FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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HPC POS SYSTEM, CORP.

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SIC: **5160** Chemicals & allied products

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

FORM 10-Q

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

For the quarterly period ended March 31, 2012

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE EXCHANGE ACT
For the transition period from ___________ to _____________

HPC POS SYSTEM, CORP.
(Exact name of small business issuer as specified in its charter)

Nevada	333-149188	26-0857573
(State or other jurisdiction of incorporation or organization)	(Commission file number)	(IRS Employer Identification Number)

6409 Lake Meadow Drive, Burke, VA 22015
(Address of principal executive office)

(703) 283-9736
(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 preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2)has been subject to such filing requirements for the past 90 days. Yes ☒ * No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company filer. See definition of "accelerated filer" and "large accelerated filer" 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, April 26, 2012, is 249,400,000 shares all of one class, $.001 par value per share.

HPC POS SYSTEM, CORP.

FORM 10-Q

March 31, 2012

INDEX

HPC POS SYSTEM, CORP.
(dba House of Mohan)
Balance Sheets
March 31, 2012 and September 30, 2011
(Unaudited)

ASSETS		March 31, 2012		September 30, 2011
CURRENT ASSETS:				
Cash	$	29	$	141
Total current assets		29		141
TOTAL ASSETS	$	29	$	141
LIABILITIES AND STOCKHOLDERS' DEFICIT				
CURRENT LIABILITIES:				
Convertible note payable	$	600	$	13,600
Loan payable		17,500		-
Accrued expenses		-		-
Accrued consulting fees due to related parties		160,000		75,000
Other		20,000		32,989
Total Current Liabilities		198,100		121,589
STOCKHOLDERS' DEFICIT:				
Preferred stock: $0.001 par value; authorized, 1,000,000 shares; no shares issued or outstanding		-		-
Common stock: $0.001 par value; authorized 250,000,000 shares; 249,400,000 and 197,182,500 shares issued and outstanding at March 31, 2012 and September 30, 2011, respectively		249,400		197,182
Additional paid-in capital		1,857,187		526,792
Accumulated deficit		(2,304,658)		(845,422)
Total stockholders' deficit		(198,071)		(121,448)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$	29	$	141

See notes to financial statements.

HPC POS SYSTEM, CORP.
(dba House of Mohan)

Statements of Operations
For the Three Months Ended March 31, 2012 and 2011
(Unaudited)

	2012	2011
Sales	$ 4,414	$ 312,619
Commission income	-	-
Total	4,414	312,619
Cost of sales	-	178,700
Gross profit	4,414	133,919
Expenses:		
General and administrative	212,710	23,457
Compensation	1,110,492	93,031
Total	1,323,202	116,488
Income (loss) from operations	(1,318,788)	17,431
Other income (expense):		
Interest expense	(241)	(12,273)
Net income (loss)	$ (1,319,029)	$ 5,158
Basic and diluted income (loss) per share	$ (0.01)	$ 0.00
Weighted average number of common shares outstanding	240,224,148	174,350,000

See accompanying notes to financial statement

HPC POS SYSTEM, CORP.
(dba House of Mohan)

Statements of Operations
For the Six Months Ended March 31, 2012 and 2011
(Unaudited)

	2012	2011
Sales	$ 5,054	$ 316,147
Commission income	-	5,320
Total	5,054	321,467
Cost of sales	362	180,852
Gross profit	4,692	140,615
Expenses:		
General and administrative	288,586	42,134
Compensation	1,175,062	152,936
Total	1,463,648	195,070
Loss from operations	(1,458,956)	(54,455)
Other income (expense):		
Interest expense	(280)	(14,975)
Net loss	$ (1,459,236)	$ (69,430)
Basic and diluted loss per share	$ (0.01)	$ (0.00)
Weighted average number of common shares outstanding	220,123,429	174,350,000

See accompanying notes to financial statement

HPC POS SYSTEM, CORP.
(dba House of Mohan)
Statements of Cash Flows
For the Six Months Ended March 31, 2012 and 2011
(Unaudited)

		2012		2011
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net loss	$	(1,459,236)	$	(69,430)
Share based compensation		1,302,613		-
Adjustments to net cash provided by (used in) operating activities:				
Settlement of accrued expenses by issuance of shares		5,000		-
Change in operating assets		72,011		170,512
Net Cash Provided by (Used in) Operating Activities		(79,612)		101,082
CASH FLOWS FROM FINANCING ACTIVITIES:				
Sale of common shares		62,000		-
Loan from President		-		(49,032)
Loan from minority shareholders		17,500		-
Proceeds of commercial financing obligation		-		357,736
Repayment of commercial financing obligation		-		(407,726)
Bank overdraft		-		(182)
Net cash provided by (used in) financing activities		79,500		(99,204)
NET CHANGE IN CASH		(112)		1,878
CASH AT BEGINNING OF PERIOD		141		-
CASH AT END OF PERIOD	$	29	$	1,878
SUPPLEMENTAL CASH FLOW INFORMATION:				
Cash paid for interest and finance fees	$	39	$	14,975
Cash paid for income taxes	$	-	$	-
SUPPLEMENTAL NONCASH TRANSACTION:				
Common stock issued in conversion of convertible note	$	13,000	$	21,400

See accompanying notes to financial statements.

HPC POS SYSTEM, CORP.
(dba House of Mohan)

NOTES TO CONDENSED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 – ACCOUNTING POLICIES AND BASIS OF PRESENTATION

The accompanying financial statements have been prepared by management in accordance with both accounting principles generally accepted in the United States ("U.S. GAAP") and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Certain disclosures normally included in audited financial statements prepared in accordance with US GAAP have been omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading. In the opinion of management, these unaudited financial statements reflect all normal and recurring adjustments considered necessary to state fairly the results for the periods presented. The results for the period ended March 31, 2012 are not necessarily indicative of the results to be expected for the entire fiscal year ending September 30, 2012 or for any future period.

These unaudited financial statements and notes thereto should be read in conjunction with the financial statements of the Company for the fiscal year ended September 30, 2011 and notes thereto included in the Company' s annual report on Form 10-K.

Stock-based Compensation

The Company follows ASC 718-10, *Stock Compensation*, which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 requires measurement of the cost of employee or other services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized. The Company has not adopted a stock option plan and has not granted any stock options.

Stock based compensation for the six months ended March 31, 2012 was $1,302,613.

Basic and Diluted Loss Per Common Share

Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during each period. Shares issuable under an outstanding convertible note (see Note 4) were not included in the calculation of earnings per share because they would not have been dilutive.

Recently Issued Accounting Standards

There were no new accounting pronouncements that had a significant impact on the Company' s operating results or financial position.

NOTE 2 – GOING CONCERN AND RECENT DEVELOPMENTS

The accompanying financial statements have been prepared on a going concern basis which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At March 31, 2012, the Company has limited financial resources, has not established a source of equity financing, has negative working capital and a stockholders' deficit. These factors, among others, indicate that the Company's continuation as a going concern is dependent upon its ability to achieve profitable operations or obtain adequate financing.

In June 2010, the Company obtained a line of credit to purchase inventory for revenue transactions that are acceptable to the lender. Upon executing the Revolving Loan and Security Agreement, the Company started working with its distributors to obtain orders and plan deliveries. The Company hoped that these and other agreements would result in increased revenues and profits. However, its initial customer has significantly reduced orders. The Company has received purchase orders aggregating $499,600 from three customers that cannot be financed under its existing line of credit and is negotiating with another potential funding source to obtain financing to deliver product for those purchase orders. However, the Company cannot predict the likelihood of it being successful in any of its efforts.

The financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

NOTE 3 – RELATED PARTY TRANSACTIONS

In December 2011 a minority shareholder loaned $10,000 to the Company. In January 2012, two minority shareholders loaned an aggregate of $7,500 to the Company. These loans are repayable on demand and bear interest at 2% per annum.

In April 2011 the Company entered into consulting agreements with two individuals, who are each minority stockholders, calling for financial and marketing services. These agreements, which can be terminated by the Company with a notice of three months, call for aggregate consulting fees of $15,000 per month plus reimbursement for reasonable expenses. The caption "Accrued Expenses" in the accompanying Balance Sheet includes $160,000 and $75,000 as of March 31, 2012 and September 30, 2011, respectively, relating to these agreements. The related expenses are included in selling, general and administrative expenses.

NOTE 4 – COMMON STOCK

Convertible Note

On November 28, 2011, the holder of the Convertible Note assigned $3,000 of the principal balance to Reliance Capital Group Corp. which converted that amount into 3,000,000 shares of the Company' s common stock.

On March 13, 2012 the holder of the Convertible Note assigned $5,000 of the principal balance to Dale S. Pearlman which converted that amount into 5,000,000 shares of the Company' s common stock.

On March 14, 2012 the holder of the Convertible Note assigned $5,000 of the principal balance to EAD Consulting Inc. which converted that amount into 5,000,000 shares of the Company' s common stock.

Following these conversion, the balance of the Convertible Note is $600 convertible into 600,000 shares.

Other Issuances

On January 4, 2012, the Company issued the following shares of restricted common stock:

- Melvin W. Coles, Chairman and President, received 31,467,500 shares for services. This issuance was considered compensation of $1,101,363 and recorded as an expense during the three months ended March 31, 2012.

- The Company issued an aggregate of 200,000 shares of common stock to two unrelated individuals for services and recorded additional compensation expense of $7,000 during the three months ended March 31, 2012 in connection with the issuance of these shares.

- The Company issued 5,000,000 shares of common stock to two minority shareholders with whom the Company has consulting agreements (see Note 4) to satisfy a portion ($5,000) of the accrued expenses due to them under the consulting agreements. The issuance terms resulted in an issuance price of $.001 per share. The Company recorded additional general and administrative expense of $170,000 during the three months ended March 31, 2012 in connection with the issuance of these shares.

Shares Outstanding

At March 31, 2012 there were 249,400,000 shares of common stock issued and outstanding.

NOTE 6 - SUBSEQUENT EVENTS

The Company has evaluated all events that occurred after the balance sheet date of March 31, 2012 through May 11, 2012, the date these financial statements were issued. The Management of the Company determined that there were no reportable events that occurred during that subsequent period to be disclosed or recorded.

Item 2. NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain matters discussed herein are forward-looking statements. Such forward-looking statements contained in this Form 10-Q involve risks and uncertainties, including statements as to:

- our future operating results;
- our business prospects;
- any contractual arrangements and relationships with third parties;
- the dependence of our future success on the general economy;
- any possible financings; and
- the adequacy of our cash resources and working capital.

These forward-looking statements can generally be identified as such because the context of the statement will include words such as we "believe," "anticipate," "expect," "estimate" or words of similar meaning. Similarly, statements that describe our future plans, objectives or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties which are described in close proximity to such statements and which could cause actual results to differ materially from those anticipated as of the date of filing of this Form 10-Q. Shareholders, potential investors and other readers are urged to consider these factors in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included herein are only made as of the date of filing of this Form 10-Q, and we undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The following discussion and analysis provides information which the Company' s management believes to be relevant to an assessment and understanding of the Company's results of operations and financial condition. This discussion should be read together with the Company's financial statements and the notes to financial statements, which are included in this report.

The financial statements included in this Quarterly Report on Form 10-Q have been prepared on a going concern basis which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At March 31, 2012, the Company has limited financial resources, has not established a source of equity financing, has negative working capital and a stockholders' deficit. These factors, among others, indicate that the Company's continuation as a going concern is dependent upon its ability to achieve profitable operations or obtain adequate financing.

Operations

As HPC did not have significant, meaningful revenues prior to the merger, the transaction was treated as a recapitalization of the Company, and accounted for on a historical cost basis for all periods presented. Moreover, the financial statements set forth in this report for all periods, prior to the recapitalization, are the financial statements of the Company and the common stock of the Company has been retroactively restated to give the effect to the exchange for HPC common stock.

Operations for the six months ended March 31, 2012 and 2011

Our operations were as follows:

	2012	2011
Sales	$ 5,054	$ 316,147
Commission income	-	5,320
Total	5,054	321,467
Cost of sales	362	180,852
Gross profit	4,692	140,615
Expenses:		
General and administrative	288,586	42,134
Compensation	1,175,062	152,936
Total	1,463,648	195,070
Loss from operations	(1,459,236)	(54,455)
Other income (expense):		

Interest expense	(280)	(14,975)
Net loss	$ (1,459,236)	$ (69,430)

The Company imports all of its products from a manufacturer in India that demands an open letter-of-credit in its favor prior to shipment. Upon signing a Revolving Credit Agreement, the Company was able to finance the purchase of inventory to customers acceptable to the funding source, which permitted it to commence making shipments to Price Master Corporation at the end of September 2010. Most of the sales since then relate to shipments to Price Master Corporation. Price Master Corporation reduced orders during the latter half of calendar year 2011 and made no purchases during the six months ended March 31, 2012 because of excess stock in its inventory. The Company has received three purchase orders aggregating $499,600 from customers that cannot be financed under the existing Revolving Credit Agreement. The Company is negotiating with another potential credit source to obtain the funds necessary to provide product requested by the purchase orders. It cannot predict what the outcome of its negotiations will be.

Most of the limited number of sales in 2012 represented the sale of items received by us as samples with no cost.

Total expenses of $1,463,648 in 2012 included $1,302,613 satisfied by the issuance of shares of common stock rather than cash.

Substantially all compensation was received by Mr. Coles, President. Mr. Coles does not receive a fixed salary. His cash compensation consists principally of the Company paying expenses and obligations on his behalf. These payments include reimbursement for amounts spent or incurred by Mr. Coles on our behalf. The amount and timing of payments are linked to the Company's cash position. In January 2012, Mr. Coles received 31,467,500 shares for services. This issuance was considered compensation expense of $1,101,363. No written arrangement exists.

General & administrative expenses in 2012 included:

- $45,000 relating to consulting agreements that the Company entered into in April 2011 with two individuals, who are each minority stockholders, calling for financial and marketing services. These agreements, which can be terminated by the Company with a notice of three months, call for aggregate consulting fees of $15,000 per month plus reimbursement for reasonable expenses.

- Expenses of $22,250 relating to the issuance of 450,000 shares of common stock to four individual for services.

- Expenses of $7,000 relating to the issuance of an aggregate of 200,000 shares of common stock to two unrelated individuals for services.

- The issuance of 5,000,000 shares of common stock to two minority shareholders with whom we have consulting agreements (see Note 4 to the financial statements) to satisfy a portion ($5,000) of the accrued expenses due to them under the consulting agreements. The issuance terms resulted in an issuance price of $.001 per share. We recorded additional general and administrative expense of $170,000 in connection with the issuance of these shares.

Other

As a corporate policy, we will not incur any cash obligations that we cannot satisfy with known resources, of which there are currently none except as described in “Liquidity” below.

Liquidity

During most of the two fiscal years ended September 30, 2009 we did not have any credit facilities or other commitments for debt or equity financing. As a result, we began having more and more difficulty purchasing inventory to meet the needs of distribution agreements with Price Master Corporation and Yemjada Corporation. The situation worsened and, as a result, the Company had limited sales during the first three fiscal quarters of the year ended September 30, 2010.

In June 2010, the Company obtained a $1,500,000 Revolving Loan and Security Agreement from Ashford Finance, LLC. The two-year agreement provides financing arrangements solely for the purchase of inventory delivered to customers acceptable to Ashford. Its principal terms include:

- Interest due on loans under the agreement is equal to three percentage points above the prevailing prime lending rate, as defined, except that interest on loans will never be less than 5.5% per annum.
- An account management fee is charged equal to 3.25% per month of the face amount of each letter of credit or other financing issued to a Company vendor.
- Loans can be called on demand but, in any event, must be paid immediately upon receipt of proceeds from a customer to which financed inventory was shipped.
- The Company has pledged substantially all of its tangible and intangible assets as collateral.

- Liabilities under the Revolving Loan and Security Agreement are guaranteed by Melvin Coles.
- The Company cannot issue new shares of common stock except to existing shareholders.

- The Company must pay the cost of insurance premiums covering balances outstanding to protect the lender against defaults and incurs numerous other fees.

At March 31, 2012, there were no amounts outstanding under the line of credit. All amounts borrowed are paid in full when a shipment is received and delivered. The Company is in violation of the restriction to only issue shares to existing shareholders; however, this covenant violation has been waived by Ashford.

Upon executing the Revolving Loan and Security Agreement, we started working with and making shipments to one major distributor. All amounts outstanding under the Revolving Loan and Security Agreement are repaid when a shipment is received and paid for by the customer.

Before receiving the Revolving Credit Agreement, much of our operations were financed through noninterest-bearing loans from our President. As of March 31, 2012, all amounts owed under these loans had been repaid.

We are a public company and, by doing so, have incurred and will continue to incur additional significant expenses for legal, accounting and related services. Once we became a public entity, subject to the reporting requirements of the Exchange Act of 1934, we will incur ongoing expenses associated with professional fees for accounting, legal and a host of other expenses for annual reports. We estimate that these costs may range up to $50,000 per year for the next few years and will be higher if our business volume and activity increases. These obligations will reduce our ability and resources to fund other aspects of our business. We hope to be able to use our status as a public company to increase our ability to use noncash means of settling obligations and compensate independent contractors who provide professional services to us, although there can be no assurances that we will be successful in any of those efforts. We will reduce the compensation levels paid to our president if there is insufficient cash generated from operations to satisfy these costs.

The Company incurred $50,000 of legal costs as part of the reverse merger/recapitalization transaction with HPC. HPC owed Gary B. Wolff, our outside counsel, $50,000 under a Convertible Promissory Note (the "Note") which bears interest at the rate of 2% per annum. Following negotiation between all parties, it was agreed for the note to be assigned to the Company in satisfaction of its liability for legal services. The $50,000 legal expense is included operating expenses during the fiscal year ended September 30, 2009. Subsequently:

- On November 5, 2009, the holder of the Convertible Note assigned $12,500 of the principal balance to JW Financial LLC which converted that entire amount for 12,500,000 shares. On November 10, 2009, the holder of the Convertible Note converted $8,900 of the principal balance for 8,900,000 shares.

- On May 3, 2011, the holder of the Convertible Note assigned $15,000 of the principal balance to KJC Consulting Inc., which converted that amount for 15,000,000 shares of the Company.

- On November 28, 2011, the holder of the Convertible Note assigned $3,000 of the principal balance to Reliance Capital Group Corp. which converted that amount into 3,000,000 shares of the Company.

- On March 13, 2012 the holder of the Convertible Note assigned $5,000 of the principal balance to Dale S. Pearlman which converted that amount into 5,000,000 shares of the Company' s common stock.

- On March 14, 2012 the holder of the Convertible Note assigned $5,000 of the principal balance to EAD Consulting Inc. which converted that amount into 5,000,000 shares of the Company' s common stock.

Following these conversion, the balance of the Convertible Note is $600 convertible into 600,000 shares.

In October 2011 we sold 2,000,000 shares of our common stock to three individuals for an aggregate of $62,000.

In December 2011, we received a $10,000 demand loan from a minority shareholder. In January 2012, two minority shareholders loaned an aggregate of $7,500 to us. These loans are repayable on demand and bear interest at 2% per annum.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Critical Accounting Policies

The preparation of financial statements and related notes requires us to make judgments, estimates, and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities.

An accounting policy is considered to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the financial statements.

Financial Reporting Release No. 60 requires all companies to include a discussion of critical accounting policies or methods used in the preparation of financial statements. There are no critical policies or decisions that rely on judgments that are based on assumptions about matters that are highly uncertain at the time the estimate is made. Note 2 to the financial statements included in our Annual Report on Form 10K includes a summary of the significant accounting policies and methods used in the preparation of our financial statements.

Seasonality

We have not noted a significant seasonal impact in our business.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K, obligations under any guarantee contracts or contingent obligations. We also have no other commitments, other than the costs of being a public company that will increase our operating costs or cash requirements in the future.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Pursuant to Item 305(e) of Regulation S-K (§ 229.305(e)), the Company is not required to provide the information required by this Item as it is a "smaller reporting company," as defined by Rule 229.10(f)(1).

Item 4. CONTROLS AND PROCEDURES

Management' s Report on Internal Controls over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and

- that our receipts and expenditures are being made only in accordance with authorizations of the Company's management and directors; and

- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

As of March 31, 2012, our management conducted an assessment of the effectiveness of the Company's internal control over financial reporting. In making this assessment, management followed an approach based on the framework set forth in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (known as "COSO"). Based on this assessment, management has determined that the Company's internal control over financial reporting contained material weaknesses as of March 31, 2012 because of the Company' s lack of resources and the lack of financial and recordkeeping experience and knowledge of officers as of that date. Improvements are planned and will be implemented when resources are available to do so.

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

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

Currently we are not aware of any litigation pending or threatened by or against the Company.

Item 1A. RISK FACTORS

You should be aware that there are various risks to an investment in our common stock. You should carefully consider these risk factors, together with all of the other information included in this Report, before you decide to invest in shares of our common stock.

If any of the following risks develop into actual events, then our business, financial condition, results of operations and/or prospects could be materially adversely affected. If that happens, the market price of our common stock, if any, could decline, and investors may lose all or part of their investment.

Risks Related to the Business

The auditors' report financial statements as of and for the fiscal year ended September 30, 2011 contains an explanatory paragraph emphasizing that there is significant uncertainty about our ability to continue as a going concern which may make it more difficult for us to raise capital or other financing.

HPC had negative working capital and a net stockholders' deficit at March 31, 2012. Our independent registered auditors indicated that there is significant uncertainty about our ability to continue as a going concern in an explanatory paragraph to their report on our financial statements for the fiscal year ended September 30, 2011 which may make it more difficult and expensive for us to raise capital.

If we are unable to generate revenue or obtain financing or if the financing we do obtain is insufficient to cover any operating losses we may incur, we may have to substantially curtail or terminate our operations.

Substantially all of our revenue has been derived from sales to one unrelated company.

Our principal line of credit basically finances inventory for delivery to customers acceptable to the funding source. To date, that approval has been limited to Price Master Corporation. The wholesale distribution contract with Price Master Corporation has accounted for a significant portion of our sales during the past two years. Price Master Corporation has reduced orders during the last half of calendar year 2011 and made no purchases during the six months ended March 31, 2011 because of the quantity of incense in its inventory and can cancel our agreement with us by giving us notice of 90 days.

We have received three purchase orders aggregating $499,600 from other potential customers. However, we need to finalize negotiations with a potential funding source in order to purchase the inventory to deliver the product covered by the purchase orders.

If Price Master Corporation ceases to buy our products or substantially reduces its purchases of our products and/or if we cannot obtain the financing to deliver product to customers other than Price Master Corporation, we may be unable to continue operations.

The operations of the Company are and will continue to be completely dependent on the services of Melvin Coles. The loss of Mr. Coles' services would cause major deterioration in our business operations.

The operations and business strategy of the Company are completely dependent upon the knowledge and contacts of Melvin Coles, our President. He is under no contractual obligation to remain employed by us. If he should choose to leave us for any reason before we have hired additional personnel, our operations would deteriorate or fail. Even if we are able to find additional personnel, it is uncertain whether we could find someone who could develop our business along the lines described in this annual report.

We intend to acquire key-man life insurance on the life of Mr. Coles naming us as the beneficiary when and if we obtain the resources to do so and Mr. Coles is insurable at that time. We have not yet procured such insurance, and there is no guarantee that we will be able to obtain such insurance in the future. Accordingly, it is important that we are able to attract, motivate and retain highly qualified and talented personnel and independent contractors.

Melvin Coles, our chief executive and chief financial officer, has no meaningful accounting or financial reporting education or experience and, accordingly, our ability to meet Exchange Act reporting requirements on a timely basis will be dependent to a significant degree upon others.

Melvin Coles has no meaningful financial reporting education or experience. He is and will remain heavily dependent on advisors and consultants. As such, there is risk about our ability to comply with all financial reporting requirements accurately and on a timely basis.

We are subject to the periodic reporting requirements of the Securities Exchange Act of 1934 which requires us to incur audit fees and legal fees in connection with the preparation of such reports. These additional costs could reduce or eliminate our ability to earn a profit.

We are required to file periodic reports with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder. In order to comply with these requirements, our independent registered public accounting firm has to review our financial statements on a quarterly basis and audit our financial statements on an annual basis. Moreover, our legal counsel has to review and assist in the preparation of such reports. The costs charged by these professionals for such services cannot be accurately predicted because factors such as the number and type of transactions that we engage in and the complexity of our reports cannot be determined at this time and will have a major effect on the amount of time to be spent by our auditors and attorneys. However, the incurrence of such costs will obviously be an expense to our operations and thus have a negative effect on our ability to meet our overhead requirements and earn a profit.

We currently have only one full-time employee which is not a sufficient number of employees to segregate responsibilities. We may be unable to afford the cost of increasing our staff or engaging outside consultants or professionals to overcome our lack of employees. Moreover, effective internal controls, particularly those related to revenue recognition, are necessary for us to produce reliable financial reports and are important to help prevent financial fraud. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and the trading price of our common stock, if a market ever develops, could drop significantly.

Our internal controls may be inadequate, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Exchange Act Rule 13a-15(f), internal control over financial reporting is a process designed by, or under the supervision of, the principal executive and principal financial officer and effected by the board of directors, management and other personnel, 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 and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company' s assets that could have a material effect on the financial statements.

Because of our limited resources and personnel, our internal controls may be inadequate or ineffective, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public. Investors relying upon this misinformation may make an uninformed investment decision.

Having only one director limits our ability to establish effective independent corporate governance procedures and increases the control of our president.

We have only one director, who is also our president and chairman. Accordingly, we cannot establish board committees comprised of independent members to oversee functions like compensation or audit issues. Our President has virtually total control over all corporate issues.

Until we have a larger board of directors that would include some independent members, if ever, there will be limited oversight of our president' s decisions and activities and little ability for minority shareholders to challenge or reverse those activities and decisions, even if they are not in the best interests of minority shareholders.

Risks Related to Our Common Stock

Shareholders may be diluted significantly through our efforts to obtain financing and satisfy obligations through issuance of additional shares of our common stock.

We have no committed source of financing. Wherever possible, our board of directors will attempt to use non-cash consideration to satisfy obligations. In many instances, we believe that the non-cash consideration will consist of restricted shares of our common stock. Our board of directors has authority, without action or vote of the shareholders, to issue all or part of the authorized but unissued common shares. In addition, if a trading market develops for our common stock, we may attempt to raise capital by selling shares of our common stock, possibly at a discount to market. These actions will result in dilution of the ownership interests of existing shareholders, may further dilute common stock book value, and that dilution may be material.

The interests of shareholders may be hurt because we can issue shares of our common stock to individuals or entities that support existing management with such issuances serving to enhance existing management' s ability to maintain control of our Company.

Our board of directors has authority, without action or vote of the shareholders, to issue all or part of the authorized but unissued common shares. Such issuances may be issued to parties or entities committed to supporting existing management and the interests of existing management which may not be the same as the interests of other shareholders. Our ability to issue shares without shareholder approval serves to enhance existing management' s ability to maintain control of our Company.

Our board of directors has the authority, without stockholder approval, to issue preferred stock with terms that may not be beneficial to common stockholders and with the ability to affect adversely stockholder voting power and perpetuate their control over us.

Our articles of incorporation allow us to issue shares of preferred stock without any vote or further action by our stockholders. Our board of directors has the authority to fix and determine the relative rights and preferences of preferred stock. Our board of directors also has the authority to issue preferred stock without further stockholder approval, including large blocks of preferred stock. As a result, our board of directors could authorize the issuance of a series of preferred stock that would grant to holders the preferred right to our assets upon liquidation, the right to receive dividend payments before dividends are distributed to the holders of common stock and the right to the redemption of the shares, together with a premium, prior to the redemption of our common stock.

Our Articles of Incorporation provide for indemnification of officers and directors at our expense and limit their liability. These provisions may result in a major cost to us and hurt the interests of our shareholders because corporate resources may be expended for the benefit of officers and/or directors.

Our Articles of Incorporation and applicable Nevada law provide for the indemnification of our directors, officers, employees, and agents, under certain circumstances, against attorney's fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on our behalf. We will also bear the expenses of such litigation for any of our directors, officers, employees, or agents, upon such person's written promise to repay us therefor, if it is ultimately determined that any such person shall not have been entitled to indemnification. This indemnification policy could result in substantial expenditures by us that we may be unable to recoup.

We have been advised that, in the opinion of the SEC, indemnification for liabilities arising under federal securities laws is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification for liabilities arising under federal securities laws, other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding, is asserted by a director, officer or controlling person in connection with the securities being registered, we will (unless in the opinion of our counsel, the matter has been settled by controlling precedent) submit to a court of appropriate jurisdiction, the question whether indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. The legal process relating to this matter if it were to occur is likely to be very costly and may result in us receiving negative publicity, either of which factors is likely to materially reduce the market and price for our shares, if such a market ever develops.

Currently, there is no established public market for our securities, and there can be no assurances that any established public market will ever develop or that our common stock will be quoted for trading, and even if quoted, it is likely to be subject to significant price fluctuations.

There is currently no established public market whatsoever for our securities. FINRA has assigned us a trading symbol (HPCS) which enables a market maker to quote the shares of our common stock on the OTCBB maintained by FINRA. However, there can be no assurances as to whether:

- any market for our shares will develop;
- the prices at which our common stock will trade; or
- the extent to which investor interest in us will lead to the development of an active, liquid trading market. Active trading markets generally result in lower price volatility and more efficient execution of buy and sell orders for investors.

In addition, our common stock is unlikely to be followed by any market analysts, and there may be few institutions acting as market makers for our common stock. Either of these factors could adversely affect the liquidity and trading price of our common stock. Until an orderly market develops in our common stock, if ever, the price at which it trades is likely to fluctuate significantly. Prices for our common stock will be determined in the marketplace and may be influenced by many factors, including the depth and liquidity of the market for shares of our common stock, developments affecting our business, including the impact of the factors referred to elsewhere in these Risk Factors, investor perception of us and general economic and market conditions. No assurances can be given that an orderly or liquid market will ever develop for the shares of our common stock.

Purchasers of our securities should be aware that any market that develops in our stock will be subject to the penny stock restrictions.

Any market that develops in shares of our common stock will be subject to the penny stock regulations and restrictions pertaining to low priced stocks that will create a lack of liquidity and make trading difficult or impossible.

The trading of our securities, if any, will be in the over-the-counter market which is commonly referred to as the OTCBB as maintained by FINRA if and when we become current with our public filings and FINRA accepts our listing request as submitted by a broker dealer. As a result, an investor may find it difficult to dispose of, or to obtain accurate quotations as to the price of our securities.

Rule 3a51-1 of the Securities Exchange Act of 1934 establishes the definition of a "penny stock," for purposes relevant to us, as any equity security that has a minimum bid price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to a limited number of exceptions which are not available to us. It is likely that our shares will be considered to be penny stocks for the immediately foreseeable future. This classification severely and adversely affects any market liquidity for our common stock.

For any transaction involving a penny stock, unless exempt, the penny stock rules require that a broker or dealer approve a person's account for transactions in penny stocks and the broker or dealer receive from the investor a written agreement to the transaction setting forth the identity and quantity of the penny stock to be purchased. In order to approve a person's account for transactions in penny stocks, the broker or dealer must obtain financial information and investment experience and objectives of the person and make a reasonable determination that the transactions in penny stocks are suitable for that person and that that person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prepared by the SEC relating to the penny stock market, which, in highlight form, sets forth:

- the basis on which the broker or dealer made the suitability determination, and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Disclosure also has to be made about the risks of investing in penny stock in both public offerings and in secondary trading and commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

Because of these regulations, broker-dealers may not wish to engage in the above-referenced necessary paperwork and disclosures and/or may encounter difficulties in their attempt to sell shares of our common stock, which may affect the ability of selling shareholders or other holders to sell their shares in any secondary market and have the effect of reducing the level of trading activity in any secondary market. These additional sales practice and disclosure requirements could impede the sale of our securities, if and when our securities become publicly traded. In addition, the liquidity for our securities may decrease, with a corresponding decrease in the price of our securities. Our shares, in all probability, if they trade at all, will be subject to such penny stock rules for the foreseeable future, and our shareholders will, in all likelihood, find it difficult to sell their securities.

The market for penny stocks has experienced numerous frauds and abuses that could adversely impact investors in our stock.

Company management believes that the market for penny stocks has suffered from patterns of fraud and abuse. Such patterns include:

- Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;
- Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;
- "Boiler room" practices involving high pressure sales tactics and unrealistic price projections by sales persons;
- Excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and
- Wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

Investors may have difficulty in reselling their shares because of state Blue Sky laws.

Our common stock is currently not quoted on the OTCBB. No established market has ever developed for our common stock. If a market for our shares develops in the future, there are no assurances that it will be sustained.

The holders of our shares of common stock and persons who desire to purchase them in any trading market that might develop in the future should be aware that there may be significant state law restrictions upon the ability of investors to resell our shares. Accordingly, even if we are successful in having our shares available for trading on the OTCBB, investors should consider any secondary market for our securities to be a limited one. We intend to seek coverage and publication of information regarding the Company in an accepted publication which permits a "manual exemption." This manual exemption permits a security to be distributed in a particular state without being registered if the company issuing the security has a listing for that security in a securities manual recognized by the state. However, it is not enough for the security to be listed in a recognized manual. The listing entry must contain

- the names of issuers, officers, and directors,
- an issuer's balance sheet, and
- a profit and loss statement for either the fiscal year preceding the balance sheet or for the most recent fiscal year of operations

We may not be able to secure a listing containing all of this information. Furthermore, the manual exemption is a non-issuer exemption restricted to secondary trading transactions, making it generally unavailable for issuers selling newly issued securities. Most of the accepted manuals are those published in Mergent, Inc., Standard and Poor's, Moody's Investor Service, Fitch's Investment Service, and Best's Insurance Reports, and many states expressly recognize these manuals. A smaller number of states declare that they "recognize securities manuals" but do not specify the recognized manuals. The following states do not have any provisions and therefore do not expressly recognize the manual exemption: Alabama, Georgia, Illinois, Kentucky, Louisiana, Montana, South Dakota, Tennessee, Vermont and Wisconsin. Accordingly, our shares should be considered totally illiquid, which inhibits investors' ability to resell their shares.

We do not expect to pay cash dividends in the foreseeable future

We have never paid cash dividends on our common stock. We do not expect to pay cash dividends on our common stock at any time in the foreseeable future. The future payment of dividends directly depends upon our future earnings, capital requirements, financial requirements and other factors that our board of directors will consider. Since we do not anticipate paying cash dividends on our common stock, return on your investment, if any, will depend solely on an increase, if any, in the market value of our common stock.

Because we are not subject to compliance with rules requiring the adoption of certain corporate governance measures, our stockholders have limited protections against interested director transactions, conflicts of interest and similar matters.

The Sarbanes-Oxley Act of 2002, as well as rule changes proposed and enacted by the SEC, the New York and American Stock Exchanges and the Nasdaq Stock Market, as a result of Sarbanes-Oxley, require the implementation of various measures relating to corporate governance. These measures are designed to enhance the integrity of corporate management and the securities markets and apply to securities that are listed on those exchanges or the Nasdaq Stock Market. Because we are not presently required to comply with many of the corporate governance provisions and because we chose to avoid incurring the substantial additional costs associated with such compliance any sooner than legally required, we have not yet adopted these measures.

Because our director (one person – our president) is not an independent director, we do not currently have independent audit or compensation committees. As a result, our director has the ability, among other things, to determine his own level of compensation. Until we comply with such corporate governance measures, regardless of whether such compliance is required, the absence of such standards of corporate governance may leave our stockholders without protections against interested director transactions, conflicts of interest, if any, and similar matters and any potential investors may be reluctant to provide us with funds necessary to expand our operations.

We intend to comply with all corporate governance measures relating to director independence as and when required. However, we may find it very difficult or be unable to attract and retain qualified officers, directors and members of board committees required to provide for our effective management as a result of Sarbanes-Oxley Act of 2002. The enactment of the Sarbanes-Oxley Act of 2002 has resulted in a series of rules and regulations by the SEC that increase responsibilities and liabilities of directors and executive officers. The perceived increased personal risk associated with these recent changes may make it more costly or deter qualified individuals from accepting these roles.

Legislation, including the Sarbanes-Oxley Act of 2002, may make it more difficult for us to retain or attract officers and directors.

The Sarbanes-Oxley Act of 2002 was enacted in response to public concerns regarding corporate accountability in connection with recent accounting scandals. The stated goals of the Sarbanes-Oxley Act are to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies, and to protect investors by improving the accuracy and reliability of corporate disclosures pursuant to the securities laws. The Sarbanes-Oxley Act generally applies to all companies that file or are required to file periodic reports with the SEC, under the Securities Exchange Act of 1934. We are required to comply with the Sarbanes-Oxley Act. The enactment of the Sarbanes-Oxley Act of 2002 has resulted in a series of rules and regulations by the SEC that increase responsibilities and liabilities of directors and executive officers. The perceived increased personal risk associated with these recent changes may deter qualified individuals from accepting these roles. As a result, it may be more difficult for us to attract and retain qualified persons to serve on our board of directors or as executive officers. We continue to evaluate and monitor developments with respect to these rules, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs.

Provisions of our Articles of Incorporation and Bylaws may delay or prevent a take-over that may not be in the best interests of our stockholders.

Provisions of our Articles of Incorporation and Bylaws may be deemed to have anti-takeover effects, which include when and by whom special meetings of our stockholders may be called, and may delay, defer or prevent a takeover attempt.

We have experienced delays, in the filing of our periodic reports with the SEC. Future such delays could have a material adverse effect on us.

In the past, we have experienced delays in filing our periodic reports required under the Securities Exchange Act of 1934, as amended with the SEC. The delay in filing periodic reports with the SEC would effectively prevent our common shares from trading in most marketplaces.

For all of the foregoing reasons and others set forth herein, an investment in our securities involves a high degree of risk.

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

In October 2011 the Company sold 2,000,000 shares of its common stock to three individuals for an aggregate of $52,000. It also issued 350,000 shares of its common stock to three individual for services. The Company recorded expenses of $12,250 for the shares issued for services.

In November 2011, the Company issued 100,000 shares of its common stock for $10,000 and an additional 100,000 shares of its common stock for services. The Company recorded expenses of $10,000 for the shares issued for services.

On January 4, 2012, HPC POS System, Corp. (the "Company") issued the following shares of restricted common stock:

- Melvin W. Coles, Chairman and President, received 31,467,500 shares for services. This issuance was considered compensation of $1,101,363 and was recorded as an expense during the three months ended March 31, 2012.

- The Company issued an aggregate of 200,000 shares of common stock to two unrelated individuals for services and recorded additional general and administrative expense of $7,000 during the three months ended March 31, 2012 in connection with the issuance of these shares.

All cash received in these transactions was used for standard operating expenses.

Item 3. Defaults Upon Senior Securities

None

Item 4. (Removed and Reserved)

Item 5. Other Information

None

Item 6. Exhibits and Reports of Form 8-K

(a) Exhibits

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

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HPC POS System. Corp.
(Registrant)

/s/ Melvin W. Coles
Melvin W. Coles
Title: President and Chief Financial Officer

May 14, 2012

Exhibit 31.1

Section 302 Certification of Chief Executive Officer and Chief Financial Officer

1. I have reviewed this quarterly report on Form 10-Q of HPC POS System, Corp.;

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

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

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

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

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

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

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

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

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

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

Dated: May 14, 2012

/s/ Melvin W. Coles
Melvin W. Coles
Title: Chief Executive Officer and Chief Financial Officer

Exhibit 32.1

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 HPC POS System, Corp. (the "Company") on Form 10-Q for the period ended March 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Melvin Coles, Chief Executive and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

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

Dated: May 14, 2012

/s/ Melvin W. Coles

Melvin W. Coles

Title: Chief Executive Officer and Chief Financial Officer

COMMON STOCK	6 Months Ended Mar. 31, 2012
COMMON STOCK	
COMMON STOCK	**NOTE 4 – COMMON STOCK**

Convertible Note

On November 28, 2011, the holder of the Convertible Note assigned $3,000 of the principal balance to Reliance Capital Group Corp. which converted that amount into 3,000,000 shares of the Company' s common stock.

On March 13, 2012 the holder of the Convertible Note assigned $5,000 of the principal balance to Dale S. Pearlman which converted that amount into 5,000,000 shares of the Company' s common stock.

On March 14, 2012 the holder of the Convertible Note assigned $5,000 of the principal balance to EAD Consulting Inc. which converted that amount into 5,000,000 shares of the Company' s common stock.

Following these conversion, the balance of the Convertible Note is $600 convertible into 600,000 shares.

Other Issuances

On January 4, 2012, the Company issued the following shares of restricted common stock:

- Melvin W. Coles, Chairman and President, received 31,467,500 shares for services. This issuance was considered compensation of $1,101,363 and recorded as an expense during the three months ended March 31, 2012.

- The Company issued an aggregate of 200,000 shares of common stock to two unrelated individuals for services and recorded additional compensation expense of $7,000 during the three months ended March 31, 2012 in connection with the issuance of these shares.

- The Company issued 5,000,000 shares of common stock to two minority shareholders with whom the Company has consulting agreements (see Note 4) to satisfy a portion ($5,000) of the accrued expenses due to them under the consulting agreements. The issuance terms resulted in an issuance price of $.001 per share. The Company recorded additional general and administrative expense of $170,000 during the three months ended March 31, 2012 in connection with the issuance of these shares.

Shares Outstanding

At March 31, 2012 there were 249,400,000 shares of common stock issued and outstanding.

RELATED PARTY TRANSACTIONS	6 Months Ended Mar. 31, 2012
RELATED PARTY TRANSACTIONS	
RELATED PARTY TRANSACTIONS	**NOTE 3 ‑ RELATED PARTY TRANSACTIONS** In December 2011 a minority shareholder loaned $10,000 to the Company. In January 2012, two minority shareholders loaned an aggregate of $7,500 to the Company. These loans are repayable on demand and bear interest at 2% per annum. In April 2011 the Company entered into consulting agreements with two individuals, who are each minority stockholders, calling for financial and marketing services. These agreements, which can be terminated by the Company with a notice of three months, call for aggregate consulting fees of $15,000 per month plus reimbursement for reasonable expenses. The caption "Accrued Expenses" in the accompanying Balance Sheet includes $160,000 and $75,000 as of March 31, 2012 and September 30, 2011, respectively, relating to these agreements. The related expenses are included in selling, general and administrative expenses.

Balance Sheets (USD $)	Mar. 31, 2012	Sep. 30, 2011
CURRENT ASSETS:		
Cash	$ 29	$ 141
Total current assets	29	141
TOTAL ASSETS	29	141
CURRENT LIABILITIES:		
Convertible note payable	600	13,600
Loan payable	17,500	0
Accrued expenses	0	0
Accrued consulting fees due to related parties	160,000	75,000
Other	20,000	32,989
Total Current Liabilities	198,100	121,589
STOCKHOLDERS' DEFICIT:		
Preferred stock: $0.001 par value; authorized, 1,000,000 shares; no shares issued or outstanding	0	0
Common stock: $0.001 par value; authorized 250,000,000 shares; 249,400,000 and 197,182,500 shares issued and outstanding at March 31, 2012 and September 30, 2011, respectively	249,400	197,182
Additional paid in capital	1,857,187	526,792
Accumulated deficit	(2,304,658)	(845,422)
Total stockholders deficit	(198,071)	(121,448)
TOTAL LIABILITIES AND STOCKHOLDERS DEFICIT	$ 29	$ 141

ACCOUNTING POLICIES AND BASIS OF PRESENTATION	6 Months Ended
	Mar. 31, 2012

ACCOUNTING POLICIES AND BASIS OF PRESENTATION

ACCOUNTING POLICIES AND BASIS OF PRESENTATION

NOTE 1 – ACCOUNTING POLICIES AND BASIS OF PRESENTATION

The accompanying financial statements have been prepared by management in accordance with both accounting principles generally accepted in the United States ("U.S. GAAP") and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Certain disclosures normally included in audited financial statements prepared in accordance with US GAAP have been omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading. In the opinion of management, these unaudited financial statements reflect all normal and recurring adjustments considered necessary to state fairly the results for the periods presented. The results for the period ended March 31, 2012 are not necessarily indicative of the results to be expected for the entire fiscal year ending September 30, 2012 or for any future period.

These unaudited financial statements and notes thereto should be read in conjunction with the financial statements of the Company for the fiscal year ended September 30, 2011 and notes thereto included in the Company' s annual report on Form 10-K.

Stock-based Compensation

The Company follows ASC 718-10, *Stock Compensation*, which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 requires measurement of the cost of employee or other services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized. The Company has not adopted a stock option plan and has not granted any stock options.

Stock based compensation for the six months ended March 31, 2012 was $1,302,613.

Basic and Diluted Loss Per Common Share

Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during each period. Shares issuable under an outstanding convertible note (see Note 4) were not included in the calculation of earnings per share because they would not have been dilutive.

Recently Issued Accounting Standards

There were no new accounting pronouncements that had a significant impact on the Company' s operating results or financial position.

GOING CONCERN AND RECENT DEVELOPMENTS	6 Months Ended Mar. 31, 2012
GOING CONCERN AND RECENT DEVELOPMENTS	
GOING CONCERN AND RECENT DEVELOPMENTS	NOTE 2 – GOING CONCERN AND RECENT DEVELOPMENTS The accompanying financial statements have been prepared on a going concern basis which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At March 31, 2012, the Company has limited financial resources, has not established a source of equity financing, has negative working capital and a stockholders' deficit. These factors, among others, indicate that the Company's continuation as a going concern is dependent upon its ability to achieve profitable operations or obtain adequate financing. In June 2010, the Company obtained a line of credit to purchase inventory for revenue transactions that are acceptable to the lender. Upon executing the Revolving Loan and Security Agreement, the Company started working with its distributors to obtain orders and plan deliveries. The Company hoped that these and other agreements would result in increased revenues and profits. However, its initial customer has significantly reduced orders. The Company has received purchase orders aggregating $499,600 from three customers that cannot be financed under its existing line of credit and is negotiating with another potential funding source to obtain financing to deliver product for those purchase orders. However, the Company cannot predict the likelihood of it being successful in any of its efforts. The financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

Balance Sheets Parentheticals (USD $)	Mar. 31, 2012	Sep. 30, 2011
Preferred Stock, par or stated value	$ 0.001	$ 0.001
Preferred Stock, shares authorized	1,000,000	1,000,000
Common Stock, par or stated value	$ 0.001	$ 0.001
Common Stock, shares authorized	250,000,000	250,000,000
Common Stock, shares issued	249,400,000	197,182,500
Common Stock, shares outstanding	249,400,000	197,182,500

Document and Entity Information	6 Months Ended Mar. 31, 2012	Apr. 26, 2012
Document and Entity Information		
Entity Registrant Name	HPC POS SYSTEM, CORP.	
Document Type	10-Q	
Document Period End Date	Mar. 31, 2012	
Amendment Flag	false	
Entity Central Index Key	0001426808	
Current Fiscal Year End Date	--09-30	
Entity Common Stock, Shares Outstanding		249,400,000
Entity Filer Category	Smaller Reporting Company	
Entity Current Reporting Status	Yes	
Entity Voluntary Filers	No	
Entity Well-known Seasoned Issuer	No	
Document Fiscal Year Focus	2012	
Document Fiscal Period Focus	Q2	

Statements of Operations (USD $)	3 Months Ended		6 Months Ended	
	Mar. 31, 2012	Mar. 31, 2011	Mar. 31, 2012	Mar. 31, 2011
Sales	$ 4,414	$ 312,619	$ 5,054	$ 316,147
Commission income	0	0	0	5,320
Total	4,414	312,619	5,054	321,467
Cost of sales	0	178,700	362	180,852
Gross profit	4,414	133,919	4,692	140,615
Expenses:				
General and administrative	212,710	23,457	288,586	42,134
Compensation	1,110,492	93,031	1,175,062	152,936
Total.	1,323,202	116,488	1,463,648	195,070
Income (loss) from operations	(1,318,788)	17,431	(1,458,956)	(54,455)
Other income (expense):				
Interest expense	(241)	(12,273)	(280)	(14,975)
Net income (loss)	$ (1,319,029)	$ 5,158	$ (1,459,236)	$ (69,430)
Basic and diluted income (loss) per share	$ (0.01)	$ 0.00	$ (0.01)	$ 0.00
Weighted average number of common shares outstanding	240,224,148	174,350,000	220,123,429	174,350,000

Statements of Cash Flows (USD $)	6 Months Ended	
	Mar. 31, 2012	Mar. 31, 2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (1,459,236)	$ (69,430)
Share based compensation	1,302,613	0
Settlement of accrued expenses by issuance of shares	5,000	0
Change in operating assets	72,011	170,512
Net Cash Provided by (Used in) Operating Activities	(79,612)	101,082
CASH FLOWS FROM FINANCING ACTIVITIES:		
Sale of common shares	62,000	0
Loan from President	0	(49,032)
Loan from minority shareholders	17,500	0
Proceeds of commercial financing obligation	0	357,736
Repayment of commercial financing obligation	0	(407,726)
Bank overdraft	0	(182)
Net cash provided by (used in) financing activities	79,500	(99,204)
NET CHANGE IN CASH	(112)	1,878
CASH AT BEGINNING OF PERIOD	141	0
CASH AT END OF PERIOD	29	1,878
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest and finance fees	39	14,975
Cash paid for income taxes	0	0
SUPPLEMENTAL NONCASH TRANSACTION:		
Common stock issued in conversion of convertible note	$ 13,000	$ 21,400

SUBSEQUENT EVENTS	6 Months Ended Mar. 31, 2012
SUBSEQUENT EVENTS	
SUBSEQUENT EVENTS	**NOTE 6 - SUBSEQUENT EVENTS** The Company has evaluated all events that occurred after the balance sheet date of March 31, 2012 through May 11, 2012, the date these financial statements were issued. The Management of the Company determined that there were no reportable events that occurred during that subsequent period to be disclosed or recorded.