

Propell Corporation.  
Form 10-Q/A  
March 07, 2011

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

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**Amendment No. 2 to**  
**FORM 10-Q/A**

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[mark one]

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QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the quarterly period ended: March 31, 2010**

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TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number 005-53488**

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**PROPELL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

**26-1856569**

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification Number)

**305 San Anselmo Avenue, Suite 300**

**San Anselmo, CA 94960**

*(Address of principal executive offices including zip code)*

**(415) 747-8775**

*(Registrant's telephone number, including area code)*

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

Number of shares outstanding of the issuer's common stock as of the latest practicable date: 22,482,575 shares of common stock, \$.001 par value per share, as of May 12, 2010.

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

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**EXPLANATORY NOTE**

This Amendment No. 2 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 is being filed to revise the Controls and Procedures Disclosure and the Certifications.

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**PROPELL CORPORATION**

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**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****Propell Corporation and Subsidiaries****Consolidated Balance Sheets**

| <u>Assets</u>                      | <b>March 31, 2010</b><br><b>(unaudited)</b> | <b>December 31, 2009</b><br><b>(audited)</b> |
|------------------------------------|---|--|
| <b>Current Assets</b>              |   |  |
| Cash                               | \$ 243,705                                  | \$ 121,689                                   |
| Accounts receivable                | 2,597                                       | 4,176  |
| Prepaid expenses                   | 7,557                                       | 4,587  |
| Inventory                          | 81,863                                      | 95,144                                       |
| Deposits - current                 | 1,499                                       | 1,499  |
| <b>Total Current Assets</b>        | <b>337,221</b>                              | <b>227,095</b>                               |
| <b>Property and Equipment, net</b> | <b>3,117</b>                                | <b>3,821</b>                                 |
| <b>Other Assets</b>                |   |  |
| Intangible assets, net             | 7,843                                       | 9,314  |
| Website URL, net                   | 5,200                                       | 5,600  |
| Website assets, net                | 501,201                                     | 501,201                                      |
| Deposits - long term               | 7,401                                       | 7,401  |
| <b>Total Other Assets</b>          | <b>521,645</b>                              | <b>523,516</b>                               |
| <b>Total Assets</b>                | <b>\$ 861,983</b>                           | <b>\$ 754,432</b>                            |

**Liabilities and Stockholders' Deficit****Current Liabilities:**

|                                  |                  |                  |
|----------------------------------|------------------|------------------|
| Accounts payable                 | \$ 488,143       | \$ 511,167       |
| Accrued liabilities              | 52,796           | 6,648            |
| Deferred revenue                 | 2,865            | -                |
| Due to related parties           | -                | 51,714           |
| Convertible notes payable        | 782,500          | 420,462          |
| Notes payable - current portion  | 104,400          | 104,400          |
| <b>Total Current Liabilities</b> | <b>1,430,704</b> | <b>1,094,391</b> |

**Long Tern Liabilities**

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|   |                   |                   |
|---|-------------------|-------------------|
| Notes payable   | 744,516           | 734,542           |
| <b>Total Long Term Liabilities</b>  | 744,516           | 734,542           |
| <b>Total Liabilities</b>  | 2,175,220         | 1,828,933         |
| <b>Stockholders' Deficit</b>  |                   |                   |
| Common stock, \$0.001 par value; 100,000,000 shares<br>authorized, 22,482,575 and 22,482,575 shares issued and<br>outstanding | 22,482            | 22,482            |
| Additional paid-in capital  | 1,695,632         | 1,694,614         |
| Accumulated deficit   | (3,031,351)       | (2,791,597)       |
| <b>Total Stockholders' Deficit</b>  | (1,313,237)       | (1,074,501)       |
| <b>Total Liabilities and Stockholders' Deficit</b>  | <b>\$ 861,983</b> | <b>\$ 754,432</b> |

See accompanying notes to consolidated financial statements



**Propell Corporation and Subsidiaries**

**Consolidated Statements of Operations**

**(unaudited)**

**For the three months ended March 31,**

**2010**

**2009**

|  |    |                  |    |                  |
|--|----|------------------|----|------------------|
| <b>Net Revenues:</b>   | \$ | 99,754           | \$ | 56,104           |
| <b>Cost of Goods Sold:</b>   |    | 21,398           |    | 57,681           |
| <b>Gross Profit:</b>   |    | 78,356           |    | (1,577)          |
| <b>Operating Expenses:</b>   |    | 375,164          |    | 283,798          |
| <b>Loss from Operations</b>  |    | (296,808)        |    | (285,375)        |
| <b>Other Income (Expense):</b>   |    | 57,054           |    | 30,089           |
| <b>Net Loss</b>  | \$ | <b>(239,754)</b> | \$ | <b>(255,286)</b> |
| <b>Net Loss Per Share - Basic and Diluted</b>  | \$ | (0.01)           | \$ | (0.02)           |
| <b>Weighted average number of shares outstanding during the period - basic and diluted</b> |    | 22,482,575       |    | 13,340,777       |

See accompanying notes to consolidated financial statements

**Propell Corporation and Subsidiaries**  
**Consolidated Statement of Stockholders' Deficit**

**As of March 31, 2010**

(unaudited)

|  | <b>Common Stock</b>      |               | <b>Additional</b> | <b>Distributions</b> | <b>Accumulated</b> | <b>Total</b>         |
|--|--------------------------|---------------|-------------------|----------------------|--------------------|----------------------|
|  | <b>\$0.001 Par Value</b> |               | <b>Paid-in</b>    | <b>To</b>            | <b>Deficit</b>     | <b>Stockholders'</b> |
|  | <b>Shares</b>            | <b>Amount</b> | <b>Capital</b>    | <b>Affiliates</b>    | <b>Deficit</b>     | <b>Deficit</b>       |
| Balance, January 29, 2008 (Inception)  | -                        | \$ -          | \$ -              | \$ -                 | \$ -               | -                    |
| Issuance of common stock to acquire Crystal Magic, Inc.                        | 5,400,000                | 5,400         | (5,400)           |                      |                    | -                    |
| Issuance of common stock to acquire Auleron 2005, LLC                          | 136,088                  | 136           | (136)             |                      |                    | -                    |
| Issuance of common stock to acquire Mountain Capital, LLC                      | 2,094,864                | 2,095         | 381,709           |                      |                    | 383,804              |
| Conversion of convertible notes to common stock                                | 2,278,000                | 2,278         | 20,502            |                      |                    | 22,780               |
| Reclassification of intercompany payable                                       |                          |               | 61,048            |                      |                    | 61,048               |
| Distributions to affiliate   |                          |               |                   | (938,664)            |                    | (938,664)            |
| Net loss for the period ended December 31, 2008                                |                          |               |                   |                      | (1,107,257)        | (1,107,257)          |
| Balance, December 31, 2008   | 9,908,952                | 9,909         | 457,723           | (938,664)            | (1,107,257)        | (1,578,289)          |
| Recognition of stock based compensation in connection with stock option grants |                          |               | 43,440            |                      |                    | 43,440               |
| Recognition of shares issued in connection with services rendered              | 856,667                  | 857           | 285,793           |                      |                    | 286,650              |

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|  |            |           |              |           |                |                |
|--|------------|-----------|--------------|-----------|----------------|----------------|
| Conversion of convertible notes into common stock                              | 8,650,000  | 8,650     | 1,763,014    |           |                | 1,771,664      |
| Issuance of common stock in rights offering                                    | 3,066,956  | 3,066     | 825,012      |           |                | 828,078        |
| Distributions to affiliate   |            |           |              | (122,542) |                | (122,542)      |
| Reclassification of affiliate distributions as a result of change in control   |            |           |              | 1,061,206 |                | 1,061,206      |
| Reclassification of affiliate equity and payables due to change in control     |            |           | (1,680,368)  |           |                | (1,680,368)    |
| Net loss for the year ended December 31, 2009                                  |            |           |              |           | (1,684,340)    | (1,684,340)    |
| Balance, December 31, 2009   | 22,482,575 | 22,482    | 1,694,614    | -         | (2,791,597)    | (1,074,501)    |
| Net loss for the three months ended March 31, 2010                             |            |           |              |           | (239,754)      | (239,754)      |
| Recognition of stock based consulting in connection with stock option grants   |            |           | 679          |           |                | 679            |
| Recognition of stock based compensation in connection with stock option grants |            |           | 339          |           |                | 339            |
| Balance, March 31, 2010  | 22,482,575 | \$ 22,482 | \$ 1,695,632 | \$ -      | \$ (3,031,351) | \$ (1,313,237) |

See accompanying notes to consolidated financial statements

**Propell Corporation and Subsidiaries****Consolidated Statements of Cash Flows****(unaudited)**

|  | <b>For the three months ended March<br/>31,</b> |                  |
|--|---|------------------|
|  | <b>2010</b>                                     | <b>2009</b>      |
| <b>Cash Flows From Operating Activities:</b>                                       |   |                  |
| Net loss   | \$ (239,754)                                    | \$ (255,286)     |
| <b>Adjustments to reconcile net loss to net cash used in operating activities:</b> |   |                  |
| Stock option grants  | 1,019   | -                |
| Foregiveness of debt   |   |                  |
| Inventory reserve  |   | -                |
| Inventory writeoff   | -   | 1,576            |
| Depreciation & amortization  | 1,104   | -                |
| Writedown of fixed assets  | -   |                  |
| <b>Changes in Assets and Liabilities</b>   |   |                  |
| Decrease in accounts receivable  | 1,579   | (4,031)          |
| Decrease (increase) in deferred charges  | -   | 1,842            |
| Decrease in deposits   | -   | 3,404            |
| Decrease in inventory  | 13,281  | 46,524           |
| Decrease in prepaid expenses   | (2,970)   | -                |
| Increase (decrease) in accounts payable  | (23,024)  | (29,324)         |
| Decrease in due to related parties   | (51,714)  | (208)            |
| Increase in customer deposits  | -   | -                |
| Increase (decrease) in deferred revenue  | 2,865   | (8,443)          |
| Increase (decrease) in accrued expenses and taxes                                  | 46,148  | 21,054           |
| <b>Net Cash Used In Operating Activities</b>                                       | <b>(251,466)</b>                                | <b>(222,892)</b> |
| <b>Cash Flows From Investing Activities:</b>                                       |   |                  |
| Acquisitions of property and equipment   | 1,471   | -                |
| Acquisition of website URL   | -   | -                |
| Development of website asset   | -   | (23,575)         |
| Cash received from the consolidation of Crystal Magic                              | -   | -                |
| <b>Net Cash Provided By (Used In) Investing Activities</b>                         | <b>1,471</b>                                    | <b>(23,575)</b>  |
| <b>Cash Flows From Financing Activities:</b>                                       |   |                  |
| Distributions to affiliate - Crystal Magic   |   | (126,558)        |

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|   |                   |                   |
|---|-------------------|-------------------|
| Proceeds from rights offering                               |                   | 428,078           |
| Increase (decrease) in intercompany payable to Auleron 2005 | -                 | (3,111)           |
| Proceeds from convertible notes payable                     | 362,038           | -                 |
| Payments on long term debt                                  | 9,974             | -                 |
| <b>Net Cash Provided By Financing Activities</b>            | <b>372,012</b>    | <b>298,409</b>    |
| <b>Net increase in cash and cash equivalents</b>            | <b>122,016</b>    | <b>51,942</b>     |
| Cash and cash equivalents at beginning of period            | 121,689           | 136,660           |
| <b>Cash and cash equivalents at end of period</b>           | <b>\$ 243,705</b> | <b>\$ 188,602</b> |
| <b>Supplemental Cash Flow Information:</b>                  |                   |                   |
| Cash paid for interest                                      | \$ 63,044         | \$ -              |
| Cash paid for income taxes                                  | \$ -              | \$ -              |

See accompanying notes to consolidated financial statements

**Propell Corporation and Subsidiaries**

**Notes to Consolidated Financial Statements**

**Note 1 Organization and Summary of Significant Accounting Policies**

**(A) Description of the Business**

Propell Corporation, a Delaware corporation ( Propell or the Company ) is an e-commerce and fulfillment provider of image-based personalized products and services.

**(B) Basis of Presentation & Principles of Consolidation**

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules and regulations of the United States Securities and Exchange Commission for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position, results of operations, or cash flows. It is management's opinion, however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statement presentation. The results for the interim period are not necessarily indicative of the results to be expected for the full year.

The unaudited interim financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2009, which contains the audited financial statements and notes thereto, together with the Management's Discussion and Analysis of Financial Condition and Results of Operation, for the period ended December 31, 2009. The interim results for the period ended March 31, 2010 are not necessarily indicative of results for the full fiscal year.

All significant inter-company accounts and transactions have been eliminated in consolidation.

**(C) Use of Estimates**

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Such estimates and assumptions impact, among others, the following: the amount allocated to goodwill and other intangible assets, the estimated useful lives for amortizable intangible assets and property, plant and equipment, the fair value of warrants and stock options granted for services or compensation, respectively, estimates of the probability and potential magnitude of contingent liabilities and the valuation allowance for deferred tax assets due to continuing operating losses.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the consolidated financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

**(D) Accounts Receivable and Allowance for Doubtful Accounts**

Accounts receivable are reported at realizable value, net of allowances for doubtful accounts, which is estimated and recorded in the period the related revenue is recorded. The Company has a standardized approach to estimate and review the collectability of its receivables based on a number of factors, including the period they have been outstanding. Historical collection and payer reimbursement experience is an integral part of the estimation process related to allowances for doubtful accounts. In addition, the Company regularly assesses the state of its billing operations in order to identify issues, which may impact the collectability of these receivables or reserve estimates. Revisions to the allowances for doubtful accounts estimates are recorded as an adjustment to bad debt expense. Receivables deemed uncollectible are charged against the allowance for doubtful accounts at the time such receivables are written-off. Recoveries of receivables previously written-off are recorded as credits to the allowance for doubtful accounts. There were no recoveries during the three months ended March 31, 2010.

**(E) Revenue Recognition**

The Company records revenue when all of the following have occurred: (1) persuasive evidence of an arrangement exists, (2) the service is completed without further obligation, (3) the sales price to the customer is fixed or determinable, and (4) collectability is reasonably assured.

The Company primarily recognizes revenue for services rendered upon completion of the order.

**(F) Risks and Uncertainties**

The Company's operations will be subject to significant risk and uncertainties including financial, operational, regulatory and other risks associated, including the potential risk of business failure. The recent global economic crisis has caused a general tightening in the credit markets, lower levels of liquidity, increases in the rates of default and bankruptcy, and extreme volatility in credit, equity and fixed income markets. These conditions not only limit our access to capital, but also make it difficult for our customers, our vendors and us to accurately forecast and plan future business activities.

**(G) Cash and Cash Equivalents**

The Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents. At March 31, 2010 and December 31, 2009, respectively, the Company had cash of \$243,705 and \$121,689 and had no cash equivalents.

The Company minimizes credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits. At March 31, 2010 and December 31, 2009, the balance exceeded the federally insured limit by \$0 and \$0, respectively.

**(H) Property and Equipment**

Property and equipment is stated at cost, less accumulated depreciation. Expenditures for maintenance and repairs are charged to expense as incurred. Items of property and equipment with costs greater than \$1,000 are capitalized and depreciated on a straight-line basis over the estimated useful lives, as follows:

| <b>Description</b>                  | <b>Estimated Useful Life</b>                     |
|-------------------------------------|--|
| Office equipment and furniture      | 2 to 5 years                                     |
| Leasehold improvements and fixtures | Lesser of estimated useful life or life of lease |

**(I) Inventory**

Inventory is stated at cost using the FIFO (first in, first out) method.

**(J) Long Lived Assets**

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. The Company took an impairment charge of \$85,527 during the year ended December 31, 2009.

**(K) Net Loss per Share**



Basic earnings (loss) per share is computed by dividing the net income (loss) less preferred dividends for the period by the weighted average number of common shares outstanding. Diluted earnings (loss) per share is computed by dividing net income (loss) less preferred dividends by the weighted average number of common shares outstanding including the effect of share equivalents. The Company's share equivalents consist of 1,624,000 stock options and 4,600,434 warrants. Since the Company reported a net loss for the three months ended March 31, 2010 and the year ended December 31, 2009, all common stock equivalents would be anti-dilutive; as such there is no separate computation for diluted earnings per share.

**(L) Fair Value of Financial Instruments**

The carrying amounts of the Company's short-term financial instruments, including accounts receivable, accounts payable and accrued liabilities, approximate fair value due to the relatively short period to maturity for these instruments.

**(M) Share-Based Payment Arrangements**

Generally, all forms of share-based payments, including stock option grants, restricted stock grants and stock appreciation rights are measured at their fair value on the awards' grant date, based on the estimated number of awards that are ultimately expected to vest. Share-based compensation awards issued to non-employees for services rendered are recorded at either the fair value of the services rendered or the fair value of the share-based payment, whichever is more readily determinable. The expense resulting from share-based payments are recorded in cost of goods sold or general and administrative expense in the consolidated statement of operations, depending on the nature of the services provided.

## **(N) Recent Accounting Pronouncements**

In April 2009, the FASB issued guidance now codified as FASB ASC Topic 820, *Fair Value Measurements and Disclosures*, which amends previous guidance to require disclosures about fair value of financial instruments in interim as well as annual financial statements in the current economic environment. This pronouncement was effective for periods ending after June 15, 2009. The adoption of this pronouncement did not have a material impact on our business, financial condition or results of operations; however, these provisions of FASB ASC Topic 820 resulted in additional disclosures with respect to the fair value of our financial instruments.

In May 2009, the FASB issued guidance now codified as FASB ASC Topic 855, *Subsequent Events*, which establishes general standards of accounting for, and disclosures of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This pronouncement was effective for interim or fiscal periods ending after June 15, 2009. The adoption of this pronouncement did not have a material impact on our business, results of operations or financial position; however, the provisions of FASB ASC Topic 855 resulted in additional disclosures with respect to subsequent events.

In June 2009, the Financial Accounting Standards Board (FASB) issued guidance now codified as FASB Accounting Standards Codification (ASC) Topic 105, *Generally Accepted Accounting Principles*, as the single source of authoritative non-governmental U.S. GAAP. FASB ASC Topic 105 does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all authoritative literature related to a particular topic in one place. All existing accounting standard documents will be superseded and all other accounting literature not included in the FASB Codification will be considered non-authoritative. These provisions of FASB ASC Topic 105 were effective for interim and annual periods ending after September 15, 2009 and, accordingly, were effective for the current fiscal reporting period. The adoption of this pronouncement did not have an impact on our business, financial condition or results of operations, but will impact our financial reporting process by eliminating all references to pre-codification standards. On the effective date of FASB ASC Topic 105, the Codification superseded all then-existing non-SEC accounting and reporting standards, and all other non-grandfathered non-SEC accounting literature not included in the Codification became non-authoritative.

In January 2010, the Financial Accounting Standards Board ("FASB") issued updated guidance to amend the disclosure requirements related to recurring and nonrecurring fair value measurements. This update requires new disclosures on significant transfers of assets and liabilities between Level 1 and Level 2 of the fair value hierarchy (including the reasons for these transfers) and the reasons for any transfers in or out of Level 3. This update also requires a reconciliation of recurring Level 3 measurements about purchases, sales, issuances and settlements on a gross basis. In addition to these new disclosure requirements, this update clarifies certain existing disclosure requirements. For example, this update clarifies that reporting entities are required to provide fair value measurement disclosures for each class of assets and liabilities rather than each major category of assets and liabilities. This update also clarifies the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. This update became effective for the interim and annual reporting period beginning January 1, 2010, except for the requirement to provide the Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will become effective for the interim and annual reporting period beginning January 1, 2011. We will not be required to provide the amended disclosures for any previous periods presented for comparative purposes. Other than requiring additional disclosures, adoption of this update does not have a material effect on our consolidated financial statements.

## **Note 2 Property and Equipment**

Property and Equipment consisted of the following at March 31, 2010 and December 31, 2009.

|  | <b>3/31/2010</b> |    | <b>12/31/2009</b> |
|--|------------------|----|-------------------|
| Leasehold improvements                     | \$ 6,825         | \$ | 6,825             |
| Furniture and fixtures                     | 37,971           |    | 37,971            |
| Computer and equipment                     | 11,782           |    | 11,782            |
| Total                                      | 56,578           |    | 56,578            |
| Less accumulated depreciation/amortization | (53,461)         |    | (52,757)          |
| Property and equipment, net                | \$ 3,117         | \$ | 3,821             |

**Note 3 Prepaid Expenses**

At March 31, 2010 prepaid expenses consisted solely of prepaid insurance and rent in the amount of \$7,557. At December 31, 2009 prepaid expenses consisted solely of prepaid insurance in the amount of \$4,587.

**Note 4 Website Assets**

In 2009, the company developed its primary website and capitalized the expenses incurred from programming in the amount of \$501,201. As of March 31, 2010 this amount remained unchanged.

**Note 5 Accrued Expenses and Taxes**

At March 31, 2010 and December 31, 2009 accrued expenses and taxes consisted of the following:

|                               | <b>3/31/2010</b> | <b>12/31/2009</b> |
|-------------------------------|------------------|-------------------|
| Payroll                       | \$ 18,884        | \$ 5,756          |
| Taxes                         | 215              | 652               |
| Interest on Convertible Notes | 32,007           | 0                 |
| Other                         | 1,690            | 240               |
| Total                         | \$ 52,796        | \$ 6,648          |

**Note 6 Notes and Convertible Notes Payable**

In 2009 the Company borrowed \$407,500 under the terms of a convertible note payable. During the three months ended March 31, 2010 the Company borrowed an additional \$375,000 on the same note. This note is convertible to shares of the Company's common stock at the lenders option at the lower of \$0.27 per share or a twenty-five percent (25%) discount from the next issuance of common stock by the Company. The original note was due on February 28, 2010. In March 2010, the note was amended to change the due date to June 30, 2010 and the maximum amount of the Note was increased to \$1 Million, of which the Company has borrowed \$782,500 as of March 31, 2010.

In 2008 the Company borrowed \$1,730,000 under the terms of a convertible note payable. These notes converted to common stock in 2009. See Note 8.

The Company's Crystal Magic subsidiary has four (4) notes all of which are either guaranteed or funded by the United States Small Business Administration (SBA). At March 31, 2010 the notes total an aggregate of \$848,916 and carry a monthly payment amount of approximately \$8,700.

**Note 7 Other Income**

At March 31, 2010 and March 31, 2009 other income (expense) consisted of the following:

|                              | <b>3/31/2010</b> | <b>3/31/2009</b> |
|------------------------------|------------------|------------------|
| Interest income              | \$ -             | \$ 182           |
| Gain on insurance claims     | -                | 6,487            |
| Income from debt forgiveness | 57,054           | 23,420           |
| Net other income             | \$ 57,054        | \$ 30,089        |

**Note 8 Stockholders Deficit**

**(A) Common Stock Issuances of Issuer**

**For the three months ended March 31, 2010**

No shares were issued.

**For the Year ended December 31, 2009**

During the year ended December 31, 2009, the Company issued 856,667 shares of common stock for services rendered, having a fair value of \$286,650. Of this, 741,667 shares were issued in connection with severance agreements.

During the year ended December 31, 2009, the Company issued 8,650,000 shares of common stock in connection with the conversion of convertible notes in the principal amount of \$1,730,000 (\$0.20 per share).

During the year ended December 31, 2009, the Company issued 3,066,956 shares of common stock in two rights offerings for proceeds of \$828,078 (\$0.27 per share).

**(B) Stock Option Plan**

In 2008 the Company's Board of Directors approved the Company's 2008 Stock Option Plan (the "Stock Plan") for the issuance of up to five (5) million shares of common stock to be granted through incentive stock options, nonqualified stock options, stock appreciation rights, dividend equivalent rights, restricted stock, restricted stock units and other stock-based awards to officers, other employees, directors and consultants of the Company and its subsidiaries. The exercise price of stock options under the Stock Plan is determined by the compensation committee of the Board of Directors, and may be equal to or greater than the fair market value of the Company's common stock on the date the option is granted. Options become exercisable over various periods from the date of grant, and generally expire ten years after the grant date. At March 31, 2010 and December 31, 2009, there were 1,624,000 and 1,499,000 options issued and outstanding under the Stock Plan, respectively.

In the event of termination, the Company will cease to recognize compensation expense. There is no deferred compensation recorded upon initial grant date, instead, the fair value of the share-based payment is recognized ratably over the stated vesting period.

The Company has applied fair value accounting for all share based payment awards since inception. The fair value of each option or warrant granted is estimated on the date of grant using the Black-Scholes option-pricing model. There were no options granted for the three months ended March 31, 2009. The Black-Scholes assumptions used in the three months ended March 31, 2010 are as follows:

|                         | <b>Three Months<br/>ended 3/31/210</b> |
|-------------------------|--|
| Exercise price          | \$ 0.27                                |
| Expected dividends      | 0%                                     |
| Expected volatility     | 0%                                     |
| Risk free interest rate | 3.59%                                  |
| Expected life of option | 10 years                               |
| Expected forfeitures    | 0%                                     |

The Company records stock based compensation based upon the stated vested provisions in the related agreements, with recognition of expense recorded on the straight line basis over the term of the related agreement. The vesting provisions for these agreements have various terms as follows:

.

annually over one, two or three years

.

Monthly over one year

During the three months ended March 31, 2010, the Company granted 125,000 options to employees and consultants having a fair value of \$10,180 based upon the Black-Scholes option pricing model.

|           |                                 | <b>Options</b> | <b>Weighted<br/>Average<br/>Exercise Price</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Contractual<br/>Life</b> | <b>Aggregate<br/>Intrinsic<br/>Value</b> |
|-----------|---------------------------------|----------------|--|--|--|
| Balance   | December 31, 2008               | 1,075,000      | 0.50   |  |  |
| Granted   |                                 | 749,000        | \$ 0.27  |  |  |
| Exercised |                                 | 0              | -  |  |  |
| Forfeited |                                 | 325,000        | 0.43   |  |  |
| Balance   | December 31, 2008               | 1,499,000      | \$ 0.40  |  |  |
| Granted   |                                 | 125,000        | \$ 0.27  |  |  |
| Exercised |                                 | 0              | -  |  |  |
| Forfeited |                                 | 0              | -  |  |  |
| Balance   | December 31, 2009 - outstanding | 1,624,000      | 0.43   | 8.64 years   | 0  |
| Balance   | December 31, 2009 exercisable   | 334,667        | \$ 0.47  | 8.26 years   | 0  |

**Note 9 Subsequent Events**

The Company has evaluated for subsequent events between the balance sheet date of March 31, 2010 and May 17, 2010, the date the financial statements were issued.

## **Note 10 Going Concern**

The Company has negative working capital, has incurred operating losses since inception, and its operating activities to date have required financing from outside institutions and related parties. The accompanying financial statements have been prepared assuming that the company will continue as a going concern. The Company will continue to need outside financing to support its internal growth.

Management continues to seek funding to pursue its business plans.

## **Item 2. Management's Discussion and Analysis of Plan of Operations**

*The following discussion of our financial condition and results of operations should be read in conjunction with the notes hereto and our audited financial statements and notes thereto for the fiscal year ended December 31, 2009. In addition to historical information, the following discussion contains forward-looking statements that involve risks, uncertainties and assumptions. Where possible, we have tried to identify these forward looking statements by using words such as anticipate, believe, intends, or similar expressions. Our actual results could differ materially from those anticipated by the forward-looking statements due to important factors and risks including, but not limited to, those set forth under Risk Factors in Part I, Item 1A of our financial statements and notes for the fiscal year ended December 31, 2009t.*

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ( MD&A ) is intended to help the reader understand our results of operations and financial condition.

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statement as of March 31, 2010 and March 31, 2009, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of any contingent liabilities at the financial statement date and reported amounts of revenue and expenses during the reporting period. On an on-going basis we review our estimates and assumptions. Our estimates are based on our historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results are likely to differ from those estimates under different assumptions or conditions. Our critical accounting policies, the policies we believe are most important to the presentation of our financial statements and require the most difficult, subjective and complex judgments are outlined below in Critical Accounting Policies.

## **FORWARD LOOKING STATEMENTS**

Certain statements made in this report may constitute forward-looking statements *on our current expectations and projections about future events*. These forward-looking statements involve known or unknown risks, uncertainties and other factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. *In some cases you can identify forward-looking statements by terminology such as may, should, potential, continue, expects, anticipates, intends, plans, believes, estimates, and similar expressions.* These statements are based on our current beliefs, expectations, and assumptions and are subject to a number of risks and uncertainties. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. These forward-looking statements are made as of the date of this report, and we assume no obligation to update these forward-looking statements whether as a result of new information, future events, or otherwise, other than as required by law. In light of these assumptions, risks, and uncertainties, the forward-looking events discussed in this report might not occur and actual results and events may vary significantly



from those discussed in the forward-looking statements.

### **Company Overview**

Propell Corporation is a Delaware corporation originally formed on January 29, 2008 as CA Photo Acquisition Corp. On April 10, 2008 Crystal Magic, Inc. ( CMI ), a Florida Corporation, merged with an acquisition subsidiary of Propell s, which was formed solely for the purpose of the merger of CMI with and into Propell. As part of this transaction, the Company issued an aggregate of 5,400,000 shares to the former shareholders of CMI.

On May 6, 2008, the Company acquired both Mountain Capital, LLC (d/b/a Arrow Media Solutions) ( AMS ) and Auleron 2005, LLC (d/b/a Auleron Technologies) ( AUL ) and made each a wholly owned subsidiary. A total of 2,094,864 shares of the Company s common stock were issued to the members of Mountain Capital, LLC and a total of 136,088 shares of the Company s common stock were issued to the members of AUL.

The mergers were completed in order to form a consolidated enterprise with subsidiaries that each have experience in complementary parts of the imaging and personalized products industries, and to expand their capabilities both online and at retail.

In mid-2009, Management decided to concentrate its efforts and assets on its e-commerce business. Shortly thereafter, AUL and AMS began to wind down operations. In January 2010, AUL was dissolved. In late 2009, AMS assigned its warranty responsibilities and its inventory to a third party and ceased operations. The Company is in the process of settling with creditors and expects to dissolve AMS in 2010.

We do not expect to renew our Disney World lease when it expires in 2010. The Company expects to wind down CMI's operations in 2010 and liquidate this Subsidiary.

### **OUR PLAN OF OPERATIONS**

Our current operations involve sales and operations from Propell and CMI, however our focus is on our PropellStores.

The operations of Auleron 2005, LLC were dissolved in January 2010. We determined the net fair market value of the assets and liabilities of Auleron 2005 LLC at December 31, 2009, to be immaterial to our consolidated financial statements.

Our PropellShops online system provides a special web site at which a customer -- whether a business, group, or individual -- can design and set up a web store featuring their own logos, photos or other artwork. That web store can then be embedded into the customer's own web site. We then operate that store for the customer, taking orders, manufacturing and shipping product and paying a share of our revenue to the customer.

Propell believes the PropellShops product opens up substantial new opportunities and channels by providing e-commerce web sites with the opportunity to easily integrate a personalized merchandise online store into their own site with little effort or cost. Strategic outsource partners perform the fulfillment, manufacturing and shipping of these product(s). The PropellShops product is a key part of our strategy for 2010 and beyond.

CMI's core business began nearly a decade ago by using proprietary laser technology to create three-dimensional laser images engraved inside solid crystal blocks (such as paperweights) based on photographs of consumers, which then are visibly engraved inside the crystal, and were sold as gifts in company-owned stores within Disney and Universal theme parks, and later expanded to a wide range of image-based merchandise, such as mugs, T-shirts and other merchandise upon which personal photos, logos or other artwork are printed, offered through mass market retail.

Today, our CMI division's products are sold principally at the Disney World theme park in Orlando. We do not expect to renew our Disney World lease when it expires in 2010. The Company expects to wind down CMI's operations in 2010 and liquidate this Subsidiary.

Our ability to continue to execute on our plan of operations is contingent on our ability to raise additional capital to launch our Internet initiatives and expand marketing for our existing operations. We do not have sufficient capital to last the next 12 months; however it is our intent to raise significant additional capital through the sale of securities. We also actively seek to enter related new markets through merger or acquisition.

#### ***Our Company***

We are a Delaware corporation providing e-commerce and fulfillment for image-based personalized products and services via custom websites for schools, nonprofits, media companies and other organizations. Through our proprietary online system, we allow partners to create instant e-commerce web sites (marketed as PropellShops). This system provides a special web site at which a customer -- whether a business, group, or individual -- can design and

set up a web store featuring their own logos, photos or other artwork. That web store can then be embedded into, or linked from, the customer's own web site. We then operate that store for the customer, taking orders, manufacturing and shipping product and paying a share of our revenue to the customer.

All of our current operations are conducted through Propell and our wholly owned subsidiary, Crystal Magic, Inc. During 2009 we ceased doing business through our Mountain Capital subsidiary. We assigned inventory and our warranty responsibilities and interaction with customers to a third party. We are in the process of liquidating Mountain Capital. Our third subsidiary, Auleron 2005, LLC, temporarily discontinued its operations in 2008; in November 2009, the decision was made to liquidate Auleron since it had no operations and management determined its resources were better focused on its Internet business. Auleron was formally liquidated in January 2010. Prior to our formation in January 2008, each subsidiary was independently owned.

Crystal Magic, along with our and Crystal Magic partners, marketed its products Crystal Magic online, at retail, and through business-to-business partners and resellers. In 2009, Crystal Magic ceased selling to business-to-business partners and resellers. At December 31, 2009, Crystal Magic continued to sell through kiosks at Disney World. Our current customers and the customers of Crystal Magic include eChalk, the Los Angeles Times, the Walt Disney Co., and numerous K-12 schools and universities, through e-commerce web sites. In addition, our management has a long track record of delivering a variety of consumer and photo products, services and logistics to partners, including Wal-Mart, Walgreens, CVS and Rite-Aid.

In April 2008, Crystal Magic, Inc. merged with and into a wholly owned subsidiary of ours, with Crystal Magic surviving the merger and becoming our subsidiary. In May 2008, each of Mountain Capital, LLC (d/b/a Arrow Media Solutions) and Auleron 2005, LLC (d/b/a Auleron Technologies) merged with and into wholly owned subsidiaries of ours. The result of each of the mergers was that each of Mountain Capital, LLC and Auleron 2005, LLC survived the merger and became wholly owned subsidiaries of ours. The transactions were completed in order to form a consolidated enterprise with subsidiaries that each have experience in complementary parts of the imaging and personalized products industries, and to expand their capabilities both online and at retail.

Our principal offices are located at 305 San Anselmo Avenue, Suite 300, San Anselmo, CA 94960. Our telephone number is (415) 747-8775. Our fiscal year end is December 31.

### **Critical Accounting Policies**

Management believes that the critical accounting policies and estimates discussed below involve the most complex management judgments due to the sensitivity of the methods and assumptions necessary in determining the related asset, liability, revenue and expense amounts. Specific risks associated with these critical accounting policies are discussed throughout this MD&A, where such policies have a material effect on reported and expected financial results. For a detailed discussion of the application of these and other accounting policies, refer to the individual Notes to the Financial Statements for the three months ended March 31, 2010.

#### ***Revenue Recognition***

The Company recognizes revenues when products are shipped or services are delivered to customers, pricing is fixed or determinable, and collection is reasonably assured. Net revenues include product sales net of returns and allowances.

#### ***Use of estimates***

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Estimates are based on historical experience, management expectations for future performance, and other assumptions as appropriate. Key areas affected by estimates include the assessment of the recoverability of long-lived assets, which is based on such factors as estimated future cash flows. We re-evaluate estimates on an ongoing basis; therefore, actual results may vary from those estimates.

#### ***Fair Values of Financial Instruments***

The carrying values of cash, accounts receivable, accounts payable and accrued expenses approximate the fair values of these instruments due to their short-term nature. The carrying amount for borrowings under the financing agreement approximates fair value because of the variable market interest rates charged for these borrowings. We adopted SFAS No. 157, *Fair Value Measurements*, for financial assets and financial liabilities in the first quarter of

fiscal 2009, which did not have an impact on our financial statements.

In accordance with FASB Staff Position ( FSP FAS ) 157-2, *Effective Date of FASB Statement No. 157*, we deferred application of SFAS No. 157 until January 1, 2010, the beginning of our fiscal year, in relation to nonrecurring nonfinancial assets and nonfinancial liabilities including goodwill impairment testing, asset retirement obligations, long-lived asset impairments and exit and disposal activities. As of March 31, 2010 the application of SFAS 157 had no impact on our financial statements.

***Concentration of Credit Risk***

Financial instruments, which potentially subject us to concentrations of credit risk, consist of cash and cash equivalents and accounts receivable. We place our cash with high quality financial institutions and at times may exceed the FDIC insurance limit. We extend credit based on an evaluation of the customer's financial condition, generally without collateral. Exposure to losses on receivables is principally dependent on each customer's financial condition. We monitor our exposure for credit losses and maintain allowances for anticipated losses, as required.

### **Recently Issued Accounting Standards**

For a discussion of the adoption and potential impacts of recently issued accounting standards, refer to the Recently Issued Accounting Standards section of Note 1, Summary of Significant Accounting Policies, in the Notes to Financial Statements.

### **Consolidated Results of Operations for the three months ended March 31, 2010 and March 31, 2009**

For the three months ended March 31, 2010 as compared to the three months ended March 31, 2009, total revenues were \$99,754 and \$56,104, respectively; cost of goods sold were \$21,398 and \$57,681, respectively; operating expenses were \$375,164 and \$283,798, respectively, and other income was \$57,054 and \$30,089, respectively, resulting in a net loss for each period of \$239,754 and \$255,286, respectively.

For the three months ended March 31, 2010 as compared to the three months ended March 31, 2009 revenue increased 44% or \$43,650; however since Propell moved its focus away from its AMS and CMI operations, and since for the period ended March 31, 2009 CMI was not consolidated into the financial statements, any comparison between the two periods would not be indicative of overall company performance.

Liquidity and Capital Resources. To date, our primary sources of cash have been funds raised from the sale of our securities, including convertible debt offerings and revenue derived from our Crystal Magic subsidiary. We have recently shifted our focus to what we believe to be a more economic product, our PropellShops. Although we anticipate that our Internet business will eventually replace our Crystal Magic business it is difficult for us to assess what the impact of this shift will be on our overall revenue.

We have incurred negative cash flow from operations since we started our business. We have spent, and expect to continue to spend, substantial amounts in connection with implementing our business strategy, including our planned product development effort. Based on our current plans, we believe that our cash will not be sufficient to enable us to meet our planned operating needs in the next 12 months.

However, the actual amount of funds we will need to operate is subject to many factors, some of which are beyond our control. We have based our estimate on assumptions that may prove to be wrong. We may need to obtain additional funds sooner or in greater amounts than we currently anticipate. Potential sources of financing include strategic relationships, public or private sales of our shares or debt and other sources. We may seek to access the public or private equity markets when conditions are favorable due to our long-term capital requirements. We do not have any committed sources of financing at this time, and it is uncertain whether additional funding will be available when we need it on terms that will be acceptable to us, or at all. If we raise funds by selling additional shares of common stock or other securities convertible into common stock, the ownership interest of our existing stockholders will be diluted. If we are not able to obtain financing when needed, we may be unable to carry out our business plan. As a result, we may have to significantly limit our operations and our business, financial condition and results of operations would be materially harmed.

### **Three Months Ended March 31, 2010 - Cash Flow Activity**

Propell's primary sources and uses of cash for the three months ended March 31, 2010, included losses from continuing operations, adjusted for non-cash items of income and expense and working capital needs and an influx of \$362,038 in cash from notes payable. Net cash used in operating activities from continuing operations was \$251,466 for the three months ended March 31, 2010. Propell's primary sources and uses of cash from operating activities for the period were losses from operations, as adjusted for non-cash items of income and expense which included:

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A slight increase in accounts receivables

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A decrease in inventory related to CMI division

.

A decrease in accounts payable and due to related parties

.

An increase in accrued expenses resulting from a payroll expenses

Net cash used in investing activities for the three months ended March 31, 2010, was \$1,471 attributable to PropellStores web development.

Net cash provided by financing activities was \$372,012 which included \$362,038 from our notes offering that convert into common stock.

Our ability to continue to execute on our plan of operations is contingent on our ability to raise additional capital to launch our Internet initiatives and expand marketing for our existing operations. In May 2009 we raised an additional \$400,000 in our rights offering which when aggregated with our other amounts raised totals \$2.56 million. We have used \$2.09 million of the \$2.56 million we raised over the last nine months in the form of convertible notes and a rights offering. The approximate \$470,000 that remains is not sufficient capital to last beyond the end of the year. It is our intent to raise significant additional capital through the sale of securities.

#### **Off Balance Sheet Arrangements**

There are no off balance sheet arrangements

#### **Item 4T. Controls and Procedures**

##### **(a) Evaluation of disclosure controls and procedures**

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 ( Exchange Act ), the Company carried out an evaluation, with the participation of the Company s management, including the Company s Chief Executive Officer ( CEO ), who also serves as our principal financial and accounting officer, of the effectiveness of the Company s disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company s CEO concluded that the Company s disclosure controls and procedures as of March 31, 2010 were not effective to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, was recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to the Company s management, including the Company s CEO, as appropriate, to allow timely decisions regarding required disclosure. The Company s CEO has concluded, that as of the date of the filing of this Amendment, the Company s disclosure controls and procedures are effective and that all material weaknesses and significant deficiencies have been completely remediated due to the retention of an additional bookkeeper and a consultant who are integrally involved in the preparation of the financial statements and all disclosure.

##### **(b) Changes in Internal Control over Financial Reporting**

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during our fiscal quarter ended March 31, 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting



## **Part II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

None.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds update issuances for the quarter**

During the three months ended March 31, 2010 we issued 125,000 options to three individuals/entities for services rendered as employees and consultants. The securities were issued in reliance on Section 4(2) of the Securities Act of 1933, as amended (the Act), since the issuance by us did not involve a public offering. This offering was done with no general solicitation or advertising by us. The shares were issued to accredited investors that had an opportunity to ask questions of our management. The offering was made to an insubstantial number of persons. In addition, each investor had the necessary investment intent as required by Section 4(2) since each agreed to, and received shares stating they were restricted. This restriction ensures that these options and the underlying shares will not be immediately redistributed into the market and therefore not part of a public offering.

### **Item 3. Defaults upon senior Securities**

Our CMI subsidiary is in arrears on four separate loans from the Small Business Administration (SBA). Currently CMI owes the SBA approximately \$848,916. On May 17, 2010 CMI received a demand for acceleration on three of four of these loans totaling \$454,964. CMI is working with the SBA to renegotiate all four loans; however no assurances can be given that the Company will be successful.

### **Item 4. Removed and Reserved**

None.

### **Item 5. Other Information**

None.

**Item 6. Exhibits**

**Exhibit Number Exhibit**

- 31.1 Certification of the Chief Executive Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of the Chief Financial Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act
- 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act

**SIGNATURES**

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

DATE: March 7, 2011

**PROPELL CORPORATION**

(Registrant)

By: */s/Edward L. Bernstein*  
Edward L. Bernstein  
Chief Executive Officer and Chief Financial Officer  
  
(Principal Executive Officer and Principal Financial Officer)