

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009

Commission File Number 000-10822

**Intelligent Communication Enterprise Corporation**

(Exact name of registrant as specified in its charter)

**Pennsylvania**

(State or other jurisdiction of  
incorporation or organization)

**25-1229323**

(I.R.S. Employer  
Identification No.)

**13 Spottiswoode Park Road**

**Singapore**

(Address of principal executive offices)

**088640**

(Zip Code)

**+65 6324 0225**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class

Name of each exchange on which registered

**n/a**

**n/a**

Securities registered pursuant to Section 12(g) of the Exchange Act:

**Common Stock, Par Value \$0.0001**

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes ☐ No ☒

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 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 Website, 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 if disclosure of delinquent filers in response to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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 ☒

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

State the aggregate market value of the voting and nonvoting common equity held by nonaffiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. **As of June 30, 2009, the aggregate market value of the voting and nonvoting common equity held by nonaffiliates of the issuer was \$370,317.**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. **As of April 9, 2010, registrant had 93,725,841 shares of issued and outstanding common stock, par value \$0.0001.**

**DOCUMENTS INCORPORATED BY REFERENCE: None.**

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## **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this Annual Report on Form 10-K are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements are typically identified by use of the words “believe,” “may,” “could,” “should,” “expect,” “anticipate,” “estimate,” “project,” “propose,” “plan,” “intend,” and similar words and expressions. Statements that describe our future strategic plans, goals, or objectives are also forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. The forward-looking statements included in this report are made only as of the date of this report.

## **PART I**

### **ITEM 1. BUSINESS**

#### **Background**

Intelligent Communication Enterprise Corporation was incorporated in Pennsylvania in 1972 as Coratomic, Inc. In 2006, we merged with Mobiclear Ltd. and changed our name to Mobiclear Inc. On December 14, 2009, we changed our name to Intelligent Communication Enterprise Corporation.

On November 7, 2007, MobiClear Inc. (MobiClear – Philippines) was incorporated in the Philippines. Initially we held a one-third equity interest and the remaining two-thirds equity interest was held by Bastion Payment Systems Corporation, an affiliate of ours. On September 18, 2008, we acquired the remaining two-thirds of Mobiclear – Philippines in exchange for 6,250 shares of our common stock in a transaction valued at \$37,500. We presently develop and host our Personal Identity Verification, or PIV, products and solutions through MobiClear – Philippines.

On July 24, 2008, we incorporated Mobiclear Inc. – British Virgin Islands as a wholly owned subsidiary through which we contract with our international suppliers and clients.

On November 12, 2009, we acquired all of the issued and outstanding shares of Radius-ED Limited (“Radius”) in exchange for 54,255,318 shares of our common stock valued at \$8,500,000 and a convertible promissory note for \$1,500,000. We presently operate our proprietary messaging platforms and global infrastructure and provide messaging solutions and mobile-marketing programs through Radius.

On January 20, 2010, we acquired all of the issued and outstanding shares of Solesys S.A. in exchange for 28,944,723 shares of our common stock valued at \$9,600,000.

We effected a 1-for-250 share reverse stock split on July 21, 2008, and the outstanding shares were reduced to 6,757,803.

We effected a 1-for-600 share reverse stock split on October 20, 2009, and the outstanding shares were reduced to 521,519.

We effected a 3-for-1 share forward stock split on February 5, 2010, and the outstanding shares were increased to 92,375,841.

References to “we” or “us” in this report include our subsidiaries.

#### **Nature of Business**

We operate as a global mobile-messaging company using proprietary platforms operated by Radius.

We offer “targeted” mobile-messaging services – text and multimedia messages that provide our customers with the ability to make contact with a higher proportion of customers who are likely to respond to the received messages.

We will be providing our customers with the ability to conduct transactions with their customers, using our PIV platform to provide transactional security. We will also be providing location-based mobile communication services using the technology that is being tested by Solesys at the time of this report.

### **Our Three Components**

#### ***Mobiclear***

Our Mobiclear division has developed electronic proprietary PIV solutions for use with credit/debit card and internet log-in transactions. Our multiple-gateway solution offers proactive security in all forms of electronic business environments, including Internet shopping, business-to-business procurement transactions, and retail shopping with credit/debit cards.

We believe that our solutions represent a major inhibitor of electronic transaction fraud, specifically in the areas of:

- credit card cloning;
- credit card theft;
- credit card not present (i.e., as in the case of e-shopping); and
- identity theft.

In addition, our identification service ensures safe and secure trade over the Internet, which in turn promotes both e-trade and invoice payment online.

This past year we have integrated the PIV system onto a platform that allows us to operate the system using Voice over Internet Protocol (VoIP) - this permits our system to operate internationally using the lower cost Internet rather than traditional higher cost telephone circuitry.

#### ***Radius***

Our Radius division provides mobile-marketing programs and solutions using our own proprietary messaging platforms with connectivity with global networks. Our operations are based in Kuala Lumpur, Malaysia, with a support group based in the Philippines.

The Radius platform allows our customers to send short message service ("SMS") messages to selected mobile phones using the cellular phone networks.

Radius customers fall under two categories:

- (1) messaging aggregator customers, who collect multimedia messages from their corporate and wholesale customers and send them to Radius for processing and onward termination on the mobile networks worldwide that Radius is connected to; and
- (2) enterprise customers, who are companies and individuals with the need to keep in contact with their customers, members, or other such groups via SMS.

Radius's products to its messaging aggregator customers and enterprise customers include the following:

- text messaging (SMS)
- customer participation such as contests, voting, surveys, content downloads (e.g., ringtone, wallpaper, and so on) (premium SMS)
- accessing the wireless web on the mobile (WAP)
- Multimedia Messaging Service (MMS)
- strategic planning of enterprise customers' mobile-marketing requirements
- project coordination and implementation
- billing

Radius works with cellular operators and mobile-messaging partners to fulfill its SMS and Multimedia Messaging delivery requirements.

### ***Solesys***

Our Solesys division, based in Switzerland, also provides mobile-marketing programs and solutions.

Solesys has concentrated more on intellectual property development and has developed a "next-generation" platform that allows "location-based" messaging and is not dependent on cellular phone networks for delivery. This product, which we call "iCESync," will permit our customers to focus their marketing on specific customers (providing our customers a higher return for their marketing). The platform will also enable mobile phone users who download the iCESync software to communicate with other iCESync users outside of the traditional cellular phone network and create individual or community social networks. We currently anticipate that we will begin selling iCESync before the end of the second quarter of this year.

### **The Integrated Business**

We have studied the mobile-marketing market and have identified location-based capabilities and security features as two main segments that could enhance the value proposition to mobile-marketing customers. Industry bodies, such as the Mobile Marketing Association, have highlighted location, relevancy, and immediacy as the main focus of mobile-marketing businesses in 2010.

Our Solesys and Mobiclear divisions will add these features to Radius's mobile-marketing business. Solesys's location-based features will provide enhanced targeting capability to the mobile-marketing customers. With added location-targeting capabilities, the mobile-marketing products are expected to become more appealing to corporate customers and to users receiving the messages.

Mobiclear uses the mobile platform to authenticate transactions. With Radius and Solesys enhancing the mobile platform operated by Radius, we expect to be able to provide added functionality to Mobiclear, including SMS-based authentication, and thereby extend Mobiclear's appeal to customers other than credit card issuing companies.

We intend to integrate all three companies with the central theme of a single mobile platform to support messaging, location-based services, and transaction security and offer it to the mobile-enabled customer base.

## **Intellectual Property**

We were granted the trademark rights for the name “mobiclear” in the United States in 2007, in Hong Kong and the European community in 2008, and in the Philippines in 2009.

Due to financial constraints, our previously filed patent applications for the PIV products have lapsed. We are continuing to develop and improve the PIV products and systems and it is our intent to reapply for the new processes in the future.

Our Radius group has developed its own proprietary technology both to receive data from customers and distribute it to the designated markets using the most effective routing. We also have developed our own proprietary billings and costing module, which enables us to track and bill all components of our customers’ marketing campaigns. We have not patented any of this technology.

Our Solesys division has developed a next-generation, location-based marketing platform that will communicate with end-users by wi-fi, Bluetooth, and traditional cellular networks.

Our technology management strategy includes a combination of patent application, trademark, copyright, and reliance on trade secrets.

## **Competition**

The market for information technology services and products is intensely competitive and highly fragmented, with minimal barriers to entry. We expect competition to increase in the future, and there can be no assurance that we will be able to compete effectively with current or future competitors or that the competitive pressures we face will not have a material adverse effect on our business, financial condition, and operating results.

Potential competitors may have substantially greater research and product development capabilities and financial, technical, marketing, and human resources than we have. As a result, these competitors may:

- succeed in developing products that are equal to or superior to our products or that achieve greater market acceptance than our products;
- devote greater resources to developing, marketing, or selling their products;
- respond more quickly to new or emerging technologies or technical advances and changes in customer requirements, which could render our technologies or products obsolete;
- introduce products that make the continued development of our current and future products uneconomical;
- obtain patents that block or otherwise inhibit our ability to develop and commercialize our products;
- withstand price competition more successfully than we can;
- establish cooperative relationships among themselves or with third parties that enhance their ability to address the needs of our prospective customers; and
- take advantage of acquisition or other opportunities more readily than we can.

In our industry, we believe competition is based principally on providing resourceful creative solutions at competitive prices with quick, responsive service. We cannot assure that our efforts to compete will be successful.

Many of the larger technology businesses in the mobile equipment sector as well as the mobile services sector of the market are actively pursuing location-based services similar to that offered by iCESync. Competing product offerings are expected from mobile equipment manufacturers and mobile Internet service providers—many of them large and long established. While iCESync will have its own differentiating features, the established global brands in the mobile industry may succeed in developing products that are equal to or superior to our products simply by virtue of their established global presence and hence achieve greater market acceptance than our products.

### **Research and Development and Software Products**

The Radius business will be integrated with both the Mobiclear and Solesys platforms and will be able to offer to clients the ability to deliver marketing campaigns to Radius's large database of international mobile phones.

After the launching of our iCESync application, Solesys will become the sole developer of products and systems for both mobile-marketing and transaction-security products. Solesys's development team will be complemented by the developers available at Radius to form one integrated development team focused on enhancing the system efficiencies and rolling out new products to keep pace with market developments.

### **Employees**

Through the year ended December 31, 2009, we had 36 full-time and two part-time employees.

## **ITEM 1A. RISK FACTORS**

### **Risk Factors Related to Our Finances**

*Our independent registered public accountants have issued an audit opinion that includes a going concern uncertainty.*

At December 31, 2009, and for the fiscal year then ended, as in previous years, we had a net loss and negative working capital, which raises substantial doubt about our ability to continue as a going concern and caused our independent registered public accountants to include an explanatory paragraph in their report on our financial statements with respect to that uncertainty. For the fiscal year ended December 31, 2009, we had revenues of \$9.7 million. We are currently insolvent, and we are in arrears on our current accounts. Our ability to continue operations will depend on positive cash flow from future operations and on our ability to raise additional funds through equity or debt financing. If we are unable to raise or obtain needed funding, we may be forced to discontinue operations.



***Our current liabilities continue to increase, and if those to whom we owe accounts and notes payable were to demand payment, we would be unable to pay.***

At December 31, 2009, we had total current liabilities of approximately \$6.2 million, including accounts payable at approximately \$2.3 million, accrued expenses of approximately \$1.2 million, and convertible notes payable of approximately \$1.8 million (not including debt discounts). As of the same date, we had non-restricted cash of only \$620,000. If those to whom these payments are due were to demand immediate payment, as they are entitled to do, we would be unable to make the required payments and would be subject to liability if our creditors chose to enforce their rights, which could result in our bankruptcy and liquidation, at worst. Under such a scenario, our assets would be distributed to our creditors leaving nothing to be distributed to our stockholders.

***We currently have no significant operating capital and will need to raise additional capital to implement our business plan.***

We presently have no significant operating capital. We believe that we will need to raise approximately \$2.0 million to be able to meet our preliminary targets by the end of fiscal year 2010. We have no commitments for that funding, and we cannot provide any assurance that we will raise any meaningful amount of capital. We will need to seek additional financing from the sale of equity or from commercial lenders or other sources, for which we have no commitments or arrangements, or we will be required to delay the implementation of our business plan.

***Our management has identified significant internal control deficiencies, which management and our independent registered public accountants believe constitute material weaknesses.***

In connection with the preparation of our financial statements for the year ended December 31, 2009, certain significant internal control deficiencies became evident to management that, in the aggregate, represent material weaknesses, including:

- lack of independent directors on our audit committee;
- insufficient segregation of duties in our finance and accounting function due to limited personnel;
- insufficient corporate governance policies; and
- accounting for technical matters.

As part of the communications by our independent registered public accountants with our audit committee with respect to audit procedures for the year ended December 31, 2009, our independent registered public accountants informed the audit committee that these deficiencies constituted material weaknesses, as defined by Auditing Standard No. 5, “*An Audit of Internal Control Over Financial Reporting that is Integrated with an Audit of Financial Statements and Related Independence Rule and Conforming Amendments*,” established by the Public Company Accounting Oversight Board. We cannot be certain that we will have the necessary financing to address these deficiencies or that we will be able to attract qualified individuals to serve on our board. Our failure to successfully remediate these issues could lead to heightened risk for financial reporting mistakes and irregularities and a further loss of public confidence in our internal controls that could harm the market price of our common stock.

## **Risk Factors Related to Our Operations**

***We operate in an intensely competitive market and our efforts to compete may not be successful.***

The PIV credit/debit card security market is highly competitive with several companies employing a variety of different solutions to minimize the risk of card fraud. Competing security solutions can be divided into two groups:

- direct competitors providing wireless identity verification solutions; and
- indirect competitors providing authorization or identity verification solutions for credit card use.

The mobile-marketing business is also highly competitive with several companies providing similar solutions to those currently deployed by our Radius division. Many competitors are larger and have substantial budgets for marketing and promoting their businesses.

In addition to the large companies specializing in security solutions and mobile-marketing services, there are also other new entrants into the markets with different technology solutions to address credit card security and mobile marketing. If our efforts to compete are unsuccessful, our financial condition and results of operations could be materially adversely affected.

***We have sales activity and operations outside of the United States that subject us to the risks associated with conducting business in foreign economic and regulatory environments.***

Our financial condition could be adversely affected by unfavorable economic conditions in foreign countries where we have operations and by changes in the foreign currency exchange rates affecting those countries. We are actively pursuing potential customers in Europe and the Asia Pacific region and any political instability or instability in worldwide economic environments could adversely impact our ability to generate revenue.

***We may not succeed if we are unable to attract employees and retain the services of our key personnel.***

Our performance is substantially dependent on retaining current management and key personnel and on recruiting and hiring additional management and key personnel. In particular, as we continue adapting our new technology to commercial applications and continue to be active as a public company, we will rely on the expertise of our executive officers, or if we are unable to hire suitable sales, marketing, and operational personnel, we may not be able to successfully develop, improve, market, and sell products based on this new technology. We have not obtained key-man life insurance on our officers or directors. Competition for individuals with the qualifications that we require is intense, and we may not be able to attract, assimilate, or retain these highly qualified people. The failure to attract, integrate, motivate, and retain these employees could harm our business.

***If we are unable to protect our intellectual property, we may lose a valuable asset or incur costly litigation to protect our rights.***

Our success will depend, in part, upon our intellectual property rights. Litigation to enforce intellectual property rights or to protect trade secrets could result in substantial costs and may not be successful. Any inability to protect intellectual property rights could seriously harm our business, operating results, and financial condition. In addition, the laws of certain foreign countries may not protect intellectual property rights to the same extent as do the laws of the United States. Our means of protecting our intellectual property rights in the United States or abroad may not be adequate to fully protect those intellectual property rights.

***Claims that we infringe upon the intellectual property rights of others could be costly to defend or settle.***

Litigation regarding intellectual property rights is common. We expect that software and security technologies and services may be increasingly subject to third-party infringement claims as the number of competitors in our industry segment grows and the functionality of products and services in different industry segments overlaps. We may, from time to time, encounter disputes over rights and obligations concerning intellectual property. Although we believe that our intellectual property rights will be sufficient to allow us to market products and services without incurring third-party liability, third parties may bring claims of infringement against us. Any litigation to defend against claims of infringement or invalidity, whether or not meritorious, could result in substantial costs and diversion of resources. Furthermore, a party making a claim could secure a judgment that would require us to pay substantial damages. A judgment could also include an injunction or other court order that could prevent us from selling products or services. Our business, operating results, and financial condition could be harmed if any of these events occurred.

***If we become subject to service-related liability claims, they could be time-consuming and costly to defend.***

Because our customers will use our products and services to reduce their exposure to fraud and resulting financial losses, any errors, defects, or other performance problems could result in financial or other damages to our customers. They could seek damages for losses from us, which, if successful, could have a material adverse effect on our business, operating results, or financial condition. Although we intend for our agreements with customers to contain provisions designed to limit exposure to service-related liability claims, existing or future laws or unfavorable judicial decisions could negate these limitations of liability provisions. A service-related liability claim brought against us, even if unsuccessful, could be time-consuming, costly to defend, and harm our reputation.

***We work with confidential customer data and, as such, our business could be damaged and we could potentially be exposed to liability in the event that we experienced a breach in our security.***

We handle confidential and sensitive customer data. We cannot guarantee that the measures we take will be sufficient to protect that data and any breach in security would expose us to liability.

***It may be difficult for our stockholders to enforce any civil liabilities against us or our officers or directors because many of our officers and substantially all of our operations are currently outside the United States.***

Many of our assets are located outside the United States, a majority of our directors and officers are nationals and/or residents of countries other than the United States, and all or a substantial portion of such persons' assets are located outside the United States. As a result, it may be difficult for investors to enforce within the United States any judgments obtained against us or our officers or directors, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state.

## **Risk Factors Related to Our Stock**

*Our common stock may be affected by limited trading volume and may fluctuate significantly, which may affect our shareholders' ability to sell shares of our common stock.*

There can be no assurance that a more active trading market for our common stock will develop. An absence of an active trading market could adversely affect our shareholders' ability to sell our common stock in short time periods or possibly at all. Our common stock has experienced, and is likely to experience in the future, significant price and volume fluctuations, which could adversely affect the market price of our common stock without regard to our operating performance. These fluctuations may also cause short sellers to enter the market from time to time in the belief that we will have poor results in the future. We cannot predict the actions of market participants and, therefore, can offer no assurances that the market for our stock will be stable or appreciate over time. These factors may negatively impact shareholders' ability to sell shares of our common stock.

*Our common stock may be affected by issuances of common stock in connection with any financing.*

We need to raise capital in order to continue our operations. We may seek required funds through the sale of equity or other securities. Our ability to complete an offering on acceptable terms will depend on many factors, including the condition of the securities markets generally and for companies such as our company at the time of such offering; the business, financial condition, and prospects at the time of the proposed offering; our ability to identify and reach a satisfactory arrangement with prospective underwriters; and various other factors, many of which are outside our control. There can be no assurance that we will be able to complete an offering on terms favorable to us or at all. The issuance of additional equity securities may dilute the interest of our existing shareholders or may subordinate their rights to the superior rights of new investors.

*Our common stock is deemed to be "penny stock," which may make it more difficult for investors to sell their shares due to suitability requirements.*

Our common stock is deemed to be "penny stock" as that term is defined in Rule 3a51-1 promulgated under the Exchange Act. Accordingly, there are certain suitability requirements that may reduce the potential market for our common stock by reducing the number of potential investors. This may make it more difficult for investors in our common stock to sell shares to third parties or to otherwise dispose of them. This could cause our stock price to decline.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not applicable.

## **ITEM 2. PROPERTIES**

We do not currently own any real property. We have our office located at 13 Spottiswoode Park Road, Singapore 088640, the office of our affiliate, Whitefields Capital Limited, for which we are charged \$3,000 per month.

Our subsidiary, Radius, leases two joined office spaces located at Suite 3B-20-3, Level 20, Block 3B, Plaza Sentral, Jalan Stetson Sentral 5, 50470 Kuala Lumpur, Malaysia, at a combined monthly cost of \$7,112 under two separate leases that expire in January and October 2011 and Unit 1603 Prestige Tower, F. Ortigas Jr. Road, Ortigas Center, Pasig City, Metro Manila, Philippines 1605, at a monthly cost of \$1,110 under lease until May 2010.

### ITEM 3. LEGAL PROCEEDINGS

We are not a party to any material legal proceedings and no material legal proceedings have been threatened by us or, to the best of our knowledge, against us.

### ITEM 4. RESERVED

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is quoted on the OTC Bulletin Board under the symbol ICMC.

The following table sets forth the high and low sales prices for our common stock for each quarterly period in 2008 and 2009, as well as 2010 to date. These prices were reported by Nasdaq on its website, [www.nasdaq.com](http://www.nasdaq.com):

	<b>Low</b>	<b>High</b>
<b>Fiscal year ending December 31, 2010:</b>		
Quarter ending June 30, 2010 (through April 9)	\$0.25	\$0.51
Quarter ended March 31, 2010	0.01	1.20
<b>Fiscal year ended December 31, 2009:</b>		
Quarter ended December 31	0.05	0.97
Quarter ended September 30	0.30	2.00
Quarter ended June 30	0.60	0.90
Quarter ended March 31	0.80	2.80
<b>Fiscal year ended December 31, 2008:</b>		
Quarter ended December 31	1.60	10.00
Quarter ended September 30	6.00	26.00
Quarter ended June 30	26.00	100.00
Quarter ended March 31	80.00	600.00

As of April 9, 2010, we had approximately 6,826 shareholders of record.

## **Dividend Policy**

The payment of cash dividends by us is within the discretion of our board of directors and depends in part upon our earnings levels, capital requirements, financial condition, any restrictive loan covenants, and other factors our board considers relevant. Since our inception, we have not declared or paid any dividends on our common stock and we do not anticipate paying such dividends in the foreseeable future. We intend to retain earnings, if any, to finance our operations and expansion.

## **ITEM 6. SELECTED FINANCIAL DATA**

Not applicable.

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis should be read in conjunction with our financial statements and notes thereto included elsewhere in this report.

### **Critical Accounting Policies and Estimates**

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. Our significant accounting policies are described in notes accompanying the consolidated financial statements. The preparation of the consolidated financial statements requires our management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosure of contingent assets and liabilities. Estimates are based on information available as of the date of the financial statements, and accordingly, actual results in future periods could differ from these estimates. Significant judgments and estimates used in the preparation of the consolidated financial statements apply critical accounting policies described in the notes to our consolidated financial statements.

We consider our recognition of revenues, costs of revenues, accounting for the consolidation of operations, conversion of debt to equity, valuation of assets and liabilities in business combination transactions, and the accounting for stock-based compensation and equity to be most critical in understanding the judgments that are involved in the preparation of our consolidated financial statements.

### **Plan of Operation**

Our continued operation continues to be dependent on funds from operations providing the majority of funds, however, we will also be required to raise sufficient funds through the sources available to us, primarily issuance of stock through private placement or facilities in place with affiliated companies to fully cover our expected cash flow needs.

We continue to sign contracts with customers and expand our business; and we generated \$9,659,000 in total revenue during 2009. However, management estimates that we will still need to raise approximately \$2.0 million throughout 2010 to pay our creditors and to enable us to develop and properly launch our new products. We anticipate that approximately \$1.0 million of this will be used to pay off existing accounts payable, accrued expenses, notes payable and shareholder advances.

## Results of Operations

With the acquisition of Radius and its subsidiary companies in 2009, we are no longer considered a development-stage enterprise effective as of January 1, 2009. The Radius group is operationally self-sufficient; however, we will require funds to increase and diversify its business. We will continue to rely on funds raised through the sale of our common stock or other third-party facilities available to us. As of December 31, 2009, we were in immediate need of equity or debt financing in order to continue operations and execute our business plans. There can be no assurance that we will raise the required funds.

We had a net loss for the year ended December 31, 2009, of approximately \$3.7 million, as compared to a net loss for the year ended December 31, 2008, of approximately \$2.8 million. The increased loss for the year ended December 31, 2009, is primarily attributable to the consolidation of the results of Radius with those of our Mobiclear division.

During the year ended December 31, 2009, we incurred general and administrative costs of approximately \$5.3 million, as compared to approximately \$2.4 million for 2008. The increase relates primarily to the consolidation of the newly acquired Radius division.

## Segmented Information

Since the acquisition of Radius, and the inclusion of operating results effective from January 1, 2009, we have been operating in two segments, corporate and PIV and mobile messaging. Results of operations by segment are as follows:

	<u>Year Ended December 31, 2009</u>	<u>Year Ended December 31, 2008</u>
Revenue		
Corporate and PIV	\$ --	\$ 2,500
Mobile messaging	9,659,154	--
	<u>\$ 9,659,154</u>	<u>\$ 2,500</u>
Loss		
Corporate and PIV	\$(1,488,443)	\$(2,835,748)
Mobile messaging	(2,217,682)	--
	<u>\$(3,706,125)</u>	<u>\$(2,835,748)</u>

## Liquidity and Capital Resources

During the fiscal year ended December 31, 2009, we used cash of approximately \$790,000 for operating activities and generated approximately \$478,000 from investing activities, while financing activities provided approximately \$940,000 in cash. During the fiscal year ended December 31, 2008, we used cash of approximately \$1.0 million for operating activities and \$227 for investing activities, while financing activities provided net cash of approximately \$1.1 million.

Although we are generating significant revenues, we still have substantial ongoing losses and we do not have enough cash to satisfy our cash requirements. In their report on our audited consolidated financial statements for the fiscal year ended December 31, 2009, as in previous years, our independent registered accountants stated that conditions exist that raise substantial doubt as to our ability to continue as a going concern.

Our working capital deficit at December 31, 2009, was approximately \$3.5 million, as compared to a deficit of approximately \$1.4 million at December 31, 2008. At December 31, 2009, we had an accumulated deficit of approximately \$16.0 million and stockholders' deficiency of approximately \$660,000, as compared to an accumulated deficit of approximately \$12.2 million and total stockholders' deficiency of approximately \$1.4 million at December 31, 2008.

Based on our current level of expenditures, we estimate that cash of approximately \$500,000 per quarter will be required to fund operations through December 31, 2010. Actual expenditures will depend both on the level of expenditures and the availability of funds.

We intend to rely on the sales of our products and services, as well as on the sale of securities and loans from stockholders and others, to meet our cash requirements. We may seek to sell common or preferred stock in private placements. We have no commitments from anyone to purchase our common or preferred stock or to loan funds. There is no assurance that we will be able to raise additional funds or to do so at a cost that will be economically viable.

#### **Off-balance Sheet Arrangements**

We have no off-balance sheet arrangements.

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable.

#### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Our consolidated financial statements, including the independent registered public accounting firm's report on our consolidated financial statements, are included beginning at page F-1 immediately following the signature page of this report.

#### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.



## ITEM 9A(T). CONTROLS AND PROCEDURES

### **Evaluation of Disclosure Controls and Procedures**

Disclosure controls are procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Exchange Act, such as this Annual Report, is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure. Our management evaluated, with the participation of our current chief executive officer and chief financial officer (our "Certifying Officers"), the effectiveness of our disclosure controls and procedures as of December 31, 2009, pursuant to Rule 13a-15(b) under the Exchange Act. Based upon that evaluation, our Certifying Officers concluded that, as of December 31, 2009, our disclosure controls and procedures were effective.

### **Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f)). Our internal control over financial reporting is a process designed under the supervision of our Certifying Officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Management, under the supervision and with the participation of our Certifying Officers, evaluated the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control--Integrated Framework.

Based on our evaluation and the material weaknesses described below, management concluded that we did not maintain effective internal control over financial reporting as of December 31, 2009. This Annual Report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report on Form 10-K.

#### ***Material Weaknesses Identified***

In connection with the preparation of our financial statements for the year ended December 31, 2009, certain significant deficiencies in internal control became evident to management that, in the aggregate, represent material weaknesses, including:

- (i) *Lack of any independent directors for our board and audit committee.* We currently have no independent director on our board, which is comprised of two directors. Although there is no requirement that we have any independent directors, we intend to have a majority of independent directors as soon as we are reasonably able to do so.

(ii) *Insufficient segregation of duties in our finance and accounting functions due to limited personnel.* During the year ended December 31, 2009, we had one person on staff who performed nearly all aspects of our financial reporting process, including access to the underlying accounting records and systems, the ability to post and record journal entries, and responsibility for the preparation of the financial statements. This creates certain incompatible duties and a lack of review over the financial reporting process that would likely result in a failure to detect errors in spreadsheets, calculations, or assumptions used to compile the financial statements and related disclosures as filed with the Securities and Exchange Commission. These control deficiencies could result in a material misstatement to our interim or annual consolidated financial statements that would not be prevented or detected.

(iii) *Insufficient corporate governance policies.* Although we have a code of ethics that provides broad guidelines for corporate governance, our corporate governance activities and processes are not always formally documented. Specifically, decisions made by the board to be carried out by management should be documented and communicated on a timely basis to reduce the likelihood of any misunderstandings regarding key decisions affecting our operations and management.

(iv) *Accounting for Technical Matters.* Our current accounting personnel perform adequately in the basic accounting and recordkeeping function. However, our operations and business practices include complex technical accounting issues that are outside the routine basic functions. The complex areas in 2009 included the acquisition of businesses from a common controlling entity with the common controlling entity paying for its original purchase by the allocation of our shares, which purchase included other provisions adding accounting complexities. These technical accounting issues are complex and require significant expertise to ensure that the accounting and reporting are accurate and in accordance with generally accepted accounting principles. This is especially important for periodic interim reporting that is not subject to audit.

As part of the communications by our independent registered public accountants, Peterson Sullivan, LLP (“Peterson Sullivan”), with our audit committee with respect to Peterson Sullivan’s audit procedures for fiscal 2009, Peterson Sullivan informed the audit committee that these deficiencies constituted material weaknesses, as defined by Auditing Standard No. 5, “*An Audit of Internal Control Over Financial Reporting that is Integrated with an Audit of Financial Statements and Related Independence Rule and Conforming Amendments*,” established by the Public Company Accounting Oversight Board.

#### ***Plan for Remediation of Material Weaknesses***

We intend to take appropriate and reasonable steps to make the necessary improvements to remediate these deficiencies. We intend to consider the results of our remediation efforts and related testing as part of our year-end 2010 assessment of the effectiveness of our internal control over financial reporting.

We have implemented certain remediation measures and are in the process of designing and implementing additional remediation measures for the material weaknesses described in this Annual Report on Form 10-K. Such remediation activities include the following:

- We plan to recruit one or more independent board members to join our board of directors in due course. Such recruitment will include at least one person that qualifies as an audit committee financial expert to join as an independent board member and as an audit committee member.
- We plan to recruit additional employees within the accounting functions when resources permit.

In addition to the foregoing remediation efforts, we will continue to update the documentation of our internal control processes, including formal risk assessment of our financial reporting processes.

### **Changes in Internal Control over Financial Reporting**

There were no changes in our internal controls over financial reporting during the quarter ended December 31, 2009, that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## **ITEM 9B. OTHER INFORMATION**

None.

## **PART III**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

#### **Directors and Executive Officers**

<b>Name</b>	<b>Age</b>	<b>Title</b>	<b>Tenure</b>
Luther L. Jao	44	President, Director, Chief Executive Officer	09/14/09 to date
Bala Balamurali	44	Director	11/17/09 to date
Kenneth G.C. Telford	60	Chief Financial Officer, Secretary	03/18/08 to date

#### ***Luther L. Jao***

On September 14, 2009, Luther L. Jao agreed to be a member of our board of directors and our President and Chief Executive Officer. Mr. Jao served since 2007 as the managing director of Whistler Technology Services, which provides local support for the trading system of the Philippine Dealing and Exchange Corporation and operates a data center providing proxy services for a U.S. client. He also has served since 2007 as the President of Credit24 Finance Company Inc., a consumer micro-credit provider, and as a non-executive director for Cranium e-solutions Inc., which provides services such as transcription and data conversion in the medical, legal, entertainment, and financial industries. From 1999 through 2007, Mr. Jao served as a managing director of Computershare Technology Services Philippines Inc., which provided front-end trading systems to equity brokers in the Philippine Stock Exchange. Mr. Jao has a Bachelor of Commerce and Business Administration from the University of British Columbia in Vancouver. The board believes Mr. Jao should serve as a director because he is knowledgeable in the development, implementation, and sales of technology, including experience in operating his own technology companies.

### ***Bala Balamurali***

On November 17, 2009, Bala Balamurali was appointed as a member to our board of directors. Mr. Balamurali has been a director of Whitefields Capital Limited since July 2009. He served as the acting Chief Executive Officer and business development adviser of Radius-ED Limited from October 2008 to June 2009. From February 2007 to October 2008, he served as the Managing Director of SmartConnect Global Pte Ltd., a subsidiary of Smart Communications Inc., a Philippines corporation. At SmartConnect, he established Smart's presence in Singapore and facilitated Smart's entrance into the GSM communications and satellite broadband markets. From August 2001 to January 2007, he was the Chief Marketing Officer and Senior Vice President of ACeS International Limited, where he was responsible for market entry into complex markets such as China and facilitated the strategic partnership between ACeS and Inmarsat. He holds a Master of Business Administration from Henley Business School and is also a chartered management accountant (ACMA). The board believes Mr. Balamurali should serve as a director because he is knowledgeable in the telco/short-messaging business and previously provided consultant services to our Radius division.

### ***Kenneth Telford***

On March 18, 2008, Kenneth G.C. Telford was appointed as our Chief Financial Officer. Mr. Telford is both a Chartered Accountant (Canada) and Certified Public Accountant (USA). Mr. Telford is a founder and has been a director of Energy Source Technologies, Inc. since May 2007. Mr. Telford served as Chief Financial Officer, Secretary, and director of Essential Innovations Technology Corp., a publicly traded company, from January 2003 to September 2007, and as the Chief Financial Officer and Secretary for Brek Energy Corporation, a publicly traded company, from July 2000 to October 2003. Mr. Telford was Chief Financial Officer of Skymark Investments Ltd. and PayGen International from February 2004 until April 2006. Mr. Telford was also previously a partner in STS Partners LLP Chartered Accountants in Canada from 1994-2001, Telford Sadovnick, PLLC, Certified Public Accountants in the United States from 1998-2004, and in the international accounting firm Deloitte & Touche as well as having served as Chief Operating Officer and Chief Financial Officer of an automotive rental company called Tropical Rent a Car Systems, Inc. Mr. Telford has advised numerous companies, operating in both North America and Asia Pacific, on a broad range of financial and business matters.

### **Compliance with Section 16(a) of the Exchange Act**

Section 16(a) of the Exchange Act and the rules thereunder require our officers and directors, and persons that own more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission and to furnish us with copies. Based solely on our review of the copies of the Section 16(a) forms received by us, or written representations from certain reporting persons, we believe that, during the last fiscal year, none of our officers, directors, and greater than 10% beneficial owners complied with applicable Section 16(a) filing requirements.

### **Audit Committee Information**

Our board of directors does not have a separate Audit Committee. The entire board acts as the Audit Committee. We do not have a financial expert, as that term is defined in Item 407(d)(5) of Regulation S-K, on our board. We plan to seek qualified outside directors such that a majority of the board will be outside directors once we have raised funds to execute our business plan. Once in place, the Audit Committee and a Compensation Committee will be chaired by an independent director.

## Code of Ethics

Our board of directors has adopted a Policy Statement on Business Ethics and Conflicts of Interest applicable to all employees, which was filed as an exhibit to our Form 10-KSB on May 23, 2005.

## Nominating Committee

Our board of directors does not have a separate Nominating Committee. The entire board acts as the Nominating Committee.

## ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth, for each of our last three completed fiscal years, the dollar value of all cash and noncash compensation earned by any person who was our principal executive officer during the preceding fiscal year and each of our other highest compensated executive officers earning more than \$100,000 during the last fiscal year (together, the “Named Executive Officers”):

Name and Principal Position	Year Ended Dec. 31	Salary (\$)	Bonus (\$)	Stock Award(s) (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Luther L. Jao, CEO <sup>(1)</sup>	2009	17,500	--	--	31,765	--	--	--	49,265
Kenneth G.C. Telford, CFO <sup>(2)</sup>	2009	106,000	--	--	31,765	--	--	--	137,765
	2008	93,500	40,000	3,547	14,180	--	--	--	151,227
	2007	--	--	--	--	--	--	--	--
Stephen Cutler, CEO <sup>(3)</sup>	2009	80,000	--	--	--	--	--	--	80,000
	2008	80,000	35,000	1,248	1,248	--	--	--	117,496
	2007	--	--	--	--	--	--	--	--

(1) Mr. Jao was appointed out chief executive officer effective September 14, 2009.

(2) Mr. Telford was appointed our chief financial officer March 18, 2008.

(3) Mr. Cutler was appointed our chief executive officer effective April 30, 2008, and resigned effective September 14, 2009.

## Outstanding Equity Awards at 2009 Year-End

The following table reflects outstanding stock option awards classified as exercisable and unexercisable as of December 31, 2009, for each of the Named Executive Officers. The table also reflects unvested and unearned stock awards:

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options(#)	Option Exercise Price(\$)	Option Expiration Date	Number of Shares or Units of Stock Held That Have Not Vested(#)	Market Value of Shares or Units of Stock That Have Not Vested(\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested(#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested(\$)
Luther L. Jao	112,500	112,500	--	0.293	11/12/14	--	--	--	--
Kenneth G.C. Telford	112,500	112,500	--	0.293	11/12/14	--	--	--	--
		--	--			--	--	--	--

## Director Compensation

The following table sets forth the compensation awarded to each of our directors in 2009:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (\$)	Total (\$)
Luther Jao, Chairman	--	--	--	--	--	--	--
Bala Balamurali	--	--	--	--	--	--	--
Lim Wong <sup>(1)</sup>	--	--	--	--	--	--	--
Simoun Ung <sup>(2)</sup>	--	--	--	--	--	--	--
Derek Hjelm <sup>(3)</sup>	--	--	--	--	--	--	--

(1) Mr. Wong resigned as a director on September 3, 2009.

(2) Mr. Ung resigned as a director on October 27, 2009.

(3) Mr. Hjelm resigned as a director on November 17, 2009.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information, as of April 9, 2010, with respect to the beneficial ownership of our outstanding common stock by: (i) any holder of more than 5%; (ii) each of the Named Executive Officers, directors, and director nominees; and (iii) our directors, director nominees, and Named Executive Officers as a group, based on 93,725,841 shares of common stock outstanding. Except as otherwise indicated, each of the stockholders listed below has sole voting and investment power over the shares beneficially owned:

<u>Name of Person or Group</u>	<u>Nature of Ownership</u>	<u>Amount</u>	<u>Percent</u>
<b>Principal Stockholders:</b>			
Dutt Devika Maria	Common Stock	37,944,723	40.5%
711/32 Green Hill, Povorim			
Goa 403501			
India			
Goh Wan Nee	Common Stock	8,842,500	9.4%
100-2, Seri Duta 1, Jalan Gallager			
Taman Duta, 50450 Kuala Lumpur			
Malaysia			
Infinity Wealth Management	Common Stock	8,700,000	9.3%
3905 Two Exchange Square			
Suite 8156, Connaught Place			
Central, Hong Kong			
Crayton Finance Limited	Common Stock	7,514,046	8.0%
3rd Floor, Omar Hodge Building			
Wickhams Cay I, P.O. Box 362, Road Town			
Tortola, British Virgin Islands			
Putian International Pte. Ltd.	Common Stock	6,000,000	6.4%
391B Orchard Road			
#23-01 Ngee Ann City Tower B			
238874 Singapore			
<b>Named Executive Officers and Directors:</b>			
Luther L. Jao	Common Stock	--	*
13 Spottiswoode Park Road	Options	225,000	*
Singapore 088640	Total	225,000	*
Bala Balamurali	Common Stock	1,741,272	1.9%
13 Spottiswoode Park Road			
Singapore 088640			
Kenneth Telford	Common Stock	1,707	*
13 Spottiswoode Park Road	Options	225,000	*
Singapore 088640	Total	226,707	*
<b>All Executive Officers and Directors as a Group (3 persons):</b>			
	Common Stock	1,742,979	1.9%
	Options	450,000	*
	Total	2,192,979	2.3%

\* Less than 1%.

## Equity Compensation Plan

We have authorized securities for issuance under equity compensation plans that have not been approved by the stockholders, but none under equity compensation plans that were approved by the stockholders. The following table shows the aggregate amount of securities authorized for issuance under all equity compensation plans as of December 31, 2009:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	--	--	--
Equity compensation plans not approved by security holders	682,062	\$0.293	--
Total	<u>682,062</u>	<u>\$0.293</u>	<u>--</u>

Of these options, 326,250 are vested, have exercise prices of \$0.293, and expire in 2014, and 312 are vested, have an exercise price of \$0.056, and expire in 2012.

## ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

In August 2009 certain former directors, officers, and affiliated companies assigned a total of \$829,187 to a company controlled by a former director of the Company. These amounts were then consolidated into a single demand convertible note in the amount of \$829,187 ("the consolidated convertible note"). This note was unsecured and non-interest-bearing, except when in default when the interest rate becomes 18% per annum. The note was convertible into shares of our common stock. This note was converted into 2,997,060 fully paid shares of our common stock on October 30, 2009.

During the year ended December 31, 2008, we incurred consulting fees and expenses to a company controlled by a sister of a former officer and director of the Company in the amount of \$88,249. During 2008, \$55,315 was converted into 243 shares of our common stock. The balance outstanding as at December 31, 2009, is \$21,302 and is recorded in accounts payable.

Effective January 1, 2008 a former director, Mr. Wong, amended his consulting agreement with us and converted \$189,403 of the amounts owing into 3,788 fully paid and nonassessable shares of our common stock and \$173,800 into a convertible loan. During the years ended December 31, 2009 and 2008, we incurred consulting fees and related expenses to a company controlled by a former director in the amount of \$50,400 and \$115,564, respectively. The balance owing of \$34,114 was assigned in August 2009 and formed part of the consolidated convertible note payable.

During the years ended December 31, 2009 and 2008, we acquired services from Bastion Payment Systems Corporation and CNP Worldwide, Inc., companies controlled by a former director and former officer of the Company, Messrs. Ung and Pasion, in the amount of \$63,035 and \$78,817, respectively. In August 2009 the balance owing of \$125,088 was assigned and formed part of the consolidated convertible note payable.

During the year ended December 31, 2009, we acquired services from a former officer of the Company in the amount of \$7,599. In August 2009 the balance owing of \$7,579 was assigned and formed part of the consolidated convertible note.



During the year ended December 31, 2009, we acquired services from a company controlled by a former officer of the Company in the amount of \$618. In August 2009 the balance owing of \$3,249 was assigned and formed part of the consolidated convertible note.

During the year ended December 31, 2009, a former director, Mr. Ung, advanced \$26,260. During August 2009 the advance was assigned and formed part of the consolidated convertible note.

During the years ended December 31, 2009, prior to its acquisition, Radius incurred consulting fees of \$200,857 with a director of the Company, Bala Balamurali.

During the year ended December 31, 2009, an affiliated company advanced funds and services in the amount of \$412,736. Of this amount, \$287,454 was converted into convertible promissory notes. The balance owing of \$125,282 is included in amounts due to stockholder.

### **Independent Directors**

Under the definition of independent directors found in Nasdaq Rule 5606(a)(2), which we have chosen to apply, we currently have no independent directors, and none of the directors who served during 2009 was independent.

## **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The following table sets forth fees billed or accrued by our independent registered public accountants during the fiscal years ended December 31, 2009 and 2008:

	<b>December 31, 2009</b>	<b>December 31, 2008</b>
Audit Fees	\$57,534	\$60,000
Audit Related Fees	--	--
Tax Fees	--	--
All Other Fees	--	--
Total Fees	<u>\$57,534</u>	<u>\$60,000</u>

Audit fees consist of fees billed for professional services rendered for the audit of our consolidated financial statements and review of the interim consolidated financial statements included in quarterly reports and services that are normally provided by an independent registered accountant in connection with statutory and regulatory filings or engagements. The 2008 audit fees were paid in 2009.

Audit-related fees consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements, which are not reported under "Audit Fees."

Tax fees consist of fees billed for professional services for tax compliance, tax advice, and tax planning.

All other fees consist of fees for products and services other than the services reported above. There were no management consulting services provided in fiscal 2009.

## Preapproval Policies and Procedures

Before the independent registered public accountants are engaged to render audit services or nonaudit activities, the engagement is approved by our board of directors acting as the audit committee.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Exhibit Number	Title of Document	Location
<b>Item 2</b>	<b>Plan of Acquisition, Reorganization Arrangement, Liquidation, or Succession</b>	
2.01	Stock Purchase Agreement between Mobiclear Inc. and Whitefields Capital Limited entered November 12, 2009	Incorporated by reference from the Current Report on Form 8-K filed November 17, 2009
2.02	Stock Purchase Agreement between Intelligent Communication Enterprise Corporation and Whitefields Capital Limited entered January 20, 2010	Incorporated by reference from the Current Report on Form 8-K filed January 22, 2010
<b>Item 3</b>	<b>Articles of Incorporation and Bylaws</b>	
3.14	Amended and Restated Articles of Incorporation of BICO, Inc. as filed with the Secretary of State of the Commonwealth of Pennsylvania	Incorporated by reference from the Current Report on Form 8-K filed November 12, 2004
3.15	Certificate of Designation of Series M Preferred Stock as filed with the Secretary of State of the Commonwealth of Pennsylvania	Incorporated by reference from the Current Report on Form 8-K filed November 12, 2004
3.17	Joint Second Amended Plan of Reorganization dated August 3, 2004	Incorporated by reference from the Current Report on Form 8-K filed November 12, 2004
3.18	Order Approving Joint Second Amended Plan of Reorganization dated October 14, 2004	Incorporated by reference from the Current Report on Form 8-K filed November 12, 2004
3.19	Amended and Restated Certificate of Designation for Series M Preferred	Incorporated by reference from the Current Report on Form 8-K filed March 30, 2005
3.20	By-Laws of MobiClear Inc. as amended on October 13, 2006	Incorporated by reference from the Annual Report on Form 10-KSB for the year ended December 31, 2006, filed April 2, 2007

<b>Exhibit Number</b>	<b>Title of Document</b>	<b>Location</b>
3.21	Amendment to Articles of Incorporation as filed with the Secretary of State of the Commonwealth of Pennsylvania	Incorporated by reference from the Current Report on Form 8-K filed December 4, 2006
3.22	Amendment to Articles of Incorporation as filed with Pennsylvania Department of State Corporate Bureau	Incorporated by reference from the Current Report on Form 8-K filed July 2, 2008
3.23	Amendment to Articles of Incorporation as filed September 22, 2009, with the Pennsylvania Department of State Corporate Bureau	Incorporated by reference from the Quarterly Report on Form 10-Q for the Quarter Ended September 30, 2009, filed October 29, 2009
3.24	Amendment to Articles of Incorporation as filed November 30, 2009, with the Pennsylvania Department of State Corporate Bureau	Incorporated by reference from the Current Report on Form 8-K filed December 30, 2009
<b>Item 4</b>	<b>Instruments Defining the Rights of Security Holders, Including Debentures</b>	
4.01	Specimen stock certificate	Incorporated by reference from the Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed August 14, 2008
<b>Item 10</b>	<b>Material Contracts</b>	
10.5	Employment Agreement with Lim Wong dated January 1, 2007	Incorporated by reference from the Annual Report on Form 10-KSB for the year ended December 31, 2006, filed April 2, 2007
10.7	Employment Agreement with Kenneth Telford dated March 16, 2008	Incorporated by reference from the Current Report on Form 8-K on March 24, 2008
10.8	Letter Agreement between the Company and Simoun Ung dated December 1, 2007	Incorporated by reference from the Annual Report on Form 10-KSB for the year ended December 31, 2007, filed April 15, 2008
10.9	Amendment to Letter Agreement between the Company and Simoun Ung dated April 12, 2008	Incorporated by reference from the Annual Report on Form 10-KSB for the year ended December 31, 2007, filed April 15, 2008

<b>Exhibit Number</b>	<b>Title of Document</b>	<b>Location</b>
10.11	Employment Agreement between Mobiclear Inc. and Stephen P. Cutler, effective as of April 30, 2008	Incorporated by reference from the Current Report on Form 8-K filed May 13, 2008
10.12	Employment Agreement between Mobiclear Inc. and Edward C. Pooley, effective as of April 30, 2008	Incorporated by reference from the Current Report on Form 8-K filed May 13, 2008
10.13	Asset Purchase and Sale Agreement made June 26, 2008, between Bastion Payment Systems Corporation and Mobiclear Inc.	Incorporated by reference from the Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed August 14, 2008
10.14	Outsourcing Agreement between Bastion Payment Systems Corporation and Mobiclear Inc. dated August 8, 2008	Incorporated by reference from the Current Report on Form 8-K filed October 14, 2008
10.15	Stock Purchase Agreement between Bastion Payment Systems Corporation and Mobiclear Inc. dated September 18, 2008	Incorporated by reference from the Current Report on Form 8-K filed October 14, 2008
10.16	Employment Agreement between Mobiclear Inc. and Paul Pasion executed September 28, 2008, and effective as of September 1, 2008	Incorporated by reference from the Current Report on Form 8-K filed October 14, 2008
10.17	Convertible Promissory Note Due August 31, 2009, to Charter Finance Group, Ltd., in the amount of \$50,000	Incorporated by reference from the Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, filed November 14, 2008
10.18	Convertible Promissory Note Due September 30, 2009, to Raleston Consultants, Inc., in the amount of \$173,800	Incorporated by reference from the Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed August 14, 2008
10.19	Convertible Promissory Note Due September 30, 2009, to DBP Holdings, Ltd., in the amount of \$77,702	Incorporated by reference from the Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed August 14, 2008
10.20	Form of Warrant to Purchase 500,000 Shares of Common Stock, par value \$0.0001 (Charter Finance Group, Ltd., Raleston Consultants, Inc., and DBP Holdings, Limited, warrant holders) with schedule	Incorporated by reference from the Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed August 14, 2008
10.21	Memorandum of Agreement for Strategic Investment in Mobiclear, effective as of February 16, 2009	Incorporated by reference from the Current Report on Form 8-K filed February 23, 2009

<b>Exhibit Number</b>	<b>Title of Document</b>	<b>Location</b>
10.22	Convertible Promissory Note dated September 1, 2009	Incorporated by reference from the Current Report on Form 8-K filed September 8, 2009
10.23	Employment Agreement between Mobiclear Inc. and Luther Jao dated September 14, 2009	Incorporated by reference from the Current Report on Form 8-K filed September 18, 2009
10.24	Convertible Promissory Note dated November 12, 2009	Incorporated by reference from the Current Report on Form 8-K filed November 17, 2009
<b>Item 14.</b>	<b>Code of Ethics</b>	
14.01	Policy Statement on Business Ethics and Conflicts of Interest	Incorporated by reference from the Annual Report on Form 10-KSB for the year ended December 31, 2004, filed May 23, 2005
<b>Item 21.</b>	<b>Subsidiaries of the Registrant</b>	
21.01	Schedule of Subsidiaries	This filing
<b>Item 31.</b>	<b>Rule 13a-14(a)/15d-14(a) Certifications</b>	
31.01	Certification of Principal Executive Officer Pursuant to Rule 13a-14	This filing
31.02	Certification of Principal Financial Officer Pursuant to Rule 13a-14	This filing
<b>Item 32.</b>	<b>Section 1350 Certifications</b>	
32.01	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	This filing
32.02	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	This filing

\* The number preceding the decimal indicates the applicable SEC reference number in Item 601, and the number following the decimal indicating the sequence of the particular document. Omitted numbers in the sequence refer to documents previously filed with the SEC as exhibits to previous filings, but no longer required.

## **SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### **INTELLIGENT COMMUNICATION ENTERPRISE CORPORATION**

Date: April 15, 2010

By: \_\_\_\_\_  
Luther L. Jao  
President and Principal Executive Officer

Date: April 15, 2010

By: \_\_\_\_\_  
Kenneth G.C. Telford  
Principal Financial and Accounting Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

Dated: April 15, 2010

\_\_\_\_\_  
Luther L. Jao  
President, Chief Executive Officer, and Director

\_\_\_\_\_  
Bala Balamurali, Director



**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors  
Intelligent Communication Enterprise Corporation

We have audited the accompanying consolidated balance sheets of Intelligent Communication Enterprise Corporation as of December 31, 2009 and 2008, and the related consolidated statements of operations, stockholders' deficiency and comprehensive loss, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company has determined that it is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Intelligent Communication Enterprise Corporation as of December 31, 2009 and 2008, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has not generated revenues or positive cash flows from operations and has an accumulated deficit at December 31, 2009. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans regarding those matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/S/ PETERSON SULLIVAN LLP

Seattle, Washington  
April 15, 2010

**INTELLIGENT COMMUNICATION ENTERPRISE CORPORATION**  
(formerly Mobiclear Inc.)

**Consolidated Balance Sheets**  
**December 31, 2009 and 2008**

	2009	2008
<b>Assets</b>		
<b>Current assets:</b>		
Cash	\$ 620,412	\$ 14,138
Restricted cash	152,392	-
Accounts receivable, net	1,782,553	3,474
Prepaid expenses and deposits	198,161	3,110
Income taxes receivable	14,108	-
Total current assets	2,767,626	20,722
Property and equipment, net	784,702	8,521
Intangible assets, net	2,037,291	-
<b>Total assets</b>	<b>\$ 5,589,619</b>	<b>\$ 29,243</b>
<b>Liabilities and Stockholders' Deficiency</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 2,296,860	\$ 382,572
Accrued expenses	1,166,916	28,708
Accrued compensation	6,996	440,150
Customer deposits and deferred revenue	459,386	-
Amounts due to stockholder	515,061	-
Promissory note	17,352	-
Convertible notes payable, net of discounts	1,787,454	265,108
Equity line of credit, net of debt discount	-	310,294
Total current liabilities	6,250,025	1,426,832
<b>Stockholders' Deficiency</b>		
Preferred stock:		
\$0.0001 par value, authorized 150,000,000		
issued and outstanding nil shares (2008 - nil)	-	-
Common stock:		
\$0.0001 par value, authorized 250,000,000,000 shares		
issued and outstanding 62,381,118 shares (2008 - 338,139)	6,239	33
Additional paid in capital	15,353,102	10,826,627
Deficit	(15,955,706)	(12,249,581)
Accumulated other comprehensive gain (loss)	(64,041)	25,332
Total stockholders' deficiency	(660,406)	(1,397,589)
<b>Total liabilities and stockholders' deficiency</b>	<b>\$ 5,589,619</b>	<b>\$ 29,243</b>

See accompanying notes to consolidated financial statements.



**INTELLIGENT COMMUNICATION ENTERPRISE CORPORATION**

(formerly Mobiclear Inc.)

**Consolidated Statements of Operations**  
**For the years ended December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
Revenue	\$ 9,659,154	\$ 2,500
Cost of revenue	<u>7,776,285</u>	<u>-</u>
Gross margin	1,882,869	2,500
Expenses:		
General and administrative	5,295,488	2,445,491
Research and development	<u>37,707</u>	<u>131,121</u>
	5,333,195	2,576,612
Other income and expense:		
Interest expense	(65,905)	(297,604)
Interest expense - related parties	(199,345)	(55,302)
Gain on settlement of debt	-	104,885
Interest income	<u>9,451</u>	<u>160</u>
	(255,799)	(247,861)
Loss from operations	(3,706,125)	(2,821,973)
Equity in loss of affiliate	-	(13,775)
Net loss for the period	<u>\$ (3,706,125)</u>	<u>\$ (2,835,748)</u>
Loss per share - basic and diluted	<u>\$ (0.63)</u>	<u>\$ (44.65)</u>
Weighted average number of shares outstanding	<u>5,866,815</u>	<u>63,507</u>

**See accompanying notes to consolidated financial statements.**

**INTELLIGENT COMMUNICATION ENTERPRISE CORPORATION**  
(formerly Mobiclear Inc.)

**Consolidated Statement of Stockholders' Deficiency and Comprehensive Loss**  
**For the years ended December 31, 2009 and 2008**

	Common Stock		Additional Paid-in Capital		Deficit	Accumulated Other Comprehensive Gain (Loss)	Total Stockholders' Deficiency
	Number of Shares	Amount					
Balance December 31, 2007	11,076	\$ 1	\$ 7,464,077	\$	(9,413,833)	\$ (47,784)	\$ (1,997,539)
Net loss	-	-	-		(2,835,748)	-	(2,835,748)
Foreign currency translations	-	-	-		-	73,116	73,116
Comprehensive loss							(2,762,632)
Conversion of equity line of credit received in 2007	5,367	-	601,474		-	-	601,474
Conversion of equity lines of credit received during 2008	274,157	28	811,124		-	-	811,152
Common stock issued for settlement of debt	6,351	1	657,457		-	-	657,458
Common stock issued for services	2,796	-	77,418		-	-	77,418
Common stock issued to related parties for services	521	-	5,419		-	-	5,419
Common stock issued to related parties for settlement of debt	4,031	-	244,718		-	-	244,718
Common stock issued to related party for settlement of accrued compensation during the three	90	-	63,287		-	-	63,287
Common stock issued to related party for acquisition of software products	25,000	3	624,997		-	-	625,000
Common stock issued to related party for shares of subsidiary	6,250	-	37,500		-	-	37,500
Common stock issued on exercise of warrants	2,500	-	4,325		-	-	4,325
Options issued to related party for services	-	-	49,304		-	-	49,304
Warrants issued to related parties for change of debt to convertible notes payable	-	-	42,201		-	-	42,201
Beneficial conversion feature of convertible notes payable	-	-	143,326		-	-	143,326
<b>Balance December 31, 2008</b>	<b>338,139</b>	<b>\$ 33</b>	<b>\$ 10,826,627</b>	<b>\$</b>	<b>(12,249,581)</b>	<b>\$ 25,332</b>	<b>\$ (1,397,589)</b>
Net loss	-	-	-		(3,706,125)	-	(3,706,125)
Foreign currency translations	-	-	-		-	(89,373)	(89,373)
Comprehensive loss							(3,795,498)
Adjust for shares issued on 2008 reverse split	192	-	-		-	-	-
Adjust for shares issued on 2009 reverse split	20,605	2	(2)		-	-	-
Conversion of equity lines of credit	1,047,459	105	417,544		-	-	417,649
Common stock issued for services	498,000	50	212,950		-	-	213,000
Common stock issued for settlement of debt	3,125,060	313	941,571		-	-	941,884
Common stock issued for conversion of convertible notes payable	3,093,576	309	408,035		-	-	408,344
Common stock issued for acquisition of subsidiary	54,255,318	5,426	2,403,408		-	-	2,408,834
Common stock issued for exercise of options	2,769	1	31		-	-	32
Options issued to related party for services	-	-	92,213		-	-	92,213
Beneficial conversion feature of convertible notes payable	-	-	50,725		-	-	50,725
<b>Balance December 31, 2009</b>	<b>62,381,118</b>	<b>\$ 6,239</b>	<b>\$ 15,353,102</b>	<b>\$</b>	<b>(15,955,706)</b>	<b>\$ (64,041)</b>	<b>\$ (660,406)</b>

See accompanying notes to consolidated financial statements.

**INTELLIGENT COMMUNICATION ENTERPRISE CORPORATION**  
(formerly Mobiclear Inc.)

**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2009 and 2008**

	2009	2008
<b>Cash provided by (used in):</b>		
Operating activities:		
Net loss for the period	\$ (3,706,125)	\$ (2,835,748)
Adjustment to reconcile net loss for the period to net cash used in operating activities:		
Depreciation of property and equipment	543,950	3,819
Amortization of intangible assets	986,902	-
Equity line of credit discount	24,706	289,586
Gain on settlement of debt	-	(104,885)
Impairment loss on trademark	-	20,066
Commissions paid on equity line of credit	60,000	67,000
Issue of shares for software products	-	625,000
Equity in loss of affiliate	-	13,775
Common Stock issued for services	213,000	77,418
Common Stock issued to related parties for services	-	5,419
Options issued to related parties for services	92,213	49,304
Amortization of debt discounts and beneficial conversion of convertible loans	185,794	50,458
Changes in assets and liabilities		
Accounts receivable	(587,410)	32,610
Prepaid expenses and deposits	46,306	4,521
Accounts payable	780,149	259,947
Accrued expenses	106,185	(11,603)
Customer deposits and revenue in advance	305,164	-
Accrued compensation	159,636	442,926
Net cash used in operating activities	(789,530)	(1,010,387)
Investing activities:		
Purchase of property and equipment	(47,105)	(254)
Cash component upon acquisition	677,250	27
Increase in restricted cash	(152,392)	-
Net cash provided by (used in) investing activities	477,753	(227)
Financing activities:		
Proceeds from exercise of options	32	-
Proceeds from equity lines of credit, net of commissions	80,000	933,000
Repayment of equity line of credit	(40,000)	-
Advance from subsidiary pre-acquisition	-	76,068
Proceeds of convertible notes	-	50,000
Proceeds from advance from director	26,260	-
Proceeds from advance from directors of subsidiary prior to acquisition	460,532	-
Proceeds from advance from affiliated company	412,736	-
Net cash provided by financing activities	939,560	1,059,068
Increase in cash during the period	627,783	48,454
Foreign exchange effect on cash	(21,509)	(60,419)
Cash at beginning of the period	14,138	26,103
<b>Cash at end of the period</b>	<b>\$ 620,412</b>	<b>\$ 14,138</b>

See accompanying notes to consolidated financial statements.

**INTELLIGENT COMMUNICATION ENTERPRISE CORPORATION**  
(formerly Mobiclear Inc.)

**Consolidated Statements of Cash Flows (continued)**  
**For the years ended December 31, 2009 and 2008**

Supplementary Information:

	2009	2008
Interest paid	\$ 98	\$ -
Income taxes paid	-	-
Non-cash transactions:		
Convertible notes payable issued for settlement of accounts payable	-	354,502
Convertible note payable issued for settlement of accounts payable, accrued expenses, advances to related parties	829,187	-
Promissory note payable issued for settlement of equity line of credit	17,352	-
Warrants issued with convertible notes payable	-	42,201
Beneficial conversion feature issued with convertible notes payable	50,725	143,326
Common stock issued for settlement of accounts payable and accrued expenses	112,697	657,458
Common stock issued to related parties for settlement of debt	-	244,718
Common stock converted for settlement of equity lines of credit	417,649	1,412,626
Common stock issued to related party for settlement of accrued compensation	-	63,287
Common stock issued for acquisition of subsidiary	2,408,834	37,500
Common stock issued for exercise of warrant paid by reduction of convertible note	-	4,325
Acquisition of Mobiclear, Inc. (Philippines)		
Fair value of assets acquired	-	103,986
Liabilities assumed	-	(62,801)
		<u>41,185</u>

**See accompanying notes to consolidated financial statements.**

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### **Note 1. Description of Business and Summary of Significant Accounting Policies**

#### ***Organization***

Intelligent Communication Enterprise Corporation (formerly Mobiclear Inc.) (the “Company” or “Intelligent”) is in the integrated mobile communications business. The Company operates in two business segments – electronic Personal Identification Verification (“PIV”) solutions in connection with credit/debit card and internet transactions through Mobiclear and international mobile messaging through its Radius segment.

On November 12, 2009, Intelligent acquired all of the stock of Radius-ED Limited (“Radius”) through the issuance of 54,255,318 shares of common stock of Intelligent (representing 89% of post-issuance voting stock) and issuance of a convertible promissory note in the amount of \$1,500,000. Prior to the acquisition of Radius, Whitefields Capital Limited held a majority of Intelligent’s and Radius’s voting stock. Specifically, Whitefields Capital Limited owned 62% of the voting stock of Intelligent and 100% of the voting stock of Radius. In addition, certain members of Whitefields Capital Limited’s management and board of directors served on the board of Intelligent. Based on these facts, Intelligent and Radius were deemed under the common control of Whitefields Capital Limited. As the entities were deemed under common control, the acquisition has been recorded using the pooling-of-interest method effective as of January 1, 2009. As such, the financial information for the 2009 fiscal year reflects the financial statements of the combined companies in accordance with Financial Accounting Standards Board (“FASB”) standards on business combinations for entities under common control. The entities were not under common control during 2008, so those consolidated financial statements represent those of the separate company, Intelligent.

#### ***Going Concern***

The Company’s consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has incurred losses and has negative working capital as of December 31, 2009. These conditions raise substantial doubt about the Company’s ability to continue as a going concern. It is the Company’s intention to raise additional equity to finance the further development of markets for its products until positive cash flows can be generated from its operations. However, there can be no assurance that such additional funds will be available to the Company when required or on terms acceptable to the Company. Such limitations could have a material adverse effect on the Company’s business, financial condition, or operations, and these consolidated financial statements do not include any adjustment that could result. Failure to obtain sufficient additional funding would necessitate the Company to reduce or limit its operating activities or even discontinue operations.

#### ***Principles of Consolidation***

The 2008 consolidated financial statements include the accounts of Intelligent Communication Enterprise Corporation and its wholly owned subsidiaries Mobiclear Ltd., Mobiclear, Inc. (Philippines), and Mobiclear Inc. (British Virgin Islands). For 2009, the consolidated financial statements include all of the aforementioned companies and Radius-ED Limited, Radius-Ed Sdn Bhd., and Radius-ED Inc. All significant inter-company balances and transactions have been eliminated.

### ***Development-Stage Enterprise***

Management has determined that the Company emerged from the development stage effective as of January 1, 2009, upon the acquisition of Radius. The Company's consolidated financial statements are no longer presented as a development-stage enterprise.

### ***Cash***

Cash consists of checking accounts held at financial institutions in the Philippines, Malaysia, Singapore, and the United States. At times cash balances may exceed insured limits. The Company has not experienced any losses related to these balances, and management believes the credit risk to be minimal.

### ***Restricted Cash***

Restricted cash consists of a deposit with a financial institution in Singapore and has been lodged as security for a letter of credit issued in favor of a supplier.

### ***Accounts Receivable and Allowance for Doubtful Accounts***

Accounts receivable result primarily from provision of mobile messaging services to customers and are recorded at their principal amounts. Receivables are considered past due after 30 days. When necessary, the Company provides an allowance for doubtful accounts that is based on a review of outstanding receivables, historical collection information, and current economic conditions. There is an allowance for doubtful accounts of \$137,300 at December 31, 2009. Receivables are generally unsecured. Account balances are charged off against the allowance when the Company determines it is probable the receivable will not be recovered. The Company does not have off-balance sheet credit exposure related to its customers. At December 31, 2009, one customer accounted for 35% of the net accounts receivable balance.

### ***Fair Value Measurements***

Fair value is defined as the exchange price that will be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for such assets or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value should maximize the use of observable inputs and minimize the use of unobservable inputs. To measure fair value, the Company uses the following fair value hierarchy based on three levels of inputs, of which the first two are considered to be observable and the third unobservable:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs are supported by little or no market activity and are significant to the fair value of the assets or liabilities.

### ***Property and Equipment***

Property and equipment is primarily comprised of furniture, computer equipment and software, vehicles, and leasehold improvements that are recorded at cost and depreciated or amortized using the straight-line method over their estimated useful lives as follows: furniture, seven years; computer equipment, five years; computer equipment and software, three years; leasehold improvements, over the lesser of the estimated remaining useful life of the asset or the remaining term of the lease.

Depreciation of property and equipment is based on the estimated useful lives of the assets and is computed using the straight-line method over three years. Repairs and maintenance are charged to expense as incurred. Expenditures that substantially increase the useful lives of existing assets are capitalized.

### ***Intangible Assets***

Intangible assets includes software development costs, customer lists, and supplier contracts and are amortized on a straight-line basis over the estimated useful lives of three years. As of and for the year ended December 31, 2009, amortization expense and accumulated amortization was \$986,902. The Company periodically evaluates whether changes have occurred that would require revision of the remaining estimated useful life. The Company performs periodic reviews of its capitalized intangible assets to determine if the assets have continuing value to the Company.

The Company expenses all costs related to the development of internal-use software as incurred, other than those incurred during the application development stage, after achievement of technological feasibility. Costs incurred in the application development stage are capitalized and amortized over the estimated useful life of the software. Internally developed software costs are amortized on a straight-line basis over the estimated useful life of the software. The Company performs periodic reviews of its capitalized software development costs to determine if the assets have continuing value to the Company. Costs for assets that are determined to be of no continuing value are written off. During the year ended December 31, 2009, the Company capitalized developed software costs of \$31,579.

### ***Impairment of Other Long-Lived Assets***

The Company evaluates the recoverability of its property and equipment and other long-lived assets whenever events or changes in circumstances indicate impairment may have occurred. An impairment loss is recognized when the net book value of such assets exceeds the estimated future undiscounted cash flows attributed to the assets or the business to which the assets relate. Impairment losses, if any, are measured as the amount by which the carrying value exceeds the fair value of the assets. For the years ended December 31, 2009 and 2008, no potential impairment losses related to the Company's long-lived assets were identified.

### ***Revenue Recognition***

The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue, which includes charges on a transactional basis and support fees, realized or realizable and earned when the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, price is fixed and determinable, and collectability is reasonably assured. The Company establishes persuasive evidence of a sales arrangement for each type of revenue transaction based on a signed contract with the aggregator or end user. Radius provides operators with the “SMS Gateway,” which is the infrastructure acting as the intermediary between the mobile operators’ short message service, or SMS, centers and the content providers’ mobile content applications. Customers are the mobile operators’ fixed and mobile subscribers who utilize the content, which is the data ranging from entertainment to information to which customers can access and receive SMS. Revenue is recognized based on the number of mobile terminating (“MT”) or transmitted messages from the SMS center and/or SMS Gateway to the cellular handset.

### ***Advertising Expenses***

It is the Company’s policy to expense advertising costs as incurred. No advertising costs were incurred during 2009 and 2008.

### ***Research and Development Expenses***

Research and development expenses include all direct costs, primarily salaries for Company personnel and outside consultants, related to the development of new products, significant enhancements to existing products, and the portion of costs of development of internal use software required to be expensed. Research and development costs are charged to operations as incurred with the exception of those software development costs that may qualify for capitalization.

### ***Income Taxes***

Deferred income tax assets and liabilities are determined based on temporary differences between financial reporting and tax bases of assets and liabilities, operating loss, and tax credit carryforwards, and are measured using the enacted income tax rates and laws that will be in effect when the differences are expected to be recovered or settled. Realization of certain deferred income tax assets is dependent upon generating sufficient taxable income in the appropriate jurisdiction. The Company records a valuation allowance to reduce deferred income tax assets to amounts that are more likely than not to be realized. The initial recording and any subsequent changes to valuation allowances are based on a number of factors (positive and negative evidence). The Company considers its actual historical results to have a stronger weight than other more subjective indicators when considering whether to establish or reduce a valuation allowance.

The Company continually evaluates its uncertain income tax positions and may record a liability for any unrecognized tax benefits resulting from uncertain income tax positions taken or expected to be taken in an income tax return. Estimated interest and penalties are recorded as a component of interest expense and other expense, respectively.



Because tax laws are complex and subject to different interpretations, significant judgment is required. As a result, the Company makes certain estimates and assumptions in: (1) calculating its income tax expense, deferred tax assets, and deferred tax liabilities; (2) determining any valuation allowance recorded against deferred tax assets; and (3) evaluating the amount of unrecognized tax benefits, as well as the interest and penalties related to such uncertain tax positions. The Company's estimates and assumptions may differ significantly from tax benefits ultimately realized.

### ***Net Loss per Share***

Basic net loss per share is calculated by dividing the net loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. Diluted loss per share takes into consideration common shares outstanding (computed under basic loss per share) and potentially dilutive securities. For the years ended December 31, 2009 and 2008, outstanding stock options and warrants are antidilutive because of net losses, and as such, their effect has not been included in the calculation of diluted net loss per share. Common shares issuable are considered outstanding as of the original approval date for purposes of earnings per share computations.

### ***Accumulated Other Comprehensive Income (Loss)***

Other comprehensive income (loss), as defined, includes net income, foreign currency translation adjustment, and all changes in equity (net assets) during a period from non-owner sources. To date, the Company has not had any significant transactions that are required to be reported in other comprehensive income (loss), except for foreign currency translation adjustments.

### ***Foreign Operations and Currency Translation***

The functional currency of the Company's foreign subsidiaries is the local currency. Assets and liabilities of foreign subsidiaries, other than those denominated in U.S. dollars, are translated into U.S. dollars at the rate of exchange at the balance sheet date. Revenues and expenses are translated at the average rate of exchange throughout the year. Gains or losses from these translations are reported as a separate component of other comprehensive income (loss) until all or a part of the investment in the subsidiaries is sold or liquidated. The translation adjustments do not recognize the effect of income tax because the Company expects to reinvest the amounts indefinitely in operations.

Transaction gains and losses that arise from exchange-rate fluctuations on transactions denominated in a currency other than the local functional currency are included in general and administrative expenses.

### ***Use of Estimates***

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the fiscal year. The Company makes estimates for, among other items, useful lives for depreciation and amortization, determination of future cash flows associated with impairment testing for long-lived assets, determination of the fair value of stock options and warrants, valuation allowance for deferred tax assets, allowances for doubtful accounts, and potential income tax assessments and other contingencies. The Company bases its estimates on historical experience, current conditions, and other assumptions that it believes to be reasonable under the circumstances. Actual results could differ from those estimates and assumptions.

### ***Financial Instruments***

The Company has the following financial instruments: cash, accounts receivable, accounts payable, accrued expenses and wages, and convertible promissory notes. The carrying value of these financial instruments approximates their fair value due to their liquidity or their short-term nature.

### ***Share-Based Compensation***

The Company accounts for stock-based awards at fair value on date of grant and recognition of compensation over the service period for awards expected to vest. The fair value of stock options is determined using the Black-Scholes valuation model, which is consistent with the Company's valuation techniques previously utilized for options in footnote disclosures.

### ***Reclassifications***

Certain amounts from the December 31, 2008, consolidated financial statements have been reclassified to conform with the current year's presentation.

### **Note 2. Recent Accounting Pronouncements**

In June 2009, the FASB issued Statement of Financial Accounting Standard ("SFAS") No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162*. This statement modifies the GAAP hierarchy by establishing only two levels of GAAP, authoritative and non-authoritative accounting literature. Effective July 2009, the FASB Accounting Standards Codification ("ASC"), also known collectively as the "Codification," is considered the single source of authoritative U.S. accounting and reporting standards, except for additional authoritative rules and interpretive releases issued by the Securities and Exchange Commission. Non-authoritative guidance and literature would include, among other things, FASB Concepts Statements, American Institute of Certified Public Accountants Issue Papers and Technical Practice Aids, and accounting textbooks. The Codification was developed to organize GAAP pronouncements by topic so that users can more easily access authoritative accounting guidance. It is organized by topic, subtopic, section, and paragraph, each of which is identified by a numerical designation. This adoption has not had a material effect on the Company's consolidated financial statements.

In August 2009, the FASB issued Accounting Standards Update 2009-05, *Fair Value Measurements and Disclosures (Topic 820) Measuring Liabilities at Fair Value* ("Update 2009-05"). Update 2009-05 clarifies that in circumstances in which a quoted price in an active market for an identical liability is not available, a reporting entity is required to measure fair value of such liability using one or more of the techniques prescribed by the update. On November 1, 2009, the Company adopted Update 2009-05. There was no significant impact on the Company's consolidated financial statements.

### Note 3. Business Combinations

#### *Acquisition of Radius-ED and Subsidiaries*

On November 12, 2009, Intelligent acquired all of the stock of Radius-ED Limited (“Radius”) through the issuance of 54,255,318 shares of common stock of Intelligent and a convertible promissory note in the amount of \$1,500,000. Prior to the acquisition of Radius, in 2009 Whitefields Capital Limited acquired a majority of Intelligent’s and Radius’s voting stock. Specifically, Whitefields Capital Limited owned 62% of the voting stock of Intelligent and 100% of the voting stock of Radius. In addition, certain members of Whitefields Capital Limited’s management and board served on the board of Intelligent. Based on these facts, Intelligent and Radius were deemed under the common control of Whitefields Capital Limited. As the entities were deemed under common control, the acquisition has been recorded effective as of January 1, 2009, using the pooling-of-interest method and the financial information for the 2009 fiscal year reflects the financial statements of the combined companies in accordance with FASB standards on business combinations for entities under common control. Radius was acquired to position the Company for delivery of services.

The entities were not under common control during 2008, so those consolidated financial statements represent those of the separate company Intelligent.

In 2009, Whitefields Capital Limited acquired Radius in a business combination accounted for using the acquisition method required by Topic 805, *Business Combinations*. Whitefields Capital Limited’s cost basis in Radius had been used to determine the accounting cost for the combination of Radius and Intelligent as described above.

A summary of the assets and liabilities acquired by Whitefields Capital Limited is as follows:

Assets	
Cash	\$ 618,371
Accounts receivable	957,720
Income taxes receivable	15,762
Prepaid expenses	221,706
Due from related parties	1,722
Property and equipment	929,742
Intangible assets	3,050,671
Total assets	<u>5,795,695</u>
Liabilities	
Accounts payable and accrued expenses	2,228,722
Customer deposits and advance revenue	165,619
Due to related party	246,298
Total liabilities	<u>2,640,640</u>
Net assets acquired	<u><u>\$3,155,056</u></u>

The following is a summary of the combined operations for the year ended December 31, 2009:

	<b>Intelligent Communication Enterprise Actual 1/1/2009 to 12/31/2009</b>	<b>Radius-ED Actual 1/1/2009 to 12/31/2009</b>	<b>Combined</b>
Revenue	\$ -	\$9,659,154	\$ 9,659,154
Cost of revenue	-	7,776,285	7,776,285
		1,882,869	1,882,869
Expenses			
General and administrative	1,185,492	4,109,996	5,295,488
Research and development	37,707		37,707
	1,223,199	4,109,996	5,333,195
Other income and expense			
Interest expense	(65,905)	-	(65,905)
Interest expense – related parties	(199,345)	-	(199,345)
Interest income	6	9,445	9,451
	(265,244)	9,445	(255,799)
Net income (loss) for the period	\$(1,488,443)	\$ (2,217,682)	\$(3,706,125)

Unaudited pro forma results of the Company for the year ended December 31, 2008, as if the acquisition occurred on January 1, 2008, after giving effect to certain acquisition accounting adjustments, are stated below. These pro forma results are not necessarily indicative of what the Company's operating results would have been had the acquisition actually taken place at the beginning of the period:

	<b>Intelligent Communication Enterprise Actual 1/1/2008 to 12/31/2008</b>	<b>Radius-ED Actual 1/1/2008 to 12/31/2008</b>	<b>Pro Forma</b>
Revenue	\$ 2,500	\$7,449,695	\$ 7,452,195
Net income (loss) for the period	\$(2,835,748)	\$ (962,116)	\$(3,797,864)
Loss per share – basic and diluted	\$(44.65)	-	\$(59.80)

#### **Note 4. Property and Equipment, net**

Property and equipment consists of the following:

	<b>2009</b>	<b>2008</b>
Furniture, computer equipment and software	\$2,509,238	\$13,163
Leasehold Improvements	48,736	-
Vehicle	54,094	-
	2,612,068	13,163
Less accumulated depreciation	(1,827,366)	(4,642)
Property and equipment, net	\$ 784,702	\$ 8,521

Depreciation expense for 2009 and 2008 was \$543,950 and \$3,819, respectively

## Note 5. Intangibles Assets

Intangible assets consists primarily of customer and reseller relationships and supplier contracts, which are amortized over the estimated useful life, generally on a straight-line basis with the exception of customer relationships, which are generally amortized over the greater of straight-line or the related asset's pattern of economic benefit.

	<u>2009</u>	<u>2008</u>
Customer relationships	\$ 1,271,113	\$ -
Supplier contracts	<u>1,779,558</u>	<u>-</u>
	3,050,671	-
Less accumulated depreciation	<u>(1,013,380)</u>	<u>-</u>
	<u>\$ 2,037,291</u>	<u>\$ -</u>

## Note 6. Equity Lines of Credit

In February 2008, the Company entered into a second private placement equity line for \$300,000. This equity line was converted to unrestricted common stock of the Company, with the timing at the discretion of the investor, at a discount of 25% to the average of the closing prices for the three trading days prior to conversion. The beneficial conversion feature expense on this equity line of credit amounted to \$100,000 and has been charged to operations as interest expense. During the year ended December 31, 2008, the Company renegotiated the terms of the loan and reduced the outstanding amount by \$104,885 with the resultant gain being recorded in operations. As part of the commission, the Company is also obligated to issue warrants exercisable for five years from the date of issue for a number of shares of common stock equal to 10% of the number of shares of common stock issued pursuant to this investment. As of December 31, 2009, the Company is obligated to issue warrants to purchase 2,640 shares of common stock. As of December 31, 2009, \$237,763 has been converted into 26,400 shares of common stock and \$40,000 was repaid.

The Company issued a non-interest-bearing promissory note, due June 15, 2009, for the balance of \$17,352. The promissory note remains unpaid as of December 31, 2009.

In December 2008, the Company entered into a private placement equity line totaling \$200,000. In March 2009, the Company entered into a private placement equity line totaling \$130,000 and in June 2009 an additional \$10,000 was received. These equity lines have been converted to unrestricted common stock of the Company at the average of the lowest three closing prices for the prior 10 trading days, less a discount of 15%. The beneficial conversion feature on the \$200,000 equity line was \$35,294 and has been charged in full to interest for the year ended December 31, 2008. The beneficial conversion feature on the \$130,000 equity line was \$22,941 and has been charged in full to interest for the year ended December 31, 2009. There was no beneficial conversion on the \$10,000 equity line received in June 2009.

During the year ended December 31, 2009, the total equity lines of \$340,000 have all been converted into 1,032,459 shares of common stock.

## **Note 7. Convertible Notes Payable**

During the year ended December 31, 2008, the Company entered into agreements and issued four convertible notes payable, all with the following attributes:

- term of 12 months from date of issue;
- interest of 10% per annum payable quarterly in arrears;
- convertible to common shares of the Company:
  - at 80% of the average market closing price for the Company's stock for the 10 days prior to conversion if the conversion is initiated by the holder of the note; and
  - at 75% of the average market closing price for the Company's stock for the 10 days prior to conversion if the conversion is initiated by the Company; and
- warrants to purchase 2,500 shares of common stock of the Company, exercisable for a period of five years after issuance, at the lesser of the average market closing price for the 10 days prior to issuance of the warrant and the holder-initiated conversion rate or Company-initiated conversion rate as defined in the convertible note at which shares of the Company's common stock were most recently issued.

The Company recorded a discount against each of the convertible loans based on the relative fair value of the warrants to purchase shares of common stock. Total relative value of warrants issued was \$42,201, of which \$12,507 was expensed during the year ended December 31, 2008, and \$29,694 has been expensed during the year ended December 31, 2009, and is included in these consolidated financial statements.

The relative value of the beneficial conversion feature of the convertible notes payable was \$143,326, of which \$37,951 was expensed during the year ended December 31, 2008, and \$105,375 has been expensed during the year ended December 31, 2009, and is included in these consolidated financial statements.

During the year ended December 31, 2009, all four convertible notes payable, together with accrued interest of \$8,167, were converted into 3,093,576 shares of common stock of the Company.

During the year ended December 31, 2009, the Company entered into agreements whereby \$287,454 of amounts owing to an affiliated company controlled by a director of the Company were converted into three convertible promissory notes with interest of 6% per annum payable quarterly in arrears. Each of the promissory notes is due 12 months after the advance of funds with a conversion price equal to 85% of the average closing market price of the Company's stock for the 10 trading days immediately preceding the conversion date. The relative value of the beneficial conversion feature of these convertible notes payable was \$50,725 and has been expensed during the year ended December 31, 2009. The amounts and due dates of the individual convertible promissory notes are:

- \$63,925 due September 30, 2010
- \$121,343 due October 31, 2010
- \$102,186 due November 30, 2010

The Company issued a convertible promissory note in the amount of \$1,500,000 as part of the consideration for the acquisition of the common shares of Radius. Interest of 6% per annum is payable quarterly in arrears and the note is convertible into common shares of the Company with a conversion price equal to the average closing market price of the Company's stock for the 10 trading days immediately preceding the conversion date. The convertible promissory note is payable as follows:

- February 10, 2010 - \$250,000
- May 15, 2010 - \$250,000
- September 15, 2010 - \$500,000
- December 10, 2010 - \$500,000

#### **Note 8. Related-Party Transactions**

In August 2009, certain former directors, officers, and affiliated companies assigned a total of \$829,187 to a company controlled by a former director of the Company. These amounts were then consolidated into a single demand convertible note in the amount of \$829,187 ("the consolidated convertible note"). This note was unsecured, non-interest-bearing, except when in default when the interest rate becomes 18% per annum. The note was convertible into common shares of the Company. This note was converted into 2,997,060 fully paid shares of the capital stock of the Company on October 30, 2009.

During the year ended December 31, 2008, the Company incurred consulting fees and expenses to a company controlled by a sister of a former officer and director of the Company in the amount of \$88,249. The balance outstanding as at December 31, 2009, is \$21,302 and is recorded in accounts payable.

During the years ended December 31, 2009 and 2008, the Company incurred consulting fees and related expenses to a company controlled by a former director in the amount of \$50,400 and \$115,564, respectively. In August 2009, the balance owing of \$34,114 was assigned and formed part of the consolidated convertible note payable.

During the years ended December 31, 2009 and 2008, the Company acquired services from two affiliated companies controlled by a former director and former officer of the Company in the amount of \$63,035 and \$78,817, respectively. In August 2009, the balance owing of \$125,088 was assigned and formed part of the consolidated convertible note payable.

During the year ended December 31, 2009, the Company acquired services from a former officer of the Company in the amount of \$7,599. In August 2009, the balance owing of \$7,579 was assigned and formed part of the consolidated convertible note payable.

During the year ended December 31, 2009, the Company acquired services from a company controlled by a former officer of the Company in the amount of \$618. In August 2009, the balance owing of \$3,249 was assigned and formed part of the consolidated convertible note payable.

During the year ended December 31, 2009, a former director of the Company advanced \$26,260. During August 2009, the advance was assigned and formed part of the consolidated convertible note payable.

During the year ended December 31, 2009, Radius incurred consulting fees of \$200,857 with a director of the Company.

During the years ended December 31, 2009, an affiliated company advanced funds and services in the amount of \$412,736. Of this amount, \$287,454 was converted into convertible promissory notes. The balance owing of \$125,282 is included in amounts due to stockholder.

## **Note 9. Share Capital**

### ***Preferred Stock***

The Company's authorized capital includes 150 million shares of preferred stock of \$0.0001 par value. The designation of rights including voting powers, preferences, and restrictions shall be determined by the Board of Directors before the issuance of any shares.

No shares of preferred stock are issued and outstanding as of December 31, 2009 and 2008.

### ***Common Stock***

The Company is authorized to issue 250 billion shares of common stock, par value of \$0.0001.

On January 14, 2010, the Board of Directors approved the forward-split of the issued and outstanding common stock on the basis of three new shares for each share, effective upon the approval of the regulatory authorities. The Company's common stock was forward-split effective as of February 5, 2010.

On September 18, 2009, the Board of Directors approved the consolidation of the issued and outstanding common stock on the basis of one new share for each 600 shares, effective upon approval of the regulatory authorities. The Company's common stock was consolidated effective as of October 20, 2009.

On June 19, 2008, the Board of Directors approved the consolidation of the issued and outstanding common stock on the basis of one new share for each 250 shares, effective upon approval of the regulatory authorities. The Company's common stock was consolidated effective July 21, 2008.

The application of these stock consolidations and forward-split has been shown retroactively in these consolidated financial statements.

During the year ended December 31, 2009, the Company:

- issued 608,103 shares of common stock for conversion of \$277,649 owed on an equity line of credit advances received during 2008;
- issued 439,356 shares of common stock for conversion of \$140,000 owed on equity lines of credit advances received in 2009;
- issued 498,000 shares of common stock for services with a fair value of \$213,000;
- issued 128,000 shares of common stock for settlement of debt with a total fair value of \$112,697;
- issued 2,769 shares of common stock for the exercise of options with an aggregate conversion amount of \$32;
- issued 2,997,060 shares of common stock on the conversion of the consolidated convertible note with a fair value of \$829,187;



- issued 3,093,576 shares of common stock on the conversion of convertible notes payable with a fair value of \$408,344; and
- issued 54,255,318 shares of common stock for the acquisition of all the outstanding shares of Radius with a fair value of \$10 million.

During the year ended December 31, 2008, the Company:

- issued 5,367 shares of common stock for conversion of \$601,474 owed on an equity line of credit advances received during 2007;
- issued 274,157 shares of common stock for conversion of \$811,152 owed on equity lines of credit advances received in 2008;
- issued 6,351 shares of common stock for settlement of debt with a total fair value of \$657,458;
- issued 4,031 shares of common stock for settlement of \$244,718 of debt with related parties with a total fair value of \$244,718;
- issued 90 shares of common stock in settlement of accrued compensation of a director with a fair value of \$63,287;
- issued 2,796 shares of common stock in payment for services with a total fair value of \$77,418;
- issued 521 shares of common stock to certain management for services with a total fair value of \$5,419;
- issued 25,000 shares of common stock for the purchase of certain software products with a total fair value of \$625,000;
- issued 36,250 shares of common stock for the acquisition of shares of a subsidiary company with a total fair value of \$37,500; and
- issued 2,500 shares of common stock for the exercise of warrants with an aggregate exercise price of \$4,325.

### ***Stock Purchase Warrants***

At December 31, 2009, the Company had reserved 7,784 shares of the Company's common stock for the following outstanding warrants:

<u>Number of Warrants</u>	<u>Exercise Price</u>	<u>Expiry</u>
44	\$ 500.00	2011
40	575.00	2011
200	4,000.00	2012
2,500	0.22	2013
2,500	0.125	2013
2,500	0.125	2013

Pursuant to the second equity line of credit, the Company is obligated to issue warrants, as commission fees, entitling the holder to purchase 2,640 shares of common stock. There were no warrants issued or exercised during the year ended December 31, 2009.

#### **Note 10. Stock-Based Compensation**

Although the Company does not have a formal stock option plan, it issues stock options to directors, employees, advisors, and consultants. Stock options generally have a three- to five-year contractual term, vest over a two- to three-year period, and forfeit 90 days after termination of employment.

A summary of the Company's stock options as of December 31, 2009, is as follows:

	<b>Number of Options</b>	<b>Weighted Average Exercise Price</b>
Outstanding at December 31, 2007	675	\$ 0.031
Options issued:		
to a director on May 3, 2008, fair value of \$33,047	804	0.001
to an employee on August 15, 2008, fair value of \$14,180	1,365	0.020
to employees on August 15, 2008, fair value of \$1,872	180	0.001
to an employee on December 8, 2008, fair value of \$205	120	10.000
Outstanding at December 31, 2008	3,144	
to an employee on May 1, 2009, fair value \$96	120	0.002
options forfeited	(180)	6.66
options exercised	(2,772)	0.001
to employees on November 12, 2009, fair value of \$92,117	681,750	0.293
Outstanding at December 31, 2009	682,062	\$ 0.293

The following table summarizes stock options outstanding at December 31, 2009:

<b>Exercise Price</b>	<b>Number Outstanding at December 31, 2009</b>	<b>Average Remaining Contractual Life (Years)</b>	<b>Number Exercisable at December 31, 2009</b>	<b>Intrinsic Value at December 31, 2009</b>
\$0.056	312	2.83	312	\$ 128
0.293	681,750	4.83	326,250	118,420

During the year ended December 31, 2009, 2,772 options were exercised and 180 options were forfeited.

At December 31, 2009, 354,812 options were not exercisable.

At December 31, 2009, 682,062 shares of common stock were reserved.

The fair value of each option granted is estimated at the date of grant using the Black-Scholes option-pricing model. The assumptions used in calculating the fair value of the options granted in 2009 were: risk-free interest rate of 5.0%, a 2.5 year expected life, a dividend yield of 0.0%, and a stock price volatility factor of 226% to 260%.

Compensation expense included in the statement of operations related to the fair value of options issued during the years ended December 31, 2009 and 2008, is \$92,213 and \$49,304, respectively.

## **Note 11. Income Taxes**

No provision for income taxes has been made for the period since the Company incurred net losses.

### ***Deferred Tax Assets***

As of December 31, 2009, the Company had federal net operating losses of approximately \$5,594,000 available for future deduction from taxable income derived in the United States, which begin to expire in the year 2022. In addition, the Company's United Kingdom subsidiary has non-capital losses of approximately U.S. \$5,992,000 available for future deductions from taxable income derived in the United Kingdom, which do not expire, and the Philippine subsidiary has non-capital operating losses of approximately U.S. \$181,000, which may be carried forward for up to 20 years. The potential benefit of net operating loss carryforwards has not been recognized in the consolidated financial statements since the Company cannot determine that it is more likely than not that such benefit will be utilized in future years. Utilization of the Company's net operating loss carryforwards may be limited in any one year if an ownership change, as defined in Section 382 of the Internal Revenue Code, has occurred. The tax years 2005 through 2008 remain open to examination by federal authorities and other jurisdictions in which the Company operates. The components of the net deferred tax asset and the amount of the valuation allowance are as follows:

	<u>2009</u>	<u>2008</u>
Deferred tax assets		
Net operating loss carryforwards – United States	\$ 1,902,000	\$ 1,392,000
Net operating loss carryforwards – Foreign	1,731,000	1,744,000
Valuation allowance	<u>(3,633,000)</u>	<u>(3,136,000)</u>
Net deferred tax assets	<u>\$ --</u>	<u>\$ --</u>

The increase in the valuation allowance was \$497,000 for 2009 and \$28,000 for 2008.

The difference between the U.S. statutory federal tax rate of 34% in 2009 and 2008 and the provision for income tax of zero recorded by the Company are primarily attributable to the change in the Company's valuation allowance against its deferred tax assets and to a lesser extent to the tax rate differential on losses in foreign countries.

## **Note 12. Commitments and Contingencies**

Pursuant to a financing agreement entered into in February 2008, the Company is obligated to issue warrants, exercisable for five years from date of issue, for a number of shares of common stock equal to 10% of the number of shares issued under the equity line. As at December 31, 2009, the Company is obligated to issue warrants to purchase 2,640 shares of common stock.

Pursuant to an agreement entered into in August 2008, the Company is obligated to issue shares of common stock equivalent to 1% of the issued and outstanding shares of the Company at each of March 1, 2009, June 1, 2009, and September 1, 2009.

### ***Lease Commitments***

The Company incurred total rent expense of \$138,395 and \$62,011, for the years ended December 31, 2009 and 2008, respectively. Future lease commitments are as follows:

2010	\$96,510
2011	\$44,380

### **Note 13. Segment Information**

The Company views its operations in two lines of business – (1) corporate and PIV; and (2) mobile messaging. The following summary financial information by segment for the years ended December 31, 2009 and 2008, as taken from the internal management reports, is as follows:

	<b>Year Ended December 31, 2009</b>	<b>Year Ended December 31, 2008</b>
Revenue		
Corporate and PIV	\$ -	\$ 2,500
Mobile messaging	9,659,154	-
	<u>\$9,659,154</u>	<u>\$ 2,500</u>
Loss		
Corporate and PIV	\$(1,488,443)	\$(2,835,748)
Mobile messaging	(2,217,682)	-
	<u>\$(3,706,125)</u>	<u>\$(2,835,748)</u>
Assets		
Corporate and PIV	\$ 5,478	\$ 29,243
Mobile messaging	5,584,141	-
	<u>\$ 5,589,619</u>	<u>\$ 29,243</u>

### **Note 14. Subsequent Events**

Subsequent to December 31, 2009, the Company

- issued 28,944,723 shares of common stock for the acquisition of all the issued and outstanding stock, with a fair value of \$9,600,000, of Solesys S.A.;
- issued 2,400,000 shares of common stock for services received of a fair value of \$1,140,000; and
- converted \$125,282 of advances from shareholder into a convertible promissory note with interest of 6% payable quarterly in arrears. The promissory note is due December 31, 2010, and may be converted into common shares of the Company with a conversion price equal to 85% of the average closing market price of the Company's stock for the 10 trading days immediately preceding the conversion date.

Intelligent Communication Enterprise Corporation  
Wholly Owned Subsidiaries of the Company  
(as of December 31, 2009)

Mobiclear Limited  
Mobiclear Inc.  
Mobiclear, Inc.  
Radius-ED Limited  
Radius-ED Sdn. Bhd.  
Radius-ED Inc.  
Radius-ED Pte. Ltd.  
Solesys S.A.

United Kingdom  
British Virgin Islands  
Philippines  
Cayman Islands  
Malaysia  
United States  
Singapore  
Switzerland

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13a-14**

I, Luther L. Jao, certify that:

1. I have reviewed this annual report on Form 10-K of Intelligent Communication Enterprise Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 15, 2010

/s/ Luther L. Jao  
Luther L. Jao  
Principal Executive Officer

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13a-14**

I, Kenneth G.C. Telford, certify that:

1. I have reviewed this annual report on Form 10-K of Intelligent Communication Enterprise Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 15, 2010

/s/ Kenneth G.C. Telford  
Kenneth G.C. Telford  
Principal Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Intelligent Communication Enterprise Corporation (the “Company”) on Form 10-K for the year ended December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Luther L. Jao, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Luther L. Jao  
Luther L. Jao  
Chief Executive Officer  
April 15, 2010

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Intelligent Communication Enterprise Corporation (the “Company”) on Form 10-K for the year ended December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Kenneth G.C. Telford, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Kenneth G.C. Telford  
Kenneth G.C. Telford  
Chief Financial Officer  
April 15, 2010

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.