

eDOORWAYS INTERNATIONAL CORPORATION
Disclosure Statement - December 31, 2011 Annual Report
First and Second Quarter, 2012

Part A General Company Information

Item I The name of the issuer:

eDOORWAYS INTERNATIONAL CORPORATION formerly GK Intelligent Systems, Inc. The name changed at the beginning of the 2006 calendar year to eDoorways Corporation and to eDoorways International Corporation in September of 2010.

Item II The address of the issuer's principal executive offices:

The principal address is 3409 Esperanza Crossing, Suite 7211, Austin, Texas 78758.
The Company operates a website with the URL: edoorways.com
The Principal executive officer of the company is Gary Kimmons he can be reached at the Corporate offices Phone number of 512-415-3425 fax number of 512-284-7285.

Item III The Jurisdiction and date of the issuer's incorporation or organization:

The issuer was incorporated in Delaware in February of 1988.

Part B Share Structure

Item IV The exact title and class of Securities outstanding:

On October 27, 2011, we filed a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware to effect a reverse split of the Company's outstanding Common and Preferred stock of 1000:1 to reduce the total number of shares of which the Corporation will have the authority to issue to fifteen million three hundred thousand (15,300,000) shares consisting of fifteen million (15,000,000) shares of common stock, par value \$0.0001 and three hundred thousand (300,000) shares of blank check preferred stock, par value \$0.0001.

Note: Unless specified as "pre-split", all securities issuances (both common and preferred) in this filing are post-split.

Series A convertible preferred stock, \$0.0001 par value per share; 7,000
shares authorized, none issued

Series B convertible preferred stock, \$0.0001 par value per share; 1,100
shares authorized, none issued

Series C convertible preferred stock, \$0.0001 par value per share; 1,000

shares authorized, 1,000 issued and outstanding

Series D preferred stock, \$0.0001 par value per share; 1,000 shares authorized, issued and outstanding

Series F preferred stock, \$0.0001 par value per share; 50,000 shares authorized, issued and outstanding

Series G preferred stock, \$0.0001 par value per share; 60,000 shares authorized; 47,695 shares authorized, issued and outstanding.

Series H preferred stock, \$0.0001 par value per share; 10,000 shares authorized, 5,952 shares issued

Common stock, \$0.0001 par value per share; 15 million shares authorized; 6,217,709 outstanding

CUSIP number: 281373209

The trading Symbol is EDWY

Item V Par or stated value and description of the security:

A. Par value or stated value

Series A, B, C, D, F, G & H of preferred stock are all at \$0.0001 par value
All Common stock has a par value of \$0.0001

B. Common or Preferred Stock

1. Common stock has voting rights and to date no dividends have been issued.
2. The Board of Directors is vested with the authority to fix the voting powers and other designations of each class of stock. The Board has not made any such designations of the Series A, B, F, G and H Convertible Preferred Stock. On December 4, 2007, the Board of Directors designated that the Series C Convertible Preferred Stock would:

. Carry voting rights five times the number of common stock votes;

. Carry no dividends;

. Carry liquidating preference eight times the sum available for distribution
to common shareholders;

. Can automatically convert after one year after issuance to 20 common shares;

and

. Not be subject to reverse stock splits and other changes to the common stock of eDoorways International Corporation.

Series D preferred stock carries the same dividend rights as common stock and allow the holder of the outstanding shares voting rights equal to 51% of all voting stock, preferred and common.

3. There are no other material rights of common or preferred stock.

4. None

Item VI The Number of shares or total amount of securities outstanding for each class of securities authorized.

Class A Preferred Stock as of October 4, 2012- 7,000 shares authorized none issued
Class B Preferred Stock as of August 21, 2012- 1,100 shares authorized none issued
Class C Preferred Stock as of August 21, 2012- 1,000 shares authorized and 1,000 outstanding. There are none of these shares being traded currently. There are two beneficial owners of these shares. There are only two owners of these shares.
Class D Preferred Stock as of August 21, 2012 there are 1,000 shares authorized and 1,000 issued and outstanding to one beneficial owner.
Class E None Created
Class F Preferred Stock as of August 21, 2012 – 50,000 shares authorized and 50,000 outstanding. There is one beneficial owner of these shares.
Class G Preferred Stock as of August 21, 2012 – 60,000 shares authorized; and 47,695 issued and outstanding to two beneficial owners.
Class H Preferred Stock as of August 21, 2012 – 10,000 shares authorized and 5,952 issued and outstanding to one beneficial owner.

Preferred Stock as of August 21, 2012 there are 300,000 shares authorized.

Common Stock as of August 21, 2012 there are 60 million shares authorized and 46,028,258 issued and outstanding.

The Public float of Common stock as of August 21, 2012 is 20,868,591
The total number of beneficial shareholders as of August 21, 2012 is 9
The total number of shareholders of record as of August 21, 2012 is 213

Part C Business Information

Item VII The name and address of the transfer agent.

The registrar and transfer agent for the issuer is ClearTrust LLC.

Office:

16540 Pointe Village Drive, Ste 201, Lutz, FL, 33558 is registered under the securities Exchange Act and its regulatory authority is the Securities and Exchange Commission. The Agent can be reached at phone number – (813) 235-4490.

Item VIII The nature of the issuer's business.

A. Business Development

1. - 2. Form of Organization of the Issuer. Year Organized. eDoorways International Corporation (the "Company", "eDoorways," "we" or "us") was originally incorporated in the state of Delaware on February 26, 1988 under the name Technicraft Financial Ltd. In October 1991, the name was changed to LBM-US, Inc. In a reverse merger in August of 1994, the company acquired GK Intelligent Systems, Inc. and the Company adopted such name. In 2006, the Company changed its name to eDoorways Corporation, Inc. and in 2010 the name was amended to eDoorways International Corporation.

3. Fiscal Year-End. The Company's fiscal year end is December 31st.

4. Whether the Issuer has been in Bankruptcy / Receivorship. None

5. Any Material Reclassification / Merger / Consolidation / Purchase / Sale of Assets. None

6. In the last three years the Company has not defaulted on loans or other indebtedness and has had no change in control.

7. Any Change of Control. None

8. The Company has increased its shares of common stock from a little over 5 million to 46 million in 10 months to pay for the development costs of its products.

9. Past or Pending Stock Split / Stock Dividend / Recapitalization / Merger / Acquisition / Spinoff / Reorganization. The Company enacted a 1000:1 reverse stock split on October 27, 2011 resulting in 15 million authorized common shares and 300,000 authorized blank check preferred shares.

10. The Company moved from the OTC Bulletin Board to the PinkSheets in 2010.

11. Current / Past / Pending or Threatened Legal Proceedings or Administrative Actions

1. Deanna S. Slater. On August 31, 2006, Deanna S. Slater, an independent contractor formerly with M Power Entertainment, Inc., brought suit in County Civil Court at Law Number Four in Harris County, Texas, Docket Number 872,560, alleging breach of contract, quantum meruit, promissory estoppel and for attorney's fees. No specific dollar amount was claimed by Ms. Slater but the Court on December 29, 2006 granted our Special Exceptions and she was required to replead her petition alleging the amount she sought in damages along with certain other pleading requirements. The pre-lawsuit demand was for payment of \$15,785.25. Trial was had on this matter in November 2007. On December 31, 2007, the court awarded Deanna S. Slater the sum of \$3,400 and \$5,000 to her attorneys.
2. On August 31, 1999 Marathon Oil Company obtained a Default Judgment against GK Intelligent Systems, Inc. in the amount of \$326,943.00 plus attorney's fees of \$7,500.00. Execution was issued on October 4, 1999 and the personal property of GK as tenant was turned over tot the landlord, Marathon. According to the public records of the Harris County District Clerk, no subsequent execution on this judgment has been made. It then appears that under Section 52.006 *Duration of Lien* under the Texas Property Code that "A judgment lien continues for 10 years following the date of recording and indexing the abstract, except that if the judgment becomes dormant during that period the lien ceases to exist." It is the opinion of counsel that

this lien is no longer enforceable against eDoorways, if in fact the execution did not satisfy the judgment.

3. On June 12, 2002 GK Intelligent Systems executed a promissory note to BDO Seidman, LLP for \$85,000.00 due in full on March 1, 2003. Under V.T.C.A., Civil Practice & Remedies Code Section 16.004 *Four-Year Limitations Period*, a person must bring suit on an action for debt not later than four years after the day the cause of actions accrues. It is the opinion of counsel that this debt is no longer enforceable against eDoorways.
4. Giselle Koy filed a lawsuit against eDoorways Corporation, Inc., Gary Kimmons and Ian Mitchell in the 261st Judicial District Court of Travis County, Texas on April 13, 2010 in Cause No. D-1-GN-10-001071. That case was set for dismissal if a Motion to Retain was not filed by May 25, 2012. No Motion to Retain was filed by the Plaintiff but the Court has not yet ruled on that dismissal for failure to prosecute.
5. Ian Mitchell and EC Technologies Corporation filed a lawsuit against eDoorways International Corporation and Gary Kimmons in the 419th Judicial District Court of Travis County, Texas on July 10, 2010 in Cause No. D-1-GN-10-2381. That case was dismissed on August 31, 2011 for want of prosecution.
6. Growth Acceleration Partners filed a lawsuit against eDoorways International Corporation, Ian Mitchell and eDoorways Corporation, Inc. on November 17, 2010 in the 345th Judicial District Court of Travis County Texas in Cause No. D-1-GN-10-004048. The last activity in that case was documents produced by eDoorways International Corporation on July 11, 2011.
7. Paddington Media, LLC filed a lawsuit against eDoorways International Corp and Gary Kimmons on May 11, 2012 in the 200th Judicial District Court of Travis County, Texas in Cause NO. D-1-GN-12-001456 seeking damages at \$28,875.00. We have filed an answer and anticipate filing a counterclaim for monies paid up front. Paddington Media alleges that they have not paid in full. eDoorways International Corp alleges failure of consideration for a product that was not as represented. Discovery has just started in that case.

We are not aware of any other claims or assessments, other than as described above, which may have a material adverse impact on our financial position or results of operations

B. Business of Issuer

1. Primary / Secondary SIC Codes. None

2. eDoorways is a technology innovator and facilitator of artificial intelligence (A.I.) based, speech-enabled applications with avatar interaction on mobile devices. We are combining our "Intelligent Performance Support" (IPS) A.I. software with state of the art avatar creation technology to deliver highly interactive contextually-relevant information and resources to web and mobile users. Our systems remember content and recall interactions with each user, which increases effectiveness and value of user experience.

Our first subsidiary Smart 1 Systems Inc. is developing the technology and tools for a number of established vertical markets, currently targeting personal fitness, healthcare, learning, and professional interaction. We are searching for additional verticals to address.

3. None. The Company has not been nor is it now a "shell company".

4. Names of Any Parent, Subsidiary or Affiliate. None
5. Effect of Existing or Probable Government Regulations. None
6. Time Spent on Research and Development Activities. None
7. Costs and Effects of Compliance with Environmental Laws. None
8. The Company has a total of two employees, both of whom are full-time.

Item IX: The Nature of Products and Services offered.

Description

eDoorways is a technology innovator and facilitator of artificial intelligence (A.I.) based speech-enabled applications with avatar interaction on mobile devices. We are combining our "Intelligent Performance Support" (IPS) A.I. software with state of the art avatar creation technology to deliver highly interactive contextually-relevant information and resources to web and mobile users. Our systems remember content and recall interactions with each user, which increases effectiveness and value of user experience.

Our first subsidiary Smart 1 Systems Inc. is developing the technology and tools for a number of established vertical markets, currently targeting personal fitness, healthcare, learning, and professional interaction.

At the foundation of eDoorways technology is voice controlled programs on mobile devices or personal computers and tablets where users are able to actually "talk" to the system's AI programs using their voice to control pace and focus of instruction. This enables mobile phones to effectively deliver content and visual information (pictures, videos, diagrams, graphics, numeric charts/formulas et al) and reach learners using the expanding mobile telephone spectrum around the world for those who do not have high speed Internet, WiFi or Wimax service thereby expanding eDoorways market to virtually anywhere where "smart phones" can be used. Voice controlled interaction has another benefit too—it helps ensure learners "get it" as they progress through the course or program materials because the information is tailored to and presented to each user's specific need and capability.

eDoorways is combining its mobile interactive voice system with the new reality of avatar technology to replicate trainers and teachers so users can work with them, learn from them and benefit from a one-on-one relationship. Video technology such as Skype and Google enable teachers to visually interact one on one with students and meet them without the requirement of traveling to a facility designed for learning and doing. They can meet students where they live and work as part of their daily routine which increases their willingness to use and pay for the service. High end personal trainers such as Michael Torchia have used video teleconferencing to conduct personal training sessions with clients on other

continents. But in order to have personal, individual interaction and focus, only one (or perhaps a few) individuals can benefit from the experience.

By creating a life-like Mike Torchia and delivering his interaction to mobile devices (such as PDA's and iPhones) and personal computers eDoorways enables him to work one on one with many clients simultaneously. The system, just like Mike, tailors each session to each individual and remembers the events that transpired in order to build upon them over time. The combined technology enables thought leaders, teachers and trainers to reach an unlimited number of learners and users simultaneously and yet build a data file for each one that remembers them and can start right where they left off in the prior session.

The Smart 1 System avatar is created in a "brief" session where the individual is filmed in a revolutionary studio using breakthrough techniques and video technology. Once the avatar video is captured, after the "star" is gone, the technical team is able to place the avatar with any background and virtual clothing, and have it say just about anything with movement and facial expressions that are appropriate. The AI team can then add this visual to the voice interaction and massive data files that present graphics, play videos and record personal reaction and responses to "remember" each user.

And this is a building block approach. The initial programs offer initial benefit to initial users thereby creating initial corporate clients with specific goals tailored to their users. Continuously new applications are added and existing ones are enhanced, and improved. The system not only remembers each user's progress but also enables the *corporate development of ever-expanding applications offering continuing benefit to users to the point where they master the subject matter or achieve their personal fitness, wellness goals. After that point as with real personal trainers, they progress into maintenance mode if they have a bond with the trainer. Continuing benefit will create continuing use which will generate monthly recurring service revenues.*

Market / Personal Training

"Do you know how to do a pushup...Really? Would you like to view a brief video on the proper form and how to start easy and build confidence and skill over time? Good, watch this video and then let's decide what's next... "

Market / Healthcare and Diagnostics

By creating a "physician's assistant" avatar capable of interacting with users and able to answer the 20% of questions that create 80% of the calls from independent and assisted living communities or nursing homes, the staff is supplemented by the system and residents get standard answers from a dramatic new staff member available 24 hours a day.

Market / Corporate Wellness

By accessing the massive data available regarding diet and nutrition, the personal wellness avatar can tell users what's in their lunch (carbohydrates, fats, sugars) and remember what they're consuming. One goal is to reduce the incidence of Type 2 Diabetes by improved diet. The available videos on YouTube indicate:

- **1 trillion** – The number of video playbacks on YouTube.
- **140** – The number of YouTube video playbacks per person on Earth.
- **48 hours** – The amount of video uploaded to YouTube every minute.”

Source: <http://royal.pingdom.com/2012/01/17/internet-2011-in-numbers/>

A vast amount of content has been created and is available on YouTube; however, the same vast amount of content is “sit and watch” videos that are not in response to specific learners’ needs that deliver specific modules focused on that need. The videos are controlled by “pause, replay, fast forward” rather than by interactive voice controls and feedback from a system that “talks” to the learner and delivers a mix of graphics, diagrams, photo images, videos, text, that have been selected and added to the virtual assistant programs.

People are using search engines, social networking and Youtube to gather information and to learn. What is needed is a unified way to create interactive, voice controlled personal avatars with access to the specific information needed for the specific user—with the ability to monetize those new delivery methods, and that is precisely what eDoorways’ S1S team is developing.

We create an application-specific avatar (for example, nationally branded individuals) with an interactive web-based mobile interface that “talks with” users, remembers what they’ve said and done, and grows with them interactively over time. It becomes a personal trainer, teacher or coach to create positive change with each person via our subscription-based service.

We are working with industry-leading businesses and personalities to create these avatars, build interactive voice responses, and add our AI smart interface, all tied to cloud based servers. Our integrated technology lets the avatar react to and interact with individual users via mobile devices. In short, our unified system will deliver near-human “new media” support solutions to users who will confidentially and personally interact with the same avatar at the same time on a monthly subscription fee basis. There is also the opportunity to create revenue via ecommerce generated through real-time, hyper-personalized marketing enabled by the unique one-on-one interactivity our system fosters.

Sales and Marketing Strategy

Each vertical market and corporate account will be marketed through strategic partnerships with passionate market leaders who have access to clients and capital. Our intention is to create joint ownership and shared distribution of profits from recurring revenue subscribers via a Limited Liability Company (LLC). Each vertical will be supported by S1S technology and managed jointly by the market leaders and key individuals at eDoorways.

eDOORWAYS’ “Intelligent” Teaching Technology

We developed our “intelligent” teaching technology in a previous incarnation of the company approximately 10 years ago. At that time, the teaching technology established itself as an internationally known brand that received numerous awards for technical and marketing excellence. It is our intention to use the technology as part of a “doorway” called the LEARN service offering. In

addition, we are exploring other opportunities for the teaching technology in the marketplace.

A key aspect of the eDoorways brand is that it brings additional resources to bear to solve the consumer's problem. One important opportunity is that of training and education about relevant lifestyle topics and issues. We have developed a highly advanced and internationally accredited teaching technology known as the “intelligent” instructional technology to focus in these areas.

Our advanced software is an intuitive learning technology that creates a customized user profile by assessing the knowledge and skill level, and the strengths and weaknesses of the user through sophisticated, yet easy-to-use Q&A format. As the user interacts with the learning environment, his/her profile and progress are benchmarked against an already stored “expert profile” of the demonstrated knowledge and skill that an expert in the field would have. Using the “expert profile” as a comparison, the program gauges the users progress and modifies the level of support accordingly, giving the less skilled user prompts and menus that are not provided to the more experienced user.

COMPETITION

There are no direct competitors to this technology, period, as it, nor anything close to it presently exists. Basically, we are marrying the best of A.I.-based gaming technology (porting it to mobile devices) and the best of learning technology (see the table below for web-based learning startups). To our knowledge, there are no consumer-facing companies that bring personalized avatar technology to mobile devices and that make the results speak to you intelligently about topics that matter in your life. The speech-enabled Siri and Android Search do not have “faces” associated with them. Moreover, they are not particularly intelligent beyond their tie-ins with Wolfram Alpha and/or other knowledge assembly engines. In particular, they cannot carry on a conversation in natural language with users; rather they simply answer one unrelated question after another.

Company	Description	Market	Launch	Funding	Profit?	More info
2tor	Rather than point and laugh at higher education, the startup set out to partner with universities to build, administer, and market their own online degree programs, collaborating with institutions to create digital education programs that would not just be equivalent to in-classroom education, but perhaps even better. To do this, 2tor has endeavored to supply universities with the tools, expertise, capital, and global recruiting necessary to lift up online ed by the bootstraps.	University education	2008	\$97m	no	http://techcrunch.com/2012/04/02/2tor-sees-ed/
ShowMe	ShowMe wants to bring the classroom-flipping power of Khan Academy's platform to the millions of teachers out there looking to share their knowledge and experience with students of every age. "We want to create thousands of Sal Khans," ShowMe CEO San Kim tells us, taking Khan's approach and turning into a community and P2P-based model. To do so, the startup built an iPad app (with a corresponding web platform) that transforms the device into an interactive video whiteboard, allowing teachers of all stripes to record lessons while speaking into the iPad's microphone and drawing on the accompanying touchscreen whiteboard. Once those instructors have created a video, they can then be shared on the app or on the Web, where other users can peruse through videos, voting them up, and sharing their own favorites.	K-12 + anyone with something to teach via an iPad whiteboard	2009	\$800k	no	http://techcrunch.com/2012/03/08/showme-raises-800k/
Udemy	Our goal is to disrupt and democratize education by enabling anyone to learn from the world's experts. Just as blogging democratized the publishing industry (enabling anyone to instantly become a journalist), Udemy seeks to dramatically change education by empowering millions of experts around the world to teach & share what they know. We've built an incredible platform that makes it easy for anyone to build an online course. Instructors can use video, PowerPoint, PDFs, audio, zip files and live classes to quickly build a course and share their expertise. Students can take courses across a great breadth of categories, including: business & entrepreneurship, academics, the arts, health & fitness, language, music, technology, games, and more. Most courses on Udemy are free, but some	anyone	Feb 2010	\$1m	no	http://www.udemy.com/static/press

	are paid. Paid courses typically range in price from \$5 - \$250.					
Company	Description	Market	Launch	Funding	Profit?	More info
Udacity	Using Khan Academy as inspiration, Sebastian Thrun decided to bring his Stanford class on artificial intelligence online. Anyone could sign up for free. And 160,000 people from around the world did. He saw the power of creating interactive lectures and distributing them for free. He left Stanford and launched Udacity, a company focused on bringing free university-level education to the world.	University education	2011	\$1.5m	no	http://techcrunch.com/2012/04/14/ev-stanford-teachers-now-creating-free-university-level-education-in-us/
GrokIt	Grokkit is an online social learning company. It currently offers Test Prep services for GMAT, IIM CAT, LSAT, GRE, ACT, SAT and AP Calculus and AP History tests. Grokkit has conducted significant research proving that people learn better through peer-to-peer instructional design instead of teacher-to-student lectures, and Grokkit has built a platform for license and direct-to-consumer products that harness this research.	Test prep & AP	12/2006	\$25m	no	http://www.cnn.com/BUSINESS/2009/07/27/grokkit/
lynda.com	lynda.com is an online learning company that helps anyone learn software, creative, and business skills to achieve their personal and professional goals. With a lynda.com subscription, members receive unlimited access to a vast library of high quality, current, and engaging video tutorials. New courses and topics are added every week at no extra cost. We carefully select the world's top experts who are the best in their field, passionate about their subject matter, and know how to teach. Members tell us that a lynda.com subscription instills self-confidence and unlocks a sense of accomplishment that they have not found anywhere else.	audio, business, design, animation, software, photography, video, etc.				www.lynda.com
Straighter Line	StraighterLine, a Baltimore-based startup, is one of many young companies trying to find a solution to these rising costs, through online education. Founded in 2010, StraighterLine offers a low-cost, subscription-based service that allows students to take a variety of accredited, general ed courses online.	University education	2010	\$10m	no	http://techcrunch.com/2012/04/14/startup-line-reduces-the-cost-of-university-education-2/
Minerva Project	...describing itself as "the first elite American University to be launched in more than a century," The Minerva Project is aiming to rethink the role of colleges and universities, taking into account the ways in which the Web has completely altered the distribution of and access to information.	University education	2012	\$25m	no	http://techcrunch.com/2012/04/13/new-university-25m-fund-breakthrough/
Khan Academy	With over 3,100 videos on everything from arithmetic to physics, finance, and history and hundreds of skills to practice, we're on a mission to help you learn what you want, when you want, at your own pace.	K-12 ed.	2006	\$3m	non-profit	http://en.wikipedia.org/wiki/Khan_Academy
Coursera	Coursera is a Web portal to distribute a broad array of interactive courses in the humanities, social sciences, physical sciences and engineering. Besides Stanford and the University of California, Berkeley, where the venture has already been offering courses, the university partners include the University of Michigan, the University of Pennsylvania and Princeton. http://www.nytimes.com/2012/04/18/technology/coursera-plans-to-announce-university-partners-for-online-classes.html?_r=1&adxnml=1&partner=rss&emc=rss&adxnmlx=1334751192-27iiRZHDLFzm2Ztr5N+/6Q	University education	2011	\$16m	no	https://www.coursera.org/

DEPENDENCE ON ONE OR A FEW MAJOR CUSTOMERS

We presently do not have any customers for our services as we are a development stage company.

PATENTS, TRADEMARKS, LICENSES, FRANCHISES, CONCESSIONS, ROYALTY AGREEMENTS OR LABOR CONTRACTS, INCLUDING DURATION:

In 2009, the Company filed applications for three Service Marks for the names "iDoorways", "Consumer 3.0" and "eDOORWAYS". In October, 2011, Gary Kimmons filed an application for a Service Mark for the name "The Global Public Square." As of August 21, 2012 these applications were still pending.

NEED FOR ANY GOVERNMENT APPROVAL OF PRINCIPAL PRODUCTS OR SERVICES

Not applicable.

EFFECTS OF EXISTING OR PROBABLE GOVERNMENT REGULATIONS ON OUR BUSINESS

As Internet commerce continues to evolve, increasing regulation by federal, state or foreign agencies may become more likely and our business may be subject to increase regulation in the area of data privacy, and laws and regulations applying to the solicitation, collection, processing or use of personal or consumer information. Any such laws could result in a decline in the use of the Internet and the viability of Internet-based products and services, which could harm our business and operating results.

RESEARCH AND DEVELOPMENT ACTIVITIES AND COSTS

All of our research and development activities are presently borne by the Company. As of August 21, 2012, we have spent \$5,700,865 on research and development activities. Our business plan calls for us to expend a total of approximately \$2,000,000 over the next twelve months for research and development. The company is currently negotiating a line of credit agreement with independent third parties to provide for the funds necessary to cover our anticipated research and development expenses, however, no assurance can be given that we will be successful in obtaining such line of credit, or that such will be on terms favorable to us.

COSTS AND EFFECTS OF COMPLIANCE WITH ENVIRONMENTAL LAWS

We do not expect any environmental laws to give rise to additional costs to our business.

Employees

The Company had two employees as of August 21, 2012.

Item X The nature of the issuer's facilities

The issuer's headquarters are located in Austin, Texas and consists of a small office we rented in northwest Austin. This space is targeted to become a short-term base of operations for launching the Company in 2012 - 2013. Upon the lease's expiry, the Company anticipates, although no

assurance can be given, that we will relocate to a larger office space in the downtown Austin area at an approximate cost of \$3,000 per month.

We believe that our existing facilities are adequate to meet current requirements, and that suitable additional or substitute space will be available as needed to accommodate any further physical expansion of operations and for relocation of the headquarters to Austin.

Part D Management Structure and Financial Information

Item XI The name of the chief executive officer, members of the board of directors as well as control persons:

1. Officers and Directors (Full Name)

Gary Frank Kimmons, CEO, Chief Financial Officer, Chairman of the Board
Kathryn Lynn Kimmons, Secretary, Member of the Board
Damian Lance Kimmons, Member of the Board
Dr. Ramiro Jordan, Member of the Board
Richard Henderson, Executive Vice-President, Business Development, Member of the Board
Chris Mitchell, Chief Financial Officer
Dr. Robert Wesson, Chief Technology Officer
Alison Savitch, Vice-President - New Media Technology
Michael Torchia, Vice-President - Business Development

The following table sets forth the name, age and position of each of the members of our board of directors, executive officers and promoters as of August 21, 2012:

Our Board of Directors consists of only one class. All of the directors will serve until the next annual meeting of stockholders and until their successors are elected and qualified, or until their earlier death, retirement, resignation or removal. We also have provided a brief description of the business experience of each director and executive officer during the past five years and an indication of directorships held by each director in other companies subject to the reporting requirements under the Federal securities laws.

Name	Age	Position
Gary F. Kimmons	61	Chairman of the Board President Chief Executive Officer
Lance Kimmons	33	Director and Director of Operations
Kathryn Kimmons	58	Director and Secretary
Dr. Ramiro Jordan	56	Director
Richard Henderson	60	Director

2. Business Address. The business address for all of the aforementioned Officers and Directors is 3409 Esperanza Crossing, Suite 7211, Austin, Texas 78758.

3. - 4. Employment History / Board Memberships / Other Affiliations

GARY F. KIMMONS, has served as chairman of the board since August 1998, and from 1993 until April 1998. Mr. Kimmons has also served as president and chief executive officer since 1993 and secretary since September 1998. Mr. Kimmons has extensive experience in the design, development and implementation of business management and technical training systems. Mr. Kimmons received a Bachelor of Science degree in psychology, anthropology, and behavioral science from Rice University in 1973 and a master's degree in applied industrial psychology and management science from Stevens Institute of Technology in 1975. Board Memberships - eDoorways International Corporation. No other affiliations.

DAMIAN LANCE KIMMONS, rejoined the board on January 1, 2007. Mr. Kimmons originally held a position on the board in 2002. Mr. Kimmons has assisted his father, Gary Kimmons, with the development of our business development plan, with a key focus on the automotive vertical marketplace. He attended St. Thomas University from 1998 to 2002, where he majored in business. Board Membership - eDoorways International Corporation. No other affiliations.

KATHRYN KIMMONS, currently serves as the Secretary and a Director and has held the position from June, 2002. Mrs. Kimmons has over 20 years of experience in the entertainment industry as well as 10 years in retail sales and operations. A business entrepreneur who has founded her own entertainment business as well as a retail business selling antiques and collectibles, Mrs. Kimmons is experienced merchandising presentation, interior and retail buying. Mrs. Kimmons has been a sole proprietor of Sophie's Nest, a retail enterprise focused on home furnishings. Board Memberships - eDoorways International Corporation. No other affiliations.

Dr. RAMIRO JORDAN, currently serves as a Director and has held the position since May of 2010. Ramiro Jordan is Founder and Executive Vice President of ISTEAC (the Ibero-American Science and Technology Education Consortium), a non-profit organization comprised of educational, research, industrial, and multilateral organizations throughout the Americas and the Iberian Peninsula. Currently he holds the position of VP for the Americas Region in the International Federation of Engineering Education Societies. He is also a Board member of the Engineering for the Americas Initiative, which is an Initiative of all Heads of State of the Americas Region hosted by the Organization of American States. He also is Executive Vice-president and Chief Development Officer of Gridline Communications Holdings, Inc. He is currently a faculty at the Electrical and Computer Engineering department at the University of New Mexico (USA) as well in the Universidad Nacional de La Plata, La Plata (Argentina). He obtained his MS and Ph.D. in Electrical and Computer Engineering from Kansas State University, 1984 and 1987 respectively, and the degree of Telecommunications Engineer at the Universidad Nacional de La Plata in 1981. He is active member of several Scientific and professional societies and holds national and international Honors and Awards. He actually serves as member of the Board of institutional and professional organizations. He has published extensively articles and books and is member of the Editorial Board of Computers and Software Engineering Magazine, Editor of Journal of Computer Science and Technology, Universidad de Plata, Argentina, Advisor of the International Conference in Engineering

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation	Non-Qualified Deferred Compensation Earnings	All Other Compensation (\$)	Total (\$)
Kathryn Kimmons	2011	30,000	N/A	N/A	N/A	N/A	N/A	N/A	30,000
Secretary and Director	2011	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Richard Henderson		N/A	N/A	N/A	N/A	N/A	N/A	30,000	30,000
EVP and Director	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Chris Mitchell		N/A	N/A	N/A	N/A	N/A	N/A	40,000	40,000
CFO, VP Global Mkts	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Michael Torchia		N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
VP, Business Development	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Dr. Robert B. Wesson		N/A	N/A	N/A	N/A	N/A	N/A	37,500	37,500
CTO	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(1) Mr. Kimmons, the President and CEO of the Company is currently subject to an Employment Agreement with the Company. See "Employment Contracts" below.

For the calendar year-ended December 31, 2009 Gary F Kimmons earned \$44,962.60 in employee compensation.

For the calendar year-ended December 31, 2010 Gary F Kimmons earned \$14,568 in employee compensation.

For the calendar year ended December 31, 2011 Gary F Kimmons earned \$47,650 in employee compensation (before expenses).

Lance Kimmons received \$27,800 in non-employee compensation for his role as Director of Operations for the 2011 fiscal year and \$9,000 for the first and second quarters of 2012.

For the calendar year-ended December 31, 2009 Kathryn L Kimmons earned \$11,200 in nonemployee compensation.

For calendar years 2010 and 2011 Kathryn L Kimmons received no non-employee compensation. No compensation has been paid during 2012.

Grants of Plan Based Awards

The company does not have an employee stock plan.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth for each named executive officer certain information concerning the outstanding equity awards as of our latest fiscal year end December 31, 2011.

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 Unearned Options	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested	Market Value of Shares or Units of Stock that Have Not Vested	Equity Incentive Plan Awards: Number of 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
Gary Kimmons	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Lance Kimmons	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Kathryn Kimmons	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Election of Officers

Each director is elected at the Company's annual meeting of shareholders and holds office until the next annual meeting of stockholders or until the successors are qualified and elected. The bylaws permit the Board of Directors to fill any vacancy and such director may serve until the next annual meeting of shareholders or until his or her successor is elected and qualified.

Compensation of Directors

The following table sets forth the aggregate cash compensation paid by the Company for services rendered by its Directors during the last completed fiscal year.

DIRECTOR COMPENSATION for Period Beginning January 1, 2011 and Ending December 31, 2011							
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 accrued unpaid Compensation	Total
Gary Kimmons	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Lance Kimmons	\$27,800	N/A	N/A	N/A	N/A	\$68,200	\$96,000
Kathryn Kimmons	N/A	-	N/A	N/A	N/A	\$30,000	\$30,000

Employment Agreements

Gary Kimmons. On January 1, 2011, the Company entered into a three-year employment agreement with Gary Kimmons, to act as the CEO and President of the Corporation. The agreement will automatically extend at the end of the 3-year term, unless notification is given by either party to terminate. Compensation was set and authorized by Board of Directors and agrees to compensate Mr. Kimmons in the following manner: a) Monthly salary of \$25,000 (annual salary of \$300,000); b) \$60,000 annual cash bonus representing 20% of Executive's annual base salary (executive may elect to receive bonus in the form of common stock rather than a cash payment); c) Company will issue 30,000,000 (thirty million) shares of restricted common stock to the Kimmons Family Partnership, LTD, as a reward for Mr. Kimmons' accomplishments related to the eDoorways initiative in 2009.

Lance Kimmons. On January 1, 2011, we entered into a two-year consulting services agreement with Lance Kimmons (a director of the company) to assist with operations and business development of eDoorways International. Mr. L. Kimmons will also serve on the board of directors for the year 2008, and will receive the monthly director compensation of \$2,500 per month, in addition to a \$8,000 per month fee for consulting services in relation to the operations and business development aspect of the contract. The agreement was renewed on January 1, 2012.

Kathryn Kimmons. On January 1, 2011, eDoorways International Corporation entered into a non-employee director agreement with Kathryn Kimmons (a related party) to serve on the Board of Directors for the year 2011 and receive monthly director compensation of \$2,500. The agreement was renewed on January 1, 2012.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT FOR QUARTERS 1 AND 2, 2012

<u>Name of Beneficial Owner</u>	<u>Number of Shares Beneficially Owned (1)</u>	<u>% of Outstanding Shares</u>
Gary Kimmons (CEO, CFO and Chairman)(2)	8	0.000%
Lance Kimmons (Director)	2,979	0.0005%
Kathryn Kimmons (Director and Secretary)(3)	0	0%
Kimmons Family Partnership (2) (3)	50,188	0.109%
Throneberry Investment Production	5,750,000	12.99%
Heritage Corporate Services	4,836,137	10.485%
Allied Holding Group	4,317,449	9.38%
Dr. Robert Wesson	1,586,881	3.448%
All directors and officers as a group (3 persons)	1,640,056	0.0349%

1. All amounts shown in this column include shares obtainable upon exercise of stock options or warrants currently exercisable or exercisable within 250 days of the date of this table and is based on 46,028,258 of common stock outstanding as of August 21, 2012.
2. Mr. Gary Kimmons is a general partner of the Kimmons Family Partnership, Ltd., and as such has the sole voting, investment and disposition power over the 50,188 shares of Common Stock owned by the partnership
3. Mrs. Kimmons is deemed to have indirect beneficial ownership of these shares, as the spouse of Gary F. Kimmons.

B. Legal/Disciplinary History

None of the members of the board of directors have been the subject of legal or disciplinary action or are the subject of pending criminal proceedings.

C. Family Relationships

Gary Kimmons and Kathryn Kimmons are husband and wife. Lance Kimmons is the son of Gary and Kathryn Kimmons.

Section 16(a) Beneficial Ownership Compliance.

Section 16(a) of the Securities Exchange Act of 1934 requires our executive officers, directors and persons who own more than ten percent of our shares of common stock, to file initial reports of beneficial ownership on Form 3, changes in beneficial ownership on Form 4 and an annual statement of beneficial ownership on Form 5, with the SEC. Such executive officers, directors and greater than ten percent shareholders are required by SEC rules to furnish us with copies of all such forms that they have filed.

Based solely on our review of the copies of such forms filed with the SEC electronically, received by us and representations from certain reporting persons, for the fiscal year ended December 31, 2011, none of the officers, directors and more than 10% beneficial owners have filed Form 5's with the SEC.

Code of Ethics

We have adopted a code of ethics for our principal executive officers, which is posted on our internet website at www.edoorways.com.

Director Independence

Our determination of independence of directors is made using the definition of "independent director" contained in Rule 4200(a)(15) of the Marketplace Rules of the NASDAQ Stock Market ("NASDAQ"), even though such definitions do not currently apply to us because we are not listed on NASDAQ. We have determined that none of the members of our Board of Directors as of August 21, 2012 were "independent" within the meaning of such rules.

D. Related Party Transactions

There are no related party transactions in the Q1 and Q2 fiscal periods, 2012.

E. Conflicts of Interest

There are no conflicts of interest in the Q1 and Q2 fiscal periods, 2012.

Item XII Financial information for the issuer through 8-21-12

eDOORWAYS INTERNATIONAL CORPORATION					
RESULTS OF OPERATIONS					
UNAUDITED					
	Six months ended June 30,	Year ended December 31,		Increase/ (Decrease) in \$ 2011 vs 2010	Increase/ (Decrease) in % 2011 vs 2010
	2012	2011	2010		
Net Revenues:	\$ -	\$ -	\$ -	\$ -	0%
Operating expenses:					
Selling, general and administrative	581,101	1,193,248	5,128,462	(3,935,214)	-76.7%
Total operating expenses	581,101	1,193,248	5,128,462	(3,935,214)	-76.7%
Operating loss	(581,101)	(1,193,248)	(5,128,462)	3,935,214	-76.7%
Other expense:					
Gain on settlement	236,986	236,986	1,508,360	(1,271,374)	-84.3%
Gain (Loss) on derivative liability	(135,865)	(135,865)	47,895	(183,760)	-383.7%
Interest expense	(921,024)	(1,842,047)	(2,012,645)	170,598	-8.5%
	(819,903)	(1,740,926)	(456,390)	(1,284,536)	281.5%
Net loss	\$ (1,401,004)	\$ (2,934,174)	\$ (5,584,852)	\$ 2,650,678	-47.5%

eDOORWAYS INTERNATIONAL CORPORATION
CONSOLIDATED BALANCE SHEETS
UNAUDITED

ASSETS	June 30, 2012	December 31, 2011	December 31, 2010
Current Assets:			
Cash	\$ 10,524	\$ 3,057	\$ 4,064
Total current assets	<u>10,524</u>	<u>3,057</u>	<u>4,064</u>
 Total assets	 <u>\$ 10,524</u>	 <u>\$ 3,057</u>	 <u>\$ 4,064</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT			
Current Liabilities:			
Accounts payable and accrued expenses	\$ 4,892,068	\$ 4,522,241	\$ 3,902,244
Due to officer	65,038	65,038	4,038
Convertible instrument	10,910	10,910	36,058
Derivative Liability	8,083,167	7,972,274	6,750,488
Convertible notes payable and accrued interest	6,706,728	6,852,398	6,252,307
Total current liabilities	<u>19,757,910</u>	<u>19,422,861</u>	<u>16,945,135</u>
 Total liabilities	 19,757,910	 19,422,861	 16,945,135
Stockholders' Deficit:			
Series A preferred stock, \$0.001 per value per share; 7,000 shares authorized, none issued	-	-	-
Series B preferred stock, \$0.001 per value per share; 1,100 shares authorized, none issued	-	-	-
Series C preferred stock, \$0.001 per value per share; 1,000 shares authorized; 1,000 issued and outstanding	1	1	1
Series D preferred stock, \$0.001 per value per share; 1,000 shares authorized; 1,000 issued and outstanding	1	1	1
Series F preferred stock, \$0.001 per value per share; 50,000 shares authorized; 50,000 and 0- issued and outstanding, respectively	50	50	50
Series G preferred stock, \$0.001 per value per share; 60,000 shares authorized; 47,696 and 0- issued and outstanding, respectively	49	49	49
Series H preferred stock, \$0.001 per value per share; 10,000 shares authorized; 5,953 and 0- issued and outstanding, respectively	6	6	6
Common stock, \$0.001 per value; 15,000,000 shares authorized; 12,674,203 and 1,488,707 issued and outstanding	39,761	12,676	1,490
Additional paid-in capital	81,868,940	80,773,910	80,232,267
Accumulated deficit	(61,284,093)	(61,284,093)	(61,284,093)
Deficit accumulated during development stage	<u>(40,372,101)</u>	<u>(38,922,403)</u>	<u>(35,890,841)</u>
 Total stockholders' deficit	 <u>(19,747,387)</u>	 <u>(19,419,804)</u>	 <u>(16,941,071)</u>
 Total liabilities and stockholders' deficit	 <u>\$ 10,524</u>	 <u>\$ 3,057</u>	 <u>\$ 4,064</u>

See Notes to Financial Statements.

eDOORWAYS INTERNATIONAL CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
UNAUDITED

	June 30, 2012	December 31, 2011	December 31, 2010	Cumulative for the Period From January 1, 2006 (Inception) to June 30, 2012
Net Revenues	\$ -	\$ -	\$ -	\$ -
Operating expenses:				
Selling, general and administrative	581,101	1,193,248	5,128,462	18,751,960
Loss on disposal of equipment	-	-	-	9,287
Total operating expenses	<u>581,101</u>	<u>1,193,248</u>	<u>5,128,462</u>	<u>18,761,247</u>
Operating loss	(581,101)	(1,193,248)	(5,128,462)	(18,761,247)
Other expense:				
Gain on settlement	236,986	236,986	1,508,360	2,060,582
Gain (loss) on derivative liability	(135,865)	(135,865)	47,895	(7,546,299)
Loss on debt extinguishment	-	-	-	(79,836)
Interest expense	(921,024)	(1,842,047)	(2,012,645)	(15,826,178)
	<u>(819,903)</u>	<u>(1,740,926)</u>	<u>(456,390)</u>	<u>(21,391,731)</u>
Net loss	<u>(1,401,004)</u>	<u>(2,934,174)</u>	<u>(5,584,852)</u>	<u>(40,152,978)</u>
Less dividends Series F Preferred Stock	<u>48,694</u>	<u>97,388</u>	<u>73,041</u>	<u>219,123</u>
Net loss attributable to common stock	<u>\$ (1,449,698)</u>	<u>\$ (3,031,562)</u>	<u>\$ (5,657,893)</u>	<u>\$ (40,372,101)</u>
Earnings per share:				
Basic and diluted	<u>\$ (0.23)</u>	<u>\$ (0.53)</u>	<u>\$ (5.46)</u>	
Basic and diluted weighted average common shares outstanding	<u>\$ 6,100,062</u>	<u>\$ 5,556,938</u>	<u>\$ 1,022,513</u>	

See Notes to Financial Statements.

eDOORWAYS INTERNATIONAL CORPORATION
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
From January 1, 2006 to June 30, 2012
UNAUDITED

	Series D Preferred Stock		Series G Preferred Stock		Series H Preferred Stock		Series F Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Development Stage Accumulated Deficit	Stockholders' Equity (Deficit)
	Shares	\$	Shares	\$	Shares	\$	Shares	\$	Shares	\$				
Balance, January 1, 2006	-	\$ -	-	\$ -	-	\$ -	-	\$ -	22	\$ 0.02	\$ 61,136,409	\$ (61,264,078)	\$ -	\$ (1,47,694)
Common stock issued for services	-	-	-	-	-	-	-	-	446,511	446	7,638,011	-	-	\$ 7,638,016
Common stock issued for conversion of debt	-	-	-	-	-	-	-	-	4,805	42	927,281	-	-	\$ 927,303
Common stock issued for conversion of promissory notes payable	-	-	-	-	-	-	-	-	61,573	61	1,578,452	-	-	\$ 1,578,493
Common stock issued for compensation	-	-	-	-	-	-	-	-	40,438	40	332,723	-	-	\$ 332,763
Preferred stock issued for services	250	-	1,000	-	-	-	-	-	-	-	763,973	-	-	\$ 763,973
Preferred stock issued for compensation	-	-	-	-	-	-	-	-	-	-	179,999	-	-	\$ 179,999
Common stock issued to satisfy tax of credit	738	-	-	-	-	-	-	-	1,420	1	54,884	-	-	\$ 54,885
Common stock issued for conversion of notes payable	-	-	-	-	-	-	-	-	190,307	190	4,449,844	-	-	\$ 4,449,948
Fair value of derivatives converted to equity	-	-	-	-	-	-	-	-	-	-	407,501	-	-	\$ 407,501
Reclassified conversion features converted to equity	-	-	-	-	-	-	-	-	-	-	25,182	-	-	\$ 25,182
Disposal on convertible debt	-	-	-	-	-	-	-	-	-	-	14,362	-	-	\$ 14,362
Derivative liability converted to equity	-	-	-	-	-	-	-	-	-	-	33,274	-	-	\$ 33,274
Fair value adjustment for classification of derivatives	-	-	-	-	-	-	-	-	-	-	140,113	-	-	\$ 140,113
Cancelled shares for services	-	-	-	-	-	-	-	-	-	-	(94,039)	-	-	\$ (94,070)
Net loss	-	-	-	-	-	-	-	-	(1,401,004)	(1,401,004)	-	-	-	\$ (14,010,408)
Ending balance, December 31, 2006	1,028	\$ 1	1,000	\$ 1	-	\$ -	-	\$ -	762,598	761	75,613,729	\$ (61,264,078)	\$ (61,264,078)	\$ (15,364,372)
Preferred stock issued for debt conversion	-	-	-	-	-	-	3,953	\$ 6	-	-	1,994	-	-	\$ 1,994
Preferred stock issued to satisfy tax of credit	-	-	-	-	-	-	-	-	-	-	1,647,674	-	-	\$ 1,647,774
Preferred stock issued for services	-	-	-	-	47,696	\$ 48	-	\$ 30,000	30	-	81,983	-	-	\$ 81,983
Common stock issued for services	-	-	-	-	-	-	-	-	496,765	420	1,960,611	-	-	\$ 1,960,261
Common stock issued to satisfy debt	-	-	-	-	-	-	-	-	71,827	22	11,824	-	-	\$ 11,876
Common stock issued for conversion of notes payable	-	-	-	-	-	-	-	-	6,596	7	122,368	-	-	\$ 122,367
Common stock issued for conversion of promissory notes payable	-	-	-	-	-	-	-	-	9,080	9	26,483	-	-	\$ 26,490
Common stock issued for cash	-	-	-	-	-	-	-	-	209,000	209	46,391	-	-	\$ 46,392
Common stock issued in lieu of warrants	-	-	-	-	-	-	-	-	10,000	10	990	-	-	\$ 1,000
Preferred stock dividends	-	-	-	-	-	-	-	-	-	-	73,041	-	-	\$ (73,041)
Fair value adjustment for classification of derivatives	-	-	-	-	-	-	-	-	-	-	-	-	-	\$ -
Net loss	-	-	-	-	-	-	-	-	(1,401,004)	(1,401,004)	-	-	-	\$ (15,348,822)
Ending balance, December 31, 2010	1,028	\$ 1	1,000	\$ 1	47,696	\$ 48	3,953	\$ 6	30,000	30	1,486,707	\$ 1,488	\$ (61,264,078)	\$ (46,344,372)
Common stock issued for services	-	-	-	-	-	-	-	-	4,527,112	4,527	161,855	-	-	\$ 166,382
Common stock issued for cash	-	-	-	-	-	-	-	-	2,807,776	2,808	129,108	-	-	\$ 129,206
Common stock issued to satisfy debt	-	-	-	-	-	-	-	-	1,985,006	1,986	101,417	-	-	\$ 101,324
Common stock issued for conversion of promissory notes payable	-	-	-	-	-	-	-	-	1,873,000	1,873	31,873	-	-	\$ 31,730
Fair value of derivatives converted to equity	-	-	-	-	-	-	-	-	-	-	-	-	-	\$ -
Disposal on convertible debt	-	-	-	-	-	-	-	-	-	-	-	-	-	\$ -
Preferred stock dividends	-	-	-	-	-	-	-	-	-	-	97,388	-	-	\$ (97,388)
Fair value adjustment for classification of derivatives	-	-	-	-	-	-	-	-	-	-	-	-	-	\$ -
Net loss	-	-	-	-	-	-	-	-	(1,401,004)	(1,401,004)	-	-	-	\$ (2,254,176)
Ending balance, December 31, 2011	1,028	\$ 1	1,000	\$ 1	47,696	\$ 48	3,953	\$ 6	30,000	30	12,674,333	\$ 13,674	\$ (61,264,078)	\$ (49,494,804)
Common stock issued for services	-	-	-	-	-	-	-	-	4,659,307	4,659	209,747	-	-	\$ 214,403
Common stock issued for cash	-	-	-	-	-	-	-	-	2,900,000	2,900	108,539	-	-	\$ 111,339
Common stock issued to satisfy debt	-	-	-	-	-	-	-	-	19,526,536	19,526	728,238	-	-	\$ 747,763
Common stock issued for conversion of promissory notes payable	-	-	-	-	-	-	-	-	-	-	-	-	-	\$ -
Fair value of derivatives converted to equity	-	-	-	-	-	-	-	-	-	-	-	-	-	\$ -
Disposal on convertible debt	-	-	-	-	-	-	-	-	-	-	-	-	-	\$ -
Preferred stock dividends	-	-	-	-	-	-	-	-	-	-	48,264	-	-	\$ (48,264)
Fair value adjustment for classification of derivatives	-	-	-	-	-	-	-	-	-	-	-	-	-	\$ -
Net loss	-	-	-	-	-	-	-	-	(1,401,004)	(1,401,004)	-	-	-	\$ (4,451,098)
Ending balance, June 30, 2012	1,028	\$ 1	1,000	\$ 1	47,696	\$ 48	3,953	\$ 6	30,000	30	61,898,446	\$ (61,264,078)	\$ (61,264,078)	\$ (1,451,698)

eDOORWAYS INTERNATIONAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
UNAUDITED

	Six months ended June 30, 2012	Year ended December 31,		Cumulative for the Period From January 1, 2006 (Inception) to June 30, 2012
		2011	2010	
Cash flows from operating activities:				
Net loss	\$ (1,401,004)	\$ (2,934,174)	\$ (5,584,852)	\$ (40,152,978)
Adjustments to reconcile net loss to net cash used in Operating activities:				
Depreciation and amortization	-	-	-	5,237
Amortization of deferred financing costs	-	-	-	372,676
Amortization of debt discount	-	-	-	1,025,815
Notes payable issued for services	-	-	-	665,000
Excess of fair value of common stock issued in connection with the conversion of convertible promissory notes payable	-	29,352	27,000	1,353,560
Fair value of common stock issued in connection with debt	-	157,407	73,000	307,768
Fair value of common stock and preferred stock issued in connection with services rendered	462,510	348,013	2,814,696	12,033,176
Excess of fair value of common stock issued in connection with the conversion of notes payable	-	-	3,236	4,258,381
Fair value of preferred stock issued in connection with line of credit	-	-	1,947,724	2,002,410
Change in fair value of derivative liability	135,865	135,865	(47,895)	8,162,923
Fair value of embedded conversion feature recognized as interest expense	-	1,085,921	909,810	2,133,683
Gain from debt settlement	(236,986)	(236,986)	(1,508,360)	(1,980,746)
Loss on disposal of equipment	-	-	-	9,287
Changes in operating assets and liabilities:				
Other assets	-	-	-	4,000
Accrued interest	864,532	611,891	612,275	2,760,972
Accounts payable and accrued expenses	-	608,198	1,721,112	4,160,568
Due to officer	61,000	61,000	2,038	126,038
Net cash used in operating activities	<u>(114,083)</u>	<u>(133,513)</u>	<u>969,784</u>	<u>(2,752,230)</u>
Cash flows used in investing activities:				
Capital expenditures	-	-	-	(9,525)
Net cash used in investing activities	<u>-</u>	<u>-</u>	<u>-</u>	<u>(9,525)</u>
Cash flows from financing activities:				
Proceeds from notes payable	-	500	39,995	2,399,995
Proceeds from line of credit	-	-	898,662	2,018,699
Principal repayments on line of credit	-	-	(1,947,723)	(2,018,699)
Net proceeds from issuance of common stock for cash	121,250	132,006	41,800	295,056
Net proceeds from exercise of warrants	-	-	1,000	1,000
Repurchase of shares of common stock	-	-	-	-
Net cash provided by financing activities	<u>121,250</u>	<u>132,506</u>	<u>(966,266)</u>	<u>2,696,051</u>
Net increase (decrease) in cash	7,167	(1,007)	3,518	(65,704)
Cash, beginning of period	3,057	4,064	546	75,928
Cash, end of period	<u>\$ 10,224</u>	<u>\$ 3,057</u>	<u>\$ 4,064</u>	<u>\$ 10,224</u>
Supplemental disclosures of cash flow information:				
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Non-cash investing and financing activities:				
Increase in deferred financing cost	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 255,630</u>
Outstanding warrants reclassified to equity	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 14,013</u>
Conversion of debt for preferred stock	<u>\$ -</u>	<u>\$ 73,000</u>	<u>\$ 2,000</u>	<u>\$ 75,000</u>
Conversion of line of credit to preferred stock	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,947,723</u>	<u>\$ 1,947,723</u>
Preferred stock dividends	<u>\$ 48,694</u>	<u>\$ 97,388</u>	<u>\$ 73,041</u>	<u>\$ 170,429</u>
Conversion of note payable to common stock	<u>\$ 62,150</u>	<u>\$ 120,749</u>	<u>\$ 131,624</u>	<u>\$ 1,376,332</u>

See Notes to Financial Statements.

Notes to the Financial Statements:

eDOORWAYS INTERNATIONAL CORPORATION

(A DEVELOPMENT STAGE COMPANY)

Notes to Financial Statements

Note 1 - Summary of Significant Accounting Policies

Nature of Business

The Company is a development stage entity incorporated in Delaware in 1988, under the name "Technicraft Financial, Ltd." In August 1994, the Company acquired GK Intelligent Systems, Inc., a Texas corporation, and changed its name to GK Intelligent Systems, Inc. Through 1999, the Company was principally engaged in the development and marketing of software products capable of interaction with and adaptation to the needs of software users and interpretation of data. The Company changed its name in 2005 to M Power Entertainment, Inc. M Power planned to create a lifestyle information/entertainment platform. In 2006, M Power redesigned its platforms. Its new platforms were designed to offer an enhanced form of interactivity and support for today's visually oriented web surfing community. On August 20, 2007, the Company changed its name to eDoorways Corporation. In September, 2010 we changed our name to eDoorways International Corporation.

eDoorways International Corporation is a technology innovator and facilitator of artificial intelligence (A.I.) based, speech-enabled applications with avatar interaction on mobile devices. We are combining our "Intelligent Performance Support" (IPS) A.I. software with state of the art avatar creation technology to deliver highly interactive contextually-relevant information and resources to web and mobile users. Our systems remember content and recall interactions with each user, which increases effectiveness and value of user experience.

Our first subsidiary Smart 1 Systems Inc. is developing the technology and tools for a number of established vertical markets, currently targeting personal fitness, healthcare, learning, and professional interaction.

Basis of Presentation

The financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America. The Company is a Development Stage Company, as defined by Statement of Financial Accounting Standards No.7 "Accounting and Reporting for Development Stage Enterprises." The Company re-entered the development stage on January 1, 2006 after disposing of its operations in M Power.

Reclassifications

Certain amounts in the financial statements of the prior year have been reclassified to conform to the presentation of the current year for comparative purposes.

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of operations. Examples include estimates of loss contingencies, including legal risks and exposures, valuation of stock-based compensation; the potential outcome of future tax consequences of events that have been recognized in our financial statements or tax returns; and valuation of derivative instruments. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. These accounts may at times exceed federally insured limits. The Company has not experienced any losses on such accounts. As of August 21, 2012, there were no cash balances in excess of federally insured limits.

Fair Value of Financial Instruments

For certain of our financial instruments, including accounts receivable, accounts payable, accrued expenses, interest payable, bank overdraft, advances payable and notes payable, the carrying amounts approximate fair value due to their relatively short maturities.

Deferred Financing Costs

Payments, either in cash or share-based payments, made in connection with the sale of debentures are recorded as deferred debt issuance costs and amortized using the effective interest method over the lives of the related debentures.

Property, Plant & Equipment

Property and equipment are carried at cost and as of August 21, 2012, and consists solely of computer equipment. Depreciation is provided using the straight-line method for financial reporting purposes based on estimated useful lives of three years.

The cost of asset additions and improvements that extend the useful lives of property and equipment are capitalized. Routine maintenance and repair items are charged to current operations. The original cost and accumulated depreciation of asset dispositions are removed from the accounts and any gain or loss is reflected in the statement of operations in the period of disposition.

Valuation of Derivative Instruments

FAS 133, "Accounting for Derivative Instruments and Hedging Activities" requires bifurcation of embedded derivative instruments and measurement of fair value for accounting purposes. In addition, FAS 155, "Accounting for Certain Hybrid Financial Instruments" requires measurement of fair values of

hybrid financial instruments for accounting purposes. In determining the appropriate fair value, the Company uses a variety of valuation techniques including Black Scholes models, Binomial Option Pricing models, Standard Put Option Binomial models and the net present value of certain penalty amounts. Derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as Adjustments to Fair Value of Derivatives. The effects of interactions between embedded derivatives are calculated and accounted for in arriving at the overall fair value of the financial instruments. In addition, the fair values of freestanding derivative instruments such as warrant derivatives are valued using the Black Scholes model.

Income Taxes

An asset and liability approach is used for financial accounting and reporting for income taxes. Deferred income taxes arise from temporary differences between income tax and financial reporting and principally relate to recognition of revenue and expenses in different periods for financial and tax accounting purposes and are measured using currently enacted tax rates and laws. In addition, a deferred tax asset can be generated by net operating loss carry forwards (“NOLs”). If it is more likely than not that some portion or all of a deferred tax asset will not be realized, a valuation allowance is recognized.

Revenue Recognition

The Company recognizes revenues when services have been performed, collections are reasonably assured and no further obligations exist. eDoorways International Corporation had no revenues from continuing operations in 2009, 2010 or through the period ending December 31, 2011.

Stock-Based Compensation

Stock-based compensation expense includes the estimated fair value of equity awards vested during the reporting period. The expense for equity-awards during the reporting period is determined based upon the grant date fair value of the award and is recognized as expense on the grant date. All shares issued to date for stock-based compensation have vested on the grant date.

Loss Per Share

Basic and diluted net income (loss) per share calculations are presented in accordance with Statement of Financial Accounting Standards (“SFAS”) No. 128, and are calculated on the basis of the weighted average number of common shares outstanding during the period. They include the dilutive effect of common stock equivalents in periods with net income.

Common stock equivalents represent the dilutive effect of the assumed conversion of convertible notes payable and Series C convertible preferred stock, using the “if converted” method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the common stock equivalents are considered dilutive based upon the Company's net income (loss) position at the calculation date. Common stock equivalents also include the effect of the exercise of outstanding warrants using the treasury stock method, at either the beginning of the respective period presented or

the date of issuance, whichever is later, and only if the warrants are considered dilutive based upon the exercise price of the warrants and the average trading price of the stock during the period. All common stock equivalents were considered anti-dilutive for the years ended December 31, 2011, 2010 and 2009.

Recently issued accounting pronouncements:

eDoorways International Corporation does not expect that any recently issued accounting pronouncements will have a significant impact on the financial statements of the Company.

Note 2 – Going Concern

These financial statements have been prepared on a going concern basis. As of December 31, 2011, eDoorways International Corporation had an accumulated deficit of \$100,206,496 and a first and second quarter 2012 working capital deficit of \$1,449,698. The continuation of eDoorways International as a going concern is dependent upon financial support from its shareholders, the ability to obtain necessary equity or debt financing and the attainment of profitable operations. These factors raise substantial doubt regarding eDoorways International Corporation's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should eDoorways International Corporation be unable to continue as a going concern.

eDoorways International Corporation is currently completing arrangement for an equity financing to fund its development plan; the Company can provide no assurance that financing will be available on terms acceptable to the Company or at all. Management believes, however, that actions presently being taken to obtain additional funding and implement its strategic plans provide the opportunity for the Company to continue as a going concern.

Note 3 - Convertible Debentures

On March 30, 2007, the Company entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC (collectively, the "Investors"). Under the terms of the Securities Purchase Agreement, the Investors purchased an aggregate of (i) \$165,000 in callable convertible secured notes (the "Notes") and (ii) warrants to purchase 1,500,000 shares of our common stock (the "Warrants"). After the effect of the reverse common stock split of 2000 to 1 in 2007 the warrants were reduced to 750 shares.

The Notes carried an interest rate of 8% and a maturity date of March 30, 2010. The notes were convertible into our common shares at 50% of the average of the lowest three (3) trading prices for our shares of common stock during the twenty (20) trading day period prior to conversion.

In addition, the Company granted the investors a security interest in substantially all of its assets and intellectual property as well as registration rights.

The Company simultaneously issued to the Investors seven year warrants to purchase 1,500,000 shares of common stock at an exercise price of \$.0016 per common share.

The Investors contractually agreed to restrict their ability to convert the Notes and exercise the Warrants and receive shares of the Company's common stock such that the number of shares of the Company's common stock held by them and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of the Company's common stock.

eDoorways International Corporation evaluated the convertible debentures and the warrants under SFAS No. 133 "Accounting for Derivatives" and EITF 00-19 "Accounting for Derivative Financial Instruments Indexed to and Potentially Settled in a Company's Own Stock". eDoorways International Corporation determined that the convertible debentures contained an embedded derivative for the conversion option and the warrants qualified as free standing derivatives. The conversion option allowed for an indeterminate number of shares to potentially be issued upon conversion. This results in eDoorways International Corporation being unable to determine with certainty they will have enough shares available to settle any and all outstanding common stock equivalent instruments. eDoorways International Corporation would be required to obtain shareholder approval to increase the number of authorized shares needed to share settle those contracts. Because increasing the number of shares authorized is outside of eDoorways International Corporation control, this results in these instruments being classified as liabilities under EITF 00-19 and as derivatives under SFAS No. 133.

The impact of the application of SFAS No. 133 and EITF 00-19 on the balance sheets as of December 31, 2011 is as follows:

Derivative liability at January 1, 2010	\$ 5,896,263
Issuance of embedded conversion features, recognized as interest expense	902,120
Decrease in fair value of derivative liability, recognized as other income	<u>(47,895)</u>
Derivative liability at December 31, 2010	<u>\$ 6,750,488</u>
Issuance of embedded conversion features, recognized as interest expense	1,085,921
Increase in fair value of derivative liability, recognized as other income	<u>135,865</u>
Derivative liability at December 31, 2011	<u>\$ 7,972,274</u>

(a) During the year ended December 31, 2008, the holders of the Convertible Debentures elected to convert principal in the amount of \$5,770 into 2,700,000 shares of common stock. This resulted in a decrease in the derivative liability of \$4,489, which represented the fair value of the embedded derivative associated with converted principal on the date of conversion.

(b) On August 29, 2008, the Convertible Debentures were modified to eliminate the

conversion feature. As a result, the embedded derivative was eliminated. The embedded derivative was revalued as of August 29, 2008 at \$4,153,336. See discussion of the New Notes below.

- (c) On August 29, 2008, the embedded derivative was eliminated which also eliminated the derivative classification of the freestanding derivative warrants. The warrants were revalued as of August 29, 2008 at \$14,013 and were reclassified to additional paid-in capital.

The derivatives were valued using the Black-Scholes Option Pricing Model. The variables used in the valuation of these derivatives as of August 29, 2008 (the date of revaluation) were as follows:

Volatility	357% - 486%
Discount rate	1.90% - 3.34%
Expected dividend rate	0%
Stock price on the measurement date	\$ 0.03
Expected term	.17 – 6.32 years

During April 2008, eDoorways International Corporation received notice of default from the holders of its convertible debentures, because eDoorways International Corporation had not issued shares of common stock based on conversion notices from the holders of the Convertible Debentures. On August 29, 2008 and amended January 26, 2009, and further amended on August 4, 2009 eDoorways International Corporation and the holders of the Convertible Debentures entered into a repayment agreement on the notes ("New Notes"). Under the terms of the New Notes, eDoorways International Corporation was to be required to make monthly payments in the following amounts beginning August of 2009:

	<u>Monthly Amount</u>	<u>Total Each Period</u>
Month 1-3	\$ 32,115	\$ 96,346
Month 4-6	53,976	161,928
Month 7-12	80,963	485,778
Month 13-24	134,939	1,619,268
Month 25-36	242,890	2,914,680
Total		<u><u>\$ 5,278,000</u></u>

Under the terms of the New Notes, as amended, eDoorways International Corporation will have no obligation to issue shares of its common stock or to make any payments other than those listed above. If eDoorways International Corporation makes all payments as required, the Convertible Debentures will be considered paid in full. If eDoorways International Corporation fails to make any payment required by the New Notes, the New Notes will be considered to have never executed, and the Convertible Debentures would remain in effect.

The Company has not made the payments as were required under the New Notes. Accordingly, on August 4, 2009, eDoorways International Corporation entered into an amendment to the New Notes; under the amendment to the New Notes, eDoorways International Corporation at its option can elect to make payments with common stock of the Company at the current market value. The number of shares of common stock to be issued upon each payment shall be determined by dividing the amount of the monthly payment by the Conversion Price. The Conversion Price shall equal the lowest trading price for the common stock during the five-day trading period ending one day prior to the date that the Company gives the notice that it intends to make its payment in stock.

eDoorways International Corporation evaluated the conversion feature arising from the amendment to the New Notes under SFAS No. 133 "Accounting for Derivatives" and EITF 00-19 "Accounting for Derivative Financial Instruments Indexed to and Potentially Settled in a Company's Own Stock". eDoorways International Corporation determined that the conversion feature contained an embedded derivative for the conversion option. The conversion option allowed for an indeterminate number of shares to potentially be issued upon conversion. This results in eDoorways International Corporation being unable to determine with certainty they will have enough shares available to settle any and all outstanding common stock equivalent instruments. eDoorways International Corporation would be required to obtain shareholder approval to increase the number of authorized shares needed to share settle those contracts. Because increasing the number of shares authorized is outside of eDoorways International Corporation control, this results in these instruments being classified as liabilities under EITF 00-19 and as derivatives under SFAS No. 133. Further, the Company will be required to measure the fair value of the conversion feature at each reporting period and reflect changes in the fair value in its statement of operations.

eDoorways International Corporation determined that the modification on August 29, 2008, as amended, of the terms of the existing debt represented a troubled debt restructuring in accordance with SFAS No. 15 "Accounting by Debtors and Creditors for Troubled Debt Restructurings", because eDoorways International Corporation was experiencing financial difficulties and the lenders granted a concession to the Company based on a comparison of the effective interest rate of the Convertible Debentures and the New Notes. The total undiscounted future cash payments of the New Notes compared with the carrying amount of the Convertible Debentures including the related accrued interest, deferred financing costs and embedded derivative related to the conversion option as of August 29, 2008 was as follows:

	Amount
Principal amount of Convertible Debentures	\$ 2,240,584
Fair value of embedded derivative liability	4,153,336
Accrued interest on Convertible Debentures	290,351
Less:	
Unamortized deferred financing costs	(82,954)
Unamortized discount	(1,298,627)
Carrying amount of Convertible Debentures	5,302,690
Less: Expected future cash flow under new notes	(5,295,000)
Gain on extinguishment of debt	<u>\$ 7,690</u>

The total future cash payments are less than the carrying amount of the Convertible Debenture immediately before the issuance of the New Notes. As of August 29, 2008 and in accordance with SFAS No. 15, eDoorways International Corporation reduced the carrying amount of the Convertible Debentures to an amount equal to the total future cash payments specified by the New Notes and recognized a gain on the restructuring of debt in the amount of \$7,690. All cash payments under the terms of the New Notes will be accounted for as reductions of the carrying amount of the New Notes and no interest expense shall be recognized. The embedded derivative liability was revalued as of August 29, 2008 in order to determine the carrying amount of the Convertible Debentures. No embedded derivative liability was recorded after the issuance of the New Notes, because the New Notes do not contain a conversion option of any kind.

The issuance of the New Notes removed the embedded derivative associated with the Convertible Debentures. As a result, eDoorways International Corporation concluded that it had sufficient authorized and unissued shares to issue the number of shares required under the warrants described above (Freestanding derivatives) and, therefore, all of these warrants, should not be treated as derivative liabilities as of August 29, 2008. The fair value of these warrants was marked to market on the date they no longer were accounted for as derivatives and a derivative gain of \$286,470 was recorded. The balance of the derivative liability in the amount of \$14,013 was then recorded as a contribution to additional paid-in capital on August 29, 2008.

On December 29, 2008, New Notes in the principal amount of \$2,000 were converted into 2,406,738 shares of common stock. The shares issued were valued on the date of the transaction. As a result of the transaction, the Company recognized a loss of \$7,627 on conversion of debt.

Note 4 – Notes payable and convertible notes payable

During October and November 2007, eDoorways International Corporation borrowed a total of \$91,100 under various short-term convertible notes payable. The notes bear interest at 0%, matured within 10 days, and were convertible into shares of common stock at between \$0.075 and \$0.09 per share (50% of the market price of the common stock on the date of issuance of the notes). During the fourth quarter of 2007, all of these convertible notes in the amount of \$91,100 were converted into 1,575,776 shares of common stock. Upon conversion we recognized a \$54,000 loss on extinguishment of debt due to the

conversion price being greater than the amount owed on two of the loans. Under the terms of the warrants issued in connection with the 6% convertible debentures, if the Company issues common stock at a discount to the exercise price of the warrants, the exercise price of the warrants to purchase shares of common stock is adjusted downward in proportion to the discount given in the new equity issuance. The outstanding warrants affected by this change are 750 warrants with an exercise price of \$3.20 expiring March 30, 2014 and 15,000 warrants with an exercise price of \$200 that expire April 25, 2013.

On October 25, 2007, the Company completed a financing agreement with private investors and received cash proceeds of \$250,000. eDoorways International Corporation issued the investors secured convertible debentures totaling \$250,000 with an 8% interest rate and a maturity date of October 25, 2010. The debentures are convertible into common shares at a discount of 50% of the average of the lowest three (3) trading prices during the twenty (20) trading day period prior to conversion. eDoorways International Corporation simultaneously issued to the private investors seven year warrants to purchase 10,000,000 common shares at an exercise price of \$0.0001.

At September 30, 2008, eDoorways International Corporation had retired various unsecured notes payable.

eDoorways International Corporation evaluated the terms of all its convertible notes in accordance with EITF 98-5 and EITF 00-27 and concluded that these notes did not result in a derivative. eDoorways International Corporation evaluated the terms of the convertible notes and concluded that there was a beneficial conversion feature. The discount related to the beneficial conversion feature was valued at \$16,262 at inception based on the intrinsic value of the discount. The discount was amortized using the effective interest method over the 10-day term of each note. During the year ended December 31, 2008, \$16,262 was charged to additional-paid-in capital for the amortization of the beneficial conversion feature.

During the year ended December 31, 2008, eDoorways International Corporation issued promissory notes in the amount of \$665,000 to various individuals and companies in exchange for services provided to the Company. The notes carried no interest and had a term of 10 days. They were convertible into common stock of eDoorways International Corporation at a rate of between \$0.006 and \$0.025 per common share during the 10-day term of the notes. The holders of each of these notes elected to convert them into a total of 28,500,000 shares of common stock. The shares were valued at fair value of the date of settlement of \$822,500. As a result, eDoorways International Corporation recognized a loss on debt settlement of \$157,500.

During the twelve-month period from January 1, 2011 to December 31, 2011 eDoorways International Corporation issued promissory notes in the amount of \$353,832 to various individuals and companies in exchange for services provided to the Company. The notes carried no interest and had a term of 10 days. They were convertible into common stock of eDoorways International Corporation at a rate of between \$0.004 and \$0.10 per common share during the 10-day term of the notes. The holders of each of these notes elected to convert them into a total of 5,414,285 shares of common stock.

The aggregate maturities of notes payable for the five years subsequent to December 31, 2008 are as follows:

Year ending December 31,	
2009	\$ 668,565
2010	1,449,235
2011	2,588,124
2012	722,476
Total	<u><u>\$ 5,428,400</u></u>

Note 5 - Federal Income Tax

At December 31, 2010, eDoorways International Corporation had net operating loss carry-forwards of approximately \$4,853,931 that may be offset against future taxable income. All other losses incurred by eDoorways International Corporation in 2005 and previous years are not expected to be available. These net operating loss carry-forwards will expire beginning in 2026.

The effective tax rate is substantially the same as the statutory rate for the years ended December 31, 2009, 2010 and 2011.

Note 6 - Commitments and Contingencies

A) Litigation

Deanna S. Slater. On August 31, 2006, Deanna S. Slater, an independent contractor formerly with M Power Entertainment, Inc., brought suit in County Civil Court at Law Number Four in Harris County, Texas, Docket Number 872,560, alleging breach of contract, quantum meruit, promissory estoppel and for attorney's fees. No specific dollar amount was claimed by Ms. Slater but the Court on December 29, 2006 granted our Special Exceptions and she was required to replead her petition alleging the amount she sought in damages along with certain other pleading requirements. The pre-lawsuit demand was for payment of \$15,785.25. Trial was had on this matter in November 2007. On December 31, 2007, the court awarded Deanna S. Slater the sum of \$3,400 and \$5,000 to her attorneys.

On August 31, 1999 Marathon Oil Company obtained a Default Judgment against GK Intelligent Systems, Inc. in the amount of \$326,943.00 plus attorney's fees of \$7,500.00. Execution was issued on October 4, 1999 and the personal property of GK as tenant was turned over tot the landlord, Marathon. According to the public records of the Harris County District Clerk, no subsequent execution on this judgment has been made. It then appears that under Section 52.006 *Duration of Lien* under the Texas Property Code that "A judgment lien continues for 10 years following the date of recording and indexing the abstract, except that if the judgment becomes dormant during that period the lien ceases to exist." It is the

opinion of counsel that this lien is no longer enforceable against eDoorways, if in fact the execution did not satisfy the judgment.

On June 12, 2002 GK Intelligent Systems executed a promissory note to BDO Seidman, LLP for \$85,000.00 due in full on March 1, 2003. Under V.T.C.A., Civil Practice & Remedies Code Section 16.004 *Four-Year Limitations Period*, a person must bring suit on an action for debt not later than four years after the day the cause of actions accrues. It is the opinion of counsel that this debt is no longer enforceable against eDoorways.

Giselle Koy filed a lawsuit against eDoorways Corporation, Inc., Gary Kimmons and Ian Mitchell in the 261st Judicial District Court of Travis County, Texas on April 13, 2010 in Cause No. D-1-GN-10-001071. That case was set for dismissal if a Motion to Retain was not filed by May 25, 2012. No Motion to Retain was filed by the Plaintiff but the Court has not yet ruled on that dismissal for failure to prosecute.

Ian Mitchell and EC Technologies Corporation filed a lawsuit against eDoorways International Corporation and Gary Kimmons in the 419th Judicial District Court of Travis County, Texas on July 10, 2010 in Cause No. D-1-GN-10-2381. That case was dismissed on August 31, 2011 for want of prosecution.

Growth Acceleration Partners filed a lawsuit against eDoorways International Corporation, Ian Mitchell and eDoorways Corporation, Inc. on November 17, 2010 in the 345th Judicial District Court of Travis County Texas in Cause No. D-1-GN-10-004048. The last activity in that case was documents produced by eDoorways International Corporation on July 11, 2011.

Paddington Media, LLC filed a lawsuit against eDoorways International Corp and Gary Kimmons on May 11, 2012 in the 200th Judicial District Court of Travis County, Texas in Cause NO. D-1-GN-12-001456 seeking damages at \$28,875.00. We have filed an answer and anticipate filing a counterclaim for monies paid up front. Paddington Media alleges that they have not paid in full. eDoorways International Corp alleges failure of consideration for a product that was not as represented. Discovery has just started in that case.

We are not aware of any other claims or assessments, other than as described above, which may have a material adverse impact on our financial position or results of operations.

B) Consulting Agreements

Gary Kimmons. On January 1, 2012, the Company entered into a three-year employment agreement with Gary Kimmons, to act as the CEO and President of the Corporation. The agreement will automatically extend at the end of the 3-year term, unless notification is given by either party to terminate. Compensation was set and authorized by Board of Directors and agrees to compensate Mr. Kimmons in the following manner: a) Monthly salary of \$25,000 (annual salary of \$300,000); b) \$60,000 annual cash bonus representing 20% of Executive's annual base salary (executive may elect to receive bonus in the form of common stock rather than a cash payment); c) Company will issue 30,000,000

(thirty million) shares of restricted common stock to the Kimmons Family Partnership, LTD, as a reward for Mr. Kimmons' accomplishments related to the eDoorways initiative in 2009.

Lance Kimmons. On January 1, 2012, we entered into a two-year consulting services agreement with Lance Kimmons (a director of the company) to assist with operations and business development of eDoorways International. Mr. L. Kimmons will also serve on the board of directors for the year 2012, and will receive the monthly director compensation of \$2,500 per month, in addition to a \$8,000 per month fee for consulting services in relation to the operations and business development aspect of the contract.

Kathryn Kimmons. On January 1, 2011, eDoorways International Corporation entered into a non-employee director agreement with Kathryn Kimmons (a related party) to serve on the Board of Directors for the year 2012 and receive monthly director compensation of \$2,500.

Ajene Watson. On March 10, 2008, eDoorways International Corporation entered into a consulting agreement ("Watson Agreement") with Ajene Watson, an individual consultant and a related party in New York, who is charged with establishing an entertainment vertical service offering as a component of eDoorways International Corporation. The agreement had an initial "trial" period of 90 days and converted to a month-to-month agreement thereafter. Ajene Watson and his affiliates received, upon execution of the agreement, a retainer of \$155,000 in the form of a non-refundable cash retainer of \$5,000; a non-refundable equity retainer of \$105,000 in free trading common stock at a price of \$0.0025 per common share or 42,000,000 pre-split shares and a non-refundable equity retainer of \$45,000 in restricted common stock at a price of \$0.005 per common share or 9,000,000 pre-split shares, according to the share values stipulated in the agreement. The agreement was executed on March 10, 2008 and approved by the Board on March 11, 2008.

eDoorways International Corporation valued those shares in accordance with generally accepted accounting principles at the then current fair value of the equity of \$0.012 a share on March 10, 2008 or \$612,000 in aggregate. This amount was recorded as general and administrative expense during 2008.

Under the terms of the contract beginning April 1, 2008, eDoorways International Corporation shall pay Ajene Watson a monthly compensation of \$50,000 on the first business day of each month. The payment shall be made as follows:

1. 58% or \$29,000 of the monthly compensation shall be paid in the form of Restricted Common Stock determined based on a 10% discount from the day's prior closing bid price. Such compensation is not to exceed 5,800,000 pre-split shares or calculate lower than a per share price of \$0.005. If the per share price of the Compensation equates to less than \$0.005 per common share, the Company shall issue the maximum shares of 5,800,000 pre-split shares and pay the deficit in cash within 30 days. The first payment was due on April 1, 2008.

2. 39% or \$19,500 of the monthly compensation shall be in the form of eDoorways International Corporation' common stock on the first business day of each month. Such compensation is not to exceed 2,785,714 pre-split shares or calculate lower than a per share price of \$0.007 per common

share. If the per share price of the compensation equates to less than \$0.007 per share, eDoorways International Corporation shall issue the maximum shares of 2,785,714 (pre-split) and pay the deficit in cash within 30 days.

3. 3% or \$1,500 of the monthly compensation shall be paid in cash on the first business day of each month.

During the year ended December 31, 2008, eDoorways International Corporation issued a total of 69,341,855 pre-split shares of common stock in payment for services under the agreement. The shares were valued at \$680,692, which was included in general and administrative expense. At December 31, 2008, eDoorways International Corporation owed an additional 38,537,112 pre-split shares of common stock, which were valued at \$339,145 and are included in stock payable.

As of August 31, 2009, an additional 30,000,000 pre-split shares of common stock valued at \$60,000 have been issued under the Watson Agreement, as a retention bonus.

A Re-Engagement Agreement was signed by the company and Ajene Watson, LLC on October 1, 2009. Under this agreement, Ajene Watson was to receive a monthly compensation of \$75,000 for management, business development and strategy consulting.

Note 7 - Stock Options and Warrants

During 1998, eDoorways International Corporation established a stock option plan subsequently amended and now known as the "2004 Stock Option Plan" to promote its interests by attracting and retaining exceptional employees and directors. The Plan provides for the issuance of up to 2,000,000 shares of common stock. Any employee or consultant is eligible to be designated a participant. The Board has sole and complete authority to determine the employees to whom options shall be granted, the number of each grant and any additional conditions and limitations. The exercise price shall not be less than the fair market value of the underlying shares. In March 2009, the Company issued 2,000,000 pre-split shares under the stock incentive compensation program.

In addition, eDoorways International Corporation periodically issues warrants to purchase common stock in conjunction with debt issuances and; as incentive compensation for services or settlement of debt to officers, directors, employees, and consultants.

The following table is an analysis of warrants for the purchase of eDoorways International Corporation' common stock starting September 30, 2009 and continuing to December 31, 2011.

	Warrants	Weighted Average Exercise Price
Outstanding, December 31, 2006	15,339	\$ 195.5800
Granted	10,000,750	0.0003
Expired/Cancelled		
Exercised	-	-
Outstanding, December 31, 2007	<u>10,016,089</u>	<u>\$ 0.2999</u>
Granted	-	
Expired/Cancelled	-	
**Exercised on January 11, 2010	<u>10,000,000</u>	0.001
Outstanding, December 31, 2011	<u>16,089</u>	<u>0.2999</u>

** On January 11, 2010, AJW Partners LLC (880,000 pre-split shares), AJW Masters Fund LTD (9,010,000 pre-split shares) and New Millenium Capital Partners II, LLC (110,000 shares) exercised stock purchase warrants for 10,000,000 pre-split shares dated October 25, 2007 for the aggregate amount of \$1,000.00.

Note 8 - Stockholders Equity

Preferred Stock

On January 20, 2006, eDoorways International Corporation filed a Certificate of Designation to designate 1,000 shares of Series D preferred at a par value of one-tenth of one cent (\$0.001). These shares were issued to CEO Gary Kimmons. The Series D Preferred shares have the same dividend rights as the common stock of which eDoorways International Corporation and gives Mr. Kimmons the right to vote on all shareholder matters equal to 51 percent of the total vote. These shares of stock were issued for services and were valued at \$762,976. The shares are not subject to reverse splits.

On May 26, 2010, the company's board of directors filed a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware to increase the number of authorized shares to two billion pre-split (2,000,000,000). The par value of each such share is one-tenth of one cent (\$0.001) dollars. The Board of Directors was expressly vested with the authority to fix the voting powers full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions on any shares issued by the corporation.

On June 15, 2010, we filed a Certificate of Amendment of Certificate of Incorporation to specify that the two billion authorized shares would consist of 1,490,899,000 pre-split shares of common stock and 509,101,000 pre-split shares of bank check preferred stock.

On February 27, 2011, we filed a Certificate of Amendment of Incorporation with the Secretary of State of Delaware to increase the total number of shares of which the corporation will have authority to issue

to five billion (5,000,000,000) pre-split shares consisting of 4,700,000,000 pre-split shares of common stock, par value \$0.0001, and 300,000,000 pre-split shares of blank check preferred stock, par value \$0.0001. The Board of Directors was expressly vested with the authority to fix the voting powers full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions on any shares issued by the corporation.

On May 27, 2011, we filed a Certificate of Amendment of Incorporation with the Secretary of State of Delaware to increase the total number of shares of which the corporation will have authority to issue to six billion (6,000,000,000) pre-split shares consisting of 5,700,000,000 pre-split shares of common stock, par value \$0.0001, and 300,000,000 pre-split shares of blank check preferred stock, par value \$0.0001.

On August 30, 2011, we filed a Certificate of Amendment of Incorporation with the Secretary of State of Delaware to increase the total number of shares of which the corporation will have authority to issue to seven billion (7,000,000,000) pre-split shares consisting of 6,700,000,000 pre-split shares of common stock, par value \$0.0001, and 300,000,000 pre-split shares of blank check preferred stock, par value \$0.0001.

On September 27, 2011, we filed a Certificate of Amendment of Incorporation with the Secretary of State of Delaware to increase the total number of shares of which the corporation will have authority to issue to eight billion (8,000,000,000) pre-split shares consisting of 7,700,000,000 pre-split shares of common stock, par value \$0.0001, and 300,000,000 pre-split shares of blank check preferred stock, par value \$0.0001.

On August 21, 2012, we filed a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware to effect a reverse split of the Company's outstanding Common and Preferred stock of 1000:1 to reduce the total number of shares of which the Corporation will have the authority to issue to fifteen million three hundred thousand (15,300,000) shares consisting of fifteen million (15,000,000) shares of common stock, par value \$0.0001 and three hundred thousand (300,000) shares of blank check preferred stock, par value \$0.0001.

On February 22, 2012, we filed a Certificate of Amendment of Incorporation with the Secretary of State of Delaware to increase the total number of shares of which the corporation will have authority to issue to forty million three hundred thousand (40,300,000) shares consisting of 40,000,000 shares of common stock, par value \$0.0001, and 300,000 shares of blank check preferred stock, par value \$0.0001.

On June 8, 2012, we filed a Certificate of Amendment of Incorporation with the Secretary of State of Delaware to increase the total number of shares of which the corporation will have authority to issue to sixty million three hundred thousand (60,300,000) shares consisting of 60,000,000 shares of common stock, par value \$0.0001, and 300,000 shares of blank check preferred stock, par value \$0.0001.

The Board of Directors is vested with the authority to fix the voting powers and other designations of each class of stock. The Board has not made any such designations of the Series A and Series B Convertible Preferred Stock. On December 4, 2007, the Board of Directors designated that the Series C

Convertible Preferred Stock would:

- Carry voting rights five times the number of common stock votes;
- Carry no dividends;
- Carry liquidating preference eight times the sum available for distribution to common shareholders;
- Can automatically convert after one year after issuance to 20 common shares; and
- Not be subject to reverse stock splits and other changes to the common stock of eDoorways International Corporation.

In March 2008, we issued 250,000 pre-split shares to Fairhills Capital of Series C convertible preferred stock in exchange for services and recorded general and administrative expense of \$45,000.

In addition, in the first quarter of 2008 we issued 750,000 pre-split shares of Series C convertible preferred shares to Gary Kimmons, our CEO. The shares were valued at \$135,000 based on the market value of the common stock that it could be converted into on the date of issuance of \$0.009. This amount was recorded as general and administrative expense during the year ended December 31, 2008.

On June 22, 2010, eDoorways International Corporation filed a Certificate of Designation to designate 50,000,000 pre-split shares of Series F preferred at a par value of one-tenth of one cent (\$0.001). These shares were issued to Ajene Watson, LLC. The Series F Preferred shares are senior to all other series of preferred stock of the company and entitle the holder to a liquidation preference equal to \$5,000,000 plus unpaid accrued dividends. In addition, Ajene Watson LLC may convert 90 days after issuance using a conversion ratio of 5 to every 1 share of the company's common stock.

On August 13, 2010, the company's board of directors issued a Certificate of Designation to designate 60,000,000 pre-split shares of Series G preferred at a par value of one-tenth of one cent (\$0.001). There have been no issuances of these shares as of September 1, 2010. The Series G Preferred shares entitle the bearer to convert 90 days after issuance using a conversion ratio of 1.5 to 1 share of the company's common stock. Voting rights are one-to-one.

On August 19, 2010, the company's board of directors issued a Certificate of Designation to designate 10,000,000 pre-split shares of Series H preferred at a par value of one-tenth of one cent (\$0.001). On August 20, 2010, the company issued 5,952,381 shares of Series H stock to InvestorsVoice LLC in exchange for an investment of \$10,000.00. The Series H Preferred shares entitle the bearer to convert 90 days after issuance using a conversion ratio of 5 to 1 share of the company's common stock. Voting rights are one-to-one.

On August 21, 2012, we filed a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware to effect a reverse split of the Company's outstanding Common and Preferred stock of 1000:1 to reduce the total number of shares of which the Corporation will have the

authority to issue to fifteen million three hundred thousand (15,300,000) shares consisting of fifteen million (15,000,000) shares of common stock, par value \$0.0001 and three hundred thousand (300,000) shares of blank check preferred stock, par value \$0.0001.

On October 14, 2011 our board issued a resolution to amend its resolution dated August 21, 2012 that made all classes of preferred stock subject to a 1000:1 reverse split. The amendment exempts Series D preferred voting shares from the reverse split and reaffirms the total authorization as being 1,000 shares with 1,000 shares currently issued.

As of August 21, 2012, the issuances of preferred shares are as follows:

Series A convertible preferred stock, \$0.0001 par value per share; 7,000 shares authorized, none issued

Series B convertible preferred stock, \$0.0001 par value per share; 1,100 shares authorized, none issued

Series C convertible preferred stock, \$0.001 par value per share; 1,000 shares authorized; 750 and -250- shares issued and outstanding, respectively to The Kimmons Family Partnership, Ltd (for 750,000 pre-split shares on 1.10.08), and to Fairhills Capital (for 250,000 pre-split shares on 1.10.08), 0 shares outstanding.

Series D preferred stock, \$0.0001 par value per share; 1,000 shares authorized; 1,000 issued and outstanding, respectively; these are voting shares issued to Gary Kimmons; the Series D Preferred Stock consists of one thousand (1,000) shares, each having no dividend rights, no liquidation preference, and no conversion or redemption rights. However, the one thousand (1,000) shares of Series D Preferred Stock have the right, voting in aggregate, to vote on all shareholder matters equal to fifty-one percent (51%) of the total vote.

Series E - not applicable; no series created.

Series F convertible preferred stock, \$0.0001 par value per share; 50,000 shares authorized; 50,000 issued to Ajene Watson, LLC; no shares are available for issuance.

Series G convertible preferred stock, \$0.0001 par value per share; 60,000 shares authorized: 47,695 are issued and outstanding to Michael Cummings and Johnnie Fox, consultants associated with Real Time Data.

Series H convertible preferred stock, \$0.0001 par value per share; 10,000 shares authorized; 5,952 shares issued to InvestorsVoice, LLC, with 4,048 available for issuance.

Common stock

During 2007, we issued 10,008,000 pre-split shares of our common stock for services to consultants. The fair value on the date of grant was \$601,200. This amount is included in general and administrative expenses in the statement of operations.

During 2007, our convertible debentures holders have converted \$294,044 of principal into 3,274,097

pre-split shares of our common stock. No commissions were paid for the issuance of such shares.

In July 2007, our shareholders voted to authorize us to place in effect a reverse stock split of our common stock in the range of 1000:1 to 2000:1, as determined in the sole discretion of our Board of Directors. The reverse stock split in the ratio of 2000:1 was effective September 4, 2007. All current and prior year share and per share amounts have been adjusted to reflect the reverse stock split.

eDoorways International Corporation retained the current par value of \$0.001 per share for all shares of common stock. All references in the financial statements to the number of shares outstanding, per share amounts, and stock option data of eDoorways International Corporation. Common stock has been restated to reflect the effect of the reverse stock split for all periods presented.

In July 2007, our shareholders voted to amend our Amended and Restated Certificate of Incorporation to change our corporate name from M Power Entertainment, Inc. to eDoorways International Corporation.

During the year ended December 31, 2008, the holders of the Convertible Debentures elected to convert principal in the amount of \$5,770 into 2,700,000 pre-split shares of common stock. This resulted in a decrease in the derivative liability of \$4,489, which represented the fair value of the embedded derivative associated with converted principal on the date of conversion.

During the year ended December 31, 2008, the holders of notes payable in the amount of \$670,000 elected to convert their notes into 31,906,738 pre-split shares of common stock valued at \$842,127 at the date of conversion.

During January, 2008, eDoorways International Corporation issued 30,000,000 shares of common stock to Gary Kimmons, CEO, pursuant to his employment contract for his 2007 performance. Those shares were valued at \$270,000 and recorded as general and administrative expense in the statement of operations.

During the year ended December 31, 2008, eDoorways International Corporation issued 21,687,500 pre-split shares of common stock to directors and officers of eDoorways International Corporation and recognized general and administrative expense of \$171,763. 10,437,500 pre-split shares are included in stock issued for compensation in the statement of stockholders' deficit, with the value of \$82,763. 11,250,000 pre-split shares are included in stock issued for services in the statement of stockholders' deficit, with the value of \$89,000.

During the year ended December 31, 2008, eDoorways International Corporation granted a total of 225,134,143 pre-split shares of common stock to various consultants for services performed. These shares were valued at \$1,985,300 based on the market value of the shares issued. This amount is included in general and administrative expenses in the statement of operations and the shares are included in stock issued for services in the statement of stockholders' deficit.

During the year ended December 31, 2009, eDoorways International Corporation issued 14,565,880 pre-split shares of common stock to directors and officers of eDoorways International Corporation and

recognized general and administrative expense of \$844,821.09.

During the twelve months of 2010 (through December 31, 2010), eDoorways International Corporation issued 157,529 pre-split shares of common stock to directors and officers of eDoorways International Corporation and recognized general and administrative expense of \$7,500. No shares were issued to directors and officers during the first quarter of 2011.

During the period of January 1, 2011 through June 30, 2012, eDoorways International Corporation granted a total of 7,213,444 shares of common stock to various consultants for services performed. These shares were valued at \$278,174 based on the market value of the shares issued. This amount is included in general and administrative expenses in the statement of operations and the shares are included in stock issued for services in the statement of stockholders' deficit.

During the period of January 1, 2011 to June 30, 2012, the Company also issued 24,894,468 shares of common stock for debt extinguishment. These shares were valued at \$1,215,851 based on the market value of the shares issued. In addition, 3,737,778 shares of common stock were issued in the conversion of debt to working capital. These shares were converted to \$130,574 in capital.

In May 26, 2010, our shareholders voted to file a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware to change our corporate name from eDoorways Corporation to eDoorways International Corporation. FINRA approved the name change in September of 2010. The company retained its trading symbol of EDWY; however the CUSIP changed.

On July 13, 2010, the board of directors of the company elected to terminate the existing transfer agent for the company's stock, American Registrar and Transfer Co. in Salt Lake City, Utah. An agreement was signed on that date with the new transfer agent, ClearTrust LLC in Lutz, Florida.

On August 2, 2010 the company signed a Debt Settlement Agreement with Ajene Watson, LLC related to the extinguishment of outstanding debt. Under the terms of the agreement, the company issued 120,000,000 pre-split common shares to Ajene Watson, LLC in extinguishment of \$24,000 of the \$238,312 in debt owed and due.

On October 6, 2010, the company elected to offer for sale to OT Hill and Associates 23,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On October 25, 2010, the company elected to issue Michael Cummings and Johnnie Fox 47,695,426 pre-split shares of Series G convertible preferred stock as payment in lieu of cash for consulting services performed by Real Time Data. The payment was made in extinguishment of \$136,000 of the \$375,000 in debt owed and due.

On November 1, 2010 the board of directors of the company elected to terminate the existing auditor, GBH CPAs PC in Houston, Texas. An agreement was signed with the new auditor, CCR LLP in Glastonbury, CT on that same date.

On November 7, 2010, the company elected to offer for sale to OT Hill and Associates 175,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On December 15, 2010, the company elected to offer for sale to OT Hill and Associates 160,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On January 7, 2010, the company elected to offer for sale to OT Hill and Associates 160,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On January 24, 2010 the company signed a Debt Settlement Agreement with BlakesReport.com related to the extinguishment of outstanding debt. Under the terms of the agreement, the company issued 162,680,000 pre-split common shares to BlakesReport.com in extinguishment of \$8,300 of the \$100,000.00 in debt owed and due.

On February 14, 2011, the company elected to offer for sale to OT Hill and Associates 200,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On February 18, 2011 the company signed a Securities Settlement Agreement, and under separate cover, an Assignment and Assumption Agreement with Redwood Management LLC to retire \$65,047.25 in outstanding debt. The company took this action to avoid dispute, retire debt from its books and records, and to make an effort to improve its financial picture for potential acquisition and future funding by eliminating or limiting the extent of debt the company faces.

On February 18, 2011 the company was presented with a demand by Redwood Management LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of

yet unpaid. The company agreed to convert \$7,500 of outstanding debt owed to Redwood Management LLC per the Settlement Agreement dated 2/18/11 by converting 50,000,000 pre-split common shares of the company.

On February 25, 2011 the company issued 200,000,000 pre-split common shares to BlakesReport.com in extinguishment of \$10,204 of the \$91,700.00 in debt owed and due under the Debt Settlement Agreement signed on January 21, 2011.

On March 1, 2011 the company was presented with a demand by Redwood Management LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$7,500 of outstanding debt owed to Redwood Management LLC per the Settlement Agreement dated 2/18/11 by converting 50,000,000 pre-split common shares of the company.

On March 1, 2011 the company was presented with a demand by Redwood Management LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$8,000 of outstanding debt owed to Redwood Management LLC per the Settlement Agreement dated 2/18/11 by converting 53,333,333 pre-split common shares of the company.

On March 10, 2011 the company was presented with a demand by Redwood Management LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$10,000 of outstanding debt owed to Redwood Management LLC per the Settlement Agreement dated 2/18/11 by converting 100,000,000 pre-split common shares of the company.

On March 16, 2011 the company was presented with a demand by Redwood Management LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$10,000 of outstanding debt owed to Redwood Management LLC per the Settlement Agreement dated 2/18/11 by converting 100,000,000 pre-split common shares of the company.

On March 24, 2011 the company was presented with a demand by Redwood Management LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$12,047.25 of outstanding debt owed to Redwood Management LLC per the Settlement Agreement dated 2/18/11 by converting 120,472,500 pre-split common shares of the company.

On March 24, 2011 the company issued 120,000,000 pre-split common shares to Ajene Watson, LLC in extinguishment of \$24,000 of the \$238,312 in outstanding debt owed and due under a December 1, 2010 Debt Settlement Agreement with Ajene Watson, LLC.

On March 24, 2011, the company elected to offer for sale to TJ Management Group LLC 277,777,777 pre-split shares of its common stock as part of a private offering being made without

registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On April 20, 2011 the company issued 200,000,000 pre-split common shares to BlakesReport.com in extinguishment of \$10,204 of the \$81,496.00 in debt owed and due under the Debt Settlement Agreement signed on January 21, 2011.

On April 20, 2011, the company elected to offer for sale to OT Hill and Associates 200,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On April 27, 2011 the company was presented with a demand by DebentureVision LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$8,266.66 of outstanding debt owed to DebentureVision LLC per the Settlement Agreement dated 4/27/11 by converting 165,333,200 pre-split common shares of the company.

On May 11, 2011 the company was presented with a demand by DebentureVision LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$8,266.66 of outstanding debt owed to DebentureVision LLC per the Settlement Agreement dated 5/11/11 by converting 165,333,200 pre-split common shares of the company.

On May 12, 2011 the company issued 200,000,000 pre-split common shares to BlakesReport.com in extinguishment of \$10,204 of the \$71,292.00 in debt owed and due under the Debt Settlement Agreement signed on January 21, 2011.

On May 26, 2011 the company was presented with a demand by DebentureVision LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$8,266.66 of outstanding debt owed to DebentureVision LLC per the Settlement Agreement dated 5/25/11 by converting 165,333,200 pre-split common shares of the company.

On June 1, 2011, the company elected to offer for sale to OT Hill and Associates 200,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On June 21, 2011, the company elected to offer for sale to OT Hill and Associates 200,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On July 20, 2011 the company was presented with a demand by DebentureVision LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$8,266.66 of outstanding debt owed to DebentureVision LLC per the Settlement Agreement dated 5/25/11 by converting 311,800,000 pre-split common shares of the company.

On August 3, 2011 the company issued 200,000,000 pre-split common shares to BlakesReport.com in extinguishment of \$10,204 of the \$71,292.00 in debt owed and due under the Debt Settlement Agreement signed on July 28, 2011.

On August 30, 2011 the company was presented with a demand by DebentureVision LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$15,590 of outstanding debt owed to DebentureVision LLC per the Settlement Agreement dated 8/30/11 by converting 311,800,000 pre-split common shares of the company.

On September 6, 2011 the company elected to offer for sale to OT Hill and Associates 200,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On September 9, 2011 the company issued 200,000,000 pre-split common shares to BlakesReport.com in extinguishment of \$10,204 of the \$61,088.00 in debt owed and due under the Debt Settlement Agreement signed on August 29, 2011.

On September 26, 2011 the company was presented with a demand by Louis Sorrentino to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$18,500 of outstanding debt owed to Kenective LLC per the Debt Purchase Agreement dated 9/26/11 by converting 370,000,000 pre-split common shares of the company.

On September 27, 2011 the company elected to offer for sale to OT Hill and Associates 200,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act.

Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On October 13, 2011 the company elected to offer for sale to OT Hill and Associates 250,000 post-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On October 13, 2011 the company issued 250,000 post-split common shares to BlakesReport.com in extinguishment of \$12,750 of the \$71,292.00 in debt owed and due under the Debt Settlement Agreement signed on August 29, 2011.

On October 26, 2011 the company issued 250,000 post-split common shares to BlakesReport.com in extinguishment of \$12,750 of the \$58,542.00 in debt owed and due under the Debt Settlement Agreement signed on August 29, 2011.

On October 26, 2011 the company elected to offer for sale to OT Hill and Associates 250,000 post-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On November 21, 2011 the company issued 350,000 post-split common shares to BlakesReport.com in extinguishment of \$17,850 of the \$45,792.00 in debt owed and due under the Debt Settlement Agreement signed on August 29, 2011.

On November 21, 2011 the company elected to offer for sale to OT Hill and Associates 350,000 post-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On December 16, 2011 the company was presented with a demand by Debenturevision LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$4,000 of outstanding debt owed to Kenective LLC per the Debt Purchase Agreement dated 12/16/11 by converting 1,000,000 post-split common shares of the company.

On November 28, 2011 the company issued 416,666 post-split common shares to Heritage Corporate Services, Inc. as payment in lieu of cash for \$105,000 in consultative services rendered during the months of January through May, 2011.

On December 6, 2011 the company was presented with a demand by Andre Crawford to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$33,000 of outstanding debt owed to Kenective LLC per the Debt Purchase Agreement dated 12/06/11 by converting 825,000 post-split common shares of the company.

On December 6, 2011 the company was presented with a demand by Richard Davis to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$33,000 of outstanding debt owed to Kenective LLC per the Debt Purchase Agreement dated 12/06/11 by converting 825,000 post-split common shares of the company.

On December 22, 2011 the company issued 350,000 post-split common shares to BlakesReport.com in extinguishment of \$17,850 of the \$27,942.00 in debt owed and due under the Debt Settlement Agreement signed on August 29, 2011.

On January 1, 2012 the company elected to offer for sale to OT Hill and Associates 950,000 post-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On January 1, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 428,571 post-split shares of its common stock as part of a private offering of \$3,000.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On February 8, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 571,428 post-split shares of its common stock as part of a private offering of \$3,000.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On February 24, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 800,000 post-split shares of its common stock as part of a private offering of \$4,000.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On March 21, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 250,000 post-split shares of its common stock as part of a private offering of \$5,500.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On May 22, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 200,000 post-split shares of its common stock as part of a private offering of \$5,000.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On June 26, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 333,333 post-split shares of its common stock as part of a private offering of \$5,000.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On July 11, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 500,000 post-split shares of its common stock as part of a private offering of \$5,600.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On August 15, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 622,222 post-split shares of its common stock as part of a private offering of \$5,600.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

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

Not Applicable.

ITEM 9A(T). CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures.

Our management, principally our chief financial officer and chief executive officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our management concluded that our disclosure controls and procedures as of the end of the period covered by this report were not effective to ensure that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding disclosure. It has been determined by our management that the Company has inadequate segregation of duties consistent with control objectives and has insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of GAAP and SEC requirements. The Company has inadequate segregation of duties consistent with control objectives and further, has insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of GAAP and SEC disclosure requirements. The Company has ineffective controls over period end financial disclosure and reporting processes.

Management's Annual 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 Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Our internal control system was designed 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. Because of inherent limitations, a system of internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate due to change in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management conducted an evaluation of 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 its evaluation, our management concluded that there is a material weakness in our internal control over financial reporting. A material weakness is a deficiency, or a combination of control deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

The material weakness relates to the lack of segregation of duties in financial reporting, as our financial reporting and all accounting functions are performed by an external consultant with no oversight by a professional with accounting expertise. Our management does not possess accounting expertise. This weakness is due to the company's lack of working capital to hire additional staff. To remedy this material weakness, we intend to engage another accountant to assist with financial reporting as soon as our finances will allow.

Other than the remediation steps described above, there have been no changes in our system of internal controls over financial reporting during the period ended June 30, 2012, that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to the attestation by the Company's registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in this annual report

OTHER INFORMATION

<u>Name of Beneficial Owner</u>	<u>Number of Shares Beneficially Owned (1)</u>	<u>% of Outstanding Shares</u>
Gary Kimmons (CEO, CFO and Chairman)(2)	8	0.000%
Lance Kimmons (Director)	2,979	0.0005%
Kathryn Kimmons (Director and Secretary)(3)	0	0%
Kimmons Family Partnership (2) (3)	50,188	0.109%
Throneberry Investment Production	5,750,000	12.99%
Heritage Corporate Services	4,836,137	10.485%
Allied Holding Group	4,317,449	9.38%
Dr. Robert Wesson	1,586,881	3.448%
All directors and officers as a group (3 persons)	1,640,056	0.0349%

1. All amounts shown in this column include shares obtainable upon exercise of stock options or warrants currently exercisable or exercisable within 250 days of the date of this table and is based on 46,028,258 of common stock outstanding as of August 21, 2012.
2. Mr. Gary Kimmons is a general partner of the Kimmons Family Partnership, Ltd., and as such has the sole voting, investment and disposition power over the 50,188 shares of Common Stock owned by the partnership
3. Mrs. Kimmons is deemed to have indirect beneficial ownership of these shares, as the spouse of Gary F. Kimmons.

Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer

The issuer incorporates by reference the Form 10K and filed through EDGAR on October 6, 2009.

Item XIV Beneficial owners:

The following table sets forth as of August 21, 2012, the name and number of shares of the Company's common stock, par value \$0.0001 per share, held of record by (i) each of the three highest paid persons who are officers and directors of the Company, (ii) beneficial owners of 5% or more of our common stock; and (iii) all the officers and directors as a group. Pursuant to the rules and regulations of the Securities and Exchange Commission, shares of common stock that an individual or group has a right to acquire within 60 days pursuant to the exercise of options or warrants are deemed to be outstanding for the purposes of computing the percentage ownership of such individual or group, but are not deemed

to be outstanding for the purposes of computing the percentage ownership of any other person shown in the table.

Item XV Name, address telephone number and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

Investment Banker:

None

Public Relations / Investor Relations:

Heritage Corporate Services, Inc.

3040 Canterbury Drive

Boca Raton, FL 33434

T: 561-210-5675

F: 561-470-1982

Jeffrey@heritagecorporateservices.com

General Counsel:

Ray & Associates

2600 Westheimer Ste 112

Houston, Texas 77056

T: 713.627.7111

F: 713.627.7110

arneray@aol.com

SEC Counsel:

Michael M. Membrado

115 East 57th Street., 11th Floor

New York, New York 10022

Phone: (917) 647-6934

Email: MMM@mmmembrado.com

Auditors:

De Leon and Company, PA

510 NW 159th Lane

Pembroke Pines, FL 33028

T: 954-445-6478

F: 954-438-6481

www.jdlcpa@bellsouth.net

Item XVI Management's discussion and analysis of plan of operations

ISSUER'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

FORWARD-LOOKING STATEMENTS

Much of the discussion in this Item is "forward-looking" as that term is used in Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. Actual operations and results may materially differ from present plans and projections due to changes in economic conditions, new business opportunities, changed business conditions, and other developments. Other factors that could cause results to differ materially are described in our filings with the Securities and Exchange Commission. There are several factors that could cause actual results or events to differ materially from those anticipated, and include, but are not limited to general economic, financial and business conditions, changes in and compliance with governmental laws and regulations, including various state and federal environmental regulations, our ability to obtain additional financing from outside investors and/or bank and mezzanine lenders and our ability to generate sufficient revenues to cover operating losses and position us to achieve positive cash flow. Readers are cautioned not to place undue reliance on the forward-looking statements contained herein, which speak only as of a certain date. We undertake no obligation to update any forward-looking statements.

Plan of Operation

eDoorways is a technology innovator and facilitator of artificial intelligence (A.I.) based, speech-enabled applications with avatar interaction on mobile devices. We are combining our "Intelligent Performance

Support" (IPS) A.I. software with state of the art avatar creation technology to deliver highly interactive contextually-relevant information and resources to web and mobile users. Our systems remember content and recall interactions with each user, which increases effectiveness and value of user experience.

Our first subsidiary Smart 1 Systems Inc. is developing the technology and tools for a number of established vertical markets, currently targeting personal fitness, healthcare, learning, and professional interaction. We are searching for additional verticals to address.

Enabling personal interaction with teachers, trainers, and thought leaders usually requires individual (one on one) interaction. Video-based services limit the focus of subject matter experts to the person on the call. They do not allow one expert to provide individually-tailored help to multiple users on an individual basis at the same time. This limitation adds cost of each session and limits the number of individuals who can benefit from the teacher or trainer.

Today's learners are also becoming more sophisticated, demanding educational content be available in a form appropriate to the way they relate to the world today - via cell phones, tablets, and laptops - to form a personalized service at a time, pace, and place of their choosing. Delivering what they want when they want requires unification of capabilities including A.I., computer-based training, avatar interaction and mobile (smart) devices.

We create an application-specific avatar (for example, nationally branded individuals) with an interactive web-based mobile interface that "talks with" users, remembers what they've said and done, and grows with them interactively over time. It becomes a personal trainer, teacher or coach to create positive change with each person via our subscription-based service.

We are working with industry-leading businesses and personalities to create these avatars, build interactive voice responses, and add our A.I. smart interface, all tied to cloud based servers. Our integrated technology lets the avatar to react and interact with individual users via mobile devices. In short, our unified system will deliver near-human "new media" support solutions to users who will confidentially and personally interact with the same avatar at the same time on a monthly subscription fee basis.

Objectives

Our objective is to develop a minimum viable product during the next twelve months and to effectively launch it in an initial vertical market. The healthcare market, beginning with the health/fitness sub-market, is targeted for exploitation. A second healthcare sub-market we are targeting is senior assisted living. We will focus on the opportunity to use our technology and service offering to help healthcare providers and insurance companies reduce the cost of the care they provide. We will do this by establishing a "pre-emptive" web-based service that reduces the number of instances in which seniors are required to be transmitted to the hospital.

Capital Required for Plan of Operations

To date, we have raised \$2,509,346 in capital. During the next twelve months we anticipate the possibility of generating revenues sufficient to sustain our operations. However, should this not be

the case, we will require additional funding. In order to execute on our plan of operations, we will require approximately \$2,000,000 during the twelve-month period beginning October, 2012. The Company has secured funding to maintain sufficient working capital to achieve our twelve-month objectives. The additional funds, such would be allocated as follows: \$1.0 million will be used to complete the productization and launch our first healthcare application, \$0.2 million will be used to secure patents on our technology, \$0.8 million will be used for future product development, marketing and general and administration expenses.

Liquidity and Capital Resources

As reflected in the accompanying financial statements for the period from January 1st, 2011 through June 30, 2012, the Company had general and administrative expenses in the amount of \$1,774,349, which includes the payment of compensation to our directors and officers in the amount of \$854,000, which is a result of the increased company activity relating to the completion of development of the launch of our eDoorways 2.0 platform. This increased activity resulted in a loss from operations of \$4,335,178; negative cash flows from operations of \$247,596; a working capital deficiency of \$4,585,774 and as a stockholders' deficiency of \$19,747,387. This raises substantial doubt about its ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company's ability to raise additional capital and implement its business plan. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Management believes that actions presently being taken to obtain additional funding and implement its strategic plans provide the opportunity for the Company to continue as a going concern.

C. Off balance sheet arrangements-

None

Part E Issuance History

Item XVII List of securities and shares issued for services in the past two years

We issued 31,906,738 shares in 2008 to retire mostly short-term notes payable. The notes bear 0% interest and mature on various short-term periods and are convertible into shares of common stock. In 2008, the Company borrowed \$36,400 through these types of notes. Many of those outstanding at the end of 2007 and most of those originated in 2008 were retired by the issuance of the earlier stated shares.

During October and November 2007, we borrowed a total of \$91,100 under various short-term convertible notes payable. The notes bear interest at 0%, matured within 10 days, and were

convertible into shares of common stock at between \$0.075 and \$0.09 per share (50% of the market price of the common stock on the date of issuance of the notes). Subsequent to September 30, 2007, all of these convertible notes in the amount of \$91,100 were converted into 1,575,776 pre-split shares of common stock. Upon conversion we recognized a \$54,000 loss on extinguishment of debt due to the conversion price being greater than the amount owed on two loans. Under the terms of the warrants issued in connection with the 6% convertible debentures, if the Company issues common stock at a discount to the exercise price of the warrants, the exercise price of the warrants to purchase shares of common stock is adjusted downward in proportion to the discount given in the new equity issuance. The outstanding warrants affected by this change are 749 warrants with an exercise price of \$3.20 expiring March 30, 2014 and 14,999 warrants with an exercise price of \$200.00 which expired unexercised on April 25, 2009.

On October 25, 2007, the Company completed a financing agreement with private investors and received cash proceeds of \$250,000. We issued the investors secured convertible debentures totaling \$250,000 with an 8% interest rate and a maturity date of October 25, 2010. The debentures are convertible into common shares at a discount of 50% of the average of the lowest three (3) trading prices during the twenty (20) trading day period prior to conversion. We simultaneously issued to the private investors seven year warrants to purchase 10,000,000 pre-split common shares at an exercise price of \$0.0001.

On March 30, 2007 (the "Closing"), we entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC (collectively, the "Investors"). Under the terms of the Securities Purchase Agreement, on March 30, 2007, the Investors purchased an aggregate of (i) \$165,000 in callable convertible secured notes (the "Notes") and (ii) warrants to purchase 1,500,000 pre-split shares of our common stock (the "Warrants"). After the effect of our reverse common stock split of 2000 to 1 in 2007 the warrants were reduced to 750 shares.

On December 3, 2009, the company issued 8,411,702 common shares to Ajene Watson, LLC as part of an Assignment and Assumption Agreement dated 4.26.09 and executed by and between SCB Associates, LLC and Ajene Watson, LLC. The agreement is associated with a Convertible Note Purchase Agreement between AJW Partners II, LLC and SCB Associates, LLC dated December 29, 2008. According to the agreement, AJW Partners II, LLC agreed to sell a portion of convertible debt owed to it by eDoorways International Corporation to SCB Associates. The original convertible debt agreement was signed by the company and AJW Partners II, LLC on April 17, 2006. In view of the fact that the debt was over two years old, Ajene Watson LLC elected to assume the rights of the assigner to the Assignment and Assumption Agreement, SCB Associates.

On January 19, 2010, the company entered into an agreement with American Registrar and Transfer Co., its transfer agent, to issue 333,333 shares of common stock as payment for \$5,000 in future services. The agreement was amended on August 24, 2010, taking into consideration Paragraph A of the original agreement, which provides that when ARTCO was either able to or elected to sell the

shares, in the event the bid price for the shares was less than \$.0225 (the current bid price was \$.0221), eDoorways International Corporation would issue any necessary shares to make up the difference. The two parties agreed that the company would issue 3,238,096 pre-split shares deemed to have been paid for as of the date of the original agreement.

According to the January 19, 2010 agreement American Registrar & Transfer Co. (ARTCO) agreed to accept shares of the Company in exchange for a \$5,000.00 credit on the Company's account. The agreement had a provision to issue additional shares in the event the value of the shares became less than the \$7,500.00. The August 24, 2010 the agreement was amended to issue additional shares at that time given the fact that the value of the shares had decreased, but still contained a provision to issue additional shares in the event ARTCO's total shareholdings became less than \$7,500.00 at the time ARTCO elected to sell its shares.

On January 21, 2011 the Company received a demand letter from ARTCO indicating that ARTCO is taking the steps necessary to have the restrictive legend removed from the shares previously issued. The closing bid price of the Company's shares on January 21, 2011 was \$.0004. ARTCO requested in its demand letter of January 21, 2011 that the Company issue an additional 15,178,571 pre-split shares without legend based on the original agreement and amendment thereto. The Board authorized the Company to make an issuance to ARTCO of the unrestricted common shares it was scheduled to receive according to the terms of the January 19th and August 24th, 2010 agreements. The number of pre-split shares issued were 15,178,571.

On February 19, 2010 the company signed a Debt Settlement Agreement with Paul-Allen Associates, LLC related to the extinguishment of 65,000,000 pre-split shares of outstanding debt associated with a service agreement between the parties dated September 8, 2008. Under the terms of the agreement, the company issued 65,000,000 pre-split common shares to Paul-Allen Associates, LLC in extinguishment of the debt owed and due.

On May 19, 2010 the company signed a Debt Settlement Agreement with Ajene Watson, LLC related to the extinguishment of outstanding debt. Under the terms of the agreement, the company issued 120,000,000 pre-split common shares to Ajene Watson, LLC in extinguishment of \$24,000 of the \$262,312 in debt owed and due.

On August 2, 2010 the company signed a Debt Settlement Agreement with Ajene Watson, LLC related to the extinguishment of outstanding debt. Under the terms of the agreement, the company issued 120,000,000 common shares to Ajene Watson, LLC in extinguishment of \$24,000 of the \$238,312 in debt owed and due.

On September 1, 2010 the company elected to issue Arthur Marcus, Jay M. Kaplowitz, and David D Danovitch 2,400,000 pre-split shares of its common stock valued at \$6,000.00 as partial payment for outstanding legal fees.

On October 6, 2010, the company elected to offer for sale to OT Hill and Associates 23,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the

shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On October 25, 2010, the company elected to issue Michael Cummings and Johnnie Fox 47,695,426 pre-split shares of Series G convertible preferred stock as payment in lieu of cash for consulting services performed by Real Time Data. The payment was made in extinguishment of \$136,000 of the \$375,000 in debt owed and due.

On November 7, 2010, the company elected to offer for sale to OT Hill and Associates 175,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On December 1, 2010 the company signed a Debt Settlement Agreement with Ajene Watson, LLC related to the extinguishment of outstanding debt. Under the terms of the agreement, the company issued 120,000,000 pre-split common shares to Ajene Watson, LLC in extinguishment of \$24,000 of the \$214,312 in debt owed and due.

On December 15, 2010, the company elected to offer for sale to OT Hill and Associates 160,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On January 7, 2011, the company elected to offer for sale to OT Hill and Associates 160,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On January 20, 2010, the company elected to offer for sale to OT Hill and Associates 160,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On January 21, 2011 the company signed a Debt Settlement Agreement with BlakesReport.com related to the extinguishment of outstanding debt. Under the terms of the agreement, the

company issued 162,680,000 pre-split common shares to BlakesReport.com in extinguishment of \$8,300 of the \$100,000.00 in debt owed and due.

On February 14, 2011, the company elected to offer for sale to OT Hill and Associates 200,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On February 18, 2011 the company signed a Securities Settlement Agreement, and under separate cover, an Assignment and Assumption Agreement with Redwood Management LLC to retire \$65,047.25 in outstanding debt. The company took this action to avoid dispute, retire debt from its books and records, and to make an effort to improve its financial picture for potential acquisition and future funding by eliminating or limiting the extent of debt the company faces.

On February 18, 2011 the company was presented with a demand by Redwood Management LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$7,500 of outstanding debt owed to Redwood Management LLC per the Settlement Agreement dated 2/18/11 by converting 50,000,000 pre-split common shares of the company.

On February 25, 2011 the company issued 200,000,000 pre-split common shares to BlakesReport.com in extinguishment of \$10,204 of the \$91,700.00 in debt owed and due under the Debt Settlement Agreement signed on January 21, 2011.

On March 1, 2011 the company was presented with a demand by Redwood Management LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$7,500 of outstanding debt owed to Redwood Management LLC per the Settlement Agreement dated 2/18/11 by converting 50,000,000 pre-split common shares of the company.

On March 1, 2011 the company was presented with a demand by Redwood Management LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$8,000 of outstanding debt owed to Redwood Management LLC per the Settlement Agreement dated 2/18/11 by converting 53,333,333 pre-split common shares of the company.

On March 8, 2011 the company entered into a consulting agreement with PaddingtonMedia whereby PaddingtonMedia will incorporate the functionality of its MediaSuitePro content management software into the eDoorways platform. The company agreed to pay PaddingtonMedia \$5,000 in restricted common stock (10,000,000 pre-split shares based on a price of \$0.0005, the closing price for March 8, 2011). The shares were issued in the name "Aston Equity Partners."

On March 10, 2011 the company was presented with a demand by Redwood Management LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$10,000 of outstanding debt owed to Redwood Management LLC per the Settlement Agreement dated 2/18/11 by converting 100,000,000 pre-split common shares of the company.

On March 16, 2011 the company was presented with a demand by Redwood Management LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$10,000 of outstanding debt owed to Redwood Management LLC per the Settlement Agreement dated 2/18/11 by converting 100,000,000 pre-split common shares of the company.

On March 24, 2011 the company was presented with a demand by Redwood Management LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$12,047.25 of outstanding debt owed to Redwood Management LLC per the Settlement Agreement dated 2/18/11 by converting 120,472,500 pre-split common shares of the company.

On March 24, 2011 the company issued 120,000,000 pre-split common shares to Ajene Watson, LLC in extinguishment of \$24,000 of the \$238,312 in outstanding debt owed and due under a December 1, 2010 Debt Settlement Agreement with Ajene Watson, LLC.

On March 24, 2011, the company elected to offer for sale to TJ Management Group LLC 277,777,777 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On March 31, 2011, the company entered into a second consulting agreement with PaddingtonMedia whereby both companies agreed that Paddington would continue its work integrating the MediaSuitePro content management software into the eDoorways platform. The company agreed to pay PaddingtonMedia \$2,000.00 in restricted common stock (6,666,667 pre-split shares based on a closing price of \$0.0003 on March 30, 2011).

On April 20, 2011 the company issued 200,000,000 pre-split common shares to BlakesReport.com in extinguishment of \$10,204 of the \$81,496.00 in debt owed and due under the Debt Settlement Agreement signed on January 21, 2011.

On April 20, 2011, the company elected to offer for sale to OT Hill and Associates 200,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On April 22, 2011, the company entered into a consulting agreement with Charles Gregoire de Rothschild and GDR Privee whereby de Rothschild and GDR Privee would provide financial advisory services to the company. The company agreed to issue 5.5% of its outstanding shares as part of the compensation along with a cash payment of \$55,000. Accordingly, 187,195,100 pre-split shares of restricted common stock were issued to GDR Privee and 18,719,510 pre-split restricted common shares (10% of the 5.5%) were issued to an affiliated entity, RSW Capital.

On April 27, 2011 the company was presented with a demand by DebentureVision LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$8,266.66 of outstanding debt owed to DebentureVision per the Settlement Agreement dated 4/27/11 by converting 165,333,200 pre-split common shares of the company.

On May 10, 2011 the company entered into a consulting agreement with Fred B. Vogt Jr, an Austin-based CPA, who is preparing the company's books for audit starting with the 2009 business year. The company agreed to pay Mr. Vogt \$5,000 in restricted common stock using an 80% discount to market. The company issued 31,250,000 pre-split shares at a price of \$0.0016 based on the closing price on May 10, 2011.

On May 11, 2011 the company was presented with a demand by DebentureVision LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$8,266.66 of outstanding debt owed to Redwood Management LLC per the Settlement Agreement dated 5/11/11 by converting 165,333,200 pre-split common shares of the company.

On May 12, 2011 the company issued 200,000,000 pre-split common shares to BlakesReport.com in extinguishment of \$10,204 of the \$71,292.00 in debt owed and due under the Debt Settlement Agreement signed on January 21, 2011.

On May 26, 2011 the company was presented with a demand by DebentureVision LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$8,266.66 of outstanding debt owed to DebentureVision LLC per the Settlement Agreement dated 5/25/11 by converting 165,333,200 pre-split common shares of the company.

On June 1, 2011, the company elected to offer for sale to OT Hill and Associates 200,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On June 21, 2011, the company elected to offer for sale to OT Hill and Associates 200,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors"

pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On July 20, 2011 the company was presented with a demand by DebentureVision LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$8,266.66 of outstanding debt owed to DebentureVision LLC per the Settlement Agreement dated 5/25/11 by converting 311,800,000 pre-split common shares of the company.

On August 3, 2011 the company issued 200,000,000 pre-split common shares to BlakesReport.com in extinguishment of \$10,204 of the \$71,292.00 in debt owed and due under the Debt Settlement Agreement signed on July 28, 2011.

On August 30, 2011 the company was presented with a demand by DebentureVision LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$15,590 of outstanding debt owed to DebentureVision LLC per the Settlement Agreement dated 8/30/11 by converting 311,800,000 pre-split common shares of the company.

On September 6, 2011 the company elected to offer for sale to OT Hill and Associates 200,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On September 9, 2011 the company issued 200,000,000 pre-split common shares to BlakesReport.com in extinguishment of \$10,204 of the \$61,088.00 in debt owed and due under the Debt Settlement Agreement signed on August 29, 2011.

On September 26, 2011 the company was presented with a demand by Louis Sorrentino to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$18,500 of outstanding debt owed to Kenective LLC per the Debt Purchase Agreement dated 9/26/11 by converting 370,000,000 pre-split common shares of the company.

On September 27, 2011 the company elected to offer for sale to OT Hill and Associates 200,000,000 pre-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On October 13, 2011 the company elected to offer for sale to OT Hill and Associates 250,000 post-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On October 13, 2011 the company issued 250,000 post-split common shares to BlakesReport.com in extinguishment of \$12,750 of the \$71,292.00 in debt owed and due under the Debt Settlement Agreement signed on August 29, 2011.

On October 14, 2011 our board issued a resolution to amend its resolution dated August 21, 2012 that made all classes of preferred stock subject to a 1000:1 reverse split. The amendment exempts Series D preferred voting shares from the reverse split and reaffirms the total authorization as being 1,000 shares with 1,000 shares currently issued.

On October 26, 2011 the company issued 250,000 post-split common shares to BlakesReport.com in extinguishment of \$12,750 of the \$58,542.00 in debt owed and due under the Debt Settlement Agreement signed on August 29, 2011.

On October 26, 2011 the company elected to offer for sale to OT Hill and Associates 250,000 post-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On November 21, 2011 the company issued 350,000 post-split common shares to BlakesReport.com in extinguishment of \$17,850 of the \$45,792.00 in debt owed and due under the Debt Settlement Agreement signed on August 29, 2011.

On November 21, 2011 the company elected to offer for sale to OT Hill and Associates 350,000 post-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On December 16, 2011 the company was presented with a demand by Debenturevision LLC to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$4,000 of outstanding debt owed to Kenective LLC per the Debt Purchase Agreement dated 12/16/11 by converting 1,000,000 post-split common shares of the company.

On November 28, 2011 the company issued 416,666 post-split common shares to Heritage Corporate Services, Inc. as payment in lieu of cash for \$105,000 in consultative services rendered during the months of January through May, 2011.

On December 6, 2011 the company was presented with a demand by Andre Crawford to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$33,000 of outstanding debt owed to Kenective LLC per the Debt Purchase Agreement dated 12/06/11 by converting 825,000 post-split common shares of the company.

On December 6, 2011 the company was presented with a demand by Richard Davis to convert shares in the company to partially remedy admitted default in monies due, owing and as of yet unpaid. The company agreed to convert \$33,000 of outstanding debt owed to Kenective LLC per the Debt Purchase Agreement dated 12/06/11 by converting 825,000 post-split common shares of the company.

On December 22, 2011 the company issued 350,000 post-split common shares to BlakesReport.com in extinguishment of \$17,850 of the \$27,942.00 in debt owed and due under the Debt Settlement Agreement signed on August 29, 2011.

On January 1, 2012 the company elected to offer for sale to OT Hill and Associates 950,000 post-split shares of its common stock as part of a private offering being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On January 1, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 428,571 post-split shares of its common stock as part of a private offering of \$3,000.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On February 8, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 571,428 post-split shares of its common stock as part of a private offering of \$3,000.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On February 24, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 800,000 post-split shares of its common stock as part of a private offering of \$4,000.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to "accredited investors" pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware

Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On March 21, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 250,000 post-split shares of its common stock as part of a private offering of \$5,500.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On May 22, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 200,000 post-split shares of its common stock as part of a private offering of \$5,000.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On June 26, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 333,333 post-split shares of its common stock as part of a private offering of \$5,000.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On July 11, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 500,000 post-split shares of its common stock as part of a private offering of \$5,600.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

On August 15, 2012 the company elected to offer for sale to Hanover Holdings II, LLC 622,222 post-split shares of its common stock as part of a private offering of \$5,600.00 being made without registration of the shares under the Securities Act of 1933, as amended, and was made only to “accredited investors” pursuant to Regulation D, Rule 504 and Sections 7309(b)(8) of the Delaware Securities Act, and Section 510(a)(1) of Part E under the rules and regulations pursuant to the Delaware Securities Act.

Part F Exhibits

Item XVIII Material Contracts

Smart 1 Systems (wholly owned subsidiary)

3409 Esperanza Crossing Suite 7211

Austin, Texas 78758

T: 512.415-3425

Terms: Technology transfer agreement. eDoorways has assigned its proprietary SmartONE learning technology to Smart 1 Systems in exchange for 300,000 shares (100% of the current issued and outstanding) of Smart 1 Systems' common stock. In addition, the two companies have consummated a revenue sharing agreement whereby all revenues derived in the marketing of products / services created in conjunction with Smart 1 Systems technology are shared.

Intelligent Fitness LLC

9903 Santa Monica Blvd. #820

Beverly Hills, CA 90212

T: 310-650-5595

Terms: Smart 1 Systems has entered into an agreement with Intelligent Fitness LLC to share in the revenue derived in the marketing of products / services created in conjunction with Smart 1 Systems technology.

Item XIX Articles of Incorporation and By Laws

In May, 2010, our shareholders voted to file a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware to change our corporate name from eDoorways Corporation to eDoorways International Corporation.

In May, 2010, we filed a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware to increase the number of authorized pre-split shares to two billion (2,000,000,000). The par value of each such share is one-tenth of one cent (\$0.001) dollars. The Board of Directors was expressly vested with the authority to fix the voting powers full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions on any shares issued by the corporation.

In June, 2010, we filed a Certificate of Amendment of Certificate of Incorporation to specify that the two billion authorized shares would consist of 1,490,899,000 pre-split shares of common stock and 509,101,000 shares of bank check preferred stock.

On November 12, 2010, we filed a Certificate of Amendment of Incorporation with the Secretary of State of Delaware to increase the total number of shares of which the corporation will have authority to

issue to three billion (3,000,000,000) pre-split shares consisting of 2,800,000,000 pre-split shares of common stock, par value \$0.0001, and 200,000,000 pre-split shares of blank check preferred stock, par value \$0.0001. The Board of Directors was expressly vested with the authority to fix the voting powers full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions on any shares issued by the corporation.

On February 27, 2011, we filed a Certificate of Amendment of Incorporation with the Secretary of State of Delaware to increase the total number of shares of which the corporation will have authority to issue to five billion (5,000,000,000) pre-split shares consisting of 4,700,000,000 pre-split shares of common stock, par value \$0.0001, and 300,000,000 pre-split shares of blank check preferred stock, par value \$0.0001. The Board of Directors was expressly vested with the authority to fix the voting powers full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions on any shares issued by the corporation.

On May 27, 2011, we filed a Certificate of Amendment of Incorporation with the Secretary of State of Delaware to increase the total number of shares of which the corporation will have authority to issue to six billion (6,000,000,000) pre-split shares consisting of 5,700,000,000 pre-split shares of common stock, par value \$0.0001, and 300,000,000 pre-split shares of blank check preferred stock, par value \$0.0001.

On August 30, 2011, we filed a Certificate of Amendment of Incorporation with the Secretary of State of Delaware to increase the total number of shares of which the corporation will have authority to issue to seven billion (7,000,000,000) pre-split shares consisting of 6,700,000,000 pre-split shares of common stock, par value \$0.0001, and 300,000,000 pre-split shares of blank check preferred stock, par value \$0.0001.

On September 27, 2011, we filed a Certificate of Amendment of Incorporation with the Secretary of State of Delaware to increase the total number of shares of which the corporation will have authority to issue to eight billion (8,000,000,000) pre-split shares consisting of 7,700,000,000 pre-split shares of common stock, par value \$0.0001, and 300,000,000 pre-split shares of blank check preferred stock, par value \$0.0001.

On October 27, 2011, an absolute majority of approximately 51% of all outstanding shares of voting stock of the Corporation adopted a resolution in lieu of a special meeting of the stockholders to authorize the Company's Board of Directors to effect a reverse stock split of the Company's outstanding common stock in the range of 1000:1 to 100:1 as determined at the sole discretion of the Board.

On October 27, 2011, we filed a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware to effect a reverse split of the Company's outstanding Common and Preferred stock of 1000:1 to reduce the total number of shares of which the Corporation will have the authority to issue to fifteen million three hundred thousand (15,300,000) post-split shares consisting of fifteen million (15,000,000) post-split shares of common stock, par value \$0.0001 and three hundred thousand (300,000) post-split shares of blank check preferred stock, par value \$0.0001.

On October 29, 2011 our board issued a resolution to amend its resolution dated October 27, 2011 that made all classes of preferred stock subject to a 1000:1 reverse split. The amendment exempts Series D preferred voting shares from the reverse split and reaffirms the total authorization as being 1,000 shares with 1,000 shares currently issued.

On February 22, 2012, we filed a Certificate of Amendment of Incorporation with the Secretary of State of Delaware to increase the total number of shares of which the corporation will have authority to issue to forty million three hundred thousand (40,300,000) shares consisting of 40,000,000 shares of common stock, par value \$0.0001, and 300,000 shares of blank check preferred stock, par value \$0.0001.

On June 11, 2012, we filed a Certificate of Amendment of Incorporation with the Secretary of State of Delaware to increase the total number of shares of which the corporation will have authority to issue to sixty million three hundred thousand (60,300,000) shares consisting of 60,000,000 shares of common stock, par value \$0.0001, and 300,000 shares of blank check preferred stock, par value \$0.0001.

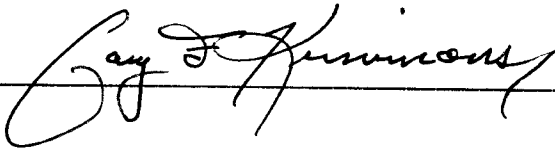
Item XX Purchase of Equity Securities by the issuer.

None

Item XXI Issuer's Certification

I, Gary Kimmons certify that:

1. I have reviewed this quarterly disclosure of eDoorways International Corporation.
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of and for the periods presented in this disclosure statement.

x  _____

August 21, 2012