FORM 10QSB

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d)

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FILER

TRANSWORLD BENEFITS INTERNATIONAL INC

CIK:**1107445**| IRS No.: **980218912** | State of Incorp.:**NV** | Fiscal Year End: **0630**
Type: **10QSB** | Act: **34** | File No.: **000-32673** | Film No.: **081047675**
SIC: **7389** Business services, nec

Mailing Address
3110 EAST SUNSET ROAD, SUITE H1
LAS VEGAS NV 89120

Business Address
18201 KARMAN AVENUE SUITE 1170
IRVINE CA
(800) 297-4450

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

FORM 10-QSB

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

For the quarterly period ended December 31, 2006

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

For the transition period from _________ to ___________

Commission File No. **000-32673**

TRANSWORLD BENEFITS INTERNATIONAL, INC.
(Exact name of small business issuer as specified in its charter)

California	**98-0218912**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

4675 MacArthur Court, Suite 550, Newport Breach, California 92660
(Address of Principal Executive Offices)

(949) 851-7775
(Issuer's telephone number)

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☐ No ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING GTHE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Not Applicable Yes ☐ No ☐

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes common equity, as of THE LATEST PRACTICABLE DATE: June 1, 2008: 99,960,362 shares of common stock outstanding, $0.001 par value.

Transitional small business disclosure format (check one): Yes ☒ No ☐

Part I-- FINANCIAL INFORMATION

PART I -- FINANCIAL INFORMATION

Item 1. Financial Statements

Transworld Benefits International, Inc. and Subsidiary
(A Development Stage Company)
Condensed Consolidated Balance Sheets
(Unaudited)

	As of	
	December 31, 2006	June 30, 2006
Assets - Furniture and equipment, net of accumulated depreciation of $291	$1,452	$0
Total assets	$1,452	$0
Liabilities and stockholders' deficiency		
Current liabilities:		
Accounts payable and accrued expenses	$265,936	$247,226
Accrued consulting	358,973	358,973
Accounts payable to related parties	1,501,143	1,418,986
Advances from related parties	109,500	109,500
Notes payable to related party	154,067	154,067
Accrued interest on notes payable related party	121,723	111,470
Advances payable	27,000	27,000
Accrued interest on convertible debenture	-	47,638
	2,538,342	2,474,860
Convertible debenture payable	-	148,750
Total liabilities	2,538,342	2,623,610
Stockholders' deficiency:		
Preferred stock, $0.001 par value; 5,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock, $0.001 par value; 100,000,000 shares authorized; 35,069,898 shares issued and outstanding at December 31 and June 30, 2006	35,070	35,070
Additional paid-in capital	1,965,165	1,765,908
Accumulated deficit	(4,537,125)	(4,424,588)
Total stockholders' deficiency	(2,536,890)	(2,623,610)
Total liabilities and stockholders' deficiency	$1,452	$0

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Transworld Benefits International, Inc. and Subsidiary
(A Development Stage Company)
Consolidated Statements of Operations
For the Six Months Ended December 31, 2006 and 2005 and
Cumulative Amounts from Inception September 16, 1996 through December 31, 2006
(Unaudited)

	Six Months Ended December 31,		Cumulative Amounts From Inception
	2006	2005	
Revenues	$-	$-	$-
General and administrative expenses	99,415	138,616	4,801,747
Loss before other income (expense)	(99,415)	(138,616)	(4,801,747)
Other income (expense):			
Other income	-	-	8,902
Gain on settlement of debt	-	-	189,024
Gain on decrease in fair value of warrants and stock purchase rights liabilities	-	-	475,510
Interest expense, net	(13,122)	(30,944)	(408,814)
Net (loss)	(112,537)	(169,560)	(4,537,125)
Beginning of period accumulated deficit	(4,424,588)	(4,137,062)	0
End of period accumulated deficit	$(4,537,125)	$(4,306,622)	$(4,537,125)
Loss per share: Basic and diluted	$(0.003)	$(0.005)	
Weighted average number of shares outstanding: Basic and diluted	35,069,898	35,069,898	

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Transworld Benefits International, Inc. and Subsidiary
(A Development Stage Company)
Consolidated Statements of Operations
For the Three Months Ended December 31, 2006 and 2005 and
Cumulative Amounts from Inception September 16, 1996 through December 31, 2006
(Unaudited)

	Three Months Ended December 31, 2006	Three Months Ended December 31, 2005	Cumulative Amounts From Inception
Revenues	$-	$-	$-
General and administrative expenses	50,476	68,978	4,801,747
Loss before other income (expense)	(50,476)	(69,978)	(4,801,747)
Other income (expense):			
Other income	-	-	8,902
Gain on settlement of debt	-	-	189,024
Gain on decrease in fair value of warrants and stock purchase rights liabilities	-	-	475,510
Interest expense, net	(5,127)	(15,473)	(408,814)
Net (loss)	(55,602)	(84,451)	(4,537,125)
Beginning of period accumulated deficit	(4,481,522)	(4,222,171)	0
End of period accumulated deficit	$(4,537,125)	$(4,306,622)	$(4,537,125)
Loss per share: Basic and diluted	$(0.002)	$(0.002)	
Weighted average number of shares outstanding: Basic and diluted	35,069,898	35,069,898	

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Transworld Benefits International, Inc. and Subsidiary
(A Development Stage Company)
Consolidated Statements of Cash Flows
For the Six Months Ended December 31, 2006 and 2005 and
Cumulative Amounts from Inception September 16, 1996 through December 31, 2006
(Unaudited)

	Six Months Ended December 31,		Cumulative Amounts From Inception
	2006	2005	
Cash flows from Operating Activities:			
Net (loss)	$(112,537)	$(169,560)	$(4,537,125)
Adjustments to reconcile net (loss) to net cash from (used in) operating activities:			
Depreciation	291	-	291
Amortization of deferred financing costs	-	14,309	193,750
Stocks and warrants issued for services and debt	-	-	1,763,309
Gain of settlement of debt	-	-	(202,024)
Subscription receivable exchanged for services	-	-	20,000
(Gain) on decrease in fair value of warrants and stock purchase rights liabilities	-	-	(475,510)
Changes in operating assets and liabilities, net of effects of merger:			
Accounts payable and accrued expenses	18,710	(20,740)	546,345
Accrued consulting and related	-	30,573	(70,383)
Accounts payable to related parties	82,157	129,901	1,501,143
Accrued interest on notes payable related party	10,253	7,767	121,724
Accrued interest on convertible debenture	(47,638)	7,750	-
Net cash (used in) Operating Activities	(48,764)	-	(1,138,481)
Cash flows from Investing Activities:			
Purchases of furniture and equipment	(1,743)	-	(1,743)
Payments received on related party notes receivable	-	-	205,400
Net cash from (used in) Investing Activities	(1,743)	-	203,657
Cash flows from Financing Activities:			
Proceeds from advances payable	-	-	89,500
Repayments to advances payable	-	-	(62,500)
Proceeds from convertible debenture	-	-	193,750
Payment of debt by related parties	199,257	-	244,257
Repayments to convertible debenture	(148,750)	-	(193,750)
Proceeds from common stock issuance	-	-	400,000
Proceeds from related parties	-	-	159,500
Repayments to related parties			(50,000)
Proceeds from related party notes payable	-	-	154,067
Net cash from Financing Activities	50,507	-	934,824
Net change in cash	-	-	-
Cash, beginning of period	-	-	-
Cash, end of period	$-	$-	$-
Supplemental disclosure of cash flow information:			
Cash paid for interest	$ -	$ -	
Cash paid for income taxes	$ -	$ -	

The accompanying notes are an integral part of these unaudited consolidated financial statements

NOTE 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The accompanying condensed consolidated financial statements of TransWorld Benefits International, Inc. and subsidiary have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the rules and regulations for reporting on Form 10-QSB. Accordingly, they do not include certain information and disclosures required for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included and are of a normal recurring nature.

These statements should be read in conjunction with the consolidated financial statements and footnotes included in the Company's comprehensive filing of Form 10-KSB for the years ended June 30, 2006, 2005, and 2004. The accounting policies used in preparing these condensed consolidated financial statements are the same as those described in Note 1 to the consolidated financial statements in the Company's Form 10-KSB.

NOTE 2. ORGANIZATION AND BACKROUND

The Company was incorporated in 1996 in Nevada. The Company is a development stage company formed to provide emergency travel services to the funeral, insurance, travel, Internet, and credit card industries. The Company will generate revenue through direct sales or licensing of the Company's proprietary products such as the return of remains of the deceased by private executive aircraft. The Company also intends to market and sell insured plans for the repatriation of remains benefit, medical evacuation and necessary repatriation as well as accidental death and dismemberment benefits. The Company expects to sell its products to customers both domestically and internationally.

Pursuant to a Share Purchase Agreement dated October 4, 2002 by and among Thinka Weight-Loss Corporation (the "Company"), TransWorld Benefits, Inc. ("TransWorld"), and certain shareholders of TransWorld, the Company acquired 5,600,000 shares of the common stock of TransWorld, which represented 100% of the issued and outstanding capital stock of TransWorld, in exchange for 4,500,000 newly issued shares of its common stock and 5,721,435 of outstanding common stock shares (the "Reverse Acquisition"). The parties to the Reverse Acquisition originally contemplated that the shareholders of TransWorld would receive an aggregate of 10,221,435 shares of the Company's common stock at the closing of the Reverse Acquisition, which together would have represented 53.7% of the Company's total outstanding capital stock. However, due to a disputed claim made by a shareholder of the Company, the 5,721,435 shares of the Company's common stock were not transferred to the TransWorld shareholders until June 2004.

As a result of the Reverse Acquisition, TransWorld became a wholly owned subsidiary of the Company effective on January 30, 2003, and two shareholders of TransWorld were elected to two of the three seats on the Company's Board of Directors. Through their acquisition of the shares of the Company's outstanding common stock as described herein, certain shareholders of TransWorld now exercise control of the Company, which in turn controls TransWorld as a wholly owned subsidiary. As a result, the related transactions together have been accounted for as a "reverse acquisition." Under reverse acquisition accounting, TransWorld is considered the accounting acquirer and the Company is considered the accounting acquiree. The historical financial statements of TransWorld have now become those of the Company.

Development Stage Enterprise

The Company is a development stage company as defined in Statement of Financial Accounting Standards ("SFAS") No. 7, "Accounting and Reporting by Development Stage Enterprises." The Company is devoting substantially all of its present efforts to establish a new business, and its planned principal operations have not yet commenced. The Company has not generated any revenues from operations and has no assurance of any future revenues. All losses accumulated since inception have been considered as part of the Company's development stage activities. The Company will require substantial additional funding for continuing research and development, obtaining regulatory approval and for the commercialization of its products. There is no assurance that the Company will be able to obtain sufficient additional funds when needed, or that such funds will be obtainable on terms satisfactory to the Company.

NOTE 3 - RELATED PARTY TRANSACTIONS

Accounts payable to related parties

In 1999 the Company entered into a due on demand convertible promissory note at 8% per annum with the Company's majority stockholder. The initial amount was for $1,500 with additional amounts advanced thereafter in accordance with the terms of the note. The principal and accrued interest were convertible at any time into shares of the Company's common stock at a conversion price equal to the lesser of $1.00 per share or such lower price as determined by the Board of Directors of the Company. In October 2001, the stockholder agreed to relinquish its conversion right and any accrued and unpaid interest (which was approximately $42,000 as of October 2001), and reclassify the outstanding principal balance to accounts payable to related parties in the accompanying consolidated balance sheet. The balance is $560,318 as of December 31 and June 30, 2006.

Payments for additional Company expenses and loans to the Company were made by our majority stockholder from 2003 forward.

The following table presents the balances in Accounts payable to related parties:

December 31, 2006	June 30, 2006
$1,501,143	$1,418,986

Advances from Related Parties

From 2001 through 2003, the Company received non-interest bearing, due on demand advances of $15,000, $124,000 and $33,000, respectively, from related parties to fund its operating expenses. The Company made payments on these advances of 2,500 and $50,000 during 2003 and 2005, respectively.

The following table presents the balances in Advances from related parties:

December 31, 2006	June 30, 2006
$109,500	$109,500

Notes Payable and Accrued Interest on Notes Payable to a Related Party

In 1996 and 1997, the Company entered into due on demand unsecured promissory notes at 10% per annum simple interest with its majority shareholder. The Company amended the interest calculation to annual compounding commencing July 1, 2003. The Company has paid no interest since June 30, 2003. There has been no change in the note balance of $154,067 since 1997.

The following table presents balances in Accrued interest on Notes Payable to a related party:

December 31, 2006	June 30, 2006
$121,723	$111,470

NOTE 4 - CONVERTIBLE DEBENTURE

On January 29, 2003 (as amended on August 14, 2003) the Company entered into a Securities Purchase Agreement (the "Agreement") with La Jolla Cove investors, Inc. ("La Jolla"), pursuant to which the Company issued an 8% convertible debenture in the amount of $300,000 (the "Convertible Debenture"). The Convertible Debenture was due on January 29, 2005. The Company received $163,750 and $30,000 of the principal amount of the Convertible Debenture in January 2003 and January 2004, respectively. In connection with the Agreement, the Company issued La Jolla a three year warrant for the purchase of 1,500,000 shares of common stock at $1.00 per share, which expired unexercised on January 29, 2006. Provided the Company obtained additional financing from a third party of at least $1,000,000 by July 29, 2003, the Company had the right to reject La Jolla's request to exercise all or any portion of the warrant. This did not occur and the warrant terms were in full force and effect. Pursuant to the terms of the Agreement, La Jolla shall simultaneously with the conversion of the Convertible Debenture at any time, exercise the warrant at the rate of at least 5 times the dollar amount of the debenture being converted.

The terms of the Agreement permit La Jolla to convert the Convertible Debenture into common shares of the Company at any time during the term of the Agreement. The number of shares issued upon conversion of the debenture is equal to the following: the dollar amount of the debenture being converted (a maximum of $300,000), multiplied by 6, minus the product of the Conversion Price (which is the lesser of $0.20 or 80% of the lowest market rate over the previous 20 trading days, less 3% for every month or partial month following June 8, 2003, until the registration statement is declared effective) multiplied by 5 times the amount of the debenture being converted, and the entire result shall be divided by the Conversion Price. In connection with the Agreement, the Company is required to register the sale of the underlying common stock to be issued upon conversion of the Convertible Debenture. Upon the effective date of the registration statement, the Company will receive any balance due on the Convertible Debenture. Thirty days following the effective date of the registration statement, the Company has the right to cause La Jolla to convert up to 10% of the Convertible Debenture and exercise up to $150,000 of the warrant per month. As of September 11, 2003, the registration statement was cancelled.

As the Convertible Debenture allows La Jolla to convert the outstanding principal amount into shares of the Company's common stock at a price below fair value at the time of conversion, the Company has recorded a beneficial conversion feature in the amount of $108,600. This amount computed pursuant to the Black Scholes pricing model under Statement of Financial Accounting Standards ("SFAS") No. 123, has been recorded as a debt discount and is being amortized as interest expense over the life of the Convertible Debenture. The debt discount related to the warrants issued to La Jolla of $85,150 was recorded based on the relative fair value of the debt and warrants computed pursuant to the Black Scholes pricing model under Statement of Financial Accounting Standards ("SFAS") No. 123 as a debt discount and will be amortized as interest expense over the remaining life of the Convertible Debenture.

A Put and Call agreement related to the Convertible Debenture was entered into between three related parties of the Company and La Jolla. The agreement obligated La Jolla to sell shares of stock during a 'call period' and obligated the related parties to purchase shares of stock during a 'put period'. The shares of Stock could be either the shares that would be obtained by La Jolla through the conversion or could be the shares obtained through the actual exercise of the warrant if the conversion occurred. Pursuant to La Jolla's rights in the Put & Call agreement, La Jolla elected to exercise its Put right and obligated the related parties to purchase the number of shares of stock that would have been obtained thru conversion. The related parties did not fulfill their obligations and La Jolla filed suit in March 2005. La Jolla received a judgment for approximately $268,000 in October 2005. The debenture was paid in full and the related parties and the Company received a full release of liability. One related party paid $68,000 in 2006 and 2007. This related party has relinquished any rights he may have for recourse to the Company. Another related party paid approximately $200,000 in September 2006. This related party has filed a law suit to recover this payment but the ultimate outcome is not determinable at this time. (See Note 7 - Litigation)

NOTE 5 - STOCKHOLDERS' EQUITY

Preferred Stock

On September 30, 2003, the Company's stockholders authorized the amending of the Articles of Incorporation to allow for the issuance of up to 5,000,000 shares of $0.001 par value preferred stock. Shares of preferred stock may be issued in one or more classes or series at such time the Board of Directors determine. As of December 31, 2006, there were no shares of preferred stock issued and outstanding and no classes or series have been designated by the Board of Directors.

Common Stock

The Company has one class of common stock, par value $0.001 per share. Each share is entitled to one vote on all matters submitted to stockholders. As of December 31, 2006, 100,000,000 common shares are authorized and 35,069,898 shares are issued and outstanding.

The following is a description of the issuances of common stock since inception and other common stock information:

During the year ended December 31, 2001, the Company issued 64,286 shares of restricted common stock to a related party at $3.11 per share (which represents management's estimated fair market value of its common stock on the date of issuance, as approved by the Board of Directors), for which the Company received a promissory note in the principal amount of $200,000.

During the year ended December 31, 2001, the Company sold 96,428 shares of common stock at $3.11 per share to related parties for $300,000 in cash.

On January 30, 2003, pursuant to the terms of the Purchase Agreement, all of the outstanding common stock of Transworld of 5,600,000 shares was sold to TWLO in exchange for 10,221,435 shares of TWLO common stock. As Transworld is considered the surviving entity in this transaction (see Note 1), the reduction in outstanding shares from 5,600,000 to 4,500,000 has been considered a reverse stock split and all historic references to shares and price per share prior to January 30, 2003 have been retroactively adjusted for this split ratio.

On January 30, 2003, pursuant to the terms of the Purchase Agreement, the 14,534,600 shares of previously outstanding common stock of TWLC were accounted for as an issuance of shares in a recapitalization of the Company as part of the transaction (see Note 1). In connection with the transaction, the Company also assumed $148,947 of TWLC liabilities.

On January 30, 2003, the Company's stockholders approved an increase in the number of authorized common shares to 100,000,000.

On April 29, 2003, the Company entered into a Subscription Agreement with a third party investor, pursuant to which the investor agreed to purchase 1,000,000 shares of the Company's common stock at $0.10 per share for $100,000. If during the 90 days following the closing date, the price of the Company's common stock falls below the purchase price of $0.10, the purchase price should be adjusted to equal the lowest trading price, but not less than $0.01 per share, and the Company should issue to the investor the additional shares. During the six months ended June 30, 2003, the Company received $66,000 for 1,320,000 shares ($0.05 per share) committed to be issued by the Company to this investor. The Company subsequently received the $34,000 balance and the Company issued a total of 2,000,000 shares (as adjusted) of its common stock.

On June 28, 2003, the Company entered into an Engagement Agreement with a third party for consulting services to be provided over a period of six months with the following compensation terms to the third party for the services provided:

i) an initial non-refundable retainer fee in an amount equal to $10,000 payable in cash or in registered common stock upon acceptance of the Engagement Agreement;

ii) a monthly retainer thereafter in an amount equal to $10,000 payable in cash or in registered common stock for the term of the Engagement Agreement;

iii) 250,000 unrestricted shares of the Company's common stock upon acceptance of the Engagement Agreement;

iv) a warrant to purchase 250,000 shares of the Company's common stock upon acceptance of the Engagement Agreement, exercisable for five years at an exercise price equal to 110% of the Company's closing price on the date of the Engagement Agreement; and

v) a right to purchase up to $300,000 of the Company's unrestricted common stock at a price equal to a 30% discount to the closing bid price of the Company's common stock as of the date of exercise.

Pursuant to the terms of the Engagement Agreement, the Company issued a total of 340,909 shares of its common stock, valued at $45,000 ($0.13 per share, which was the fair market value of the common stock on the date the shares were earned), related to the initial non-refundable retainer fee and the 250,000 shares upon finalization of the Engagement Agreement. The Company issued 197,000 registered common shares in June 2003 at $.10 per share for a $20,000 subscription receivable pursuant to the right to purchase up to $300,000 of the Company's common stock at a 30% discount. During the three months ended September 30, 2003, the Company issued an additional 194,094 registered common shares for $8,000 at an average price of $0.07 per share pursuant to the same 30% discount provision. The monthly retainers in August and September 2003 totaling $20,000 were paid with 288,115 registered common shares at an average price of $0.08 per share.

On July 17, 2003, the Company adopted a stock incentive plan that authorized the issuance of 6,000,000 shares of the Company's registered common stock. Options will vest at the discretion of the Board of Directors as determined at the grant date and the 2003 Plan terminates on July 1, 2013.

During the year ended June 30, 2004, the Company issued 4,629,076 common shares at prices between $0.045 and $0.175 for services valued at $356,838.

During the year ended June 30, 2004 the Company exchanged 8,868,313 common shares at prices between $0.05 and $0.25 per share for debt valued at $848,937. Of this, the Company’s majority shareholder accounted for 4,835,177 shares at $0.055 per share valued at $265,935.

See Note 8 - Subsequent Events, for additional issuances of common shares.

NOTE 6 - BASIC AND DILUTED LOSS PER COMMON SHARE

The following table presents the basic and diluted loss per common share at each period end:

	Three Months ended Dec 31, 2006	Three Months ended Dec 31, 2005
Numerator – net (loss)	$(55,602)	$(84,451)
Denominator - weighted average shares basic and diluted	35,069,898	35,069,898
(Loss) per common share	$(0.002)	$(0.002)

	Six Month ended Dec 31, 2006	Six Month ended Dec 31, 2005
Numerator – net (loss)	$(112,537)	$(169,560)
Denominator - weighted average shares basic and diluted	35,069,898	35,069,898
(Loss) per common share	$(0.003)	$(0.005)

NOTE 7 - LITIGATION

The Company may become involved in various legal proceedings and claims which arise in the ordinary course of its business. Management does not believe that these matters will have a material adverse effect on the Company's financial position or results of operations.

On or about February 25, 2004, a firm who leased office space to the Company filed an unlawful detainer lawsuit in the Superior Court of California, County of Orange, against TWBI. On or about July 14, 2004, the lessor obtained a judgment against the TWBI for $102,580 for lease damages which is included in accounts payable.

On or about July 23, 2007, an individual hired to perform accounting and other services for the Company on a contract basis filed a claim for unpaid wages in front of the labor board. Said individual obtained an award against TWBI from the Labor Commissioner for the State of California in the amount of $233,486 the ("Award"). On August 7, 2007, TWBI timely filed an appeal of the award with the Superior Court of California, County of Orange, entitling TWBI to a new trial of the issues adjudicated in the award (the "Appeal"). On December 10, 2007 the Court issued a ruling determining that the individual was not an employee during the period in question and is not entitled to any wages from the Company and granted judgment in favor of the Company.

On June 4, 2007, TWBI filed a lawsuit against the individual referenced above, who made an unsuccessful claim for wages against the Company, in the Superior Court of California, County of Orange, seeking damages in excess of $1 million from the individual. The lawsuit alleges claims for Breach of Fiduciary Duty, Negligence, Fraud, Conversion and Declaratory Relief. Defendant has defaulted in the lawsuit, and the Court has entered judgment on behalf of TWBI for $5,000,000. The collection of this judgment is unlikely.

On May 26, 2007, a former executive of the Company filed suit against the Company, alleging that he is owed compensation, benefits, common stock in the Company , plus indemnification for amounts he paid to a third party financier pursuant to execution of a judgment. The plaintiff's operative complaint asserts alleged causes of action for fraud, breach of contract, breach of fiduciary duty, indemnity, accounting, and unfair competition. The plaintiff dismissed its case against the Company in exchange for each party paying its own legal fees.

NOTE 8 - SUBSEQUENT EVENTS

Stock Issuances

During the quarter ended June 30, 2007, the Company issued 1,850,000 common shares at $0.005 for services valued at $9,250. See the following section "Advisory Committee" which further details this event.

During the quarter ended June 30, 2007, the Company exchanged 62,210,264 common shares at prices between $0.005 and $0.05 per share for debt valued at $316,091. Of this, two related parties of the Company accounted for 62,098,264 shares at $0.005 per share valued at $310,491.

Sale of Subsidiary TransWorld Benefits, Inc.

The majority stockholder of the Company acquired the Company's subsidiary TransWorld Benefits, Inc. (TWBI) as of July 1, 2007. (See Exhibit 10.33) This divesture was required by potential investors and partners because of excessive debt and litigation in TWBI. TWBI had approximately $21,000 in assets and $2,610,000 in liabilities on July 1, 2007. As consideration for the purchase, the Company received $10,000 cash and assumed $490,000 worth of liabilities of TWBI. Immediately prior to the sale, the Company contributed $1,812,617 of inter-company debt to the capital of TWBI which originated from Company issuances of stock for debt or services of TWBI.

A Form 14C was filed on July 17, 2007. The Securities and Exchange Commission commented that the 14C would not be approved until the company became current with its filings.

Advisory Committee

In May 2007 the Company formed an Advisory Committee and issued 1,850,000 common shares at $0.005 per share for services totaling $9,250.

The Board of Advisors shall have the following general responsibilities:

(a) Advise regarding the general policies and activities of the Companyin the area of loyalty programs and overall business and salespractices.

(b) Advise on the design and effectiveness of programs, products and services of the Company.

(c) Advise on the programs, products and services of competitors and potential customers of the Company to identify strategic and marketplace opportunities for the Company and its products.

(d) Review and advise regarding the Company's general business and financial policies and procedures.

(e) Assist in public relations.

(f) Make recommendations about potential market opportunities to explore and sales opportunities to pursue.

The Committee of Advisors shall consist of various individuals with relevant sales, marketing, technical, commercial, financial expertise or legal. The Committee of Advisors is not expected to have regular business meetings each calendar year, however, Committee members will be called periodically to offer advice and counsel and may elect to attend a meeting annually.

On July 10, 2007, the Company held an Advisory Committee meeting. At that meeting, the Company announced a name change to 7G Inc. We have the domain name registration of 7Ginc.com.

Graham Companies Assets Acquisition

On March 1, 2008, the Company acquired certain assets and liabilities of Stuart Graham. (See Exhibit 10.34) Graham will receive 67,000,000 shares of the Company's common stock and $400,000. As a further condition, the major stockholder of the Company, was required to buy the subsidiary of the Company, TransWorld Benefits, Inc. which is burdened with debt and litigation.

As with all of our pending or completed acquisitions, proprietary aspects of the Company's business methods and related proprietary technologies are covered by pending patents and trademarks in appropriate jurisdictions. The following are programs acquired by the Company from the Graham Group including proprietary patents:

1. THANKS Gift Certificates

2. Local Loyalty Programs

3. CheckMate Rewards

4. Consulting Services

5. Anchor Store Program

6. Payroll Debit Card

7. Restaurant Search Engine

The following is a summary of each program

THANKS Gift Certificates are used as both a reward and an incentive by major media partners, employers and associations. THANKS Gift Certificates are a discounted online gift certificate that promotes local merchants, primarily restaurants. The sponsoring organization initiates the program promoting it to their members or customers through a variety of methods. THANKS Gift Certificates are the vehicle used to quickly acquire merchants in a city and prepare the way for all the Company's loyalty programs.

The Local Loyalty Program is a new program that will follow once a geographic market is opened by the Company with our THANKS Gift Certificates program. Most local merchants cannot afford an electronic loyalty program because of the prohibitive cost of entry.

The Local Loyalty program offers a merchant the opportunity to capture their loyal customers' data, create a data base, and reward them with a variety of offers (that are predetermined) while tracking the effectiveness of each offer. The merchant can go online at anytime and see what offers have been redeemed by which customers, how much was spent by customers and when it was spent.

The Local Loyalty program will be presented in a checkbook format, using barcodes so each check can be recorded and tracked. This offers the merchant a loyalty-reward program at a very inexpensive price, while still being profitable to the Company. At the same time, the program develops an extremely valuable database of loyal customers for the Company with excellent personal and spending data.

CheckMate Rewards. Unlike coupon books, people tend to hold on to checkbooks and view them as a form of payment and not a discount vehicle. CheckMate Rewards is a unique concept that allows merchants to market their product or service in a unique format to large corporations both locally and nationally. With the local merchant base that the Company will secure, it is a natural fit for CheckMate to create a local checkbook that can be sold as a premium to auto dealers, banks, credit unions, etc. that will use CheckMate to reward loyal customers or incentives for specific buying behavior. CheckMate can also be used by nonprofit groups to sell as a fundraiser or as a premium for donating a specified amount.

Anchor Store Program. The company's unique gift certificate program will revolutionize current grocery loyalty programs. We call this model our Anchor Store model because we always have an anchor store or company involved like a grocery store. We will roll out this program in a test market in 2008.

Payroll Debit Card. Retail merchants, multi-level companies, and many other organizations that have large numbers of employees can benefit by this payroll card. It is especially useful for companies whose employees do not have a traditional direct demand checking account. The prepaid debit card; used as a payroll card, can help "unbanked" workers save money, add convenience and security. It also allows employees to add health benefits offered through the card even if not otherwise offered by their employers. As the Company builds relationships with merchants and restaurants, opportunities will emerge to market prepaid debit cards.

The Company has existing connections with large organizations and associations that are perfect candidates for our payroll card.

Restaurant Search Engine has a filed a patent and is a very unique site. Unlike other restaurant sites that will only allow you to search by cuisine or area, Restaurant Search Engine will also allow you to utilize over 100 other search filtering criteria. For example, you might say I feel like shrimp. The site will present all the restaurants in your area that offer shrimp, detailing prices and including reviews inputed by diners of the restaurants. You can narrow your search by requesting an ocean view, piano bar, or dozens of other criteria and you will be presented with restaurants meeting your criteria. We currently have over 470,000 restaurants on the site and we are in the process of fully populating those restaurant profiles.

ChatStat Letter of Intent

The Company executed a letter of intent in September 2007 which has been amended at various times thru June 2008 to purchase assets of ChatStat Technologies, Inc. ("ChatStat"). The terms of the offer upon satisfactory review of all due diligence by the Company: 6,000,000 shares of common stock; an additional performance based 4,000,000 common shares in increments of 800,000 shares for achieving certain benchmarks; and approximately $468,000.

ChatStat provides every website owner and eCommerce store with live customer interaction via instant messaging utilizing all IM platforms, tracking technology, web analytics, multilingual language translation, VoIP, and patented moving graph display software. ChatStat also has a patent pending technology on a method and system for Computer Spam elimination, in addition, ChatStat has technology that provides public conference rooms with capability for language translation between all participants in real time with GEO-location of participants.

Loans and Marketing Agreement

On December 19, 2007, the Company borrowed $250,000 and executed a Subordinated Secured Convertible Promissory Note with the company. (See exhibit 10.31) As part of the transaction, the Company entered into a marketing agreement with a firm related to the lender, Card Flex, a virtual bank pay card. If the Company sells the Card flex program to individuals, it will receive $1,250,000 of additional borrowings at $4.50 per card. The company will also receive income of approximately $2 per month per card. All borrowings are guaranteed by the Company's majority shareholder. The note bears interest at 8% per annum, due quarterly, and matures December 22, 2010. However, the note becomes due April 20, 2008 if the Company fails to sell 100,000 Flex Cards by that date. The Company has not sold the required 100,000 Flex cards as of April 20, 2008 and is in the process of obtaining a 90 day extension. The note balance is convertible into the Company's common stock at $0.25 per share at any time prior to the maturity date. The company also received warrants for 500,000 shares of common stock at $0.25 per share exercisable thru April 20, 2010.

On February 15, 2008, the Company borrowed and executed a Subordinated Secured Promissory Note for $200,000 from an individual. (See Exhibit 10.32) The note bears interest at 10% per annum, payable quarterly, and matures August 1, 2008. As inducement to make the loan, the individual will receive 500,000 shares of the Company's common stock.

Office Lease

On April 19, 2007, the Company signed an operating sublease for six months at 4675 MacArthur Court, Suite 550, Newport Beach, CA. The sublease was extended through March 2008 and extended again to a monthly basis. The lease terms are $5750 a month for four furnished offices totaling approximately 1,000 square feet.

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

Management's discussion and analysis ("MD&A") provides supplemental information which sets forth the major factors that have affected the Company's financial condition and results of operations and should be read in conjunction with the Unaudited Consolidated Financial Statements and related notes. The MD&A is divided into subsections entitled "Forward Looking Information", "Development Stage Business Plans", "Results of Operations", and "Liquidity and Capital Resources".

Forward Looking Information

This quarterly report on Form 10-QSB contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, the Company may make other written and oral communications from time to time that contain such statements. Forward-looking statements include statements as to company and industry trends, future expectations of the Company and other matters that do not relate strictly to historical facts and are based on certain assumptions by management. These statements are often identified by the use of words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "estimate," or "continue," and similar expressions or variations. These statements are based on the beliefs and assumptions of the management of the Company based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from future results expressed or implied by such forward looking statements. We caution the reader to carefully consider such factors. Furthermore, such forward-looking statements speak only as of the date of this report. We undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

Development Stage Business Plans

Product Development. We have developed our unique product line utilizing the experience of our staff and officers in aircraft management, death care and insurance resulting in the development of a product with unique, state-of-the-art features and benefits. Our actuarial analysis and aircraft network constitute a significant barrier to entry for competitors. We believe we have completed our product research and development for the foreseeable future and do not intend to spend significant resources on research and development over the next twelve (12) months.

The Opportunity. A business opportunity, the sales of emergency travel assistance, with both living and death benefit, including medical evacuation and repatriation, and more, exists. We have developed a proprietary, one-of-a-kind benefits package to capture this opportunity. The benefits are guaranteed by "A" rated insurance companies.

Business Strategy. We will employ the following business strategies and goals:

- Bundle living benefits and repatriation services to customer driven time frames.

- Leverage sales effort through strategic alliances with established sales organizations serving primary markets.

- Offer exceptional value, being the low cost provider whenever possible.

- Become the "brand name" for Emergency Travel Assistance Programs worldwide.

- Offer cooperative advertising funds to expedite market penetration.

- Develop Emergency Travel Assistance products for emerging markets, and distribution channels, such as the internet.

- Hire, motivate, and retain top quality sales and marketing personnel influence" sales and marketing personnel.

- Provide product enhancement on a regular basis.

- Use technology to lower product costs - becoming a virtual organization.

- Excel in customer service and support.

We will be implementing our strategies and goals the following ways:

We are planning to offer easy-to-understand, and simple to purchase, Emergency Travel Insurance products, which provide valuable living and death benefits. Consumers will be able to purchase short term, annual, or lifetime policies through our wholesale network of insurance companies, brokers, travel agencies, or funeral homes, as well as the Internet, and other mass marketing venues.

We will continue detailed research on current and future products, thereby offering exceptional value, and in most cases, being the lowest cost provider of these services. When funded, we are projecting a substantial advertising budget, cooperative advertising program, and media discount opportunities, and we believe this will position us as the "brand name" in the Emergency Travel Insurance business. Our advertising programs will target the consumer from this When position of strength, generating leads for our wholesale partners, with whom we will be developing strategic alliances for quick product rollout.

We will continue to supply our immense target markets with product enhancements and new products, while taking our current product line to Asia and Europe by December 31, 2008.

We have a strong focus on experienced and talented management and are conveying that focus into the sales department, where very strong "center of influence" personnel are being hired as funding allows, with an outstanding incentive program, and the best product line available in the industry. The diversity of theproduct, purchase periods, and diverse markets, can only be managed using state of the art technology, and substantial customer service and support all of our strong assets.

Results of Operations

For the six months ended December 31 2006 and 2005, the Company has incurred general and administrative expenses of approximately $99,000 and $139,000 respectively, in its development stage. The majority of expenses have been for consultants, professional fees, travel, interest expense and office leases. The reduction in our expenses has been a direct result of insufficient loans and investments in our Company. Before any revenues are earned we expect to incur substantial expenses to further develop our business plan. We need additional loans and investments in the near future for our business plan to succeed in a timely manner.

Liquidity and Capital Resourses

We had $0 in cash and a working capital deficit of approximately $2,538,000 at December 31, 2006. We are a development stage Company and have earned no revenues since inception.

We do not currently have any material commitments for capital expenditures in the short term other than those expenditures incurred in the ordinary course of business.

Since inception, our operating and investing activities have used all cash from financing activities. We need to raise additional capital to develop and conduct our operations. Such additional capital may be raised through public or private financing as well as borrowings and other sources. We are currently negotiating potential investments with several separate groups or individuals to raise money through a private sale of stock or convertible debentures, but there can be no assurance that additional funding will be available on favorable terms, if at all. If adequate funds are not available, we believe that our officers and directors will contribute funds to pay for our basic expenses, but this will not meet our cash requirements to market according to our business plan. Therefore, we have not contemplated any plan of liquidation in the event that we do not generate additional capital in the near term.

Item 3. Controls and Procedures

We have no formal controls and procedures. Our principal executive and financial officers are involved in all day to day management and operation of our business, and our Chief Executive Officer is responsible for making all public disclosures of material, non-public information. Each of the principal executive officer and principal financial officer reviews all information in the periodic reports filed with the Securities and Exchange Commission and works with company's corporate counsel regarding the content of public disclosure of material, non-public information through press releases and the filing of Form 8-Ks with the Securities and Exchange Commission. We obtain the advice of our outside legal counsel when discussing potential, material transactions such as potential sales and capital investment. On the first Tuesday of each quarter, our Principal Financial Officer and our Senior Vice President review our controls and procedures to evaluate their effectiveness. Because we do not have revenue from operations and our company is relatively small, we believe that our informal controls and procedures are effective.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

The Company may become involved in various legal proceedings and claims which arise in the ordinary course of its business. Management does not believe that these matters will have a material adverse effect on the Company's financial position or results of operations.

On or about February 25, 2004, a firm who leased office space to the Company filed an unlawful detainer lawsuit in the Superior Court of California, County of Orange, against TWBI. On or about July 14, 2004, the lessor obtained a judgment against the TWBI for $102,580 for lease damages which is included in accounts payable.

On or about July 23, 2007, an individual hired to perform accounting and other services for the Company on a contract basis filed a claim for unpaid wages in front of the labor board. Said individual obtained an award against TWBI from the Labor Commissioner for the State of California in the amount of $233,486 the ("Award"). On August 7, 2007, TWBI timely filed an appeal of the award with the Superior Court of California, County of Orange, entitling TWBI to new trial of the issues adjudicated in the award (the "Appeal"). On December 10, 2007 the Court issued a ruling determining that the individual was not an employee during the period in question and is not entitled to any wages from the Company and granted judgment in favor of the Company.

On June 4, 2007, TWBI filed a lawsuit against the individual referenced above, who made an unsuccessful claim for wages against the company, in the Superior Court of California, County of Orange, seeking damages in excess of $1 million from the individual. The lawsuit alleges claims for Breach of Fiduciary Duty, Negligence, Fraud, Conversion and Declaratory Relief. Defendant has defaulted in the lawsuit, and the Court has entered judgment on behalf of TWBI for $5,000,000. The collection of this judgment is unlikely.

On May 26, 2007, a former executive of the Company filed suit against the Company, alleging that he is owed compensation, benefits, common stock in the Company , plus indemnification for amounts he paid to a third party financier pursuant to execution of a judgment. The plaintiff's operative complaint asserts alleged causes of action for fraud, breach of contract, breach of fiduciary duty, indemnity, accounting, and unfair competition. The plaintiff dismissed its case against the Company in exchange for each party paying its own legal fees.

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

On January 30, 2003, pursuant to the terms of the Purchase Agreement, all of the outstanding common stock of Transworld of 5,600,000 shares was sold to TWLO in exchange for 10,221,435 shares of TWLO common stock. As Transworld is considered the surviving entity in this transaction (see Note 1), the reduction in outstanding shares from 5,600,000 to 4,500,000 has been considered a reverse stock split and all historic references to shares and price per share prior to January 30, 2003 have been retroactively adjusted for this split ratio.

On January 30, 2003, pursuant to the terms of the Purchase Agreement, the 14,534,600 shares of previously outstanding common stock of TWLC were accounted for as an issuance of shares in a recapitalization of the Company as part of the transaction (see Note 1). In connection with the transaction, the Company also assumed $148,947 of TWLC liabilities.

On April 29, 2003, the Company entered into a Subscription Agreement with a third party investor, pursuant to which the investor agreed to purchase 1,000,000 shares of the Company's common stock at $0.10 per share for $100,000. If during the 90 days following the closing date, the price of the Company's common stock falls below the purchase price of $0.10, the purchase price should be adjusted to equal the lowest trading price, but not less than $0.01 per share, and the Company should issue to the investor the additional shares. During the six months ended June 30, 2003, the Company received cash of $66,000 for 1,320,000 shares ($0.05 per share) committed to be issued by the Company to this investor. The Company received the balance of $34,000 and the Company issued a total of 2,000,000 shares (as adjusted) of its common stock under this Subscription Agreement.

On June 28, 2003, the Company entered into an Engagement Agreement with a third party for consulting services to be provided over a period of six months with the following compensation terms to the third party for the services provided:

i) an initial non-refundable retainer fee in an amount equal to $10,000 payable in cash or in registered common stock upon acceptance of the Engagement Agreement;

ii) a monthly retainer thereafter of $10,000 payable in cash or in registered common stock for the term of the Engagement Agreement;

iii) 250,000 unrestricted shares of the Company's common stock upon acceptance of the Engagement Agreement;

iv) a warrant to purchase 250,000 shares of the Company's common stock upon acceptance of the Engagement Agreement, exercisable for five years at an exercise price equal to 110% of the Company's closing price on the date of the Engagement Agreement; and

v) a right to purchase up to $300,000 of the Company's unrestricted common stock at a price equal to a 30% discount to the closing bid price of the Company's common stock as of the date of exercise.

Pursuant to the terms of the Engagement Agreement, the Company issued a total of 340,909 shares of its common stock, valued at $45,000 ($0.13 per share, which was the fair market value of the common stock on the date the shares were earned), related to the initial non-refundable retainer fee and the 250,000 shares upon finalization of the Engagement Agreement. The Company issued 197,000 registered common shares in June 2003 at $.10 per share to the third party for a $20,000 subscription receivable pursuant to the right to purchase up to $300,000 of the Company's common stock at a 30% discount. During the three months ended September 30, 2003, the Company issued an additional 194,094 registered common shares for $8,000 at an average price of $0.07 per share pursuant to the same 30% discount provision. The monthly retainers in August and September 2003 totaling $20,000 were paid with 288,115 registered common shares at an average price of $0.08 per share.

On July 17, 2003, the Company adopted a stock incentive plan ("the 2003 Plan") that authorized the issuance of 6,000,000 shares of the Company's registered common stock. Options will vest at the discretion of the Board of Directors as determined at the grant date and the 2003 Plan terminates on July 1, 2013.

During the year ended June 30, 2004, the Company issued 4,629,076 common shares at prices between $0.045 and $0.175 for services valued at $356,838.

During the year ended June 30, 2004 the Company exchanged 8,868,313 common shares at prices between $0.05 and $0.25 per share for debt valued at $848,937. Of this, the Company's majority shareholder accounted for 4,835,177 shares at $0.055 per share valued at $265,935.

During the quarter ended June 30, 2007, the Company issued 1,850,000 common shares at $0.005 for services valued at $9,250. See the following section "Advisory Committee" which further details this event.

During the quarter ended June 30, 2007, the Company exchanged 62,210,264 common shares at prices between $0.005 and $0.05 per share for debt valued at $316,091. Of this, two related parties of the Company accounted for 62,098,264 shares at $0.005 per share for $316,091 of debt.

See Note 8 to the Financial Statement, Subsequent Events, for additional sales of unregistered equity securities.

All of the proceeds from all unregistered sales of equity securities have been used in the development stage of the Company to further accomplish its business plan and to start earning revenues.

Item 6. Exhibits

3.1 Articles of Incorporation (Charter Document)(1)

3.2 Bylaws (2)

4.1 8% Convertible Debenture, dated January 29, 2003, issued to La Jolla Cove Investors, Inc. (3)

4.2 Warrant to Purchase Common Stock, dated January 29, 2003, issued to La Jolla Cove Investors, Inc. (3)

4.3 Side Letter Agreement between Thinka Weight-Loss Corporation and La Jolla Cove Investors, Inc. regarding Warrant to Purchase Common Stock, dated January 29, 2003. (3)

PART II. OTHER INFORMATION, Item 6. Exhibits, Continued

4.4 Registration Rights Agreement, dated January 29, 2003, regarding underlying common stock to be issued upon conversion of 8% Convertible Debenture and exercise of Warrant to Purchase Common Stock. (3)

4.5 Letter Agreement amending 8% Convertible Debenture and Warrant to Purchase Common Stock, dated August 14, 2003. (4)

10.1 Share Purchase Agreement (5)

10.2 Sublease, dated May 16, 2002, by and between Transworld Benefits, Inc., and DHR International, Inc., an Illinois corporation, together with related Indemnification Agreement, dated October 1, 2002. (6)

10.8 Note Payable to Charles Seven on September 9, 1997. (4)

10.9 Note Payable to Charles Seven on October 17, 1996. (4)

10.10Note Payable to Charles Seven on October 17, 1996. (4)

10.11Note Payable to Charles Seven on November 1, 1996. (4)

10.12Note Payable to Charles Seven on November 8, 1996. (4)

10.13Note Payable to Charles Seven on December 19, 1997. (4)

10.14Note Payable to Charles Seven on November 8, 1996. (4)

10.15Note Payable to Charles Seven on December 27, 1997. (4)

10.16Note Payable to Charles Seven on December 29, 1997. (4)

10.17Note Payable to Charles Seven on January 8, 1997. (4)

10.18Note Payable to Charles Seven on February 18, 1997. (4)

10.19Note Payable to Charles Seven on February 24, 1997. (4)

10.20Note Payable to Charles Seven on March 17, 1997. (4)

10.21Note Payable to Charles Seven on March 7, 1997. (4)

10.22Note Payable to Charles Seven on March 7, 1997. (4)

10.23Note Payable to Charles Seven on April 22, 1997. (4)

10.24Note Payable to Charles Seven on April 24, 1997. (4)

10.25Note Payable to Charles Seven on May 14, 1997. (4)

10.26Note Payable to Charles Seven on May 2, 1997. (4)

10.27Note Payable to Charles Seven on August 12, 1997. (4)

10.28Note Payable to Charles Seven on August 23, 1997. (4)

10.29Note Payable to Charles Seven on August 28, 1997. (4)

10.30Note Payable to Charles Seven on October 17, 1996. (4)

PART II. OTHER INFORMATION, Item 6. Exhibits, Continued

10.31 Subordinated Secured Convertible Promissory Note, Pledge Agreement, Continuing Guaranty, and Common Stock Purchase Warrant, dated February 15, 2008 (7)

10.32 Note Payable to John Todd, dated February 15, 2008 (7)

10.33 Subsidiary Stock Purchase Agreement Transworld Benefits Inc, dated July 1, 2007 (7)

10.34 Asset Purchase Agreement with Stuart Graham, dated March 1, 2008 (7)

31.1 Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act

31.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act

32.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act.

32.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act.

Footnotes to Exhibit Table:

(1) Incorporated by reference to our registration statement on Form SB-2filed with the Securities and Exchange Commission on July 17,2000.

(2) Original incorporated by reference to our registration statement on SB-2 filed with the Securities and Exchange Commission on July 17, 2000. Amendment to Section 13 of the Bylaws included with this report.

(3) Incorporated by reference to our Form 8-K filed with the Securitiesand Exchange Commission on February 14, 2003.

(4) Incorporated by reference to our registration statement on Form SB-2filed with the Securities and Exchange Commission on August 26, 2003.

(5) Incorporated by reference to our Form 8-K filed with the Securitiesand Exchange Commission on October 15, 2002.

(6) Incorporated by reference to our Form 10-QSB/A filed with the Securities and Exchange Commission on February 27, 2003.

(7) Incorporated by reference to our Form 10-KSB filed with the Securities and Exchange Commission on April 30, 2008.

SIGNATURES

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

TRANSWORLD BENEFITS INTERNATIONAL, INC.

By: /s/ Charles Seven
CHARLES SEVEN
Chief Executive Officer

Dated:August 29, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ Charles Seven Charles Seven	Chief Executive Officer	August 29, 2008
/s/ Richard Diya Richard Diya	Chief Financial Officer	August 29, 2008

EXHIBIT 31.1

CERTIFICATION
OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Charles Seven , certify that:

1. I have reviewed this Form 10-QSB of TransWorld Benefits International, Inc.;

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

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

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

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

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

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

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

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

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

(b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: August 29, 2008

/s/ Charles Seven
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION
OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Richard Diya, certify that:

1. I have reviewed this Form 10-QSB of TransWorld Benefits International, Inc.;

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

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

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

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

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

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

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

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

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

(b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: August 29, 2008

/s/ Richard Diya
Chief Financial Officer

EXHIBIT 32.1

Certification Required by 18 U.S.C. Section 1350
(as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Quarterly Report of TransWorld Benefits International, Inc. (the "Company") on Form 10-QSB for the period ended December 31, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Charles Seven, as Chairman, President, Chief Executive Officer, TransWorld Benefits International Inc., certify, pursuant to 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002), that to my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 29, 2008

/s/ Charles Seven
Chief Executive Officer

EXHIBIT 32.2

Certification Required by 18 U.S.C. Section 1350
(as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Quarterly Report of TransWorld Benefits International, Inc. (the "Company") on Form 10-QSB for the period ended December 31, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard Diya, Chief Financial Officer of TransWorld Benefits International Inc., certify, pursuant to 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002), that to my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 29, 2008

/s/ Richard Diya
Chief Financial Officer