SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2009-01-26** | Period of Report: **2008-12-31**
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FILER

Truewest Corp

CIK:**895650**| IRS No.: **251605848** | State of Incorp.:**NV** | Fiscal Year End: **0930**
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SIC: **6770** Blank checks

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-Q

(Mark one)

☒ Quarterly Report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended December 31, 2008

☐ Transition Report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from ______________ to _____________

Commission File Number: 33-56574

Truewest Corporation

(Exact name of small business issuer as specified in its charter)

Nevada	25-1605848
(State of incorporation)	(IRS Employer ID Number)

211 West Wall Street, Midland, TX 79701
(Address of principal executive offices)

(432) 682-1761
(Issuer's telephone number)

Check whether the issuer (1) 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 large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): YES ☒ NO ☐

State the number of shares outstanding of each of the issuer's classes of common equity as of the latest practicable date: January 26, 2009: 450,800

Transitional Small Business Disclosure Format (check one): YES ☐ NO ☒

Truewest Corporation

Form 10-Q for the Quarter ended September 30, 2008

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Part I

Item 1 - Financial Statements

Truewest Corporation
(formerly Diasense, Inc.)
(a development stage company)
Balance Sheets
December 31, 2008 and September 30, 2008

	(Unaudited) December 31, 2008	(Audited) September 30, 2008
ASSETS		
Current Assets		
Cash on hand and in bank	$26,830	$31,323
Total Current Assets	26,830	31,323
Total Assets	$26,830	$31,323
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Liabilities		
Current Liabilities		
Accounts payable - trade	$—	$—
Note payable to controlling shareholder	66,000	66,000
Accrued interest payable to controlling stockholder	5,886	4,888
Total Current Liabilities	71,886	70,888
Long-Term Liabilities		
Note payable to controlling stockholder	—	—
Total Liabilities	71,886	70,888
Commitments and Contingencies		
Stockholders' Equity (Deficit)		
Preferred stock - $0.001 par value		
50,000,000 shares authorized		
None issued and outstanding	—	—
Common stock - $0.001 par value.		
100,000,000 shares authorized.		
450,800 shares issued and outstanding	451	451
Additional paid-in capital	48,116,101	48,116,101
Common stock warrants	1,012	1,012
Deficit accumulated during the development stage	(48,162,620)	(48,157,129)
Total Stockholders' Equity (Deficit)	(45,056)	(39,565)
Total Liabilities and Stockholders' Equity	$26,830	$31,323

The financial information presented herein has been prepared by management without audit by independent certified public accountants.

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

Truewest Corporation
(formerly Diasense, Inc.)
(a development stage company)
Statements of Operations
Three months ended December 31, 2008 and 2007 and
Period from July 5, 1989 (date of inception) through December 31, 2008

(Unaudited)

	Three months ended December 31, 2008	Three months ended December 31, 2007	Period from July 5, 1989 (date of inception) through December 31, 2008
Revenues	$—	$—	$—
Operating Expenses			
General and administrative expenses	4,635	13,678	17,148,315
Depreciation expense	—	—	91,495
Research and development expense	—	—	10,556,405
Technology and patent rights acquired	—	—	2,650,000
Expense related to warrant extensions	—	—	17,890,676
Amortization of goodwill	—	—	535,057
Total operating expenses	4,635	13,678	48,871,948
Loss from operations	(4,635)	(13,678)	(48,871,948)
Other Income (Expense)			
Interest expense	(998)	(603)	(342,491)
Other income	142	22	1,043,666
Other expense	—	—	(67,405)
Equity in loss from unconsolidated subsidiaries	—	—	(575,412)
Impairment loss	—	—	(690,124)
Gain from sale of stock	—	—	1,341,084
Total other income (expense)	(856)	(581)	709,328
Loss before provision for income taxes	(5,491)	(14,259)	(48,162,620)
Provision for income taxes	—	—	—
Net Loss	$(5,491)	$(14,259)	$(48,162,620)
Earnings per share of common stock outstanding computed on net loss — basic and fully diluted	$(0.01)	$(0.03)	
Weighted—average number of shares outstanding — basic and fully diluted	450,800	450,800	

The financial information presented herein has been prepared by management without audit by independent certified public accountants.
The accompanying notes are an integral part of these financial statements.

Truewest Corporation
(formerly Diasense, Inc.)
(a development stage company)
Statements of Cash Flows
Three months ended December 31, 2008 and 2007 and
Period from July 5, 1989 (date of inception) through December 31, 2008

(Unaudited)

	Three months ended December 31, 2008	Three months ended December 31, 2007	Period from July 5, 1989 (date of inception) through December 31, 2008
Cash Flows from Operating Activities			
Net income (loss) for the period	$(5,491)	$(14,259)	$(48,162,620)
Adjustments to reconcile net loss to			
net cash provided by operating activities			
Depreciation and amortization	—	—	626,552
Gain on sale of Diabecore stock	—	—	(57,242)
Warrants issued for services	—	—	515,515
Expense related to warrant extensions	—	—	17,890,676
Common stock issued for services	—	—	138,950
Common stock issued for License and Marketing agreement	—	—	80,000
Impairment loss	—	—	704,491
Inventory deposit — BICO	—	—	(1,000,000)
Loss on MicroIslet stock	—	—	(1,283,852)
Equity in loss of unconsolidated subsidiaries	—	—	575,412
Accrued interest contributed to equity	—	—	324,879
Increase (Decrease) in			
Accounts payable	—	—	—
Accrued interest payable	998	603	4,888
Net cash used in operating activities	(4,493)	(13,656)	(29,641,353)
Cash Flows from Investing Activities			
Purchase of property and equipment	—	—	(303,746)
Proceeds from sale of property and equipment	—	—	175,000
Cash paid for investment in MicroIslet	—	—	(1,600,000)
Proceeds from sale of MicroIslet stock	—	—	2,070,726
Cash paid for investment in Diabecore	—	—	(987,468)
Proceeds from sale of Diabecore stock	—	—	57,242
Net activity on notes receivable from related parties	—	—	(138,538)
Net cash provided by (used in) investing activities	—	—	(726,784)
Cash Flows from Financing Activities			
Cash received from notes payable to			
Former majority shareholder and others	—	—	396,200
Current majority shareholder	—	16,000	66,000
Convertible notes	—	—	95,000
Cash paid on notes payable	—	—	(42,500)
Cash received from sale of common stock	—	—	11,096,834
Cash received on Regulation S sale of common stock	—	—	288,751
Cash received on sale of common stock to BICO	—	—	4,200,000
Cash received on warrant exercises	—	—	157,946
Net activity on cash advanced to/received from BICO	—	—	14,160,060
Cash paid to acquire treasury stock	—	—	(35,001)

Cash contributed as capital to support operations	—	—	11,677
Net cash provided by financing activities	—	16,000	30,394,966
Increase (Decrease) in Cash	$(4,493)	$2,344	$26,830

The financial information presented herein has been prepared by management without audit by independent certified public accountants.
The accompanying notes are an integral part of these financial statements.

Truewest Corporation
(formerly Diasense, Inc.)
(a development stage company)
Statements of Cash Flows
Three months ended December 31, 2008 and 2007 and
Period from July 5, 1989 (date of inception) through December 31, 2008

(Unaudited)

	Three months ended December 31, 2008	Three months ended December 31, 2007	Period from July 5, 1989 (date of inception) through December 31, 2008
Increase (Decrease) in Cash	$(4,493)	$2,344	$26,830
Cash at beginning of period	31,323	2,208	—
Cash at end of period	$26,830	$4,552	$26,830
Supplemental Disclosure of Interest and Income Taxes Paid			
Interest paid for the year	$—	$—	$11,725
Income taxes paid for the year	$—	$—	$—
Supplemental Disclosure of Non-Cash Investing and Financing Activities			
Issuance of 371,000 shares of common stock to satisfy $303,000 note payable	$—	$—	$303,000
Issuance of 3,000,000 shares of common stock to BICO in payment of intercompany debt	$—	$—	$10,500,000

The financial information presented herein has been prepared by management without audit by independent certified public accountants.
The accompanying notes are an integral part of these financial statements.

Note A - Organization and Description of Business

Truewest Corporation (Company) was incorporated on July 5, 1989 as Diasense, Inc. in accordance with the Laws of the Commonwealth of Pennsylvania.

On January 22, 2007, the Company filed Articles of Merger and Plan of Merger with the Commonwealth of Pennsylvania and the State of Nevada to change the Company's domicile from Pennsylvania to Nevada by means of a merger with and into a Nevada corporation formed on November 3, 2006 solely for the purpose of effecting the reincorporation. The Articles of Incorporation and Bylaws of the Nevada corporation are the Articles of Incorporation and Bylaws of the surviving corporation. Such Articles of Incorporation maintained the Company's corporate name of Diasense, Inc. and modified the Company's capital structure to allow for the issuance of up to 100,000,000 shares of $0.001 par value common stock and up to 50,000,000 shares of $0.001 par value preferred stock. Although the merger documents were filed in both Pennsylvania and Nevada on January 22, 2007, the Commonwealth of Pennsylvania required completion of certain documents in order to issue a tax clearance certificate to complete the merger. The required tax clearance was not issued until March 22,, 2007 which formally completed the domicile relocation to Nevada. The effect of this action is reflected in the accompanying financial statements as of the first day of the first period presented.

On March 19, 2008, the Company changed its corporate name to Truewest Corporation.

On August 29, 2006, the Company entered into a Voluntary Surrender Agreement whereby all of the Company's assets, which had previously been pledged as collateral to secure loan agreements by and between the Company and Company's lender, who was also the Company's majority shareholder, under which the Company was then in default, were repossessed. Through the date of the Voluntary Surrender Agreement, the Company's business efforts were focused on developing a noninvasive glucose sensor (Sensor). The Sensor was proposed to use electromagnetic technology to measure the concentration of glucose in human tissue without requiring the user to take a blood sample.

The Company's current principal business activity is to seek a suitable reverse acquisition candidate through acquisition, merger or other suitable business combination method.

The Company has never fully implemented any business plan(s) and, accordingly, is considered to be in the development stage.

Note B - Preparation of Financial Statements

The Company follows the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and has a year-end of September 30.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Note B - Preparation of Financial Statements - Continued

During interim periods, the Company follows the accounting policies set forth in its annual audited financial statements filed with the U. S. Securities and Exchange Commission on its Annual Report on Form 10-KSB containing the Company's financial statements for the year ended September 30, 2008. The information presented within these interim financial statements may not include all disclosures required by generally accepted accounting principles and the users of financial information provided for interim periods should refer to the annual financial information and footnotes when reviewing the interim financial results presented herein.

In the opinion of management, the accompanying interim financial statements, prepared in accordance with the U. S. Securities and Exchange Commission's instructions for Form 10-Q, are unaudited and contain all material adjustments, consisting only of normal recurring adjustments necessary to present fairly the financial condition, results of operations and cash flows of the Company for the respective interim periods presented. The current period results of operations are not necessarily indicative of results which ultimately will be reported for the full fiscal year ending September 30, 2009.

Note C - Going Concern Uncertainty

On August 29, 2006, the Company entered into a Voluntary Surrender Agreement (Voluntary Surrender Agreement) with Dominion Assets, LLC (Dominion) whereby all of the Company's assets, which had previously been pledged as collateral to secure loan agreements under which the Company was then in default, were repossessed. Dominion was, at that time, the majority shareholder of the Company.

The Company's current principal business activity is to seek a suitable reverse acquisition candidate through acquisition, merger or other suitable business combination method.

The Company's continued existence is dependent upon its ability to generate sufficient cash flows from operations to support its daily operations as well as provide sufficient resources to retire existing liabilities and obligations on a timely basis.

The Company anticipates future sales of equity securities to facilitate either the consummation of a business combination transaction or to raise working capital to support and preserve the integrity of the corporate entity. However, there is no assurance that the Company will be able to obtain additional funding through the sales of additional equity securities or, that such funding, if available, will be obtained on terms favorable to or affordable by the Company.

If no additional operating capital is received during the next twelve months, the Company will be forced to rely on existing cash in the bank and upon additional funds loaned by management and/or significant stockholders to preserve the integrity of the corporate entity at this time. In the event, the Company is unable to acquire advances from management and/or significant stockholders, the Company's ongoing operations would be negatively impacted.

It is the intent of management and significant stockholders to provide sufficient working capital necessary to support and preserve the integrity of the corporate entity. However, no formal commitments or arrangements to advance or loan funds to the Company or repay any such advances or loans exist. There is no legal obligation for either management or significant stockholders to provide additional future funding.

While the Company is of the opinion that good faith estimates of the Company's ability to secure additional capital in the future to reach our goals have been made, there is no guarantee that the Company will receive sufficient funding to sustain operations or implement any future business plan steps.

Note D - Summary of Significant Accounting Policies

1. Cash and cash equivalents

For Statement of Cash Flows purposes, the Company considers all cash on hand and in banks, certificates of deposit and other highly-liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents.

2. Property and Equipment

Property and equipment were recorded at historical cost. These costs were depreciated over the estimated useful lives of the individual assets using the straight-line method, generally seven to thirty-nine years.

Gains and losses from disposition of property and equipment are recognized as incurred and are included in operations.

In accordance with Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets", the Company follows the policy of evaluating all property and equipment as of the end of each reporting quarter. At December 31, 2006, the Company had no assets subject to this accounting pronouncement.

3. Income Taxes

The Company uses the asset and liability method of accounting for income taxes. At December 31, 2008 and 2007, respectively, the deferred tax asset and deferred tax liability accounts, as recorded when material to the financial statements, are entirely the result of temporary differences. Temporary differences represent differences in the recognition of assets and liabilities for tax and financial reporting purposes, generally consisting of accumulated depreciation and amortization, allowance for doubtful accounts and vacation accruals.

As of December 31, 2008 and 2007, the deferred tax asset related to the Company's net operating loss carryforward is fully reserved. Due to the provisions of Internal Revenue Code Section 338, the Company may have no net operating loss carryforwards available to offset financial statement or tax return taxable income in future periods as a result of a change in control involving 50 percentage points or more of the issued and outstanding securities of the Company.

4. Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing the net income (loss) available to common stockholders by the weighted-average number of common shares outstanding during the respective period presented in our accompanying financial statements.

Fully diluted earnings (loss) per share is computed similar to basic income (loss) per share except that the denominator is increased to include the number of common stock equivalents (primarily outstanding options and warrants).

Common stock equivalents represent the dilutive effect of the assumed exercise of the outstanding stock options and 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 common stock equivalents are considered dilutive based upon the Company's net income (loss) position at the calculation date.

At December 31, 2008 and 2007, and subsequent thereto, the Company's outstanding warrants are considered to be common stock equivalents; however, the issued and outstanding warrants are considered anti-dilutive due to the Company's net operating loss position.

Note D - Summary of Significant Accounting Policies - Continued

5. Treasury Stock

The Company accounts for treasury stock acquisitions and sales pursuant to the tenets of Accounting Principles Board Opinion 6, whereby treasury stock acquisitions are first charged against par value and any excess purchase price is first charged to additional paid-in capital and then to retained earnings. Any subsequent sale of treasury stock is first credited to par value and any excess is credited to additional paid-in capital.

6. Research and development costs

Research and development expenses were charged to operations as incurred. Patents, Licenses and Marketing Agreements acquired from the Company's former parent company were charged to operations as acquired.

Note E - Fair Value of Financial Instruments

The carrying amount of cash, accounts receivable, accounts payable and notes payable, as applicable, approximates fair value due to the short term nature of these items and/or the current interest rates payable in relation to current market conditions.

Interest rate risk is the risk that the Company's earnings are subject to fluctuations in interest rates on either investments or on debt and is fully dependent upon the volatility of these rates. The Company does not use derivative instruments to moderate its exposure to interest rate risk, if any.

Financial risk is the risk that the Company's earnings are subject to fluctuations in interest rates or foreign exchange rates and are fully dependent upon the volatility of these rates. The company does not use derivative instruments to moderate its exposure to financial risk, if any.

Note F - Calculation of Comprehensive Income (Loss)

	Three months ended December 31, 2008	Three months ended December 31, 2007	Period from July 5, 1989 (date of inception) through December 31, 2008
Net Loss	$(5,491)	$(14,259)	$(48,162,620)
Comprehensive Income items: None	—	—	—
Comprehensive Loss	$(5,491)	$(14,259)	$(48,162,620)

Note G - Note Payable to Officer/Director

On September 29, 2006, the Company and it's sole officer and director, Glenn A. Little, acknowledged that outside funds are necessary to support the corporate entity and comply with the periodic reporting requirements of the Securities Exchange Act of 1934, as amended. To this end, Mr. Little agreed to lend the Company up to$50,000 with a maturity period not to exceed two (2) years from the initial funding date at an interest rate of 6.0% per annum. Through December 31, 2008 and 2007, respectively, Mr. Little has advanced approximately $66,000 and $51,000 under this agreement. This loan matured on September 30, 2008. The Company and Mr. Little intend to negotiate an extension of the maturity date into some future period. At this time, Mr. Little has made no demand for payment.

Truewest Corporation
(formerly Diasense, Inc.)
(a development stage company)
Notes to Financial Statements - Continued
December 31, 2008 and 2007

Note H - Income Taxes

The components of income tax (benefit) expense for each of the three month periods ended December 31, 2008 and 2007 and for the period from July 5, 1989 (date of inception) through December 31, 2008, are as follows:

	Three months ended December 31, 2008	Three months ended December 31, 2007	Period from July 5, 1989 (date of inception) through December 31, 2008
Federal:			
Current	$ —	$ —	$ —
Deferred	—	—	—
	—	—	—
State:			
Current	—	—	—
Deferred	—	—	—
	—	—	—
Total	$ —	$ —	$ —

Concurrent with a September 2006 change in control, the Company has a net operating loss carryforward for future periods of approximately $90,000. The ultimate amount and availability of any future net operating loss carryforwards may be subject to limitations set forth by the Internal Revenue Code. Factors such as the number of shares ultimately issued within a three year look-back period; whether there is a deemed more than 50 percent change in control; the applicable long-term tax exempt bond rate; continuity of historical business; and subsequent income of the Company all enter into the annual computation of allowable annual utilization of the carryforwards.

The Company's income tax expense (benefit) for each of the three month periods ended December 31, 2008 and 2007 and for the period from July 5, 1989 (date of inception) through December 31, 2008, respectively, differed from the statutory federal rate of 34 percent as follows:

	Three months ended December 31, 2008	Three months ended December 31, 2007	Period from July 5, 1989 (date of inception) through December 31, 2008
Statutory rate applied to income before income taxes	$(1,900)	$(4,800)	$(16,374,900)
Increase (decrease) in income taxes resulting from:			
State income taxes	—	—	—
Other, including reserve for deferred tax asset and application of net operating loss carryforward	1,900	4,800	16,374,900
Income tax expense	$—	$—	$—

(Remainder of this page left blank intentionally)

Note H - Income Taxes - Continued

Temporary differences, consisting primarily of statutory deferrals of expenses for organizational costs, statutory differences in the depreciable/ amortizable lives for property and equipment and patents and the recognition of expense charges related to the issuance of warrants, between the financial statement carrying amounts and tax bases of assets and liabilities give rise to deferred tax assets and/or liabilities. As of September 30, 2008 and 2007, respectively, after taking the September 2006 change in control into consideration:

	September 30, 2008	September 30, 2007
Deferred tax assets		
Net operating loss carryforwards	$15,000	$13,000
Less valuation allowance	(15,000)	(13,000)
Net Deferred Tax Asset	$—	$—

Note I - Common Stock Transactions

On September 18, 2006, the Company entered into a unit purchase agreement (Unit Purchase Agreement) to sell 1,000 Units to Glenn A. Little (Little) for $125,000 cash. Each Unit consisted of 11,100 shares of common stock and 500 common stock purchase warrants or an aggregate of 11,100,000 shares of common stock and 500,000 common stock purchase warrants. There were no commissions or underwriting discounts paid in conjunction with this transaction and the Company believes that the shares and warrants were exempt from registration under Section 4(2) of the Securities Act of 1933 as amended.

The common stock purchase warrants can be exercised at any time from their issuance on September 18, 2006 through September 18, 2011 at an exercise price of $0.10 per share. The Company assigned a value of $5,000 to these warrants.

On September 18, 2006, connected with yet separate from the aforementioned Unit Purchase Agreement, the Company entered into a Share Purchase Agreement with Dominion, the Company's then-majority shareholder, whereby the Company purchased from Dominion 11,975,000 shares of common stock of the Company for a purchase price of $1.00. The shares were cancelled upon receipt by the Company and returned to unissued status.

On November 14, 2006, the Company filed a Definitive Schedule 14C - Information Statement Pursuant to Section 14C of the Securities Exchange Act of 1934 noting actions to be taken without a meeting upon the written consent of the holders of a majority of the outstanding shares of the voting capital stock of the Company. The actions at this meeting included 1) to reverse split the currently issued and outstanding common stock (Reverse Split) of the Company on a 100,000 shares for one (1) share basis, with no stockholder being reversed to less than a round lot of 100 shares; and 2) to change the Company's state of incorporation from Pennsylvania to Nevada. On January 19, 2006, shareholders holding a majority of the Company's common stock voted to rescind the reverse stock portion of the previous approval.

On June 20, 2007, the Company filed another Preliminary Schedule 14C - Information Statement Pursuant to Section 14C of the Securities Exchange Act of 1934 noting the following actions to be taken by the Company's Board of Directors pursuant to actions taken by a written consent of a majority of stockholders without meeting "1. To reverse split the currently issued and outstanding common stock (the "Common Stock") of the Company on a 12,500 shares for 1 share basis, with fractional shares paid in cash at the rate of ($.05) cents for each fractional share and 2. To increase the number of shares the Company is authorized to issue to 100,000,000 shares of common stock par value $.001 and 50,000,000 shares of preferred stock par value $.001 to be issued in such services and designations as determined from time to time by the Board of Directors.

Note I - Common Stock Transactions - Continued

The Company's Board of Directors initially approved Item No. 1 above on February 28, 2007 and recommended that the Company effect the reverse split of its currently issued and outstanding Common Stock. The Board of Directors approved Item No. 2 above on December 1, 2006 in connection with the Company's change of domicile from Pennsylvania to Nevada at which time the Company's authorized capital stock was increased from 40,000,000 shares of common stock par value $0.01 to 100,000,000 shares of Common Stock par value $0.001 and 50,000,000 shares of Preferred Stock par value $0.001 to be issued in such series and designations as may be determined by the Board of Directors. That approval was adopted at the same time as a proposed 100,000 to 1 reverse split with fractional shares rounded up to the nearest whole share and no shareholder rounded to less than a round lot of 100 shares. The Company's Board of Directors decided not to proceed with that reverse split as announced in its Form 8−K filed on January 19, 2007. The change in domicile, however, from Pennsylvania to Nevada was completed and as a result the Company's authorized capital was increased as stated above.

On or about December 2, 2008, the Company completed the aforementioned reverse stock split on the basis of one (1) share for each 12,500 shares issued and outstanding, with fractional shares paid in cash at the rate of five ($.05) cents for each fractional share. This action reduced the number of issued and outstanding shares from 22,105,051 to 1,596. The effect of this action is presented in the accompanying financial statements as of the first day of the first period presented.

On March 17, 2008, the Company filed a Definitive Schedule 14C - Information Statement Pursuant to Section 14C of the Securities Exchange Act of 1934 with respect to the above mentioned 1 for 5 reverse stock split with stockholder's positions rounded to the nearest whole share with a contemporaneous 100 for 1 forward split of the Company's common stock. This action became effective immediately and the effects are reflected in the accompanying financial statements as of the first day of the first period presented.

As a result of the aforementioned reverse and forward splits, the Company's issued and outstanding shares of common stock went from 22,105,151 to 52,000.

On May 1, 2008, a total of 398,800 warrants, including 367,075 warrants held by Glenn A. Little, were exercised at a price of $0.10 per share which resulted in the issuance of 398,800 shares of restricted, unregistered common stock for a gross proceeds of $39,880. There were no commissions or underwriting discounts paid in conjunction with this transaction and the Company believes that the shares issued upon the exercise of the corresponding warrants were exempt from registration under Section 4(2) of the Securities Act of 1933, as amended.

Note J - Stock Warrants

During August 2006, the Company reached termination agreements with all holders of the Company's Common Stock Warrants and terminated all issued and outstanding warrants. As of September 30, 2008 and 2007, respectively, the only outstanding warrants relate to the aforementioned September 18, 2006 transaction with Glenn A. Little. On May 1, 2008, 398,800 warrants were exercised to acquire an equivalent number of restricted, unregistered shares of common stock for gross proceeds of $39,880.

	Number of Warrant shares	**Weighted Average Price**
Balance at October 1, 2007	500,000	$0.10
Issued	—	—
Exercised	(398,800)	(0.10)
Expired	—	—
Balance at September 30, 2008	101,200	$0.10
Issued	—	—
Exercised	—	—
Expired	—	—
Balance at December 31, 2008	101,200	$0.10

Part I - Item 2

Management's Discussion and Analysis of Financial Condition and Results of Operations

(1) Caution Regarding Forward-Looking Information

Certain statements contained in this quarterly filing, including, without limitation, statements containing the words "believes", "anticipates", "expects" and words of similar import, constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Such factors include, among others, the following: international, national and local general economic and market conditions: demographic changes; the ability of the Company to sustain, manage or forecast its growth; the ability of the Company to successfully make and integrate acquisitions; raw material costs and availability; new product development and introduction; existing government regulations and changes in, or the failure to comply with, government regulations; adverse publicity; competition; the loss of significant customers or suppliers; fluctuations and difficulty in forecasting operating results; changes in business strategy or development plans; business disruptions; the ability to attract and retain qualified personnel; the ability to protect technology; and other factors referenced in this and previous filings.

Given these uncertainties, readers of this Form 10-Q and investors are cautioned not to place undue reliance on such forward-looking statements. The Company disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future events or developments.

(1) Plan of Operations

The Company had no revenue for either of the three month periods ended December 31, 2008 or 2007, respectively.

General and administrative expenses of approximately $4,600 and $13,700, respectively, for the three month periods ended December 31, 2008 and 2007, respectively, have been directly related maintaining the corporate entity and maintaining compliance with the Securities Exchange Act of 1934, as amended.

It is anticipated that future expenditure levels may increase as the Company intends to fully comply with it's periodic reporting requirements.

Earnings per share for the respective three month periods ended December 31, 2008 and 2007 were $(0.01) and $(0.03) based on the weighted-average shares issued and outstanding at the end of each respective period.

The Company does not expect to generate any meaningful revenue or incur operating expenses for purposes other than fulfilling the obligations of a reporting company under the Securities Exchange Act of 1934 unless and until such time that the Company's operating subsidiary begins meaningful operations.

At December 31, 2008 and 2007, the Company had working capital of approximately $(45,000) and $(48,500), respectively.

It is the belief of management and significant stockholders that they will provide sufficient working capital necessary to support and preserve the integrity of the corporate entity. However, there is no legal obligation for either management or significant stockholders to provide additional future funding. Further, the Company is at the mercy of future economic trends and business operations for the Company's majority stockholder to have the resources available to support the Company. Should this pledge fail to provide financing, the Company has not identified any alternative sources. Consequently, there is substantial doubt about the Company's ability to continue as a going concern.

The Company's need for working capital may change dramatically as a result of any business acquisition or combination transaction. There can be no assurance that the Company will identify any such business, product, technology or company suitable for acquisition in the future. Further, there can be no assurance that the Company would be successful in consummating any acquisition on favorable terms or that it will be able to profitably manage the business, product, technology or company it acquires.

Plan of Business

General

The Company intends to locate and combine with an existing, privately-held company which is profitable or, in management's view, has growth potential, irrespective of the industry in which it is engaged. However, the Company does not intend to combine with a private company which may be deemed to be an investment company subject to the Investment Company Act of 1940. A combination may be structured as a merger, consolidation, exchange of the Company's common stock for stock or assets or any other form which will result in the combined enterprise's becoming a publicly-held corporation.

Pending negotiation and consummation of a combination, the Company anticipates that it will have, aside from carrying on its search for a combination partner, no business activities, and, thus, will have no source of revenue. Should the Company incur any significant liabilities prior to a combination with a private company, it may not be able to satisfy such liabilities as are incurred.

If the Company's management pursues one or more combination opportunities beyond the preliminary negotiations stage and those negotiations are subsequently terminated, it is foreseeable that such efforts will exhaust the Company's ability to continue to seek such combination opportunities before any successful combination can be consummated. In that event, the Company's common stock will become worthless and holders of the Company's common stock will receive a nominal distribution, if any, upon the Company's liquidation and dissolution.

Combination Suitability Standards

In its pursuit for a combination partner, the Company's management intends to consider only combination candidates which are profitable or, in management's view, have growth potential. The Company's management does not intend to pursue any combination proposal beyond the preliminary negotiation stage with any combination candidate which does not furnish the Company with audited financial statements for at least its most recent fiscal year and unaudited financial statements for interim periods subsequent to the date of such audited financial statements, or is in a position to provide such financial statements in a timely manner. The Company will, if necessary funds are available, engage attorneys and/or accountants in its efforts to investigate a combination candidate and to consummate a business combination. The Company may require payment of fees by such combination candidate to fund the investigation of such candidate. In the event such a combination candidate is engaged in a high technology business, the Company may also obtain reports from independent organizations of recognized standing covering the technology being developed and/or used by the candidate. The Company's limited financial resources may make the acquisition of such reports difficult or even impossible to obtain and, thus, there can be no assurance that the Company will have sufficient funds to obtain such reports when considering combination proposals or candidates. To the extent the Company is unable to obtain the advice or reports from experts, the risks of any combined enterprise's being unsuccessful will be enhanced. Furthermore, to the knowledge of the Company's officers and directors, neither the candidate nor any of its directors, executive officers, principal stockholders or general partners:

(1) will have been convicted of securities fraud, mail fraud, tax fraud, embezzlement, bribery, or a similar criminal offense involving misappropriation or theft of funds, or be the subject of a pending investigation or indictment involving any of those offenses;

(2) will have been subject to a temporary or permanent injunction or restraining order arising from unlawful transactions in securities, whether as issuer, underwriter, broker, dealer, or investment advisor, may be the subject of any pending investigation or a defendant in a pending lawsuit arising from or based upon allegations of unlawful transactions in securities; or

(3) will have been a defendant in a civil action which resulted in a final judgement against it or him awarding damages or rescission based upon unlawful practices or sales of securities.

The Company's officers and directors will make these determinations by asking pertinent questions of the management of prospective combination candidates. Such persons will also ask pertinent questions of others who may be involved in the combination proceedings. However, the officers and directors of the Company will not generally take other steps to verify independently information obtained in this manner which is favorable. Unless something comes to their attention which puts them on notice of a possible disqualification which is being concealed from them, such persons will rely on information received from the management of the prospective combination candidate and from others who may be involved in the combination proceedings.

(3)Liquidity and Capital Resources

It is the belief of management and significant stockholders that they will provide sufficient working capital necessary to support and preserve the integrity of the corporate entity. However, there is no legal obligation for either management or significant stockholders to provide additional future funding. Further, the Company is at the mercy of future economic trends and business operations for the Company's majority stockholder to have the resources available to support the Company. Should this pledge fail to provide financing, the Company has not identified any alternative sources. Consequently, there is substantial doubt about the Company's ability to continue as a going concern.

The Company has no current plans, proposals, arrangements or understandings with respect to the sale or issuance of additional securities prior to the location of a merger or acquisition candidate. Accordingly, there can be no assurance that sufficient funds will be available to the Company to allow it to cover the expenses related to such activities.

Regardless of whether the Company's cash assets prove to be inadequate to meet the Company's operational needs, the Company might seek to compensate providers of services by issuances of stock in lieu of cash.

(4)Critical Accounting Policies

Our financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States ("GAAP"). GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenue and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Our significant accounting policies are summarized in Note D of our financial statements. While all these significant accounting policies impact our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause effect on our consolidated results of operations, financial position or liquidity for the periods presented in this report.

Item 3 - Quantitative and Qualitative Disclosures About Market Risk

In future periods, the Company may become subject to certain market risks, including changes in interest rates and currency exchange rates. At the present time, the Company has no identified exposure and does not undertake any specific actions to limit exposures, if any.

Item 4 - Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (Exchange Act), as of December 31, 2008. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective in alerting them on a timely basis to material information relating to our Company required to be included in our reports filed or submitted under the Exchange Act.

(b) Changes in Internal Controls

There were no significant changes (including corrective actions with regard to significant deficiencies or material weaknesses) in our internal controls over financial reporting that occurred during the quarter ended December 31, 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II - Other Information

Item 1 - Legal Proceedings

None

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

None

Item 3 - Defaults upon Senior Securities

None

Item 4 - Submission of Matters to a Vote of Security Holders

The Company has held no regularly scheduled, called or special meetings of stockholders during the reporting period.

Item 5 - Other Information

None

Item 6 - Exhibits

31.1	Certification pursuant to Section 302 of Sarbanes-Oxley Act of 2002
32.1	Certification pursuant to Section 906 of Sarbanes-Oxley Act of 2002

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Truewest Corporation

Dated: January 26, 2009

/s/ Glenn Little
Glenn Little
President, Chief Executive Officer,
Chief Financial Officer and Sole Director

Exhibit No. 31.1
Form 10-Q
Truewest Corporation
File No. 33-56574

Certification

I, Glenn A. Little, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended December 31, 2008 of Truewest Corporation;

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

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented 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 13a-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 the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the 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 financial 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 involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Dated: January 26, 2009

By: /s/ Glenn Little
Glenn Little
Chief Executive Officer
and Chief Financial Officer

<u>Exhibit No. 32.1</u>
Form 10-Q
Truewest Corporation
File No. 33-56574

Certification Pursuant to 18 U.S.C. Section 1350, as Adopted
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Truewest Corporation (the "Company") on Form 10-Q for the period ending December 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Glenn A. Little, Chief Executive and Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Dated: January 26, 2009

By: /s/ Glenn Little
Glenn Little
Chief Executive Officer
and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Truewest Corporation and will be retained by Truewest Corporation and furnished to the Securities and Exchange Commission or its staff upon request.