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FRANKLIN WIRELESS CORP  
Form 10QSB  
May 14, 2008

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

FORM 10-QSB

(Mark One)

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

For the quarterly period ended: March 31, 2008

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

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

Commission file number 0-11616

FRANKLIN WIRELESS CORP.  
-----

(Exact name of small business issuer in its charter)

Nevada  
-----

(State or other jurisdiction of  
incorporation or organization)

95-3733534  
-----

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

9823 PACIFIC HEIGHTS BLVD., SUITE J, SAN DIEGO, CALIFORNIA 92121  
-----

(Address of Principal Executive Offices)  
Issuer's Telephone Number: (858) 623-0000

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

TITLE OF EACH CLASS OF COMMON STOCK -----	OUTSTANDING AT MAY 13, 2008 -----
Common Stock, par value \$0.001 per share	13,231,491

Transitional Small Business Disclosure format (Check one): YES  NO

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FRANKLIN WIRELESS CORP.  
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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FRANKLIN WIRELESS CORP.  
STATEMENTS OF OPERATIONS  
(UNAUDITED)

	THREE MONTHS ENDED MARCH 31,		NINE M M
	2008	2007	2008
Net sales	\$ 7,395,200	\$ 3,226,915	\$ 23,898,44
Cost of goods sold	5,619,995	2,253,540	18,248,53
Gross profits	1,775,205	973,375	5,649,90

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Operating expenses:			
Selling, general, and administrative	873,869	582,595	2,333,23
	-----	-----	-----
Total operating expenses	873,869	582,595	2,333,23
	-----	-----	-----
Income from operations	901,336	390,780	3,316,66
Other income:			
Interest income	33,513	10,760	108,23
Other income	256	846	18,93
Other expenses	-	(5)	
Loss on impairment of intangible assets	-	(19,167)	
	-----	-----	-----
Net other income (expense)	33,769	(7,566)	127,16
	-----	-----	-----
Net income before income taxes	935,105	383,214	3,443,83
Provision for income taxes	203,638	-	259,84
	-----	-----	-----
Net income	\$ 731,467	\$ 383,214	\$ 3,183,99
	=====	=====	=====
Basic earnings per share	\$ 0.06	\$ 0.03	\$ 0.2
Diluted earnings per share	\$ 0.06	\$ 0.03	\$ 0.2
Weighted average common shares outstanding - basic	13,231,491	12,814,858	13,231,49
Weighted average common shares outstanding - diluted	13,231,491	12,814,858	13,231,49

See accompanying notes to unaudited financial statements.

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FRANKLIN WIRELESS CORP.  
BALANCE SHEETS

	(UNAUDITED) MARCH 31, 2008	JUNE 30, 2007
	-----	-----
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 5,552,736	\$ 2,477,59
Accounts receivable	2,291,045	44,915
Inventories	16,698	10,83
Prepaid expenses	657	6,64
	-----	-----
Total current assets	7,861,136	2,539,98
Property and equipment, net	68,932	26,21
Intangible assets, net	87,444	130,26
Other assets	5,161	5,16

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TOTAL ASSETS	\$ 8,022,673	\$ 2,701,63
<hr/>		
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 2,740,110	\$ 68,06
Advance payment from customers	-	354,50
Accrued liabilities	87,135	179,02
Note payable	334,000	434,00
	<hr/>	<hr/>
Total current liabilities	3,161,245	1,035,58
	<hr/>	<hr/>
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Preferred stock, par value of \$0.001 per share, authorized 10,000,000 shares; No preferred stock issued and outstanding as of March 31, 2008 and June 30, 2007	-	-
Common stock, par value of \$0.001 per share, authorized 50,000,000 shares; Common stock of 13,241,491 issued and outstanding as of March 31, 2008 and June 30, 2007	13,242	13,24
Additional paid-in capital	5,016,151	5,016,15
Stock subscription receivable	-	(11,39
Accumulated deficit	(167,965)	(3,351,95
	<hr/>	<hr/>
Total stockholders' equity	4,861,428	1,666,04
	<hr/>	<hr/>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 8,022,673	\$ 2,701,63
	<hr/>	<hr/>

See accompanying notes to unaudited financial statements.

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FRANKLIN WIRELESS CORP.  
STATEMENTS OF CASH FLOWS  
(UNAUDITED)

	NINE MONTHS ENDED MARCH 31,	
	2008	2007
	<hr/>	<hr/>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	\$ 3,183,992	\$ 695,797
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	6,901	4,800

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Amortization of intangible assets	42,820	59,714
Bad debt	2,200	-
Loss on impairment of intangible assets	-	19,167
Increase (decrease) in cash due to change in:		
Accounts receivable	(2,248,330)	(39,659)
Inventory	(5,868)	(13,370)
Prepaid expenses	5,992	-
Accounts payable	2,672,046	1,683
Advance payment from customers	(354,500)	-
Accrued liabilities	(91,890)	(57,834)
	-----	-----
Net cash provided by operating activities	3,213,363	670,298
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(49,615)	(19,418)
Purchases of intangible assets	-	(53,780)
	-----	-----
Net cash used in investing activities	(49,615)	(73,198)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payment of note payable	(100,000)	(100,000)
Additional borrowings from stockholders	-	400,000
Receipt of stock subscription receivable	11,395	-
	-----	-----
Net cash used by financing activities	(88,605)	300,000
	-----	-----
Net increase in cash and cash equivalents	3,075,143	897,100
Cash and cash equivalents, beginning of period	2,477,593	568,387
	-----	-----
Cash and cash equivalents, end of period	\$ 5,552,736	\$ 1,465,487
	=====	=====
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	\$ -	\$ -
Income taxes	\$ 259,842	\$ 800

See accompanying notes to unaudited financial statements.

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FRANKLIN WIRELESS CORP.  
NOTES TO UNAUDITED FINANCIAL STATEMENTS

NOTE 1 - NATURE OF BUSINESS

Franklin Wireless Corp. designs and sells broadband high speed wireless data communication products such as 3G wireless modules and modems. The Company focuses on wireless broadband USB modems, which provides a flexible way for wireless subscribers to connect to the wireless broadband network with any laptop, table PC or desktop USB port without a PC card slot. The broadband

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wireless data communication products are positioned at the convergence of wireless communications, mobile computing and the Internet, each of which the Company believes represents a growing market.

The Company's wireless products are based on Evolution Data Optimized technology ("EV-DO technology") of Code Division Multiple Access ("CDMA") and High-Speed Packet Access technology ("HSPA technology") of Wideband Code Division Multiple Access ("WCDMA"), which are wireless radio broadband data standards adopted by many CDMA and WCDMA mobile service providers, and enable end users to send and receive email with large file attachments, play interactive games, receive, send and download high resolution picture, video, and music contents.

The Company's wireless products are purchased through Original Equipment Manufacturers ("OEMs") and marketed through distributors, as well as directly to operators and end users. The Company's customer base extends from the United States, Caribbean, and South American Countries to African countries; these customers consist of major carriers / operators, distributors and end users. The Company's USB modems are certified by Sprint, Alltel, Cellular South, NTELOS, and ACS in the United States, by IUSACELL in Mexico, by Telefonica and Movilnet in Venezuela and by TSTT in Trinidad and Tobago.

In the middle of 2007, the Company launched three new products, CDMA Revision A USB modem CDU-680, CDMA Revision 0 CDU-650 USB modem, and CDMA Revision 0 CDX-650 Express card modem, to North and South American countries. The Company also unveiled its CGU-628 Mobile Broadband USB modem, which provides a flexible way for users to connect to high-speed downlink packet access ("HSDPA") network. The Company anticipates that the sales of these new products will be a key to the Company's future growth through its brand recognition and an increase in marketing effort, leveraging sales to its existing customers.

The Company believes that the demand for wireless broadband data products will continue to grow and expand worldwide. However, to be successful in this market, the Company will need to continue to keep up with technology changes and continue to invest and launch new products on a timely basis.

### NOTE 2 - DISCONTINUED OPERATIONS

On October 30, 2007, the Board of Directors approved the dissolution of its only subsidiary, ARG, which has been inactive since August 2003. As a part of the dissolution, the Company assumed the liability of ARG of \$434,000, a note payable. During the three months ended March 31, 2008, the Company repaid \$100,000, and the remaining note amounted to \$334,000 as of March 31, 2008. The subsidiary did not have revenue, expense, asset or component of stockholders' equity as of March 31, 2008 and June 30, 2007, and for the nine months ended March 31, 2008 and 2007.

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### NOTE 3 - BASIS OF PRESENTATION

The accompanying unaudited financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and are presented in accordance with the requirements of Form 10-QSB. The balance sheet is unaudited as of March 31, 2008 and audited as of June 30, 2007. The statements of operations are unaudited for the three and nine months ended March 31, 2008 and 2007, and the statements of cash flows are unaudited for the nine months ended March 31, 2008 and 2007. In the opinion of management, the unaudited financial

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statements included herein contain all adjustments, including normal recurring adjustments, considered necessary to present fairly the financial position, the results of operations and cash flows of the Company for the periods presented. These unaudited financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the fiscal year ended June 30, 2007 included in the Company's Form 10-KSB, filed on September 19, 2007.

The operating results or cash flows of the interim periods presented herein are not necessarily indicative of the results to be expected for any other interim period or the full year.

### NOTE 4 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### SEGMENT REPORTING

SFAS No. 131, "Disclosures About Segments of an Enterprise and Related Information," requires public companies to report financial and descriptive information about their reportable operating segments. The Company identifies its operating segments based on how management internally evaluates separate financial information, business activities and management responsibility. The Company operates in a single business segment consisting of sale of wireless access products.

#### USE OF ESTIMATES

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. Significant estimates include useful lives of intangible and long-lived assets.

#### CASH AND CASH EQUIVALENTS

For purposes of the statements of cash flow, the Company considers all highly liquid investments purchased with original maturities of six months or less to be cash equivalents.

#### REVENUE RECOGNITION

The Company recognizes revenue when persuasive evidence of an arrangement exists, the price is fixed or determinable, collection is reasonably assured and delivery of products has occurred or services have been rendered. Accordingly, the Company recognizes revenues from product sales upon shipment of the product to the customers. The Company does not allow the right of return on product sales but warrant the products over one year from the shipment. Allowance for doubtful accounts is estimated based on estimates of losses related to customer receivable balances. Estimates are developed by using standard quantitative measures based on historical losses, adjusting for current economic conditions and, in some cases, evaluating specific customer accounts for risk of loss. The establishment of reserves requires the use of judgment and assumptions regarding the potential for losses on receivable balances. Though the Company considers these balances adequate and proper, changes in economic conditions in specific markets in which the Company operates could have a material effect on reserve balances required.

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### SHIPPING AND HANDLING COST

Most of shipping and handling costs are paid by the customers directly to the shipping companies. The Company does not collect and incur shipping and handling costs, except for two customers. The shipping and handling costs totaled \$18,111 and \$11,678 for the nine and three months ended March 31, 2008.

### INVENTORIES

The Company's inventories are made up of finished goods and are stated at the lower of cost or market, cost being determined on a first-in, first-out basis. The Company assesses the inventory carrying value and reduces it, if necessary, to its net realizable value based on customer orders on hand, and internal demand forecasts using management's best estimates given information currently available. The Company's customer demand is highly unpredictable, and can fluctuate significantly caused by factors beyond the control of the Company. The Company may maintain an allowance for inventories for potentially excess and obsolete inventories and inventories that are carried at costs that are higher than their estimated net realizable values.

### PROPERTY AND EQUIPMENT

Property and equipment are stated at cost. The Company provides for depreciation using the straight-line method over the estimated useful lives as follows:

Computers and software	5 years
Machinery and equipment	5 years
Furniture and fixtures	7 years

Expenditures for maintenance and repairs are charged to operations as incurred while renewals and betterments are capitalized. Gains or losses on the sale of property and equipment are reflected in the statements of operations.

### INTANGIBLE ASSETS - LICENSES

Licenses are stated at cost and are amortized using the straight-line method over the license periods of five years or life of the license. Certifications are stated at cost and are amortized using the straight-line method over the certification periods of three years or life of the certifications.

### IMPAIRMENT OF LONG-LIVED ASSETS

In accordance with Statement of Financial Accounting Standards No. 144, "Accounting for Impairment on Disposal of Long-lived Assets", the Company reviews for impairment of long-lived assets and certain identifiable intangibles whenever events or circumstances indicate that the carrying amount of assets may not be recoverable. The Company considers the carrying value of assets may not be recoverable based upon its review of the following events or changes in circumstances: the asset's ability to continue to generate income from operations and positive cash flow in future periods; loss of legal ownership or title to the assets; significant changes in the Company's strategic business objectives and utilization of the asset; or significant negative industry or economic trends. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset is less than its carrying amount.



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As of March 31, 2008, the Company is not aware of any events or changes in circumstances that would indicate that the long-lived assets are impaired.

### WARRANTIES

The Company does not allow the right of return on product sales but provides a factory warranty for one year from the shipment, which is covered by its vendor. These products are shipped directly from its vendor to customers. As a result, the Company does not accrue any warranty expenses.

### INCOME TAXES

The Company accounts for income taxes under the asset and liability method of accounting. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is required when it is less likely than not that the Company will be able to realize all or a portion of its deferred tax assets. The Company incurred significant losses in the previous years. These losses have been carried over to off-set any future taxable income.

The components of the income tax provision for the nine months ended March 31, 2008 and 2007 are as follows:

	(UNAUDITED)	(UNAUDITED)
	MARCH 31, 2008	MARCH 31, 2007
	-----	-----
Current income taxes expense:		
Federal	\$ 179,602	\$ -
State	80,240	800
	-----	-----
Deferred income taxes expense (benefits):	259,842	800
	-	-
	-----	-----
PROVISION FOR INCOME TAXES	\$ 259,842	\$ 800
	=====	=====

Provision for income taxes for the nine months ended March 31, 2008 consists of alternative minimum taxes of \$56,204 and regular taxes of \$203,638. Provision for income taxes for the corresponding period of 2007 was minimum state taxes of \$800. Since the Company recorded a valuation allowance to fully offset the amount of net deferred tax assets, no deferred expenses or benefits were recorded. The significant component of the deferred tax asset at March 31, 2008 and June 30, 2007 was the federal net operating loss carry-forwards. At March 31, 2008 and June 30, 2007, the effect on the deferred tax asset from the federal net operating loss carry-forwards amounted to approximately \$2,034,000 and \$2,935,000, respectively, based on federal tax rate of 34%.

SFAS No. 109 requires a valuation allowance to be recorded when it is more likely than not that some or all of the deferred tax assets will not be realized. At March 31, 2008 and June 30 2007, valuation allowances for the full amount of the net deferred tax asset were established due to the uncertainties as to the amount of the taxable income that would be generated in future years. There are no other temporary differences or carry-forward tax effects that would

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significantly affect the Company's deferred tax asset or liability.

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### EARNINGS PER SHARE

The Company reports earnings per share in accordance with Statement of Financial Accounting Standards No. 128, "Earnings Per Share". Basic earnings per share are computed using the weighted average number of shares outstanding during the year. Diluted earnings per share include the potentially dilutive effect of outstanding common stock options and warrants which are convertible to common shares.

### CONCENTRATION OF RISK

The Company extends credit to its customers and performs ongoing credit evaluations of such customers. The Company evaluates its accounts receivable on a regular basis for collectability and provides for an allowance for potential credit losses as deemed necessary.

Substantially all of the Company's revenues are derived from sales of wireless data products. Any significant decline in market acceptance of its products or in the financial condition of its existing customers could impair the Company's ability to operate effectively. A significant portion of the Company's revenue is derived from a small number of customers. Three customers accounted for 43.7%, 22.6%, and 19.3% of revenues for the nine months ended March 31, 2008, and had related accounts receivable in the total amount of \$1,705,000, or 74.4% of total accounts receivable at March 31, 2008.

The Company purchases its wireless products from C-Motech Co. Ltd., a design and manufacturing company located in South Korea. If the design and manufacturing company were to experience delays, capacity constraints or quality control problems, product shipments to the Company's customers could be delayed, or its customers could consequently elect to cancel the underlying product purchase order, which would negatively impact the Company's revenue. However, there were no significant delays, capacity constraints, or quality control problems that negatively impacted the Company's revenue for the nine months ended March 31, 2008 and 2007. For those periods, the Company purchased approximately \$18,254,402 and \$2,877,450, respectively, and had related accounts payable of \$2,394,700 and \$2,250 at March 31, 2008 and 2007 respectively.

The Company maintains its cash accounts with established commercial banks. Such cash deposits periodically exceed the Federal Deposit Insurance Corporation insured limit of \$100,000 for each account. However, the Company does not anticipate any loss on excess deposits.

### NOTE 5 - PROPERTY AND EQUIPMENT

Property and equipment at March 31, 2008 and June 30, 2007 consisted of the following:

	(UNAUDITED)	
	MARCH 31, 2008	JUNE 30, 2007
Computers and software	\$ 46,130	\$ 38,084
Furniture and fixtures	52,894	11,325

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	-----	-----
	99,024	49,409
Less accumulated depreciation	(30,092)	(23,191)
	-----	-----
TOTAL	\$ 68,932	\$ 26,218
	=====	=====

Depreciation expense associated with property and equipment was \$6,901 and \$4,800 for the nine months ended March 31, 2008 and 2007, respectively.

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NOTE 6 - INTANGIBLE ASSETS

Intangible assets at March 31, 2008 and June 30, 2007 consisted of the following:

	(UNAUDITED)	
	-----	-----
	MARCH 31, 2008	JUNE 30, 2007
	-----	-----
Certifications: CDG test licenses	\$ 171,280	\$ 171,280
Less accumulated amortization	(83,836)	(41,016)
	-----	-----
TOTAL	\$ 87,444	\$ 130,264
	=====	=====

Certifications have life of 3 years or the life of the CDG test based on the life of the CDMA wireless data product. CDG test certifications are required to launch and market new CDMA wireless data products with carriers in North, Caribbean and South American countries. Certifications are issued as being a qualifier of CDG1 (CDMA Development Group Stage 1), CDG 2 and CDG 3. Amortization expense associated with intangible assets was \$42,820 and \$59,714 for the nine months ended March 31, 2008 and 2007, respectively.

NOTE 7 - ACCRUED LIABILITIES

Accrued liabilities at March 31, 2008, and June 30, 2007 consisted of the following:

	(UNAUDITED)	
	-----	-----
	MARCH 31, 2008	JUNE 30, 2007
	-----	-----
Salaries payable	\$ 55,918	\$ 94,418
Accrued professional fees payable	31,217	50,217
Tax payable	-	34,390
	-----	-----
TOTAL	\$ 87,135	\$ 179,025
	=====	=====

NOTE 8 - NOTE PAYABLE

On August 20, 2002, the Company's wholly owned subsidiary, ARG issued a promissory note to a stockholder of the Company in the amount of \$550,000 including 10% interest due on March 20, 2004. ARG has been in active since

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August 2003, and as a result, the Company and the stockholder agreed to assume the liability in the amounts of \$550,000 including 10% interest for the year ended June 30, 2004. The Company repaid \$10,000 and \$100,000 during the 2006 and 2007 fiscal years respectively, and an additional \$6,000 was offset by the stock subscription receivable from the stockholder during the 2007 fiscal year. During the three months ended March 31, 2008, the Company repaid \$100,000, and the remaining note amounted \$334,000 as of March 31, 2008.

### NOTE 9 - COMMITMENTS AND CONTINGENCIES

The Company had the following off-balance sheet obligations and other commitments at March 31, 2008

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#### OPERATING LEASES

The Company leases its administrative facilities under a non-cancelable operating lease that expires on June 30, 2008, and its principal future obligations and commitments as of the expiration date is \$15,627. In addition to the minimum annual rental commitments, the lease provides for periodic cost of living increases in the base rent and payment of common area costs. Rent expense related to the operating lease was \$47,221 and \$49,355 for the nine months ended March 31, 2008 and 2007, respectively.

The Company leases its corporate housing facility under a non-cancelable operating lease that expires on September 30, 2008 for its vendors, and its principal future obligations and commitments as of the expiration date is \$8,952. Rent expense related to the operating lease was \$13,203 and \$0 for the nine months ended March 31, 2008 and 2007, respectively.

The Company leases one automobile under an operating lease that expires on July 22, 2009. Lease expense was \$4,839 and \$5,182 for the nine months ended March 31, 2008 and 2007, respectively.

#### LITIGATION

The Company may be involved in certain legal proceedings and claims which arise in the normal course of business. Management does not believe that the outcome of these matters will have any material adverse effect on its financial condition.

#### CO-DEVELOPMENT, CO-OWNERSHIP AND SUPPLY AGREEMENT

In January 2005, the Company entered into a Co-development, Co-ownership, and Supply Agreement (the "Agreement") with C-Motech Co. Ltd., located in South Korea. The Agreement provides exclusive rights to market and sell its CDMA wireless data products in North, Central and South American countries. Furthermore, the Agreement provides that the Company is responsible for marketing, sales, field testing, and certifications of these products to wireless service operators and other commercial buyers within a designated territory and C-Motech Co. Ltd. is responsible for design, development, testing, certification, and completion of these products. Under the Agreement, products include all access devices designed with Qualcomm's MSM 5100, 5500 and 6500 chipset solutions provided or designed by C-Motech Co. Ltd. or both companies. Both companies own the rights to the products: USB modems, Card Bus, PCI Bus

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and Module designed with MSM 5500 dual band products. The term of the Agreement commenced on January 5, 2005, with automatic renewal terms of additional one year. The Agreement may be terminated by either party by providing a written notice to terminate at least ninety days prior to the end of the term.

### NOTE 10 - EARNINGS PER SHARE

Basic earnings per share ("EPS") excludes dilution and is computed by dividing net income attributable to common shareholders by the weighted-average number of common shares outstanding for the period. As of March 31, 2008 and June 30, 2007, the Company did not have any dilutive securities outstanding.

### NOTE 11 - RECENT ACCOUNTING PRONOUNCEMENTS

On September 15, 2006, the Financial Accounting Standards Board ("FASB") issued FASB Statement No. 157, "Fair Value Measurements" ("SFAS No. 157"), which addresses how companies should measure fair value when they are required to use a fair value measure for recognition or disclosure purposes under generally accepted accounting principles ("GAAP"). As a result of SFAS No. 157 there is now a common definition of fair value to be used throughout GAAP. The FASB believes that the new standard will make the measurement of fair value more consistent and comparable and improve disclosures about those measures. The Board has agreed to consider delaying the original effective date of fiscal years beginning after November 15, 2007. Since the delay is not assured, the Company is currently evaluating the effect that the adoption of SFAS No. 157 will have on its results of operations and financial position as of January 1, 2008.

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In February 2007, FASB issued FASB Statement No. 159, "Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS No. 159"), which permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The objective of SFAS No. 159 is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. The Company will need to adopt SFAS No. 159 for financial statements issued for fiscal years beginning after November 15, 2007. The Company is currently evaluating the effect that the adoption of SFAS No. 159 will have on its results of operations and financial position.

In December 2007, the FASB issued Statement No. 141 (revised), Business Combinations (SFAS No. 141(R)). The standard changes the accounting for business combinations including the measurement of acquirer shares issued in consideration for a business combination, the recognition of contingent consideration, the accounting for pre-acquisition gain and loss contingencies, the recognition of capitalized in-process research and development, the accounting for acquisition-related restructuring cost accruals, the treatment of acquisition related transaction costs and the recognition of changes in the acquirer's income tax valuation allowance. SFAS No. 141(R) is effective for fiscal years beginning after December 15, 2008, with early adoption prohibited. The Company does not expect this to have a material impact on the Company's financial statements.

In December 2007, the FASB issued Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51 (SFAS No. 160).

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The standard changes the accounting for noncontrolling (minority) interests in consolidated financial statements including the requirements to classify noncontrolling interests as a component of consolidated stockholders' equity, and the elimination of "minority interest" accounting in results of operations with earnings attributable to noncontrolling interests reported as part of consolidated earnings. Additionally, SFAS No. 160 revises the accounting for both increases and decreases in a parent's controlling ownership interest. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008, with early adoption prohibited. The Company does not expect this to have a material impact on the Company's financial statements.

There are no other accounting standards issued as of May 9, 2008 that are expected to have a material impact on the Company's financial statements.

### NOTE 12 - RELATED PARTY TRANSACTIONS

The Company purchased CDMA wireless data products in the amount of \$18,254,402, or 100% of total inventory purchases, from C-Motech Co. Ltd., for the nine months ended March 31, 2008 and had related accounts payable of \$2,394,700 at March 31, 2008. C-Motech Co. Ltd owns 3,370,356 shares of the Company's Common Stock, or approximately 25% of the outstanding Common Stock, after acquiring 1,460,577 shares of Common Stock during the three months ended March 31, 2008. Jaeman Lee, Chief Executive Officer of C-Motech Co. Ltd., has served as a director of the Company since September 2006.

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### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The following discussion should be read in conjunction with the financial statements and notes thereto included in Item 1 of this filing and the financial statements and notes thereto and Management's Discussion and Analysis of Financial Condition or Plan of Operations contained in the Company's Form 10-KSB filed on September 19, 2007 for the year ended June 30, 2007.

#### BUSINESS OVERVIEW

Franklin Wireless Corp. designs and sells broadband high speed wireless data communication products such as 3G wireless modules and modems. The Company focuses on wireless broadband USB modems, which provides a flexible way for wireless subscribers to connect to the wireless broadband network with any laptop, table PC or desktop USB port without a PC card slot. The broadband wireless data communication products are positioned at the convergence of wireless communications, mobile computing and the Internet, each of which the Company believes represents a growing market.

The Company's wireless products are based on Evolution Data Optimized technology ("EV-DO technology") of Code Division Multiple Access ("CDMA") and High-Speed Packet Access technology ("HSPA technology") of Wideband Code Division Multiple Access ("WCDMA"), which are wireless radio broadband data standards adopted by many CDMA and WCDMA mobile service providers, and enable end users to send and receive email with large file attachments, play interactive games, receive, send and download high resolution picture, video, and music contents.

The Company's wireless products are marketed through Original Equipment Manufacturers ("OEMs") and distributors, as well as directly to operators and end users. The Company's customer base extends from the United States,

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Caribbean, and South American Countries to African countries; these customers consist of major carriers / operators, distributors and end users. The Company's USB modems are certified by Sprint, Alltel, Cellular South, NTELOS, and ACS in the United States, by IUSACELL in Mexico, by Telefonica and Movilnet in Venezuela and by TSTT in Trinidad and Tobago.

In the middle of 2007, the Company launched three new products, CDMA Revision A USB modem CDU-680, CDMA Revision 0 CDU-650 USB modem, and CDMA Revision 0 CDX-650 Express card modem, to North and South American countries. The Company also unveiled its CGU-628 Mobile Broadband USB modem, which provides a flexible way for users to connect to high-speed downlink packet access ("HSDPA") network. The Company anticipates that the sales of these new products will be a key to the Company's future growth through its brand recognition and an increase in marketing effort, leveraging sales to its existing customers.

The Company believes that the demand for wireless broadband data products will continue to grow and expand worldwide. However, to be successful in this market, the Company will need to continue to keep up with technology changes and continue to invest and launch new products on a timely basis.

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company believes the following critical accounting policies affect the Company's more significant judgments and estimates used in the preparation of the financial statements.

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### SEGMENT REPORTING

SFAS No. 131, "Disclosures About Segments of an Enterprise and Related Information," requires public companies to report financial and descriptive information about their reportable operating segments. The Company identifies its operating segments based on how management internally evaluates separate financial information, business activities and management responsibility. The Company operates in a single business segment consisting of the sale of wireless access products.

### USE OF ESTIMATES

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. Significant estimates include useful lives of intangible and long-lived assets.

### REVENUE RECOGNITION

The Company recognizes revenue when persuasive evidence of an arrangement exists, the price is fixed or determinable, collection is reasonably assured and delivery of products has occurred or services have been rendered. Accordingly, the Company recognizes revenues from product sales upon shipment of the product to the customers. The Company does not allow the right of return on product sales but warrant the products over one year from the shipment. Allowance for doubtful accounts is estimated based on estimates of losses related to customer receivable balances. Estimates are developed by using standard quantitative measures based on historical losses, adjusting for current economic conditions

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and, in some cases, evaluating specific customer accounts for risk of loss. The establishment of reserves requires the use of judgment and assumptions regarding the potential for losses on receivable balances. Though the Company considers these balances adequate and proper, changes in economic conditions in specific markets in which the Company operates could have a material effect on reserve balances required.

### IMPAIRMENT OF LONG-LIVED ASSETS

In accordance with Statement of Financial Accounting Standards No. 144, "Accounting for Impairment on Disposal of Long-lived Assets", the Company reviews for impairment of long-lived assets and certain identifiable intangibles whenever events or circumstances indicate that the carrying amount of assets may not be recoverable. The Company considers the carrying value of assets may not be recoverable based upon its review of the following events or changes in circumstances: the asset's ability to continue to generate income from operations and positive cash flow in future periods; loss of legal ownership or title to the assets; significant changes in the Company's strategic business objectives and utilization of the asset; or significant negative industry or economic trends. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset is less than its carrying amount.

As of March 31, 2008, the Company is not aware of any events or changes in circumstances that would indicate that the long-lived assets are impaired.

### INCOME TAXES

The Company accounts for income taxes under the asset and liability method of accounting. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is required when it is less likely than not that the Company will be able to realize all or a portion of its deferred tax assets. The Company incurred significant losses in the previous years. These losses have been carried over to off-set any future taxable income.

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The components of the income tax provision for the nine months ended March 31, 2008 and 2007 are as follows:

	(UNAUDITED)	(UNAUDITED)
	MARCH 31, 2008	MARCH 31, 2007
Current income taxes expense:		
Federal	\$ 179,602	\$ -
State	80,240	800
Deferred income taxes expense (benefits):	259,842	800
	-	-



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PROVISION FOR INCOME TAXES	\$ 259,842	\$ 800
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Provision for income taxes for the nine months ended March 31, 2008 consists of alternative minimum taxes of \$56,204 and regular taxes of \$203,638. Provision for income taxes for the corresponding period of 2007 was minimum state taxes of \$800. Since the Company recorded a valuation allowance to fully offset the amount of net deferred tax assets, no deferred expenses or benefits were recorded. The significant component of the deferred tax asset at March 31, 2008 and June 30, 2007 was the federal net operating loss carry-forwards. At March 31, 2008 and June 30, 2007, the effect on the deferred tax asset from the federal net operating loss carry-forwards amounted to approximately \$2,034,000 and \$2,935,000, respectively, based on federal tax rate of 34%.

SFAS No. 109 requires a valuation allowance to be recorded when it is more likely than not that some or all of the deferred tax assets will not be realized. At March 31, 2008 and June 30 2007, valuation allowances for the full amount of the net deferred tax asset were established due to the uncertainties as to the amount of the taxable income that would be generated in future years. There are no other temporary differences or carry-forward tax effects that would significantly affect the Company's deferred tax asset or liability.

RESULTS OF OPERATIONS

The following table sets forth, for the three and nine months ended March 31, 2008 and 2007, selected statements of operations data expressed as a percentage of sales:

	THREE MONTHS ENDED MARC 31,		NINE MONTHS MARCH
	2008	2007	2008
Net Sales	100.0%	100.0%	100.0%
Cost of goods sold	76.0%	69.8%	76.4%
Gross profit	24.0%	30.2%	23.6%
Operating expenses:			
Selling, general and administrative expenses	11.8%	18.1%	9.7%
Total operating expenses	11.8%	18.1%	9.7%
Income from operations	12.2%	12.1%	13.9%
Other income	0.5%	(0.2)%	0.5%
Net income before income taxes	12.7%	11.9%	14.4%
Provision for income taxes	2.8%	-	1.1%
Net income	9.9%	11.9%	13.3%

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The results of the interim periods are not necessarily indicative of results for the entire fiscal year.

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THREE MONTHS ENDED MARCH 31, 2008  
COMPARED TO THREE MONTHS ENDED MARCH 31, 2007

### NET SALES

Net sales increased by \$4,168,285, or 129.2%, to \$7,395,200 for the three months ended March 31, 2008 from \$3,226,915 for the corresponding period of 2007. The overall increase in sales was primarily due to strong demand for the Company's new data products of CDU-680, CDU-650, and CDX-650, which were introduced in the middle of 2007. The overall increase was also due to the increase in sales volume in the United States as well as in Caribbean and South American countries, in the amount of \$1,445,841 and \$5,949,322 respectively, for the three months ended March 31, 2008, compared to \$615,794 and \$2,608,635 for the corresponding period of 2007, an increase of 134.8% and 128.1%, respectively.

### GROSS PROFIT

Gross profit increased by \$801,830, or 82.4% to \$1,775,205 for the three months ended March 31, 2008 from \$973,375 for the corresponding period of 2007. The increase was primarily due to the increase in sales volume in the United States as well as in Caribbean and South American countries. The gross profit in terms of net sales percentage was 24.0% for the three months ended March 31, 2008 compared to 30.2% for the corresponding period of 2007. The overall decrease in gross profit as a percentage of net sales was primarily due to the negative impact of competitive pricing pressures on the Company's sales prices in the overall market.

### SELLING, GENERAL, AND ADMINISTRATIVE

Selling, general, and administrative expenses increased by \$291,274, or 50.0%, to \$873,869 for the three months ended March 31, 2008 from \$582,595 for the corresponding period of 2007. The increase was primarily due to an increase in sales and marketing efforts, which included hiring new personnel to expand our marketing and customer support functions, which increased salary and related expenses. For the three months ended March 31, 2008, the Company had an increase in promotion and marketing expense of \$122,572, an increase in travel expense of \$5,936, and an increase in payroll expense of \$275,459, compared to the corresponding period of 2007. Payroll expenses were increased due to not only the hiring new personnel but also the bonus payment of \$40,000 to share profits with the management and employees for the three months ended March 31, 2008.

### OTHER INCOME (EXPENSE), NET

The net of other income (expense) increased by \$41,336, or 546.3%, to \$33,769 for the three months ended March 31, 2008 from the negative net of \$7,566 for the corresponding period of 2007. The overall increase is primarily due to the interest income of \$33,513 for the three months ended March 31, 2008.

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NINE MONTHS ENDED MARCH 31, 2008  
COMPARED TO NINE MONTHS ENDED MARCH 31, 2007

### NET SALES

Net sales increased by \$17,901,377, or 298.5%, to \$23,898,442 for the nine months ended March 31, 2008 from \$5,997,965 for the corresponding period of 2007. The overall increase in sales was primarily due to strong demand for the Company's new data products of CDU-680, CDU-650, and CDX-650, which were introduced in the middle of 2007. The overall increase was also due to the increase in sales volume in the United States as well as in Caribbean and South American countries, in the amount of \$7,612,133 and \$16,283,302 respectively, for the nine months ended March 31, 2008, compared to \$881,394 and \$5,113,730 for the corresponding period of 2007, an increase of 763.6% and 218.4% respectively.

### GROSS PROFIT

Gross profit increased by \$3,900,983, or 223.1% to \$5,649,908 for the nine months ended March 31, 2008 from \$1,748,925 for the corresponding period of 2007. The increase was primarily due to the increase in sales volume of the Company's data products in the United States as well as in Caribbean and South American countries. The gross profit in terms of net sales percentage was 23.6% for the nine months ended March 31, 2008 compared to 29.2% for the corresponding period of 2007. The overall decrease in gross profit as a percentage of net sales was primarily due to the negative impact of competitive pricing pressures on the Company's sales prices in the United States. Net sales recognized for CDMA data products in the United States was \$7,612,133, or 31.9% of total sales, for the nine months ended March 31, 2008, compared to \$881,394, or 14.7% of total sales, for the corresponding period of 2007, an increase of \$6,730,739, or 763.6%.

### SELLING, GENERAL, AND ADMINISTRATIVE

Selling, general, and administrative expenses increased by \$1,275,930, or 120.7%, to \$2,333,239 for the nine months ended March 31, 2008 from \$1,057,309 for the corresponding period of 2007. The increase was primarily due to an increase in sales and marketing efforts, which included hiring new personnel to expand our marketing and customer support functions, which increased salary and related expenses. For the nine months ended March 31, 2008, the Company had an increase in promotion and marketing expense of \$733,273, an increase in travel expense of \$20,459, and an increase in payroll expense of \$442,648, compared to the corresponding period of 2007. Payroll expenses were increased due to not only the hiring new personnel but also the bonus payment of \$157,000 to share profits with the management and employees for the nine months ended March 31, 2008.

### OTHER INCOME (EXPENSE), NET

Other income increased by \$122,184, or 2,453.1%, to \$127,165 for the nine months ended March 31, 2008 from \$4,981 for the corresponding period of 2007. The overall increase is due to the interest income of \$108,230 and the legal settlement income of \$16,304 for the nine months ended March 31, 2008.

### LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents increased by \$3,075,143 to \$5,552,736 at March 31, 2008, compared to \$2,477,593 at June 30, 2007. The increase was primarily from the net income of \$3,183,992.

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### OPERATING ACTIVITIES

Net cash provided by operating activities was \$3,213,363 and \$670,298 for the nine months ended March 31, 2008, and 2007, respectively. The increase from the prior period is primarily due to the increase in net sales and net income.

### INVESTING ACTIVITIES

Net cash used in investing activities was \$49,615 and \$73,198 the nine months ended March 31, 2008 and 2007, respectively, consisting of capital expenditures.

### FINANCING ACTIVITIES

Net cash used by financing activities was \$88,605 for the nine months ended March 31, 2008, consisting of payment of note payable and receipt of stock subscription receivable. Net cash provided by financing activities was \$300,000 for the nine months ended March 31, 2007, consisting of proceeds from a Common Stock issuance.

### CONTRACTUAL OBLIGATIONS AND OTHER COMMITMENTS

The Company had the following off-balance sheet obligations and other commitments at March 31, 2008:

#### OPERATING LEASES

The Company leases its administrative facilities under a non-cancelable operating lease that expires on June 30, 2008, and its principal future obligations and commitments as of the expiration date is \$15,627. In addition to the minimum annual rental commitments, the lease provides for periodic cost of living increases in the base rent and payment of common area costs. Rent expense related to the operating lease was \$47,221 and \$49,355 for the nine months ended March 31, 2008 and 2007, respectively.

The Company leases its corporate housing facility under a non-cancelable operating lease that expires on September 30, 2008 for its vendors, and its principal future obligations and commitments as of the expiration date is \$8,952. Rent expense related to the operating lease was \$13,203 and \$0 for the nine months ended March 31, 2008 and 2007, respectively.

The Company leases one automobile under an operating lease that expires on July 22, 2009. Lease expense was \$4,839 and \$5,182 for the nine months ended March 31, 2008 and 2007, respectively.

#### LITIGATION

The Company may be involved in certain legal proceedings and claims which arise in the normal course of business. Management does not believe that the outcome of these matters will have any material adverse effect on its financial condition.

#### CO-DEVELOPMENT, CO-OWNERSHIP AND SUPPLY AGREEMENT

In January 2005, the Company entered into a Co-development, Co-ownership, and Supply Agreement (the "Agreement") with C-Motech Co. Ltd., located in South Korea. The Agreement provides exclusive rights to market and sell its CDMA wireless data products in North, Central and South American countries. Furthermore, the Agreement provides that the Company is responsible for marketing, sales, field testing, and certifications of these products to wireless service operators and other commercial buyers

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within a designated territory and C-Motech Co. Ltd. is responsible for design, development, testing, certification, and completion of these products. Under the Agreement, products include all access devices designed with Qualcomm's MSM 5100, 5500 and 6500 chipset solutions provided or designed by C-Motech Co. Ltd. or both companies. Both companies own the rights to the products: USB modems, Card Bus, PCI Bus and Module designed with MSM 5500 dual band products. The term of the Agreement commenced on January 5, 2005 with automatic renewals of additional one year. The Agreement may be terminated by either party by providing a written notice to terminate at least ninety days prior to the end of the term.

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### RISK FACTORS RELATED TO OUR BUSINESS

An investment in the Company's shares is highly speculative and involves a significant degree of risk. Prospective investors should carefully consider the following risk factors, in addition to the other information set forth herein or in the material accompanying this report, prior to purchasing any of the Company's shares. The following risk factors do not purport to be a complete explanation of the risks involved in its business.

#### THE COMPANY HAS HAD A HISTORY OF LOSSES

The Company experienced significant operating losses and negative cash flows from operating activities for the 2005 and 2006 fiscal years. If the Company's sales do not continue to improve and operating expenses are not reduced and monitored, it may incur additional significant net losses and negative cash flows from operations.

#### THE COMPANY OPERATES IN AN INTENSIVELY COMPETITIVE MARKET

The wireless broadband data access market is highly competitive, and the Company may be unable to compete effectively. The Company's primary competitors are Sierra Wireless, Novatel Wireless, and Option International. Many of the Company's competitors or potential competitors have significantly greater financial, technical and marketing resources than the Company does. To survive and be competitive, the Company will need to continuously invest in research and development, sales and marketing, and customer support. Increased competition could result in price reduction and smaller customer orders. The Company's failure to compete effectively could seriously impair its business.

#### THE COMPANY OPERATES IN THE HIGH-RISK TELECOM SECTOR

The Company is in a volatile industry. In addition, its revenue model is evolving and relies substantially on the assumption that the Company will be able to successfully complete the development and sales of its products and services in the marketplace. The Company's prospects must be considered in the light of the risks, uncertainties, expenses and difficulties frequently encountered by companies in the early stages of development and marketing. In order to be successful in the market the Company must, among other things:

- o Complete development and introduction of functional and attractive products and services;
- o Attract and maintain customer loyalty;
- o Establish and increase awareness of its brand and develop customer loyalty;
- o Provide desirable products and services to customers at attractive prices;
- o Establish and maintain strategic relationships with strategic

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- partners and affiliates;
- o Rapidly respond to competitive and technological developments;
- o Build operations and customer service infrastructure to support its business; and
- o Attract, retain, and motivate qualified personnel.

The Company cannot guarantee that it will be able to achieve the above goals, and its failure to achieve them could adversely affect its business, results of operations, and financial condition. Moreover, there can be no assurance that the Company will be able to obtain additional funding if its financial resources are depleted. The Company expects that revenues and operating results will fluctuate in the future. There is no assurance that any or all of its efforts will produce a successful outcome. If its efforts are unsuccessful or other unexpected events occur, purchasers of our shares could lose their entire investment.

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### THE COMPANY OPERATES IN A FIELD WITH RAPIDLY CHANGING TECHNOLOGY

Since the Company's products and services are new, it cannot be certain that these products and services will function as anticipated or be desirable to its intended markets. The Company's current or future products and services may fail to function properly, and if its products and services do not achieve and sustain market acceptance, its business, results of operations and profitability may suffer. If the Company are unable to predict and comply with evolving wireless standards, its ability to introduce and sell new products will be adversely affected. If the Company fails to develop and introduce products on time, it may lose customers and potential product orders.

### THE COMPANY DEPENDS ON THE DEMAND FOR WIRELESS NETWORK CAPACITY

The demand for the Company's products is completely dependent on the demand for broadband wireless access to networks. If wireless operators do not deliver acceptable wireless service, its product sales may dramatically decline. Thus, if wireless operators experience financial or network difficulties, it will likely reduce demand for the Company's products.

### THE COMPANY DEPENDS ON COLLABORATIVE ARRANGEMENTS

The development and commercialization of the Company's products and services depend in large part upon its ability to selectively enter into and maintain collaborative arrangements with developers, distributors, service providers, network systems providers, core wireless communications technology providers and manufacturers, among others.

### THE COMPANY RELIES ON A SINGLE SOURCE FOR THE MANUFACTURE OF ITS PRODUCTS

The Company relies on a single source to design, manufacture and supply its products, which exposes the Company to a number of risks and uncertainties outside its control. Due to its lack of working capital, the Company relies on C-Motech Co., Ltd to manufacture and deliver all its products. Any significant changes in C-Motech Co., Ltd., such as a change in ownership, operations or financial status may cause difficulties in its ability to deliver products to customers on a timely basis.

THE LOSS OF ANY OF THE COMPANY'S MATERIAL CUSTOMERS COULD ADVERSELY AFFECT ITS REVENUES AND PROFITABILITY, AND THEREFORE SHAREHOLDER VALUE.

The Company depends on a small number of customers for a significant portion of its revenues. During the nine months ended March 31, 2008, three customers

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accounted for 43.7%, 22.6%, and 19.3% of revenues. If any of these customers reduce their business with the Company or suffer from business failure, the Company's revenues and profitability could decline, perhaps materially.

### THE COMPANY'S PRODUCT DELIVERIES ARE SUBJECT TO LONG LEAD TIMES

Due to its limited capital resources, the Company is experiencing long lead times to ship products to its customers, often in excess of 45 days. This could cause the Company to lose customers, who may be able to secure faster delivery times from its competitors, and require the Company to maintain higher levels of working capital.

### AS THE COMPANY'S BUSINESS EXPANDS INTERNATIONALLY, IT WILL BE EXPOSED TO ADDITIONAL RISKS RELATING TO INTERNATIONAL OPERATIONS

The Company's expansion into international operations exposes the Company to additional risks unique to such international markets, including the following:

- o Increased credit management risks and greater difficulties in collecting accounts receivable;
- o Unexpected changes in regulatory requirements, wireless communications standards, exchange rates, trading policies, tariffs and other barriers;
- o Uncertainties of laws and enforcement relating to the protection of intellectual property;
- o Language barriers; and
- o Potential adverse tax consequences.

Furthermore, if the Company is unable to further develop distribution channels in countries in North and South America and Africa, it may not be able to grow its international operations, and its ability to increase revenue will be negatively impacted.

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### THE COMPANY'S PRODUCTS MAY INFRINGE THE INTELLECTUAL PROPERTY RIGHTS OF OTHERS

The industry in which the Company operates has many participants that own, or claim to own, proprietary intellectual property. In the past the Company has received, and in the future may receive, claims from third parties alleging that it, and possibly its customers, violate their intellectual property rights. Rights to intellectual property can be difficult to verify and litigation may be necessary to establish whether or not the Company has infringed the intellectual property rights of others. In many cases, these third parties are companies with substantially greater resources than the Company, and they may be able to, and may choose to, pursue complex litigation to a greater degree than the Company could. Regardless of whether these infringement claims have merit or not, the Company may be subject to the following:

- o The Company may be liable for potentially substantial damages, liabilities and litigation costs, including attorneys' fees;
- o The Company may be prohibited from further use of the intellectual property and may be required to cease selling its products that are subject to the claim;
- o The Company may have to license the third party intellectual property, incurring royalty fees that may or may not be on commercially reasonable terms. In addition, there is no assurance that it will be able to successfully negotiate and obtain such a license from the third party;
- o The Company may have to develop a non-infringing alternative,

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which could be costly and delay or result in the loss of sales. In addition, there is no assurance that it will be able to develop such a non-infringing alternative;

- o The diversion of management's attention and resources;
- o The Company's relationships with customers may be adversely affected; and
- o The Company may be required to indemnify its customers for certain costs and damages they incur in such a claim.

In the event of an unfavorable outcome in such a claim and the Company's inability to either obtain a license from the third party or develop a non-infringing alternative, then its business, operating results and financial condition may be materially adversely affected, and the Company may have to restructure its business. Absent a specific claim for infringement of intellectual property, from time to time, the Company has and expects to continue to license technology, intellectual property and software from third parties. There is no assurance that the Company will be able to maintain its third party licenses or obtain new licenses when required, and this inability could materially adversely affect its business and operating results and the quality and functionality of its products. In addition, there is no assurance that third party licenses the Company executes will be on commercially reasonable terms. Under purchase orders and contracts for the sale of its products, the Company may provide indemnification to its customers for potential intellectual property infringement claims for which the Company may have no corresponding recourse against its third party licensors. This potential liability, if realized, could materially adversely affect its business, operating results and financial condition.

### GOVERNMENT REGULATION COULD RESULT IN INCREASED COSTS AND INABILITY TO SELL THE COMPANY'S PRODUCTS

The Company's products are subject to certain mandatory regulatory approvals in the United States and other regions in which it operates. In the United States, the Federal Communications Commission regulates many aspects of communications devices. Although the Company has obtained all the necessary Federal Communications Commission and other required approvals for the products it currently sells, the Company may not obtain approvals for future products on a timely basis, or at all. In addition, regulatory requirements may change or the Company may not be able to obtain regulatory approvals from countries other than the United States in which it may desire to sell products in the future.

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### THE COMPANY MAY NEED ADDITIONAL FINANCING DUE TO LIMITED RESOURCES

The Company's financial resources are limited, and the amount of funding that is required to develop and commercialize its products and technologies is highly uncertain. Adequate funds may not be available when needed or on terms satisfactory to the Company. Lack of funds may cause the Company to delay, reduce and/or abandon certain or all aspects of its development and commercialization programs. The Company may seek additional financing through the issuance of equity or convertible debt securities. The percentage ownership of its stockholders would be reduced, stockholders could experience additional dilution, and such securities may have rights, preferences and privileges senior to those of the Company's Common Stock. There can be no assurance that additional financing will be available on terms favorable to the Company or at all. If adequate funds are not available or are not available on acceptable terms, the Company may not be able to fund its expansion, take advantage of desirable acquisition opportunities, develop or



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enhance services or products or respond to competitive pressures. Such inability could have a materially adverse effect on its business, results of operations and financial conditions.

### ITEM 3A(T). CONTROLS AND PROCEDURES

The Company did not carry out a full evaluation of the effectiveness of the design and operation of its disclosure controls and procedures at the end of the period covered by this Form 10-QSB pursuant to Rule 13a-15 of the Exchange Act. The Company has retained a consultant to design procedures for such evaluation, and plans to have such procedures in place for the next fiscal quarter.

Notwithstanding the lack of a full evaluation at the end of the quarter, our Chief Executive Officer and Acting Chief Financial Officer concluded that our disclosure controls and procedures were effective to insure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 (i) is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and Acting Chief Financial Officer, as appropriate, to allow timely decision regarding required disclosure.

There has been no change in our internal control over financial reporting during the three months ended March 31, 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 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.

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### ITEM 5. OTHER INFORMATION

None.

### ITEM 6. EXHIBITS

2.1 Articles of Merger and Agreement and Plan of Reorganization, filed January 4, 2008 with the Nevada Secretary of State

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- 3.1 Articles of Incorporation
  - 3.2 By-Laws
  - 10.1 Co-Development, Co-Ownership and Supply Agreement, dated January 5, 2005 between the Company and C-Motech Co., Ltd. (1)
  - 10.2 Lease, dated March 16, 2005, between the Company and MP Sorrento Mesa, LLC (1)
  - 10.3 First Amendment to Lease, between the Company and MP Sorrento Mesa, LLC, dated May 23, 2006 (2).
  - 31.1 Certificate of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 31.2 Certificate of Acting Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 32.1 Certificate of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
  - 32.2 Certificate of Acting Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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(1) Incorporated by reference from Annual Report on Form 10-KSB for the year ended June 30, 2005, filed on May 23, 2006

(2) Incorporated by reference from Annual Report on Form 10-KSB for the year ended June 30, 2006, filed on September 28, 2006

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SIGNATURES

Pursuant to the requirements of Section 13 of 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.

Franklin Wireless Corp.

By: /s/ OC Kim

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OC Kim  
President and Acting Chief Financial Officer

Dated: May 14, 2008

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