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CIRTRAN CORP
Form 10-Q
August 23, 2010

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2010

OR

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

For the transition period from _____ to _____

Commission file number 000-49654

CIRTRAN CORPORATION
(Exact name of registrant as specified in its charter)

Nevada

68-0121636

(State or other jurisdiction of)
incorporation or organization

(I.R.S. Employer
Identification No.)

4125 South 6000 West, West Valley City, Utah

84128

(Address of principal executive offices)

(Zip Code)

(801) 963-5112

(Registrant's telephone number, including area code)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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(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]

The number of shares of the registrant's common stock outstanding at August 23, 2010 was 1,498,972,923 shares.

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CIRTRAN CORPORATION

FORM 10-Q

For the Quarterly Period Ended June 30, 2010

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CIRTRAN CORPORATION AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	June 30, 2010	December 31, 2009
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ASSETS		
Current assets		
Cash and cash equivalents	\$ 16,995	\$ 8,588
Trade accounts receivable, net of allowance for doubtful accounts of \$267,928 and \$290,806, respectively	1,647,642	472,947
Receivable due from related party	453,680	670,266
Inventory, net of reserve of \$2,001,052 and \$2,045,458, respectively	590,563	873,650
Prepaid deposits	70,904	82,011
Other	618,100	720,712
<hr/>		
Total current assets	3,397,884	2,828,174
Investment in securities, at cost	300,000	300,000
Investment in related party, at cost	750,000	750,000
Long-term receivable due from related party	8,661,292	6,285,551
Long-term receivable	1,647,895	1,647,895
Property and equipment, net	439,213	544,705
Intellectual property, net	1,048,131	1,270,358
Other assets, net	14,538	14,538
<hr/>		
Total assets	\$ 16,258,953	\$ 13,641,221
<hr/>		
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Checks written in excess of bank balance	\$ 245,199	\$ 217,361
Accounts payable	4,776,905	3,047,592
Short term advances payable	3,320,921	2,962,339
Accrued liabilities	4,551,619	3,889,412
Deferred revenue	3,140,574	2,275,967
Derivative liability	155,339	523,349
Convertible debenture	3,161,355	3,161,355
Current portion of refundable customer deposits	822,579	828,933
Current maturities of long-term debt	703,839	578,226
Note payable to stockholders	185,063	208,014
<hr/>		
Total current liabilities	21,063,393	17,692,548
<hr/>		
Refundable customer deposits, net of current portion	1,760,000	1,719,000
Long-term debt, less current maturities	122,283	196,614
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Total liabilities	22,945,676	19,608,162
<hr/>		
Stockholders' deficit		
CirTran Corporation stockholders' deficit:		
Common stock, par value \$0.001;		

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authorized 1,500,000,000 shares; issued and outstanding shares: 1,498,972,923	1,498,968	1,498,968
Additional paid-in capital	29,125,683	29,117,928
Subscription receivable	(17,000)	(17,000)
Accumulated deficit	(39,867,605)	(39,140,068)

Total CirTran Corporation stockholders' deficit	(9,259,954)	(8,540,172)

Noncontrolling interest	2,573,231	2,573,231
Total stockholders' deficit	(6,686,723)	(5,966,941)

Total liabilities and stockholders' deficit	\$ 16,258,953	\$ 13,641,221

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

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CIRTRAN CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three months ended June 30,		Six months ended June 30,	
	2010	2009	2010	2009

Net sales	\$ 5,008,276	\$ 3,099,206	\$ 7,192,114	\$ 5,021,588
Cost of sales	(3,571,453)	(2,826,668)	(5,100,165)	(4,230,125)
Royalty Expense	(624,676)	(82,442)	(1,156,124)	(229,631)

Gross profit	812,147	190,096	935,825	561,832

Operating expenses				
Selling, general and administrative expenses	622,285	1,032,081	1,412,893	2,182,063
Non-cash compensation expense	-	996	43,577	1,992

Total operating expenses	622,285	1,033,077	1,456,470	2,184,055

Loss from operations	189,862	(842,981)	(520,645)	(1,622,223)

Other income (expense)				
Interest expense	(286,484)	(241,242)	(535,084)	(567,808)
Interest income	151,578	118,325	180,763	242,915
Separation expense - related party	-	-	(260,000)	-
Gain on sale/leaseback	20,269	20,268	40,537	40,536
Gain on settlement of				

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litigation/debt	686	117,714	(1,156)	117,714
Gain on derivative valuation	120,652	1,693,764	368,009	405,157
<hr/>				
Total other expense, net	6,701	1,708,829	(206,931)	238,514
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Net loss	\$ 196,563	\$ 865,848	\$ (727,576)	\$ (1,383,709)
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Basic and diluted loss per common share	\$ -	\$ -	\$ -	\$ -
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Basic and diluted weighted-average common shares outstanding	1,498,972,923	1,497,884,126	1,498,972,923	1,482,049,557
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The accompanying notes are an integral part of these consolidated financial statements.

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CIRTRAN CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

For the Six Months Ended June 30,	2010	2009
<hr/>		
Cash flows from operating activities		
Net loss	\$ (727,576)	\$ (1,383,709)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	327,719	333,089
Accretion expense	115,719	280,170
Recovery of doubtful accounts	(22,877)	-
Provision for obsolete inventory	(44,407)	-
Gain on sale - leaseback	40,537	40,536
Non-cash compensation expense	43,577	1,992
Loan costs and interest withheld from loan proceeds	-	12,474
Options issued for services	6,758	1,546
Change in valuation of derivative	(368,010)	(405,157)
Borrowing fee	-	103,418
Changes in assets and liabilities:		
Trade accounts receivable	(1,151,817)	(244,904)
Receivable due from related parties	(2,159,155)	(2,186,519)
Inventory	327,494	30,680
Prepaid deposits and other current assets	113,720	(81,913)
Accounts payable	1,780,577	232,386
Accrued liabilities	782,545	922,736
Deferred revenue	864,607	238,349
Refundable customer deposits	34,646	311,920
<hr/>		
Net cash used in operating activities	(35,943)	(1,792,906)
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Cash flows from financing activities		
Proceeds from notes payable to stockholders	-	4,611
Payments on notes payable to stockholders	(22,951)	(13,208)
Principal payments on long-term debt	(64,437)	-
Checks written in excess of bank balance	27,838	64,931
Proceeds from short-term advances payable	103,900	1,884,272
Payments on short-term advances	-	(126,100)

Net cash provided by financing activities	44,350	1,814,506

Net increase in cash and cash equivalents	8,407	21,600
Cash and cash equivalents at beginning of period	8,588	8,701

Cash and cash equivalents at end of period	\$ 16,995	\$ 30,301

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

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CIRTRAN CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) - CONTINUED

For the Six Months Ended June 30,	2010	2009

Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	\$ 55,262	\$ -
Noncash investing and financing activities:		
Stock issued in payment of notes payable and accrued interest	-	117,622
Related party liability settled through reduction of related party receivable	-	1,000,000
Accounts payable settled on behalf of the Company for issuance of short term advances	51,220	315,000

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

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CIRTRAN CORPORATION AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - CirTran Corporation and its subsidiaries (collectively, the "Company" or "CirTran") consolidates all of its majority-owned subsidiaries and companies over which the Company exercises control through majority voting rights. The Company accounts for its investments in common stock of other companies that the Company does not control but over which the Company can exert significant influence using the cost method.

Condensed Financial Statements - The accompanying unaudited condensed consolidated financial statements include the accounts of CirTran Corporation and its subsidiaries. These financial statements have been prepared in accordance with Article 10 of Regulation S-X promulgated by the Securities and Exchange Commission ("SEC" or "Commission"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. These statements should be read in conjunction with the Company's annual financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2009. In particular, the Company's significant accounting policies were presented as Note 1 to the consolidated financial statements in that Annual Report. In the opinion of management, all adjustments necessary for a fair presentation have been included in the accompanying condensed consolidated financial statements and consist of only normal recurring adjustments. The results of operations presented in the accompanying condensed consolidated financial statements for the six months ended June 30, 2010, are not necessarily indicative of the results that may be expected for the twelve months ending December 31, 2010.

Principles of Consolidation - The consolidated financial statements include the accounts of CirTran Corporation, and its wholly owned subsidiaries Racore Technology Corporation, CirTran - Asia, Inc., CirTran Products Corp., CirTran Media Corp., CirTran Online Corp., and CirTran Beverage Corp.

The consolidated financial statements also include the accounts of After Bev Group LLC ("After Bev"), a majority controlled entity. At June 30, 2010, the Company had a four percent share of AfterBev's profits and losses, but maintained a 52 percent voting control interest. AfterBev has a 51 percent share of the eventual cash distributions of Play Beverages, LLC ("PlayBev"), and the Company's president and one of the directors of the Company own membership interests in PlayBev totaling 28.35 percent. As of September 30, 2008, the members of PlayBev had amended PlayBev's operating agreement to require a 95 percent membership vote on major managerial and organizational decisions. None of the other members of PlayBev are affiliated with the Company. Accordingly, while the Company president and one of its directors own membership interests and currently hold the executive management positions in PlayBev, the Company or its affiliates nevertheless cannot exercise unilateral control over significant decisions, and the Company has accounted for its investment in PlayBev under the cost method of accounting.

Impairment of Long-Lived Assets - The Company reviews its long-lived assets, including intangibles, for impairment when events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. At each balance sheet date, the Company evaluates whether events and circumstances have occurred that indicate possible impairment. The Company uses an estimate of future undiscounted net cash flows from the related asset or group of assets

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over their remaining life in measuring whether the assets are recoverable.

Long-lived asset costs are amortized over the estimated useful life of the asset, which are typically five to seven years. Amortization expense was \$111,113 and \$111,113 for the three months ended June 30, 2010 and 2009, respectively, and was \$222,227 and \$222,227 for the six months ended June 30, 2010 and 2009, respectively.

Financial Instruments with Derivative Features - The Company does not hold or issue derivative instruments for trading purposes. However, the Company has financial instruments that are considered derivatives, or contain embedded features subject to derivative accounting. Embedded derivatives are valued separate from the host instrument and are recognized as derivative liabilities in the Company's balance sheet. The Company measures these instruments at their estimated fair value, and recognizes changes in their estimated fair value in results of operations during the period of change. The Company has estimated the fair value of these embedded derivatives using the Black-Scholes model. The fair value of the derivative instruments is re-measured each quarter.

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Loss Per Share - Basic loss per share is calculated by dividing net loss available to common shareholders by the weighted-average number of common shares outstanding during each period. Diluted loss per share is similarly calculated, except that the weighted-average number of common shares outstanding would include common shares that may be issued subject to existing rights with dilutive potential when applicable. The Company had 1,269,804,223 and 1,028,495,468 in potentially issuable common shares at June 30, 2010 and 2009, respectively. These potentially issuable common shares were excluded from the calculation of diluted loss per share because the effects were anti-dilutive.

Use of Estimates - In preparing the Company's financial statements in accordance with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from those estimates.

Reclassifications - Certain reclassifications have been made to the financial statements to conform to the current year presentation.

Recent Accounting Pronouncements

In January 2009, the Securities and Exchange Commission ("SEC") issued Release No. 33-9002, "Interactive Data to Improve Financial Reporting." The final rule requires companies to provide their financial statements and financial statement schedules to the SEC and on their corporate websites in interactive data format using the eXtensible Business Reporting Language ("XBRL"). The rule was adopted by the SEC to improve the ability of financial statement users to access and analyze financial data. The SEC adopted a phase-in schedule indicating when registrants must furnish interactive data. Under this schedule, the Company will be required to submit filings with financial statement information using XBRL commencing with its June 30, 2011, quarterly report on Form 10-Q. The Company is currently evaluating the impact of XBRL reporting on its financial reporting process.

In January 2010, the Financial Accounting Standards Board ("FASB") issued guidance which clarifies and provides additional disclosure requirements related to recurring and non-recurring fair value measurements. The Company implemented

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these new requirements in the first quarter of fiscal 2010. Certain additional disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measures are not effective until fiscal years beginning after December 15, 2010. Other than requiring additional disclosures, implementation of this new guidance will not have a material impact on the Company's financial statements.

In March 2010, the FASB issued guidance to clarify the scope exception for certain embedded derivative features on debt instruments. The guidance is effective for the first fiscal quarter after June 15, 2010, with early adoption permitted. The Company is currently evaluating the impact of this new guidance.

In April 2010, the FASB issued guidance to clarify classification of an employee stock-based payment award when the exercise price is denominated in the currency of a market in which the underlying equity security trades. The guidance is effective for fiscal years and interim periods beginning after December 15, 2010, with early adoption permitted. The Company is currently evaluating the impact of this new guidance on its financial statements.

NOTE 2 - REALIZATION OF ASSETS

The accompanying condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company sustained losses of \$727,576 and \$1,383,709 for the six months ended June 30, 2010 and 2009, respectively. As of June 30, 2010, the Company had an accumulated deficit of \$39,867,605. In addition, the Company used cash in its operations in the amount of \$35,943 and \$1,792,906 during the six months ended June 30, 2010 and 2009, respectively. In addition, on August 11, 2009, the Company and YA Global, an assignee of Highgate, entered into a forbearance agreement and related agreements. The Company agreed to repay the Company's obligations under the Debentures per an agreed schedule. Since then, the Company defaulted on its payment obligation but is in the process of negotiating another forbearance agreement extending payments until August 2011, although no agreement had been executed as of the date of this report. There is no certainty as to the positive resolution of these matters. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

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In view of the matters described in the preceding paragraph, recoverability of a major portion of the recorded asset amounts shown in the accompanying consolidated balance sheets is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to meet its financing requirements on a continuing basis, to maintain or replace present financing, to acquire additional capital from investors, and to succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. The Company feels that its beverage business has the potential to have a substantial impact on its business. The Company plans to focus on the beverage business and the contract manufacturing business. For the beverage business, the Company plans to sell existing products and develop new products under the license agreement with Playboy to a globally expanding market. With regard to contract manufacturing, the Company goal is to provide customers with manufacturing solutions for both new and more mature products, as well as across product generations.

The Company currently provides product marketing services to the direct response

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and retail markets for both proprietary and non-proprietary products. This segment provides campaign management and marketing services for both the Direct Response, Retail and Beverage Distribution markets. The Company intends to continue to provide marketing and media services to support its own product efforts, and offer to customers marketing service in channels involving television, radio, print media, and the internet.

With respect to electronics assembly and manufacturing, the Company intends to continue to serve these industries, although it anticipates that its focus will shift more to providing services on a sub-contract basis.

NOTE 3 - INVENTORY

Inventory consisted of the following:

	June 30, 2010	December 31, 2009
Raw Materials	\$ 1,691,164	\$ 1,638,256
Work in Process	139,947	313,302
Finished Goods	760,504	967,550
Allowance / Reserve	(2,001,052)	(2,045,458)
Totals	\$ 590,563	\$ 873,650

NOTE 4 - INTELLECTUAL PROPERTY

Intellectual property and estimated service lives consisted of the following:

	June 30, 2010	December 31, 2009	Estimated Service Lives in Years
Infomercial development costs	\$ 61,445	\$ 61,445	7
Patents	38,056	38,056	7
ABS Infomercial	1,186,382	1,186,382	5
Trademark	1,227,673	1,227,673	7
Copyright	115,193	115,193	7
Website Development Costs	150,000	150,000	5
Total intellectual property	\$ 2,778,749	\$ 2,778,749	
Less accumulated amortization	(1,730,618)	(1,508,391)	
Intellectual property, net	\$ 1,048,131	\$ 1,270,358	

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The estimated amortization expenses for the next five years are as follows:

Year Ending December 31,

2010		\$ 351,636
2011		356,783

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2012	254,916
2013	142,063
2014	32,418
Thereafter	21,429
Total	\$ 1,159,245

NOTE 5 - RELATED PARTY TRANSACTIONS

Play Beverages, LLC

During 2006, Playboy Enterprises International, Inc. ("Playboy"), entered into a licensing agreement with Play Beverages, LLC ("PlayBev"), then an unrelated Delaware limited liability company, whereby PlayBev agreed to internationally market and distribute a new energy drink carrying the Playboy name and "Rabbit Head" logo symbol. In May 2007, PlayBev entered into an exclusive agreement with the Company to arrange for the manufacture, marketing and distribution of the energy drinks, other Playboy-licensed beverages, and related merchandise through various distribution channels throughout the world.

In an effort to finance the initial development and marketing of the new drink, the Company with other investors formed After Bev Group LLC ("AfterBev"), a California limited liability company and partially owned, consolidated subsidiary of the Company. The Company contributed its expertise in exchange for an initial 84 percent membership interest in AfterBev. The other initial AfterBev members contributed \$500,000 in exchange for the remaining 16 percent. The Company borrowed an additional \$250,000 from an individual, and contributed the total \$750,000 to PlayBev in exchange for a 51 percent interest in PlayBev's cash distributions. The Company recorded this \$750,000 amount as an investment in PlayBev, accounted for under the cost method. PlayBev then remitted these funds to Playboy as part of a guaranteed royalty prepayment. Along with the membership interest granted the Company, PlayBev agreed to appoint the Company's president and one of the Company's directors to two of PlayBev's three executive management positions. Additionally, an unrelated executive manager of PlayBev resigned, leaving the remaining two executive management positions occupied by the Company president and one of the Company's directors. On August 23, 2008, PlayBev's members agreed to amend its operating agreement to change the required membership vote on major managerial and organizational decisions from 75 percent to 95 percent. Since 2007, the two affiliates personally purchased membership interests from PlayBev directly and from other PlayBev members constituting an additional 23.1 percent, which aggregated 34.35 percent. Despite the combined 90.5 percent interest owned by these affiliates and the Company, the Company cannot unilaterally control significant operating decisions of PlayBev, as the amended operating agreement requires that various major operating and organizational decisions be agreed to by at least 95 percent of all members. The other members of PlayBev are not affiliated with the Company. Accordingly, while PlayBev is now a related party, the Company cannot unilaterally control significant operating decisions of PlayBev, and therefore has not accounted for PlayBev's operations as if it was a consolidated subsidiary.

PlayBev has no operations, so under the terms of the exclusive manufacturing and distribution agreement, the Company was appointed as the master manufacturer and distributor of the beverages and other products that PlayBev licensed from Playboy. In so doing, the Company assumed all the risk of collecting amounts owed from customers, and contracting with vendors for manufacturing and marketing activities. In addition, PlayBev is owed a royalty from the Company equal to the Company's gross profits from collected beverage sales, less 20 percent of the Company's related cost of goods sold, and 6 percent of the Company's collected gross sales. The Company incurred \$624,676 and \$82,442 in royalty expenses due to PlayBev during the three months ended June 30, 2010 and 2009, respectively and \$1,156,124 and \$229,631 the six months ended June 30,

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2010 and 2009, respectively.

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The Company also agreed to provide services to PlayBev for initial development, marketing, and promotion of the new beverage. These services are billed to PlayBev and recorded as an account receivable from PlayBev. The Company initially agreed to carry up to a maximum of \$1,000,000 as a receivable due from PlayBev in connection with these billed services. On March 19, 2008, the Company agreed to increase the maximum amount it would carry as a receivable due from PlayBev, in connection with these billed services, from \$1,000,000 to \$3,000,000. The Company has advanced amounts beyond \$3,000,000 in order to continue the market momentum internationally. As of March 19, 2008, the Company also began charging interest on the outstanding amounts owing at a rate of 7 percent per annum. PlayBev has agreed to repay the receivable and accrued interest out of the royalties due PlayBev. The Company has billed PlayBev for marketing and development services, and royalties paid/accrued on behalf of PlayBev totaling \$2,696,095 and \$1,801,813 during the three months ended June 30, 2010 and 2009, respectively and \$3,095,863 and \$2,172,946 for the six months ending June 30, 2010 and 2009, respectively, which have been included in revenues for our marketing and media segment. As of June 30, 2010, the interest accrued on the balance owing from PlayBev totaled \$916,794. The net amount due the Company from PlayBev for marketing and development services, after netting the royalty owed to PlayBev, totaled \$9,114,972 at June 30, 2010.

After Bev Group, LLC

Following AfterBev's organization in May 2007, the Company entered into consulting agreements with two individuals, one of whom had loaned the Company \$250,000 when the Company invested in PlayBev, and the other one was a Company director. The agreements provided that the Company assign to each individual approximately one-third of the Company's share in future AfterBev cash distributions, in exchange for their assistance in the initial AfterBev organization and planning, along with their continued assistance in subsequent beverage development and distribution activities. The agreements also provided that as the Company sold a portion of its membership interest in AfterBev, the individuals would each be owed their proportional assigned share distributions in the proceeds of such a sale. The actual payment of the distributions depended on what the Company did with the sale proceeds. If the Company used the proceeds to help finance beverage development and marketing activities, the payment of distributions would be deferred, pending collections from customers once beverage product sales eventually commenced. Otherwise, the proportional assigned share distributions would be due to the two individuals.

Throughout the balance of 2007, as energy drink development and marketing activities progressed, the Company raised additional funds by selling portions of its membership interest in AfterBev to other investors, some of whom were Company stockholders. In some cases, the Company sold a portion of its membership interest, including voting rights. In other cases, the Company sold merely a portion of its share of future AfterBev profits and losses. By the end of 2007, after taking into account the two interests it had assigned, the Company had retained a net 14 percent interest in AfterBev's profits and losses, but had retained 52 percent of all voting rights in AfterBev. The Company recorded the receipt of these net funds as increases to its existing minority interest in AfterBev, and the rest as amounts owing as distributable proceeds payable to the two individuals with assigned interests of the Company's original share of AfterBev.

At the end of 2007, the Company agreed to convert the amount owing to one of the individuals into a promissory note. In exchange, the individual agreed to

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relinquish his approximately one-third portion of the Company's remaining share of AfterBev's profits and losses. Instead, the individual received a membership interest in AfterBev. In January 2008, the other assignee, which is one of the Company's directors, similarly agreed to relinquish the distributable proceeds owed to him, in exchange for an interest in AfterBev's profits and losses. Accordingly, he purchased a 24 percent interest in AfterBev's profits and losses in exchange for foregoing \$863,973 in amounts due to him. Of this 24 percent, by the end of December 31, 2008, the director had sold or transferred 23 percent to unrelated investors and retained the remaining 1 percent interest in AfterBev's profits and losses. In turn, the director loaned \$834,393 to the company in the form of unsecured advances. Of the amounts loaned, \$600,000 was used to purchase interest in PlayBev directly which resulted in a reduction of \$600,000 of amounts owed by PlayBev to the Company. During the year ended December 31, 2009, the director advanced an additional \$500,000 to the Company for his purchase of an additional 3 percent interest in PlayBev, which resulted in a reduction of \$500,000 of amounts owed by PlayBev to the Company. In addition, during the year ended December 31, 2009, one of the directors of the Company and the Company president purchased 6 percent and 5 percent of AfterBev shares, respectively, in private sales from existing shareholders of AfterBev. AfterBev has had no operations since its inception.

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Global Marketing Alliance

The Company entered into an agreement with Global Marketing Alliance ("GMA"), and hired GMA's owner as the Vice President of CTO, one of the Company's subsidiaries. Under the terms of the agreement, the Company outsources to GMA the online marketing and sales activities associated with the Company's CTO products. In return, the Company provides bookkeeping and management consulting services to GMA, and pays GMA a fee equal to five percent of CTO's online net sales. In addition, GMA assigned to the Company all of its web-hosting and training contracts effective as of January 1, 2007, along with the revenue earned thereon, and the Company also assumed the related contractual performance obligations. The Company recognizes the revenue collected under the GMA contracts, and remits back to GMA a management fee approximating their actual costs. The Company recognized net revenues from GMA related products and services in the amount of \$278,477 and \$701,228 during the three months ended June 30, 2010 and 2009, respectively, and \$768,522 and \$1,317,414 for the six months ended June 30, 2010 and 2009, respectively.

Transactions involving Officers, Directors, and Stockholders

In 2007, the Company appointed Fadi Nora to its Board of Directors. In addition to compensation the Company normally pays to non-employee members of the Board, Mr. Nora is entitled to a quarterly bonus equal to 0.5 percent of any gross sales earned by the Company directly through Mr. Nora's efforts. As of June 30, 2010, the Company owed \$33,852 under this arrangement. During the six months ended June 30, 2010 Mr. Nora loaned the Company a total of \$113,720. Mr. Nora received cash payments totaling \$74,500 from the Company during the six months ended June 30, 2010. As of June 30, 2010, the Company still owed Mr. Nora \$128,939 in the form of unsecured advances. These advances and short term bridge loans were approved by the Board of Directors under a 5% borrowing fee. The borrowing fees were waived by Mr. Nora on these loans.

In addition, on July 14, 2009, the Company entered into a Stock Purchase Agreement with Mr. Nora to purchase 75,000,000 shares of common stock of the Company at a purchase price of \$.003 per share, for a total of \$225,000, payable through the conversion of outstanding loans made by the director to the Company. Mr. Nora and the Company acknowledged in the purchase agreement that the Company

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did not have sufficient shares to satisfy the issuances, and agreed that the shares would be issued once the Company has sufficient shares to do so. As of June 30, 2010, the Company showed the balance of \$225,000 as an accrued liability on the balance sheet.

In 2007, the Company issued a 10 percent promissory note to a family member of the Company president in exchange for \$300,000. The note was due on demand after May 2008. During the six months ended June 30, 2010 the Company repaid principal and interest totaling \$28,212. At June 30, 2010, the principal amount owing on the note was \$185,063. On March 31, 2008, the Company issued to this same family member, along with four other Company shareholders, promissory notes totaling \$315,000. The family member's note was for \$105,000. Under the terms of all the notes, the Company received total proceeds of \$300,000, and agreed to repay the amount received plus a five percent borrowing fee. The notes were due April 30, 2008, after which they were due on demand, with interest accruing at 12 percent per annum. During the six months ended June 30, 2010 the Company paid \$63,000 towards the outstanding notes. The principal balance owing on the promissory notes as of June 30, 2010, totaled \$41,415.

As of June 30, 2010, the Company owed the Company president a total of \$258,300 in unsecured advances, and \$136,827 in accrued options. These advances were approved by the Board of Directors under a 5% borrowing fee. The borrowing fees were waived by our president on these loans.

On July 14, 2009, the Company entered into a Stock Purchase Agreement with the president of the Company to purchase 50,000,000 shares of common stock of the Company at a purchase price of \$.003 per share, for a total amount of \$150,000, payable through the conversion of outstanding loans made by the president of the Company to the Company. Mr. Hawatmeh and the Company acknowledged in the purchase agreement that the Company did not have sufficient shares to satisfy the issuances, and agreed that the shares would be issued once the Company has sufficient shares to do so. As of June 30, 2010, the Company showed the balance of \$150,000 as an accrued liability on the balance sheet.

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On March 5, 2010 the Company entered into a Separation Agreement ("Agreement") with Shaher Hawatmeh. As of the date of the Agreement, Shaher Hawatmeh's employment with the Company was terminated and he no longer has any further employment obligations with the Company. In consideration of his execution of this Agreement, the Company will pay Shaher Hawatmeh's "Separation Pay" of \$210,000 in twenty-six bi-weekly payments. The first payment of the Separation Pay was to begin on March 19, 2010. On April 2, 2010 the Company made the first payment to Shaher Hawatmeh. Additional terms of the separation agreement include payment of all amounts necessary to cover health and medial premiums on behalf of Shaher Hawatmeh, his spouse and dependents through April 20, 2010, all outstanding car allowances and expense (\$750) due and owing as of February 28, 2010, satisfaction and payment by the Company (with a complete release of Shaher Hawatmeh) of all outstanding amounts due and owing on the Company Corporate American Express Card (issued in the name of Shaher) and the issuance and delivery to Shaher Hawatmeh of ten million (10,000,000) share of the Company's common stock within a reasonable time following authorization by the Company's shareholders of sufficient shares to cover such issuance. The fair market value of the shares aggregated to \$50,000 as of March 5, 2010 based on the \$.005 per share value as of the effective date of the separation agreement, and has been included in accrued liabilities as of June 30, 2010.

In an effort to operate more efficiently and focus resources on higher margin areas, on March 5, 2010, the Company entered into certain agreements with, Katana Electronics, LLC, a Utah limited liability company ("Katana"). Katana

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Electronics, LLC is owned by Shaher Hawatmeh, former employee and a related party. The Agreements include an Assignment and Assumption Agreement, an Equipment Lease, and a Sublease Agreement relating to the Company's property. Pursuant to the terms of the Sublease, the Company will sublease a certain portion of the Premises to Katana consisting of the warehouse and office space used as of the close of business on March 4, 2010. The term of the Sublease is for two (2) months with automatic renewal periods of one month each, subject to land lord authorization. The base rent under the Sublease is \$8,500 per month. The Sublease contains normal and customary use restrictions, indemnification rights and obligations, default provisions and termination rights. Under Agreements signed, the Company continues to have rights to operate as a contract manufacturer in the future in the US and off shore.

NOTE 6 - COMMITMENTS AND CONTINGENCIES

Litigation and Claims - Various vendors and service providers have notified the Company that they believe they have claims against the Company totaling approximately \$2,600,000. The Company has accrued for approximately \$518,000 as part of current liabilities. The Company has determined the probability of realizing any loss on the remaining claims is remote. The Company has made no accrual for these claims and is currently in the process of negotiating the dismissal of those claims. There is no certainty as to the positive outcome of these claims.

Convertible debentures - In May 2005, the Company entered into an agreement with Highgate, to issue a \$3,750,000, 5 percent Secured Convertible Debenture (the "Debenture"). The Debenture was originally due December 2007, and is secured by all of the Company's assets. Highgate extended the maturity date of the Debenture to December 31, 2008. As of January 1, 2008 the interest rate increased to 12 percent. On August 11, 2009, the Company and YA Global, an assignee of Highgate, entered into a forbearance agreement and related agreements. The Company agreed to repay the Company's obligations under the Debentures per an agreed schedule.

In December 2005, in connection with the Company's issuance of a convertible debenture to YA Global Investments, L.P., formerly known as Cornell Capital Partners, L.P. ("YA Global") (see Note 8), the Company granted to YA Global registration rights, pursuant to which the Company agreed to file, within 120 days of the closing of the purchase of the debenture, a registration statement to register the resale of shares of the Company's common stock issuable upon conversion of the debenture. The Company also agreed to use its best efforts to have the registration statement declared effective within 270 days after filing the registration statement. The Company agreed to register the resale of up to 32,608,696 shares and 10,000,000 warrants, and to keep the registration statement effective until all of the shares issuable upon conversion of the debenture have been sold.

In August 2006, in connection with the Company's issuance of a second convertible debenture to YA Global (See Note 8), the Company granted YA Global registration rights, pursuant to which the Company agreed to file, within 120 days of the closing of the purchase of the debenture, a registration statement to register the resale of shares of the Company's common stock issuable upon conversion of the debenture. The Company also agreed to use its best efforts to have the registration statement declared effective within 270 days after filing the registration statement. The Company agreed to register the resale of up to 74,291,304 shares and 15,000,000 warrants, and to keep such registration statement effective until all of the shares issuable upon conversion of the debenture have been sold.

Previously, YA Global has agreed to extensions of the filing deadlines inherent in the terms of the two convertible debentures mentioned above, and in February 2008 agreed to extend the filing deadlines to December 31, 2008.

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On August 11, 2009, the Company and YA Global entered into a forbearance agreement related to the three convertible debentures issued by the Company to YA or its predecessor entities (See Note 8 - Convertible Debentures):

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Under the terms of the agreement, the Company agreed to waive any claims against YA, entered into a Global Security Agreement (discussed below), a Global Guaranty Agreement (discussed below), and an amendment of a warrant granted to YA in connection with the issuance of the August Debenture; agreed to seek to obtain waivers from the Company's landlords at its properties in Utah, California, and Arkansas; agreed to seek to obtain deposit account control agreements from the Company's banks and depository institutions; and to repay the Company's obligations under the Debentures.

The repayment terms of the Forbearance Agreement required an initial payment of \$125,000 upon signing the agreement. Beginning September 1, 2009 through May 1, 2010 monthly payments ranging from \$150,000 to \$300,000 are due for total payments of \$2,825,000. The Company failed to make the required payments under the agreement.

Pursuant to the Forbearance Agreement, the Company, subject to the consent of YA, may choose to pay all or any portion of the monthly payments in common stock, at a conversion price used to determine the number of shares of common stock equal to 85 percent of the lowest closing bid price of the Company's common stock during the ten trading days prior to the payment date.

YA agreed to forbear from enforcing its rights and remedies as a result of the existing defaults and/or converting the Debentures into shares of the Company's common stock, until the earlier of the occurrence of a Termination Event (as defined in the Forbearance Agreement), or July 1, 2010. The Company is currently negotiating another Forbearance Agreement with YA to extend payments to August 2011.

The Company, YA, and certain of the Company's subsidiaries also entered into a Global Security Agreement (the "GSA") in connection with the Forbearance Agreement. Under the GSA, the Company and the participating subsidiaries pledged and granted to YA a security interest in all assets and personal property of the Company and each participating subsidiary as security for the payment or performance in full of the obligations set forth in the Forbearance Agreement.

Additionally, the Company, YA, and certain of the Company's subsidiaries also entered into a Global Guaranty Agreement (the "GGA") in connection with the Forbearance Agreement. Under the GGA, the Company and the participating subsidiaries guaranteed to YA the full payment and prompt performance of all of the obligations set forth in the Forbearance Agreement.

As of the date of this Report, the Company had defaulted on its payment obligations under the original Forbearance Agreement, and the Company was in the process of negotiating another forbearance agreement to extend the payment dates, although no agreement had been executed as of the date of this Report.

Issuable Common Stock - The Company currently has issued and outstanding options, warrants, convertible notes and other instruments for the acquisition of the Company's common stock in excess of the available authorized but non-issued shares of common stock provided for under the Company's Articles of Incorporation, as amended. As a consequence, in the event that the holders of such instruments requiring the issuance, in the aggregate, of a number of shares of common stock that would, when combined with the previously issued and

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outstanding common stock of the Company exceed the authorized capital of the Company, seek to exercise their rights to acquire shares under those instruments, the Company will be required to increase the number of authorized shares to provide sufficient shares for issuance under those instruments.

Employment Agreements - On August 1, 2009, the Company entered into a new employment agreement with Mr. Hawatmeh, our President. The term of the employment agreement continues until August 31, 2014, and automatically extends for successive one year periods, with an annual base salary of \$345,000. The employment agreement also grants to Mr. Hawatmeh options to purchase a minimum of 6,000,000 shares of the Company's stock each year, with the exercise price of the options being the market price of the Company's common stock as of the grant date. The Employment Agreement also provides for health insurance coverage, cell phone, car allowance, life insurance, and director and officer liability insurance, as well as any other bonus approved by the Board. The employment agreement includes additional incentive compensation as follows: a quarterly bonus equal to 5 percent of the Company's earnings before interest, taxes, depreciation and amortization for the applicable quarter; bonus(es) equal to 1.0 percent of the net purchase price of any acquisitions completed by the Company that are directly generated and arranged by Mr. Hawatmeh; and an annual bonus (payable quarterly) equal to 1 percent of the gross sales, net of returns and allowances of all beverage products of the Company and its affiliates for the most recent fiscal year. During the six months ending June 30, 2010, the Company incurred \$42,581 of non-cash compensation expense related to accrual for employee stock options to be awarded per the employment contract with the president of the Company.

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Pursuant to the employment agreement, Mr. Hawatmeh's employment may be terminated for cause, or upon death or disability, in which event the Company is required to pay Mr. Hawatmeh any unpaid base salary and unpaid earned bonuses. In the event that Mr. Hawatmeh is terminated without cause, the Company is required to pay to Mr. Hawatmeh (i) within thirty (30) days following such termination, any benefit, incentive or equity plan, program or practice (the "Accrued Obligations") paid when the bonus would have been paid Employee if employed; (ii) within thirty (30) days following such termination (or on the earliest later date as may be required by Internal Revenue Code Section 409A to the extent applicable), a lump sum equal to thirty (30) month's annual base salary, (iii) bonus(es) owing under the employment agreement for the two year period after the date of termination (net of an bonus amounts paid as Accrued Obligations) based on actual results for the applicable quarters and fiscal years; and (iv) within twelve (12) months following such termination (or on the earliest later date as may be required by Internal Revenue Code Section 409A to the extent applicable), a lump sum equal to thirty (30) month's Annual Base Salary; provided that if Employee is terminated without cause in contemplation of, or within one (1) year, after a change in control, then two (2) times such annual base salary and bonus payment amounts.

NOTE 7 - NOTES PAYABLE

In February 2008, the Company issued a 10 percent, three-year, \$700,000 promissory note to an investor. No interim principal payments are required, but accrued interest is due quarterly. The investor also received five-year warrants to purchase up to 75,000,000 shares of common stock at exercise prices ranging from \$0.02 to \$0.50 per share. The Company determined that the warrants fell under derivative accounting treatment, and recorded the initial carrying value of a derivative liability equal to the fair value of the warrants at the time of issuance. At the same time, a discount equal to the face amount of the note was recorded, to be recognized ratably to interest expense. Interest expense of

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\$58,080 and \$58,280 was accreted during the three months ended June 30, 2010 and 2009, respectively, and \$115,719 and \$115,920 during the six months ended June 30, 2010 and 2009, respectively. A total of \$546,095 has been accreted against the note as of June 30, 2010. The carrying value of the note will continue to be accreted over the life of the note until the carrying value equals the face value of \$700,000. As of June 30, 2010, the balance of the note was \$546,095. The fair value of the derivative liability stemming from the associated warrants as of June 30, 2010, was \$139,201.

In March 2008, the Company converted \$75,000 owed to an unrelated member of AfterBev into a one-year, 10 percent promissory note, with interest payable quarterly. The balance as of June 30, 2010, was \$75,000. The note renews monthly.

On April 2, 2009, the Company President and a Director of the Company borrowed from a third party a total of \$890,000 in the form of four short-term promissory notes. The Company President and a Director of the Company signed personally for the notes. Since the loans were used to pay obligations of the Company, the Company has assumed full responsibility for the notes. Two of the notes were for a term of 60 days, with a 60 day grace period, a third note was for a term of 90 days, and a fourth note was for 24 days. Loan fees totaling \$103,418 were incurred with the issuance of the notes and are payable upon maturity of the notes. During the six months ended June 30, 2010 the Company paid \$20,000 against one of the loans. As of June 30, 2010 the balance of the loans totaled \$745,000. As of June 30, 2010 all four notes were in default.

NOTE 8 - CONVERTIBLE DEBENTURES

Highgate House Funds, Ltd. - In May 2005, the Company entered into an agreement with Highgate, to issue a \$3,750,000, 5 percent Secured Convertible Debenture (the "Debenture"). The Debenture was originally due December 2007, and is secured by all of the Company's assets. Highgate extended the maturity date of the Debenture to December 31, 2008. As of January 1, 2008 the interest rate increased to 12 percent. On August 11, 2009, the Company and YA Global, an assignee of Highgate, entered into a forbearance agreement and related agreements. The Company agreed to repay the Company's obligations under the Debentures per an agreed schedule. Since then, the Company defaulted on its payment obligation but is in the process of negotiating another forbearance agreement extending payments until August 2011.

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Accrued interest was originally payable at the time of maturity or conversion. Per the Forbearance Agreement, the scheduled payments are to be applied first to outstanding accrued interest. The Company may, at its option, elect to pay accrued interest in cash or shares of our common stock, with the conversion price to be used to determine the number of shares of common stock being equal to 85 percent of the lowest closing bid price of the Company's common stock during the ten trading days prior to the payment day. Interest accrued during the six months ending June 30, 2010, totaled \$36,902. The balance of accrued interest owed at June 30, 2010, was \$41,885.

In consideration of the Company's performance under the Forbearance Agreement, YA Global agreed to forbear from enforcing its rights and remedies as a result of the existing defaults under the Debenture, and/or converting the Debenture into shares of the Company's common stock, until the earlier of (i) the occurrence of a termination event (as defined in the Forbearance Agreement), or (ii) the termination date of the Forbearance Agreement. Nothing contained in the Forbearance Agreement constitutes a waiver by YA Global of any default or event of default, whether existing at the time of the Forbearance Agreement or

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thereafter arising, and/or its right to convert the Debenture into shares of Common Stock. The Forbearance Agreement only constitutes an agreement by YA Global to forbear from enforcing its rights and remedies and/or converting the Debenture into shares of common stock of the Company upon the terms and conditions set forth in the agreement. The Company and YA Global are in the process of amending the Forbearance Agreement. The Company has made two payments "good faith" payments of \$25,000 each for a total of \$50,000 as part of the amendment process.

The Company determined that certain conversion features of the Debenture fell under derivative accounting treatment. The carrying value of the Debenture as of June 30, 2010 was \$620,136. The fair value of the derivative liability stemming from the debenture's conversion feature was determined to be \$0 as of June 30, 2010.

YA Global December Debenture - In December 2005, the Company entered into an agreement with YA Global to issue a \$1,500,000, 5 percent Secured Convertible Debenture (the "December Debenture"). The December Debenture was originally due July 30, 2008, and has a security interest in all the Company's assets, subordinate to the Highgate security interest. YA Global also agreed to extend the maturity date of the December Debenture to December 31, 2008. As of January 1, 2008 the interest rate was increased to 12 percent. On August 11, 2009, the Company and YA Global, an assignee of Highgate, entered into a forbearance agreement and related agreements. The Company agreed to repay the Company's obligations under the Debentures per an agreed schedule.

Since then, the Company defaulted on its payment obligation but is in the process of negotiating another forbearance agreement extending payments until August 2011.

Accrued interest was originally payable at the time of maturity or conversion. Per the Forbearance Agreement, the scheduled payments are to be applied first to outstanding accrued interest. The Company may, at its option, elect to pay accrued interest in cash or shares of our common stock, with the conversion price to be used to determine the number of shares of common stock being equal to 85 percent of the lowest closing bid price of the Company's common stock during the ten trading days prior to the payment day. Interest accrued during the six months ending June 30, 2010, totaled \$89,260. The balance of accrued interest owed at June 30, 2010, was \$261,373.

In consideration of the Company's performance under the Forbearance Agreement, YA Global agreed to forbear from enforcing its rights and remedies as a result of the existing defaults under the December Debenture, and/or converting the December Debenture into shares of the Company's common stock, until the earlier of (i) the occurrence of a termination event (as defined in the Forbearance Agreement), or (ii) the termination date of the Forbearance Agreement. Nothing contained in the Forbearance Agreement constitutes a waiver by YA Global of any default or event of default, whether existing at the time of the Forbearance Agreement or thereafter arising, and/or its right to convert the December Debenture into shares of Common Stock. The Forbearance Agreement only constitutes an agreement by YA Global to forbear from enforcing its rights and remedies and/or converting the December Debenture into shares of common stock of the Company upon the terms and conditions set forth in the agreement.

The Company also granted YA Global registration rights related to the shares of the Company's common stock issuable upon the conversion of the December Debenture. As of the date of this Report, no registration statement had been filed.

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As of June 30, 2010, YA Global had not converted any of the December Debenture into shares of the Company's common stock. As a result, the carrying value of the debenture as of June 30, 2010, remains \$1,500,000. The Company determined that the conversion features on the December Debenture fell under derivative accounting treatment. The fair value of the derivative liability stemming from the December Debenture's conversion feature as of June 30, 2010, was determined to be \$0.

YA Global August Debenture - In August 2006, the Company entered into another agreement with YA Global relating to the issuance by the Company of another 5 percent Secured Convertible Debenture, due in April 2009, in the principal amount of \$1,500,000 (the "August Debenture").

Accrued interest was originally payable at the time of maturity or conversion. Per the Forbearance Agreement, the scheduled payments are to be applied first to outstanding accrued interest. The Company may, at its option, elect to pay accrued interest in cash or shares of our common stock, with the conversion price to be used to determine the number of shares of common stock being equal to 85 percent of the lowest closing bid price of the Company's common stock during the ten trading days prior to the payment day. Interest accrued during the six months ending June 30, 2010, totaled \$61,560. The balance of accrued interest owed at June 30, 2010, was \$463,959.

In consideration of the Company's performance under the Forbearance Agreement, YA Global agreed to forbear from enforcing its rights and remedies as a result of the existing defaults under the August Debenture, and/or converting the August Debenture into shares of the Company's common stock, until the earlier of (i) the occurrence of a termination event (as defined in the Forbearance Agreement), or (ii) the termination date of the Forbearance Agreement. Nothing contained in the Forbearance Agreement constitutes a waiver by YA Global of any default or event of default, whether existing at the time of the Forbearance Agreement or thereafter arising, and/or its right to convert the August Debenture into shares of Common Stock. The Forbearance Agreement only constitutes an agreement by YA Global to forbear from enforcing its rights and remedies and/or converting the August Debenture into shares of common stock of the Company upon the terms and conditions set forth in the agreement.

In connection with the August Purchase Agreement, the Company also agreed to grant to YA Global warrants (the "Warrants") to purchase up to an additional 15,000,000 shares of our common stock. The Warrants have an exercise price of \$0.06 per share, and originally were to expire three years from the date of issuance. In connection with the Forbearance Agreement, the term of the warrants was extended to August 23, 2010. The Warrants also provide for cashless exercise if at the time of exercise there is not an effective registration statement or if an event of default has occurred. As a result of the May 2007 1.2-for 1 forward stock split, the effective number of outstanding warrants increased to 18,000,000.

In connection with the issuance of the August Debenture, the Company also granted YA Global registration rights related to the common stock issuable upon conversion of the August Debenture and the exercise of the Warrants. As of the date of this report, no registration statement had been filed.

The Company determined that the conversion features on the August Debenture and the associated warrants fell under derivative accounting treatment.

As of June 30, 2010, the carrying value of the August Debenture was \$1,041,218. The fair value of the derivative liability arising from the August Debenture's conversion feature and warrants was \$30 as of June 30, 2010.

NOTE 9 - FAIR VALUE MEASUREMENTS

For asset and liabilities measured at fair value, the Company uses the following hierarchy of inputs:

- o Level one -- Quoted market prices in active markets for identical assets or liabilities;
- o Level two -- Inputs other than level one inputs that are either directly or indirectly observable; and
- o Level three -- Unobservable inputs developed using estimates and assumptions, which are developed by the reporting entity and reflect those assumptions that a market participant would use.

Liabilities measured at fair value on a recurring basis at June 30, 2010 are summarized as follows:

	Level 1	Level 2	Level 3	Total
	-----	-----	-----	-----
Fair value of derivatives	\$ -	\$ 155,339	\$ -	\$ 155,339

Liabilities measured at fair value on a recurring basis at December 31, 2009 are summarized as follows:

	Level 1	Level 2	Level 3	Total
	-----	-----	-----	-----
Fair value of derivatives	\$ -	\$ 523,349	\$ -	\$ 523,349

As further described in Note 1, the fair value of the derivative liability was determined using the Black-Scholes option pricing model.

NOTE 10 - ROYALTY OBLIGATION TO ABS CREDITORS

Under the June 2006 agreement with ABS, which is a part of ABS's bankruptcy proceedings, the Company has an obligation to pay a royalty equal to \$3.00 per TCP flat iron unit sold by the Company. The maximum amount of royalties the Company must pay is \$4,135,000. Regardless of sales, however, the Company agreed to pay at least \$435,000 by June 2008, and included that amount in the Company's long-term obligations. The Company is in default on this agreement. Under the terms of the bankruptcy court-approved agreement, royalties are to be paid to various ABS creditors in a specified order and in specified amounts. Only after the Company pays the total \$435,000 to other creditors can it then begin to share pro rata in part of the royalties owed by offsetting amounts owed to reduce its long-term receivable. As of June 30, 2010 the Company has made a total of \$331,388 on the long-term note payable. As of June 30, 2010, the note balance totaled \$103,612.

NOTE 11 - STOCKHOLDERS' EQUITY

During the six months ended June 30, 2010, the Company did not issue shares of

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common stock.

NOTE 12 - STOCK OPTIONS AND WARRANTS

Stock Option Plans - As of June 30, 2010, options to purchase a total of 59,200,000 shares of common stock had been issued from the 2006 Stock Option Plan, out of which a maximum of 60,000,000 can be issued. As of June 30, 2010, options and share purchase rights to acquire a total of 22,960,000 shares of common stock had been issued from the 2008 Stock Option Plan, also, out of which a maximum of 60,000,000 can be issued. The Company's Board of Directors administers the plans, and has discretion in determining the employees, directors, independent contractors, and advisors who receive awards, the type of awards (stock, incentive stock options, non-qualified stock options, or share purchase rights) granted, and the term, vesting, and exercise prices.

Employee Options - During the six months ended June 30, 2010 and 2009, the Company did not grant options to purchase shares of common stock to employees.

During the six months ending June 30, 2010, the Company accrued for 6,000,000 employee options relating to the employment contract of the Company president. The fair market value of the options accrued aggregated \$42,581, using the following assumptions: 5 year term, volatility of 148.71 percent and a discount rate of 2.65 percent.

A summary of the stock option activity under the Plans as of June 30, 2010, and changes during the six months then ended is presented below:

	Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at December 31, 2009	53,160,000	\$ 0.014	2.48	\$ -
Granted	-	\$ 0.000		
Exercised	-	\$ 0.000		
Expired	-	\$ 0.000		
Outstanding at June 30, 2010	53,160,000	\$ 0.014	2.23	\$ -
Exercisable at June 30, 2010	51,960,000	\$ 0.014	2.25	\$ -

As of June 30, 2010, vested options totaled 51,960,000, leaving 1,200,000 that have yet to completely vest. As a result, as of June 30, 2010 unrecognized compensation costs related to options outstanding that have not yet vested at year-end that would be recognized in subsequent periods totaled \$5,978.

Warrants - In connection with the YA Global convertible debenture issued in August 2006, the Company issued three-year warrants to purchase 15,000,000 shares of the Company's common stock. The initial expiration date of the warrants was August 23, 2009. As part of the Forbearance Agreement (see Note 6), the life of the warrants was extended one year to August 23, 2010. The warrants had an exercise price of \$0.06 per share, and vested immediately. The warrants had an exercise price of \$0.06 per share, and vested immediately.

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In connection with the private placement with ANAHOP, the Company issued five-year warrants to purchase 30,000,000 shares of common stock at prices ranging from \$0.15 to \$0.50. All of these warrants were subject to adjustment in the event of a stock split. Accordingly, as a result of the 1:1.20 forward stock split that occurred in 2007, there are warrants outstanding at June 30, 2010, to purchase a total of 36,000,000 shares of common stock in connection with these transactions. The exercise price per share of each of the aforementioned warrants was likewise affected by the stock split, in that each price was reduced by 20 percent.

The Corporation currently has an insufficient number of authorized shares to enable warrant holders to fully exercise their warrants, assuming all warrant holders desired to do so. Accordingly, the warrants are subject to derivative accounting treatment, and are included in the derivative liability related to the convertible debentures (see Note 8).

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NOTE 13 - SEGMENT INFORMATION

Segment information has been prepared in accordance with Accounting Standards Certification ("ASC") 280-10, Disclosure about Segments of an Enterprise and Related Information. The Company has four reportable segments: Electronics Assembly, Contract Manufacturing, Marketing and Media, and Beverage Distribution. The Electronics Assembly segment manufactures and assembles circuit boards and electronic component cables. The Contract Manufacturing segment manufactures, either directly or through foreign subcontractors, various products under manufacturing and distribution agreements. The Marketing and Media segment provides marketing services to online retailers, along with beverage development and promotional services to Play Beverages, LLC. The Beverage Distribution segment manufactures, markets, and distributes Playboy-licensed energy drinks domestically and internationally. The Beverage Distribution segment continues to grow, and the distribution channels, across the country and internationally, continues to gain traction. The Company anticipates this segment will become more significant in relation to overall Company operations.

The accounting policies of the segments are consistent with those described in the summary of significant accounting policies. The Company evaluates performance of each segment based on earnings or loss from operations. Selected segment information is as follows:

	Electronics Assembly	Contract Manufacturing	Marketing and Media	D

Three months ended June 30, 2010				
Sales to external customers	\$ 28,500	\$ 26,509	\$ 2,937,596	\$
Segment income (loss)	(131,856)	(52,723)	688,726	
Segment assets	2,896,647	1,114,310	11,956,449	
Depreciation and amortization	93,411	64,447	5,841	
Three months ended June 30, 2009				
Sales to external customers	\$ 369,562	\$ 103,810	\$ 2,503,041	\$
Segment income (loss)	1,282,159	(82,474)	(278,885)	
Segment assets	4,090,248	2,032,251	7,819,175	
Depreciation and amortization	96,153	64,551	5,841	
Six months ended June 30, 2010				

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Sales to external customers	\$	198,944	\$	27,554	\$	3,829,010	\$
Segment income (loss)		(546,698)		(117,681)		205,822	
Segment assets		2,896,647		1,114,310		11,956,449	
Depreciation and amortization		187,144		128,894		11,682	
Six months ended June 30, 2009							
Sales to external customers	\$	857,734	\$	278,958	\$	3,490,261	\$
Segment income (loss)		(633,493)		(165,558)		(556,166)	
Segment assets		4,090,248		2,032,251		7,819,175	
Depreciation and amortization		192,305		129,102		11,682	

NOTE 14 - GEOGRAPHIC INFORMATION

The Company currently maintains \$315,778 of capitalized tooling costs in China. All other revenue-producing assets are located in the United States of America. Revenues are attributed to the geographic areas based on the location of the customers purchasing the products.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2009.

Overview

Our services include pre-manufacturing, manufacturing and post-manufacturing services. Our goal is to offer customers the significant competitive advantages that can be obtained from manufacture outsourcing. We market and manufacture an energy drink under the Playboy brand pursuant to a license agreement with Playboy Enterprises, Inc. We also provide a mix of high and medium size volume turnkey manufacturing services and products using various high-tech applications for leading electronics OEMs in the communications, networking, peripherals, gaming, law enforcement, consumer products, telecommunications, automotive, medical, and semiconductor industries.

We conduct business through our subsidiaries and divisions: CirTran Beverage, CirTran USA, CirTran Asia, CirTran Products, CirTran Media Group, and CirTran Online. CirTran Beverage manufactures, markets, and distributes Playboy-licensed energy drinks in accordance with an agreement we entered into with PlayBev, a related party who holds the Playboy license. We also anticipate including flavored water beverages and related merchandise in the future. In addition, we provide development and promotional services to PlayBev, and pay a royalty based on our product sales and manufacturing costs. Services billed to PlayBev during the three months ended June 30, 2010 and 2009, under this arrangement accounted for 40 and 58 percent of total sales, respectively, and during the six months ended June 30, 2010 and 2009, services billed accounted for 43 and 43 percent of total sales, respectively. Sales of energy drink beverages during the three months ended June 30, 2010 and 2009, amounted to 54 percent and 4 percent of total sales, respectively, and during the six months ended June 30, 2010 and 2009, amounted to 43 percent and 8 percent of total sales, respectively. We also recorded product distribution revenue of \$19,872 and \$0 for the three months ended June 30, 2010 and 2009, respectively, and \$43,182 and \$0 for the six months ended June 30, 2010 and 2009, respectively, relating to international energy drink beverage arrangements.

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CirTran USA accounted for zero percent and 12 percent of our total revenues during the three months ended June 30, 2010 and 2009, respectively and 3 percent and 17 percent of our total revenues during the six months ended June 30, 2010 and 2009, respectively. Revenues were generated by low-volume electronics assembly activities consisting primarily of the placement and attachment of electronic and mechanical components on printed circuit boards and flexible (i.e., bendable) cables. In an effort to operate more efficiently and focus resources on higher margin areas, on March 5, 2010, the Company and Katana Electronics, LLC, a Utah limited liability company ("Katana") entered into certain agreements to reduce its costs (discussed more fully in Note 5). The Agreements include an Assignment and Assumption Agreement, an Equipment Lease, and a Sublease Agreement relating to the Company's property. Pursuant to the terms of the Sublease, the Company will sublease a certain portion of the Premises to Katana consisting of the warehouse and office space used as of the close of business on March 4, 2010. The term of the Sublease is for two (2) months with automatic renewal periods of one month each. The base rent under the Sublease is \$8,500 per month. The Sublease contains normal and customary use restrictions, indemnification rights and obligations, default provisions and termination rights. Under Agreements signed, the Company continues to have rights to operate as a contract manufacturer in the future in the US and off shore.

Through CirTran Asia we manufacture and distribute electronics, consumer products and general merchandise to companies selling in international markets. Sales were .50 percent and zero percent of our total revenues during the three months ended June 30, 2010 and 2009, respectively and .35 percent and three percent of our total revenues during the six months ended June 30, 2010 and 2009, respectively.

CirTran Products pursues contract-manufacturing relationships in the U.S. consumer products markets, including licensed merchandise sold in the sports and entertainment markets. Sales comprised zero and 3 percent of total sales for the three months ended June 30, 2010 and 2009, respectively, and zero and 3 percent of total sales for the six months ended June 30, 2010 and 2009, respectively.

CirTran Media provides end-to-end services to the direct response and entertainment industries. Revenues for CirTran Media were zero percent total sales for both the three months ended June 30, 2010 and 2009, respectively, and zero percent total sales for both the six months ended June 30, 2010 and 2009, respectively.

CirTran Online sells products via the Internet, and provides services and support to Internet retailers. In conjunction with partner GMA, revenues from this division were 5 and 23 percent of total revenues during the three months ending June 30, 2010 and 2009, respectively, and 10 and 26 percent of total revenues during the six months ending June 30, 2010 and 2009, respectively.

Forward-Looking Statements and Certain Risks

The statements contained in this report that are not purely historical are considered to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act. These statements represent our expectations, hopes, beliefs, anticipations, commitments, intentions, and strategies regarding the future. They may be identified by the use of words or phrases such as "believes," "expects," "anticipates," "should," "plans," "estimates," and "potential," among others. Forward-looking statements include, but are not limited to, statements contained in Management's Discussion and Analysis of Financial Condition and

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Results of Operations regarding our financial performance, revenue, and expense levels in the future and the sufficiency of our existing assets to fund future operations and capital spending needs. Readers are cautioned that actual results could differ materially from the anticipated results or other expectations that are expressed in these forward-looking statements. The fact that some of these risk factors may be the same or similar to our past reports filed with the SEC means only that the risks are present in multiple periods. We believe that many of the risks are part of doing business in the industry in which we operate and compete and will likely be present in all periods reported. The fact that certain risks are common in the industry does not lessen their significance. The forward-looking Statements contained in this report, are made as of the date of this report and we assume no obligation to update them or to update the reasons why our actual results could differ from those that we have projected in such forward-looking Statements. We expressly disclaim any obligation or intention to update any forward-looking statement.

Results of Operations

Comparison of the Three and Six months ended June 30, 2010 and 2009

Sales and Cost of Sales

Net sales increased to \$5,008,276 for the three months ended June 30, 2010, as compared to \$3,099,206 for the three months ended June 30, 2009, driven by partially continued international growth in the beverage distribution segment. Net sales increased to \$7,192,114 for the six months ended June 30, 2010, as compared to \$5,021,588 for the six months ended June 30, 2009, driven by partially continued international growth in the beverage distribution segment. In our Beverage Distribution segment, we continue to expand distribution channels both domestically and internationally for our Playboy Energy Drink beverages. The increases in the beverage distribution segment were offset by sales decreases in the core electronics and online channels, a result of the current economic conditions and our current corporate focus our resources in the beverage distribution segment.

Cost of sales, as a percentage of sales, decreased to 71 percent from 91 percent for the three months ended June 30, 2010, as compared to the three months ended June 30, 2009, respectively, and decreased to 71 percent from 84 percent for the six months ended June 30, 2010, as compared to the six months ended June 30, 2009, respectively. Consequently, the gross profit margin increased to 16 percent from 6 percent, for the three months ended June 30, 2010 and 2009, respectively and increased to 13 percent from 11 percent, for the six months ended June 30, 2010 and 2009, respectively. The increase in gross profit margin was attributable to the significant shift in the sales mix of products and services experienced during 2010 as compared to 2009 and increases in product royalty expenses, which are included in the cost of sales. Another important factor driving the increase in gross margin percentage is the nature of our manufacturing and distribution agreement with PlayBev. Presently, CirTran Beverage invoices PlayBev for beverage development, marketing services and royalty expenses paid, on what amounts to five percent markup basis. In addition, CirTran Beverage records products sales and costs on sales made directly to distributors and end customer, which sales provide a more favorable gross profit margin. We anticipate that gross profit margins for CirTran Beverage will increase in the future as we increase our distribution of the Playboy energy drink beverages to both domestic and international markets.

The following charts present comparisons of sales, cost of sales and gross profits generated by our four operating segments, i.e., Contract Manufacturing, Electronics Assembly, Marketing and Media, and Beverage Distribution during the three and six months ended June 30, 2010 and 2009.

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Three Months Ended June 30:

Segment	Year	Sales	Cost of Sales	Royalty Expense	Gross Loss / Margin
Electronics Assembly	2010	\$ 28,500	\$ -	\$ -	\$ 28,500
	2009	369,562	259,214	-	110,348
Contract Manufacturing	2010	26,509	428	25,200	881
	2009	103,810	52,682	-	51,128
Marketing / Media	2010	2,937,596	1,186,469	-	1,751,127
	2009	2,944,865	2,682,287	-	262,578
Beverage Distribution	2010	2,015,672	2,384,557	599,476	(968,361)
	2009	122,793	132,501	82,442	(92,150)

Six Months Ended June 30:

Segment	Year	Sales	Cost of Sales	Royalty Expense	Gross Loss / Margin
Electronics Assembly	2010	\$ 198,944	\$ 198,341	\$ -	\$ 603
	2009	857,734	551,155	-	306,579
Contract Manufacturing	2010	27,554	(11,181)	25,200	13,535
	2009	278,958	128,623	-	150,335
Marketing / Media	2010	3,829,010	2,030,893	-	1,798,117
	2009	3,490,261	3,322,992	-	167,269
Beverage Distribution	2010	3,136,606	2,882,112	1,130,924	(876,430)
	2009	394,635	227,355	229,631	(62,351)

Selling, General and Administrative Expenses

During the three months ended June 30, 2010, selling, general and administrative expenses decreased \$409,796 as compared to the same period during 2009, while during the six months ended June 30, 2010, selling, general and administrative expenses decreased \$769,170 as compared to the same period during 2009. The decrease was the result of a slowing of advertising and media promotion spending during the six months ended June 30, 2010, together with the reduced payroll costs in our contract manufacturing and legacy electronics segments. As mentioned previously, not only has the effects of the national economic decline resulted in a decrease in cable assembly and electronic orders from our traditional customers, but we have experienced a softening of sales in all segments, with the exception of our Beverage Distribution segment. We continue to reposition our business structure to take advantage of our core strengths.

Non-cash compensation expense

Compensation expense in connection with accounting for options owed or granted to employees to purchase common stock was \$43,577 for the three months ended June 30, 2010, as compared to \$996 for the three months ended June 30, 2009, respectively, and \$43,577 for the six months ended June 30, 2010, as compared to \$996 for the six months ended June 30, 2009, respectively, as a result of the 6,000,000 options accrued for our Company President per his employment agreement.

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Other income and expense

Interest expense recorded in the Consolidated Statements of Operations combines both accretion expense and interest expense. The combined interest expense for three months ended June 30, 2010, was \$286,484 as compared to \$241,242 for the three months ended June 30, 2009, a increase of 19 percent and the combined interest expense for six months ended June 30, 2010, was \$535,084 as compared to \$567,808 for the six months ended June 30, 2009, a decrease of 6 percent. The decrease in the combined interest expense was driven by the reduction in accretion expense recorded for the three and six months ended June 30, 2010.

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We began accruing interest income during 2008 as a result of a modification of our agreement with PlayBev that took effect on March 19, 2008. Interest income for the three months ended June 30, 2010, increased to \$151,578 as compared to interest income of \$118,325 for the three months ended June 30, 2009, and for the six months ended June 30, 2010, decreased to \$180,763 as compared to interest income of \$242,915 for the six months ended June 30, 2009. The decrease was due to an adjustment in the interest income from prior years in the made during the first quarter of 2010.

On March 5, 2010, we entered into a Separation Agreement ("Agreement") with Shaheer Hawatmeh. As of the date of the Agreement Shaheer Hawatmeh's employment with the Company was terminated and he no longer has any further employment obligations with the Company. In consideration of his execution of this Agreement we will pay Shaheer Hawatmeh's "Separation Pay" of \$210,000 in twenty-six bi-weekly payments. The first payment of the Separation Pay was to begin on March 19, 2010. We made the first payment to Shaheer Hawatmeh on April 2, 2010. Additional terms of the separation agreement include payment of all amounts necessary to cover health and medial premiums on behalf of Shaheer Hawatmeh, his spouse and dependents through April 20, 2010, all outstanding car allowances and expense (\$750) due and owing as of February 28, 2010, satisfaction and payment by us (with a complete release of Shaheer Hawatmeh) of all outstanding amounts due and owing on the Company Corporate American Express Card (issued in the name of Shaheer) and the issuance and delivery to Shaheer Hawatmeh of ten million (10,000,000) share of the Company's common stock within a reasonable time following authorization by the Company's shareholders of sufficient shares to cover such issuance. We accrued \$50,000 during the six months ended June 30, 2010, as the fair market value of the common stock shares as of the date of the separation agreement. In connection with the Separation agreement, we recorded \$260,000 of settlement expense during the six months ended June 30, 2010.

As a result, we recorded a profit of \$196,563 during the three months ended June 30, 2010, as compared to a net profit for the six months ended June 30, 2009, of \$865,848 and a net loss of \$727,576 during the six months ended June 30, 2010, as compared to a net loss for the six months ended June 30, 2009, of \$1,383,709. The decrease for the 3 months ending June 2010 compared to the June 2009 was primarily due to lower non cash gain in derivative evaluation.

Liquidity and Capital Resources

We have had a history of losses from operations, as our expenses have been greater than our revenues. Our accumulated deficit was \$39,867,605 at June 30, 2010, and \$34,709,124 at June 30, 2009. Net loss for the six months ended June 30, 2010, was \$727,576 as compared to \$1,383,709 for the six months ended June 30, 2009. Our current liabilities exceeded our current assets by \$17,665,509 as

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of June 30, 2010, and by \$5,652,038 as of June 30, 2009. For the six months ended June 30, 2010 and 2009, we experienced negative cash flows from operating activities of \$1,113,203 and \$1,792,906, respectively.

Cash

The amount of cash used in operating activities during the six months ended June 30, 2010, increased by \$252,345 driven primarily by decreases in Accounts Payable and customer deposits due to higher manufacturing/sales.

Accounts Receivable

Trade accounts receivable, net of allowance for doubtful accounts, increased \$1,174,695 during the six months ended June 30, 2010. We continue to monitor individual customer accounts and are working to improve collections on trade accounts receivable.

During 2007, we agreed to provide services to PlayBev for initial development, marketing, and promotion of the Playboy-labeled energy beverages. We bill these services to PlayBev and record the amount as an account receivable. The receivable, recorded as a receivable due from related party, increased \$2,159,155 during the six months ended June 30, 2010 to a total of \$9,114,972, of which \$453,680 is considered current. As per our arrangement with PlayBev, we anticipate that PlayBev will repay the receivable by netting out royalties PlayBev earns from beverage distribution sales, and which royalties we have agreed to pay PlayBev out of anticipated beverage distribution sales. In March 2008, we began accruing interest on the amount due from PlayBev. Interest accrued on the PlayBev accounts receivable balance totaled \$916,794 as of June 30, 2010.

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Accounts payable and accrued liabilities

During the six months ended June 30, 2010, accounts payable, accrued liabilities and short-term debt increased \$4,564,271 to a combined balance of \$14,463,614 as of June 30, 2010. The increase was driven primarily by an increase of \$358,582 of short-term advances and an increase of \$2,476,375 in accrued liabilities which include a \$260,000 of accrued settlement expense, an increase in Accounts payable of \$261,388. The balance of the increase was the result of financed marketing costs for PlayBev.

Liquidity and financing arrangements

We have a history of substantial losses from operations, as well of history of using rather than providing cash in operations. We had an accumulated deficit of \$39,867,605, along with a total stockholders' deficit of \$9,259,954, at June 30, 2010. In addition, we have used, rather than provided, cash in our operations for the six months ended June 30, 2010 and 2009, of \$35,943 and \$1,792,906, respectively. During the six months ended June 30, 2010, our monthly operating costs and interest expense averaged approximately \$330,000 per month.

In conjunction with our efforts to improve our results of operations we are also actively seeking infusions of capital from investors, and are seeking sources to repay our existing convertible debentures. In our current financial condition, it is unlikely that we will be able to obtain additional debt financing. Even if we did acquire additional debt, we would be required to devote additional cash flow to servicing the debt and securing the debt with assets. Accordingly, we are looking to obtain equity financing to meet our anticipated capital needs. There can be no assurances that we will be successful in obtaining such capital.

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If we issue additional shares for debt and/or equity, this will dilute the value of our common stock and existing shareholders' positions.

There can be no assurance that we will be successful in obtaining more debt and/or equity financing in the future or that our results of operations will materially improve in either the short or the long term. If we fail to obtain such financing and improve our results of operations, we will be unable to meet our obligations as they become due. That would raise substantial doubt about our ability to continue as a going concern.

Convertible Debentures

Highgate House Funds, Ltd. - In May 2005, we entered into an agreement with Highgate House Funds, Ltd ("Highgate"), a fund launched by Cornell Capital Partners, to issue a \$3,750,000, 5 percent Secured Convertible Debenture (the "Debenture"). The Debenture was originally due December 2007, and is secured by all of our assets. Highgate extended the maturity date of the Debenture to December 31, 2008. As of January 1, 2008 the interest rate increased to 12 percent. On August 11, 2009, we entered into a forbearance agreement (the "Forbearance Agreement") with YA Global Investment L.P. ("YA Global"), an assignee of Highgate. We agreed to repay our obligations under the Debentures per an agreed schedule.

Since then, the Company defaulted on its payments obligation but is in the process of negotiating another forbearance agreement extending payments until August 2011.

Accrued interest was originally payable at the time of maturity or conversion. Per the Forbearance Agreement, the scheduled payments are to be applied first to outstanding accrued interest. We may, at our option, elect to pay accrued interest in cash or shares of our common stock, with the conversion price to be used to determine the number of shares of common stock being equal to 85 percent of the lowest closing bid price of our common stock during the ten trading days prior to the payment day. Interest accrued during the six months ending June 30, 2010, totaled \$36,902. The balance of accrued interest owed at June 30, 2010, was \$41,885.

In consideration of the Company's performance under the Forbearance Agreement, YA Global agreed to forbear from enforcing its rights and remedies as a result of the existing defaults under the Debenture, and/or converting the Debenture into shares of the Company's common stock, until the earlier of (i) the occurrence of a termination event (as defined in the Forbearance Agreement), or (ii) the termination date of the Forbearance Agreement. Nothing contained in the Forbearance Agreement constitutes a waiver by YA Global of any default or event of default, whether existing at the time of the Forbearance Agreement or thereafter arising, and/or its right to convert the Debenture into shares of Common Stock. The Forbearance Agreement only constitutes an agreement by YA Global to forbear from enforcing its rights and remedies and/or converting the Debenture into shares of common stock of the Company upon the terms and conditions set forth in the agreement. As of the date of this Report, the Company and YA Global were in the process of amending the Forbearance Agreement. The Company has made two payments "good faith" payments of \$25,000 each for a total of \$50,000 as part of the amendment process.

We determined that certain conversion features of the Debenture fell under derivative accounting treatment. The carrying value of the Debenture as of June 30, 2010 was \$620,136. The fair value of the derivative liability stemming from the debenture's conversion feature was determined to be \$0 as of June 30, 2010.

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YA Global December Debenture - In December 2005, we entered into an agreement with YA Global to issue a \$1,500,000, 5 percent Secured Convertible Debenture (the "December Debenture"). The December Debenture was originally due July 30, 2008, and has a security interest in all the Company's assets, subordinate to the Highgate security interest. YA Global also agreed to extend the maturity date of the December Debenture to December 31, 2008. As of January 1, 2008 the interest rate was increased to 12 percent. On August 11, 2009, the Company and YA Global, an assignee of Highgate, entered into a forbearance agreement and related agreements. The Company agreed to repay the Company's obligations under the Debentures per an agreed schedule.

Since then, the Company defaulted on its payment obligation but is in the process of negotiating another forbearance agreement extending payments until August 2011.

Accrued interest was originally payable at the time of maturity or conversion. Per the Forbearance Agreement, the scheduled payments are to be applied first to outstanding accrued interest. We may, at its option, elect to pay accrued interest in cash or shares of our common stock, with the conversion price to be used to determine the number of shares of common stock being equal to 85 percent of the lowest closing bid price of the Company's common stock during the ten trading days prior to the payment day. Interest accrued during the six months ending June 30, 2010, totaled \$89,260. The balance of accrued interest owed at June 30, 2010, was \$261,373.

In consideration of the Company's performance under the Forbearance Agreement, YA Global agreed to forbear from enforcing its rights and remedies as a result of the existing defaults under the December Debenture, and/or converting the December Debenture into shares of the Company's common stock, until the earlier of (i) the occurrence of a termination event (as defined in the Forbearance Agreement), or (ii) the termination date of the Forbearance Agreement. Nothing contained in the Forbearance Agreement constitutes a waiver by YA Global of any default or event of default, whether existing at the time of the Forbearance Agreement or thereafter arising, and/or its right to convert the December Debenture into shares of Common Stock. The Forbearance Agreement only constitutes an agreement by YA Global to forbear from enforcing its rights and remedies and/or converting the December Debenture into shares of common stock of the Company upon the terms and conditions set forth in the agreement.

As of the date of this Report, the Company and YA Global were in the process of amending the Forbearance Agreement. The Company has made two payments "good faith" payments of \$25,000 each for a total of \$50,000 as part of the amendment process.

We also granted YA Global registration rights related to the shares of the Company's common stock issuable upon the conversion of the December Debenture. As of the date of this Report, no registration statement had been filed.

As of June 30, 2010, YA Global had not converted any of the December Debenture into shares of the Company's common stock. As a result, the carrying value of the debenture as of June 30, 2010, remains \$1,500,000. We determined that the conversion features on the December Debenture and the associated warrants fell under derivative accounting treatment. The fair value of the derivative liability stemming from the December Debenture's conversion feature as of June 30, 2010, was determined to be \$0.

YA Global August Debenture - In August 2006, we entered into another agreement with YA Global relating to the issuance by the Company of another 5 percent Secured Convertible Debenture, originally due in April 2009, in the principal amount of \$1,500,000 (the "August Debenture").

Accrued interest was originally payable at the time of maturity or conversion. Per the Forbearance Agreement, the scheduled payments are to be applied first to outstanding accrued interest. We may, at its option, elect to pay accrued interest in cash or shares of our common stock, with the conversion price to be used to determine the number of shares of common stock being equal to 85 percent of the lowest closing bid price of the Company's common stock during the ten trading days prior to the payment day. Interest accrued during the six months ending June 30, 2010, totaled \$61,560. The balance of accrued interest owed at June 30, 2010, was \$463,959.

In consideration of the Company's performance under the Forbearance Agreement, YA Global agreed to forbear from enforcing its rights and remedies as a result of the existing defaults under the August Debenture, and/or converting the August Debenture into shares of the Company's common stock, until the earlier of (i) the occurrence of a termination event (as defined in the Forbearance Agreement), or (ii) the termination date of the Forbearance Agreement. Nothing contained in the Forbearance Agreement constitutes a waiver by YA Global of any default or event of default, whether existing at the time of the Forbearance Agreement or thereafter arising, and/or its right to convert the August Debenture into shares of Common Stock. The Forbearance Agreement only constitutes an agreement by YA Global to forbear from enforcing its rights and remedies and/or converting the August Debenture into shares of common stock of the Company upon the terms and conditions set forth in the agreement. As of the date of this Report, the Company and YA Global were in the process of amending the Forbearance Agreement. The Company has made two payments "good faith" payments of \$25,000 each for a total of \$50,000 as part of the amendment process.

In connection with the August Purchase Agreement, we also agreed to grant to YA Global warrants (the "Warrants") to purchase up to an additional 15,000,000 shares of our common stock. The Warrants have an exercise price of \$0.06 per share, and originally were to expire three years from the date of issuance. In connection with the Forbearance Agreement, the term of these warrants was extended to August 23, 2010. The Warrants also provide for cashless exercise if at the time of exercise there is not an effective registration statement or if an event of default has occurred. As a result of the May 2007 1.2-for 1 forward stock split, the effective number of outstanding warrants increased to 18,000,000.

In connection with the issuance of the August Debenture, we also granted YA Global registration rights related to the common stock issuable upon conversion of the August Debenture and the exercise of the Warrants. As of the date of this report, no registration statement had been filed.

We determined that the conversion features on the August Debenture and the associated warrants fell under derivative accounting treatment. The fair value of the derivative liability arising from the August Debenture's conversion feature and warrants was \$250 as of December 31, 2009. Include carrying value of note \$1,041,218.

Please see the section below, "Debentures - Forbearance Agreement," for a more complete discussion of the Forbearance Agreement.

Debentures - Forbearance Agreement. On August 11, 2009, the Company and YA Global entered into the Forbearance Agreement related to the three convertible debentures issued by the Company to YAGlobal or its predecessor entities.

Under the terms of the Forbearance Agreement, the Company agreed to waive any

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claims against YAGlobal, entered into a Global Security Agreement (discussed below), a Global Guaranty Agreement (discussed below), and an amendment of a warrant granted to YA Global in connection with the issuance of the August Debenture; agreed to seek to obtain waivers from the Company's landlords at its properties in Utah, California, and Arkansas; agreed to seek to obtain deposit account control agreements from the Company's banks and depository institutions; and to repay the Company's obligations under the Debentures.

The repayment terms of the Forbearance Agreement required an initial payment of \$125,000 upon signing the agreement. Beginning September 1, 2009 through May 1, 2010 monthly payments ranging from \$150,000 to \$300,000 are due for total payments of \$2,825,000. The remaining balance was due July 1, 2010.

Since then, the Company defaulted on its payment obligation but is in the process of negotiating another forbearance agreement extending payments until August 2011.

Pursuant to the Forbearance Agreement, the Company, subject to the consent of YA Global, may choose to pay all or any portion of the monthly payments in common stock, at a conversion price used to determine the number of shares of common stock equal to 85 percent of the lowest closing bid price of the Company's common stock during the ten trading days prior to the payment date.

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YA Global agreed to forbear from enforcing its rights and remedies as a result of the existing defaults and/or converting the Debentures into shares of the Company's common stock, until the earlier of the occurrence of a Termination Event (as defined in the Forbearance Agreement), or July 1, 2010.

The Company, YA Global, and certain of the Company's subsidiaries also entered into a Global Security Agreement (the "GSA") in connection with the Forbearance Agreement. Under the GSA, the Company and the participating subsidiaries pledged and granted to YA a security interest in all assets and personal property of the Company and each participating subsidiary as security for the payment or performance in full of the obligations set forth in the Forbearance Agreement.

Additionally, the Company, YA Global, and certain of the Company's subsidiaries also entered into a Global Guaranty Agreement (the "GGA") in connection with the Forbearance Agreement. Under the GGA, the Company and the participating subsidiaries guaranteed to YA Global the full payment and prompt performance of all of the obligations set forth in the Forbearance Agreement.

As of the date of this report, the Company and YA Global were in the process of amending the Forbearance Agreement. The Company has made two payments "good faith" payments of \$25,000 each for a total of \$50,000 as part of the amendment process.

Other Convertible Instruments

We currently have issued and outstanding options, warrants, convertible notes and other instruments for the acquisition of our common stock in excess of the available authorized but unissued shares of common stock provided for under our Articles of Incorporation, as amended. As a consequence, in the event that the holders of such instruments requiring the issuance, in the aggregate, of a number of shares of common stock that would, when combined with the previously issued and outstanding common stock of the Company exceed the authorized capital of the Company, seek to exercise their rights to acquire shares under those instruments, we will be required to increase the number of authorized shares or effect a reverse split of the outstanding shares in order to provide sufficient

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shares for issuance under those instruments.

Critical accounting estimates

Revenue Recognition - Revenue is recognized when products are shipped. Title passes to the customer or independent sales representative at the time of shipment. Returns for defective items are repaired and sent back to the customer. Historically, expenses associated with returns have not been significant and have been recognized as incurred.

Shipping and handling fees are included as part of net sales. The related freight costs and supplies directly associated with shipping products to customers are included as a component of cost of goods sold.

We signed an Assignment and Exclusive Services Agreement with GMA, a related party, whereby revenues and all associated performance obligations under GMA's web-hosting and training contracts were assigned to us. Accordingly, this revenue is recognized in our financial statements when it is collected, along with our revenue of CirTran Online Corporation.

We sold our Salt Lake City, Utah building in a sale/leaseback transaction, and reported the gain on the sale as deferred revenue to be recognized over the term of lease pursuant to ASC 840-10, Accounting for Leases.

We have entered into a Manufacturing, Marketing and Distribution Agreement with PlayBev, a related party, whereby we are the vendor of record in providing initial development, promotional, marketing, and distribution services marketing and distribution services. Accordingly, all amounts billed to PlayBev in connection with the development and marketing of its new energy drink have been included in revenue.

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Impairment of Long-Lived Assets - We review our long-lived assets, including intangibles, for impairment when events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. At each balance sheet date, we evaluate whether events and circumstances have occurred that indicate possible impairment. We use an estimate of future undiscounted net cash flows from the related asset or group of assets over their remaining life in measuring whether the assets are recoverable. Long-lived asset costs are amortized over the estimated useful life of the asset, which is typically 5 to 7 years. Amortization expense was \$111,113 and \$111,113 for the three months ended June 30, 2010 and 2009, respectively and was \$222,227 and \$222,227 for the six months ended June 30, 2010 and 2009, respectively.

Financial Instruments with Derivative Features - We do not hold or issue derivative instruments for trading purposes. However, we have financial instruments that are considered derivatives, or contain embedded features subject to derivative accounting. Embedded derivatives are valued separate from the host instrument and are recognized as derivative liabilities in our balance sheet. We measure these instruments at their estimated fair value, and recognize changes in their estimated fair value in results of operations during the period of change. We have estimated the fair value of these embedded derivatives using the Black-Scholes model. The fair value of the derivative instruments are measured each quarter.

Registration Payment Arrangements - On January 1, 2007, we adopted ASC 815-40 Accounting for Registration Payment Arrangements. Under ASC 815-40, and ASC 450-10, Accounting for Contingencies, a registration payment arrangement is an arrangement where (a) we have agreed to file a registration statement for

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certain securities with the SEC and have the registration statement declared effective within a certain time period; and/or (b) we will endeavor to keep a registration statement effective for a specified period of time; and (c) transfer of consideration is required if we fail to meet those requirements. When we issues an instrument coupled with these registration payment requirements, we estimate the amount of consideration likely to be paid under the agreement, and offsets such amount against the proceeds of the instrument issued. The estimate is then reevaluated at the end of each reporting period, and any changes recognized as a registration penalty in the results of operations. As further described in Note 9 to the consolidated financial statements, we have instruments that contain registration payment arrangements. The effect of implementing this has not had a material effect on the financial statements because we consider probability of payment under the terms of the agreements to be remote.

Stock-Based Compensation - Effective January 1, 2006, we adopted the provisions of ASC 718-10, Accounting for Stock Issued to Employees, for our stock-based compensation plans. We previously accounted for our plans under the recognition and measurement principles of Accounting Standards No. 25, Accounting for Stock Issued to Employees ("APB 25") and related interpretations and disclosure requirements established by ASC 718-10, Accounting for Stock-Based Compensation, as amended by SFAS No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure.

Under APB 25, no compensation expense was recorded in earnings for our stock-based options granted under our compensation plans, since the intrinsic value of the options was zero. The pro forma effects on net income and earnings per share for the options and awards granted under the plans were instead disclosed in a note to the consolidated financial statements. Under ASC 718-10, all stock-based compensation is measured at the grant date, based on the fair value of the option or award, and is recognized as an expense in earnings over the requisite service period, which is typically through the date the options vest.

We adopted ASC 718-10 using the modified prospective method. Under this method, compensation cost would've been recognized over the remaining service periods for the unvested portion of all stock-based options and awards granted prior to January 1, 2006, that rem