

ESTTA Tracking number: **ESTTA337536**

Filing date: **03/16/2010**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Notice of Opposition

Notice is hereby given that the following parties oppose registration of the indicated application.

Opposers Information

Name	CellCards of Delaware LLC
Granted to Date of previous extension	03/17/2010
Address	1800 114th Avenue S.E. Bellevue, WA 98004 UNITED STATES

Name	CellCards LLC
Granted to Date of previous extension	03/17/2010
Address	1800 114th Avenue S.E. Bellevue, WA 98004 UNITED STATES

Name	CellCards of Illinois, L.L.C.
Granted to Date of previous extension	03/17/2010
Address	1800 114th Avenue S.E. Bellevue, WA 98004 UNITED STATES

Attorney information	Matthew D. Schneller Perkins Coie LLP 1201 Third Avenue Suite 4800 Seattle, WA 98101 UNITED STATES pctrademarks@perkinscoie.com, mschneller@perkinscoie.com Phone:206-359-8000
----------------------	--

Applicant Information

Application No	77448725	Publication date	11/17/2009
Opposition Filing Date	03/16/2010	Opposition Period Ends	03/17/2010
Applicant	Ronk, Thomas C. 417 Orchid Ave. Corona Del Mar, CA 92625 UNITED STATES		

Goods/Services Affected by Opposition

Class 036. First Use: 2008/04/11 First Use In Commerce: 2008/04/11 All goods and services in the class are opposed, namely: Providing electronic processing of electronic funds transfer, ACH, credit card, debit card, electronic check and electronic payments

Grounds for Opposition

<i>Torres v. Cantine Torresella S.r.l.Fraud</i>	808 F.2d 46, 1 USPQ2d 1483 (Fed. Cir. 1986)
Other	1: Prior common-law rights in the mark CELLCARDS. 2: Application void ab initio; Applicant is and was not the owner of the applied-for mark.

Attachments	Notice of Opposition.pdf (43 pages)(516669 bytes)
-------------	--

Certificate of Service

The undersigned hereby certifies that a copy of this paper has been served upon all parties, at their address record by First Class Mail on this date.

Signature	/Matthew D. Schneller/
Name	Matthew D. Schneller
Date	03/16/2010

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

CELLCARDS LLC,
CELLCARDS OF ILLINOIS, L.L.C.
CELLCARDS OF DELAWARE LLC

Opposers,

v.

THOMAS C. RONK

Applicant.

Opposition No.: _____

NOTICE OF OPPOSITION

Application Serial No.: 77/448,725

International Class: 36

Filed: April 15, 2008

Publication date: November 17, 2009

CellCards LLC, a Delaware corporation with a place of business at 1800 114th Avenue S.E., Bellevue, WA 98004, believes that it will be damaged by the issuance of a registration for the mark CellCard ("Applicant's Mark") as applied for in Application Serial No. 77/448,725 filed on April 15, 2008 (the "Application"), by Thomas C. Ronk, a U.S. citizen with an address of 417 Orchid Ave., Corona Del Mar, CA 92625, ("Applicant"), and hereby opposes registration of the same.

CellCards of Illinois, L.L.C., an Illinois corporation with a place of business at 1800 114th Avenue S.E., Bellevue, WA 98004, believes that it will be damaged by the issuance of a registration for Applicant's Mark as applied for in the Application by the Applicant, and hereby opposes registration of the same.

CellCards of Delaware, LLC, a Delaware corporation with a place of business at 1800 114th Avenue S.E., Bellevue, WA 98004, believes that it will be damaged by the issuance of a registration for Applicant's Mark as applied for in the Application by the Applicant, and hereby opposes registration of the same.

CellCards LLC, CellCards of Illinois, L.L.C., and CellCards of Delaware, LLC are collectively and individually referred to as "Opposers."

As grounds for opposition, Opposers alleges that:

I. Opposers and Opposers' Mark

1. Opposers own and have used the mark CELLCARDS ("Opposers' Mark") at common law in connection with electronic payment processing services ("Opposers' Services").

2. Opposers have used Opposers' Mark since at least as early as 2004.

3. Opposers have used Opposers' Mark since at least as early as 1998.

II. Applicant and Applicant's Mark

4. By the Application, Applicant seeks to register the mark CellCard as a trademark for "Providing electronic processing of electronic funds transfer, ACH, credit card, debit card, electronic check and electronic payments" in Class 36 ("Applicant's Services").

5. The filing date of the Application, which is a use-based application, is April 15, 2008 ("Applicant's Filing Date").

6. The first use date claimed by Applicant of Applicant's Mark for Applicant's Services is April 11, 2008 ("Applicant's First Use Date").

7. On information and belief, Applicant's Mark is in use to advertise Applicant's Services at the website www.cellcard.com.

8. A true, accurate and complete copy of the contents of www.cellcard.com is attached as Appendix A.

9. Applicant submitted a screenshot of Applicant's Mark in use to advertise Applicant's Services at the website www.cellcard.com as a Specimen of Use for the Application.¹

10. The Application was published for opposition on November 17, 2009 ("Applicant's Publication Date").

III. Likelihood of Confusion and Priority

11. Opposers' Mark was used at common law prior to Applicant's First Use Date.

12. Opposers' Mark was used at common law prior to Applicant's Filing Date.

13. On information and belief, there is no issue concerning Opposers' priority over Applicant in regard to their respective, virtually identical marks.

14. Applicant's Mark and Opposers' Mark are virtually identical.

15. On information and belief, Applicant's Services are competitive with Opposers' Services.

16. On information and belief, Applicant's Services are closely related to Opposers' Services.

17. On information and belief, Opposers' Services and Applicant's Services are the type of services that would be provided to similar or identical types of consumers.

18. On information and belief, Opposers' Services and Applicant's Services are the type of services that would be provided to similar or identical types of purchasers.

19. On information and belief, Opposers' Services and Applicant's Services are the type of services that would be provided through similar channels of trade.

¹ The Specimen of Use is automatically of record in this proceeding.

20. On information and belief, Applicant was aware of Opposers' Mark prior to selecting and prior to using the CellCard mark.

21. On information and belief, Applicant was aware of Opposers' Mark prior to filing the instant application to register CellCard mark.

22. Applicant's Mark so resembles Opposers' Mark as to be likely, when applied to Applicant's Services, to cause confusion, to cause mistake, and to deceive with consequent injury to Opposers, the trade, and the public, in contravention of 15 U.S.C. §1052(d).

23. Opposers aver that they will be damaged if the Application is allowed to proceed to registration, because consumers and prospective consumers are likely to be confused, mistaken or deceived into believing that Applicant or Applicant's Services are connected with, sponsored by, or approved by Opposers. Any objection to or fault found with Applicant's Services marketed or sold under Applicant's Mark will reflect upon and seriously injure Opposers' valuable good will in Opposers' Mark.

IV. Likelihood of Confusion and Reputational Injury

24. Applicant's Services are financial services.

25. Opposers' Services are financial services.

26. Applicant's prior activities as a securities dealer were financial services.

27. Applicant has been involved with financial services for which he has been reprimanded, suspended, and fined.

28. All of these activities negatively impact Opposers' Mark because of confusion or likely confusion as to source, association, or sponsorship between the parties' marks and services.

29. On information and belief, consumers could associate with Opposers' Services with Applicant to the detriment of Opposers and the goodwill in their Mark.

30. Opposers aver that they will be damaged if the Application is allowed to proceed to registration, because consumers and prospective consumers are likely to be confused, mistaken or deceived into believing that Applicant or Applicant's Services are connected with, sponsored by, or approved by Opposer. Any objection to or fault found with Applicant's Services marketed or sold under Applicant's Mark will reflect upon and seriously injure Opposers' valuable good will in Opposers' Mark.

V. Applicant was not the Owner of and/or Did Not Use Applicant's Mark at relevant times.

31. On information and belief, the record owner of the domain name cellcard.com is Dreamvest, LLC.

32. A true, accurate, and complete copy of the WHOIS record for cellcard.com (from TucowsDomains.com, the registrar for that domain name) is attached as Appendix B.

33. On information and belief, the CellCard mark is used by Lenco Mobile Inc., ("Lenco") including at the website www.lencomobile.com/?page_id=8.

34. A true, accurate and complete copy of the contents of www.lencomobile.com/?page_id=8 is attached as Appendix C.

35. On information and belief, in June 2008, Lenco acquired Applicant's Mark from eAccounts Inc.

36. On information and belief, Lenco did not acquire Applicant's Mark from Applicant.

37. A true, accurate and complete except of the contents of the Form 10 filing by Lenco submitted to the U.S. Securities and Exchange Commission; excerpts relate to CellCard purchase. See Appendix D, excerpting p. 7, 16, 23, 57, F-8, F-15, F-25, and F-32 (available at www.sec.gov/Archives/edgar/data/1100202/000108671509000063/lencoform10.htm).

38. On information and belief, the CellCard technologies were under development in June 2008.

39. On information and belief, Applicant advertised but was not able to provide the CellCard technologies in June 2008.

40. On information and belief, Applicant did not provide Applicant's Services under the CellCard mark until June 2008 or later.

41. On information and belief, Applicant could not have provided Applicant's Services under the CellCard mark until June 2008 or later.

42. On information and belief, Applicant did not provide Applicant's Services under the CellCard mark on or before Applicant's First Use Date.

43. On information and belief, Applicant could not have provided Applicant's Services under the CellCard mark on or before Applicant's First Use Date.

44. On information and belief, Applicant did not provide Applicant's Services under the CellCard mark on or before Applicant's Filing Date.

45. On information and belief, Applicant could not have provided Applicant's Services under the CellCard mark on or before Applicant's Filing Date.

46. On information and belief, Applicant did not provide Applicant's Services under the CellCard mark on or before Applicant's Filing Date.

47. On information and belief, Applicant submitted the Application on April 15, 2008, signing as the "Owner" of an unnamed entity, rather than on his own behalf an individual.

48. On information and belief, Applicant signed submitted a substitute specimen on January 30, 2009, stating that the substitute specimen was in use in commerce at least as early as the filing date of the application and signing as the "Owner" of an unnamed entity, rather than on his own behalf an individual.

49. On information and belief, Dreamvest, LLC was responsible for control over the quality of Applicant's Services offered under Applicant's Mark as of Applicant's First Use Date.

50. On information and belief, Dreamvest, LLC was responsible for control over the quality of Applicant's Services offered under Applicant's Mark as of Applicant's Filing Date.

51. On information and belief, Dreamvest, LLC was responsible for control over the quality of Applicant's Services offered under Applicant's Mark as of Applicant's Publication Date.

52. On information and belief, Dreamvest, LLC is responsible for control over the quality of Applicant's Services offered under Applicant's Mark.

53. On information and belief, eAccounts Inc. was responsible for control over the quality of Applicant's Services offered under Applicant's Mark as of Applicant's First Use Date.

54. On information and belief, eAccounts Inc. was responsible for control over the quality of Applicant's Services offered under Applicant's Mark as of Applicant's Filing Date.

55. On information and belief, eAccounts Inc. was responsible for control over the quality of Applicant's Services offered under Applicant's Mark as of Applicant's Publication Date.

56. On information and belief, eAccounts Inc. is responsible for control over the quality of Applicant's Services offered under Applicant's Mark.

57. On information and belief, Lenco was responsible for control over the quality of Applicant's Services offered under Applicant's Mark as of Applicant's First Use Date.

58. On information and belief, Lenco was responsible for control over the quality of Applicant's Services offered under Applicant's Mark as of Applicant's Filing Date.

59. On information and belief, Lenco was responsible for control over the quality of Applicant's Services offered under Applicant's Mark as of Applicant's Publication Date.

60. On information and belief, Lenco is responsible for control over the quality of Applicant's Services offered under Applicant's Mark.

61. Registration of Applicant's Mark should be refused because Applicant is not the rightful owner of Applicant's Mark.

62. Registration of Applicant's Mark should be refused because Applicant was not the rightful owner of Applicant's Mark as of Applicant's Filing Date.

63. Registration of Applicant's Mark should be refused because Applicant had not provided Applicant's Services under Applicant's Mark prior to Applicant's Filing Date.

64. Registration of Applicant's Mark should be refused because Applicant had not provided Applicant's Services under Applicant's Mark prior to Applicant's First Use Date.

65. Registration of Applicant's Mark should be refused because Applicant had not provided Applicant's Services under Applicant's Mark prior to Applicant's Publication Date.

VI. Fraud

66. On information and belief, Applicant knowingly and intentionally claimed that Applicant used Applicant's Mark for Applicant's Services when it filed the Application claiming use as of the Application Filing Date.

67. On information and belief, Applicant knowingly and intentionally claimed that Applicant used Applicant's Mark for Applicant's Services when it filed the Application claiming use as of the date Applicant submitted a substitute specimen on January 30, 2009, and stating that the substitute specimen was in use in commerce at least as early as the filing date of the application.

68. On information and belief, Applicant knew that, as of filing the Application, it could not provide Applicant's Services, but claimed that Applicant's Mark was in use for Applicant's Services.

69. The use claim is material because registration is available only to Applicant for a mark based on use in U.S. commerce.

70. On information and belief, Applicant's claims were intended to and did deceive the United States Patent & Trademark Office, which relied upon these claims.

71. On information and belief, Applicant knowingly and falsely claimed to be the owner of the mark as of the Application Filing Date.

72. On information and belief, Applicant's claims were intended to and did deceive the United States Patent & Trademark Office, which relied upon these claims.

VII. Timing of the Opposition

73. Opposers timely file this opposition, as Opposers timely extended their time to oppose after the Application Publication Date and timely file this Notice of Opposition.

VIII. Fees and Joint Opposition

74. This Notice of Opposition is filed according to the rules governing electronic submissions to the Trademark Trial and Appeal Board, including payment of the requisite \$300.00 fee per opposer (\$900 total).

75. Opposers file as joint opposers, all of whom have standing to oppose as owners and/or users of Opposers' Marks.

IX. Summary of Claims and Prayer for Relief

76. Opposers' Mark is nearly identical to Applicant's Mark, and is used for directly competitive of closely related services, provided to similar types of consumers; as such, consumer confusion is likely to occur, so the Application should be refused.

77. Applicant was not the rightful owner of Applicant's Mark as of the Application Filing Date, so the Application is void *ab initio*.

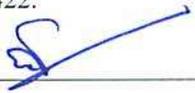
78. Applicant fraudulently claimed that Applicant's Mark was in use for Applicant's Services when it was not, and the Trademark Office relied upon this claim, so the Application should be refused.

79. Applicant fraudulently claimed to own Applicant's Mark for Applicant's Services when Applicant did not, and the Trademark Office relied upon this claim, so the Application should be refused.

80. WHEREFORE, for any or all of the grounds pled in this Notice of Opposition, Opposers respectfully pray that its oppositions be sustained and that the Application for

registration of Application Serial No. 77/448,725 be denied and refused.

DATED: March 16, 2010.

<p>CERTIFICATE OF SERVICE</p> <p>I hereby certify that this NOTICE OF OPPOSITION is being deposited with the United States Postal Service with sufficient postage as first class mail on March 16, 2010 in an envelope addressed to Applicant's listed correspondent, Thomas C. Ronk, 417 Orchid Ave., Corona Del Mar, CA 92625-2422.</p> <p>Signature: </p> <p>Printed Name: <u>Sachiko Crowder</u></p>	<p>Respectfully submitted,</p> <p>PERKINS COIE LLP</p> <p></p> <hr/> <p>Heidi L. Sachs Matthew D. Schneller Attorneys for Opposer 1201 Third Avenue, Suite 4800 Seattle, Washington 98101-3099 (206) 359-8000</p>
--	---

Appendix A



User:
Pass:

[Home](#)
[How it Works](#)

NOT A MEMBER?
[click here](#)

>> Why Use CellCard.com
Instantly turn your cell phone into a credit card using our Credit Cardless (TM) technology. By simply sending a text message to any participating retailer, the account of your choice will be debited and your transaction completed.

>> How it Works
We're glad you asked that question. It's really quite simple. Just create your own username and password, enter the credit card or debit card of your choice, choose the cell phone you want enabled and you are ready to go!



Appendix B

WHOIS

Registrant:

Dreamvest, LLC
417 Orchid Ave.
Corona Del Mar, CA 92625
US

Domain name: CELLCARD.COM

Administrative Contact:

Ronk, Thomas tronk@adelphia.net
417 Orchid Ave.
Corona Del Mar, CA 92625
US
1.8007159999 Fax: 1.8153280698

Technical Contact:

Ronk, Thomas tronk@adelphia.net
417 Orchid Ave.
Corona Del Mar, CA 92625
US
1.8007159999 Fax: 1.8153280698

Registration Service Provider:

Expresspost Ltd
<http://www.expresspost.com/domains>

Registrar of Record: TUCOWS, INC.
Record last updated on 04-Mar-2010.
Record expires on 06-Apr-2012.
Record created on 06-Apr-2002.

Registrar Domain Name Help Center:

<http://tuowdomains.com/help/>

Domain servers in listed order:

NS-2.EACCOUNTS.NET
NS-1.EACCOUNTS.NET

Domain status: ok

The Data in the Tucows Registrar WHOIS database is provided to you by Tucows for information purposes only, and may be used to assist you in obtaining information about or related to a domain name's registration record.

Tucows makes this information available "as is," and does not guarantee its accuracy.

By submitting a WHOIS query, you agree that you will use this data only for lawful purposes and that, under no circumstances will you use this data to:
a) allow, enable, or otherwise support the transmission by e-mail, telephone, or facsimile of mass, unsolicited, commercial advertising or solicitations to entities other than the data recipient's own existing customers; or (b) enable high volume, automated, electronic processes that

send queries or data to the systems of any Registry Operator or ICANN-Accredited registrar, except as reasonably necessary to register domain names or modify existing registrations.

The compilation, repackaging, dissemination or other use of this Data is expressly prohibited without the prior written consent of Tucows.

Tucows reserves the right to terminate your access to the Tucows WHOIS database in its sole discretion, including without limitation, for excessive querying of the WHOIS database or for failure to otherwise abide by this policy.

Tucows reserves the right to modify these terms at any time.

By submitting this query, you agree to abide by these terms.

NOTE: THE WHOIS DATABASE IS A CONTACT DATABASE ONLY. LACK OF A DOMAIN RECORD DOES NOT SIGNIFY DOMAIN AVAILABILITY.



© 2010 Tucows Inc.
Tucows has been ICANN accredited since 1999.
96 Mowat Avenue, Toronto, Ontario, M6K 3M1, Canada

Appendix C



Lenco Mobile Inc.
The science of creating, keeping and leveraging customers

[About](#) [Company](#) [Mobi-Marketing](#) [Business Units](#) [Management](#) [Investors](#) [Media](#) [Contact](#)

Business Units

Multimedia Solutions



Multimedia Solutions (www.multimediasolutions.co.za) is a leading supplier of mobile technology in the South African market. The company started by offering MMS (Multimedia Messaging Services) campaigns on behalf of network operators like Vodacom (jointly owned by Vodafone) and expanded its offering to other large corporations in South Africa.

Multimedia Solutions then developed a range of ancillary solutions including a platform to manage SMS and MMS campaigns, MMS boards at events, mobile websites (mobisites), a mobile business intelligence solution, a mobile ticketing solution, branded gaming and a detailed reporting engine. The company also provides consulting services, thereby assisting clients to integrate mobile marketing campaigns with traditional advertising strategies. Multimedia Solutions provides an end to end solution for brand owners who wish to take advantage of mobile platforms. Multimedia Solutions owns proprietary technology which enable multimedia messages and audio files which are compressed to less than 100kb in size, to be delivered to any make or model of mobile phone.

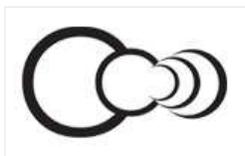
Digital Vouchers



Digital Vouchers (www.vouchers247.com) is an integrated mobile phone and Internet loyalty program platform which was acquired by Lenco Mobile Inc. in February 2008. Digital Vouchers allows registered users to receive special offers

based on preferences including category, brand, price and location. The platform provides detailed tracking including offers deployed by category, frequency and value. Retailers who have existing coupon based offers are able to migrate those offers to the Internet and the mobile phone in a seamless and cost effective manner.

CellCard



CellCard (www.cellcard.com) operates an advanced compression technology platform that enables marketers to instantly convert and deliver any existing TV, print, radio or web advertisement so that it can be viewed on most mobile handsets. The delivery of the content is not network dependent. Brand owners are able to log into the web-based system and convert existing ads on the fly or create new ads by simply

pointing and clicking. The CellCard mobile advertising solution enables up to eight layers of rich multimedia files to play simultaneously on a mobile handset. Users upload their customer lists or rent opt-in lists and are able to dynamically insert any field from the uploaded database into the marketing message. This powerful mail merge function combined with rich multimedia offers advanced customization and personalization that has yet to be seen in the mobile market.

LNCM COMMON STOCK

LNCM
Lenco Mobile Inc

Last
5.90

Change
-0.10

Volume
24.4 k

Open
5.75

Close
6.00

SEARCH

PARTNERS & AFFILIATES

[AdMax Media](#)
[Cellcard](#)
[Multimedia Solutions](#)
[Vouchers247](#)

CellCard also operates a payment application which enables registered users to make person to person payments or to make payments to service providers and retailers who are part of the CellCard system. The payment gateway is highly secure and can be used in any mobile environment.

AdMax Media



Based in Santa Barbara, California, AdMax Media is a proven leader in the online lead acquisition and order generation sector. AdMax Media focuses on the four main components of lead generation and order acquisition: media placement, affiliate marketing, list management, web services and revenue enhancements.

AdMax Media offers a full range of services that focus on utilizing its proprietary AdMaximizer technology. AdMaximizer is able to present the most effective advertisement using comprehensive performance algorithms which dramatically improve return on investment. The AdMaximizer technology fully encompasses a true data centric model, by also providing data aggregation, reporting and distribution, with a core focus on data validation. Lenco Media's track record of maximizing revenue for its clients worldwide is borne out by the high percentage of renewal business and well established relationship the company with its online partners and vendors.

The consumer arm of AdMax Media markets a suite of membership and continuity programs and provides clients and partners with fully integrated end-to-end support solutions for operating online campaigns.

In order to ensure that an online advertising campaign is successful, validation is a key component. Using our outsourced call centre infrastructure in Costa Rica, we are able to validate prospect data before our clients incur the risk of a fraudulent transaction.

Additional value added services include traditional lead generation, call center sales and support, customer satisfaction and enhanced conversion to sale or up sell results. Partners have the option of integrating their current fulfillment and customer care infrastructure with AdMax Media's consumer arm. Our service objective is to ensure that we deliver a quality experience built around each partner's specific business objective. Our fully scalable solutions allow clients to increase sales and revenue, decrease acquisition and support costs while streamlining operations and contributing directly to the bottom line.

The vast majority of AdMax Media's current clients are looking at additional channels to reach their customers. This creates a logical next step opportunity where there is a clear link between Internet based online offers and offers delivered via mobile phones. Part of AdMax Media's strategy is to offer current online clients additional channels to market using the technology developed by MMS South Africa. In many cases the content developed for an online campaign is already stored by AdMax Media and can easily be developed into a mobile phone based offer.

The Internet and the mobile phone use the same protocols and formats to deliver content to the end user. However, delivery of this content into a mobile phone is very complex from a technical perspective because there are more than 18,000 different handset configurations that need to be considered in the mobile phone space.

Appendix D

10-12G 1 lencoform10.htm

File No.

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

FORM 10

**GENERAL FORM FOR REGISTRATION OF SECURITIES
Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934**

LENCO MOBILE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

75-3111137
(I.R.S. Employer Identification No.)

345 Chapala Street, Santa Barbara, California
(Address of principal executive offices)

93101
(Zip Code)

Registrant's telephone number, including area code: (805) 308-9199

Copies to:

James A. Mercer III, Esq.
Sheppard Mullin Richter & Hampton LLP
12275 El Camino Real, Suite 200
San Diego, CA 92130
Telephone: (858) 720-7469
Facsimile: (858) 509-3691

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered
None

Name of each exchange on which each
class is to be registered
None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$ 0.001 par value
(Title of class)

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
(Do not check if a smaller reporting
company)

Smaller reporting company

TABLE OF CONTENTS

	<u>Page</u>
Item 1. Business	4
Item 1A. Risk Factors	26
Item 2. Financial Information	43
Item 3. Properties	49
Item 4. Security Ownership of Certain Beneficial Owners and Management	50
Item 5. Directors, Executive Officers and Management	51
Item 6. Executive Compensation	52
Item 7. Certain Relationships and Related Transactions and Director Independence	53
Item 8. Legal Proceedings	54
Item 9. Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters	54
Item 10. Recent Sales of Unregistered Securities	56
Item 11. Description of Registrant's Securities to be Registered	58
Item 12. Indemnification of Directors and Officers	59
Item 13. Financial Statements and Supplementary Data	60
See the financial statements and related notes beginning on page F-1 of this registration statement.	
Item 14. Change in and Disagreements with Accountants on Accounting and Financial Disclosure	60
Item 15. Financial Statement and Exhibits	60

EXPLANATORY NOTES

In this report, unless the context indicates otherwise, the terms "Lenco Mobile," "Company," "we," "us" and "our" refer to Lenco Mobile Inc., a Delaware corporation, and its subsidiaries.

On August 11, 2008 we acquired all of the outstanding capital stock and assumed the outstanding loan accounts of Capital Supreme (Pty) Ltd, a company based in Johannesburg, South Africa, doing business as Multimedia Solutions. Immediately prior to that acquisition, we had been a shell company with nominal operations. We have accounted for the acquisition of Multimedia Solutions as a "reverse" merger. Discussions of our business operations and financial results prior to that acquisition reflect the operating history of Multimedia Solutions.

Since our incorporation we have affected two reverse stock splits. On January 1, 2008, we affected a five for one reverse split of all of our outstanding common stock, par value \$0.001 per share. On March 12, 2008, we affected an additional ten for one reverse split of all of our outstanding common stock. All references to numbers shares of common stock in this registration statement have been adjusted to give effect to these two reverse stock splits.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this registration statement are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements reflect current views about future events and financial performance based on certain assumptions. They include opinions, forecasts, intentions, plans, goals, projections, guidance, expectations, beliefs or other statements that are not statements of historical fact. Words such as "may," "will," "should," "could," "would," "expects," "plans," "believes," "anticipates," "intends," "estimates," "approximates," "predicts," or "projects," or the negative or other variation of such words, and similar expressions may identify a statement as a forward-looking statement. Any statements that refer to projections of our future financial performance, our anticipated growth and trends in our business, our goals, strategies, focus and plans, and other characterizations of future events or circumstances, including statements expressing general optimism about future operating results and the development of our products, are forward-looking statements. Forward-looking statements in this report may include statements about:

- our operating costs may increase beyond our current expectations and we may be unable to fully implement our current business plan;
- our ability to obtain future financing or funds when needed;
- our ability to successfully obtain a diverse customer base;
- our ability to protect our intellectual property through patents, trademarks, copyrights and confidentiality agreements;
- our ability to respond to new developments in technology and new applications of existing technology before our competitors;
- our dependence on relationships with Wireless Carriers and their ability to invest in and roll out their next generation mobile networks;
- risks associated with acquisitions, business combinations, strategic partnerships, divestitures, and other significant transactions which may involve additional uncertainties;
- the conduct of business operations in foreign jurisdictions and risks related to changes in foreign legislation, tax laws, government administration, and restrictions on foreign ownership of international businesses; and
- financial risk due to fluctuations in foreign currencies against the US Dollar

The forward-looking statements in this registration statement speak only as of the date hereof and caution should be taken not to place undue reliance on any such forward-looking statements. Forward-looking statements are subject to certain events, risks and uncertainties that may be outside of our control. When considering forward-looking statements, you should carefully review the risks, uncertainties and other cautionary statements in this registration statement as they identify certain important factors that could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. These factors include, among others, the risks described under Item 1A and elsewhere in this report.

Information regarding market and industry statistics contained in this report is included based on information available to us which we believe is accurate. We have not reviewed or included data from all available sources, and cannot assure stockholders of the accuracy or completeness of the data included in this report. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and the additional uncertainties accompanying any estimates of future market size, revenue and market acceptance of products and services.

Item 1. Business

Overview of Our business

We provide managed technology solutions to brand owners and mobile telephone network operators ("Wireless Carriers"). We develop, own and operate mobile phone and Internet advertising platforms that are used by Wireless Carriers, manufacturers, retailers and commercial enterprises ("Brand Owners") to attract, retain and monetize relationships with consumers.

We offer Brand Owners the ability to design, manage and execute mobile and Internet-based marketing campaigns using our MMS messaging and Internet advertising platforms. By using our platforms, Brand Owners are able to access our state-of-the-art technology to:

- simplify the development and distribution of mobile phone and Internet advertising;
- enhance the quality and appearance of their advertisements;
- reduce the cost of their advertising campaigns;
- improve the return on their advertising expenditure; and
- measure the level of response on each advertising campaign

We have provided mobile marketing campaigns for Brand Owners such as Electronic Arts, Alfa Romeo, BMW, First National Bank, Clinique, Vodacom, Vodafone, Makro, LG, Samsung, Nedbank, Ellerines, JD Group, VW, SONY, Nokia, Mitsubishi, Peugeot, Woolworths, Volvo, Virgin Mobile, Toyota, Toshiba, Sun International, Nissan, Landrover, Ford, Fiat, Estee Lauder, Doritos, SABMiller, BlackBerry, Imperial, Hang Ten, MTN and Nike.

Our mobile phone advertising platform is based on our FlightPlan and FlightDeck software platforms and related applications which we have developed. These software platforms facilitate the development of advertising content, compression of the advertisement to reduce file size, formatting the message to accommodate the configuration of various mobile phone handset models, and transmission of the advertisement through the Wireless Carrier's network.

We provide Wireless Carriers with software and services which they use to manage and track the distribution of Short Message Services or "SMS" messages, Multimedia Message Services or "MMS" messages through their MMS Messaging Switch Center or "MMSC." By making use of our MMS messaging platforms, a Wireless Carrier is able to enhance the revenue generated from existing MMS network infrastructure, increase the efficiency of their MMSC and improve the overall quality and acceptance of the MMS messages which they deliver to their subscribers.

Our MMS messaging platform is unique in that an MMS message compiled and delivered using our platform appears in a format similar to a video clip. A mobile phone subscriber simply clicks to open the MMS message as if it was an SMS message, and the MMS runs automatically. Our MMS messages are not streamed and are delivered directly into the mobile handset. The MMS message can be stored and retrieved at a later date, or forwarded to another mobile subscriber.

Our MMS messaging platform is currently being used by Vodacom and MTN, two of the leading Wireless Carriers in Africa. Vodacom has approximately 30 million subscribers in Southern Africa and is part of the Vodafone Group which has 303 million subscribers worldwide. MTN has 109 million subscribers in Africa and the Middle East. We are currently in discussions to offer our MMS platform and solutions to other carriers throughout the world. Our business goal is to create relationships with both Brand Owners and Wireless Carriers in as many countries as possible, and increase our appeal and ability to service global Brand Owners in their mobile phone advertising campaigns.

We have carried out a number of highly successful promotions for major brands including MTN's Fifteenth Birthday SMS and MMS campaign. We have also won awards for our mobile marketing campaigns. In 2008 we won the Gold and Inkosi Assegai awards in association with Vodacom and we were both gold and bronze winners in the international "I Love Mobile" advertising awards. We have successfully developed and launched a range of innovative mobile marketing products, including a mobile phone itemized billing solution, which have been adopted by a number of leading Brand Owners. We are also one of the largest developers and operators of mobile Internet sites or "Mobi sites."

Our Internet advertising platform operates under the AdMax Media and AdMaximizer™ brands and provides cutting edge technology which is used by Brand Owners to generate consumer leads for their businesses. We provide Brand Owners with products and services to reach out to consumers online in a highly focused manner. Our platform is designed to provide the Brand Owner with broad consumer access, better response rates on advertisements, higher quality leads and the ability to measure the success of each campaign.

We secure consumer leads through opt-in programs (where consumers have elected to receive advertisements), on-line registration, display advertisements on third party websites and via our own websites. We have extensive relationships with Internet publishers, who publish our advertisements and content on third party websites. We also publish our own websites. We own approximately 1,325 URL (Uniform Resource Locators or Internet Domains) that have been developed over many years and have an established history with the major search engines. We also constantly monitor and perform search engine optimization on our sites to increase the profile of our sites on major search engines.

We develop proprietary tools to increase the effectiveness of online advertising campaigns. Our AdMaximizer software platform is a real-time tool for managing online advertising that enables advertisers to obtain the best response to their campaigns. Advertisements displayed on the AdMaximizer platform are adjusted in real-time based on the overall success rate of individual advertisements in the campaign, using our proprietary AdMaximizer display algorithm. The AdMaximizer platform also provides robust reporting capabilities at the affiliate, campaign, website and individual advertisement level, which allows Brand Owners to track the effectiveness of individual campaigns and make real-time adjustments to improve results.

In addition to the above solutions, our AdMaximizer platform provides Brand Owners with world-class fraud detection. AdMaximizer has built-in filters that enable us to determine whether a customer has previously accessed one of the sites managed by us or certain of our affiliate partners and to track negative consumer behavior, including charge backs of previous online purchases. We also operate a sophisticated call center service based in Costa Rica. The call center provides us with the ability to call customers to validate customer information and confirm purchase requests. Finally, we also own and manage a database with approximately 150 million unique names of individual consumers based in the United States. We use this database to validate address and credit card information, as well as monitor purchasing patterns of consumers. As a result of these processes, Brand Owners who pay for campaigns on the basis of leads generated, have higher confidence that the leads that we provide represent legitimate, interested consumers.

Our principal executive offices are located at 345 Chapala Street, Santa Barbara, California, 93101. Our telephone number is (805) 308-9199. Our website address is www.lencomobile.com. We are not including the information contained on our website, or any information that may be accessed by links on our website, as part of this registration statement.

History of the Company's Prior Businesses

Before engaging in our current line of business, the Company was engaged in, or attempted to engage in, three prior businesses. None of the members of the current management team were involved in the Company's prior businesses.

The Company was originally incorporated in Delaware in July 1999 under the name Shochet Holdings Corporation. From July 1999 through August 31, 2001, it provided full service, discount brokerage and related non-proprietary financial services and products, such as financial planning, insurance and annuities, through its wholly-owned subsidiaries: (1) Shochet Securities, Inc. (2) Shochet Investment Advisors Corp. and (3) Shochet Mortgage Corporation. In March 2000, the Company completed an initial public offering of 1,045,000 shares of its common stock. These securities were listed on the Nasdaq Small Cap Market System under the symbol SHOC from March 2000 until November 2001.

On March 28, 2002, there was a change in control of the Company when its majority shareholder, Firebrand Financial Group, Inc. sold 1,213,675 shares to Sutter Opportunity Fund 2, LLC. On April 9, 2002, the Company changed its name from Shochet Holdings Corporation to Sutter Holding Company, Inc. to reflect its new ownership and business plan. Sutter Holding Company, Inc. functioned as a holding company with two primary operating subsidiaries, Easton Mortgage Corporation, which was acquired on January 14, 2003, and Progressive Lending LLC, which was acquired on December 11, 2003. Both subsidiaries were mortgage banks that derived a majority of their revenues from originating residential mortgages in Arizona, California, Delaware and Washington. Sutter Holding Company's primary business was residential mortgage origination. It did not hold loans for investment, service loans or take credit risk except in very limited circumstances from the time of funding to the time of sale.

On January 26, 2005, the Company acquired FLF, Inc., doing business as Diversified Risk Insurance Brokers, a commercial property and casualty insurance broker in northern California. FLF, Inc. was licensed to sell insurance products in approximately 44 states and provided services to such industries as agriculture, construction, education, real estate, technology and transportation. On December 31, 2005, Sutter Holding Company assigned its ownership in Progressive Lending LLC to William S. Howard. On March 15, 2006, Sutter Holding Company assigned its ownership in Diversified Risk Investment Brokerage to MacKenzie Patterson Fuller, Inc. On December 31, 2005, Sutter Holding Company ceased operations of Easton Mortgage Corporation, its only remaining operating subsidiary and became a shell company.

On November 9, 2006, the Company underwent a further change of control and changed its name to CIC Holding Company, Inc. The change in name occurred in connection with an intended combination with an operating company in the apparel industry. That combination never took place. On December 12, 2007, the Company changed its name to Global Wear, Ltd. in connection with another intended combination with a fashion apparel operating company. However, no assets were ever acquired, and the Company continued as a shell company seeking a combination with an operating company.

History of our Current Business and Corporate Structure

We have been engaged in our current line of business since early 2008. On February 18, 2008, we entered into an Exchange Agreement, pursuant to which our subsidiary Lenco International Ltd. acquired 100% of the outstanding shares of Digital Vouchers (Pty) Ltd., from Target Equity Limited, a British Virgin Islands company, in exchange for 700 shares of our Series B convertible preferred stock. Our Series B convertible preferred stock was convertible into 50,000 shares of common stock for each share of Series B Preferred Stock. Digital Vouchers had developed an Internet and mobile phone marketing platform designed to enable Brand Owners to market directly to consumers using the Internet and mobile phones in one integrated solution. Digital Vouchers' Vouchers 24/7 program is designed to allow Brand Owners to distribute electronic discount coupons and rewards to consumers' cell phones or computers. Consumers would access an Internet web site and choose products or services provided by our Brand Owner partners. When a product or service is selected, a digital certificate or voucher would be sent by SMS to the consumer's mobile telephone that can be redeemed electronically by the retailer at the point of sale. Digital Vouchers was a development stage company at the time of the acquisition, and we did not acquire any customers or ongoing business as a result of the acquisition. We have not yet released our Vouchers 24/7 platform. Mr. Michael Levinsohn, our Chief Executive Officer, was the founder and principal executive officer of Digital Vouchers. Promptly upon completion of the acquisition, we appointed Mr. Levinsohn as our Chief Executive Officer with the objective of developing our mobile telephone and Internet marketing businesses internationally. On February 20, 2008, we changed our name from Global Wear Ltd. to Sovereign Wealth Corporation.

On June 30, 2008, we entered into an asset purchase agreement with eAccounts, Inc., a California corporation, pursuant to which we acquired certain assets from eAccounts that we refer to as the "CellCard" technology in exchange for 10,000,000 shares of our common stock. The CellCard technology is comprised of two primary elements. The first is a user generated content platform which enables retailers to send rich multimedia advertisements to mobile phones in either SMS or MMS format. The second is a mobile phone application that enables payment for goods and services via a credit card or debit card linked securely to an opted-in subscriber's mobile phone. The CellCard technologies were under development at the time of their acquisition. We have continued their development, but we have not released any products based on those technologies as of the date of this registration statement.

AdMaximizer.com is our online server based application, which provides performance-marketing services for our clients. Our real-time, performance algorithms ensure that the most effective advertisements are presented across all of our online properties and publishing networks. This gives our clients a far better return on investment (ROI) over static display advertisements. AdMaximizer also enables clients to create list management systems for outbound email campaigns and to measure the success of those campaigns. The AdMaximizer platform manages the creation and display of online campaign materials such as banner advertisements, landing pages and email offers by using campaign performance related data, keyword search listings, and search engine optimization components.

Products under Development

In addition to the products and services described above, we have acquired technologies related to, and are currently working on the development of the following products:

Vouchers247.com is an integrated online and mobile marketing platform which is designed to connect Brand Owners with consumers, deliver offers of products, carry out promotions, and deliver vouchers to consumers via their mobile telephones. The *Vouchers247.com* platform bridges the gap between traditional real world retailers by integrating the benefits of online marketing with mobile phones. Consumers are able to access an Internet web site and choose products or services provided by our retail and Brand Owner partners. When a product or service is selected, a digital certificate or voucher is sent by SMS to the consumer's mobile telephone and is then redeemed electronically by the retailer at the point of sale. *Vouchers247.com* will also be fully integrated with the point of sale devices used by all major retailers, thereby providing the ability to track the acceptance of an offer by a consumer and the physical purchase of goods at point of sale.

CellCard is our user generated mobile advertising and payment platform. The *CellCard* platform enables retailers to send rich multimedia campaigns to mobile phones in either SMS or MMS format. *CellCard* also provides a mobile phone based payment application that enables *CellCard*'s customers to pay for goods and services via a credit card or debit card linked securely to an opted-in subscriber's mobile phone.

Technology and Operations

Our operations and related infrastructure are located at our facilities in Santa Barbara, California and in Johannesburg, South Africa. We also operate a call center in Costa Rica that makes use of equipment that we lease. The call center is operated on the basis of a cost-per-seat and is an important component of our customer support.

We operate a data center located at our offices in Santa Barbara. This center houses the entire computer and communications infrastructure necessary to operate our business in North America, including our mobile phone as well as our Internet advertising platforms. We employ onsite technical staff who are able to support our technology and services. We also lease co-location space from a third party data center operator in Los Angeles. We maintain a dedicated DS3 fiber optic connection between Santa Barbara and our back up at the co-location facility in Los Angeles. Both facilities provide around-the-clock security personnel, video surveillance and access controls, and are serviced by onsite electrical generators, fire detection and suppression systems. Both facilities also have multiple Tier 1 interconnects to the Internet.

Many retail brands compete on the basis of price and not on the basis of product differentiation or value added benefits. As a result, Brand Owners will continue to invest significant resources in developing ways to create, keep and leverage customers. In order to do this they will continue to use technology to improve service levels, delivery channels and the management of data. Our management has an intimate understanding of the mobile phone and Internet markets and has developed a framework around which to continue growing the company's revenue through monetizing our products and services. Our strategy, based on current market conditions and opportunities, is as follows:

We believe that there are four primary reasons why consumers use their mobile phones or access the Internet. These are information, communications, entertainment and to transact. Many Brand Owners have failed to recognize the importance of engaging with clients at appropriate times and through appropriate channels. We assist our clients to create, keep and leverage their customers in a sustainable and competitive manner, using our technology platforms.

Our strategy, based on current market conditions and opportunities, is as follows:

- Expand the Wireless Carrier customer base for our mobile platforms: We plan to continue our focus on expanding our mobile phone technology platforms into new markets, using our success in South Africa as a reference for expansion into other territories. We have recently entered into an agreement with OpenMarket which will enable us to offer our MMS products and services in the United States. Our current sales efforts are focused on additional territories in Asia and the Middle East. We have appointed licensees for our MMS messaging platform and products in Australia and the United Kingdom. Our ultimate goal is to be able to afford Brand Owners global distribution for their online and mobile advertising campaigns.
- Increase gross margins for our mobile business through sales in developed countries. Our South African operations are currently earning a profit in a relatively soft currency versus our international operations which are US Dollar based. We believe that there is an opportunity to generate higher margin revenue in more developed markets. According to Chetan Sharma Consulting, the average revenue per user that the Wireless Carriers received for voice usage in the United States during the second quarter of 2009 was approximately \$38.00 per subscriber. In South Africa the average revenue per user for voice usage is less than \$15.00 per subscriber. We believe that entry into developed markets will provide an opportunity for us to deliver more mobile advertising campaigns at higher gross margins.
- Cross sell our mobile marketing and online platforms: We acquired our online Internet business in March 2009. Our current experience is that our online clients wish to make use of our mobile marketing products and services in order to extend their marketing reach. In addition, we can now offer online advertising solutions to Brand Owners that use our mobile services. We believe that the ability to offer Brand Owners services for both online and mobile services will expand the market that we can reach, and provide "single source" convenience that will assist us in retaining Brand Owner accounts.
- Develop a comprehensive suite of mobile and online advertising solutions. We plan to complete the development work on the vouchers247.com platform for the United States market and deploy the platform in mid 2010. Over 300 billion paper coupons per year are issued in the United States alone at an estimated cost of \$7 billion annually for printing and delivery. The vouchers247.com platform is designed to enable companies currently using paper-based coupons to move onto a digital platform. Our CellCard technology is designed to allow point of sale payment processing through the mobile phone. We intend to continue to develop and acquire unique technologies and solutions that will enable our Wireless Carrier and Brand Owner customers opportunities to create, keep and leverage relationships with customers. We are aware that there are other organizations that are able to deliver coupons to mobile phones, but we believe that our comprehensive offering will provide us with a competitive edge.
- Build and leverage a comprehensive database of consumer information: Starting with our existing database, we intend to build an opted-in database of customers who elect to receive targeted offers from our Brand Owner partners. We intend to expand and leverage our existing database of consumer information to improve the relevance, effectiveness and value of the advertising services we offer to Brand Owners. Because input costs have largely become commoditized, we believe that Brand Owners will increasingly view a well-managed customer relationship management and loyalty program focused on customer retention and driving incremental revenue as the best way to retain market share and ensure ongoing profitability.

Dividends

Our board of directors has not declared a dividend on our common stock during the last two fiscal years or the subsequent interim period and we do not anticipate the payments of dividends in the near future as we intend to reinvest our profits to grow our business.

Equity Compensation Plan Information

We currently have one equity compensation plan outstanding which is our 2009 Equity Incentive Plan. The Plan was adopted by our directors and approved by our stockholders in September 2009. The Plan permits the award of incentive stock options, non-qualified stock options, and stock grants. We have reserved 9,000,000 shares for issuance under the Plan, but no awards have been made under the Plan to date.

The following table describes our equity compensation plans as of September 30, 2009:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)		Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities referenced in column (a)) (c)
Equity compensation plans approved by our stockholders (1)	0	\$	\$0.00	9,000,000
Equity compensation plans not approved by our stockholders	0	\$	\$0.00	—

(1) Equity compensation plans approved by our stockholders consist of our 2009 Equity Incentive Plan.

Item 10. Recent Sales of Unregistered Securities

The information below lists all of the Company's securities sold by the Company during the past three years which were not registered under the Securities Act of 1933, as amended, including all sales of reacquired securities, as well as new issues, securities issued in exchange for property, services, or other securities, and new securities resulting from the modification of outstanding securities. Transactions that occurred before February 18, 2008 were made prior to the arrival of the Company's current executive management and current business. No underwriting discounts or commissions were incurred in connection with any of the following transactions. Each of the transactions was conducted as a private placement, without the use of any general solicitation, and was exempt from registration under Section 4(2) of the Securities Act of 1933.

On November 14, 2006, the Company issued 60,000 shares of common stock to Kensington and Royce, Ltd., in exchange for services rendered to the Company.

On November 17, 2006, the Company issued 750,000 shares of common stock to the stockholder of CIC Holdings, Co., a Delaware corporation, pursuant to the terms of a share exchange agreement. As a result of the transaction, the Company acquired all of the outstanding common stock of CIC Holdings, Co.

On November 27, 2006, the Company issued 42,000 shares of common stock to Conine Enterprises, a Texas corporation.

On November 28, 2006, the Company issued an aggregate of 52,883 shares of common stock to 11 debt holders in exchange for the cancellation of an aggregate of \$280,000 of promissory notes issued to the debt holders.

On March 7, 2007, the Company issued 14,500 shares of common stock to four shareholders.

On March 28, 2007, the Company issued 3,000 shares of common stock to Structured Management, Inc., a Nevada corporation, and 2,000 shares of common stock to Robert Dixon, in exchange for services rendered to the Company.

On March 30, 2007, the Company issued a convertible promissory note to Bridges Investment, Inc., a Nevada corporation, in exchange for cash in an amount up to \$750,000. Bridges Investment, Inc. was owned by Angelique de Maison, director of the Company, at the time of the transaction. At the time of the transaction, Ms. Maison was a director of the Company. No payments were ever made under this note. The entire amount of the loan was subsequently converted into 650,000 shares of common stock in accordance with the terms of the note on April 18, 2008.

On May 5, 2007, the Company issued a second convertible promissory note to Angelique de Maison in exchange for services rendered to the Company. No payments were ever made under this note. The entire amount of the loan was subsequently converted into 122,000 shares of common stock in accordance with the terms of the note on June 2, 2008.

On July 5, 2007, the Company issued 60,000 shares of common stock to a debt holder in discharge of a convertible promissory note held by the debt holders in the amount of \$60,000.

On July 5, 2007, the Company issued 3,817 shares of common stock to William G. Knuff, a former member of the Company's board of directors, upon conversion of outstanding Series A Preferred Stock issued to Mr. Knuff. The Company received no additional proceeds on this conversion.

On October 31, 2007, the Company issued 210 shares of Series B Preferred Stock, 70 of which were issued to Angelique de Maison and 140 of which were issued to Target Equity Limited, in exchange for the guarantee of the parties to provide future capital totaling \$1,050,000.

On February 8, 2008, the Company issued an aggregate of 350 shares of Series B Preferred Stock to Target Equity Limited, the shareholder of Digital Vouchers (Pty), Ltd., in exchange for the acquisition of substantially all of the assets of Digital Vouchers (Pty.) Ltd. Each share of Series B Preferred Stock was convertible at the option of the holder into 50,000 shares of common stock for an aggregate of 17,500,000 shares of common stock.

On February 18, 2008, we sold a one year warrant to purchase 200 shares of Series B Preferred Stock at an exercise price of \$5,000 per share to Rendez-Vous Management Limited as consideration for Rendez-Vous Management Limited's agreement to provide a \$1 million credit facility.

On April 4 and April 8, 2008, Angelique de Maison converted 42 shares of Series B Preferred Stock in exchange for 2,100,000 shares of common stock in accordance with the terms of the Series B Preferred Stock.

On April 17, 2008, Target Equity Limited converted 490 shares of Series B Preferred Stock in exchange for 24,500,000 shares of common stock in accordance with the terms of the Series B Preferred Stock.

On April 18, 2008, and June 2, 2008, the Company issued an aggregate of 772,000 shares of common stock to Bridges Investments, Inc. and Angelique de Maison, upon conversion of two outstanding convertible promissory notes in the aggregate amount of \$772,000.

On May 9, 2008, Trish Malone and Stephen Boyd converted an aggregate of 15 shares of Series B Preferred Stock into 800,000 shares of common stock in accordance with the terms of the Series B Preferred Stock.

On June 30, 2008, we issued an aggregate of 10,000,000 shares of common stock to eAccounts, Inc., a California corporation, in exchange for the acquisition of substantially all of the assets of that entity including its CellCard technology.

On July 17, 2008, we issued 20 shares of Series B Preferred Shares to Rendez-Vous Management Limited in exchange for the cancellation of a promissory note in the amount of \$60,000. The Series B Preferred Stock was immediately converted into 1,000,000 shares of common stock.

On February 18, 2009, we issued 200 shares of Series B Preferred Stock to Rendez-Vous Management Limited upon exercise of their outstanding warrant. The \$1,000,000 exercise price on the warrant was paid through forgiveness of \$1,000,000 of debt which had been borrowed under the terms of the Rendez-Vous Management credit facility.

On February 28, 2009, we agreed to issue 5,000,000 shares of common stock, a promissory note in the amount of \$625,000 and warrants to purchase 208,333 shares of our common stock to Superfly Advertising, Inc., a Delaware corporation, in exchange for the acquisition of certain of its assets. The promissory note becomes due on March 1, 2010 and is convertible into shares of our common stock at the conversion price of \$3.00 per share. The warrants are convertible into shares of our common stock at the price of \$3.00 per share and expire on February 28, 2014.

On February 28, 2009, as part of our acquisition of the assets of Superfly Advertising, Inc., we issued promissory notes in the aggregate amount of \$2,082,500 and warrants to purchase 644,166 shares of our common stock to seven accredited investors who were former debt holders of Superfly Advertising, Inc. The promissory notes become due on March 1, 2010 and are convertible into shares of our common stock at the conversion price of \$3.00 per share. The warrants are convertible into shares of our common stock at the price of \$3.00 per share and expire on February 28, 2014.

On March 19, 2009, we issued 5,000,000 shares of common stock to Superfly Advertising, Inc., a Delaware corporation, in exchange for the acquisition of certain of its assets.

On May 4, 2009, we issued 3,500,000 shares of common stock to Eden Marketing LLC, a Nevada limited liability company, in exchange for the acquisition of certain of its assets. On May 18, 2009, we issued 1,200,000 shares of common stock to Elvena Enterprises, Inc., a British Virgin Islands corporation, upon conversion of an outstanding promissory note in the amount of \$200,000 plus interest.

On May 18, 2009, we issued 10,000,000 shares of common stock to Rendez-Vous Management Limited upon conversion of 200 shares of Series B Preferred Stock in accordance with the terms of the Series B Preferred Stock.

On July 2, 2009, Angelique de Maison converted 7 shares of Series B Preferred Stock in exchange for 350,000 shares of common stock in accordance with the terms of the Series B Preferred Stock.

On July 31, 2009, we agreed to issue 25,000 shares of our common stock, a promissory note in the amount of \$718,500 and warrants to purchase 600,000 shares of our common stock to Agile Opportunity Fund, LLC. We agreed to issue the common stock, promissory note and warrants to Agile in consideration for the debt restructuring transaction with Agile Opportunity Fund, LLC and Superfly Advertising, Inc. and the cancellation of the promissory note and warrants we issued to Superfly Advertising, Inc. on February 28, 2014. The promissory note issued to Agile Opportunity Fund, LLC becomes due on January 16, 2010 and is convertible into shares of our common stock at the conversion price of \$3.00 per share. The warrants issued to Agile Opportunity Fund, LLC are convertible into shares of our common stock at the price of \$3.00 per share and expire on February 28, 2014.

On October 16, 2009 we agreed to issue 3,917,595 shares of our common stock to Tamino Investments Ltd. in exchange for consulting services performed for our Multimedia Solutions subsidiary.

On October 19, 2009 we agreed to issue 725,309 shares of our common stock to Simply Ideas, LLC, a Florida limited liability company in connection with the acquisition of certain of Simply Ideas' assets and liabilities.

Item 11. Description of Registrant's Securities to be Registered

Our authorized capital stock consists of 251,000,000 shares of capital stock, of which 250,000,000 shares are designated as common stock, par value \$0.001 per share, and 1,000,000 shares of which are designated as "blank check" preferred stock, par value \$0.001 per share.

The following is a summary description of the terms of our common stock, which is our only class of capital stock currently outstanding. Investors are encouraged to review the provisions of our certificate of incorporation, as amended to date, and bylaws, copies of which are attached as exhibits to this registration statement for a complete discussion of the terms.

The holders of shares of our common stock are entitled to one vote for each share of record on all matters to be voted on by stockholders. Holders of common stock do not have cumulative voting rights. The holders of our common stock are entitled to receive dividends when, and if, declared by our board of directors from funds legally available for dividends. Cash dividends are at the sole discretion of our board of directors. In the event of our liquidation, dissolution or winding up, the holders of common stock are entitled to share ratably in all assets remaining available for distribution to them after payment of our liabilities and after provision has been made for each class of stock, if any, having any preference in relation to our common stock. Holders of shares of our common stock have no conversion, preemptive or other subscription rights, and there are no redemption provisions applicable to our common stock. The rights, preferences and privileges of holders of our common stock are subject to, and may be adversely affected by, the rights of any series of preferred stock that we may designate and issue in the future.

Item 12. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, that are incurred in connection with various actions, suits or proceedings, whether civil, criminal, administrative or investigative other than an action by or in the right of the corporation, a derivative action. In order to be eligible for indemnification under Section 145, the director, officer, employee or other individual must have acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, if they had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses including attorneys' fees incurred in connection with the defense or settlement of such actions, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's certificate of incorporation, bylaws, agreement, a vote of stockholders or disinterested directors or otherwise.

Our certificate of incorporation provides that we will indemnify and hold harmless, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, each person that such section grants us the power to indemnify.

The Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability for:

- any breach of the director's duty of loyalty to the corporation or its stockholders;
- acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- payments of unlawful dividends or unlawful stock repurchases or redemptions; or any transaction from which the director derived an improper personal benefit.
- any transaction from which the director derived an improper personal benefit.

Our certificate of incorporation provides that, to the fullest extent permitted by applicable law, none of our directors will be personally liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this provision will be prospective only and will not adversely affect any limitation, right or protection of a director of our company existing at the time of such repeal or modification.

We have entered into indemnification agreements with each of our directors and our executive officers on terms which we believe are reasonable and customary and comparable to those entered into by other publicly-traded companies in the United States.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to our directors or officers pursuant to the foregoing provisions, we have been informed that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act of 1933, and is, therefore, unenforceable.

Item 13. Financial Statements and Supplementary Data

See the financial statements and related notes beginning on page F-1 of this registration statement.

Item 14. Change in and Disagreements with Accountants on Accounting and Financial Disclosure

There are not and have not been any disagreements between the Company and its accountants on any matter of accounting principles, practices or financial statement disclosure.

Item 15. Financial Statement and Exhibits

(a) Index to Consolidated Financial Statements.

See the index to consolidated financial statements set forth on page F-1.

(b) Index to Exhibits.

See the exhibit index immediately following the signature page to this Form 10.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned there unto duly authorized.

Lenco Mobile Inc.
Registrant

November 9, 2009

By: /s/ Michael Levinsohn
Michael Levinsohn, President
(As principal executive officer
and on behalf of Registrant)

Exhibit Index

Exhibit No.	Exhibit
3.1	Amended and Restated Certificate of Incorporation (1)
3.2	Amended and Restated Bylaws (1)
4.1	Specimen Common Stock Certificate (1)
4.2	Form of Convertible Promissory Note issued by the registrant on February 28, 2009 (1)
4.3	Form of Common Stock Purchase Warrant issued by registrant on February 28, 2009 (1)
4.4	Promissory Note issued by the registrant to Agile Opportunity Fund LLC on July 31, 2009(1)
4.5	Security Agreement dated July 31, 2009 between the registrant's subsidiary and Agile Opportunity Fund, LLC(1)
10.1	Exchange Agreement dated February 18, 2008 between the registrant's subsidiary and Target Equity Limited for the acquisition of Digital Vouchers (Pty) Ltd.(1)
10.2	Asset Purchase Agreement dated June 30, 2008 between the registrant and eAccounts, Inc. (1)
10.3	Sale and Purchase Agreement dated August 11, 2008 between the registrant's subsidiary and Capital Supreme, (Pty) Ltd. (1)
10.4	Asset Purchase Agreement dated February 28, 2009, by and among the registrant, the registrant's subsidiary, Superfly Advertising, Inc., a Delaware corporation, and Superfly Advertising, Inc., an Indiana corporation (1)
10.5	Long Term Partnering Agreement dated October [●], 2009 between the registrant's subsidiary and Deloitte Consulting (1)
10.6	Master License Agreement for the United Kingdom Region dated January 15, 2009 between the registrant's subsidiary and MultiMedia Solutions Europe Ltd.(1)
10.7	Master License Agreement for the Australia Region dated January 15, 2009 between the registrant's subsidiary and Multimedia Solutions Australia (Pty) Ltd. (1)
10.8	Commercial Service Agreement dated September 17, 2009 between the registrant and OpenMarket Inc.
10.9	Restructuring and Securities Purchase Agreement dated July 31, 2009 by and among the registrant, Agile Opportunity Fund, LLC, and Superfly Advertising, Inc.(1)
10.10	Employment Agreement dated September 1, 2009 between the registrant and Michael Levinsohn* (1)
10.11	Employment Agreement dated July 16, 2007 between the registrant and Eddie Groenewald, as amended.* (1)
10.12	Employment Agreement dated July 1, 2009 between the registrant and Darin Heisterkamp* (1)
10.13	Form of Indemnity Agreement for directors and executive officers of the registrant and its subsidiaries (1)
10.14	2009 Equity Incentive Plan *(1)
10.15	Form of Nonqualified Stock Option*(1)
10.16	Form of Incentive Stock Option*(1)
10.17	Agreement of Lease dated March 31, 2009, by and between Gutierrez Partners, LLC and Lenco USA Inc. for the property located at 345 Chapala Street, Santa Barbara, CA 93101, as amended (1)
10.18	Agreement of Lease dated March 14, 2009, by and between Gutierrez Partners, LLC and Lenco USA Inc. for the property located at 347 Chapala Street, Santa Barbara, CA 93101, as amended (1)
10.19	Agreement of Lease dated October 9, 2009, by and between Gutierrez Partners, LLC and Lenco USA Inc. for the property located at 109 West Gutierrez Street, Santa Barbara, CA 93101, as amended (1)
10.20	Agreement of Lease dated October 12, 2009, by and between Gutierrez Partners, LLC and Lenco USA Inc. for the property located at 111 West Gutierrez Street, Santa Barbara, CA 93101, as amended (1)
10.21	Agreement of Lease dated October 12, 2009 by and between Gutierrez Partners, LLC and Lenco USA Inc. for the property located at 113 West Gutierrez Street, Santa Barbara, CA 93101, as amended (1)
10.22	Agreement of Lease between the Capital Supreme (Pty), Ltd. and ME Heidi Wood (1)
10.23	Client Services Agreement dated September 2007, 2006 between Consumer Loyalty Group, Inc. and Datasension, Inc. with respect to call center operations.(1)
11.1	Statement regarding computation of per share earnings (included in financial statements)
14.1	Code of Ethics (1)
21.1	Subsidiaries of the Registrant (1)
23.1	Consent of Gruber & Company LLC (1)
24.1	Power of Attorney (incorporated from signature page)

(1) Filed herewith.

* Management contract, or compensatory plan or arrangement.

INDEX TO FINANCIAL STATEMENTS

Page

Report of Independent Registered Public Accounting Firm	F-2
Consolidated Balance Sheets as of December 31, 2007 and 2008	F-3
Consolidated Statements of Operations for the Years Ended December 31, 2007 and 2008	F-4
Consolidated Statements of Stockholders' Equity and Comprehensive Income (Loss) for the Years Ended December 31, 2007 and 2008	F-5
Consolidated Statements of Cash Flows for the Years Ended December 31, 2007 and 2008	F-6
Notes to Consolidated Financial Statements	F-7- F-20
Condensed Consolidated Balance Sheets as of December 31, 2008 and June 30, 2009 (unaudited)	F-21
Condensed Consolidated Statements of Operations for the three and six month periods ended June 30, 2008 and June 30, 2009 (unaudited)	F-22
Condensed Consolidated Statements of Cash Flows for the three and six month periods ended June 30, 2008 and June 30, 2009 (unaudited)	F-23
Notes to Condensed Consolidated Financial Statements (unaudited)	F- 24- F-38

Lenco Mobile Inc.
Notes to Financial Statements
December 31, 2008

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization

History of our Previous Business and Corporate Structure

The Company was originally incorporated in Delaware in July 1999 under the name Shochet Holdings Corporation. From July 1999 through August 31, 2001, it provided full service, discount brokerage and related non-proprietary financial services and products, such as financial planning, insurance and annuities, through its wholly-owned subsidiaries: (1) Shochet Securities, Inc. (2) Shochet Investment Advisors Corp. and (3) Shochet Mortgage Corporation. In March 2000, the Company completed an initial public offering of 1,045,000 shares of its common stock. These securities were listed on the Nasdaq Small Cap Market System under the symbol SHOC from March 2000 until November 2001.

On March 28, 2002, there was a change in control of the Company when its majority shareholder, Firebrand Financial Group, Inc. sold 1,213,675 shares to Sutter Opportunity Fund 2, LLC. On April 9, 2002, the Company changed its name from Shochet Holdings Corporation to Sutter Holding Company, Inc. to reflect its new ownership and business plan. Sutter Holding Company, Inc. functioned as a holding company with two primary operating subsidiaries, Easton Mortgage Corporation, which was acquired on January 14, 2003, and Progressive Lending, LLC, which was acquired on December 11, 2003. Both subsidiaries were mortgage banks that derived a majority of their revenues from originating residential mortgages in Arizona, California, Delaware and Washington. Sutter Holding Company's primary business was residential mortgage origination. It did not hold loans for investment, service loans or take credit risk except in very limited circumstances from the time of funding to the time of sale. On January 26, 2005, the Company acquired FLF, Inc., doing business as Diversified Risk Insurance Brokers, a commercial property and casualty insurance broker in northern California. FLF, Inc. was licensed to sell insurance products in approximately 44 states and provided services to such industries as agriculture, construction, education, real estate, technology and transportation. On December 31, 2005, Sutter Holding Company assigned its ownership in Progressive Lending LLC to William S. Howard. On March 15, 2006, Sutter Holding Company assigned its ownership Diversified Risk Investment Brokers to MacKenzie Patterson Fuller, Inc. On December 31, 2005, Sutter Holding Company ceased operations of Easton Mortgage Corporation, its only remaining operating subsidiary and became a shell company.

On November 9, 2006, the Company underwent a further change of control and changed its name to CIC Holding Company, Inc. The change in name occurred in connection with an intended combination with an operating company in the apparel industry. That combination never took place. On December 12, 2007, the Company changed its name to Global Wear, Ltd. in connection with another intended combination with a fashion apparel operating company. However, no assets were ever acquired, and the Company continued as a shell company seeking a combination with an operating company.

F-7

History of our Current Business Operations and Corporate Structure

We have been engaged in our current line of business since early 2008. On February 18, 2008, we entered into an Exchange Agreement, pursuant to which we, through our subsidiary Lenco Mobile International Ltd., acquired 100% of the outstanding shares of Digital Vouchers (Pty) Ltd., from Target Equity Limited, a British Virgin Islands company, in exchange for 700 shares of our Series B convertible preferred stock. Our Series B convertible Preferred Stock was convertible into 50,000 shares of common stock for each share of Series B Preferred Stock. Digital Vouchers had developed an Internet and mobile phone marketing platform design to enable Brand Owners to market directly to consumers using the Internet and mobile phones in one integrated solution. Digital Vouchers' Vouchers 24/7™ program is designed to allow Brand Owners to distribute electronic discount coupons to consumers' cell phones or computers. Consumers access an Internet web site and choose products or services provided by our Brand Owner partners. When a product or service is selected, a digital certificate or voucher is sent by SMS to the consumer's mobile telephone that can be redeemed electronically by the retailer at the point of sale. Digital Vouchers was a development stage company at the time of the acquisition, and we did not acquire any customers or ongoing business as a result of the acquisition. We have not yet released our Vouchers 24/7 platform. Mr. Michael Levinsohn, our Chief Executive Officer, was the founder and principal executive officer of Digital Vouchers. Promptly upon completion of the acquisition, we appointed Mr. Levinsohn as our Chief Executive Officer with the objective of developing mobile telephone and Internet marketing businesses. On February 20, 2008, we changed our name from Global Wear, Ltd. to Sovereign Wealth Corporation.

On June 30, 2008, we entered into an asset purchase agreement with eAccounts, Inc., a California corporation, pursuant to which we acquired certain assets from eAccounts that we refer to as the "CellCard" technology in exchange for 10,000,000 shares of our common stock. The CellCard technology is comprised of two primary elements. The first is a user generated content platform which enables retailers to send rich multimedia advertisements to mobile phones in either SMS or MMS format. The second is a mobile phone application that enables payment for goods and services via a credit card or debit card linked securely to their mobile phones. The CellCard technologies were under development at the time of their acquisition. We have continued their development, but we have not released any products based on those technologies as of the date of this registration statement.

In June, 2008 we established a subsidiary under the name Sovereign Wealth Management International, Ltd., in the

British Virgin Islands. The purpose of the subsidiary is to act as a holding company for the stock of our non-United States operations. We subsequently changed the name of this subsidiary to Lenco International, Ltd.

In July, 2008 our subsidiary Lenco International, Ltd. established Omara Technology Services, Ltd. as a subsidiary corporation in the British Virgin Islands. Omara acts as our international licensing operation. Omara has entered into a licensing agreement with Multimedia Solutions. Omara in turn licenses our FlightDeck, FlightPlan and other software platforms to distributors and Wireless Carriers worldwide.

On August 11, 2008 we acquired Capital Supreme, (Pty) Ltd, a company based in Johannesburg, South Africa, doing business as Multimedia Solutions. The acquisition was affected under the terms of a Sale and Purchase Agreement, in which our Lenco International, Ltd. subsidiary acquired all of the outstanding capital stock of Multimedia Solutions in exchange for 25 million South African Rand or approximately \$3,250,000. Multimedia Solutions was incorporated on January 23, 2004 under the Republic Of South African Companies Act 1973, has been in operations as a mobile marketing company focused on MMS messages since, and had ongoing business operations, customer relationships and revenue. Multimedia Solutions had developed several key software platforms and technologies including our FlightDeck and FlightPlan platforms as well as technologies for compressing MMS files and efficiently transmitting them through a Wireless Carrier's MMSC and network. The software platforms and technologies that we acquired in connection with Multimedia Solutions constitute the principal assets currently in use in our mobile phone platforms.

The transaction was accounted for as reverse merger, and the operating statements of the Company prior to August 11, 2008 reflect the historical operations of Multimedia Solutions.

F-8

NOTE 4 – INTANGIBLES

The identified intangible assets recorded in connection with the Cell Card and Digital Voucher asset acquisitions will be amortized over their estimated useful lives of seven years. Since the intangible assets had not been put in service as of December 31, 2008 no amortization has been recorded. Amortization began on January 1, 2009.

	December 31,	
	<u>2008</u>	<u>2007</u>
Amortizable intangibles:		
Cell Card purchased technology	\$ 350,000	\$ -
Digital Vouchers purchased technology	750,000	-
Total amortizable intangibles	1,100,000	-
Less Amortization		
Net	\$1,100,000	\$ -

Amortization expense for the years ended December 31, 2008 and 2007 was \$ -0- and \$-0-. Estimated aggregate amortization expense for each of the next seven fiscal years is:

2009	\$ 157,143
2010	157,143
2011	157,143
2012	157,143
2013	157,143
2014	157,143
2015	157,143
	\$ 1,100,000

NOTE 5 – ACCOUNTS RECEIVABLE

Approximately 67% of gross accounts receivable at December 31, 2008 and 77% at December 31, 2007 were from the Company’s three largest customers. Of these customers, one represents an individual receivable balance of 46% and 77% of gross accounts receivable at December 31, 2008 and 2007. Sales to this customer represent 78% and 62% of total sales for the years ending December 31, 2008 and 2007.

Components of accounts receivable as of December 31, 2008 and 2007 are as follows:

	December 31,	
	<u>2008</u>	<u>2007</u>
Trade receivables, net	\$ 902,712	\$312,044
Other receivables	73,013	3,486
	<u>\$975,725</u>	<u>\$315,530</u>

Trade accounts receivable are stated net of an allowance for doubtful accounts. The Company estimates the allowance based on an analysis of specific customers, taking into consideration the age of past due accounts and an assessment of the customer’s ability to pay. The Company has established an allowance for doubtful accounts in the amount of \$25,000 and \$-0- at December 31, 2008 and 2007 respectively.

Lenco Mobile Inc.
Notes to Financial Statements

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization

History of our Previous Business and Corporate Structure

The Company was originally incorporated in Delaware in July 1999 under the name Shochet Holdings Corporation. From July 1999 through August 31, 2001, it provided full service, discount brokerage and related non-proprietary financial services and products, such as financial planning, insurance and annuities, through its wholly-owned subsidiaries: (1) Shochet Securities, Inc. (2) Shochet Investment Advisors Corp. and (3) Shochet Mortgage Corporation. In March 2000, the Company completed an initial public offering of 1,045,000 shares of its common stock. These securities were listed on the Nasdaq Small Cap Market System under the symbol SHOC from March 2000 until November 2001.

On March 28, 2002, there was a change in control of the Company when its majority shareholder, Firebrand Financial Group, Inc. sold 1,213,675 shares to Sutter Opportunity Fund 2, LLC. On April 9, 2002, the Company changed its name from Shochet Holdings Corporation to Sutter Holding Company, Inc. to reflect its new ownership and business plan. Sutter Holding Company, Inc. functioned as a holding company with two primary operating subsidiaries, Easton Mortgage Corporation, which was acquired on January 14, 2003, and Progressive Lending, LLC, which was acquired on December 11, 2003. Both subsidiaries were mortgage banks that derived a majority of their revenues from originating residential mortgages in Arizona, California, Delaware and Washington. Sutter Holding Company's primary business was residential mortgage origination. It did not hold loans for investment, service loans or take credit risk except in very limited circumstances from the time of funding to the time of sale. On January 26, 2005, the Company acquired FLF, Inc., doing business as Diversified Risk Insurance Brokers, a commercial property and casualty insurance broker in northern California. FLF, Inc. was licensed to sell insurance products in approximately 44 states and provided services to such industries as agriculture, construction, education, real estate, technology and transportation. On December 31, 2005, Sutter Holding Company assigned its ownership in Progressive Lending LLC to William S. Howard. On March 15, 2006, Sutter Holding Company assigned its ownership Diversified Risk Investment Brokers to MacKenzie Patterson Fuller, Inc. On December 31, 2005, Sutter Holding Company ceased operations of Easton Mortgage Corporation, its only remaining operating subsidiary and became a shell company.

On November 9, 2006, the Company underwent a further change of control and changed its name to CIC Holding Company, Inc. The change in name occurred in connection with an intended combination with an operating company in the apparel industry. That combination never took place. On December 12, 2007, the Company changed its name to Global Wear, Ltd. in connection with another intended combination with a fashion apparel operating company. However, no assets were ever acquired, and the Company continued as a shell company seeking a combination with an operating company.

History of our Current Business Operations and Corporate Structure

We have been engaged in our current line of business since early 2008. On February 18, 2008, we entered into an Exchange Agreement, pursuant to which we, through our subsidiary Lenco Mobile International Ltd., acquired 100% of the outstanding shares of Digital Vouchers (Pty) Ltd., from Target Equity Limited, a British Virgin Islands company, in exchange for 700 shares of our Series B convertible preferred stock. Our Series B convertible Preferred Stock was convertible into 50,000 shares of common stock for each share of Series B Preferred Stock. Digital Vouchers had developed an Internet and mobile phone marketing platform design to enable Brand Owners to market directly to consumers using the Internet and mobile phones in one integrated solution. Digital Vouchers' Vouchers 24/7TM program is designed to allow Brand Owners to distribute electronic discount coupons to consumers' cell phones or computers. Consumers access an Internet web site and choose products or services provided by our Brand Owner partners. When a product or service is selected, a digital certificate or voucher is sent by SMS to the consumer's mobile telephone that can be redeemed electronically by the retailer at the point of sale. Digital Vouchers was a development stage company at the time of the acquisition, and we did not acquire any customers or ongoing business as a result of the acquisition. We have not yet released our Vouchers 24/7 platform. Mr. Michael Levinsohn, our Chief Executive Officer, was the founder and principal executive officer of Digital Vouchers. Promptly upon completion of the acquisition, we appointed Mr. Levinsohn as our Chief Executive Officer with the objective of developing mobile telephone and Internet marketing businesses. On February 20, 2008, we changed our name from Global Wear, Ltd. to Sovereign Wealth Corporation.

On June 30, 2008, we entered into an asset purchase agreement with eAccounts, Inc., a California corporation, pursuant to which we acquired certain assets from eAccounts that we refer to as the "CellCard" technology in exchange for 10,000,000 shares of our common stock. The CellCard technology is comprised of two primary elements. The first is a user generated content platform which enables retailers to send rich multimedia advertisements to mobile phones in either SMS or MMS format. The second is a mobile phone application that enables payment for goods and services via a credit card or debit card linked securely to their mobile phones. The CellCard technologies were under development at the time of their acquisition. We have continued their development, but we have not released any products based on those technologies as of the date of this registration statement.

In June, 2008 we established a subsidiary under the name Sovereign Wealth Management International, Ltd., in the British Virgin Islands. The purpose of the subsidiary is to act as a holding company for the stock of our non-United States operations. We subsequently changed the name of this subsidiary to Lenco International, Ltd.

In July, 2008 our subsidiary Lenco International, Ltd. established Omara Technology Services, Ltd. as a subsidiary corporation in the British Virgin Islands. Omara acts as our international licensing operation. Omara has entered into a licensing agreement with Multimedia Solutions. Omara in turn licenses our FlightDeck, FlightPlan and other software platforms to distributors and Wireless Carriers worldwide.

On August 11, 2008 we acquired Capital Supreme, (Pty) Ltd, a company based in Johannesburg, South Africa, doing business as Multimedia Solutions. The acquisition was affected under the terms of a Sale and Purchase Agreement, in which our Lenco International, Ltd. subsidiary acquired all of the outstanding capital stock of Multimedia Solutions in exchange for 25 million South African Rand or approximately \$3,250,000. Multimedia Solutions was incorporated on January 23, 2004 under the Republic Of South African Companies Act 1973, has been in operations as a mobile marketing company focused on MMS messages since, and had ongoing business operations, customer relationships and revenue. Multimedia Solutions had developed several key software platforms and technologies including our FlightDeck and FlightPlan platforms as well as technologies for compressing MMS files and efficiently transmitting them through a Wireless Carrier's MMSC and network. The software platforms and technologies that we acquired in connection with Multimedia Solutions constitute the principal assets currently in use in our mobile phone platforms. The transaction was accounted for as reverse merger, and the operating statements of the Company prior to August 11, 2008 reflect the historical operations of Multimedia Solutions.

In February, 2009 the Company changed its name to Lenco Mobile, Inc.

On February 28, 2009, we entered into an Asset Purchase Agreement with Superfly Advertising Inc., a Delaware corporation. In connection with the acquisition, Superfly transferred certain online advertising assets and liabilities to our newly formed subsidiary AdMax Media, Inc. We issued 5,000,000 shares of our common stock to Superfly. We also agreed to assume Superfly's indebtedness and issued an aggregate of \$2,801,000 in convertible promissory notes and 1,244,166 five-year warrants to purchase shares of our common stock to eight of Superfly's lenders. The assets we acquired from Superfly included principally our AdMaximizerTM software platform, advertising contracts with Brand Owners, relationships with a network of web publishers, 1,235 URLs; several of which have websites and content, consumer databases including over 120 million unique consumer records, and the assets for a call center operation in Costa Rica. These assets are the primary assets that we use in our Internet advertising platforms. We also acquired from Superfly certain assets used on a consumer loyalty business. These assets included customer accounts, websites, vendor contracts and certain network and computer equipment. In the consumer loyalty business, consumers would join a loyalty club and receive discounts on the purchase of third party products in exchange for payment a monthly subscription fee. We would advertise and secure subscribers, negotiate for discounts from merchants, and provide sales fulfillment and delivery of the products through common carriers. Interim financial statements from the date of acquisition, March 1, 2009, forward include the operations of AdMax Media, Inc.