

CALIBRUS, INC.  
Form 10-Q  
August 16, 2010

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

\_\_\_\_\_  
FORM 10-Q  
\_\_\_\_\_

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

For the quarterly period ended: June 30, 2010  
or

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

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

\_\_\_\_\_  
CALIBRUS, INC.  
(Exact name of registrant as specified in its charter)  
\_\_\_\_\_

NEVADA  
(State or Other Jurisdiction  
of Incorporation)

000-53408  
(Commission  
File Number)

86-0970023  
(I.R.S. Employer  
Identification No.)

1225 W. Washington Street, Suite 213, Tempe AZ 85281  
(Address of Principal Executive Office) (Zip Code)

(602) 778-7516  
(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 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 is a large accelerated filer, an accelerated filer, a non-accelerated filer., or a smaller reporting company.

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Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

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

The number of shares of the issuer's Common Stock outstanding as of August 16, 2010 is 6,794,600.

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

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## PART I – FINANCIAL INFORMATION

Item 1.

Financial Statements.

CALIBRUS, INC.  
CONDENSED BALANCE SHEETS

	ASSETS	
	June 30, 2010 (Unaudited)	December 31, 2009
<b>Current Assets</b>		
Cash and cash equivalents	\$ 158,675	\$ 174,428
Accounts receivable - trade, net	502,781	580,487
Prepaid expenses	40,144	92,613
<b>Total Current Assets</b>	<b>701,600</b>	<b>847,528</b>
Property and equipment, net	45,880	80,008
Software development	1,957,227	1,014,328
Deposits	29,392	29,869
Intangible asset, net	583	1,167
<b>Total Assets</b>	<b>\$ 2,734,682</b>	<b>\$ 1,972,900</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Notes payable, net of discount	\$ 551,108	\$ 371,474
Related party notes payable	310,000	-
Accounts payable - trade	487,044	254,678
Accrued liabilities	210,737	284,383
<b>Total Current Liabilities</b>	<b>1,558,889</b>	<b>910,535</b>
<b>Total Liabilities</b>	<b>1,558,889</b>	<b>910,535</b>
Commitments and Contingencies	-	-
<b>Stockholders' Equity</b>		
Preferred stock, \$.001 par value, 5,000,000 shares authorized, none issued or outstanding	-	-
Common stock, \$.001 par value, 45,000,000 shares authorized, 6,794,600 shares issued and outstanding at June 30, 2010		

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and December 31, 2009	6,795	6,795
Additional paid-in capital	4,641,238	4,640,812
Accumulated deficit	(3,472,240 )	(3,585,242 )
Total Stockholders' Equity	1,175,793	1,062,365
Total Liabilities and Stockholders' Equity	\$ 2,734,682	\$ 1,972,900

The Accompanying Notes are an Integral  
Part of these Condensed Financial Statements

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CALIBRUS, INC.

CONDENSED STATEMENTS OF OPERATIONS  
(Unaudited)

	For the Three Months Ended June 30, 2010	For the Three Months Ended June 30, 2009	For the Six Months Ended June 30, 2010	For the Six Months Ended June 30, 2009
Revenues	\$ 899,056	\$ 1,115,261	\$ 1,943,665	\$ 2,425,624
Cost of revenues	328,350	448,062	695,636	977,497
Gross profit	570,706	667,199	1,248,029	1,448,127
Research and development expense	17,690	262,993	17,690	545,485
General and administrative expenses	530,633	583,862	1,079,451	1,206,842
Income (Loss) from Operations	22,383	(179,656 )	150,888	(304,200 )
Other Income (Expense):				
Interest income	219	695	430	1,979
Interest expense	(24,755 )	-	(38,316 )	-
	(24,536 )	695	(37,886 )	1,979
Income (Loss) before income taxes	(2,153 )	(178,961 )	113,002	(302,221 )
Income tax benefit (expense) - deferred	-	-	-	-
Net Income (Loss)	\$ (2,153 )	\$ (178,961 )	\$ 113,002	\$ (302,221 )
Income (Loss) per Common Share: (Note 1)				
Basic and Diluted	\$ -	\$ (0.03 )	\$ 0.02	\$ (0.04 )
Weighted Average Common Shares Outstanding:	6,794,600	6,794,600	6,794,600	6,794,600

The Accompanying Notes are an Integral  
Part of these Condensed Financial Statements



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CALIBRUS, INC.  
CONDENSED STATEMENTS OF CASH FLOWS  
(Unaudited)

	For the Six Months Ended June 30, 2010	For the Six Months Ended June 30, 2009
Increase (decrease) in cash and cash equivalents:		
Cash flows from operating activities:		
Net Income (Loss)	\$ 113,002	\$ (302,221 )
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation and amortization	34,712	61,294
Amortization of debt discount	4,634	-
Warrants issued for services	426	-
Bad debt expense	495	43,534
Changes in assets and liabilities:		
Accounts receivable - trade	77,211	(33,926 )
Prepaid expenses	52,469	82,472
Deposits	477	4,512
Accounts payable - trade	232,366	5,183
Accrued liabilities	(73,646 )	(15,838 )
Net cash provided (used) by operating activities	442,146	(154,990 )
Cash flows from investing activities:		
Purchase of fixed assets	-	(14,538 )
Purchase of software development	(942,899 )	(115,654 )
Net cash used by investing activities	(942,899 )	(130,192 )
Cash flows from financing activities:		
Proceeds from issuance of units	485,000	-
Net cash provided by financing activities	485,000	-
Net decrease in cash and cash equivalents	(15,753 )	(285,182 )
Cash and cash equivalents at beginning of period	174,428	854,159
Cash and cash equivalents at end of period	\$ 158,675	\$ 568,977
Supplemental disclosure of cash flow information:		
Cash paid during the year for:		

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Interest	\$	-	\$	-
Income taxes	\$	50	\$	50

The Accompanying Notes are an Integral  
Part of these Condensed Financial Statements

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CALIBRUS, INC.  
NOTES TO CONDENSED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies and Use of Estimates:

Presentation of Interim Information:

The condensed financial statements included herein have been prepared by Calibrus, Inc. (“we”, “us”, “our” or “Company”) without audit, pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”) and should be read in conjunction with the audited financial statements as of December 31, 2009. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted, as permitted by the SEC, although we believe the disclosures, which are made, are adequate to make the information presented not misleading. Further, the condensed financial statements reflect, in the opinion of management, all normal recurring adjustments necessary to present fairly our financial position at June 30, 2010, and the results of our operations and cash flows for the periods presented. The December 31, 2009 condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America.

Interim results are subject to significant seasonal variations and the results of operations for the six months ended June 30, 2010 are not necessarily indicative of the results to be expected for the full year.

Nature of Corporation:

Calibrus, Inc. (the “Company”) was incorporated on October 22, 1999, in the State of Nevada. The Company’s principal business purpose is to operate a customer contact center for a variety of clients, who are located throughout the United States. The Company provides customer contact support services for various companies wishing to outsource these functions. The Company is also developing a social networking website named JabberMonkey.com. JabberMonkey is a social expression site featuring questions on issues and topics that are current and relevant to its members. JabberMonkey questions will be on pertinent issues that in many instances will evoke an emotional response from its members. Many of the questions on JabberMonkey will provide the individuals voting with a voice to cause an action or affect a result.

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.

Fair Value of Financial Instruments

The estimated fair values for financial instruments are determined at discrete points in time based on relevant market information. These estimates involve uncertainties and cannot be determined with precision. The carrying amounts of accounts receivable, accounts payable, accrued liabilities, and notes payable approximate fair value given their short term nature or effective interest rates.

Earnings per Share:

Basic earnings per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period and contains no dilutive securities. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of an entity. The Company calculates diluted earnings per share using the treasury stock method. For the three and six month periods ended June 30, 2010 and 2009, none of the potentially dilutive securities was deemed to be in the money. As such, all potentially dilutive securities are anti-dilutive.

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CALIBRUS, INC.

## NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)

	Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
Income (Loss) available to common stockholders	\$(2,153 )	\$(178,961 )	\$113,002	\$(302,221 )
Weighted average number of common shares used in basic earnings per share	6,794,600	6,794,600	6,794,600	6,794,600
Effect of dilutive securities:				
Stock options	-	-	-	-
Stock warrants	-	-	-	-
Note conversions	-	-	-	-
Weighted average number of common shares and dilutive potential comon stock used in diluted earnings per share	6,794,600	6,794,600	6,794,600	6,794,600

All dilutive common stock equivalents are reflected in our earnings per share calculations. Anti-dilutive common stock equivalents are not included in our earnings per share calculations. For the six month periods ended June 30, 2010 and 2009 the Company had outstanding options to purchase 1,248,332 and 1,525,832 shares of common stock at a per share weighted average exercise price of \$1.26 and \$1.31, which were not included in the earnings per share calculation as they were anti-dilutive. In addition, the Company did not include in either period warrants to purchase 441,000 shares of common stock at a price of \$1.95 per share in the earnings per share calculation because they were anti-dilutive. In addition, the Company has \$865,000 principal balance of convertible debentures along with \$37,381 in accrued interest which is convertible into 601,588 shares of the Company's common stock.

## Revenue Recognition

Revenue for inbound calls is recorded on a per-call or per-minute basis in accordance with the rates established in the respective contracts. Revenue for outbound calls is on a commission basis, with revenue being recognized as the commission is earned. As the Company's customers are primarily well established, creditworthy institutions, management believes collectability is reasonably assured at the time of performance. The Company from time to time executes outbound sales campaigns for customers, primarily for the sale of telecommunications services. Although this revenue source has been immaterial, the Company recognizes the commissions earned on these campaigns on a net basis in accordance with FASB ASC 605-45 Reporting Revenue Gross as a Principal versus Net as an Agent.

## Stock-Based Compensation:

The Company has stock-based compensation plans. Stock-based compensation expense for all stock-based compensation awards granted after January 1, 2006 is based on the grant date fair value estimated in accordance with the Black Scholes Pricing Model. The value of the compensation cost is amortized on a straight-line basis over the requisite service periods of the award (the option vesting term).

Assumptions used in the Black Scholes Pricing Model to estimate compensation expense are determined as follows:

- Expected term is determined using an average of the contractual term and vesting period of the award. The Company uses the simplified method as it does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term due to the limited period of time its equity shares have been publicly traded;
  - Expected volatility of award grants made under the Company's plans is measured using the historical daily changes in the market price of similar industry indices, which are publicly traded, over the expected term of the award.
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CALIBRUS, INC.

NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)

Stock-Based Compensation (Continued):

- Risk-free interest rate is equivalent to the implied yield on zero-coupon U.S. Treasury bonds with a remaining maturity equal to the expected term of the awards; and
- Forfeitures are based on the history of cancellations of awards granted by the Company and management's analysis of potential forfeitures.

Income Taxes:

The Company estimates the annual tax rate based on projected taxable income for the full year and records a quarterly income tax provision in accordance with the anticipated annual rate. As the year progresses, we refine the estimates of the year's taxable income as new information becomes available, including year-to-date financial results. This continual estimation process can result in a change to the expected effective tax rate for the year. When this occurs, the Company adjusts the income tax provision during the quarter in which the change in estimate occurs so that the year-to-date provision reflects the expected annual tax rate. Significant judgment may be required in determining the Company's effective tax rate and in evaluating our tax positions.

The effective income tax rate of 0% for the six months ended June 30, 2010 and 2009 differed from the statutory rate, due primarily to net operating losses incurred by the Company in the past and/or respective period. The tax liability generated by the net income at the effective income tax rate would have been approximately \$41,000 for the six months ended June 30, 2010 and would have reduced the deferred tax benefit and reserve by the same amount. A tax benefit of \$108,000 should have been generated for the six months ended June 30, 2009. However, all benefits have been fully offset through an allowance account due to the uncertainty of the utilization of the net operating losses. As of June 30, 2009 the Company had net operating losses of approximately \$3,000,000 resulting in a deferred tax asset of approximately \$1,200,000. The Company has established a valuation allowance in the full amount of the deferred tax asset due to the uncertainty of the utilization of operating losses in future periods.

Software Development:

The Company capitalizes certain software costs in accordance with FASB ASC 985-20 Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed. The product under development is still in the development stage and has not reached marketability. Upon completion of the project the capitalized costs will be amortized over the estimated economic life of the product.

Pending Accounting Pronouncements:

There have been no recent accounting pronouncements issued which are expected to have a material effect on the Company's financial statements.

2. Related Party Transactions

During the six months ended June 30, 2010, the Company received \$310,000 in common stock proceeds from family members of the Company's officers related to the private placement of Units offering discussed below.

### 3. Notes Payable

During the six months ended June 30, 2010, we sold an additional 97 units (the “Units”) of the 200 Unit offering for proceeds of \$485,000, at \$5,000 per unit for total offering proceeds of \$865,000. Each Unit consists of a five thousand dollar (\$5,000) principal amount Convertible Debenture (“the Debenture”) and twenty five hundred (2,500) common stock purchase warrants. As of June 30, 2010 a total of 173 units have been sold in the offering. Each Debenture is convertible into shares of common stock of Calibrus at the lower of \$1.50 per share or the price of any additional private placement of Calibrus in the next twelve months and bears interest at the rate of 12% per annum. Each warrant entitles the holder to purchase one share of Calibrus’ common stock for each warrant held an exercise price equal to the lower of (i) one dollar and ninety-five cents (\$1.95) per share, or (ii) one hundred thirty percent (130%) of the per share price paid by any investor in a private placement by Calibrus of shares of our common stock at any time in the next twelve months (the “Warrants”). The Warrants are only exercisable if the Debentures, which are part of the underlying Unit, are converted into

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CALIBRUS, INC.  
NOTES TO CONDENSED FINANCIAL STATEMENTS (Continued)

3. Notes Payable (Continued):

shares of Calibus' common stock. As of June 30, 2010 a total of 432,500 warrants have been issued in the offering.

4. Warrants

On March 9, 2010 the Company issued a total of 8,500 warrants to two broker-dealers as commissions for raising funds in its private placement offering. The warrants have a two-year expected term and are exercisable at the lower of (i) one dollar and ninety-five cents (\$1.95) per share or (ii) one hundred thirty percent (130%) of the per share price paid by any investor in a private placement by the Company of shares of its common stock at any time in the next twelve months. The warrants were valued at a total of \$426 using the black-scholes pricing model and were expensed at that time.

5. Subsequent Events

No material subsequent events were noted other than those listed below.

Subsequent to June 30, 2010 the Company has sold an additional 27 Units for \$135,000. This completed the Unit offering with a total of \$1,000,000 raised. The Company issued an additional 67,500 warrants as part of the Units sold to complete the offering language.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following is management's discussion and analysis of certain significant factors affecting the Company's financial position and operating results during the periods included in the accompanying condensed financial statements. Except for the historical information contained herein, the matters set forth in this discussion are forward-looking statements.

Overview

Our performance for the six months ended June 30, 2010 continued to reflect the overall volume decline in the Third Party Verification ("TPV") business as a whole. Fortunately, we have been able to significantly reduce our operating expenses as they relate to our current revenue rate and have also entered into new contracts with some of our existing customers. These contracts called for increased pricing per call which has partially offset the continued decline in volume, resulting in a net profit for the six months ended June 30, 2010. We have also continued to increase our expenditures into software development in an effort to diversify our business offerings and generate alternative revenue sources. The Company intends to launch its JabberMonkey.com social expression website during the third quarter 2010. The Company has also begun development of a live event social networking application for smartphones. The application uses the phone's GPS to determine the event that the fan is attending. Through communication with the application service or a separate event service the application then retrieves relevant information on the event based on the user's GPS location, and allows the fan to "check-in" to the event through the application service.



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## Results of Operations

The following table sets forth certain items derived from our Condensed Statements of Operations for the periods indicated and the corresponding percentage of total revenue for each item:

	Six Months Ended June 30,				Three Months Ended June 30,			
	2010 (Unaudited)		2009		2010 (Unaudited)		2009	
Revenue	\$1,943,665	100.0%	\$2,425,624	100.0%	\$899,056	100.0%	\$1,115,261	100.0%
Cost of Goods Sold	695,636	35.8 %	977,497	40.3 %	328,350	36.5 %	448,062	40.2 %
Gross Profit	1,248,029	64.2 %	1,448,127	59.7 %	570,706	63.5 %	667,199	59.8 %
Research and Development	17,690	0.9 %	545,485	22.5 %	17,690	2.0 %	262,993	23.6 %
General and Administrative Expenses	1,079,451	55.5 %	1,206,842	49.8 %	530,633	59.0 %	583,862	52.4 %
Loss from Operations	150,888	7.8 %	(304,200)	-12.5 %	22,383	2.5 %	(179,656)	-16.1 %
Interest Income	430	0.0 %	1,979	0.1 %	219	0.0 %	695	0.1 %
Interest Expense	(38,316)	-2.0 %	-	0.0 %	(24,755)	-2.8 %	-	0.0 %
Net Income	\$113,002	5.8 %	\$(302,221)	-12.5 %	\$(2,153)	-0.2 %	\$(178,961)	-16.0 %

## Three Months Ended June 30, 2010 compared to Three Months Ended June 30, 2009

Revenue – Revenue decreased 19.39% to \$899,056 for the three months ended June 30, 2010, which we refer to as “2nd quarter 2010,” from \$1,115,261 for the three months ended June 30, 2009, which we refer to as “2nd quarter 2009.” The decrease was due to the continued volume decline of TPV business; however this was offset partially by increased rates to existing customers.

Cost of Revenue – Cost of Revenues decreased 26.72% to \$328,350 for the 2nd quarter 2010, from \$448,062 for the 2nd quarter 2009. The decrease was due to lower revenue and the Company’s efforts to reduce fixed expenses related to its business. Of the \$119,712 reduction, approximately 95% was attributable to reduced sales and approximately 5% was attributable to cost reductions.

Gross Profit – Gross profit decreased to \$570,706 in the 2nd quarter 2010 from \$667,199 in the 2nd quarter 2009, but the gross profit margin increased to 63.50% from 59.82% in the respective periods. The decrease in the gross profit was directly related to lower sales levels, while the gross profit margin increase during the 2nd quarter 2010 was the result of the Company’s reduction of fixed expenses related to its TPV business, new pricing terms with existing customers and a greater percentage of higher margin automated services.

Research and Development – Research and development expenses decreased from \$262,993 in the 2nd quarter of 2009 to \$17,690 in the 2nd quarter of 2010. This is a result of the Company’s capitalization of the expenditures related to its JabberMonkey.com social networking website. During the 2nd quarter of 2010 the Company capitalized \$472,830

related to the project. The Company continues to invest capital to diversify its product offerings in an attempt to offset volume drops in its core TPV business. The research and development expense incurred in the 2nd quarter of 2010 relates directly to the development of the Company's live event social networking application.

General and Administrative Expenses – General and administrative expense decreased 9.12% to \$530,633 in the 2nd quarter of 2010 from \$583,862 in the 2nd quarter of 2009. The reduction was primarily due to lower overhead as the Company's product mix moves from a higher percentage of live-agent TPV to more automated services such as IVR and hosted call recording.

Net Loss – Net loss decreased to \$2,153 for the 2nd quarter of 2010 from a net loss of \$178,961 in the 2nd quarter of 2009. The decrease was a result of higher pricing terms as negotiated in new contracts with existing customers and a higher percentage of automated services with a higher margin. The Company also continued to reduce general and administrative expenses as outlined above.

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### Six Months Ended June 30, 2010 compared to Six Months Ended June 30, 2009

Revenue – Revenue decreased 19.87% to \$1,943,665 for the six months ended June 30, 2010, which we refer to as “Half Year 2010,” from \$2,425,624 for the six months ended June 30, 2009, which we refer to as “Half Year 2009.” The decrease was due to the continued volume decline of TPV business; however this was partially offset by increased rates to existing customers.

Cost of Revenue – Cost of Revenues decreased 28.83% to \$695,636 for the Half Year 2010 from \$977,497 for the Half Year 2009. The decrease was due to lower revenue and the Company’s efforts to reduce fixed expenses related to its business. Of the \$281,861 reduction, approximately 95% was attributable to reduced sales and approximately 5% was attributable to cost reductions.

Gross Profit – Gross profit decreased to \$1,248,029 in the Half Year 2010 from \$1,448,127 in the Half Year 2009 and the gross profit margin increased to 64.20% from 59.70% in the respective periods. The increase in gross profit margin during the Half Year 2010 was primarily due to the Company’s reduction of fixed expenses related to its TPV business and higher percentage of IVR and call recording services which provide for higher profit margins. The overall decrease in gross profit was a direct result of declines in operating revenue.

Research and Development – Research and development expenses decreased to \$17,690 in the Half Year 2010 from \$545,485 in the Half Year 2009. This is a result of the Company’s capitalization of the expenditures related to its JabberMonkey.com social networking website. During the Half Year 2010 the Company capitalized \$942,899 related to the project. The Company continues to invest capital to diversify its product offerings in an attempt to offset volume drops in its core TPV business. The research and development expense incurred in the 2nd quarter of 2010 relates directly to the development of the Company’s live event social networking application.

General and Administrative Expenses – General and administrative expense decreased 10.56% to \$1,079,451 in the Half Year of 2010 from \$1,206,842 in the Half Year of 2009. The reduction was primarily due to lower overhead as the Company’s product mix moves from a higher percentage of live-agent TPV to more automated services, such as IVR and hosted call recording.

Net Income (Loss) – The Company generated net income of \$113,002 for the half year 2010 compared to a net loss of (\$302,221) for the half year 2009, a difference of \$415,223. The difference was a result of higher pricing terms negotiated in new contracts with existing customers and a higher percentage of automated services that provide for a higher margin. The Company also continued to reduce general and administrative expenses as outlined above.

### Liquidity and Capital Resources

As of June 30, 2010 we had cash on hand of \$158,675 and negative working capital of \$857,289. Historically, the Company has been able to fund operations through the generation of positive cash flow from its business operations. The Company was able to generate a small amount of positive cash flow from operations in the 1st and 2nd quarters of 2010. As of June 30, 2010 the Company had sold 173 Units, at \$5,000 per Unit, in its private placement offering, for total offering proceeds of \$865,000. Subsequent to June 30, 2010 the Company sold the remaining 27 units bringing total offering proceeds to \$1,000,000. If the Company is not able to consistently return operations to profitability, it will need to raise capital in addition to the recently Completed Unit offering. There can be no assurance that it will be able to raise such capital or do so on favorable terms.



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Forward-Looking Statements

We have made forward-looking statements, within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended, in this quarterly report on Form 10-Q, including the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” that are based on our beliefs and assumptions and on information currently available to us. Forward-looking statements include the information concerning our possible or assumed search for new business opportunities and future costs of operations. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate” or similar expressions.

Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in the forward-looking statements. You should understand that many important factors could cause our results to differ materially from those expressed in the forward-looking statements. These factors include, without limitation, the difficulty in locating new business opportunities; our regulatory environment; our operating history of declining resources; our ability to implement our diversification strategy; our ability to implement our business plan related its JabberMoney.com website; our ability to integrate acquired companies and their assets and personnel into our business; our obligations to pay professional fees; our ability to raise additional capital and do so on favorable terms; and other economic conditions and increases in corporate maintenance and reporting costs. Unless legally required, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Off Balance Sheet Arrangements

None

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not required.

Item 4. Controls and Procedures.

An evaluation as of the end of the period covered by this report was carried out under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Disclosure controls and procedures are defined as those controls and other procedures of an issuer that are designed to ensure that the information required to be disclosed by the issuer in the reports it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified in the United States Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to the issuer’s management, including its principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that those disclosure controls and procedures were effective in providing reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified

in the United States Securities and Exchange Commission's rules and forms. In addition, there has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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It should be noted that any system of controls, however well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

In addition to the other information set forth in this Form 10-Q, you should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2009, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results. There are no material changes to the risk factors included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 during the six months ended June 30, 2010.

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

From October 2009 through June 2010, we sold 173 Units, at \$5,000 per unit, in our private placement of Units for total offering proceeds of \$865,000. Each Unit consists of a five-thousand dollar (\$5,000) principal amount Debenture and twenty-five hundred (2,500) common stock purchase warrants. Each Debenture is convertible into shares of common stock of Calibrus at the lower of \$1.50 per share or the price of any additional private placement of Calibrus in the next twelve months and bears interest at the rate of 12% per annum. Each warrant entitles the holder to purchase one share of Calibrus’ common stock for each warrant held at the warrant exercise price of (i) one dollar and ninety-five cents (\$1.95) per share, or (ii) one hundred thirty percent (130%) of the per share price paid by any investor in a private placement by Calibrus of shares of our common stock at any time in the next twelve months. The Warrants are only exercisable if the Debentures, which are part of the underlying Unit, are converted into shares of Calibrus’ common stock. At March 31, 2010, we had completed the sale of the original 150 Units for total proceeds of \$750,000. We extended the offering and increased the amount of the offering to \$1,000,000 because the offering was over committed. As of June 30, 2010 a total of 432,500 warrants have been issued in relation to the offering. Subsequent to June 30, 2010, the Company sold the remaining 27 units, bringing total offering proceeds to \$1,000,000.

In addition 8,500 placement agent warrants have been issued during the six months ended June 30, 2010 related to the offering. The terms of the warrants mirror those of the private placement.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Removed and Reserved.

Item 5.

Other Information.

None.

Item 6.

Exhibits.

None.

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