

Telecorp Inc. Disclosure Statement September 30, 2013

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Telecorp Inc.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 6 Toronto Street

Address 2: Suite 902

Address 3: Barrie, Ontario Canada L4N 9R2

Phone: 705-252-3400

Email: pphillips@telecorp.com

Website(s): www.telecorp.com

IR Contact

Address 1: 6 Toronto Street

Address 2: Suite 90-2

Address 3: Barrie, Ontario Canada L4N 9R2

Phone: 705-252-3400

Email: investors@telecorp.com

Website(s): www.Telecorp.com

3) Security Information

Trading Symbol: TLNUF

Exact title and class of securities outstanding: Common

CUSIP: 879296200

Par or Stated Value: 0.0001

Total shares authorized: 89,199,265

as of: September 30, 2013

Total shares outstanding: 89,199,265

as of: September 30, 2013

Additional class of securities (if necessary):

Trading Symbol: _____

Exact title and class of securities outstanding: _____

CUSIP: _____

Par or Stated Value: _____

Total shares authorized: _____

as of: _____

Total shares outstanding: _____

as of: _____

Transfer Agent

Name: **Issuer Direct Corporation**

Address 1: 500 Perimeter Park Dr, Suite D

Address 2: Morrisville NC 27560

Address 3: _____

Phone: 919-481-4000

Is the Transfer Agent registered under the Exchange Act?*

Yes: ☒

No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

Directors Approval

Describe any trading suspension orders issued by the SEC in the past 12 months.

Nil

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On October 1, 2012, the Directors approved a reverse split of the Company's common stock in an aim to better position the Company for future operations. This reverse stock split was at a ratio of 1000 shares for 1 share.

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

1. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

a) Private Placement

b) Debt Conversion

c) Consulting

d) Consulting

e) Investor Relations

2. Any jurisdictions where the offering was registered or qualified;

a) Canada

b) Canada

c) Canada

d) U. S.

e) Canada and U.S.

3. The number of shares offered;

a) 600,000 restricted shares

b) 6,000,000

c) 150,000

d) 3,000,000

e) 200,000 restricted shares

4. The number of shares sold;
- a) 600,000 restricted shares
 - b) 6,000,000
 - c) 150,000
 - d) 3,000,000
 - e) 200,000 restricted shares
5. The price at which the shares were offered, and the amount actually paid to the issuer;
- a) 0.42
 - b) 0.0001
 - c) Nil
 - d) Nil
 - e) Nil

6. The trading status of the shares; and

Shares are now being traded at \$0.08 per share

7. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

On October 1, 2012, the Company's Board of Directors voted on a 1000:1 reverse stock split of its common shares for the sole purpose of cleaning up its share structure and make the Company a much more attractive option for investors as the Company began trading on the Frankfurt Stock Exchange. In December 2012, the Company delisted its shares from the Frankfurt Exchange and began the application process of listing its common shares for trading on the OTC Markets.

As an incentive to loan the Company funds on an as-needed basis and on April 8, 2006 and March 31, 2010, the Company issued 75,000 and 525,000 restricted common shares, respectively, to Mrs. Madelene J. Easton as "Security Shares". On July 4, 2010, the Company entered into a Convertible Note with Mrs. Easton in the principal amount of \$250,000. Under the terms of the note, the principal of the loan is unsecured and bears interest of 8% per annum and is payable on a when-can basis. In the event of default, the principal and all accrued interest shall be due and payable thereon, however, if the Company is unable to repay the loan, then Mrs. Easton has the option to convert any outstanding portion of the loan at par value.

On October 4, 2012, the Company effected a 1000:1 reverse stock split of its common shares, thereby rendering Mrs. Easton's 600,000 restricted common shares to 600 shares and triggered a default.

On January 28, 2013, the Company issued 6,000,000 shares of common stock upon the conversion of the principal amount of \$600.

At September 30, 2013 the Company has not repaid the Note.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

8. Balance sheet;
9. Statement of income;
10. Statement of cash flows;
11. Financial notes; and
12. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

July 3, 2013 Posted on OTC Markets

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

13. a description of the issuer's business operations;

Telecorp (the "Company") has designed, created and is in the final stages of completing a suite of web-based software that is easily customized for integration into professional work environments of all types and sizes. This technology allows any given user to maximize their individual efforts, team focus and management agendas to reduce cost, increase sales, monitor the analytics, and streamline the entire operation no matter the size.

Telecorp is at the forefront of a new generation of technology. The Company has established a strong market position in Canada as well as a rapidly growing presence in the international market. Equity funding of up to \$2.5 Million is now being sought, in order to complete the development of domestic opportunities and to expand the Company's reach in Europe, Australia and other global markets through planned joint venture agreements. The funds will also be used for key acquisitions, final development, hardware, office expansion and other corporate needs.

Telecorp is a registered corporation in Canada that owns Telecorp Inc. in United States, Euphorik Fuel Technologies in Canada and Telecorp Software Inc. in Panama.

Telecorp develops customer relationship management (CRM) software for small and large-sized businesses (SMB) commonly referred to as software-as-a-service, also termed as SaaS by many industries in recent years. In 2007, the SaaS market topped \$5.1-billion U.S. and is expected to climb to an estimated \$40.5-billion by 2014. According to the research firm, Gartner Inc., SaaS will comprise approximately one quarter of all corporate software sales within the next four years. Telecorp currently offers three software systems (with industry specific variations) both adaptable and customized for use in varying marketplaces and applications.

The software can work as one (all software together) as well as individually for specific client needs. As a whole, the software will provide total communication tools to enable staff to talk to clients, deliver communication material, manage data, improve client management, and provide reports ensuring their success.

In short the system will provide telesales and telemarketing tools with all the features of a large state of the art call center with additional features in one easy to use system. Features like voice message delivery, e-mail, newsletter, text, and fax broadcasting with many innovations currently not available in competitive software.

Telecorp offers office automation for any business, focusing on ease of use, with proven results in any given industry or field. Telecorp can immerse its software systems into a diverse array of industries including; Medical, Hospitals, Dental, Automotive, Retail, Political, Collections, Spas and Salons, Sales Departments, Charities, Call Centers and much more.

14. Date and State (or Jurisdiction) of Incorporation:

April 13th, 2009

15. the issuer's primary and secondary SIC Codes;

7373. 737398

16. the issuer's fiscal year end date;

March 31

17. Principal products or services, and their markets;

Telecorp products exist to serve and assist most industries with innovative, time saving solutions that work to increase performance, reduce waste and costs while increasing revenues.



The Sales Generator System (SGS) plays host to a complete telemarketing and messaging system for use by individuals, teams or employees. SGS boasts a robust document delivery application alongside an integral time and call management counterpart. The system in its entirety ensures clients that customers are cared for in both a professional and courteous manner.

Furthermore, the SGS features scripting tools comparable to those used in conjunction with expensive, high maintenance predictive dialers utilized in large call centers.



I-driveCONNECTS is an On-Demand management system that delivers voice messages, surveys, appointment reminders, e-mails, faxes, and text messages. This tool will deliver messages directly to the person or deposit sent messages

into a voice mailbox. The system also offers e-mail, fax, and text message broadcasting. Plus it delivers direct to voice mailbox messages without ringing the telephone on the receiving end. The system is saturated with dynamic features setting it apart from the competition without reservation.



I-driveMEETINGS provides full-featured and flexible web conferencing software, telephone tools (up to 10 participants), recording capabilities, video chat server and webinar software. Participants can communicate by voice,

instant messaging chat and see each other by video/video conference. Participants can talk and hear one another by using standard microphones and headsets thanks to Voice over Internet Protocol (VoIP). Some of the features include blackboard, file sharing, online chat, survey tools, reports, contact manager integration, change host control and record event.



I-driveSTAFF is one of the best staffing management software ever available in the temporary and permanent staffing industry for companies and recruiters. The integration mainstream systems with the Sales Generator System, I-driveCONNECTS and I-driveMEETINGS will create a software solution that is sure to become a world leader offering state-of-the-art features only available through Telecorp.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or location of the principal plants and other property of the issuer and describe the issuer does not have complete ownership or control of the property (for property or if there is a mortgage on the property), describe the limitations

understanding of all assets,

facilities of the issuer, give the the condition of the properties. If example, if others also own the on the ownership.

If the issuer leases any assets, properties or facilities, clearly of their leases.

describe them as above and the terms

The Company maintains offices in Canada at 6 Toronto Street, Suite 902 Barrie, Ontario L4N 9R2 and also with satellite offices at 22 Cortlandt Street, 16th fl., New York, New York USA 10007 and 109 East 17th Street # 25 Cheyenne, Wyoming USA 82001. The total offices cost at \$3,000 per month. The rental cost approximates, including interest, taxes and insurance.

The facility totals 1,700 square feet.

Telecorp also utilizes offices in Indore India for its developers at 307 Vidhyapati, 17 Racecourse Road, Indore, MP, India. There is at this time over 16 developers which cost an average of \$1,500 per month per consultant.

Telecorp is hoping to add two offices as part of it acquisitions in Indonesia which will exceed 3,400 square feet and house over 50 developers. The cost for these properties will be about \$2,800 per month including taxes etc. These developers which also include web developers are approximately \$200 per month with higher skill and senior engineers around \$350 to \$500 per month.

Telecorp's goal is to open another office in Panama. This will give the company affordable Spanish speaking reps for our call center.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Chairman, President and Chief Executive Officer – Paul Phillips
Member of the Board of Directors – Tom Ambeau
Member of the Board of Directors /Secretary – Jose Fernandez

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

18. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

19. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

Nil

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

N/A

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Paul Phillips 76.45%

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Lorin A. Rosen, Esq.

Managing Attorney

Address 1: 6 Butler Court

Address 2: Centereach, New York 11720

Phone: 877-570-2620

Email: larlawgroup@gmail.com

David White QC

229 Maplevue Drive East

Barrie, ON L4N 0W5

705-734-0100

Accountant or Auditor

Gregory Scott Buczynski

GregoryScott International Inc.

22W Washington

Suite 1500
Chicago, IL 60610
Phone 312 752 5426
Fax (484) 401-3279

Investor Relations Consultant

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Paul Phillips certify that:

1. I have reviewed this Quarterly Report of September 30, 2013 of Telecorp Inc.;
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.

October 15, 2013 [Date]



[CEO's Signature]
President and CEO [Title]