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

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

For the quarterly period ended June 30, 2012

ePunk, Inc.
(formerly Truesport Alliances & Entertainment, Ltd.)
(formerly Sewell Ventures, Inc.)
(Exact name of registrant as specified in Charter)

Nevada	333-147394	26-1395403
(State or other jurisdiction of incorporation or organization)	(Commission File No.)	(IRS Employee Identification No.)

34105 Pacific Coast Highway
Dana Point, CA 92629
(Address of Principal Executive Offices)

(949) 514-6724
(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 ¨

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 o 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 August 22, 2012 the registrant had outstanding 22,549,917 shares of common stock, $.0001 par value per share. The registrant’s common stock is listed under the symbol “PUNK.PK”.

ePunk, Inc.
FORM 10-Q
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Item 1. Financial Statements.

ePunk, Inc.
Consolidated Balance Sheets

	June 30, 2012 (Unaudited)	September 30, 2011
ASSETS		
Current assets:		
Cash	$ 26,496	$ 18,206
Accounts receivable	-	1,136
Inventory	23,655	7,317
Other current assets	34,236	-
Total current assets	84,387	26,659
Property, plant and equipment, net of $5,244 and $207 of accumulated depreciation, respectively	37,777	2,293
Intangible assets net of $2,380 and $1,041 of amortization, respectively	10,120	11,459
Deposits	17,442	11,050
Total assets	$ 149,726	$ 51,461
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued liabilities (Note B)	$ 181,334	$ 24,335
Accrued interest (Note C)	17,571	4,297
Convertible notes payable (Note C)	133,821	395,588
Promissory notes, net of $44,139 and $0 discount, respectively (Note C)	235,861	-
Total current liabilities	568,587	424,220
Total liabilities	568,587	424,220
Commitments and contingencies		
Stockholders' deficit (Note D):		
Common stock, $0.0001 par value; 100,000,000 shares authorized; issued and outstanding 31,819,917 and 30,008,585 at June 30, 2012 and September 30, 2011, respectively.	3,182	3,001
Common stock payable	268,500	-
Deferred stock compensation	(90,400)	-
Additional paid-in capital	228,619	(300,917)
Accumulated earnings	(828,762)	(74,843)
Total stockholders' deficit	(418,861)	(372,759)
Total liabilities and stockholder's deficit	$ 149,726	$ 51,461

The accompanying notes are an integral part of these financial statements

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ePunk, Inc.
Consolidated Statements of Operations (Unaudited)
For the Three Months Ended June 30, 2012 and 2011, the Nine Months ended June 30, 2012
and the Period From February 25, 2011 (Inception) through June 30, 2011

	Three Months Ended June 30,		Nine Months Ended June 30, 2012	February 25, Through June 30, 2011
	2012	2011		
Net sales	$672,438	$180,467	$1,430,412	$206,217
Cost of sales	564,774	161,483	1,227,412	186,464
Gross profit	107,664	18,984	203,000	19,753
Operating expenses:				
General and administrative	468,998	14,377	666,086	16,577
Sales and marketing	70,810	1,106	121,524	1,106
Depreciation and amortization	3,195	595	6,375	595
Total operating expenses	543,003	16,078	793,985	18,278
Operating loss	(435,339)	2,906	(590,985)	1,475
Non-operating income (expense):				
Interest expense - other	(11,453)	(118)	(24,622)	(185)
Interest expense - accretion of debt discount	(52,966)	-	(61,794)	-
Accretion of beneficial conversion feature	(19,400)	-	(76,518)	-
Total non-operating income (expense)	(83,819)	(118)	(162,934)	(185)
Income (loss) before income taxes	(519,158)	2,788	(753,919)	1,290
Income tax provision (benefit)	-	-	-	-
Net income (loss)	$(519,158)	$2,788	$(753,919)	$1,290
Net income (loss) per common share:				
Basic:	$(0.016)	$0.009	$(0.025)	$0.004
Weighted average common shares outstanding basic	31,887,040	308,540	30,647,403	308,536
The average 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	710,015	-	710,015	-

The accompanying notes are an integral part of these financial statements

ePunk, Inc.
Consolidated Statement of Stockholder's Deficit
For Nine Months Ended June 30, 2012 and the Period From February 25, 2011 (Inception) through September 30, 2011

	Common stock Shares	Common stock Amount	Payable	Deferred Stock Compensation	Additional paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
Balance, February 25, 2011	-	$-	$-	$ -	$-	$ -	$ -
Shares issued for website properties	24,750,000	2,475			10,025		12,500
Legal acquirer shares issued in merger	308,585	31			(359,947)		(359,916)
Shares issued upon the conversion of debt	4,950,000	495			49,005		49,500
Net loss						(74,843)	(74,843)
Balance, September 30, 2011	30,008,585	$3,001	$-	$ -	$(300,917)	$ (74,843)	$ (372,759)
Shares issued upon the conversion of debt	1,611,332	161			322,105		322,266
Shares issued in exchange for services	450,000	10	268,500	(113,000)	59,990		215,500
Shares issued as inducement to lend	100,000	10			70,923		70,933
Beneficial conversion feature					76,518		76,518
Amortization of deferred stock compensation				22,600			22,600
Net loss						(753,919)	(753,919)
Balance, June 30, 2012	32,169,917	$3,182	$268,500	$ (90,400)	$228,619	$ (828,762)	$ (418,861)

The accompanying notes are an integral part of these financial statements

ePunk, Inc.
Consolidated Statements of Cash Flows
For the Nine Months Ended June 30, 2012 and the Period From February 25, 2011 (Inception) through June 30, 2011

	Nine Months Ended June 30, 2012	February 25, 2011 through June 30, 2011
Cash flows from operating activities:		
Net loss	$(753,919)	$1,290
Reconciliation to net cash provided by (used in)		
continuing operations:		
Depreciation and amortization	6,375	595
Accretion of debt discount	61,794	-
Accretion of beneficial conversion feature	76,518	-
Shares issued in exchange for services	238,100	-
Changes in certain assets and liabilities:		
Accounts receivable	1,136	(4,409)
Inventory	(16,338)	-
Other current assets	(34,236)	-
Deposits	(6,392)	-
Accounts payable	156,999	7,055
Accrued interest	24,215	185
Net cash (used) provided by operating activities	(245,748)	4,716
Cash flows from investing activities:		
Capital expenditures, net	(40,521)	(2,500)
Net cash used by investing activities	(40,521)	(2,500)
Net cash provided by financing activities:		
Proceeds from convertible promissory notes	49,559	17,500
Proceeds from promissory notes	245,000	-
Net cash provided by financing activities	294,559	17,500
Net increase in cash	8,290	19,716
Cash - beginning of period	18,206	-
Cash - end of period	$26,496	$19,716
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 accrued interest	$10,941	$-
Value of Common Stock issued for debt principle	$311,325	$-
Value of Common Stock issued for services	$238,100	$-
Value of common stock issued as inducement to lend	$70,933	$-
Beneficial conversion feature	$76,518	$-
Value of stock payable issued for deferred stock compensation	$113,000	$-

The accompanying notes are an integral part of these financial statements

ePunk, Inc.
Notes to Consolidated Financial Statements (Unaudited)
For the Three Months Ended June 30, 2012 and 2011, the Nine Months ended June 30, 2012
and the Period From February 25, 2011 (Inception) to June 30, 2011

Basis of Presentation

The unaudited financial statements of ePunk, Inc. as of June 30, 2012 and for the three months ended June 30, 2012, the nine months ended June 30, 2012 and the period from February 25, 2011 (Inception) through June 30, 2011 have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting. 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, 2011 as filed with the Securities and Exchange Commission as part of our 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 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
ePunk, Inc. (the “Company”)(formerly Truesport Alliances & Entertainment, Ltd.) (formerly Sewell Ventures, Inc.) was incorporated under the laws of the State of Delaware on April 27, 2007.

On December 16, 2009, the Company acquired Seven Base Consulting, LLC, a privately owned Nevada limited liability company organized under the laws of the State of Nevada on October 17, 2008.

On January 15, 2010, the Company name was changed with the State of Delaware from Sewell Ventures, Inc. to Truesport Alliances, Ltd., and on January 29, 2010, the Company changed its state of incorporation to the State of Nevada.

On April 22, 2011, the Company and Seven Base Consulting, LLC entered into an Agreement and Plan of Reorganization whereby the Company divested all Seven Base Consulting, LLC business related assets, liabilities and rights to the operation of the Seven Base Consulting, LLC business to Seven Base Consulting, LLC in exchange for the return of 90,000 shares of Truesport Alliances & Entertainment, Ltd. Common stock held by Seven Base Consulting, LLC members. As a result of this transaction all the Company’s assets were transferred and the Company kept certain notes payable totaling approximately $359,000.

On June 15, 2011, Excelsior Management, LLC, (“Seller”) as agent for the beneficial owners of a total of 202,852 shares of common stock of ePunk, Inc. (fka Truesport Alliances & Entertainment, Ltd.), entered into a stock purchase agreement with Richard Jesse Gonzales, Justin Matthew Dornan, and Frank J. Drechsler (the “Purchasers”) for the sale and purchase of the Common Shares. As a result of the execution of the Stock Purchase Agreement, Excelsior sold, 65.75% of the issued and outstanding shares of common stock of the Company to the Purchasers in exchange for $23,451.97.

On June 20, 2011 a majority of the shareholders of the Company approved the appointment of Richard Jesse Gonzales, Justin Matthew Dornan, and Frank J. Drechsler to the Board of Directors. In addition, at such time, Richard Jesse Gonzales was appointed the Company’s President and Chief Executive Officer, Justin Matthew Dornan as

Treasurer, and Frank J. Drechsler as Secretary. None of the appointed directors or officers entered into an employment agreement with the Company.

On June 20, 2011, the board of directors and a majority of the shareholders of the Company approved the name change of the Company from TrueSport Alliance & Entertainment, Ltd. to ePunk, Inc. On June 20, 2011, the Company amended Article 1 of its Articles of Incorporation to change the Company's name to ePunk, Inc.

On June 20, 2011, the shareholders and the board of directors of ePunk authorized a 1 for 100 reverse stock split. FINRA approved the reverse split on June 28, 2011 and declared the reverse split effective as of July 5, 2011.

ePunk, Inc.
Notes to Consolidated Financial Statements (Unaudited)
For the Three Months Ended June 30, 2012 and 2011, the Nine Months ended June 30, 2012
and the Period From February 25, 2011 (Inception) to June 30, 2011

Note A-Organization and Going Concern (Continued)

On June 30, 2011, The board and majority of the shareholders of the Company approved the issuance of 24,750,000 shares of common stock in exchange for 100% of the issued and outstanding capital stock of Punk Industries, Inc. causing Punk Industries, Inc. to become a wholly owned subsidiary of the Company. Punk Industries, Inc. was formed in February 2011 to develop off-road vehicle distribution. The Merger was accounted for as a "reverse merger," as the stockholders of Punk Industries, Inc. owned a majority of the outstanding shares of ePunk, Inc. common stock immediately following the Merger. Punk Industries, Inc. was deemed to be the acquirer in the reverse merger. Consequently, the assets and liabilities and the historical operations of Punk Industries, Inc. prior to the Merger are reflected in the financial statements at the historical cost basis of Punk Industries, Inc. The Company's consolidated financial statements include the assets and liabilities of both ePunk, Inc. and Punk Industries, Inc., the historical operations of Punk Industries, Inc. and the Company's continuing operations from the Effective Date of the Merger. The Company accounted for the merger under recapitalization accounting whereby the equity of the acquiring enterprise (Punk Industries, Inc.) is presented as the equity of the combined enterprise and the capital stock account of the acquiring enterprise is adjusted to reflect the par value of the outstanding stock of the legal acquirer (ePunk, Inc.) after giving effect to the number of shares issued in the business combination. Shares retained by the legal acquirer (ePunk, Inc.) are reflected as an issuance as of the reverse merger date (June 30, 2011) for the historical amount of the net assets of the acquired entity.

The consolidated financial statements include the accounts of ePunk, Inc. and its wholly-owned subsidiary, Punk Industries, Inc. which are 100% consolidated in the financial statements.

Going Concern
In its report with respect to the Company's financial statements for the year ended September 30, 2011, the Company's independent auditors expressed substantial doubt about the Company's ability to continue as a going concern. Because the Company has not yet generated sufficient revenues from its operations, its ability to continue as a going concern is dependent upon its ability to obtain additional financing. Currently, the Company is seeking additional financing but has no commitments to obtain any such financing, and there can be no assurance that financing will be available in amounts or on terms acceptable to the Company, if at all.

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 development and sales and marketing activities, the Company has sustained operating losses since inception and has an accumulated deficit of $828,762 and $74,843 at June 30, 2012 and September 30, 2011, respectively. In addition, the Company has negative working capital of $484,200 and $397,561 at June 30, 2012 and September 30, 2011, respectively. The Company will continue to use capital to market its products 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.

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. These consolidated 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 - ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses at June 30, 2012 consisted of $5,377 of professional services, $15,645 of customer deposits and $160,312 of trade payables compared to $24,335 of trade payables as of September 30, 2011.

ePunk, Inc.
Notes to Consolidated Financial Statements (Unaudited)
For the Three Months Ended June 30, 2012 and 2011, the Nine Months ended June 30, 2012
and the Period From February 25, 2011 (Inception) to June 30, 2011

NOTE C – PROMISSORY NOTES

Convertible Promissory Notes
As of June 30, 2012 the Company had the following convertible promissory notes payable:

		Principle Balance	Interest Rate		Date of: Funding	Maturity		Accrued Interest		Total Due	
Excelsior Management LLC		7,836	5.00	%	02/26/10	12/31/11	$	229	$	8,065	
note purchased by Amalfi		59,000	5.00	%	05/27/10	08/27/10		1,722		60,722	
Coast Capital on June 24, 2011 and $49,436 assigned to the RFF Family Trust on April 3, 2012 and converted to shares of common stock on April 3, 2012.		28,000	5.00	%	06/02/10	09/01/10		817		28,817	
Conversion into 240,836 shares of common stock on 3/27/12		(45,400	)					(2,767	)	(48,167	)
Conversion into 247,182 shares of common stock on 4/3/12		(49,436	)							(49,436	)
Total	$	-					$	-	$	-	
Palatine Capital Investment Group LLC note purchased	$	50,592	5.00	%	01/30/10	12/31/10	$	1,912	$	52,504	
by Ravello Capital Corp on		30,000	5.00	%	02/14/10	12/31/11		1,130		31,130	
June 24, 2011 and assigned		25,000	5.00	%	02/26/10	12/31/11		942		25,942	
to the RFF Family Trust on		14,500	5.00	%	09/09/10	12/31/11		546		15,046	
April 3, 2012 and converted to shares of common stock on April 3, 2012.		25,000	5.00	%	09/17/10	12/31/11		942		25,942	
Conversion into 752,818 shares of common stock on 4/3/12		(145,092	)					(5,472	)	(150,564	)
Total	$	-					$	-	$	-	
	$	5,000	8.00	%	01/28/11	07/28/11	$	568	$	5,568	
		2,500	8.00	%	06/21/11	01/21/12		205		2,705	
		10,000	8.00	%	06/24/11	01/24/12		815		10,815	
		10,000	8.00	%	07/14/11	02/14/12		772		10,772	
		10,000	8.00	%	07/28/11	02/28/12		741		10,741	
		15,262	8.00	%	08/10/11	03/10/11		1,087		16,349	
Amalfi Coast Capital		10,000	8.00	%	08/19/11	02/19/12		695		10,695	
		21,500	8.00	%	09/21/11	03/21/12		1,338		22,838	

		2,900	8.00	% 10/12/11	04/12/12		159		3,059
		7,500	8.00	% 10/19/11	04/19/12		388		7,888
		11,950	8.00	% 11/09/11	05/09/12		532		12,482
		11,817	8.00	% 01/03/12	07/03/12		464		12,281
		15,392	8.00	% 02/27/12	08/27/12		418		15,810
Total	$	133,821				$	8,182	$	142,003
Grand Total	$	133,821				$	8,182	$	142,003
Number of shares issuable upon exercise of the above debt at $0.20									710,015

NOTE C – PROMISSORY NOTES (Continued)

Convertible Promissory Notes (Continued)
During the nine months ended June 30, 2012 the following activity occurred related to our convertible promissory notes:

Seacoast Advisors, Inc., Amalfi Coast Capital, Inc., and the RFF Family Partnership, LP (Assignee of Ravello notes), holders of all outstanding convertible notes amended their notes to increase the conversion price of their debt from $0.01 and $0.10 per share to $0.20 per share in order to reduce the potential number of shares issuable upon conversion and increase the attractiveness of the Company to potential outside investors.

Amalfi Coast Capital, the owner of the Notes originally issued to Excelsior Management, LLC converted the entire balance outstanding of $74,099, including $71,397 of principle and $2,702 of interest into 370,496 shares of common stock at a conversion price of $0.20.

Seacoast Advisors, Inc, the owner of the Notes originally issued to Rico Italia Investments, Inc. converted $48,167, including $45,400 of principle and $2,767 of interest into 240,836 shares of common stock at a conversion price of $0.20.

Amalfi Coast Capital, Inc. assigned $49,436 of notes to the RFF Family Partnership, LP under the same terms and conditions of the original notes.

Ravello Capital Advisors Corp. assigned $150,564 of notes to the RFF Family Partnership, LP under the same terms and conditions of the original notes.

The RFF Family Partnership, LP converted the entire balance of the Amalfi and Ravello assigned notes above or $200,000 (i.e., $49,436 + $150,564) into 1,000,000 shares of common stock.

Amalfi Coast Capital loaned the Company $49,559. The Notes due to Amalfi totaling $133,821 of principle as of June 30, 2012 bear interest at 8% per annum, mature six months from the date of issuance and contain a conversion feature that may only be exercised upon default at $0.20 per share which was increased from $0.10 per share on April 3, 2012. Accordingly, per ASC 470-20-25-20, a contingent feature will not be recorded until the triggering event occurs, or in the event of the note(s) falling into default. During the three months ended June 30, 2012, the notes above dated October 12, 2011 through November 9, 2011 and representing $22,350 of principle matured. During the nine months ended June 30, 2012, the notes above dated June 21, 2011 through November 9, 2011 and representing $101,612 of principle matured. The Company determined that the contingent conversion feature in the Notes resulted in a beneficial conversion feature (“BCF”) due to the conversion price of $0.20 being less than the closing stock prices, which ranged from $0.29 to $2.00 on the Note(s) commitment date(s), and the conversion feature being in-the-money. Thus, the BCF was determined based on each Notes principle amount, and recorded as a discount to reduce the carry value of the Note(s) and increase additional-paid-in-capital. The Company calculated the BCF for all the qualifying Notes as of the commitment date(s) using the intrinsic value method. The BCF discount was expensed when the notes became convertible which was on the date of maturity. As a result the company recorded a beneficial conversion feature of $19,400 and $76,518 for the three and nine months ended June 30, 2012.

During the year ended September 30, 2011, the Company converted $49,500 into 4,950,000 shares of common stock, including $28,515 of accrued principle and $20,985 of interest.

During the three months ended June 30, 2012 and 2011, interest expense related to the above Notes totaled $2,669 and $4,236, respectively. During the nine months ended June 30, 2012 and 2011, interest expense related to the above Notes totaled $14,825 and $12,379, respectively.

ePunk, Inc.
Notes to Consolidated Financial Statements (Unaudited)
For the Three Months Ended June 30, 2012 and 2011, the Nine Months ended June 30, 2012
and the Period From February 25, 2011 (Inception) to June 30, 2011

NOTE C – PROMISSORY NOTES (Continued)

Non-Convertible Promissory Notes
On March 19, 2012, the Company entered into a Securities Purchase Agreement, Guaranty and 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 with held by the lender. The note matures 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 100,000 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 100,000 shares of common stock and $35,000 to the OID and documentary fees. The debt discount is being accreted over the term of the note, or 6 months on a straight line basis. During the three and nine months ended June 30, 2012, the Company recognized $52,966 and $61,794, respectively of accretion of the debt discount. The remaining debt discount of $44,139 will be amortized in our fourth quarter. The Company recognized $8,377 and $9,390 of interest expense related to this note during the three and nine months ended June 30, 2012.

NOTE D – 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 June 30, 2012.

Common Stock
The Company has authorized 100,000,000 shares of $0.0001 par value common stock available for issuance. 31,819,917 shares have been issued as of June 30, 2012.

On February 3, 2012, Jesse Gonzales, Justin Dornan and Frank Drechsler, collectively holding 24,952,852 shares of restricted common stock or 83.2% of the 30,008,585 shares outstanding as of December 31, 2011, entered into separate Lock-Up and Leak-Out Agreements pursuant to which each individual agreed to a lock-up period of 24 months through February 3, 2014. Pursuant to the leak-out provisions, for any month, no dispositions individually and no dispositions in the aggregate, will be allowed in excess of the shareholder's "leak-out allowance" where such term is defined to mean, for any month, no amount on a disposition-by-disposition basis and in the aggregate (for that respective month) which is greater than 1% of the covered securities ("Monthly Maximum Sales Percentage"); however, the Monthly Maximum Sales Percentage shall be increased to 4% if averaged over any consecutive twenty trading-day period (subsequent to the 360th day after the Effective Date any of the following occurs: (i) the median of the daily low and daily high trade price of the Company's common stock shares average is above $0.80; or (ii) the ten lowest trading volume days (by number of shares traded) averages above 300,000 shares traded per day.

On May 10, 2012, the Company's Board of Directors and Majority Shareholders adopted ("Effective Date") 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 ePunk, Inc. 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.

ePunk, Inc.
Notes to Consolidated Financial Statements (Unaudited)
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and the Period From February 25, 2011 (Inception) to June 30, 2011

NOTE D – STOCKHOLDERS EQUITY (Continued)

Common Stock (Continued)
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. For more information on stock-based compensation, see Critical Accounting Estimates in Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations below.

Stock Issued for Cash
No stock was issued for cash during the period from February 25, 2011 (inception) through June 30, 2012.

Stock Issued in Connection With Debt Issuance
Pursuant to the Securities Purchase Agreement, Guaranty and Note with Gemini Master Fund, Ltd. as described above in NOTE B, the Company issued 100,000 shares of restricted common stock and recorded a debt discount of $70,933.

Stock Issued upon Conversion of Debt
During the nine months ended June 30, 2012, and as described above in NOTE B, our convertible promissory note holders converted $322,266, including $311,325 of principle and 10,941 of interest into 1,611,332 shares of common stock at a conversion price of $0.20.

During the period from February 25, 2011 (Inception) through September 30, 2011, the Company converted $49,500 into 4,950,000 shares of common stock, including $28,515 of principle and $20,985 of accrued interest.

Stock Issued for Services
On February 29, 2012, the Company entered into an Advisory Engagement Agreement (the "Agreement"). Pursuant to the Agreement, Consultant is to provide SEC reporting, corporate housekeeping, corporate governance, financial and business planning and money raising services. In exchange the Company agreed to pay Consultant $5,000 per month and issue up to 1,000,000 shares of restricted common stock upon the completion of certain milestones. Consultant received 300,000 shares of restricted common stock pursuant to the Agreement and valued at the low bid price on the date of the Agreement or $0.60 per share. The Company recorded stock compensation during the three and nine months ended June 30, 2012 of $180,000 and $0, respectively.

On February 15, 2012, the Company entered into a Consulting Agreement (the "Agreement"). Pursuant to the Agreement, Consultant is to provide marketing related services. In exchange the Company agreed to pay Consultant $15,000 and issue up to 250,000 shares of restricted common stock upon the completion of certain milestones. Consultant received 50,000 shares of restricted common stock pursuant to the Agreement and valued at the low bid price on the date of the Agreement or $0.71 per share. The Company recorded stock compensation during the three and nine months ended June 30, 2012 of $35,500 and $0, respectively.

On May 15, 2012, the Company's Board approved the issuance of 100,000 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 three and nine months ended June 30, 2012, the Company recognized $22,600 and $0 of expense related to this issuance.

NOTE E - 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.

NOTE F – SUBSEQUENT EVENTS

On August 8, 2012, the Board of Directors of ePunk, Inc. agreed to, and authorized the cancellation of 9,870,000 shares of the Company’s common stock owned by Jesse Gonzalez, CEO, Justin Dornan, President and CFO and a former director.

On August 10, 2012 the Company sold 250,000 shares of common stock in a private placement in exchange for $125,000.

On August 16, 2012 the Company issued a press release announcing the approval of a two-for-one forward split of the Company’s common stock to be effective on August 31, 2012.

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

ePunk, Inc. (together with its subsidiaries and predecessors, unless the context requires otherwise, "ePunk," the "Company," "we," "us," or "our") is a distributor of power sports products and accessories, including scooters, motorcycles (on road and off road), all-terrain vehicles ("ATVs") utility terrain vehicles ("UTVs"), karts and buggies through its website properties CountyImports.com, CountyImportParts.com, BidPunks.com, ViperSportUSA.com, CountyCruisers.com, PCHRides.com and through our storefront, Pacific Coast House of Rides located in Dana Point, California. Marketing of our products is targeted toward value conscious consumers that find the price point of off-brand products attractive, but that still demand quality. We believe there is a consistently strong demand for the products we market and sell.

We are establishing the CountyImports.com brand in the online marketplace by offering high-quality merchandise, a unique, user-friendly shopping experience and the opportunity for buyers to achieve significant cost savings versus traditional retail channels. A key to our success has been our ability to efficiently and cost effectively source second-tier brand products and rapidly respond to changing consumer demands. Inventory is often sold that is held by our suppliers using a just in time ordering and/or drop ship model.

Plan of Operation

Our long-term business strategy or goal is to become the leading distributor of power sports products, accessories and services in the market place. In implementing this strategy, we intend to execute the following matters for the next 12 months:

Continue Building the County Imports.com Customer Base

Our primary focus during 2012 is to increase consumer traffic to our CountyImports.com website, building customer loyalty and repeat business by offering superior products and the most attractive prices.

Launch a Power Sports Penny Auction, BidPunk.com Complimentary to Our County Imports.com Consumer and Product Base

We intend to launch BidPunk.com, the first penny auction dedicated exclusively to the power sports industry. We believe that there are several advantages to adding BidPunk.com to our operations, including, but not limited to:

- Creating an additional revenue stream to our business,
- Enabling us to mitigate inventory risk through opening up a new sales channel,
- Increasing customer loyalty through providing a platform to purchase quality power sports products, accessories and services at prices not available in other retail channels,
- Creates further operating leverage enabling us to convert CountyImports.com customers to BidPunk users and vice versa, and
- High margin business enhances quality of revenue for the overall business.

Add Additional Products and Services to our Offering

We will continue to identify and add quality and popular products, accessories and services amongst the power sports consumer market place. Quality and reputation in the industry are the primary criterion for our selection process, and we intend to negotiate increasingly favorable price points with suppliers as our sales volume increase, to attract customers that are cost conscious. In addition, we intend to commence marketing and sales of a variety of ancillary products under existing brands that we currently market.

Expansion of Sales and Marketing Activities

We will continue to expand upon our marketing activities which are primarily focused toward supporting County Imports.com and building consumer awareness. We will engage in ongoing advertising and promotional activities to develop and enhance the visibility of our County Imports.com image.

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.

Revenue Recognition

The Company applies paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned less estimated future doubtful accounts. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

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. The Black-Scholes option pricing model requires management to make certain assumptions as follows:

1)The expected life. No incentive stock options have been granted to date. In the event the Company issues employee options, we will base our determination of expected life on the guidance in ASC 718-10-55-29 to 34. The Company utilizes the contract term of each non qualified option and warrant except in the event that the option is not transferrable in which case we apply the aforementioned guidance in determining the expected term.

2)Risk-free interest rate. We use the treasury bill rate that most closely aligns with the expected life of the derivative.

3)Dividend yield. Until a dividend is offered this input will always be zero.

4)Volatility. Due to the short amount of time the Company's stock has traded, the Company uses the SPDR S&P (XRT) exchange traded fund ("ETF") that tracks the S&P Retail Index (RLX) from inception of the ETF to the date of grant.

5)Forfeiture rate. To date this rate has been zero.

6)Stock price. As quoted on the OTC Pink Tier.

The use of a different estimate for any one of these components could have a material impact on the amount of calculated compensation expense.

Long-lived Assets

Long-lived assets, comprised of equipment, and identifiable intangible assets, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors that may cause an impairment review include significant changes in technology that make current computer-related assets obsolete or less useful and significant changes in the way we use these assets in operations. When evaluating long-lived assets for potential impairment, we first compare the carrying value of the asset to the asset's estimated future cash flows (undiscounted and without interest charges). If the estimated future cash flows are less than the carrying value of the asset, we calculate an impairment loss. The impairment loss calculation compares the carrying value of the asset to the asset's estimated fair value, which may be based on estimated future cash flows (discounted and with interest charges). We recognize an impairment loss if the amount of the asset's carrying value exceeds the asset's estimated fair value. If we recognize an impairment loss, the adjusted carrying amount of the asset becomes its new cost basis. The new cost basis will be depreciated (amortized) over the remaining useful life of that asset. Using the impairment evaluation methodology described herein, there have been no long-lived asset impairment charges for each of the last two years.

The Company's impairment loss calculations contain uncertainties because they require management to make assumptions and to apply judgment to estimate future cash flows and asset fair values, including forecasting useful lives of the assets and selecting the discount rate that reflects the risk inherent in future cash flows.

We have not made any material changes in the Company's impairment loss assessment methodology during the past two fiscal years. We do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions we use to calculate long-lived asset impairment losses. However, if actual results are not consistent with estimates and assumptions used in estimating future cash flows and asset fair values, we may be exposed to losses that could be material.

Income Taxes

Provisions for income taxes are based on taxes payable or refundable for the current period and deferred taxes on temporary differences between the amount of taxable income and pretax financial income and between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled.

When accounting for Uncertainty in Income Taxes, first, the tax position is evaluated to determine the likelihood that it will be sustained upon external examination. If the tax position is deemed “more-likely-than-not” to be sustained, the tax position is then assessed to determine the amount of benefit to recognize in the financial statements. The amount of the benefit that may be recognized is the largest amount that has a greater than 50 percent likelihood of being realized upon ultimate settlement. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The Company underwent a change of control for income tax purposes on October 8, 2003 according to Section 381 of the Internal Revenue Code. The Company's utilization of U.S. Federal net operating losses will be limited in accordance to Section 381 rules. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

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

Results of Operations

The following table sets forth certain unaudited consolidated statements of income data for the five most recent quarters and nine month period ending June 30, 2012:

	Three Months Ended						Nine Months Ended	
	June 30, 2011	September 30, 2011	December 31, 2011	March 31, 2012	June 30, 2012	Change From Prior Quarter	June 30, 2012	Trailing 12 Months
Net sales	$180,467	$148,298	$226,706	$531,268	$672,438	$141,170	$1,430,412	$1,578,710
Cost of sales	161,483	128,769	192,164	470,474	564,774	94,300	1,227,412	1,356,181
Gross profit	18,984	19,529	34,542	60,794	107,664	46,870	203,000	222,529
Gross margin	10.5 %	13.2 %	15.2 %	11.4 %	16.0 %		14.2 %	14.1 %
Operating expenses:								
General and administrative	14,377	84,148	100,417	96,671	230,898	134,227	427,986	512,134
Sales and marketing	1,106	5,838	17,838	32,876	70,810	37,934	121,524	127,362
Depreciation and amortization	595	653	940	2,240	3,195	955	6,375	7,028
Stock compensation	-	-	-	-	238,100	238,100	238,100	238,100
Total operating expenses	16,078	90,639	119,195	131,787	543,003	411,216	793,985	884,624
Operating loss	2,906	(71,110)	(84,653)	(70,993)	(435,339)	(364,346)	(590,985)	(662,095)
Non-operating income (expense):								
Interest expense - other	(118)	(5,022)	(5,930)	(7,239)	(11,453)	(4,214)	(24,622)	(29,644)
Interest expense - accretion of debt discount	-	-	-	(8,828)	(52,966)	(44,138)	(61,794)	(61,794)
Accretion of beneficial conversion feature	-	-	-	(57,118)	(19,400)	37,718	(76,518)	(76,518)
Total non-operating	(118)	(5,022)	(5,930)	(73,185)	(83,819)	(10,634)	(162,934)	(167,956)

expense								
Income (loss) before income taxes	2,788	(76,132)	(90,583)	(144,178)	(519,158)	(374,980)	(753,919)	(830,051)
Income tax provision (benefit)	-	-	-	-	-	-	-	-
Net income (loss)	$2,788	$(76,132)	$(90,583)	$(144,178)	$(519,158)	$(374,980)	$(753,919)	$(830,051)

On June 30, 2011, the Company entered into a "reverse merger" with Punk Industries, Inc. As such, the assets and liabilities and the historical operations of Punk Industries, Inc. prior to the Merger are reflected in the financial statements and have been recorded at the historical cost basis of Punk Industries, Inc. Our consolidated financial statements after completion of the Merger include the assets and liabilities of both ePunk, Inc. and Punk Industries, Inc., historical operations of Punk Industries, Inc. and our ePunk, Inc. operations from the Effective Date of the Merger. Thus, the discussion that follows relates to the operations of punk Industries, Inc. Punk Industries, Inc. was incorporated in February 25, 2011, as a result, the prior period comparative financial results are not meaningful with respect to a year-over-year comparison and have been excluded from the following discussion. However, in the table above and discussion below, we have included the operating result of the five most recent quarters.

Revenue and Gross Margin

During the three months ended June 30, 2012, revenues and gross profit totaled $672,438 and $107,664, respectively, representing an increase in revenue of $141,170 or 27% and an increase in gross profit of $46,870 or 77% compared to the three months ended March 31, 2012; an increase in revenue of $445,732 or 197% and an increase in gross profit of $73,122 or 212% compared to the three months ended December 31, 2011; and an increase in revenue of $524,140 or 353% and an increase in gross profit of $88,135 or 451% compared to the three months ended September 30, 2011. During the nine months ended June 30, 2012 revenues and gross profit totaled $1,430,412 and $203,000, respectively. Our gross margin has fluctuated from 13.2% to 15.2% to 11.4% to 16.0% in each of the past four quarters ending September 30, 2011, December 31, 2011, March 31, 2012 and June 30, 2012 respectively. Our revenue consists of sales of scooters, ATV's, UTV's, motorcycles and parts and accessories through our website properties CountyImports.com, CountyImportParts.com, BidPunks.com, ViperSportUSA.com, CountyCruisers.com, PCHRides.com and through our storefront, Pacific Coast House of Rides located in Dana Point, California. We expect our gross margin to increase as our sales increase. However, due to our short operating history and fluctuation in our sales mix we cannot provide assurances that the gross margin will increase or be consistent from period-to-period.

Operating Expenses

Operating expenses consist primarily of facility costs, sales and marketing costs, personnel costs, professional fees, other general operating costs and stock compensation. Actual operating expenses and operating costs excluding stock compensation and as a percentage of revenue were $90,639 or 61.1%; $119,195 or 52.6%; $131,787 or 24.8% and $304,903 or 45.3% in each of the past four quarters ending September 30, 2011, December 31, 2011, March 31, 2012 and June 30, 2012 respectively. Excluding stock compensation, operating costs increased $173,116 from the three months ended March 31, 2012 to the three months ended June 30, 2012 as a result of an increase in personnel costs of $54,958, increase in professional fees of $64,369, increase in sales and marketing costs of $37,934 and $15,855 increase in other operating costs.

Non-operating Expense

Non-operating expense during the three and nine months ended June 30, 2012 was $83,819 and $162,934, respectively and consists of interest related to our outstanding notes, accretion related to the debt discount of the Gemini note and amortization of the beneficial conversion feature related to the Amalfi loans as a result of the Company's default on certain convertible promissory notes whereby upon default the notes become convertible into shares of common stock at the option of the holder.

Net Income (Loss)

As a result of the foregoing, for the three months ended June 30, 2012 and 2011, the Company recognized a net loss of $519,158 and net income $2,788, respectively. During the nine months ended June 30, 2012, the Company recognized a net loss of $753,919. Excluding stock based compensation, the Company's net loss for the three and nine months ended June 30, 2012 was $281,058 and $515,819, respectively.

Liquidity and Capital Resources

The accompanying financial statements have been prepared assuming we will continue as a going concern. At June 30, 2012, The Company had current assets of $84,387, including cash on hand of $26,496, inventory of $23,655 and current liabilities totaling $568,587. Based on the past six months of operations, the Company currently receives approximately $28,000 per month in gross profit. Additionally, we have raised $378,821 from promissory notes from February 25, 2011 (inception) through June 30, 2012. As a result we have been able to fund our operations to date. Over the next twelve months, we intend to build our business which includes increasing our on-line and penny auction sales in addition to establishing over 100 additional dealerships. There can be no assurance that the Company will generate sufficient capital from operations to fund planned operations.

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 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.

Net cash used by operating activities was $245,748 for the nine months ended June 30, 2012.

Net cash used by investing activities was $40,521 for the nine months ended June 30, 2012.

Net cash provided by financing activities was $294,559 for the nine months ended June 30, 2012.

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Off-Balance Sheet Arrangements

We have no off-balance sheet transactions.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4.Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain certain disclosure controls and procedures as defined under the Securities Exchange Act of 1934. They are designed to help ensure that material information is: (1) gathered and communicated to our management, including our principal executive and financial officers, in a manner that allows for timely decisions regarding required disclosures; and (2) recorded, processed, summarized, reported and filed with the SEC as required under the Securities Exchange Act of 1934 and within the time periods specified by the SEC. As of December 31, 2011, the Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a — 15(e) under the Securities Exchange Act of 1934, as amended. Based on the evaluation of these controls and procedures required by paragraph (b) of Sec. 240.13a-15 or 240.15d-15 the disclosure controls and procedures have been found to be ineffective to provide reasonable assurance that information we are required to disclose in our reports under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure due to the material weakness in our internal control over financial reporting as described below.

A material weakness in the Company’s internal control over financial reporting exists in that there is 1) limited segregation of duties amongst the Company’s employees with respect to the Company’s preparation and review of the Company’s financial statements; 2) lack of an independent audit committee; and 3) insufficient number of independent directors. These material weaknesses may affect management’s ability to effectively review and analyze elements of the financial statement closing process and prepare financial statements in accordance with U.S. GAAP.

Our management determined that these deficiencies constituted material weaknesses. Due to a lack of financial resources, we are not able to, and do not intend to, immediately take any action to remediate these material weaknesses. We will not be able to do so until we acquire sufficient financing to do so. We will implement further controls as circumstances, cash flow, and working capital permit. Notwithstanding the assessment that our ICFR was not effective and that there were material weaknesses as identified in this report, we believe that our consolidated financial statements contained in our annual report on form 10-Q for the three and nine months ended June 30, 2012, fairly present our financial position, results of operations and cash flows for the years covered thereby in all material respects.

Internal Control over Financial Reporting

The Company’s Chief Executive Officer and Principal Financial Officer are responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes of accounting principles generally accepted in the United States. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.

Changes in Internal Controls

There were no changes in the Company’s internal control over financial reporting during the quarter ended June 30, 2012 that have materially affected, or are reasonably likely to materially affect the Company’s internal control over financial reporting.

Limitations on the Effectiveness of Controls and Other Matters

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls may be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control.

The design of any system of controls 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 its stated goals under all potential future conditions; over time, a control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Risk Factor Related to Controls and Procedures

The Company lacks an independent audit committee, has an insufficient number of independent directors and has limited segregation of duties amongst its employees with respect to the Company’s preparation and review of the Company’s financial statements due to the limited number of employees. The above represents a material weakness in internal controls, and if the Company fails to maintain an effective system of internal controls, it may not be able to accurately report its financial results or prevent fraud. As a result, current and potential stockholders could lose confidence in the Company’s financial reporting which could harm the trading price of the Company’s stock.

Management has found it necessary to limit the Company’s staffing in order to conserve cash until the Company’s level of business activity increases. As a result, there is limited segregation of duties amongst the employees. The Company and its independent public accounting firm have identified this as a material weakness in the Company’s internal controls. The Company intends to remedy this material weakness by hiring additional employees and reallocating duties, including responsibilities for financial reporting, among the employees as soon as there are sufficient resources available. However, until such time, this material weakness will continue to exist.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

Not applicable.

Item 1a. Risk Factors.

Not applicable.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosure.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit	Description of Exhibit
31.1*	Chairman of the Board and Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Director, President and Chief Financial Officer Certification of Periodic Financial Report Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Chairman of the Board and Chief Executive Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Director, President and Chief Financial Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed Herewith

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.

	ePunk, Inc. (Registrant)	
Dated: August 24, 2012	By:	/s/ Richard Gonzales Richard Gonzales, Chief Executive Officer
	By:	/s/ Justin Dornan Justin Dornan, Chief Financial Officer