

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## Social Life Network, Inc.

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

FORM 10-Q

(Mark One)

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

For the quarter ended November 30, 2008

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

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

Commission File Number:



**SEW CAL LOGO, INC.**

(Exact name of Registrant as specified in charter)

**Nevada**

**46-0495298**

(State or other jurisdiction of  
incorporation or organization)

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

**207 W. 138th Street, Los Angeles, California 90061**

(Address of principal executive offices) (Zip Code)

Issuer's telephone number, including area code: **(310) 352-3300**

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant 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.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date.

At November 30, 2008, there were 188,432,638 shares of the registrant's Common Stock outstanding and 2,500,000 shares of Series A Preferred Stock outstanding.



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**PART I**

**ITEM 1. FINANCIAL STATEMENTS**

The financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted. However, in the opinion of management, all adjustments (which include only normal recurring accruals) necessary to present fairly the financial position and results of operations for the periods presented have been made. The results for interim periods are not necessarily indicative of trends or of results to be expected for the full year. These financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's most recent registration statement on Form SB-2 as amended.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors  
Sew Cal Logo, Inc.

We have reviewed the accompanying condensed consolidated balance sheet of Sew Cal Logo, Inc. as of November 30, 2008, and the related statements of operations, stockholders' equity (deficit), and cash flows for the three-month periods ended November 30, 2008 and 2007. These interim financial statements are the responsibility of the Corporation's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists of principally applying analytical procedures and making inquiries of persons responsible for the financials and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the balance sheet of Sew Cal Logo, Inc. as of August 31, 2008, and the related consolidated statements of income, stockholders' equity and cash flows for the year then ended (not presented herein); and in our report dated November 25, 2007, we expressed a qualified opinion with a going concern paragraph on those financial statements. In our opinion, the information set forth in the accompanying balance sheet as of November 30, 2008 is fairly stated, in all material respects, in relations to the balance sheet from which it has been derived.

***/s/ Moore & Associates, Chartered***

Moore & Associates, Chartered  
Las Vegas, Nevada  
January 19, 2009

**2675 S. JONES BLVD. SUITE 109, LAS VEGAS, NEVADA 89146 (702) 253-7499 Fax: (702)253-7501**

## SEW CAL LOGO, INC.

BALANCE SHEETS

	November 30, 2008	August 31, 2008
<b><u>ASSETS</u></b>		
Current Assets		
Cash and cash equivalents	\$ 11,523	\$ 15,716
Accounts Receivable, net	141,795	216,108
Inventory	70,902	70,902
Prepaid Expenses	2,200	2,200
Total current assets	<u>226,420</u>	<u>304,926</u>
Equipment and machinery, net	123,923	141,977
Security Deposits	6,000	6,000
Total assets	<u>\$ 356,343</u>	<u>\$ 452,903</u>
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
Current liabilities		
Accounts payable	122,460	98,693
Note Payable-shareholder	353,884	353,884
Other current liabilities	443,079	443,220
Current Portion of Long Term Debt	139,780	158,290
Total current liabilities	<u>1,059,203</u>	<u>1,054,087</u>
Long-term liabilities		
Note Payable-related party	21,552	25,135
Convertible Debentures	2,639,361	2,655,975
Discount on Convertible Debentures	(646,899)	(646,899)
Equipment Loans	8,095	9,101
Total liabilities	<u>3,081,312</u>	<u>3,097,399</u>
Stockholders' Equity (Deficit)		
Preferred stock, authorized 300,000 shares, Par value \$0.001, issued and outstanding at 11/30/08 and 8/31/08 is 22,300,000 and 300,000 respectively	22,300	300
Common stock, authorized 500,000,000 shares, \$0.001 par value, issued and outstanding at November 30, 2008 and August 31, 2008 is 242,404,741 and 34,080,702 shares respectively.	242,405	143,125
Additional Paid in Capital	4,028,509	4,120,649
Stock Subscribed	-	-
Accumulated Deficit	(7,018,183)	(6,908,570)
Total stockholders' equity (deficit)	<u>(2,724,969)</u>	<u>(2,644,496)</u>
Total liabilities and stockholders' equity	<u>\$ 356,343</u>	<u>\$ 452,903</u>

The accompanying notes are an integral part of these statements

## SEW CAL LOGO, INC.

STATEMENTS OF OPERATIONS

	Three Months Ended November 30, 2008	Year Ended August 31, 2008
Revenue:		
Sales of Caps, Embroidery and Other	\$ 354,193	\$ 1,886,224
Total Revenue	<u>354,193</u>	<u>1,886,224</u>
Cost of Goods Sold	<u>344,200</u>	<u>1,594,905</u>
Gross profit/(loss)	<u>9,993</u>	<u>291,319</u>
Expenses:		
General and Administrative	14,639	265,462
Officer and Administrative Compensation	3,462	164,469
Consulting, Legal and Accounting	8,007	187,773
Depreciation	18,053	75,289
Rent	<u>48,000</u>	<u>240,000</u>
Total expenses	<u>92,161</u>	<u>932,993</u>
Loss from Operations	<u>(82,168)</u>	<u>(641,674)</u>
Other Income (Expenses)		
Interest (Expense)	<u>27,445</u>	<u>74,566</u>
Total other expenses	<u>27,445</u>	<u>74,566</u>
Loss before income taxes	<u>(109,613)</u>	<u>(716,240)</u>
Provision for income taxes	<u>-</u>	<u>-</u>
Net loss	<u>\$ (109,613)</u>	<u>\$ (716,240)</u>
Basic and Diluted Earnings (Loss) per Share	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>
Weighted Average Number of Common Shares	<u>199,447,735</u>	<u>60,889,409</u>

The accompanying notes are an integral part of these statements



SEW CAL LOGO, INC.

STATEMENTS OF STOCKHOLDERS' EQUITY

( From Inception to November 30, 2008)

	Preferred Stock		Common Stock		Additional Paid in Capital	Stock Subscribed	Accumulated (Deficit)	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
<b>Balance, August 31, 2005</b>	234,800	\$ 235	5,176,168	\$ 5,176	\$ 187,517	\$ 36,000	\$ (673,814)	\$ (444,886)
Shares issued for Services at \$0.15 per share			50,000	50	7,450			7,500
Fair Value of Warrants attached to Convertible Debentures					1,081,657			1,081,657
Beneficial Conversion Feature attached to Convertible Debentures					2,500,000			2,500,000
Shares issued for Services at \$0.10 per share			33,334	33	3,300			3,333
Shares issued for Conversion of Debt			290,000	290	32,741			33,031
Net Loss for Year							(2,947,833)	(2,947,833)
<b>Balance, August 31, 2006</b>	234,800	235	5,549,502	5,549	3,812,665	36,000	(3,621,647)	232,802
Preferred Shares issued for Services	65,200	65			1,891			1,956
Common Stock Issued for Cash			61,000	61	60,939	(36,000)		25,000
Shares issued for Services			3,500,200	3,501	214,000			217,501
Shares issued for Conversion of Debt			24,970,000	24,970	65,482			90,452
Net Income (Loss) for period							(2,570,683)	(2,570,683)
<b>Balance, August 31, 2007</b>	300,000	300	34,080,702	34,081	4,154,977	-	(6,192,330)	(2,002,972)
Shares issued for Services			9,150,000	9,150	36,600			45,750
Shares issued for Conversion of Debt			744,833	745	292			1,037
Shares issued for Conversion of Debt			200,000	200	-			200
Shares issued for Services			17,200,000	17,200	(8,450)			8,750
Shares issued for Conversion of Debt			27,916,000	27,916	(18,411)			9,505
Shares issued for Conversion of Debt			53,833,000	53,833	(44,359)			9,474
Net Income (Loss) for period							(716,240)	(716,240)
<b>Balance, August 31, 2008</b>	300,000	300	143,124,535	143,125	4,120,649	-	(6,908,570)	(1,928,256)
Shares issued for Conversion of Debt			99,280,206	99,280	(92,140)			7,140
Shares issued for Services	22,000,000	22,000						22,000
Net Income (Loss) for period							(109,613)	(109,613)
<b>Balance, November 30, 2008</b>	<u>22,300,000</u>	<u>\$ 22,300</u>	<u>242,404,741</u>	<u>\$ 242,405</u>	<u>\$ 4,028,509</u>	<u>\$ -</u>	<u>\$ (7,018,183)</u>	<u>\$ (2,008,729)</u>

The accompanying notes are an integral part of these statements



## SEW CAL LOGO, INC.

STATEMENTS OF CASH FLOWS

	Three Months Ended November 30, 2008	Year Ended August 31, 2008
Operating Activities:		
Net income (loss)	\$ (109,613)	\$ (716,240)
Adjustments to reconcile net income (loss)		
Depreciation	18,054	75,289
Stock issued for services	22,000	54,500
Stock issued to convert debt	7,140	20,216
Amortization of Discount on Debentures	-	-
Changes in Assets and Liabilities		
(Increase) decrease in prepaid expenses	-	1,600
(Increase) decrease in inventory	-	25,973
(Increase) decrease in security deposits	-	-
(Increase) decrease in accounts receivable	74,313	(74,747)
Increase (decrease) in accounts payable	23,767	45,376
Increase (decrease) in other current liabilities	(141)	190,590
Net cash provided by (used in) operating activities	<u>35,520</u>	<u>(377,443)</u>
Investing Activities:		
(Purchases) disposal of equipment	-	-
Cash (used) in investing activities	-	-
Financing Activities:		
Notes Payable	(22,093)	(90,253)
Debentures Payable	(16,614)	324,458
Increase/(Decrease) in shareholder loan	-	6,000
Repayment of loans	-	-
Proceeds from equipment loan	(1,006)	(2,750)
Net cash provided by (used in) financing activities	<u>(39,713)</u>	<u>237,455</u>
Net increase (decrease) in cash and cash equivalents	(4,193)	(139,988)
Cash and cash equivalents at beginning of the period	<u>15,716</u>	<u>155,704</u>
Cash and cash equivalents at end of the period	<u>\$ 11,523</u>	<u>\$ 15,716</u>
Cash Paid For:		
Interest	\$ 27,445	\$ 74,566
Taxes	\$ -	\$ -
Non Cash Activities:		
Stock issued for services	\$ 22,300	\$ 54,500
Stock issued for convertible debt	\$ 7,140	\$ 21,996

The accompanying notes are an integral part of these statements

**SEW CAL LOGO, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(November 30, 2008 and August 31, 2008)**

**NOTE 1. Summary of Significant Accounting Policies**

**The Company**

Sew Cal Logo, Inc. (The Company) was incorporated in the State of California on August 30, 1985 as C J Industries and on February 24, 2004 merged with Calvert Corporation, a Nevada Corporation which changed its name to Sew Cal Logo, Inc. This was a recapitalization accounted for as a stock exchange reverse merger.

The Company is a Nevada corporation doing business in Los Angeles, California. The Company produces and manufactures custom embroidered caps, sportswear and related corporate identification apparel. The Company provides an in-house, full-service custom design center where original artwork and logo reproduction for embroidery are available. The Company also offers contract embroidery and silk-screening to the manufacturing and promotional industry. The Company's products are sold, primarily in the United States, to Fortune 500 companies, major motion picture and television studios, retailers, and local schools and small businesses.

**Use of Estimates**

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States, which require management to make estimates, and assumptions that affect the reported amounts of assets and liabilities (including disclosure of contingent assets and liabilities) at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Accounts Receivable**

The Company's trade accounts receivable and allowance for doubtful accounts are shown below.

	<u>9/30/08</u>	<u>8/31/08</u>
Gross Trade Accounts Receivable	\$ 144,030	\$ 218,343
Allowance for Doubtful Accounts	<u>(2,235)</u>	<u>(2,235)</u>
Accounts Receivable, net	<u>\$ 141,795</u>	<u>\$ 216,108</u>

**Revenue Recognition**

The Company recognizes revenue from product sales upon shipment, which is the point in time when risk of loss is transferred to the customer, net of estimated returns and allowances.

**Cash and Cash equivalents**

The Company maintains its cash in institutions insured by the Federal Deposit Insurance Corporation (FDIC). This government corporation insured balances up to \$100,000 through October 13, 2008. As of October 14, 2008 all non-interest bearing transaction deposit accounts at an FDIC-insured institution, including all personal and business checking deposit accounts that do not earn interest, are fully insured for the entire amount in the deposit account. This unlimited insurance coverage is temporary and will remain in effect for participating institutions until December 31, 2009.

All other deposit accounts at FDIC-insured institutions are insured up to at least \$250,000 per depositor until December 31, 2009. On January 1, 2010, FDIC deposit insurance for all deposit accounts, except for certain retirement accounts, will return to at least \$100,000 per depositor. Insurance coverage for certain retirement accounts, which include all IRA deposit accounts, will remain at \$250,000 per depositor.

**SEW CAL LOGO, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(November 30, 2008 and August 31, 2008)**

**NOTE 1. Summary of Significant Accounting Policies - continued**

**Inventory**

Inventory is stated at the lower of cost (first-in, first-out method) or market and consists of raw material, work-in-process and finished goods. Normally the Company ships out to the customer the finished goods as soon as they are produced and therefore usually does not maintain a finished goods inventory. Overhead items are applied on a standard cost basis to work in process and finished goods.

	9/30/08	8/31/08
Raw Materials and WIP	\$ 70,902	\$ 70,902
Finished Goods	-	-
Total Inventory	\$ 70,902	\$ 70,902

**Equipment and Machinery**

Equipment and machinery are stated at cost. Depreciation is computed using the straight-line method over their estimated useful lives ranging from five to seven years. Depreciation and amortization expense for the three months ended November 30, 2008 and the fiscal year ended August 31, 2008 amounted to \$18,053 and \$79,493 respectively and includes \$16,558 and \$69,180 for depreciation related to Cost of Goods Sold. Gains from losses on sales and disposals are included in the statements of operations. Maintenance and repairs are charged to expense as incurred. As of November 30, 2008 and August 31, 2008 equipment and machinery consisted of the following:

	9/30/08	8/31/08
Equipment and Machinery	\$ 980,717	\$ 942,890
Less:		
Accumulated depreciation	(856,794)	(800,913)
	\$ 141,977	\$ 141,977

**Fiscal Year**

The Company operates on a fiscal year basis with a year ending August 31.

**Earnings and Loss Per Share Information**

Basic net earnings (loss) per common share is computed by dividing net earnings (loss) applicable to common shareholders by the weighted-average number of common shares outstanding during the period.

**Segment Reporting**

Pursuant to Statement of Financial Accounting Standards No. 131 ("SFAS No. 131"), "Disclosure about Segments of an Enterprise and Related Information," the Company has determined it operated in only one segment.

**SEW CAL LOGO, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(November 30, 2008 and August 31, 2008)**

**NOTE 2. Going Concern**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. However, the Company has accumulated a loss \$6,908,570 during its years of operation. This raises substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty.

Managements Plan

Management continues to seek funding from its shareholders and other qualified investors to pursue its business plan. It is in the process of expanding its sales and distribution capability.

**NOTE 3. Note Payable- Related Party**

On March 1, 2003, for purposes of working capital, the sole shareholder and spouse made a \$355,384 subordinated loan to the Company. The Company is obligated to pay monthly interest only on the subordinated loan during its term at the rate of 10% per annum (fixed-rate calculated as simple interest). The entire principal amount of the loan was originally due on March 1, 2004, and has continued from that time on a month-to-month basis. The subordinated loan, which was consented to by United Commercial Bank and subsequent banks, is collateralized by the assets of the Company, including but not limited to any and all equipment owned by the Company, inventory, and outstanding receivables. The balance due at November 30, 2008 is \$353,884.

On April 4, 2005 a shareholder loaned the company \$100,000 on a five year monthly installment loan at 5% per annum for the purchase equipment. Balance of loan as of November 30, 2008 is \$21,255.

**NOTE 4. Commitments and Contingencies**

**Long-Term Debt**

On March 25, 2002 the Company entered into an agreement with United Commercial Bank for a \$515,000 SBA loan. For the years ending August 31, 2003 and 2002, the unpaid principal balance of the loan was \$462,100 and \$500,313 respectively. The monthly required payment varied with an annual interest rate of 6.75% and a maturity date of March 1, 2012. This loan related to the purchase of equipment.

On August 11, 2004 the Company refinanced this SBA loan with Pacific Liberty Bank. As of August 31, 2008 the balance was \$158,290. Monthly payments are made the 15<sup>th</sup> of each month with interest at prime plus 2.5. Currently the interest rate is 9.5%. This loan is collateralized by the assets of the corporation and is in first place before the shareholder loan.

On April 16, 2003 the Company entered an installment sale contract with GMAC for the purchase of a vehicle. The total amount financed at signing was \$40,754 that represents the total sale price. The agreement requires 60 monthly payments of approximately \$679 beginning on May 16, 2003 and ending on April 16, 2008. This Loan has been paid off.

The Company has a second installment loan with GMAC on a vehicle with a balance as of November 30, 2008 of \$8,095.

**Lease Commitments**

The Company leases warehouse and office facilities under an operating lease requiring the Company to pay property taxes and utilities. In July 2004 this building was purchased by a related party (a corporation controlled by the officers) and the lease was re-written for 5 years. Lease expense is currently \$12,500 per month.

The lease obligation is shown below for the next five years.

	<u>Year 1</u>	<u>Year 2</u>	<u>Year 3</u>	<u>Year 4</u>	<u>Year 5</u>
Office /warehouse lease	\$ 150,000	\$ 150,000	\$ 150,000	\$ 150,000	\$ 150,000

**SEW CAL LOGO, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(November 30, 2008 and August 31, 2008)**

**NOTE 4. Commitments and Contingencies - continued**

**Callable Convertible Debentures**

On February 16, 2006 the Company executed an equity financing agreement wherein it will issue an aggregate of \$2,000,000 callable convertible debentures in three segments. The Company has received a net of \$1,955,000. The debentures are convertible to common stock at 45% below the lowest three intra-day trading price during the 20 trading days immediately preceding conversion.

The Debentures also carry five-year warrants exercisable at \$0.50 per share. The aggregate number of warrants to be issued is 2,142,855. The Company has recorded an expense of \$585,343 for the fair value of the warrants. The value was determined using the Black-Scholes pricing model and assumes a 5 year maturity, a risk free interest rate of 4.85% and a volatility of 207%.

The Company has recorded a discount on the convertible debentures of \$2,000,000 which represents the beneficial conversion feature. During the years ended August 31, 2007 and 2006 the Company converted \$90,452 and \$33,031 debt into stock, respectively. During the years ended August 31, 2007 and 2006 the Company expensed \$983,485 and \$565,752 of the recorded discount as interest expense, respectively. The Company will amortize the remaining discount over the remaining life of the debentures. The discount was determined using the Black-Scholes pricing model and assumes a 2 year maturity, a risk free interest rate of 4.85% and a volatility of 207%.

On July 31, 2006 the Company executed an equity financing agreement wherein it has issued \$500,000 in callable convertible debentures and 20,000,000 seven year warrants exercisable at \$0.05 per share. The debentures are convertible to common stock at 40% below the lowest three intra-day trading price during the 20 trading days immediately preceding conversion. The aggregate number of shares to possibly be issued at 100% conversion is 69,444,444 shares.

Calculated using a current 3 day trading average price per share of \$0.012 per share less 40% is \$0.0072 per share divided into \$500,000 equals 69,444,444 shares.

During the year ended August 31, 2006, the Company recorded an expense of \$496,314 for the fair value of the warrants. The value was determined using the Black-Scholes pricing model and assumes a 5 year maturity, a risk free interest rate of 4.85% and a volatility of 207%.

The Company recorded a discount on the convertible debentures of \$500,000 which represents the beneficial conversion feature and is amortized to interest expense over the 2 year life of the debentures. The Company recorded an expense of \$ 250,000 and \$20,833 respectively for the years ended August 31, 2007 and 2006. The discount was determined using the Black-Scholes pricing model and assumes a 2 year maturity, a risk free interest rate of 4.85% and a volatility of 207%.

**NOTE 5. Stockholders' Equity**

Preferred Stock

The Company (post merger) is authorized to issue three hundred thousand (300,000) shares of series A preferred stock at a par value of \$0.001. The preferred stock is convertible to common stock at one share of preferred for every 100 shares of common. The preferred shares can only be converted when the Company reaches \$10,000,000 in sales for any fiscal year. As of August 31, 2004 there were 234,800 shares of preferred stock. The value was placed at par. The conversion to common stock would be 23,480,000 shares. Based upon the actual growth for the last two years, the \$10,000,000 in sales will not be reached within five years. Therefore, these shares are not considered in calculating the loss per share.

During the quarter ended May 31, 2007 the Company issued 65,200 preferred shares for services to key employees for services.

During the quarter ended November 30, 2008 the Company issued 2,200,000 preferred shares to key employees for services.

**SEW CAL LOGO, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(November 30, 2008 and August 31, 2008)**

**NOTE 5. Stockholders' Equity - continued**

Common Stock

On August 25, 2006 the Company's authorization to issued common stock was increased from 50,000,000 shares to 500,000,000 shares at par value of \$0.001

As of August 31, 2004 (post merger) the Company had 5,020,000 common shares issued and outstanding. The Company's financial statements have been restated to reflect the recapitalization on a retroactive basis.

In May 2005 the Company purchased equipment valued at \$114,100 for 33,334 common share and issued 122,834 common shares for services valued at \$12,283.

As of 31 May 2005 the Company had received from investors \$36,000 in investment funds for which restricted common shares will be issued. The exact number of shares has not yet been determined.

On January 6, 2006 the Company issued 50,000 common shares for services valued at \$7,500.

On February 16, 2006 the Company entered into a securities purchase agreement for a total subscription amount of \$2,000,000 that includes stock purchase warrants and callable convertible debentures. A discount on convertible debentures was recorded as additional paid in capital of \$2,000,000 for the beneficial conversion feature which is being amortized over the life of the debentures. The total subscription includes an aggregate of 2,142,858 five-year warrants exercisable for the same number of common shares at \$0.50 per share. An aggregate of 25,974,026 common shares have been registered and are available for issue to potentially convert the full \$2,000,000.

On July 31, 2006 the Company issued \$500,000 in convertible debentures which are convertible to shares of the Company's common stock at a 40% discount to the market price at the time of conversion. A discount on convertible debentures was recorded as additional paid in capital of \$500,000 for the beneficial conversion feature which is being amortized over the life of the debentures. Common stock registered to convert the full \$500,000 was calculated at 69,444,444 shares using the current three day average price per share of \$0.012 less a 40% discount.

On May 31, 2006 the Company issued 290,000 common shares by converting \$33,031 of debenture debt and issued 33,334 common shares for consulting services valued at \$3,333.

The Company issued 61,000 common shares for cash of \$25,000 and the subscription deposit of \$36,000 received in May 2005 in a private placement.

During the Year ended August 31, 2007 the Company issued 3,500,200 common shares for various services valued at \$217,501 including 2,750,000 common shares in settlement of a finders fee dispute valued at \$200,000. The Company converted \$90,452 debenture debt by issuing 24,970,000 common shares.

During the three months ended November 30, 2007 the Company issued 9,150,000 common shares for various services valued at \$45,750. The Company converted \$1,037 debenture debt by issuing 744,833 common shares.

During the three months ended February 29, 2008 the Company converted \$200 debenture debt using 200,000 common shares.

During the three months ended March 31, 2008 the Company converted \$9,505 debenture debt by issuing 27,916,000 commons shares and issued 17,200,000 common shares for \$8,750 services.

During the three months ended August 31, 2008 the Company converted \$9,474 debenture debt issued by issuing 53,833,000 common shares.

During the three months ended November 30, 2008 the Company converted \$7,140 debenture debt issued by issuing 99,280,206 common shares.

Warrants

With the \$1,955,000 worth of convertible debentures described above 2,000,000 five-year warrants for commons stock exercisable at \$0.50 per share were issued and with the \$500,000 convertible debentures 20,000,000 seven-year warrants for common shares exercisable at \$0.05 per share were issued. Both exercisable prices are "out of the money" therefore no discount has been recorded.



**SEW CAL LOGO, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(November 30, 2008 and August 31, 2008)**

**NOTE 6. Interest Expense**

Interest expense for the period ended November 30, 2008 and the year ended August 31, 2008 is \$ 27,445 and \$74,566 respectively.

**NOTE 7. Income Taxes**

The Company provides for income taxes under Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes. SFAS No. 109 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse.

SFAS No. 109 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The total deferred tax asset is \$1,503,916 as of August 31, 2008 which is calculated by multiplying a 22% estimated tax rate by the cumulative NOL of \$6,835,981 the total valuation allowance is a comparable \$1,503,916.

The provision for income taxes for the period ended August 31, 2008 and 2007 is calculated by applying the statutory rate of 22% to the income/(loss) from continuing operations and deducting appropriate taxes and allowances as follows:

	August 31,	
	2008	2007
Deferred Tax Asset	\$ 157,573	\$ 565,550
Valuation Allowance	(157,573)	(565,550)
Current Taxes Payable	-	-
Income Tax Expense	\$ -	\$ -

At August 31, 2008, federal income tax net operating loss carry forwards ("NOL's") which were available to the Company were the following with the year in which they expire.

Year	Amount	Expiration
1996	2,104	2011
1997	9,265	2012
1998	26,317	2013
1999	21,074	2019
2000	50,619	2020
2001	21,675	2021
2002	319,424	2022
2003	45,381	2023
2005	105,366	2025
2006	2,947,833	2026
2007	2,570,683	2027
2008	716,240	2028
Total NOL	\$ 6,835,981	

Were the NOL tax asset to be recorded at August 31, 2008 it would be a long-term asset of \$1,503,916. Continued profitability by the Company will be a major factor in the valuation account being removed and the recording of this asset.

**SEW CAL LOGO, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(November 30, 2008 and August 31, 2008)**

**NOTE 8. The Effect of Recently Issued Accounting Standards**

Below is a listing of the most recent Statement of Financial Accounting Standards (SFAS) issued by the Financial Accounting Standards Board (FASB) SFAS 157-163 and their effect on the Company.

**Statement No. 157 – Fair Value Measurements**

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*, to clarify how to measure fair value and to expand disclosures about fair value measurements. The expanded disclosures include the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value on earnings and is applicable whenever other standards require (or permit) assets and liabilities to be measured at fair value. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years.

The adoption of this new Statement has not had a material effect on the Company's current financial position, results or operations, or cash flows.

**Statement No. 159 – The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115**

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115*. This standard permits an entity to choose to measure many financial instruments and certain other items at fair value. This option is available to all entities. Most of the provisions in FAS 159 are elective; however, an amendment to FAS 115 Accounting for Certain Investments in Debt and Equity Securities applies to all entities with available for sale or trading securities. Some requirements apply differently to entities that do not report net income. SFAS No. 159 is effective as of the beginning of an entities first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to apply the provisions of SFAS No. 157 Fair Value Measurements.

Adoption of this pronouncement has not had a material effect on the Company's consolidated financial statements.

**Statement No. 141 (revised 2007) – Business Combinations**

In December 2007, the FASB revised SFAS No. 141 (revised 2007), *Business Combinations*. This revision changes the way the minority interest in a company is measured, recorded and reported in the parent companies financial statements to the end that a statement user can better evaluate the nature and financial effects of the business combination. The Company will adopt this statement beginning March 1, 2009.

It is not believed that this will have an impact on the Company's consolidated financial position, results of operations or cash flows.

**Statement No. 160 – Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51**

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51*. A noncontrolling interest, sometimes called a minority interest, is the portion of equity in a subsidiary not attributable, directly or indirectly, to a parent. The objective of this Statement is to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements related to the noncontrolling or minority interest.

The Company will adopt this statement beginning March 1, 2009. It is not believed that this will have an impact on the Company's consolidated financial position, results of operations or cash flows.

**SEW CAL LOGO, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**(November 30, 2008 and August 31, 2008)**

**NOTE 8. The Effect of Recently Issued Accounting Standards - continued**

**Statement No. 161 – *Disclosures about Derivative Instruments and Hedging Activities—an amendment to FASB No. 133***

In March 2008, the FASB, issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133*. This standard requires companies to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. This Statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged.

The Company has not yet adopted the provisions of SFAS No. 161, but does not expect it to have a material impact on its consolidated financial position, results of operations or cash flows.

**Statement No. 162 – *The Hierarchy of Generally Accepted Accounting Principles***

In May 2008, the Financial Accounting Standards Board ("FASB") issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 162 sets forth the level of authority to a given accounting pronouncement or document by category. Where there might be conflicting guidance between two categories, the more authoritative category will prevail. SFAS No. 162 will become effective 60 days after the SEC approves the PCAOB's amendments to AU Section 411 of the AICPA Professional Standards.

SFAS No. 162 has no effect on the Company's financial position, statements of operations, or cash flows at this time.

**Statement No. 163 – *Accounting for Financial Guarantee Insurance Contracts – and interpretation of FASB Statement No. 60***

In May 2008, the Financial Accounting Standards Board ("FASB") issued SFAS No. 163, *Accounting for Financial Guarantee Insurance Contracts-and interpretation of FASB Statement No. 60*. SFAS No. 163 clarifies how Statement 60 applies to financial guarantee insurance contracts, including the recognition and measurement of premium revenue and claims liabilities. This statement also requires expanded disclosures about financial guarantee insurance contracts. SFAS No. 163 is effective for fiscal years beginning on or after December 15, 2008, and interim periods within those years.

SFAS No. 163 has no effect on the Company's financial position, statements of operations, or cash flows at this time.

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

### FORWARD LOOKING STATEMENTS

This analysis should be read in conjunction with the condensed consolidated financial statements, the notes thereto, and the financial statements and notes thereto included in the Company's Registration Statement on Form SB-2, as amended, initially filed on March 20, 2004. All non-historical information contained in this annual report is a forward-looking statement. The forward-looking statements contained herein are subject to certain risks and uncertainties that could cause the actual results to differ materially from those reflected in the forward-looking statements.

### Results of Operations

Total revenue was \$354,193 for the quarter ended November 30, 2008 as compared to \$547,658 for the quarter ended November 30, 2007, a net decrease of \$193,465. The net decrease is a result of our continued effort to replace non-profitable with profitable business. Also, overall losses as a percentage of sales continue to decline. This can be attributed directly to both internal restructuring and to our significant investment in the research and development of our new surf based brand. Our line of merchandise is continuing to be developed and additional advertising and promotional campaigns are planned. Officer and Administrative Compensation was \$3,642 for the quarter ended November 30, 2008 as compared to \$43,100 for the quarter ended November 30, 2007, a net decrease of \$39,458. The net decrease is due to the continued restructuring and streamlining of management responsibilities, voluntary retirement of one officer, and reduction in wages for others, all helping to facilitate more focused company direction and the anticipated resulting profitability from same. Total Assets were \$356,343 at November 30, 2008 as compared to \$509,556 at November 30, 2007, a net decrease of \$153,213. The net decrease was primarily due to cash used for development expenses and reduction of inventory.

### Plan of Operation

We continue promoting and marketing the Posse product line, a recognized name in the world of surf and action sports. Our intent remains the manufacturing, selling and distributing of our own lines of surf wear and to promote this and other lines of goods in appropriate trade journals and other media as they are developed, expanded and distributed. Our first full length movie (surf video) – "Pipeline Posse – Project One" is now for sale in surf shops nationwide as well as available on the website: pipelineposse.com. Ads have been placed in major surf publications as well as on selected internet websites and the video trailers are available for viewing in our website video section. Private label business is still down but beginning to return in spite of the economic downturn and continuing competition with aggressively marketed inexpensive overseas manufacturing. We continue to advocate the value of "Made in the USA" products and this is having some effect on new business as well as the return of previous customers. Our unique ability to respond to client needs for fast delivery also adds to our value as a domestic producer of quality goods. We are now aggressively trying to perpetuate and expand this trend we plan to add to our existing staff to support expansion and growth of both our private label business and entertainment business and remain cautiously optimistic on both issues.

### Private Labeling

Domestic headwear suppliers have been drastically reduced as a result of increased lower priced imports. Suppliers remaining in this business each have their own niche in the market place. Few remain in California and our customer base is increasing somewhat with this reduced competition. There are U.S. suppliers located in the Midwest and on the East Coast. They seldom manufacture for our market and deal mainly in the golf, major league baseball and ad specialty-type businesses.

Overseas suppliers continue to be a different situation. They can produce a cap at a fraction of the price we can and we are constantly in competition with them. They can copy all that we create, but if they are asked to create on their own, they may fall short, as our industry is constantly changing by way of fabrics, styles, and method of decorating. Overseas suppliers are in the business of mass production for export. Our current customers continue to use overseas suppliers for some of their "bread and butter" styles but tend to use U.S. suppliers for the more cutting edge products. However, overseas manufacturers require considerably more time in creating new products because of their inability to provide face-to-face contact with designers and domestic customers. They also require greater lead times for shipping and cannot make changes overnight (literally) when required. The logistics also may not allow them to be immediately aware of developing trends, forecasting them, and then developing an appropriate finished product instantly.

At present, the youth oriented "action sports" lifestyle-clothing market (surf/skate/snow) is led by labels such as "Quiksilver" of Huntington Beach, California, representing in excess of \$1 billion in annual sales. Also, "O'Neill Sportswear", "Rip Curl", "Lost", "Billabong", "Volcom", and numerous other Orange County, California-based clothing companies service this market and can be considered competition for our new brands. Our in depth knowledge of the market continues to support our belief that teens and young adults are looking for something new and trendy to identify with, purchase, and wear, even considering the economic and political changes we have in 2009.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - *continued*

Although we believe we now have the experience and resources to take advantage of and fulfill the needs of this market and we have already made significant steps towards doing so, the youth, active and sports apparel industry is highly competitive, with many of our competitors having greater name recognition and resources than we do. Many of our competitors are well established, have longer-standing relationships with customers and suppliers, greater name recognition and greater financial, technical and marketing resources. As a result, these competitors may be able to respond more quickly and effectively than we can to new or changing opportunities or customer requirements. Existing or future competitors may develop or offer products that provide price, service, number or other advantages over those we intend to offer. If we fail to compete successfully against current or future competitors with respect to these or other factors, our business, financial condition, and results of operations may be materially and adversely affected.

We currently have no market share data available for competition in these areas. We work on each job through personal contacts and are frequently the only company contacted for the particular project.

We do not depend on any one or a few major customers.

### **Patents, Trademarks, Franchises, Concessions, Royalty Agreements, or Labor Contracts**

We recently applied to the USPTO for the trademark "Pipeline Posse" in several categories. Our applications are active and currently under review or approved by the USPTO examiners. We will continue to assess the need for any copyright, trademark or patent applications on an ongoing basis.

### **Film Wardrobe & Entertainment Related Business**

Film wardrobe and related business remains slow as productions continue to be produced outside the United States. This holds true for nearly all of the major studios as well as independent filmmakers, causing the majority of the local costume houses to downsize. The situation is improving and we have begun working on projects with new productions.

To help regain our lost dollar volume in this area we will continue our existing strategy of marketing directly to movie and television productions before they begin filming locally and send units out of town on location. Our strategy of dealing directly with producers, wardrobe personnel, and talent is beginning to pay off with recent orders from major films such as "Mandela" (working title) and several recently released productions.

### **Corporate Sales**

While corporate clients currently account for less than fifteen percent (15%) of our business, we continue to focus on growing this area of our business over the next year with the addition of in-house salespeople. Also, the addition of more new silk screening equipment has given us the capability to accept and produce specialized orders of promotional t-shirts and related items for corporate programs through outside sales and advertising organizations. Our salespeople are now attempting to solicit business to our existing client base via telephone and Internet as well as to potential new customers through the same means. We are committed to making this division profitable and more qualified labor has been retained to operate the new equipment as needed. Second and third manufacturing shifts can be added as growth requires. Current production capacity is adequate to handle the anticipated increased volume. No other major capital expenditures are anticipated at this time.

### **Development of new Product Lines**

The pursuit of our efforts continue to work to export the California life style to the rest of America and to the worldwide markets in general. Started as an idea born in San Clemente, California, home of the premier surfing beaches in the world, we are continuing to develop a number of California Driven brands of products.

Several California Driven products are being developed by us but they do not represent any significant amount of our current overall revenue. The California Driven brand lines are being created as an expansion into our own line of products to market and sell.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - *continued*

Clothing design is being aggressively developed by both in-house personnel and professional independent contractors experienced in product development for the Action Sports Industry. Contact with our target market has been initially established in several major surf publications through personal interviews with our athletes as well as editorials on The Pipeline Posse itself. Print and on-line advertising campaigns have commenced in both industry related magazines and websites. We also maintain our website, PIPELINEPOSSE.COM, which features information on the athletes, activities, photo and video galleries, an active news blog, related action sports links, and a fully developed online store. The secure site and shopping capability has been recently activated to accept credit cards and offer shipment of merchandise worldwide. A multi-faceted major advertising and marketing campaign is being planned, budgeted, and developed for 2009 and professional sales organizations are being interviewed and considered for representation and distribution of the brand both domestically and worldwide.

In addition, other related brands are being considered and are in various stages of development in regard to trademarks, competition, market potential, and strategy and cost. Target dates for launch have not been yet established.

This Form 10-Q includes forward looking statements concerning the future operations of the Company. This statement is for the express purpose of availing the Company of the protections of such safe harbor with respect to all forward looking statements contained in this Form 10-Q. We have used forward looking statements to discuss future plans and strategies of the Company. Management's ability to predict results or the effect of future plans is inherently uncertain. Factors that could affect results include, without limitation, competitive factors, general economic conditions, customer relations, relationships with vendors, the interest rate environment, governmental regulation and supervision, seasonality, distribution networks, product introductions, acceptance, technological change, changes in industry practices and one-time events. These factors should be considered when evaluating the forward looking statements and undue reliance should not be placed on such statements. Should any one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described herein.

### **Critical Accounting Policies**

Sew Cal's financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States ("GAAP"). GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenue and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Our significant accounting policies are summarized in Note 1 of our financial statements. While all these significant accounting policies impact its financial condition and results of operations, Sew Cal's views certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on Sew Cal's consolidated financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause effect on our consolidated results of operations, financial position or liquidity for the periods presented in this report. During the next twelve months, we expect to take the following steps in connection with the further development of our business and the implementation of our plan of operations.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

## ITEM 4T. CONTROLS AND PROCEDURES

Our management, under the supervision and with the participation of our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), has evaluated the effectiveness of our disclosure controls and procedures as defined in Securities and Exchange Commission ("SEC") Rule 13a-15(e) and 15d-15(e) as of the end of the period covered by this report. Based upon that evaluation, management has concluded that our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act is communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

There were no changes (including corrective actions with regard to significant deficiencies or material weaknesses) in our internal controls over financial reporting that occurred during the Third quarter 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II - OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

None

**ITEM 1A. RISK FACTORS**

Not required

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

**ITEM 5. OTHER INFORMATION**

None

**ITEM 6. EXHIBITS**

(a) EXHIBITS

[31.1](#) [Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act](#)

[31.2](#) [Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act](#)

[32.1](#) [Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act](#)

[32.2](#) [Certification of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act](#)

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: January 20, 2009

By: /s/ Richard Songer  
Richard Songer  
President, Director and Chief  
Executive Officer

Date: January 20, 2009

By: /s/ Judy Songer  
Judy Songer  
Director and Chief  
Financial Officer



**CERTIFICATION  
OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO**

SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard Songer, certify that:

1. I have reviewed this Form 10-Q of Sew Cal Logo, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding there liability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect ,the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 20, 2009

By: /s/ Richard Songer  
Richard Songer  
Chief Executive Officer

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**CERTIFICATION  
OF CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO**

SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Judy Songer, certify that:

1. I have reviewed this Form 10-Q of Sew Cal Logo, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding there liability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect ,the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 20, 2009

By: /s/ Judy Songer  
Judy Songer  
Chief Financial Officer

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**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with this Quarterly Report of Sew Cal Logo, Inc. (the "Company") on Form 10-Q for the period ending November 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard Songer, Chief Executive Officer and Chief Financial Officer of the Company, certifies to the best of his knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

1. Such Quarterly Report on Form 10-Q for the period ending November 30, 2008 complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in such Quarterly Report on Form 10-Q for the period ending November 30, 2008 fairly presents, in all material respects, the financial condition and results of operations of Sew Cal Logo, Inc.

Dated: January 20, 2009

**SEW CAL LOGO, INC.**

By: /s/ Richard Songer  
Chief Executive Officer

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**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with this Quarterly Report of Sew Cal Logo, Inc. (the "Company") on Form 10-Q for the period ending, November 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Judy Songer, Chief Financial Officer of the Company, certifies to the best of her knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

1. Such Quarterly Report on Form 10-Q for the period ending November 30, 2008, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in such Quarterly Report on Form 10-Q for the period ending November 30, 2008 fairly presents, in all material respects, the financial condition and results of operations of Sew Cal Logo, Inc.

Dated: January 20, 2009

**SEW CAL LOGO, INC.**

By: /s/ Judy Songer  
Chief Financial Officer

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