

WESTSPHERE ASSET CORP INC  
Form 10KSB/A  
May 10, 2007

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 10-KSB  
AMENDMENT NO. 1**

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934  
For the fiscal year ended December 31, 2006

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 0-32051

**WESTSPHERE ASSET CORPORATION, INC.**  
(Name of small business issuer in its charter)

COLORADO  
(State or other jurisdiction of  
incorporation or organization)

98-0233968  
(I.R.S. Employer  
Identification No.)

2140 Pegasus Way NE

CALGARY, ALBERTA, CANADA T2E 8M5  
Telephone: (403) 290-0264

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Securities registered under Section 12(b) of the Exchange Act:

Title of each class

Name of each exchange on which  
registered

None

None

Securities registered under Section 12(g) of the Exchange Act:

75,000,000 Common Stock, No Par Value  
(Title of class)

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.  Yes  No

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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

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

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

State issuer's revenues for its most recent fiscal year: \$4,661,617

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days. (See definition of affiliate in Rule 12b-2 of the Exchange Act.)

\$1,119,214 as of March 31, 2007

Note: If determining whether a person is an affiliate will involve an unreasonable effort and expense, the issuer may calculate the aggregate market value of the common equity held by non-affiliates on the basis of reasonable assumptions, if the assumptions are stated.

**(ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST 5 YEARS)**

Check whether the issuer has filed all documents and reports required to be filed by Section 12, 13, or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.  Yes  No

**(APPLICABLE ONLY TO CORPORATE REGISTRANTS)**

State the number of shares outstanding of each of the issuer's classes of common equity, and preferred equity, as of the latest practicable date: 592,785 common shares and 1,416,143 preferred shares as of April 11, 2007.

**DOCUMENTS INCORPORATED BY REFERENCE**

If the following documents are incorporated by reference, briefly describe them and identify the part of the Form 10-KSB (e.g. Part I, Part II, etc.) into which the document is incorporated: (1) any annual report to security holders; (2) any proxy or information statement; and (3) any prospectus filed pursuant to Rule 424(b) or (c) of the Securities Act of 1933. The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 31, 2006).

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

**NOTE TO READER:**

Please note that this Amendment No. 1 to the annual report of Westsphere Asset Corporation on Form 10-KSB has been prepared to correct certain typographical errors that were included in the original Form 10-KSB filed with the Securities and Exchange Commission on April 16, 2007. As such, only certain paragraphs of the following Items from the original 10-KSB are restated in this Amendment No. 1:

1. Paragraph (b) under the heading **ATM Business in Canada** under **ITEM 1. DESCRIPTION OF BUSINESS**, has been amended to correct the typographical error that read as **point placement on the switch to point of sale placement on the switch**.

2. Paragraph (1) under **ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**, has been amended to correct a statement that 24,525 of the options held by Mr. Mac Donald had expiration date of September 30, 2007, to state that such options have an ending date to be determined by the Board of Directors.

3. The beneficial ownership table under **ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT** has been revised to change the number of personal options held by each of Mr. Kim Law and Ms. Sonia Dreyer from 31, 315 to 31, 314.

## General Description and Development of Subsidiary Corporation Business

### *b. Business of Westsphere Financial Group Ltd.*

Upon Management's 2004 review and reorganization and consolidation of our business operations, we suspended all distribution, software injection and key coding related to point of sale placement on the switch. The sale and distribution systems remain ongoing through our controlled subsidiary, TRAC POS Processing Inc., and the corporate shell was sold in May 2005 after being inactive for a period of six (6) months.

## ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND

### MANAGEMENT

(1) **Douglas N. Mac Donald** 369,617 Shares 36,200 preferred shares are held in the name of Douglas N. Mac Donald. 55,000 preferred shares are held in the name of Mr. Mac Donald's wife, Patricia Mac Donald. 60,002 preferred shares are held in the name of Mac Donald Venture Corporation of which Mr. Mac Donald is the sole officer and Director. 66,530 preferred shares are held in the name of 797320 Alberta Ltd. of which Mr. Mac Donald is the sole officer and Director. 18,750 of these shares are held in the form of stock options giving Mr. Mac Donald the right to purchase up to 18,750 shares at \$2.80 per share until September 30, 2007. 24,525 of these shares are held in the form of stock options giving Mr. Mac Donald the right to purchase up to 24,525 shares for \$0.70 per share with an ending date determined by the Board of Directors. 33,650 of these shares are held in the form of stock options giving Mr. Mac Donald the right to purchase up to 33,650 shares for \$0.94 per share until January 26, 2010. Douglas N. Mac Donald is part owner of 989939 Alberta Ltd. with a share position of 65,862 preferred shares.

\*(50% is owned by Doug Mac Donald and 50% is owned by Bernd Reuscher). 975 common shares are held in 732352 Alberta Ltd. in which Mr. Mac Donald is the sole officer and Director. 8,148 preferred shares are held in the name of Mac Donald & Associates Gaming Specialists Inc., of which Mr. Mac Donald is the sole officer and Director.

<u>Name and Address of Beneficial Owner</u>	<u>Number of Common Shares of Beneficial Owner</u>	<u>Percentage of Common Shares Owned</u>	<u>Number of Preferred Shares of Beneficial Owner</u>	<u>Percentage of Preferred Shares Owned</u>	<u>Note</u>
Douglas N. Mac Donald St. Albert, Alberta, Canada (Personal Shares Held) (Personal Options Held)	76,925		36,200		(1)
Patricia L. Mac Donald (Mac Donald Venture Corporation)			55,000 60,002		
(Mac Donald & Assoc.)			8,148		

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(989939 Alberta Ltd)			65,862		
(732352 Alberta Ltd)	975				
(797320 Alberta Ltd.)			66,530		
<b>Total</b>	<b>77,900</b>	<b>11.63%</b>	<b>291,742</b>	<b>20.60%</b>	

4

Robert L. Robins (2)  
 Calgary, Alberta, Canada

(Personal Shares Held)	10,025		36,025		
(Personal Options Held)	48,900				
(Robins Nest Holdings)			38		
<b>Total</b>	<b>58,925</b>	<b>9.18%</b>	<b>36,063</b>	<b>2.55%</b>	

Dr. Roy L. Queen (3)  
 Kamloops, B.C., Canada

(Personal Shares Held)			121,119		
(Personal Options Held)					
(Drin Holdings Ltd.)	3,030				
(Transural Trade)			11,496		
<b>Total</b>	<b>3,030</b>	<b>0.51%</b>	<b>132,615</b>	<b>9.36%</b>	

Bernd Reuscher (4)  
 Edmonton, Alberta, Canada

(Personal Shares Held)			49,582		
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(Personal Options Held)

(989939 Alberta Ltd.)

65,862

(MBR Venture Corp.)

141,250

**Total**

**256,694**

**18.13%**

Kim Law

Calgary, Alberta, Canada

(5)

(Personal Shares Held)

50

15,000

(Personal Options Held)

31,314

**Total**

**31,364**

**5.03%**

**15,000**

**1.06%**

Sonja Dreyer

Calgary, Alberta, Canada

(6)

(Personal Shares Held) (Sonia Goeseels)

38

(Personal Options Held)

31,314

(1035760 Alberta Ltd.)

27,501

**Total**

**31,352**

**5.03%**

**27,501**

**1.94%**

Jack (John) Thomson

Kingston, Ontario

Canada

(7)

(Personal Shares Held)

7,500

(Personal Options Held)

(John & Dianna Thomson)

2,964

11,250

**Total**

**2,964**

**0.50%**

**18,750**

**1.32%**

**Total shares owned by Officers and**

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<b>Directors</b>	<b>205,535</b>	<b>778,362</b>	<b>54.96%</b>
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**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**WESTSPHERE ASSET CORPORATION, INC.**

In accordance with Section 12b-15 of the regulations promulgated by the Securities and Exchange Commission under the Exchange Act, this report has been signed below by the following duly authorized representatives of the registrant and in the capacities and on the dates indicated.

By: /s/ Douglas N. Mac Donald

Name: Douglas N. Mac Donald  
Title: President, principal executive officer  
Date: May 4, 2007

By: /s/ Kim Law

Name: Kim Law  
Title: Principal Financial and Accounting Officer  
Date: May 4, 2007