INTERNET BUSINESS INTERNATIONAL INC
Form 10QSB
May 13, 2005

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-QSB

(Mark One)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2005

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM _______________ TO _______________

COMMISSION FILE NUMBER: 0-20259

ALPHA WIRELESS BROADBAND, INC.
(Exact name of small business issuer as specified in its charter)

Nevada
(State or other jurisdiction of incorporation of organization)

33-0845463
(I.R.S. Employer Identification No.)

3753 Howard Hughes Parkway, Suite 200 Las Vegas, Nevada 89109
(Address of principal executive offices)

(775) 588-2387
(Issuer's telephone number)

10120 S. Eastern Ave. Suite 200 Henderson, Nevada 89052
(Former name, former address and former fiscal year, if changed since last report)

Check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) been subject to such filing requirements for the past 90 days. Yes -[-X] No [ ].

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of March 31, 2005, the Issuer had 10,303,808,408 shares of common stock issued and outstanding.

Transitional Small Business Disclosure Format (Check one): Yes [ ] No [ ]

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The consolidated financial statements of Alpha Wireless Broadband, Inc. and subsidiaries (collectively, the "Company"), included herein were prepared, without audit, pursuant to rules and regulations of the Securities and Exchange Commission. Because certain information and notes normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America were condensed or omitted pursuant to such rules and regulations, these financial statements should be read in conjunction with the financial statements and notes thereto included in the audited financial statements of the Company as included in the Company's Form 10-KSB for the year ended June 30, 2004.

ALPHA WIRELESS BROADBAND, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

Assets	March 31, 2005	June 30,
Current Assets:		
Cash	$ 15,185	$ 5
Total current assets	$ 15,185	$ 5
Property and equipment, net	$ 1,363	$ 37
Other Assets		
Intangible assets, net	$ 1,420,138	$ 496
Investments	$ 293,913	$ 107
Total other assets	$ 1,714,051	$ 603
TOTAL ASSETS	$ 1,730,599	$ 646
Liabilities and Stockholders' (Deficit)		
Current Liabilities:		
Accounts payable	$ 769,773	$ 669
Accrued payroll taxes	$ 368,250	$ 401
Other current liabilities	$ 460,466	$ 1,787
Due to affiliates	$ 845,776	$
Judgments payable	$ 1,136,974	$ 435
Payable to officer	$ 45,924	$ 170
Note payable related party	$ 83,768	$ 117
Note Payable	$ 484,714	$ 333
Total current liabilities	$ 4,195,645	$ 3,915
Total Liabilities	$ 4,195,645	$ 3,915
Minority Interest	$ 266,500	$
Stockholders' (deficit)		
Preferred Stock, A par value $.001 C par value $1.00	$ 706	$
Authorized 10,000,000 Series A Issued 705,784 and 902,639		
Series C Issued 700,000 and 0	700,000	
At March 31, 2005 and June 30, 2004 respectively		
Common stock, par value $.001	$ 10,303,808	$ 2,015
Authorized 20,000,000,000 Issued 10,303,808,408 and 2,015,926,692		
At March 31, 2005 and June 30, 2004 respectively		
Additional Paid in Capital	$ 1,027,254	$ 6,617
Accumulated deficit	$ (14,763,314)	$ (11,903
Total Stockholders' (Deficit)	$ (2,731,546)	$ (3,268

Total Liabilities & Stockholders Deficit	$ 1,730,599	$ 646

The accompanying notes are an integral part of these financial statements

ALPHA WIRELESS BROADBAND, INC
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	3 Months Ended March 31, 2005	March 31, 2004	9 Months Ended March 31, 2005	March 31 2004
Revenues	$ 601	$ 0	$ 845	$
Cost and expenses:				
Cost of revenues	$ 13,819	$ 0	$ 20,498	$
Selling, general and admin.	$ 105,779	$ 405,126	$ 1,148,504	$ 2,086,9
Consulting	$ 247,836	$ 180,000	$ 410,405	$ 180,0
Interest Expense	$ 131,351	$ 0	$ 403,553	$
Legal Fees	$ 15,000	$ 10,680	$ 210,864	$ 10,6
Officer Payroll	$ 60,000	$ 60,000	$ 180,000	$ 180,0
Write Down of TMR/DCM	$ 450,625	$ 515,000	$ 450,625	$ 515,0
Depreciation and amortization	$ 25,137	$ 320,752	$ 75,411	$ 1,166,9
Total costs and expenses	$ 1,049,547	$ 1,491,558	$ 2,899,860	$ 4,139,5
Net income (loss) from operations	$ (1,048,946)	$ (1,491,558)	$ (2,899,015)	$ (4,139,5
Other income	$ 36,543	$ 653,506	$ 38,778	$ 571,9
Income (loss) before income taxes	$ (1,012,403)	$ (838,052)	$ (2,860,237)	$ (3,567,6
Income taxes (benefit)	$ 0	$ 0	$ 0	$
Net income (loss)	$ (1,012,403)	$ (838,052)	$ (2,860,237)	$ (3,567,6
Net income (loss) per common shares	nil	nil	nil	nil
Weighted average number of common shares outstanding	8,469,469,192	850,469,006	8,469,469,192	850,469,0

The accompanying notes are an integral part of these financial statements

ALPHA WIRELESS BROADBAND, INC
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	9 Months Ended March 31, 2005	9 Months Ended March 31, 2004
Cash Flows From Operating Activities		
Net income (loss)	($2,860,237)	($3,567,652)
Adjustments to reconcile net income (loss) to net cash used by operating activities:		
Depreciation and amortization	75,411	1,166,943
Issuance of stock for services	1,460,309	567,050
Write down of intangible assets	463,500	515,000
Changes in operating assets and liabilities:		
Accounts payable	164,118	138,732
Accrued liabilities	0	0
Judgments payable	112,239	0
Other current liabilities	108,094	108,164
Net cash used in operating activities	($476,566)	($1,080,763)
Cash Flows From Investing Activity		
Investment	(39,564)	(45,506)
Purchase of intangible assets	(137,939)	73,089
Net cash used in investing activities	($177,503)	$ 27,583
Cash Flows From Financing Activities		
Net increase in credit lines	532,337	1,055,218
Payment of Credit Line	(381,000)	0
Sale of Common Stock	381,000	0
Payable to officer	165,228	0
Note Payable Related Party	(33,800)	0
Net cash provided by financing activities	$ 663,765	$ 1,055,218
Net increase (decrease) in cash	9,696	2, 038
Cash, beginning of period	5,469	195
Cash, end of period	$ 15,165	$ 2,233

The accompanying notes are an integral part of these financial statements

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ALPHA WIRELESS BROADBAND, INC
SUPPLEMENTAL DISCLOSURES OF CASH FLOWS
(Unaudited)

Supplemental Cash Flow Disclosure	March 31, 2005	March 31, 2004
Interest Paid	$ 0	$ 0
Taxes Paid	$ 0	$ 0
Supplemental Disclosures of Cash Flow Information		
Non-cash investing and financing activities:		
Common stock issued for services	$ 786,830	$ 180,000
Common stock issued for officer's compensation	$ 180,000	$ 0
Common stock issued for TMR payment	$ 0	$ 515,000
Common stock issued for conversion of preferred stock and pay operating expenses	$ 0	$ 0
Common stock issued for acquisition of assets	$ 1,123,300	$ 0
Common stock issued for investment	$ 110,000	$ 178,607
Subsidiary common stock issued for investment	$ 266,500	$ 0

The accompanying notes are an integral part of these financial statements

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ALPHA WIRELESS BROADBAND, INC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 Summary of Significant Accounting Policies

Description of Business and Change in Control

Alpha Wireless Broadband, Inc., "the Company" in September 2004 changed its name from Internet Business's International, Inc. In April of 1999 the Company reincorporated in the state of Nevada from the state of Delaware. In December 1998 the Company changed its name to Internet Business's International, Inc., from International Food & Beverage, Inc. The Company prior to December 1998 was in the food product manufacturing business. In November 1998, new stockholders bought majority control from the previous Chief Executive Officer through a private transaction. Immediately thereafter, the former CEO resigned and the new stockholders assumed the executive management positions.

In December 1998, after new management was in place, a decision was made to change the Company's principal line of business from manufacturing to high technology. announced the opening of its first e-commerce site and engaged in the development, operation and marketing of a number of commercial web sites.

The Company's subsidiaries consisted of: Lending on Line (providing real estate loans and equipment leasing), Internet Service Provider (providing national Internet access dial-up service, wireless high speed Internet, and Internet web design and hosting), E. Commerce (providing Auction sites), and Direct Marketing (providing direct marketing of long distance phone service, computers with Internet access, and Internet web design hosting). The Company ceased operations during fiscal year ended June 30, 2003.

During the fiscal year of June 2004, the Company started a new wireless operation through its wholly owned subsidiary Skyy-Fi, Inc a Nevada Corporation, providing access to the Internet, by installing equipment in locations such as hotels and coffee shops for use by their patrons. These locations are commonly known as Wi-Fi Hotspots

During the current fiscal year of June 2005, the Company, through its wholly owned subsidiary Skyy-Fi, Inc., began the installation of wireless Internet access equipment at businesses allowing their patron's access to the Internet for a fee. At the time of this report Skyy-Fi, Inc had 30 Wi-Fi locations installed.

In January 2005, the Company acquired the assets of Seamless P2P, LLC for the Companies subsidiary Seamless Peer 2 Peer, Inc. Seamless is a developer and provider of a software program 'Phenom" that encrypts Wi-Fi transmissions based upon RSA's government certified 256 bit AES encryption coupled with RSA's Public Key Infrastructure flexible telecom data and voice transport solutions.

The Company has three offices in Nevada and not including Officers and Directors; has 6 independent contractor employees.

Basis of Presentation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. Significant inter-company balances and transactions are eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include allowances for doubtful accounts and notes and mortgage loans receivable. Actual results could differ from those estimates.

Reclassifications

Certain amounts in the prior year financial statements have been reclassified to conform to the current year classification.

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Cash and Cash Equivalents

The Company considers all short-term, highly liquid investments with an original maturity date of three months or less to be cash equivalents.

Property and Equipment

Property and equipment is stated at cost and depreciated using the straight-line method over the estimated useful life of the assets, which is generally three to five years for computers and computer related equipment and five to seven years for other non-computer furniture and equipment. Leasehold improvements are amortized using the straight-line method over the shorter of their estimated useful lives or the term of the lease, ranging from one to five years.

Investments

Investments are stated at the lower of cost or market value.

Intangible Assets

Intangible assets consist primarily of acquired customer bases, long-term marketing agreements, goodwill, and other items. Customer bases acquired directly are valued at cost, which approximates fair value at the time of purchase. When material intangible assets, such as customer bases and goodwill are acquired in conjunction with the purchase of a company, the Company undertakes a study by an independent third party to determine the allocation of the total purchase price to the various assets acquired and the liabilities assumed. The costs assigned to intangible assets are being amortized on a straight-line basis over the estimated useful lives of the assets, which is normally 36 months. Goodwill and other intangible assets are periodically reviewed for impairment to ensure they are appropriately valued. Conditions that may indicate an impairment issue exists include an economic downturn, changes in the churn rate of subscribers or a change in the assessment of future operations. In the event that a condition is identified that may indicate an impairment issue exists, an assessment is performed using a variety of methodologies, including cash flow analysis, estimates of sales proceeds and independent appraisals.

Additional Paid-In Capital

Paid in Capital consists of stock issued for service, stock reverses, stock issued to retire debt and private capital placement.

In March 2005, stock was issued during the quarter; for services and debt reduction the stock issued was at less then par value which reduced the amount of the paid in capital.

In December 2004, stock was issued during the quarter for services and debt reduction the stock issued was at less then par value which reduced the amount of the paid in capital.

In September 2004, stock was issued during the quarter for services and debt reduction the stock issued was at less then par value which reduced the amount of the paid in capital.

In June 2004 495,000,000 shares were issued for the note that the Company owed for prior year wages in the amount of $316,577.

In April 2003 the par value of the Company's stock was changed from $.01 per share to $.001 per share. The net difference of $704,462 was included in paid-in capital.

Revenue Recognition

For current Company operations, providing wireless Internet access, fees are charged either to the proprietor of the WI-Fi hotspot location or the customer using the services. The fees paid by a proprietor for services provided on a month-to-month basis are billed at the end of each month for which the service is contracted. The fees paid by customers using the wireless Internet access are paid at the time service is provided.

Advertising Expense

All advertising costs are expensed when incurred.

Concentration of Credit Risk

The Company is subject to credit risk through trade receivables. Monthly Internet access fees and software program sales are generally billed to the customer's credit card, thus reducing the credit risk. The Company routinely assesses the financial strength of significant customers and this assessment, combined with the large number and geographic diversity of its customers, limits the Company's concentration of risk with respect to trade accounts receivable.

Income Taxes

The Company accounts for income taxes under the asset and liability approach where deferred income tax assets and liabilities reflect future tax consequences, this is based on enacted tax laws, of the temporary differences between financial and tax reporting at the balance sheet date.

Earnings (Loss) per Share

Basic earnings (loss) per share is based on the weighted effects of all common shares issued and outstanding, and is calculated by dividing net income by the weighted average shares outstanding during the period. Diluted earnings (loss) per share is calculated by dividing net income by the weighted average number of common shares used in the basic earnings per share calculation plus the number of common shares that would be issued assuming conversion of all potentially dilutive common shares outstanding. Dilutive earnings (loss) per share are not presented since diluted securities have an anti-dilutive effect.

Note 2 Business Combinations

The Company's business combinations have been accounted for using the purchase method and, accordingly, the total purchase price of each acquired company was allocated to the tangible assets and liabilities and identifiable intangible assets based on their estimated fair values as of the closing date of the acquisition. The excess purchase price over the fair value is recorded as goodwill. Results of operations for the acquired companies are included prospectively from the date of acquisition.

In January 2005 the Company acquired the assets of Seamless P 2 P, LLC for $1,000,000 worth of Company stock: as follows: 700,000 shares of Class C Preferred Shares convertible into $1.00 of Common Stock after 12 months and 300,000,000 shares of Common stock valued at $.001each and 20% interest in the new subsidiary of the Company "Seamless Peer 2 Peer, Inc" a Nevada Corporation. These assets were transferred to the new subsidiary of the Company, Seamless Peer 2 Peer, Inc.

In December 2003 the Company acquired the assets of Debit Card Marketing Company Enterprises, Inc for 60,000,000 shares of Global Debit Cash Card, Inc. a subsidiary of the Company, which included reduction of the note owed by the Company to $515,000 that was transferred as an asset to Global Debit Cash Card, Inc.

In August 2003 the Company acquired Alpha Tooling, Inc. with 190,000 shares of DCM Enterprises, Inc stock, as per the agreement with DCM Enterprises, Inc. The

Company then transferred Alpha Tooling, Inc to DCM Enterprises, Inc for credit towards the debit it had with DCM Enterprises, Inc. After October 1st 2003 the transaction was changed by agreement to an Asset assignment. The Company assigned certain assets of Alpha Tooling for credit of $311,639 which reduced the debt owed to DCM Enterprises, Inc from $760,000 to $448,361. The Company retained the Alpha Tooling Corporation which had assets of $42,050 (which were not assigned to DCM Enterprises, Inc.), and debt of $351,306.

In June 2002 the Company announced the sale of Ace Optics, a subsidiary of Guarantee Capital Group, to CRT Corporation for $2,000,000 worth of CRT restricted stock (2,000,000 shares).

In June 2002 the Company announced plans to divest itself of the Guarantee Capital Group subsidiary, and in anticipation of that occurrence ceased operations of the on-line mortgage lending group.

In February 2002 the Company announced plans to spin-off Global Construction Buying Group to its shareholders by the year end. This transaction was never completed.

In September 2001 the Company started Guarantee Capital Group, which acquired the computer, furniture and processing equipment from the new owner of Atlas Capital Corporation for $30,000. In November 2001 Guarantee Capital Group had exceeded the capacity of its mortgage banking line. This prevented the funding of the balance of its processed loans and resulted in most of the employees being laid off. The Company ceased the operation of Guarantee in June 2002.

In September 2001 the Company started a new marketing subsidiary 1st2 Market Incorporated and ceased operating its predecessor, Allstates Communications Inc. The new subsidiary only markets the Company's products whereas Allstates marketed cell phones for cellular phone companies.

In March 2001, the Company ceased to operate Global GPP Corporation and closed its corresponding operation in Europe. The Company started a new corporation, Global Construction Buying Group, a wholly owned subsidiary, whose main asset is the equipment acquired from Global GPP Corporation.

In October 2000, the Company signed an acquisition agreement with Auction-Sales.Com. The Company invested $180,000 in Auction-Sales.Com and in December 2000 rescinded the acquisition due to undisclosed debts. The Company sued for the return of the funds and the case was remanded to arbitration. The Company lost the arbitration and wrote off the $180,000 investment.

In October 2000, the Company acquired the auction website operations of the Sonic Auction Company for a purchase price of approximately $5,000. With this acquisition the Company acquired a database and a functioning web auction site. The Company issued 500,000 shares of restricted common stock to acquire Sonic Auction Company. This site ceased operations in March of 2001.

In April 2000, the Company acquired all the outstanding stock of Atlas Capital Corporation, a mortgage-banking company, for 600,000 shares of restricted common stock valued at $6,000. In connection with the acquisition, the Company acquired assets of approximately $3,183,000 and assumed liabilities of approximately $3,179,000. The difference of $260,000 was recorded as intangible assets related to acquisition of trade names, websites, and workforce-in-place and is being amortized over 5 years. In August 2001 the company sold Atlas Capital Corporation with its assets and liabilities.

In March 2000, the Company acquired the assets and assumed certain liabilities of Internet 2xtreme, an Internet Service Provider based in northern California. The total purchase price was $735,000, which consisted of $17,635 cash and 124,589 shares of restricted common stock valued at $186,888. In connection with the acquisition, the Company recorded intangible assets of approximately $666,000, which consisted of approximately 4,800 customer accounts, website and workforce-in-place, which are being amortized over 5 years.

In March 2000, the Company acquired 80% of the outstanding shares of Global GPP for $500,000. Global GPP owns a business-to-business website, equipment and has strategic agreements with IBM Hungary to market business-to-business services in Eastern Europe.

In February 2000, the Company acquired the assets and assumed certain liabilities of Direct Communications, Inc., a wireless communications company. In addition to assuming certain liabilities, the Company paid $80,000 cash and issued 30,000 shares of restricted company stock valued at $300. Intangible assets purchased totaled $265,000, consisting of customer lists, website and workforce-in-place and is being amortized over 5 years. These assets and liabilities were transferred to the newly formed and wholly owned subsidiary of the Company, Allstates Communications Inc.

In December 1999 the Company entered into a service agreement to market its services on the Internet for 6,000,000 shares of common stock valued at $60,000.

In November 1999, the Company acquired an E Commerce website Optical Brigade, an on-line sunglass distribution website, for 50,500 shares of restricted common stock valued at $50,500.

In August 1999, the Company acquired the website, Net 2 Loan, an on-line loan processing website, for 400,000 shares of restricted common stock valued at $4,000.

In July 1999 the Company acquired MBM Capital Group for $72,000 and 112,667 shares of restricted common stock valued at $1,127. MBM was sold during the fiscal year of acquisition for a $150,000 note. After the sale MBM ceased operations and the Company considers the note valueless.

In June 1999, the Company acquired the assets of L.A. Internet, a southern California-based Internet Service Provider, which included customer accounts, trade name, websites, etc. for $545,000 in exchange for a reduction of the Note Receivable from Iron Horse Holdings, Inc. (see Preferred Stock Note 6).

Note 3 Certain Financial Statement Information

	June 30, 2004	March 31, 2005
Investment:		
Investment in Skyy-Fi	$ 0	$ 1,303
Stock of PMCC/GNVN	107,692	107,692
Stock of DCM Enterprises	88	88
Stock of Global	74,830	
Stock of Save the World	-	110,000

Total Long Term Investments	$ 107,780	$ 293,913
Property and equipment:		
Office furniture and equipment	$ 146,683	$ 146,683
Machinery and computer equipment	12,809	12,809
Less: accumulated depreciation	(122,282)	(158,129)
Property and equipment, net	$ 37,210	$ 1,363
Intangible assets:		
Web Sites	3,000	9,250
Computer Programs	3,772	21,088
Purchase of Seamless	0	1,389,800
Less: accumulated amortization	(25,750)	0
Intangible assets, net	$ 496,022	$1,420,138

Note 4. Note Payable

Note payable as of March 31, 2005 consists of the following: Note payable Windsor Professional Plaza LLC.

Note Payable - Windsor Professional Plaza LLC	$484,714
Total	$484,714

The note payable bears interest at prime plus 4% and is due May 14, 2006. Interest is payable quarterly. The note is secured by series A convertible preferred stock. See note 7 Preferred Stock. This note is currently in default which per legal counsel allows the note holder to convert the preferred stock to common stock.

Note 5. Going Concern

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate continuation of the company as a going concern. The Company has experienced significant losses. As of March 31, 2005 the current liabilities exceed current assets by $4,180,460. As shown in the financial statements, the Company incurred a net loss of $2,860,237 by the end of the third quarter of fiscal year ended June 30, 2005.

The future success of the Company is dependent on its ability to obtain additional capital to develop its proposed products and ultimately, upon its ability to attain future profitable operations. The Company has obtained financing for the expansion of its current operations through Blue Bear Funding formerly 1st American Factoring, LLC, and has a funding line though Windsor Plaza Funding LLC and KFG LLC and the Company has also established a Creditor Trust to pay off debts from the previous operations.

Note 6 - Related Party Transactions

The Company entered into several transactions with David Karst, a shareholder, and several companies he owns as follows:

During October to December 2004, Windsor Professional Plaza LLC. (the Noteholder) converted 100,000 shares of convertible preferred stock for 1,000,000,000 shares of common stock of which 900,000,000 of the common shares were then used to pay operating expenses of the company.

During July 2004 the Company established a Creditor Trust to try to work out the Company's debts. Management intends to fund the Trust with 1.5 Billion shares of the Company's common stock during November 2004. However, the Trust is authorized to accept assets of $1,500,000 or approximately 4,500,000,000 shares. The Trustee KFG LLC. is owned by a shareholder of the Company and is related to the long-term note holder and will receive a Trustee fee of the lesser of $10,000 or 10% of the amount paid out by the Trust each month. Additionally, during November 2004 Financial Services LLC. was appointed as the Trust Protector. Financial Services LLC. is owned by the Trustee.

During August and September 2004, Windsor Professional Plaza LLC. (the Noteholder) converted 100,000 shares of convertible preferred stock for 1,026,390,000 shares of common stock which was then used to pay operating expenses of the company.

David Karst on behalf of Windsor Professional Plaza LLC controlled 1,029,231 shares of convertible preferred stock. The stock is convertible into 10,292,310,000 shares of common stock which would give David Karst control of the Company if all the shares were converted.

During May and June 2004 54,626shares of preferred stock were converted into 546,260,000 common shares and used to pay expenses of the Company.

During June 2004, the Company cancelled 71,966 shares of preferred stock because they would have converted into an amount of shares in excess of those authorized.

The Company borrowed $333,377 from Windsor Professional Plaza, LLC, during June 2004.

The Company issued $300,000 worth of common stock to Windsor Professional Plaza LLC during the first quarter of Fiscal year ending June 30, 2005 as payment for $300,000 worth of debt.

During the same quarter, the Company borrowed an additional $173,367 from Windsor to pay off debts. (See Note 4).

The Company appointed KFG LLC as the Trustee for the Creditor Trust - (See Note 13.)

The Company appointed Financial Services LLC as the Creditor Trust - Trust Protector - (See Note 13).

Subsequent to June 30, 2004, Skyy Fi entered into a factoring and Security Agreement with 1st American Factoring a/k/a Blue Bear Funding, a sister Company of Financial Services LLC.

The Company has entered into various transactions with entities affiliated with its President as follows:

The President of the Company is also the CEO and Director of DCM Enterprises, Inc. See Note 11 for details of the various transactions between the Company and DCM Enterprises.

The President of the Company is an officer of Global Debit Cash Card, Inc. ("GDCC"). The Company during 2004 acquired marketing rights from GDCC for cash and stock consideration valued at $515,000.

During 2004 the Company issued 13,000,000 shares of common stock to children of its president for consulting services rendered.

Note 7. Stockholders' Equity

Issuance of Common Stock and Preferred Stock

The Board of Directors of the Corporation may from time to time authorize by resolution the issuance of any or all shares of the Common Stock and the Preferred Stock herein authorized in accordance with the terms and conditions set forth in the Articles of Incorporation for such purposes, in such amounts, to such persons, corporations, or entities, for such consideration and in the case of the Preferred Stock, in one or more series, all as the Board of Directors in its discretion may determine and without any vote or either action by the stockholders, except as otherwise required by law. The Board of Directors, from time to time also may authorize by resolution, options, warrants and other rights convertible into Common or Preferred stock (collectively "securities"). The securities must be issued for such consideration, including cash, property, or services, as the Board of Directors may deem appropriate, subject to the requirement that the value of such consideration be less than the par value of the shares issued. Any shares issued for which the consideration so fixed paid or delivered shall be fully paid stock and the holder of such shares shall not be liable for any further call of assessment or any other payment thereon, provided that the actual value of such consideration is not less that then par value of the shares so issued. The Board of Directors may issue shares

Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock only to ten holders of the outstanding shares of the Common Stock.

All shares issued by the Company for services through the period ended March 31, 2005, were issued at below par value.

Authorized Shares

During November 2004 the board of directors amended the articles of incorporation to increase the authorized to 20,000,000,000 shares (par value of $.001) of which 19,990,000,000 are common shares and 10,000,000 are preferred. There are three classes of preferred stock which are as follows; Class A Preferred of 3,000,000 shares of which one (1) share of preferred converts to 10,000 shares of common stock at, Class B Preferred of 2,000,000 shares of preferred of which (1) shares of preferred converts to 2,000 shares of common stock, and Class C Preferred of 5,000,000 shares.

On September 30, 2004 the Company amended its Certificate of Incorporation and authorized 5,000,000 shares of Class C Preferred stock, $0.001 par value, convertible, with a stated value of $1.00 per share for conversion purposes. The Class C Preferred stock is convertible at the option of the holder into common shares of the Company at the end of 12 months from the date of its issuance into based upon the ten day average trading price of the common stock just prior to the end of the 12 month holding period. Therefore One Dollar ($1.00) of Preferred Stock (which is one share of Class C Preferred) will be converted into $1.00 worth of common stock. For example if the price per share of the common stock on the date of conversion is $.10 per share the holder of the Preferred stock will receive 10 shares of common stock for every shares of Class C Preferred stock that is converted into common.

During April 2003 the board of directors amended the articles of incorporation to increase the authorized to 10,000,000,000 shares of which 9,990,000,000 are common shares and 10,000,000 are preferred. The shares were initially increased in April 2003 to 2,000,000, and the balance was issued in April 2004.

Stock Issuance

During third quarter of fiscal year ended June 30, 2005 the following stock was issued:

300,000,000 shares, valued at $.001each, as partial payment for the acquisition of the assets of Seamless P2P, LLC (the balance was issued in Class C Preferred Stock , see Preferred Stock)

3,368,734,000 shares were issued for officer's salary and for services.

During second quarter of fiscal year ended June 30, 2005 the following stock was issued:

Windsor converted 100,000 shares of preferred stock to 1,000,000,000 of common shares, of which 900,000,000 of the common shares were issued for Company services.

2,224,717,500 were issued for officer's salary and for services.

During first quarter of fiscal year ended June 30, 2005 the following stock was issued:

$300,000 worth of common stock to Windsor Professional Plaza LLC as payment for $300,000 worth of debt.
220,000,000 shares were issued to acquire 22,000 shares of Save the World valued at $5.00 per share.

874,430,000 shares were issued for services.

During fiscal year ended June 30, 2004, the following stock was issued:

495,000,000 shares were issued for payment in full on a note owed by the Company for past due wages.

546,260,000 shares of common stock were issued per the conversion of preferred stock into common, pursuant to the agreement with Windsor Professional Plaza, LLC.

136,000,000 shares of common stock were issued as payment to consultants in lieu of cash for services provided pursuant to consulting agreements. The fair value of the shares was recorded as prepaid professional services and amortized ratably over the term of the contract. These shares were issued pursuant to a Form S-8 registration statement 156,390,807 shares of restricted common stock

were issued to Global Debit Cash Card pursuant to the Territory Marketing Agreement, as amended, in exchange for the limited exclusive marketing rights to sell the debit cards in the states of Colorado and Utah for a period of ten (10) years.

170,000,000 shares of common stock were issued as payment to consultants in lieu of cash for services provided pursuant to consulting agreements. The fair value of the shares was recorded as prepaid professional services and amortized ratably over the term of the contract. These shares were issued pursuant to a Form S-8 registration statement

200,000,000 shares of restricted common stock were issued to repurchase 200,000 shares of DCM.

54,000,000 shares of common stock were issued as payment to consultants in lieu of cash for services provided pursuant to consulting agreements. The fair value of the shares was recorded as prepaid professional services and amortized ratably over the term of the contract. These shares were issued pursuant to a Form S-8 registration statement

80,000,000 shares of restricted common stock were issued as per agreement for the repurchase of 80,000 shares of DCM.

The company complies with the provisions of Emerging Issues Task Force Issue No. 96-18, Accounting for Equity Instruments Issued to Other Than Employees for Acquiring, or in Conjunction with, Selling Goods or Services ("EITF 96-18"), with respect to stock issuances to such non-employees, whereby the value of the services was determined as a reliable measurement of fair value.

Stock Issuance for Acquisitions: Refer to Note 2-Business Combinations

Preferred Stock
On April 1 2005 the 562,500,000 shares of its unregistered common stock which were not issued on March 8, 2005 and was changed to 56,250 shares of Class A Preferred Shares. The Board of Directors on March 8, 2005 authorized the issuance of 562,500,000 shares of its unregistered restricted common stock to the Reda Family Trust for $75,000.00. This issuance was intended to be exempt from registration under section 4 (2) and/or Regulation D of the Securities Act of 1933.

During the third quarter of fiscal year ended June 30, 2005 the Company issued 700,000 shares of Class C Preferred Shares convertible into $1.00 of Common Stock after 12 months as partial payment for the assets of Seamless P 2 P, LLC, the acquired assets were then transferred to a subsidiary of the Company, Seamless Peer 2 Peer, Inc., a Nevada Corporation. The Company also issued 55,784 shares of Class A Preferred Shares in order to reduce the debit "Note payable to related party" this debit is still on the books as required by the Accountant until stock is cleared and the debit paid in full, the debit will be credited then it will no longer be included in the balance sheet.

By the end of the second quarter of fiscal year ended June 30, 2005 Windsor Professional Plaza LLC had 650,000 unconverted shares of preferred stock.

During the first quarter of fiscal year ended June 30, 2005 the Company cancelled 35,186 shares in order to reduce preferred stock outstanding because they would have converted into an amount of common shares in excess of those authorized. Windsor Professional converted 117,453 shares of preferred stock.

In May 2004 Mercatus, with the consent of the Company, assigned 1,029,231 preferred shares to Windsor Professional Plaza, LLC.

Note 8 Income Taxes

No provision for income taxes has been recorded in the accompanying financial statements as a result of the Company's net operating losses. The Company has unused tax loss carry forwards of approximately $12,500,000 to offset future taxable income. Such carryforwards expire in the years beginning 2021. The deferred tax asset recorded by the Company as a result of these tax loss carryforwards is approximately $4,000,000 and $2,400,000 June 30, 2004 and 2003 respectively. The Company has reduced the deferred tax asset resulting from its tax loss carryforwards by a valuation allowance of an equal amount as the realization of the deferred tax asset is uncertain. The net change in the deferred tax asset and valuation allowance from July 1, 2003 to June 30, 2004 was an increase of approximately $1,600,000.

Note 9 Commitments

The Company, through its Alpha Tooling Inc. subsidiary has entered into lease agreements for office space that expire through June, 2007. The Company rents additional office space in Nevada, on a month to month basis. Remaining commitments under the operating leases are as follows:

Fiscal Year Ending June 30	Amount
2005	$38,640
2006	40,572
2007	34,734
	$113,946

Note 10 Segment Information

In accordance with SFAS No. 131, "Disclosure about Segments of an Enterprise and Related Information," management has determined that there were three reportable segments based on the customers served by each segment: Full service internet service provider (ISP). Such determination was based on the level at which executive management reviews the results of operations in order to make decisions regarding performance assessment and resource allocation. Even though all operations ceased before the previous year end of June 30, 2003 there were ongoing expenses related to the closing of the respective operations.

The Company is currently a start up business that is concentrating on providing "Wireless Internet" access at business locations. The Company was a full service Internet service provider that served customers requiring Internet access in the western United States through dial-up, and high-speed wireless; web hosting and web design (which ceased operations as of June 30, 2003).

Certain general expenses related to advertising and marketing, information systems, finance and administrative groups are not allocated to the operating segments and are included in "other" in the reconciliation of operating income reported below. The accounting policies of the segments are the same as those described in the summary of significant accounting policies (see Note 1).

Information on reportable segments is as follows:

THREE AND NINE MONTHS OF FISCAL YEAR ENDED JUNE 30, 2005 AND 2004

	THREE MONTHS		NINE MONTHS	
	March 31, 2005	March 31, 2004	March 31, 2005	March 31, 2004
Wi-Fi ISP NET SALES	$ 601	$ 0	$ 845	$ 0
OPERATING LOSS	$ 0	$ 0	$ 0	$ 0
SOFTWARE NET SALES	$ 0	$ 0	$ 0	$ 0
OPERATING LOSS	$ 0	$ 0	$ 0	$ 0
COST AND EXPENSES	$ 1,049,547	$ 1,491,558	$ 2,899,860	$ 4,139,563
OTHER NET INCOME	$ 36,543	$ 653,506	$ 38,778	$ 571,911
NET LOSS	$ (1,012,403)	$ (838,052)	$ (2,860,237)	$ (3,567,652)
TOTAL				

NET INCOME	$ 845	$ 0	$ 845	$ 0
NET LOSS	$ (1,012,403)	$ (838,052)	$ (2,860,237)	$ (3,567,652)

Note 11 Other Events

a. Company Acquisition

In January 2005 the Company acquired the assets of Seamless P 2 P, LLC for $1,000,000 worth of Company stock: as follows: 700,000 shares of Class C Preferred Shares convertible into $1.00 of Common Stock after 12 months and 300,000,000 shares of Common stock valued at $.001each and 20% interest in the new subsidiary of the Company "Seamless Peer 2 Peer, Inc" a Nevada Corporation. These assets were transferred to the new subsidiary of the Company Seamless Peer 2 Peer, Inc.

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In January 2005 the Company acquired the assets of Seamless P2P LLC for 700,000 shares of Preferred Class "C" Shares and 300,000,000 shares of the Company's Common stock valued at $1,000,000

In December 2003 the Company acquired the assets of Debit Card Marketing Company Enterprises, Inc for 60,000,000 shares of Global Debit Cash Card, Inc. (a subsidiary of the Company) which included reduction of the note owed by the Company to $515,000. That debit transferred as an asset to Global Debit Cash Card, Inc.

In June 2002, DCM Enterprises, Inc. ("DCM") entered into an asset purchase agreement with the Company for the purchase of assets consisting of equipment, inventory, and proprietary information used in the sale of sunglasses (hereinafter referred to as "Ace Optics"). The purchase price consisted of 2,000,000 restricted shares of DCM's common stock valued at $1,000,000 or $0.50 per share. However, due to a disagreement with the Company's former officer and director, the Company was unable to take control of Ace Optics. Therefore, the transaction was rescinded. On August 22, 2003, DCM and the Company entered into an agreement to compensate DCM for the rescinded Ace Optics agreement. Pursuant to the Compensation Agreement, IBII has agreed to compensate the DCM approximately $768,000 in either cash, stock, or in other assets mutually agreed upon since the Company has received approximately $141,000 in equipment, $269,000 in cash, $150,000 in land and $65,060 in deposit related to real property purchase. The amount owed under this agreement carries a 5% annual interest rate. The entire amount is owed and due on February 22, 2005. Albert Reda, the Company's CEO, also serves as DCM's CEO.

In September 2003 the Company through its wholly owned subsidiary Global Debit Cash Card, Inc, a Nevada Corporation (GLCD), agreed to purchase from DCM the Colorado and Utah territories for marketing the CARDS as per the USA Territory Marketing Representative Agreement. Pursuant to the terms of the agreement GLCD operates as the Territory Marketing Representative in Colorado and Utah and license resellers of the CARDS. The Licensed Activated Resellers (LAR) will be licensed through GLCD, the Territory Marketing Representative.

In August 2003 the Company acquired Alpha Tooling, Inc. with 190,000 shares of DCM Enterprises, Inc stock. As per the agreement with DCM Enterprises, Inc the Company transferred Alpha Tooling, Inc to DCM Enterprises, Inc for credit towards the debit it has with DCM Enterprises, Inc. After October 1st 2003 the transaction was changed by agreement to an Asset assignment.

b. Marketing Agreement

As filed in an 8K dated April 27, 2005; The Company is writing off its $450,625.00 investment in the "Territory Marketing Agreement" that the Company acquired from Global Debit Cash Card, Inc. Global was unable to establish a viable private label debit card program that was the primary part of the agreement and the reason that the Company entered into to the agreement to sell debit cards. See agreement synopsis below:

"The USA Territory Marketing Representative Agreement previously entered into between the Company and Global Debit Cash Card, Inc. was amended on March 15, 2004, to reflect the receipt of 156,390,807 shares of common stock as payment in full in exchange for the limited exclusive right to market and sell debit cards in the states of Colorado and Utah for a period of 10 years."

c. Stock Repurchase

In December 2003 the Company reacquired 200,000 shares of DCME for 200,000,000 restricted shares of the Company.

The stock repurchase agreement was modified allowing an additional 200,000 shares of DCME to be repurchased by the Company.

In September 2003 the Company agreed to reacquire the 149,283 shares previously sold to the investor. The agreement provides for the issuance of 560,000 shares of DCM Enterprises ("DCME") common stock in addition to 40,000,000 shares of restricted common stock of the Company. The agreement also allows the Company to purchase from the investor 200,000 shares of the 560,000 shares of DCME based upon the following terms per quarter. 40,000 shares of DCME for 40,000,000 shares of restricted common stock of the Company. This agreement to purchase the 200,000 shares of DCME is only in effect until such time that DCME begins trading.

d. Agreement between the company and DCM Enterprise,

March 18 2004 DCM filed the following information on form 8K as further agreement to the original agreement between the Company and DCM:

In August 2003 the Company agreed to provide the Buyer of Ace Optics an alternative company or return the Buyer's stock since Ace Optics ceased operations immediately after the acquisition. In lieu of an alternative Company the Buyer and Seller agreed that the balance of the DCME stock received by the Seller will be returned to the Buyer. Subsequently the Company acquired and then sold Alpha Tooling to DCM.

In August 2003 The Company acquired Alpha Tooling, Inc. with 190,000 shares of DCM Enterprises, Inc stock. As per an agreement with DCM Enterprises, Inc the Company initially transferred Alpha Tooling, Inc to DCM Enterprises, Inc, in exchange for a reduction of the debit it had with DCM Enterprises, Inc. During October 2003 the transaction was changed by agreement to an Asset assignment. The Company assigned certain assets of Alpha Tooling for credit of $311,639 which reduced the debt owed to DCM Enterprises, Inc. from $760,000 to $448,361.

Note 12 - Legal Proceedings

Globalist v. Internet Business's International, Inc. et al

In July 2003 Globalist sued the Company and was awarded a judgment plus interest in the amount of approximately $301,000. The Company appealed the court's decision and the award amount. In February 2005 the Company reached a tentative settlement with Globalist which required the payment of $75,000 by March 2005 subject to court approval. Pursuant to the payment of the settlement amount of $75,000 on March 8, 2005, the Board of Directors issued 562,500,000 shares of its unregistered restricted common stock to the Reda Family Trust for $75,000.00. This issuance was intended to be exempt from registration under section 4(2) and/or Regulation D of the Securities Act of 1933. On April 1 2005 the 562,500,000 shares of its unregistered common stock which were not issued on March 8, 2005 was changed to the issuance 56,250 shares of Class A Preferred Shares. The Company is still waiting for Court approval regarding the final settlement at which time the funds will be paid as per agreement.

Ronald Friedman, Robert Friedman, the Ronald Friedman 1997 Grantor Retained Annuity Trust v. Internet Business's International, Inc. et al and Internet Business's International. Inc. v Ronald Friedman 1997 Grantor Retained Annuity Trust

In April 2001 Ronald Friedman and the Ronald Friedman 1997 Grantor Retained Annuity Trust sued the Company for, among other things, breach of contract, in the United States District Court, Southern District of New York. The case was transferred to the United States District Court, Central District of California, Southern Division, to be consolidated with Internet Business's International. Inc. v Ronald Friedman 1997 Grantor Retained Annuity Trust. At that time the Company filed a cross-complaint against the Trust for rescission and the return of $1,006,857. This case has been dismissed by the judge.

Community Bank of Nevada v Internet Business's International, Inc. et al

On December 20, 2000, the Community Bank of Nevada filed a lawsuit in District Court, Clark County against Internet Business's International. Inc., seeking the return of equipment. The Company was not aware of the lawsuit and a default judgment was entered against the Company in the amount of $134,052. The Company's attorney is currently in negotiations to settle this matter.

Louis Cherry v. InternetBusiness's International, Inc.

As filed in an 8K dated April 6, 2005: On June 4, 2004 an action was filed in Superior Court of California, Orange County, Central Justice Center Branch; Case Number 04CC03487, entitled Louis Cherry v. Internet Business's International, Inc. (the "Complaint"). In the Complaint, Louis Cherry alleged Breach of Employment Contract and sought an unspecified amount of money damages. The Complaint was settled by and between Louis Cherry and the Company, and Mr. Cherry was not awarded any monetary sums. Additionally, Mr. Cherry waived any claims of seeking indemnification by the Company due to actions of Mr. Cherry, and waived certain claims against certain assets of the Company. On March 29, 2005, a Dismissal with Prejudice was entered with the Superior Court of California, Orange County; each Party bore their own legal fees and costs.

Management of the Company believes that due to its current financial condition, any unfavorable outcome in the above matters will have a materially adverse effect on the financial condition, results of operations and cash flows of the Company.

Note 13- Subsequent Events

On April 26, 2005 a subsidiary of the Company, Seamless Peer 2 Peer, Inc., the developer of a patent pending encryption software program completed installation of its Phenom Software Program at Science Applications International Corporation's (Science Applications) Public Safety Integration Center (PSIC). PSIC is located in the Washington, D.C. suburb of McLean, Va., is a laboratory, testing center, and prototype demonstration facility that is used to show the successful integration of capabilities and expertise of Science Applications from SAIC with vendors, service providers and the federal government to suit specific customer needs. Demonstrations and testing are tailored to clients' specific needs in the areas of homeland security, homeland defense, and national security. PSIC staff demonstrates various integrated solutions to suit clients' special requirements in areas that include policy, enterprise architecture, systems engineering, information technology, training and prevention.
In April 2005 GLCD reversed it stock 1,000 shares of GLCD for 1 of GBCD (the new stock symbol) GBCD recently traded at $1.01 per share in low volume.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS.

The following discussion and analysis of the Company's financial condition and results of operations should be read with the consolidated financial statements and related notes included elsewhere in this Report.

When the words used in this Report, such as; "expects," "anticipates," "believes," "plans," "will" and similar expressions are intended to identify forward-looking statements. These are statements that relate to future periods and include, but are not limited to statements; as to statements regarding our critical accounting policies, adequacy of cash, expectations regarding net losses and cash flow, statements regarding growth and profitability, need for future financing, dependence on personnel, operating expenses, ability to respond to rapid technological change and statements regarding the issuance of common stock to the Company's executive officers. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, those discussed below, as well as risks related to our ability to develop and timely introduce products that address market demand, the impact of alternative technological advances and competitive products, market fluctuations, the Company's ability to obtain future financing, and the risks set forth below under "Factors That May Affect the Company's Results." These forward-looking statements speak only as of the date hereof. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

Overview

Alpha Wireless Broadband, Inc. ("Company") is currently a start up business that is currently operating two subsidiaries as follows:

Skyy-Fi, Inc., that is providing "Wireless Internet" access at business locations. This service is referred to as Wireless Fidelity or Wi-Fi, for short. Wi-Fi also refers to wireless equipment that meets published 802.11(x) standards. Wi-Fi equipment operates in 2.4 and 5.8 GHz which are unlicensed frequencies. There are many wireless Internet systems available but they all have universal compatibility. The Wi-Fi POP is commonly referred to as a "Wi-Fi Hotspot". Wireless Internet refers to radio frequencies that may either be licensed (which is above 5.8 GHz "gigahertz") and or unlicensed frequency (which is between 2.4 to 5.8 GHz). Its web site is www.skyyfi.com .

Seamless Peer 2 Peer, Inc., which is a developer and provider of a software program 'Phenom" that encrypts Wi-Fi transmissions based upon RSA's government certified 256 bit AES encryption coupled with RSA's Public Key Infrastructure flexible telecom data and voice transport solutions. Its web site is www.seamlessp2p.net .

(A) PLAN OF OPERATION

The Company located in Nevada; has 6 independent contractor employees,

The Company is currently a start up operation. As of this date the Company has installed Wi-Fi at 30 locations for its Skyy-Fi, Inc., Wi-Fi subsidiary, and has installed two of its Phenom Software Encryption Program at two locations for its Seamless Peer 2 Peer, Inc., software developer subsidiary.

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(B) MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

With the Company starting up a business it is important to note that the following discussion and analysis of the Company's financial condition and results of operations should be read with the consolidated financial statements and related notes included elsewhere in this Report.

The selected financial data for the Third Quarter of Fiscal years ended June 30, 2005, 2004, are derived from the financial statements of the Company and should be read in conjunction with the audited financial statements included in the June 30, 2004 and 2003 10K/SB. These are restated based upon the change in revenue recognition. See Note 2 of the footnotes to the financial statements titled "Change in Revenue Recognition". The change only impacted the stated "Revenues" and not the "Net income".

Results of Operations

In accordance with SFAS No. 131, "Disclosure about Segments of an Enterprise and Related Information," management had determined that there were three reportable segments, (all of which have ceased operations in the fourth quarter for fiscal year ended June 2003), based on the customers served by each segment: Full service internet service provider (ISP), which ceased operation during the fiscal year ended June 2003. The current wireless internet service business-to-consumer ("B2C") provider primarily consisted of direct marketing of the Companies services and products. Such determination was based on the level at which executive management reviews the results of operations in order to make decisions regarding performance assessment and resource allocation.

Certain general expenses related to advertising and marketing, information systems, finance and administrative groups are not allocated to the operating segments and are included in "other" in the reconciliation of operating income reported below. The accounting policies of the segments are the same as those described in the summary of significant accounting policies (Note 1).

Analysis of Financial Condition

Revenues; for the three months ended March 31, 2005 were $ 601 as compared with $0 for the corresponding period in 2004, an increase of $ 601. The revenue generated for the nine months ended March 31, 2005 was $845 as compared with $0 for the corresponding period in 2004, an increase of $845. The Company's current operations started effective July 2004.

Selling, general and administrative expenses; for the three months ended March 31, 2005 was $1,049,547 as compared to $1,491,558 for the same period in 2004, a decrease of $442,011 or approximately 30%. Such expenses for the nine months ended March 3, 2005 was $2,899,860 as compared to expenses of $4,139,563 in the same period in 2004 a decrease of $1,239,703 or approximately 30%. The continued high cost of the selling, general and administrative expenses reflect the impact of the use of S-8 stock to compensate needed services by various professionals in the absence of equity funding. Thus far, during 2005 the quarter ended March 31, 2005 the Company received an additional $251,165 from its funding line this was not sufficient to maintain growth and cover expenses. The company plans to continue to pursue revenue growth and expects to utilize additional private placements or other equity financing during the remainder of 2005, in addition to utilization of S-8 stock to compensate for certain needed services

Other Income; is either extraordinary income from payment in full on debt for a reduced amount (with the difference represented as income) and from the sale of fully or partially depreciated equipment where the income from the sale is greater than the amount depreciated. Since there are no expectations that furthers sales will occur and that the revenues from previous operations are dissimilar therefore there will be no comparison of the quarters.

Net Loss; for the three months ended March 31, 2005 was $1,012,403 as compared to $838,052 for the same period in 2004 an increase of $174,351 or approximately 120%. The net loss for the nine months ended March 31, 2005 was $2,860,237 as compared to $3,567,652 for the nine months ended March 31, 2004 which is approximately a decrease of 20% or $707,415. Management believes these results are a direct reflection of continued higher expenses due to the continued expansion of the business and new acquisition and its related expenses. These expenses are not expected to remain high however sales for both the Wi-Fi and software programs will continue to increase which should result in a decrease in the net operating loss.

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THREE AND NINE MONTHS OF FISCAL YEAR ENDED JUNE 30, 2005 AND 2004

	THREE MONTHS		NINE MONTHS	
	March 31, 2005	March 31, 2004	March 31, 2005	March 31, 2004
Wi-Fi ISP NET SALES	$ 601	$ 0	$ 845	$ 0
OPERATING LOSS	$ 0	$ 0	$ 0	$ 0
SOFTWARE NET SALES	$ 0	$ 0	$ 0	$ 0
OPERATING LOSS	$ 0	$ 0	$ 0	$ 0
COST AND EXPENSES	$ 1,049,547	$ 1,491,558	$ 2,899,860	$ 4,139,563
OTHER NET INCOME	$ 36,543	$ 653,506	$ 38,778	$ 571,911
NET LOSS	$ (1,012,403)	$ (838,052)	$ (2,860,237)	$ (3,567,652)
TOTAL				

NET INCOME	$	845	$	0	$	845	$	0
NET LOSS	$	(1,012,403)	$	(838,052)	$	(2,860,237)	$	(3,567,652)

The following discussion should be read in conjunction with the financial statements of the Company and notes thereto contained elsewhere in this report.

Information on reportable segments is as follows:

(1) WISP: The resultant loss from operations for the Wi-Fi ISP segment for third quarter for fiscal year ended June 30, 2005 are expected to continue because these expenses are related to the startup of this operation.

(2) Software: The resultant loss from operations for the Software encryption program segment for third quarter for fiscal year ended June 30, 2005 are expected to continue because these expenses are related to the startup of this operation.

Liquidity and Capital Resources

Net cash used in operating activities at the end of the third quarter of fiscal year ended June 30, 2005, decreased to ($476,566) due to the use of stock for services which is an increase compared to the results for the same period ended 2004 of ($1,080,763). The Company has alternative sources of capital so the Company can expand its new Internet operations of establishing wireless Internet locations commonly referred to as Wi-Fi hotspots. This is being provide by two sources; Windsor Professional Plaza LLC which is providing capital to resolve previous Company debts, and through 1st American Factoring LLC which provides capital to expand the Companies current operations.

Capital Expenditures

The Company issued $1,123,300 worth of Common stock for acquisition of assets during the third quarter of fiscal year ended June 30, 2005.

Acquisitions

In January 2005 the Company acquired the assets of Seamless P2P LLC for 700,000 shares of Preferred Class "C" Shares and 300,000,000 shares of the Company's Common stock valued at $1,000,000 and 20% interest in the new subsidiary of the Company "Seamless Peer 2 Peer, Inc" a Nevada Corporation. These assets were transferred to the new subsidiary of the Company Seamless Peer 2 Peer, Inc.

In August 2003 the Company acquired Alpha Tooling, Inc. with 190,000 shares of DCM Enterprises, Inc. stock, as per an agreement with DCM Enterprises, Inc. The Company then transferred Alpha Tooling, Inc. to DCM Enterprises, Inc. for credit towards the debit it had with DCM Enterprises, Inc. After October 1, 2003 the transaction was changed by agreement to an Asset Assignment. The Company assigned certain assets of Alpha Tooling for credit of $311,639 which reduced the debt owed to DCM Enterprises, Inc. from $760,000 to $448,361. The Company retained the Alpha Tooling Corporation which had assets of $42,050 (which were not assigned to DCM Enterprises, Inc.), and debt of $351,306.

In April 2005 GLCD reversed it stock 1,000 shares of GLCD for 1 of GBCD (the new stock symbol) GBCD recently traded at $1.01 per share in low volume.

In December 2003 GLCD acquired the assets of DCM for 60,000,000 shares of GLCD which included reduction of the note owed by the Company to $515,000, which was transferred as an asset to GLCD. GLCD is traded over the counter (OTC) on the Pink Sheets LLC quotation service under the symbol "GLCD".

In September 2003 the Company, through its wholly owned subsidiary Global Debit Cash Card, Inc., a Nevada Corporation ("GLCD") agreed to purchase from DCM the Colorado and Utah territories for marketing the CARDS as per the USA Territory Marketing Representative Agreement. Pursuant to the terms of the agreement GLCD will operate as the Territory Marketing Representative ("TMR") in Colorado and Utah and license resellers of the CARDS. The Licensed Activated Resellers ("LAR") will be licensed through GLCD, the TMR.

Critical Accounting Policies

The Securities and Exchange Commission issued Financial Reporting Release No. 60, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies," or FRR 60, suggesting that companies provide additional disclosure and commentary on their most critical accounting policies. The most critical accounting policies are the ones that are most important to the portrayal of a company's financial condition and operating results, and require management to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. The Company believes that of the significant accounting policies used in the preparation of the consolidated financial statements (see Note B to the Financial Statements); the following are critical accounting policies, which may involve a higher degree of judgment, complexity and estimates. The methods, estimates and judgments The Company uses in applying these most critical accounting policies have a significant impact on the results reported in the Company's financial statements.

Off Balance sheet

The Company has not entered into any off balance sheet arrangements that have, or are reasonably likely to have a current or future effect on the company's financial condition, changes in financial condition, revenues or expenses, result of operations, liquidity, capital expenditure, or capital resources which would be considered material to investors.

Use of Estimates

The preparation of the consolidated financial statements are in conformity with United States generally accepted accounting principles which require us 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 period. Actual results could differ from those estimates.

Stock-Based Compensation Arrangements

The Company issues shares of common stock to various individuals and entities for certain management, legal, consulting and marketing services. These issuances are valued at the fair market value of the service provided and the number of shares issued is determined, based upon the closing price of our common stock on the date of each respective transaction. These transactions are reflected as a component of general and administrative expenses in the accompanying statement of operations.

Inflation

The moderate rate of inflation over the past few years has had an insignificant impact on the Company's sales and results of operations during the period.

Net Operating Loss Carry forwards

For the fiscal year ended June 30, 2004, the Company had net operating loss carry forwards for federal and state purposes of approximately $5,117,636 and $3,070,582 respectively. These carry forwards begin to expire in 2016 and 2006 respectively.

Forward Looking Statements

The foregoing Management's Discussion and Analysis of Financial Condition and Results of Operations contains "forward looking statements" within the meaning of Rule 175 under the Securities Act of 1933, as amended, and Rule 3b-6 under the Securities Act of 1934, as amended, including statements regarding, among other items, the Company's business strategies, continued growth in the Company's markets, projections, and anticipated trends in the Company's business and the industry in which it operates. The words "believe," "expect," "anticipate," "intends," "forecast," "project," and similar expressions identify forward-looking statements. These forward-looking statements are based largely on the Company's expectations and are subject to a number of risks and uncertainties, certain of which are beyond the Company's control. The Company

cautions that these statements are further qualified by important factors that could cause actual results to differ materially from those in the forward looking statements, including, among others, the following: reduced or lack of increase in demand for the Company's products, competitive pricing pressures, changes in the market price of ingredients used in the Company's products and the level of expenses incurred in the Company's operations. In light of these risks and uncertainties, there can be no assurance that the forward-looking information contained herein will in fact transpire or prove to be accurate. The Company disclaims any intent or obligation to update "forward looking statements."

ITEM 3. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures. We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-14(c) under the Securities Exchange Act of 1934, or the Exchange Act, that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Treasurer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving our stated goals under all potential future conditions. The evaluation revealed certain weaknesses in disclosure controls and procedures. Based on their evaluation as of a date within 90 days prior to the filing date of this Quarterly Report, our Chief Executive Officer and Treasurer have concluded that, subject to the limitations noted above, and except for the weaknesses noted above, our disclosure controls and procedures were effective to ensure that material information relating to us, including our consolidated subsidiaries, is made known to them by others within those entities, particularly during the period in which this Quarterly Report was being prepared.

(b) Changes in internal controls. We plan to institute greater controls by adding additional staff to allow for greater third person review and verification of all transactions thereby enhancing the accuracy of all records. We are also looking to implement many of the new requirements required under the Sarbanes-Oxley Act of 2002 during the coming year. However, we believe that there were are no significant changes in our internal controls or, to our knowledge, in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Globalist v. Internet Business's International, Inc. et al

In July 2003 Globalist sued the Company and was awarded a judgment plus interest in the amount of approximately $301,000. The Company appealed the court's decision and the award amount. In February 2005 the Company reached a tentative settlement with Globalist which required the payment of $75,000 by March 2005 subject to court approval. Pursuant to the payment of the settlement amount of $75,000 on March 8, 2005, the Board of Directors issued 562,500,000 shares of its unregistered restricted common stock to the Reda Family Trust for $75,000.00. This issuance was intended to be exempt from registration under section 4(2) and/or Regulation D of the Securities Act of 1933. On April 1 2005 the 562,500,000 shares of its unregistered common stock which were not issued on March 8, 2005 was changed to the issuance 56,250 shares of Class A Preferred Shares. The Company is still waiting for Court approval regarding the final settlement at which time the funds will be paid as per agreement.

Ronald Friedman, Robert Friedman, the Ronald Friedman 1997 Grantor Retained Annuity Trust v. Internet Business's International, Inc. et al and Internet Business's International. Inc. v Ronald Friedman 1997 Grantor Retained Annuity Trust

In April 2001 Ronald Friedman and the Ronald Friedman 1997 Grantor Retained Annuity Trust sued the Company for, among other things, breach of contract, in the United States District Court, Southern District of New York. The case was transferred to the United States District Court, Central District of California, Southern Division, to be consolidated with Internet Business's International. Inc. v Ronald Friedman 1997 Grantor Retained Annuity Trust. At that time the Company filed a cross-complaint against the Trust for rescission and the return of $1,006,857. This case has been dismissed by the judge.

Community Bank of Nevada v Internet Business's International, Inc. et al

On December 20, 2000, the Community Bank of Nevada filed a lawsuit in District

Court, Clark County against Internet Business's International. Inc., seeking the return of equipment. The Company was not aware of the lawsuit and a default judgment was entered against the Company in the amount of $134,052. The Company's attorney is currently in negotiations to settle this matter.

Louis Cherry v. Internet Business's International, Inc.

As filed in an 8K dated April 6, 2005: On June 4, 2004 an action was filed in Superior Court of California, Orange County, Central Justice Center Branch; Case Number 04CC03487, entitled Louis Cherry v. Internet Business's International, Inc. (the "Complaint"). In the Complaint, Louis Cherry alleged Breach of Employment Contract and sought an unspecified amount of money damages. The Complaint was settled by and between Louis Cherry and the Company, and Mr. Cherry was not awarded any monetary sums. Additionally, Mr. Cherry waived any claims of seeking indemnification by the Company due to actions of Mr. Cherry, and waived certain claims against certain assets of the Company. On March 29, 2005, a Dismissal with Prejudice was entered with the Superior Court of California, Orange County; each Party bore their own legal fees and costs.

Management of the Company believes that due to its current financial condition, any unfavorable outcome in the above matters will have a materially adverse effect on the financial condition, results of operations and cash flows of the Company.

ITEM 2. CHANGES IN SECURITIES

Issuanceof Common Stock and Preferred Stock

The Board of Directors of the Corporation may from time to time authorize by resolution the issuance of any or all shares of the Common Stock and the Preferred Stock herein authorized in accordance with the terms and conditions set forth in the Articles of Incorporation for such purposes, in such amounts, to such persons, corporations, or entities, for such consideration and in the case of the Preferred Stock, in one or more series, all as the Board of Directors in its discretion may determine and without any vote or either action by the stockholders, except as otherwise required by law. The Board of Directors, from time to time also may authorize by resolution, options, warrants and other rights convertible into Common or Preferred stock (collectively "securities"). The securities must be issued for such consideration, including cash, property, or services, as the Board of Directors may deem appropriate, subject to the requirement that the value of such consideration be less than the par value if the shares issued. Any shares issued for which the consideration so fixed paid or delivered shall be fully paid stock and the holder of such shares shall not be liable for any further call of assessment or any other payment thereon, provided that the actual value of such consideration is not less that the par value of the shares so issued. The Board of Directors may issue shares Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock only to ten holders of the outstanding shares of the Common Stock.

All shares issued by the Company for services through the period ended March 31, 2005, were issued at below par value.

Authorized Shares

During November 2004 the board of directors amended the articles of incorporation to increase the authorized to 20,000,000,000 shares (par value of $.001) of which 19,990,000,000 are common shares and 10,000,000 are preferred. There are three classes of preferred stock which are as follows; Class A Preferred of 3,000,000 shares of which one (1) share of preferred converts to 10,000 shares of common stock at, Class B Preferred of 2,000,000 shares of preferred of which (1) shares of preferred converts to 2,000 shares of common stock, and Class C Preferred of 5,000,000 shares.

On September 30, 2004 the Company amended its Certificate of Incorporation and authorized 5,000,000 shares of Class C Preferred stock, $0.001 par value, convertible, with a stated value of $1.00 per share for conversion purposes. The Class C Preferred stock is convertible at the option of the holder into common shares of the Company at the end of 12 months from the date of its issuance into based upon the ten day average trading price of the common stock just prior to the end of the 12 month holding period. Therefore One Dollar ($1.00) of Preferred Stock (which is one share of Class C Preferred) will be converted into $1.00 worth of common stock. For example if the price per share of the common stock on the date of conversion is $.10 per share the holder of the Preferred stock will receive 10 shares of common stock for every shares of Class C Preferred stock that is converted. into common.

During April 2003 the board of directors amended the articles of incorporation to increase the authorized to 10,000,000,000 shares of which 9,990,000,000 are common shares and 10,000,000 are preferred. The shares were initially increased in April 2003 to 2,000,000, and the balance was issued in April 2004.

Stock Issuance

During third quarter of fiscal year ended June 30, 2005 the following stock was issued:

300,000,000 shares, valued at $.001each, as partial payment for the acquisition of the assets of Seamless P2P, LLC (the balance was issued in Class C Preferred Stock, see Preferred Stock)

3,368,734,000 were issued for officer's salary and for services.

During second quarter of fiscal year ended June 30, 2005 the following stock was issued:

Windsor converted 100,000 shares of preferred stock to 1,000,000,000 of common shares, of which 900,000,000 of the common shares were issued for Company services.

2,224,717,500 were issued for officer's salary and for services.

During first quarter of fiscal year ended June 30, 2005 the following stock was issued:

$300,000 worth of common stock to Windsor Professional Plaza LLC as payment for $300,000 worth of debt.

220,000,000 shares were issued to acquire 22,000 shares of Save the World valued at $5.00 per share.

874,430,000 shares were issued for services.

During fiscal year ended June 30, 2004, the following stock was issued:

495,000,000 shares were issued for payment in full on a note owed by the Company for past due wages.

546,260,000 shares of common stock were issued per the conversion of preferred stock into common, pursuant to the agreement with Windsor Professional Plaza, LLC.

136,000,000 shares of common stock were issued as payment to consultants in lieu of cash for services provided pursuant to consulting agreements. The fair value of the shares was recorded as prepaid professional services and amortized ratably over the term of the contract. These shares were issued pursuant to a Form S-8 registration statement

156,390,807 shares of restricted common stock were issued to Global Debit Cash Card pursuant to the Territory Marketing Agreement, as amended, in exchange for the limited exclusive marketing rights to sell the debit cards in the states of Colorado and Utah for a period of ten (10) years.

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170,000,000 shares of common stock were issued as payment to consultants in lieu of cash for services provided pursuant to consulting agreements. The fair value of the shares was recorded as prepaid professional services and amortized ratably over the term of the contract. These shares were issued pursuant to a Form S-8 registration statement

200,000,000 shares of restricted common stock were issued to repurchase 200,000 shares of DCM.

54,000,000 shares of common stock were issued as payment to consultants in lieu of cash for services provided pursuant to consulting agreements. The fair value of the shares was recorded as prepaid professional services and amortized ratably over the term of the contract. These shares were issued pursuant to a Form S-8 registration statement

80,000,000 shares of restricted common stock were issued as per agreement for the repurchase of 80,000 shares of DCM.

The company complies with the provisions of Emerging Issues Task Force Issue No. 96-18, Accounting for Equity Instruments Issued to Other Than Employees for Acquiring, or in Conjunction with, Selling Goods or Services ("EITF 96-18"), with respect to stock issuances to such non-employees, whereby the value of the services was determined as a reliable measurement of fair value.

Stock Issuance for Acquisitions

Refer to Note 2-Business Combinations

Preferred Stock

On April 1 2005 the 562,500,000 shares of its unregistered common stock which were not issued on March 8, 2005 and was changed to 56,250 shares of Class A Preferred Shares. The Board of Directors on March 8, 2005 authorized the issuance of 562,500,000 shares of its unregistered restricted common stock to the Reda Family Trust for $75,000.00. This issuance was intended to be exempt from registration under section 4 (2) and/or Regulation D of the Securities Act of 1933.

During the third quarter of fiscal year ended June 30, 2005 the Company issued 700,000 shares of Class C Preferred Shares convertible into $1.00 of Common Stock after 12 months as partial payment for the assets of Seamless P 2 P, LLC, the acquired assets were then transferred to a subsidiary of the Company, Seamless Peer 2 Peer, Inc., a Nevada Corporation. The Company also issued 55,784 shares of Class A Preferred Shares in order to reduce the debit "Note payable to related party" this debit is still on books as required by the Accountant until stock is cleared and the debit paid in full, the debit will be credited then it will no longer be included in the balance sheet.

By the end of the second quarter of fiscal year ended June 30, 2005 Windsor Professional Plaza LLC had 650,000 unconverted shares of preferred stock.

During the first quarter of fiscal year ended June 30, 2005 the Company cancelled 35,186 shares in order to reduce preferred stock outstanding because they would have converted into an amount of common shares in excess of those authorized. Windsor Professional converted 117,453 shares of preferred stock.

In May 2004 Mercatus, with the consent of the Company, assigned 1,029,231, preferred shares to Windsor Professional Plaza, LLC. During the first quarter of fiscal year ended June 30, 2005 the Company cancelled 35,186 shares in order to reduce preferred stock outstanding because they would have converted into an amount of common shares in excess of those authorized. By the end of the second quarter of fiscal year ended June 30, 2005 Windsor Professional converted 344,045 shares of preferred stock and has a balance of 650,000 unconverted Preferred Class "A" Shares.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(A) EXHIBITS

Exhibits included or incorporated by reference herein are set forth in the Exhibit Index following the signatures.

(B) REPORTS ON FORM 8-K

Other then listed below no reports on Form 8-K were filed during the quarter covered by this Form 10-QSB.

On March 17, 2005 the Company filed an 8K which described a series of agreements between the Company and regarding the election of President for Skyy-Fi , various other agreements and a cyber threat received by the Company.

On March 9, 2005 the Company filed an 8K which stated the election of new directors for the Company.

On March 3, 2005 the Company filed an 8K which stated the issuance of stock to consultants and employees for services rendered.

On January 19, 2005 the Company filed an 8K in which the Company acquired the assets of Seamless P 2 P, LLC for $1,000,000 worth of Company stock: as follows: 700,000 shares of Class C Preferred Shares convertible into $1.00 of Common Stock after 12 months and 300,000,000 shares of Common stock valued at $.001each and 20% interest in the new subsidiary of the Company "Seamless Peer 2 Peer, Inc" a Nevada Corporation.

On January 13, 2005 the Company filed an 8K which stated the issuance of stock to consultants and employees for services rendered.

SIGNATURES

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

ALPHA WIRELESS BROADBAND, INC.

Date: May 12, 2005

/s/ Albert R. Reda

Albert R. Reda
Chief Executive Officer,
Secretary

EXHIBIT INDEX

Number	Description
31	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32	Certification Pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).