Blink Technologies, Inc.
Form 10-Q/A
July 11, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form 10-Q/A

(Amendment No. 1)

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

For the quarterly period ended December 31, 2012

Blink Technologies, Inc.

(Exact name of registrant as specified in Charter)

ePunk, Inc.

(Former name, former address and former fiscal year, if changed since last report)

Nevada	**000-53564**	**26-1395403**
(State or other jurisdiction of incorporation or organization)	(Commission File No.)	(IRS Employee Identification No.)

5536 S. Ft. Apache #102

Las Vegas, NV 89148

(Address of Principal Executive Offices)

(949) 903-9144

(Issuer 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 x

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 x

Indicate by check mark whether the registrant is a larger accelerated filer, an accelerated filer, or a non-accelerated 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	x

Indicate by check mark whether the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. Yes ¨ No x

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. At June 25, 2014 the registrant had outstanding 43,950,602 shares of common stock, $.0001 par value per share. The registrant's common stock is listed under the symbol "PUNK.PK".

EXPLANATORY NOTE

This 10-Q is being amended to amend certain portions of the Notes to the Condensed Consolidated Financial Statements and the Management's Discussion and Analysis of Financial Condition and Results of Operations .

No other changes have been made to the Form 10-Q. This amendment speaks as of the original filing date of the Form 10-Q, does not , unless noted by date, reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosures made in the Form 10-Q.

Blink Technologies, Inc.

FORM 10-Q

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Item 1. Financial Statements.

Blink Technologies, Inc. (FKA: ePunk, Inc.)
Condensed Consolidated Balance Sheets

	December 31, 2012	September 30, 2012
	(Unaudited)	
ASSETS		
Current assets:		
Cash	$ -	$ 226,738
Other current assets	12,967	17,289
Total current assets	12,967	244,027
Assets from discontinued operations	153,794	152,258
Total assets	$ 166,761	$ 396,285
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Bank overdraft	$ 2,633	$ -
Accounts payable and accrued liabilities	75,321	15,841
Accrued interest	13,578	11,430
Convertible notes payable	133,821	133,821
Promissory note	100,000	197,859
Liabilities from discontinued operations	224,866	150,596
Total current liabilities	550,219	509,547
Total liabilities	550,219	509,547
Commitments and contingencies		
Stockholders' deficit:		
Preferred stock, $0.0001 par value; 25,000,000 shares authorized; none issued and outstanding at December 31, 2012 and September 30, 2012	-	-
Common stock, $0.0001 par value; 200,000,000 shares authorized; issued and outstanding 46,092,421 and 46,003,671 at December 31, 2012 and September 30, 2012, respectively	4,609	4,600
Deferred stock compensation	(22,600)	(56,500)
Additional paid-in capital	1,172,889	1,090,360
Accumulated deficit	(1,538,356)	(1,151,722)

Total stockholders' deficit		(383,458)		(113,262)
Total liabilities and stockholder's deficit	$	166,761	$	396,285

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

Blink Technologies, Inc. (FKA: ePunk, Inc.)
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended December 31, 2012	2011
Net sales	$ -	$ -
Cost of sales	-	-
Gross profit	-	-
Operating expenses:		
General and dministrative	92,686	5,588
Operating loss	(92,686)	(5,588)
Other income (expense):		
Interest expense	(4,840)	(5,930)
Loss from continuing operations	(97,526)	(11,518)
Income tax provision (benefit)	-	-
Net loss from continuing operations	(97,526)	(11,518)
Loss from discontinued operations	(289,108)	(79,065)
Net loss	(386,634)	(90,583)
Basic and diluted loss per common share:		
Continuing operations	$ (0.002)	$ (0.000)
Discontinued operations	(0.006)	(0.003)
Total	$ (0.008)	$ (0.003)
Weighted average common shares outstanding - basic	46,057,164	30,008,585

The shares listed below were not included in the computation of diluted losses per share because to do so would have been antidilutive for the periods presented:

Convertible promissory notes	1,473,994	32,936,332

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

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Blink Technologies, Inc. (FKA: ePunk, Inc.)
Condensed Consolidated Statements of Cash Flows (Unaudited)

	Three Months Ended December 31,	
Cash flows from operating activities:	**2012**	**2011**
Loss on continuing operations	$ (97,526)	$ (11,518)
Loss on discontinued operations	(289,108)	(79,065)
Reconciliation to net cash provided by (used in) continuing operations:		
Depreciation and amortization	3,551	940
Accretion of debt discount	91,897	-
Common stock issued for services	116,438	-
Changes in assets and liabilities:		
Accounts receivable	(4,353)	8
Inventory	960	(9,679)
Other current assets	2,628	-
Deposits	-	(1,160)
Accounts payable	93,386	74,109
Accrued interest	11,124	5,930
Net cash used by operating activities	(71,003)	(20,435)
Cash flows from investing activities:		
Capital expenditures, net	-	(8,754)
Net cash used by investing activities	-	(8,754)
Net cash provided by financing activities:		
Proceeds from convertible promissory notes	-	22,350
Proceeds from promissory notes	2,141	-
Payment of promissory note	(100,000)	-
Proceeds from revolving credit facility	93,650	-
Payments of revolving credit facility	(151,526)	-
Net cash (used in) provided by financing activities	(155,735)	22,350
Net increase (decrease) in cash	(226,738)	(6,839)
Cash - beginning of period	226,738	18,206
Cash - end of period	$ -	$ 11,367
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
CASH PAID DURING THE YEAR FOR:		
Taxes paid	$ -	$ -
Interest paid	$ -	$ -
NON-CASH FINANCING ACTIVITIES:		
Value of common stock issued for services	$ 82,538	$ -
Value of debt discount recorded for beneficial conversion feature	$ 91,897	$ -
Value of stock issued for deferred stock compensation	$ 33,900	$ -

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

Blink Technologies, Inc. (fka ePunk, Inc.)

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Basis of Presentation

The unaudited financial statements of Blink Technologies, Inc. (formerly known as ePunk, Inc.) as of December 31, 2012, and for the three months ended December 31, 2012 and 2011, have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting and include our wholly-owned subsidiary, Punk Industries, Inc. ("Punk"). Accordingly, they do not include all of the disclosures required by accounting principles generally accepted in the United States for complete financial statements and should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended September 30, 2012, as filed with the Securities and Exchange Commission as part of the Company's Form 10-K. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the interim financial information have been included. The Company did not record an income tax provision during the periods presented due to net taxable losses. The results of operations for any interim period are not necessarily indicative of the results of operations for the entire year.

Note A – Organization and Going Concern

Organization

Blink Technologies, Inc. (fka ePunk, Inc.) was originally incorporated under the laws of the State of Delaware on April 27, 2007 as Sewell Ventures, Inc. On January 29, 2010, the Company was re-domiciled to the State of Nevada.

On February 10, 2014, the Company entered into a Share Exchange Agreement with Blink Technologies, Inc., a Nevada corporation whereby the Company has agreed to issue, on a pro rata basis, a total of 24,000,000 shares of the Company's common stock, which will represent 54.98% of the post-closing issued and outstanding shares of the Company, in exchange for all of the issued and outstanding common share capital of Blink Technologies. Blink Technologies is based in Silicon Valley and is focused on delivering consumer technology solutions that enhance and expand the experiences people enjoy every-day while using essential electronic devices such as smartphones, tablets, and TVs. On June 26, 2014, the Company issued 24,000,000 shares of common stock due and allocated as of February 10, 2014, to sixty nine shareholders of record in accordance with the terms and conditions of the Share Exchange Agreement with Blink Technologies, Inc. , dated February 10, 2014.

Going Concern

The accompanying consolidated financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America, which contemplate continuation of the Company as a going concern. In the course of funding sales and marketing activities, the Company has sustained operating losses since inception, and, as of December 31, 2012, has an accumulated deficit of $1,538,356 and negative working capital of $537,252. The Company will continue to use capital and may not be profitable for the foreseeable future. These factors raise doubt about the ability of the Company to continue as a going concern. In this regard, management is proposing to raise any necessary additional funds not provided by operations through loans or through sales of common stock. There is no assurance that the Company will be successful in raising this additional capital. If adequate funds are not available on reasonable terms or at all, it would result in a material adverse effect on the Company's business, operating results, financial condition and prospects.

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In view of these conditions, the ability of the Company to continue as a going concern is in substantial doubt and dependent upon achieving a profitable level of operations and on the ability of the Company to obtain necessary financing to fund ongoing operations. Management is planning to raise necessary additional funds for working capital through loans and additional sales of its common stock. However, there is no assurance that the Company will be successful in raising additional capital or that such additional funds will be available on acceptable terms, if at all. Should the Company be unable to raise this amount of capital its operating plans will be limited to the amount of capital that it can access. These financial statements do not give effect to any adjustments which will be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements.

Note B – Discontinued Operations

On October 9, 2013, the Company and TCA Global Credit Master Fund executed an Assignment, Assumption Waiver and Termination Agreement (the "Assignment Agreement") as a result of the default by the Company under the Credit Agreement for failure to make principle and interest payments. Under the Assignment Agreement the Company assigned all of its right, title and interest in the website www.countyimports.com in consideration for (i) the TCA's waiver of its rights to foreclose upon the Collateral (as defined in the Credit Agreement), (ii) TCA's immediate release and discharge of all liens and security interests currently held in favor of TCA against the Company, (ii) TCA's immediate release and discharge of all obligations owed by the Company under and pursuant to the Credit Agreement and all Loan Documents (as defined therein) and (iii) TCA's immediately termination of the Credit Agreement and all Loan Documents. As a result, the Company effectively ceased revenue generating activities and on October, 9, 2013, the Company impaired the full value of its fixed and intangible assets. These financial statements reflect the revenue generating activities and related financial statement items as discontinued operations.

Discontinued operations are comprised of the following balance sheet components:

	December 31, 2012	September 30, 2012
Current assets:		
Accounts receivable	$ 4,353	$ -
Inventory	23,741	24,701
Other current assets	66,960	65,265
Total current assets	95,054	89,966
Non current assets:		

Property, plant and equipment, net		31,567		34,672
Intangible assets net of $3,274 and $2,827 of amortization, respectively		9,226		9,673
Deposits		17,947		17,947
Total non current assets		58,740		62,292
Total assets	$	153,794	$	152,258
Current liabilities:				
Accounts payable and accrued liabilities	$	147,157	$	115,884
Accrued interest		8,976		-
Revolving credit facility, net of $173,391 and $265,288 discount, respectively		68,733		34,712
Total current liabilities	$	224,866	$	150,596

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Revolving Credit Facility

On September 25, 2012, the Company borrowed $300,000 (the "Loan") from TCA Global Credit Master Fund, LP (the "Lender") pursuant to the terms of the Senior Secured Revolving Credit Facility Agreement, dated as of August 31, 2012 (the "Credit Agreement"), among the Company and the Lender. Under the Credit Agreement, the Company may borrow up to an amount equal to the lesser of 80% of its Eligible Accounts (as defined in the Credit Agreement) and the revolving loan commitment, which initially is $300,000. Loaned amounts bear interest at the rate of 11%.

The Lender may elect, in its sole discretion, to convert all or any portion of the outstanding principal amount of the Loan, and any or all accrued and unpaid interest thereon into shares of our common stock at a conversion price equal to eighty-five percent (85%) of the lowest daily volume weighted average price of the Company’s Common Stock during the five (5) trading days immediately prior to the Conversion Date.

Pursuant to ASC 470-20-25, the Company recorded a debt discount related to the share issuance, Loan Fees and beneficial conversion feature. The Company first allocated between the Loan and the 106,837 shares issued based upon their relative fair values. The fair value of the stock issued with the Loan of $125,000 was calculated based on the closing price of our common stock. This resulted in allocating $88,235 to the issued shares and $211,765 to the Loan.

The intrinsic value of the beneficial conversion feature was computed as the difference between the fair value of the common stock and the total price to convert based on the effective conversion price. The calculated intrinsic value was $152,065.

On October 9, 2013, the Company and TCA Global Credit Master Fund executed an Assignment, Assumption Waiver and Termination Agreement as a result of the default by the Company under the Credit Agreement for failure to make principle and interest payments. Pursuant to the Assignment Agreement the Company assigned all of its right, title and interest in the website www.countyimports.com in consideration for (i) the TCA’s waiver of its rights to foreclose upon the Collateral, (ii) TCA’s immediate release and discharge of all liens and security interests currently held in favor of TCA against the Company, (ii i) TCA’s immediate release and discharge of all obligations owed by the Company under and pursuant to the Credit Agreement and all Loan Documents and (i v) TCA’s immediately termination of the Credit Agreement and all Loan Documents.

During the three months ended December 31, 2012, the Company recognized $8,426 of interest expense related to this Note and $91,897 of accretion related to the debt discount. The remaining debt discount of $173,391 will be amortized through February 28, 2013.

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<u>Note C – Promissory Notes</u>

<u>Convertible Promissory Notes ("CPN")</u>

As of December 31, 2012, the Company had the following CPNs:

Date of: Issuance	Maturity	Conversion Price	Status	Principle	Accrued Interest	Total Outstanding
01/28/11	07/28/11	$ 0.10	In default	$ 5,000	$ 769	$ 5,769
06/21/11	01/21/12	0.10	In default	2,500	306	2,806
06/24/11	01/24/12	0.10	In default	10,000	1,219	11,219
07/14/11	02/14/12	0.10	In default	10,000	1,175	11,175
07/28/11	02/28/12	0.10	In default	10,000	1,144	11,144
08/10/11	02/10/12	0.10	In default	15,262	1,703	16,965
08/19/11	02/19/12	0.10	In default	10,000	1,098	11,098
09/21/11	03/21/12	0.10	In default	21,500	2,205	23,705
10/12/11	04/12/12	0.10	In default	2,900	276	3,176
10/19/11	04/19/12	0.10	In default	7,500	690	8,190
11/09/11	05/09/12	0.10	In default	11,950	1,014	12,964
01/03/12	07/03/12	0.10	In default	11,817	940	12,757
02/27/12	08/27/12	0.10	In default	15,392	1,039	16,431
				$ 133,821	$ 13,578	$ 147,399
Number of shares issuable upon exercise of the above debt upon default						1,473,994

From time to time the Company has issued CPNs all with identical terms, including a maturity date from six to seven months from the date of issuance, eight percent (8%) per annum interest rate, no requirement for any payments prior to maturity, and the right to convert the outstanding principle and interest in to into fully paid and non-assessable shares of the Company's common stock at a fixed conversion price of $0.10 or $0.20 per share upon default. The conversion privilege provides for net share settlement only. Pursuant to ASC 470-20-25-5, the Company determined that due to the market price of the Company's common stock being greater than the conversion price contained in each CPN on the commitment date, each CPN contained a beneficial conversion feature (“BCF”) with an intrinsic value in excess of the face amount of each CPN. The resulting discount to the Loan is recorded to interest expense upon default. The Company has not received notice from the holder of the defaulted notes to enforce collection. The Company communicates regularly with the holder who has not expressed a desire to force collection at this time.

During the three months ended December 31, 2012, the Company did not issue any CPNs or recognize interest expense related to the BCF contained in CPN's as none fell into default during the three months ended December 31, 2012. During the three months ended December 31, 2012 and 2011, the Company recognized $2,698 and $5,930, respectively, of interest expense related to the stated interest rate contained in the Company's CPNs.

Non-Convertible Promissory Notes

On March 19, 2012, the Company entered into a Securities Purchase Agreement, Guaranty and Note (the "Note") with Gemini Master Fund, Ltd. under which the Company issued a promissory note with a face amount of $280,000 and received net proceeds of $245,000. The net proceeds include a $30,000 original issue discount ("OID") and $5,000 in documentary fees associated with the note and withheld by the lender. The Note matured six months from the date of issue, bears interest of twelve percent (12%) per annum on the face amount and is payable in full upon maturity. In the event of default, the Note is subject to a penalty of 130% of the then outstanding principle and increase in the interest rate to twenty four percent (24%) per annum. In connection with the Note the Company issued 200,000 shares of restricted common stock. Pursuant to ASC 470-20-25, the Company recorded a debt discount of $105,933 including $70,933 attributable to the 200,000 shares of common stock and $35,000 to the OID and documentary fees. The debt discount was accreted over the term of the Note, or six months on a straight line basis during our second through fourth quarters of 2012.

During the three months ended December 31, 2012, on October 3, 2012, the Company paid $100,000 against the principle balance of the Note and issued 20,000 shares of restricted common stock to Gemini Master Fund, Ltd. in exchange for their not exercising the default terms of the Note. The shares were valued on the date of the Agreement or $0.93 per share. On December 31, 2012, Gemini sold and Amalfi Coast Capital purchased the remaining $100,000 balance remaining under the Note.

During the three months ended December 31, 2012, the Company recognized $2,141 of interest expense related to this note.

Note D – Commitments

On March 22, 2012, the Company entered into a lease for real property located at 1060 Calle Negocio, Suite B, San Clemente, CA 92673. The space includes 6,540 square feet of office and industrial space to be used for warehousing and fulfillment activities. The term of the lease is one year from May 1, 2012 through April 30, 2013 at a monthly cost of $5,332. Upon execution of the lease the company paid the first month's rent and deposit of the same amount or $10,464.

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Note E – Stockholders Equity

Preferred Stock

The Company has authorized 25,000,000 shares of $0.0001 par value preferred stock available for issuance. No shares of preferred stock have been issued as of December 31, 2012.

Common Stock

The Company has authorized 200,000,000 shares of $0.0001 par value common stock available for issuance. 46,092,421 shares are issued and outstanding as of December 31, 2012.

On May 10, 2012 ("Effective Date"), the Company's Board of Directors and Majority Shareholders adopted the 2012 Stock Incentive Plan. (the "Plan")(See Exhibit 10.1 to the Company's December 31, 2011 Form 10-Q filed with the SEC on May 31, 2012). The purpose of the plan is to facilitate the ability of the Company and its subsidiaries to attract, motivate and retain eligible employees, directors and other personnel through the use of equity-based and other incentive compensation opportunities. The Company may issue each of the following under the Plan: incentive options, nonqualified options, Director shares, stock appreciation rights, restricted stock and deferred stock rights, other types of awards and performance-based awards as approved by the Board. No Award shall be granted pursuant to the Plan ten years after the Effective Date. Stock options to purchase shares of our common stock expire no later than ten years after the date of grant. The total number of shares available under the Plan is four million (4,000,000). In any fiscal year, the total number of shares that may be covered by awards made to an employee may not exceed 1,000,000 plus the aggregate amount of such individual’s unused annual share limit as of the close of the preceding fiscal year, and the maximum amount of cash that may be payable to an employee pursuant to performance-based cash awards made under Section 10 of the Plan is $1,000,000 plus the aggregate amount of such individual’s unused annual dollar limit as of the close of the preceding fiscal year. During the three months ended December 31, 2012, 68,750 shares of restricted common stock were issued under the Plan. As of December 31, 2012, 783,750 shares of restricted common stock have been issued under the Plan.

The Company measures and records stock-based compensation awards to employees pursuant to guidance in ASC 718 *Compensation-Stock Compensation.* The Company measures and records stock-based compensation awards to non-employees pursuant to guidance in ASC 505-50 *Equity-Based Payments to Non-Employees*.

Stock Issued in Connection With Debt Issuance

On December 13, 2012, the Company issued 20,000 shares of restricted common stock to Gemini Master Fund, Ltd. in exchange for their not exercising the default terms of the Note. The shares were valued at the low bid price on the date of the Agreement or $0.93 per share.

Stock Issued for Services

During the three months ended December 31, 2012, the Company issued 68,750 shares of restricted common stock to three individuals in exchange for services valued at $63,938.

On May 15, 2012, the Company's Board approved the issuance of 200,000 shares of restricted common stock to a Consultant. The Company and Consultant entered into a Restricted Stock Award Agreement covering such shares. Pursuant to the RSA, Consultant is to provide substantial services through March 1, 2013 at which time the shares will be deemed vested. In the event the Company or Consultant terminate their relationship prior to March 1, 2013, the shares shall be forfeited to the Company without offset. Pursuant to ASC 505-50-30, the Company recorded deferred stock compensation in the equity portion of the balance sheet and is amortizing the fair value of the stock over the vesting period, or ten months at $11,300 per month. During the year ended September 30, 2012, the Company recognized $56,500 of expense related to this issuance with $56,500 remaining to be expensed. During the three months ended December 31, 2012, the Company recognized $33,900 of expense with $22,600 remaining to be expensed.

During the three-months ended December 31, 2012, the Company issued 15,000 shares of restricted common stock to our attorney in exchange for services valued at $3,750.

Note F – Subsequent Events

Pursuant to FASB Accounting Standards Codification 855, Subsequent Events, Including ASC 855-10-S99-2, the Company evaluated subsequent events through the date of this report.

On February 6, 2013, the Company issued 68,181 shares of restricted common stock in exchange for services valued at the price of our common stock on the date the related agreement, or $0.845 per share.

On May 22, 2013, 1) Jesse Gonzales returned and the company canceled 13,000,000 shares of common stock leaving Mr. Gonzales with 75,000 restricted common shares, 2) Justin Dornan returned and the company canceled 100% of Mr. Dornan's holdings or 7,910,000 shares of common stock, and 3) Frank Dreschler returned and the company canceled 100% of Mr. Dreschler's holdings or 5,300,000 shares of common stock.

On February 10, 2014, the Company entered into a Share Exchange Agreement with Blink Technologies, Inc. (“Blink”) , a Nevada corporation whereby the Company has agreed to issue, on a pro rata basis, a total of 24,000,000 shares of the Company’s common stock, which will represent 54.98% of the post-closing issued and outstanding shares of the Company, in exchange for all of the issued and outstanding common share capital of Blink. As a result of the change in control, Blink has been deemed the accounting acquirer resulting in a recapitalization of equity and all future financial presentation being that of Blink’s historical operations. On June 26, 2014, the Company issued 24,000,000 shares of common stock due and allocated as of February 10, 2014, to sixty nine shareholders of record in accordance with the terms and conditions of the Share Exchange Agreement with Blink Technologies, Inc., dated February 10, 2014.

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

Forward-Looking Statements

This Form 10-Q includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included or incorporated by reference in this Form 10-Q which address activities, events or developments which the Company expects or anticipates will or may occur in the future, including such things as future capital expenditures (including the amount and nature thereof); finding suitable merger or acquisition candidates; expansion and growth of the Company's business and operations; and other such matters are forward-looking statements. These statements are based on certain assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate under the circumstances. However, whether actual results or developments will conform with the Company's expectations and predictions is subject to a number of risks and uncertainties, including general economic, market and business conditions; the business opportunities (or lack thereof) that may be presented to and pursued by the Company; changes in laws or regulation; and other factors, most of which are beyond the control of the Company.

These forward-looking statements can be identified by the use of predictive, future-tense or forward-looking terminology, such as "believes," "anticipates," "expects," "estimates," "plans," "may," "will," or similar terms. These statements appear in a number of places in this Filing and include statements regarding the intent, belief or current expectations of the Company, and its directors or its officers with respect to, among other things: (i) trends affecting the Company's financial condition or results of operations for its limited history; (ii) the Company's business and growth strategies; and, (iii) the Company's financing plans. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors. Such factors that could adversely affect actual results and performance include, but are not limited to, the Company's limited operating history, potential fluctuations in quarterly operating results and expenses, government regulation, technological change and competition.

Consequently, all of the forward-looking statements made in this Form 10-Q are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequence to or effects on the Company or its business or operations. The Company assumes no obligations to update any such forward-looking statements.

Business

During the period covered by this report, we were a distributor of power sports products and accessories, including scooters, street and off-road motorcycles, all-terrain vehicles utility terrain vehicles, karts and buggies through CountyImports.com and through our storefront, Pacific Coast House of Rides located in Dana Point, California.

On October 9, 2013, we assigned all of our right, title and interest in the website www.countyimports.com to TCA Global Credit Master Fund as a result of the default by our Company under the Credit Agreement for failure to make principle and interest payments. As a result, we effectively ceased revenue generating activities.

On February 10, 2014, w e entered into a Share Exchange Agreement with Blink Technologies, Inc., a Nevada corporation whereby we agreed to issue, on a pro rata basis, a total of 24,000,000 shares of our common stock, which will represent 54.98% of the post-closing issued and outstanding shares our c ompany, in exchange for all of the issued and outstanding common share capital of Blink Technologies. On June 26, 2014, we issued 24,000,000 shares of common stock due and allocated as of February 10, 2014, to sixty nine shareholders of record in accordance with the terms and conditions of the Share Exchange Agreement with Blink Technologies, Inc., dated February 10, 2014.

Plan of Operation

Blink Technologies is based in Silicon Valley and is focused on delivering consumer technology solutions that enhance and expand the experiences people enjoy every-day while using essential electronic devices such as smartphones, tablets, and TVs. Our long-term business strategy is to design, deliver, and support integrated data collection, aggregation, management, and content streaming solutions that include consumer electronic data computing devices complemented by innovative software-as-a-solution (SaaS), subscription-based data management applications. While we launched BiggiFi streaming media player into the domestic streaming media market in October 2013 , manag e ment 's future business plan will focus on and deliver next-generation integrated consumer technology solutions that collect, aggregate, manage, and help make sense of data critical to maximizing user experiences, improving subject wellness, and optimizing personal performance .

Critical Accounting Estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires us to make judgments, assumptions and estimates that affect the amounts reported. Note A of Notes to Financial Statements describes the significant accounting policies used in the preparation of the financial statements. Certain of these significant accounting policies are considered to be critical accounting policies, as defined below.

A critical accounting policy is defined as one that is both material to the presentation of the Company's financial statements and requires management to make difficult, subjective or complex judgments that could have a material effect on the Company's financial condition and results of operations. Specifically, critical accounting estimates have the following attributes:

- We are required to make assumptions about matters that are highly uncertain at the time of the estimate; and
- Different estimates we could reasonably have used, or changes in the estimate that are reasonably likely to occur, would have a material effect on the Company's financial condition or results of operations.

Estimates and assumptions about future events and their effects cannot be determined with certainty. We base estimates on historical experience and on various other assumptions believed to be applicable and reasonable under the circumstances. These estimates may change as new events occur, as additional information is obtained and as the Company's operating environment changes. These changes have historically been minor and have been included in the consolidated financial statements as soon as they became known. Based on a critical assessment of the Company's accounting policies and the underlying judgments and uncertainties affecting the application of those policies, management believes that our financial statements are fairly stated in accordance with accounting principles generally accepted in the United States, and present a meaningful presentation of the Company's financial condition and results of operations.

In preparing the Company's financial statements to conform to accounting principles generally accepted in the United States, we make estimates and assumptions that affect the amounts reported in the Company's financial statements and accompanying notes. These estimates include useful lives for fixed assets for depreciation calculations and assumptions for valuing options and warrants. Actual results could differ from these estimates.

Stock-Based Compensation

We measure and record stock-based compensation awards to employees pursuant to guidance in ASC 718 Compensation-Stock Compensation. We measure and record stock-based compensation awards to non-employees pursuant to guidance in ASC 505-50 Equity-Based Payments to Non-Employees. We measure fair value by application of the Black-Scholes option pricing model and recognize expense over the requisite service period or upon completion of milestones for performance-based awards depending on the relevant guidance in ASC 708 or ASC 505.

Accounting Changes and Recent Accounting Standards

We review new accounting standards as issued. Although some of these accounting standards issued or effective after the end of our previous fiscal year may be applicable to us, we have not identified any standards that we believe merit further discussion. We believe that none of the new standards will have a significant impact on our consolidated financial statements.

Results of Operations

Three Months Ended December 31, 2012 Compared with the Three Months Ended December 31, 2011

Revenue, COGS and Gross Profit

	Three Months Ended December 31, 2012	2011	Increase / (Decrease)	Percentage Change
Discontinued operations:				
Net sales	$ 329,453	$ 226,706	$ 102,747	45.3 %
Cost of sales	225,586	192,164	33,422	17.4 %
Gross profit	$ 103,867	$ 34,542	$ 69,325	200.7 %

Revenues totaled $329,453 for the three months ended December 31, 2012 compared to $226,706 during the three months ended December 31, 2011. Most revenue was generated through www.Countyimports.com and consists of sales of scooters, ATV's, UTV's, motorcycles and parts and accessories. Sales increased as a result of bringing CountyImports.com related sales into our company during 2012. Gross profit increased to $103,867 during the three months ended December 30, 2012 compared to $34,542 during the three months ended December 30, 2011. Gross margin increased to 31.5% during 2012 compared to 15.2% during 2011. Gross margin as a percent of revenue fluctuates due to our short operating history and inconsistent sales patterns.

Operating Expenses

	Three Months Ended December 31, 2012	2011	Increase / (Decrease)	Percentage Change
General and administrative	$ 40,186	$ 5,588	$ 34,598	619.1%
Stock compensation expense	52,500	-	52,500	-
Discontinued operations:				
General and administrative	186,613	94,829	91,784	96.8%
Sales and marketing	38,550	17,838	20,712	116.1%
Depreciation and amortization	3,551	940	2,611	277.8%
Stock compensation expense	63,938	-	63,938	-
Total operating expenses	$ 385,338	$ 119,195	$ 266,143	223.3%

Operating expenses consist of personnel costs, professional fees, facility costs, sales and marketing costs, public company costs, and other general operating costs. Excluding stock compensation expense, total operating expenses for the three months ended December 31, 2012 were higher by $149,705 compared to the three months ended December 31, 2011. We experienced an increase in all cost categories as a result of ramping up for and anticipated increase in sales.

Other Expense

	Three Months Ended December 31, 2012	2011
Interest expense - other	$ (4,840)	$ (5,930)

Discontinued operations:				
Interest expense - other		(8,426)		
Interest expense - accretion of debt discount		(91,897)		-
Total other expense	$	(105,163)	$	(5,930)

Interest expense - other consists of expense related to the stated interest rate payable on debt due to Amalfi. Discontinued operations related interest expense is attributable to the TCA loan. Interest expense - accretion of debt discount relates to the amortization of the beneficial conversion feature contained in the TCA loan.

Net Loss

As a result of the foregoing, our net loss for the three months ended December 31, 2012 was $386,634 compared to a net loss of $90,583 during the three months ended December 31, 2011.

Liquidity and Capital Resources

The accompanying financial statements have been prepared assuming we will continue as a going concern. The Company has an accumulated deficit of $1,538,356. As of December 31, 2012, we had current assets of $12,967 and current liabilities totaling $550,219. We expect to incur losses into the foreseeable future. These conditions raise substantial doubt about our ability to continue as a going concern. Management recognizes that in order for us to meet our capital requirements, and continue to operate, additional financing will be necessary. To date, we have financed our expenses primarily from loans, sales of our common stock for cash and issuances of our common stock in exchange for services.

Management is planning to raise necessary additional funds for working and growth capital through loans and additional sales of its common stock. However, there is no assurance that we will be successful in raising additional capital or that such additional funds will be available on acceptable terms, if at all. Should we be unable to raise this amount of capital its operating plans will be limited to the amount of capital that it can access.

Net cash used by operating activities was $71,003 for the three months ended December 31, 2012 compared to $20,435 used by operating activities for the three months ended December 31, 2011.

Net cash used by investing activities was $ 0 for the three months ended December 31, 2012 compared to $ 8,754 used by investing activities for the three months ended December 31, 2011.

Net cash used by financing activities was $155,735 for the three months ended December 31, 2012 compared to $22,350 provided by financing activities for the three months ended December 31, 2011.

Off-Balance Sheet Arrangements

We have no off-balance sheet transactions.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not required under Regulation S-K for “smaller reporting companies.”

Item 4.Controls and Procedures.

Disclosure Controls and Procedures

As the end of the period covered by this quarterly report, the Chief Executive and Chief Financial Officer of the Company (the “Certifying Officer”) conducted an evaluation of the Company’s disclosure controls and procedures. As defined under Sections 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the term “disclosure controls and procedures” means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer’s management, including the Certifying Officer, to allow timely decisions regarding required disclosure.

Based on this evaluation, the Certifying Officer has concluded that the Company’s disclosure controls and procedures were not effective, for the quarter covered by this report, to ensure that material information is recorded, processed, summarized and reported by management of the Company on a timely basis in order to comply with the Company’s disclosure obligations under the Exchange Act, and the rules and regulations promulgated there under.

Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

Cambio, Inc. v. San West, Inc. et. al. (Superior Court of California, County of San Diego, Case No. 30-2012-0006183). On or about July 5, 2012, Cambio, Inc. ("Cambio") commenced a civil action against the Company in the Superior Court of the State of California, County of San Diego, alleging damages arising out of Cambio's sale of assets to a third party in which the Company was a named defendant. A settlement Agreement was entered into in this matter on February 27, 2014, under which the Company was released in its entirety. The Company was not required to pay any damages or costs under this Settlement Agreement.

ePunk, Inc. v. Jesse Richard Gonzales et. al. (District Court, Clark County Nevada, Case No. A-12-699135-C). On April 11, 2013, the Company filed and action against certain individuals and entities including former officers Jesse Richard Gonzales and Justin Dorman (the "Defendants") alleging damages relating to certain actions involving the stock of the Company.   The Complaint was for: Breach of Contract; Unjust Enrichment; Intentional Interference with Contract; Concert of Action; Injunctive Relief; Breach of the Implied Covenant of Good Faith and Fair Dealing; and Breach of Fiduciary Duty.   Plaintiff EPUNK, INC. prayed for judgment against Defendants, for the following: general and special damages in excess of Ten Thousand Dollars ($10,000), and in an amount to be determined at trial, For an Order from this Court enjoining Defendants from transferring or otherwise alienating EPUNK, INC. stock pending the outcome of this action, interest upon an award of damages according to law, for reasonable attorney's fees, for costs of suit, for any such other relief as the Court may deem just and proper. This matter is still ongoing. The Company is confident that it will achieve a favorable result in this matter.

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

On December 16, 2012, the Company issued 20,000 shares of restricted common stock to Gemini Master Fund, Ltd. in exchange for their not exercising the default terms of the Note. The shares were valued on the date of the Agreement or $0.93 per share.

On December 13, 2012, the Company issued 68,750 shares of restricted common stock to three individuals in exchange for services valued at $63,938.

The Note and common stock issuances were issued in reliance upon exemptions from registration pursuant to, among others, Section 4(2) under the Securities Act of 1933, as amended (the "Securities Act") and Regulation S promulgated under the Securities Act.

Item 3. Defaults Upon Senior Securities.

Please refer to the financial statement footnotes, "Note D - Promissory Notes" and "Note E - Revolving Credit Facility". The Company is currently in default on all outstanding debt, or $475,945 of principal.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

There is no information with respect to which information is not otherwise called for by this form.

Item 6. Exhibits.

Exhibit	Description of Exhibit
3.1	Articles of Incorporation (incorporated by reference from our Report on Form SB-2 filed on October 11, 2007)
3.2	Certificate of Amendment to the articles of Incorporation of ePunk, Inc. (Incorporated by reference from Exhibit 3.1 to Form 8-K filed with the Securities and Exchange Commission on June 22, 2011).
3.3	Bylaws (incorporated by reference from our Report on Form SB-2 filed on October 11, 2007)
10.1	ePunk, Inc. 2012 Stock Incentive Plan (Incorporated by reference to the exhibits filed as part of the report on Form 10-Q filed by the Company on May 31, 2012)
10.2	Assignment, Assumption Waiver and Termination Agreement between ePunk, Inc. and TCA Global Credit Master Fund, LP. (Incorporated by reference to the exhibit filed as part of the report on Form 10-Q filed by the Company on June 5, 2014)
31.1*	Chief Executive and Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.2*	Chief Executive and Financial Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS **	XBRL Instance Document
101.SCH **	XBRL Taxonomy Extension Schema Document
101.CAL **	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF **	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB **	XBRL Taxonomy Extension Label Linkbase Document
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document

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* Filed Herewith

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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SIGNATURES

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

	Blink Technologies, Inc. (Registrant)
Dated: July 10, 2014	By ***/s/ Dean Miller*** Dean Miller, Chief Executive, Financial Officer and Principal Accounting Officer