Company entered into an agreement with two investors to provide the Company approximately \$300,000 in cash for the completion of the merger of Histostem, a Korean corporation. The cash will be paid upon certain conditions related to the completion of the merger. The face value of the loan is

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\$375,000, with a term of six months. The interest rate is a simple 10% per annum. At the holders' choice the note can be converted into common shares at \$0.05 per common share. In addition to the conversion, approximately 4,500,000 warrants were issued with an exercise price of \$0.04 per share. In the event the Company is unable to repay the note on or before the maturity date, the Company will pay to the note holder 1.5% simple monthly interest on all amounts outstanding. The holder of the note can also convert the note, pursuant to the terms of the subsequent financing at a rate of 125% of the amount due at the closing of subsequent financing. Each investor has an option to loan the Company an additional \$50,000 each for a total of \$100,000 under the same terms.

During March 2009, the Company received \$150,000 and agreed to repay to the lenders \$187,500 at the earlier of either six months or when the Company is able to obtain subsequent financing with minimum gross proceeds of \$1,000,000. The interest rate is a simple 10% per annum. At the holders' choice the note can be converted into common shares at a rate of either \$0.10 per common share or the greater of \$0.05 or the 30 Day volume weighted average price of the common stock. The holder of the note can also convert the note, pursuant to the terms of the subsequent financing at a rate of 125% of the amount due at the closing of subsequent financing. The proceeds received under the Convertible Notes were net of \$37,620 of deferred loan costs. The loan costs are being amortized over the six month life of the Convertible Notes, which resulted in an additional \$18,606 of interest expense during the three months ended June 30, 2009.

The Company also issued 1,125,000 warrants in connection with the Convertible Notes. The warrants are exercisable at \$0.03 per share, vest immediately and expire in March 2014. The Company valued the warrants at their relative fair value of \$63,750 and recorded a discount on the Convertible Notes. The discount is amortized as interest expense over the term of the Convertible Notes. During the three months ended June 30, 2009, the Company recognized interest expense of \$40,985 from the amortization of the discount.

Effective June 27, 2007, the Company entered into an agreement with Newbridge Securities, Corp. ( Newbridge ) to assist the Company on a best efforts basis in raising approximately \$250,000 in a private offering of up to 2 million shares of restricted common stock at a price of \$0.125 per share. As of June 30, 2009, the Company has received \$206,024 of proceeds, which represents \$250,000 gross proceeds less \$43,976 of offering costs.

### *Unpredictability of future revenues; Potential fluctuations in quarterly operating results; Seasonality:*

As a result of our limited operating history and the emerging nature of the biotechnological markets in which we compete, we are unable to accurately forecast future revenues. Our current and future expense levels are based largely on our investment plans and future revenues and are to a large extent fixed and expected to increase.

Sales and operating results generally depend on the volume of, timing of and ability to fulfill the number of orders received for the biological solution and the number of patients treated which are difficult to forecast. We may be unable to adjust spending in a timely manner to compensate for any unexpected revenue shortfall. Accordingly, any significant shortfall in revenues in relation to our planned expenditures would have an immediate adverse effect on our business, prospects, financial condition and results of operations. Further, as a strategic response to changes in the competitive environment, we may from time to time make certain pricing, service or marketing decisions which could have a material adverse effect on our business, prospects, financial condition and results of operations.

We expect to experience significant fluctuations in our future quarterly operating results due to a variety of factors, many of which are outside our control.

### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable.

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**ITEM 4T. CONTROLS AND PROCEDURES**

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based upon such evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were not effective.

**Changes in Internal Control Over Financial Reporting**

No change in the Company's internal control over financial reporting occurred during the three months ended June 30, 2009, that materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

See disclosure of legal proceeds in the Company's March 31, 2009 Form 10K as filed with the Securities and Exchange Commission on July 10, 2009

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

Effective June 30, 2009, the Company issued 200,000 shares of common stock to Daily Max in connection with consulting services provided to the Company. These shares were issued without any public offering in accordance with Section 4(2) of the Securities Act of 1933, as amended.

During the three months ended June 30, 2009, the Company issued 500,000 shares of common stock to a related party valued at \$29,500 in relief of accrued payroll and the assumption of liabilities. These shares were issued without any public offering in accordance with Section 4(2) of the Securities Act of 1933, as amended.

During the three months ended June 30, 2009, the Company issued 2,250,000 shares of common stock to its three officers in settlement of a portion of each officer's accrued payroll. These shares were issued without any public offering in accordance with Section 4(2) of the Securities Act of 1933, as amended.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

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

None.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

(a) Exhibit Index. The following exhibits are filed with or incorporated by reference into this quarterly report:

- 31.1 Chief Executive Officer certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Chief Financial Officer certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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- 32.1 Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (This certification as Exhibit 32 under Item 601(a) of Regulation S-K is furnished in accordance with Item 601(b)(32) (iii) of Regulation S-K as Exhibit 99.3 pursuant to SEC interim filing guidance.)
- 32.2 Certification of the Chief Financial Officer (This certification as Exhibit 32 under Item 601(a) of Regulation S-K is furnished in accordance with Item 601(b)(32) (iii) of Regulation S-K as Exhibit 99.3 pursuant to SEC interim filing guidance.)
- (b) Reports on Form 8-K.

None

**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.

Date: August 13, 2009

By: /s/ David Stark  
Name: David Stark  
Title: Chairman of the Board of Directors,  
  
President and Chief Executive Officer

Date: August 13, 2009

By: /s/ Andrew J. Norstrud  
Name: Andrew J. Norstrud  
Title: Chief Financial Officer, Principal Financial Officer  
  
and Principal Accounting Officer