

Charmed Homes Inc.  
Form S-4/A  
July 10, 2009

As filed with the Securities and Exchange Commission on July 10, 2009

Registration No. 333-159272

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
Amendment No. 1  
FORM S-4

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

CHARMED HOMES INC.  
(Exact name of Registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)

1531  
(Primary Standard Industrial Classification Code Number)

60 Mt. Kidd Point SE  
Calgary, Alberta T2Z 3C5  
Canada  
(403) 831-2202  
(Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)

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The Corporation Trust Company of Nevada  
6100 Neil Road, Suite 500  
Reno, NV 89511  
( ) \_\_\_\_-\_\_\_\_  
(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

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Copies to:  
Stephen R. Boatwright, Esq.  
Alicia M. Corbett, Esq.  
Keller Rohrback, PLC  
3101 North Central Avenue, Suite 1400  
Phoenix, Arizona 85012  
(602) 248-0088

Approximate date of commencement of proposed sale to public: Upon completion of the merger described herein.

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If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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  
 Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title Of Each Class of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.00001 per share	9,009,304	\$ 1.00	\$ 9,009,304	\$ 502.72
Stock Options	1,196,604	\$ 1.00	\$ 1,196,604	\$ 66.77
Warrants	559,278	\$ 1.00	\$ 559,278	\$ 31.21
Common Stock issuable upon exercise of stock options and warrants	1,755,882	\$ 1.00	\$ 1,755,882	\$ 97.98
<b>Total</b>				<b>\$ 698.68</b>

(1) Based upon the maximum number of shares of common stock, par value \$0.00001 per share, of Charmed Homes Inc., a Nevada corporation, that may be issued in connection with the merger described herein, and the value of the target corporation's stock (see (2) below).

(2)

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Estimated solely for purposes of calculating the registration fee required by the Securities Act of 1933, as amended, and computed pursuant to Rule 457(f)(2) under the Securities Act. There is no market for the corporation's stock, and the target corporation has an accumulated capital deficit. The fee was calculated using the maximum number of shares of IntelaSight, Inc. common stock to be canceled in connection with the merger described herein, and the current fee rate of \$55.80 per \$1,000,000 of securities registered.

- (3) \$594.23 of the registration fee was paid at the time of the initial filing of the Company's Registration Statement on Form S-4, filed with the Commission on May 15, 2009.

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The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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Subject to completion, dated July 10, 2009.

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THIS INFORMATION STATEMENT/PROSPECTUS IS BEING PROVIDED  
TO YOU BY THE BOARDS OF DIRECTORS OF  
CHARMED HOMES INC. AND INTELASIGHT, INC.

We are not asking you for a proxy and you are requested not to send us a proxy.

Dear Charmed Homes Inc. and Intelasight, Inc. Shareholders:

On behalf of the Board of Directors and management teams of both Charmed and Iveda, we are pleased to deliver this joint information statement/prospectus for the merger involving Charmed Homes Inc. ("Charmed") and Intelasight, Inc., dba Iveda Solutions ("Iveda"). Upon completion of the merger, holders of Iveda common stock will be entitled to receive 1 share of Charmed common stock for each share of Iveda common stock they hold at that time. Charmed common stock trades on the OTC Bulletin Board under the trading symbol "CHDH.OB." A total of 9,009,304 shares of common stock, options to purchase 1,196,604 shares of common stock, warrants to purchase 559,278 shares of common stock, and the 1,755,882 shares of common stock underlying the options and warrants are being offered by Charmed in the merger.

The boards of directors of Charmed and Iveda have each strongly recommended and approved the merger — recommendations based upon months of analysis, investigation and deliberation designed to reach a result to enhance shareholder value. Shareholders holding a majority of the voting stock of Iveda have already executed a written consent in lieu of special meeting to approve the merger, shareholders holding a majority of the voting stock of Charmed have already executed a written consent in lieu of special meeting to approve the name change and reverse split required as conditions to the merger, and the purpose of this joint information statement/prospectus is simply to provide you with information about the merger before it takes effect. Unless you are an Iveda shareholder that wishes to dissent from the merger, no action is needed on your part. The fiscal year end of Charmed after the merger will be changed to December 31.

With the downturn in the real estate market, the business of Charmed has been unable to obtain financing to continue its real estate activities in the Calgary area and Charmed cannot continue to pay the ongoing expenses of a public company. On the other hand, the security related product of Iveda is an industry we believe has potential for financing particularly if it is through a public entity.

You are encouraged to read this joint information statement/prospectus, which includes important information about the merger. In addition, the section entitled "Risk Factors" beginning on page 20 of this joint information statement/prospectus contains a description of risks that you should consider in evaluating the merger.

Thank you for your support.

Sincerely,

Ian Quinn  
President and CEO of Charmed Homes Inc.

David Ly  
President and CEO of Intelasight, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Charmed securities to be issued in connection with the merger or determined whether this joint information statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.



This joint information statement/prospectus is dated \_\_\_\_\_, 2009, and is first being mailed to shareholders of each of Charmed and Iveda on or about \_\_\_\_\_, 2009.

The information in this joint information statement/prospectus is not complete and may be changed. Charmed may not sell these securities until the registration statement filed with the United States Securities and Exchange Commission is effective. This joint information statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

ADDITIONAL INFORMATION

Charmed has filed a registration statement on Form S-4 to register with the Securities and Exchange Commission up to 9,009,304 shares of its common stock, options to purchase up to 1,196,604 shares of its common stock, warrants to purchase up to 559,278 shares of its common stock, and up to 1,755,882 shares of its common stock issuable upon exercise of options and warrants. This document is a part of that registration statement. As permitted by Securities and Exchange Commission rules, this document does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy these documents at the SEC's public reference facilities. Please call the SEC at 1-800-SEC-0330 for information about these facilities. Statements contained in this document as to the contents of any contract or other document referred to in this document are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This information is also available at the Internet site the SEC maintains at <http://www.sec.gov>. See "Where You Can Find More Information."

Charmed will provide you with copies of these documents, without charge, upon written or oral request to:

Charmed Homes Inc.  
60 Mt. Kidd Point SE  
Calgary, Alberta T2Z 3C5  
Canada  
Attention: Ian Quinn, CEO  
(403) 831-2202

In order for you to receive timely delivery of the documents in advance of the closing of the merger, Charmed should receive your request no later than \_\_\_\_\_, 2009.

IntelaSight, Inc. is a private company and is not subject to the reporting requirements of the Securities Exchange Act of 1934. Accordingly, there are no filings of Iveda available through the SEC.

Charmed has supplied all information contained in this joint information statement/prospectus relating to Charmed, and Iveda has supplied all information contained in this joint information statement/prospectus relating to Iveda.

Charmed Homes Inc.  
60 Mt. Kidd Point SE  
Calgary, Alberta T2Z 3C5  
Canada

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NOTICE OF CONSENT IN LIEU OF A SPECIAL MEETING OF SHAREHOLDERS

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Actions Taken: Holders of a majority of Charmed Homes Inc. common stock have approved the following two actions by written consent in lieu of a special meeting of the shareholders dated November 21, 2008:

1. an Amendment to the Charmed Homes Inc. Articles of Incorporation to change the company's name to "Iveda Corporation;" and
2. a reverse split of the Charmed Homes Inc. common stock whereby each two shares of issued and outstanding common stock as of December 5, 2008 shall be exchanged for one share of common stock.

Record Date: The record date for the consent in lieu of special meeting and for determining shareholders eligible to receive this Notice was the close of business on November 21, 2008.

Dissenters' Rights: No dissenters' rights are available for Charmed Homes Inc. shareholders under Nevada law for the merger (which does not require shareholder approval), the name change or the reverse split.

By Order of the Board of Directors,

\_\_\_\_\_, 2009  
Calgary, Alberta

Ian Quinn, President

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IntelaSight, Inc.  
dba Iveda Solutions  
1201 South Alma School Road, Suite 4450  
Mesa, Arizona 85201

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NOTICE OF CONSENT IN LIEU OF A SPECIAL MEETING OF SHAREHOLDERS

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**Action Taken:** Holders of a majority of the outstanding Iveda common stock have approved and adopted the Merger Agreement among Charmed Homes Inc., Charmed Homes Subsidiary, Inc., certain shareholders of Charmed Homes Inc., and IntelaSight, Inc., and have approved the merger contemplated by the Merger Agreement by written consent in lieu of a special meeting of the shareholders. The written consent was dated January 8, 2009.

**Record Date:** The record date for the consent in lieu of special meeting and for determining shareholders eligible to receive this Notice was the close of business on January 8, 2009.

**Dissenters' Rights** Each holder of Iveda shares has the right to dissent from the proposed merger and to demand payment of the fair value of his or her shares in the event the merger is completed. To preserve the right to exercise these dissenters' rights, a holder of Iveda shares must not have voted his or her shares in favor of the merger agreement and the merger through the written consent, and also must deliver to Iveda, before \_\_\_\_\_, 2009, a written notice to demand payment for his or her shares in the manner provided under the Washington Business Corporation Act (a copy of the relevant portions of which is attached as Annex B to the accompanying joint information statement/prospectus). To preserve the right to exercise dissenters' rights, a holder of Iveda shares must also otherwise comply with all requirements of Washington law. These dissenter's rights are more fully explained under "The Merger – Dissenters' Rights" in the accompanying joint information statement/prospectus. If 1% or more of the outstanding shares of Iveda common stock dissent, then the merger may not be consummated in the discretion of the Iveda Board of Directors.

By Order of the Board of Directors,

\_\_\_\_\_, 2009  
Mesa, Arizona

David Ly, CEO



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QUESTIONS AND ANSWERS ABOUT THE MERGER, NAME CHANGE AND REVERSE SPLIT

General Questions and Answers

Q: Why am I receiving this joint information statement/prospectus?

A: IntelaSight, Inc., doing business as Iveda Solutions ("Iveda") and Charmed Homes Inc. ("Charmed") have agreed to combine their companies under the terms of a merger agreement (the "Merger Agreement") that is described in this information statement/prospectus (the "information statement/prospectus"). A copy of the Merger Agreement is attached to this information statement/prospectus as Annex A. The most material terms of the proposed merger (the "Merger") are as follows:

- Iveda provides remote video monitoring services and currently has clients in Arizona, California, and Minnesota. Charmed previously developed a single residential property in Calgary, Alberta, Canada, which was sold in the summer of 2008. See "Summary of the Terms of the Merger - Parties to the Merger" on page 5 and "Information About Iveda" on page 54 below.
  - Charmed Homes Subsidiary, Inc. (the "Merger Sub"), a wholly-owned subsidiary of Charmed formed specifically to engage in the Merger, will merge with and into Iveda, resulting in Iveda becoming a wholly-owned subsidiary of the Company. See "The Merger – General Terms of the Transaction" on page 30 below.
  - The former shareholders of Iveda will receive a number of shares of Charmed's common stock such that they will own not less than 90% of Charmed's common stock post-Merger. The former option and warrant holders of Iveda will also receive replacement options and warrants to purchase 1,755,882 shares of Charmed's common stock with substantially equivalent value to Iveda's outstanding options and warrants. See "The Merger – General Terms of the Transaction" on page 30 below.
  - The consummation of the Merger is subject to: (i) Iveda shareholder approval of the transactions contemplated by the Merger Agreement (already obtained by written consent), with the number of dissenting shares not exceeding 1% of Iveda's outstanding stock; (ii) Charmed shareholder approval of a reverse split and an amendment to the Company's articles of incorporation to change the Company's name to "Iveda Corporation" (already obtained by written consent); (iii) the sale by Ian Quinn and Kevin Liggins of 5 million pre-reverse split shares of Charmed's common stock to Iveda for cash consideration of \$200,000; (iv) the adoption by Charmed's Board of a stock option plan substantially similar to Iveda's existing stock option plan and the authorization by Charmed's Board of warrants to purchase Charmed stock with substantially similar terms as the Iveda warrants. See "The Merger – Summary of Principal Conditions to Completing the Merger" on page 34 below.
  - The Merger Agreement contains representations and warranties made by Iveda, Charmed, the Merger Sub, and Ian Quinn and Kevin Liggins, Charmed's principal shareholders. Iveda, Charmed and the Merger Sub also made certain covenants relating to the conduct of their respective businesses between the time the Merger Agreement was signed and the closing of the Merger, including providing the other parties with access to their records. See "The Merger – Representations and Warranties" on page 32, "The Merger – Conduct of Iveda's Business Before Completion of the Merger" on page 34, and "The Merger – Conduct of Charmed's Business Before Completion of the Merger" on page 34 below.
  - The Board of Directors of Charmed following the Merger will consist of four directors selected by Iveda. The officers of Charmed following the Merger will also be selected by Iveda. See "The Merger – Directors and Executive Officers of Charmed Following the Merger" on page 36 below.
-

Q: Why are Charmed and Iveda proposing the Merger? (see page 30)

A: Iveda's management believes that the liquidity offered by a public company such as Charmed will provide an attractive opportunity for investors who would not be willing to invest in Iveda if it were to remain a private company. Given Iveda's projected capital needs in the near future as it commences full-scale marketing of its products and services, it is critical that Iveda be made as attractive to potential investors as possible, and Iveda's management believes the proposed Merger will accomplish this.

Charmed's management believes that the Merger can provide Charmed's shareholders with a possible way to recover a portion of their equity investment in Charmed now that Charmed has discontinued its homebuilding operations in Canada. Charmed presently has no operations.

Q: What benefits will principal shareholders, directors and officers, and affiliates receive as a result of the Merger?

A: Iveda's principal shareholders, directors, and officers, and their affiliates, will generally not receive any special benefits as a result of the Merger. These individuals will receive shares in Charmed to the extent they hold securities that are subject to conversion upon completion of the Merger at the same conversion rate as other security holders. David Ly, Iveda's CEO, Bob Brilon, Iveda's CFO, and Luz Berg, Iveda's Senior VP of Operations & Marketing, will enter into new employment agreements with Charmed upon the closing of the Merger, but these new agreements will contain substantially similar terms to Mr. Ly, Mr. Brilon and Ms. Berg's current employment agreements with the Company.

Charmed's principal shareholders, directors and officers – Ian Quinn and Kevin Liggins – will sell 5 million pre-reverse split Charmed common shares to Iveda for consideration of \$200,000 in cash payable in part before the Merger and in part following the closing of the Merger. This sale will result in Ian Quinn and Kevin Liggins not owning any shares of Charmed stock following the Merger.

Q: When do Iveda and Charmed expect to complete the Merger?

A: Iveda and Charmed expect to complete the Merger after the 20 day waiting period required under Washington law has elapsed. This waiting period will begin on the date on which this information statement/prospectus is mailed to all Iveda shareholders to notify them of the execution of the written consent to approve the Merger. The name change and reverse split, which must occur prior to or concurrent with the Merger closing, cannot take effect until at least 20 days have elapsed from the date on which this information statement/prospectus has been mailed to all Charmed shareholders.

Q: Has the Board of Directors of Iveda recommended approval of the Merger? (see page 47)

A: The Iveda Board of Directors has unanimously recommended that Iveda shareholders vote "FOR" the proposal to approve and adopt the Merger Agreement and approve the Merger.

Q: Has the Board of Directors of Charmed recommended approval of the name change and reverse split and approved the Merger? (see page 46)

A: The Charmed Board of Directors has unanimously approved the Merger and recommended that Charmed shareholders vote "FOR" the proposal to approve the name change and approve the reverse split.

Q: What should I do now?

A: Please review this information statement/prospectus carefully. No further action is required on your part unless you are an Iveda shareholder who elects to dissent from the Merger.

Questions and Answers for Charmed Shareholders

Q: How was approval of the Merger, name change and reverse split obtained? (see page 39)

A: The Charmed Board of Directors approved the Merger on behalf of Charmed and Charmed's wholly-owned subsidiary, the Merger Sub. The Charmed Board of Directors decided to solicit consents in lieu of a special meeting of Charmed shareholders to approve the name change and reverse split, and on November 21, 2008, holders of 74.74% of the outstanding voting stock of Charmed signed a written consent to approve the name change and reverse split.

Q: What was the record date for the written consent? (see page 46)

A: The record date for the written consent was November 21, 2008, and each Charmed shareholder or joint holder as of the close of business on November 21, 2008 is entitled to receive a copy of this information statement/prospectus.

Q: What was the vote of Charmed shareholders required to approve the name change and reverse split, and what approvals were required to approve the Merger? (see page 46)

A: Approval and adoption of the name change and reverse split required the affirmative vote of the holders of a majority of the shares of Charmed common stock outstanding as of the record date for the written consent. No approval of the Charmed shareholders was required for the Merger and the Merger Agreement – the Charmed Board of Directors approved the Merger and approved and adopted the Merger Agreement for Charmed and the Merger Sub.

Q: As a Charmed shareholder, what happens if I dissent from the transaction? (see page 37)

A: Nevada law does not provide dissenters' rights to Charmed shareholders with respect to approval of the Merger, the name change or the reverse split.

Q: As a Charmed shareholder, who can help answer my questions?

A: If you have any questions about the Merger, you should contact:

Ian Quinn, CEO  
c/o Charmed Homes Inc.  
60 Mt. Kidd Point SE  
Calgary, Alberta T2Z 3C5  
Telephone: (403) 831-2202

If you need additional copies of this information statement/prospectus, you should contact Ian Quinn as described above.

Questions and Answers for Iveda Shareholders

Q: How was approval of the Merger obtained? (see page 47)

A: The Iveda Board of Directors decided to solicit consents in lieu of a special meeting of Iveda shareholders, and on January 8, 2009, holders of 64.87% of the outstanding voting stock of Iveda signed a written consent to approve the

Merger.

Q: What was the record date for the written consent? (see page 47)

A: The record date for the written consent was January 8, 2009, and each Iveda shareholder or joint holder as of the close of business on January 8, 2009 is entitled to receive a copy of this information statement/prospectus.

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Q: What was the vote of Iveda shareholders required to approve and adopt the Merger Agreement and approve the Merger? (see page 47)

A: Approval and adoption of the Merger Agreement required the affirmative vote of the holders of a majority of the shares of Iveda common stock outstanding as of the record date for the written consent.

Q: As an Iveda shareholder, what happens if I dissent from the transaction? (see page 37)

A: If you dissent, you will be paid fair market value for your shares under Washington law, but only if you follow the procedures outlined on page 37.

Q: As an Iveda shareholder, what will I receive upon completion of the Merger? (see page 30)

A: Upon completion of the Merger, holders of Iveda common stock will be entitled to receive one share of Charmed common stock for each share of Iveda common stock owned at the effective time of the Merger. Instead of a fractional share of Charmed common stock, you will be entitled to receive an amount of cash equal to the value of the fractional share remaining after aggregating all of your shares of Iveda common stock held in a single account, based on \$1.00 per share of Charmed common stock, which the Board of Directors of Charmed has determined is the fair market value of these shares. Upon completion of the Merger, holders of options and warrants to purchase Iveda common stock will receive an option or warrant to purchase Charmed common stock in exchange for cancellation of their Iveda options/warrants at the same exchange ratio as the common shareholders.

Q: What are the material federal income tax consequences of the Merger to me? (see page 37)

A: The Merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which is referred to in this information statement/prospectus as the Code. For U.S. federal income tax purposes, shareholders of Iveda whose shares of Iveda stock are exchanged in the Merger for shares of Charmed stock will not recognize gain or loss, except to the extent of the cash, if any, received in lieu of a fractional share of stock of the combined company. See the section entitled "The Merger—Federal Income Tax Considerations" beginning on page 37.

Q: As an Iveda shareholder, will I be able to trade the Charmed common stock that I receive in connection with the Merger?

A: The shares of Charmed common stock issued in connection with the Merger will be freely tradable. Generally, persons who are deemed to be affiliates of Iveda must comply with Rule 144 under the Securities Act of 1933 if they wish to sell or otherwise transfer any of the shares of Charmed common stock received in connection with the Merger. You will be notified if you are an affiliate of Iveda.

Q: Should I send in my share certificates at this time?

A: Do not send in your certificates at this time. Promptly following completion of the Merger, Securities Transfer Corporation, Charmed's transfer agent and the exchange agent for the Merger, will send you written instructions for exchanging your Iveda share certificates for Charmed stock certificates.

Q: As an Iveda shareholder, who can help answer my questions?

A: If you have any questions about the Merger, you should contact:

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Bob Brilon, Chief Financial Officer  
c/o IntelaSight, Inc.  
1201 South Alma School Road, Suite 4450  
Mesa, AZ 85201  
Telephone: (480) 307-8700  
Email: [bbrilon@ivedasolutions.com](mailto:bbrilon@ivedasolutions.com)

If you need additional copies of this information statement/prospectus, you should contact Luz Berg at (480) 307-8700 or send an e-mail to [lberg@ivedasolutions.com](mailto:lberg@ivedasolutions.com).

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## SUMMARY

The following is a summary of the information contained in this information statement/prospectus. This summary may not contain all of the information about the Merger that is important to you. For a more complete description of the Merger, we encourage you to read carefully this entire information statement/prospectus, including the attached annexes. See also "Where You Can Find More Information" beginning on page 92 of this information statement/prospectus.

The Merger and the Merger Agreement (see page 30)

Iveda and Charmed have agreed to combine their companies under the terms of a Merger Agreement between the companies. A copy of the Merger Agreement is attached to this information statement/prospectus as Annex A. Under the terms of the Merger Agreement, the Merger Sub, a wholly-owned subsidiary of Charmed, will merge with and into Iveda, and Iveda will be the surviving entity and a wholly-owned subsidiary of Charmed. Upon completion of the Merger, holders of Iveda common stock will be entitled to receive one share of Charmed common stock for each share of Iveda common stock they hold at that time. Holders of options or warrants to purchase Iveda common stock will be issued an option or warrant to purchase one share of Charmed common stock in exchange for the cancellation of each option or warrant to purchase one share of Iveda common stock owned by the option and warrant holders.

Charmed shareholders will continue to own their existing shares of Charmed common stock after the Merger. It is a condition to the Merger that (i) Ian Quinn and Kevin Liggins, Charmed's major shareholders, officers and directors, sell 5,000,000 shares of their pre-reverse split Charmed common stock to Iveda, resulting in approximately 1,690,000 shares of common stock remaining outstanding; and (ii) Charmed complete a reverse stock split, which will result in every two shares of common stock being combined into one share of common stock, resulting in Charmed's shareholders owning approximately 845,000 shares of common stock of the post-Merger company. Charmed's common stock is listed solely on the Over-the-Counter Bulletin Board as of the date of this information statement/prospectus, a market with very limited liquidity and minimal listing standards. Charmed and its counsel have advised Iveda and its counsel that no vote of the Charmed shareholders is required to approve the Merger, but Charmed has already obtained the approval of its shareholders for the reverse stock split and name change (to "Iveda Corporation") as described below beginning on page 39.

Parties to the Merger

IntelaSight, Inc. (see page 54)

IntelaSight, Inc. was incorporated in Washington in January 2005, and began operations at that time. It conducts business under the name Iveda Solutions. Its principal office is located at 1201 South Alma School Road, Suite 4450, Mesa, Arizona 85201 and its phone number is (480) 308-8700.

Iveda provides remote video surveillance services and currently has clients in Arizona, California and Minnesota. Iveda offers a proactive security solution using network cameras, a real-time Internet-based surveillance system, and a remote surveillance facility with trained intervention specialists. Based in Mesa, Arizona, Iveda's core monitoring service offers private and public entities what management believes to be a more affordable, reliable, and effective security solution than either security guards or closed circuit television ("CCTV") on-site monitoring. Iveda has provided security solutions to 42 customers, with over 263 cameras installed, 76 of which are being monitored and 8 hosted by Iveda in 18 properties, as of the date of this information statement/prospectus.

Iveda has recently opened its reseller distribution channel. Without active solicitation, Iveda signed eight active resellers and six independent agents in 2008. To date, Iveda has signed a total of fifteen resellers. These resellers and

agents will assist Iveda in its marketing and customer service activities.

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Management projects a 3-year window of opportunity to get a first mover's advantage in the real-time video surveillance market. Management believes that Iveda remains the only company providing real-time video surveillance in the United States as of the date of this information statement/prospectus. Integrators and central monitoring companies, Iveda's closest competitors, provide monitoring services based on electronic alarm triggers which generate a response time of often 6-10 minutes or more. Iveda's real-time monitoring provides immediate response capabilities. Iveda has already received local publicity for stopping crimes in progress. Since January 2005, Iveda has raised approximately \$3.2 million, which has been used to initiate and fund operations. As Iveda has high fixed capital and operating costs that can be moderated only through increases in its customer monitoring services, Iveda needs to continue to raise capital to increase its marketing budget and obtain significant additional customers to offset its fixed costs.

Charmed Homes Inc. (see page 48)

Charmed previously engaged in the construction and marketing of custom homes in the Calgary area in Alberta, Canada. During 2008, Charmed completed construction of its first such home and sold this home. Due to downturns in the housing market in Calgary and a lack of available funding, Charmed decided to cease operations following the sale of this single home.

Charmed was organized under Nevada law in 2006, its executive offices are located at 60 Mt. Kidd Point SE, Calgary, Alberta, Canada T2Z 3C5 and its telephone number is (403) 831-2202. Charmed has no operations as of the date of this information statement/prospectus.

Charmed Homes Subsidiary, Inc.

Charmed Homes Subsidiary, Inc. is a newly-formed, wholly-owned subsidiary of Charmed. Charmed formed Charmed Homes Subsidiary, Inc. solely to effect the Merger, and Charmed Homes Subsidiary, Inc. has not conducted and will not conduct any business during any period of its existence. Its executive offices are located at 60 Mt. Kidd Point SE, Calgary, Alberta, Canada T2Z 3C5 and its telephone number is (403) 831-2202.

Risk Factors (see page 20)

The "Risk Factors" beginning on page 20 of this information statement/prospectus should be considered carefully by Iveda and Charmed shareholders. These risk factors should be considered along with any additional risk factors contained in the periodic reports of Charmed and filed with the Securities and Exchange Commission and the other information included in this information statement/prospectus.

Recommendation of the Iveda Board of Directors (see page 47)

After careful consideration, the Iveda Board of Directors unanimously determined that the Merger is advisable, and is fair to and in the best interests of Iveda and its shareholders, and unanimously approved the Merger Agreement. The Iveda Board of Directors recommended that Iveda shareholders vote "FOR" the proposal to approve and adopt the Merger Agreement and approve the Merger.

Recommendation of the Charmed Board of Directors (see page 46)

After careful consideration, the Charmed Board of Directors unanimously determined that the Merger is advisable, and is fair to and in the best interests of Charmed and its shareholders, and unanimously approved the Merger Agreement. The Charmed Board of Directors also recommended that Charmed shareholders vote "FOR" the name change and reverse split.

Share Ownership of Directors and Executive Officers of Charmed (see page 53)

At the close of business on the record date for the Charmed written consent, directors and executive officers of Charmed and their affiliates beneficially owned and were entitled to vote 74.74% of the 6,690,000 shares of Charmed common stock outstanding on that date.

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Share Ownership of Directors and Executive Officers of Iveda (see page 80)

At the close of business on the record date for the Iveda written consent, directors and executive officers of Iveda and their affiliates beneficially owned and were entitled to vote 5,667,857 shares, or 63.9%, of the 8,869,304 shares of Iveda common stock outstanding on that date.

Directors and Executive Officers of Charmed Following the Merger (see page 36)

Following the Merger, the directors of Charmed will be David Ly (Chairman), Greg Omi, Jody Bisson and one additional director that will be appointed by Mr. Ly, Mr. Omi and Ms. Bisson. The executive officers will be David Ly, President and Chief Executive Officer, Bob Brilon, Treasurer and Chief Financial Officer, and Luz Berg, Secretary and Senior VP of Operations & Marketing.

What is Needed to Complete the Merger? (see page 34)

Several conditions must be satisfied or waived before we complete the Merger, including those summarized below:

- the sale of 5 million pre-reverse split Charmed shares to Iveda by Ian Quinn and Kevin Liggins;
  - completion of a 1:2 reverse stock split by Charmed;
  - filing of all required tax returns by Charmed;
  - Charmed must have no liabilities and no assets;
- adoption of a stock option plan by Charmed that is substantially similar to the existing Iveda option plan and authorization of warrants by Charmed with substantially similar terms to the existing Iveda warrants; and
  - Charmed and its officers and directors must be current on all required filings with the SEC.

Charmed and Iveda are Prohibited from Soliciting Other Offers

The Merger Agreement contains provisions that prohibit Iveda from taking any action to solicit, initiate or encourage any other person to acquire a controlling interest in Iveda or substantially all of its assets.

Charmed and Iveda May Terminate the Merger Agreement Under Specified Circumstances (see page 35)

Under circumstances specified in the Merger Agreement, either Iveda or Charmed may terminate the Merger Agreement if:

- the Merger is not completed by July 31, 2009;
- the required approval of the Iveda shareholders is not obtained or the number of dissenting shares exceeds 1% of Iveda's total outstanding shares;
- the other party breaches any material representations, warranties or covenants in the Merger Agreement, and breach is not cured in 30 days after notice; or such that its conditions to completion of the Merger regarding representations, warranties or covenants can not be satisfied; or

- both the Board of Iveda and the Board of Charmed consent to termination.



The Merger is Intended to Qualify as a Reorganization for United States Federal Income Tax Purposes (see page 37)

The Merger of Charmed Homes Subsidiary, Inc. with and into Iveda pursuant to which the shareholders of Iveda will exchange their shares for shares of Charmed will, under current law, constitute a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). As a tax-free reorganization under Section 368(a) of the Code, no gain or loss will be recognized by holders of Iveda shares as a result of the exchange of such shares for Charmed shares pursuant to the Merger, except that gain or loss will be recognized on the receipt of cash, if any, received in lieu of fractional shares. Neither Iveda nor Charmed will recognize gain or loss as a result of the Merger.

Accounting Treatment of the Merger (see page 37)

The Merger transaction is a reverse recapitalization, equivalent to the issuance of stock by the private company for the net monetary assets of the shell corporation accompanied by a recapitalization. The accounting is similar to that resulting from a reverse acquisition, except that no goodwill or other intangible assets should be recorded.

**SUMMARY SELECTED HISTORICAL  
FINANCIAL DATA OF CHARMED**

The following table sets forth selected financial data of Charmed for the years ended January 31, 2009 and 2008 and for the three months ended April 30, 2009. The data for the January fiscal years has been derived from the financial statements of Charmed, which have been audited by Manning Elliott LLP, independent auditors, and which are included in this information statement/prospectus. The following selected financial data of Charmed should be read in conjunction with Charmed's financial statements and the notes thereto included herein.

	For the three months ended April 30, 2009	For the year ended January 31, 2009	For the year ended January 31, 2008	Inception (June 27, 2006) through January 31, 2009
<b>Income Statement Data:</b>				
Total revenue	\$ 0	\$ 505,665	\$ 0	\$ 505,665
Cost of goods sold	\$ 0	\$ 490,598		\$ 490,598
Total expenses	\$ 200,000	\$ 51,568	\$ 50,569	\$ 121,023
Net loss	\$ (200,000)	\$ (36,501)	\$ (50,569)	\$ (105,956)
<b>Per Share Data:</b>				
Basic and diluted net loss per share	\$ (.08)	\$ (.01)	\$ (.01)	
Basic and diluted weighted average shares outstanding	6,690,000	6,690,000	\$ 5,972,000	
<b>Balance Sheet Data:</b>				
Current assets	\$ 83,531	\$ 86,957	\$ 512,592	
Total assets	\$ 83,531	\$ 86,957	\$ 512,592	
Current liabilities	\$ 13,843	\$ 3,413	\$ 398,547	
Total liabilities	\$ 13,843	\$ 3,413	\$ 398,547	
Stockholders' equity	\$ 69,688	\$ 83,544	\$ 114,045	

SUMMARY SELECTED HISTORICAL  
FINANCIAL DATA OF IVEDA

The following table sets forth selected financial data of Iveda for the years ended December 31, 2008 and 2007 and for the three months ended March 31, 2009 and 2008. The data for the December fiscal years has been derived from the financial statements of Iveda, which have been audited by Eide Bailly LLP, independent certified public auditors, and which are included in this information statement/prospectus. The following selected financial data of Iveda should be read in conjunction with Iveda's financial statements and the notes thereto included herein.

	For the three months ended March 31, 2009	For the three months ended March 31, 2008	For the year ended December 31, 2008	For the year ended December 31, 2007
<b>Income Statement Data:</b>				
Total revenue	\$ 223,824	\$ 177,057	\$ 506,285	\$ 544,259
Operating expenses	\$ 568,966	\$ 215,437	\$ 1,661,718	\$ 701,135
Net loss	\$ (517,121)	\$ (65,487)	\$ (2,100,797)	\$ (282,319)
<b>Per Share Data:</b>				
Basic and diluted net loss per share	\$ (0.06)	\$ (0.01)	\$ (0.30)	\$ (0.04)
Basic and diluted weighted average shares outstanding	8,819,304	6,305,423	7,004,583	6,589,121
<b>Balance Sheet Data:</b>				
Current assets	\$ 78,237	\$ 120,511	\$ 387,222	\$ 66,608
Total assets	\$ 427,887	\$ 874,387	\$ 748,997	\$ 696,361
Current liabilities	\$ 322,469	\$ 384,064	\$ 206,630	\$ 207,319
Total liabilities	\$ 424,803	\$ 431,055	\$ 323,792	\$ 210,044
Stockholders' equity	\$ 3,084	\$ 332	\$ 425,205	\$ 486,317

### PRO FORMA FINANCIAL DATA

The Merger combines the historical balance sheets and statements of earnings of Iveda with those of Charmed after giving effect to the Merger. The Merger of Iveda into Charmed will result in the owners and management of Iveda having operating control of the combined company after the transaction, with shareholders of Charmed continuing only as passive investors. A transaction of this nature is considered to be a capital transaction in substance, rather than a business combination. Accordingly, the business combination will be accounted for as an additional capitalization of Charmed (a reverse acquisition with Iveda as the acquirer). That is, the transaction is equivalent to the issuance of stock by Iveda for the net assets of Charmed accompanied by a recapitalization. Therefore, no goodwill or other intangibles will be recorded as part of the transaction. For financial accounting purposes, Iveda is considered the surviving entity.

The unaudited Pro Forma Condensed Consolidated Balance Sheet as of April 30, 2009 is presented as if the merger and related financing had occurred on that date. The unaudited pro forma condensed consolidated income statements for the year ended January 31, 2008 and for the three months ended April 30, 2009 were prepared assuming that the merger occurred on February 1, 2008 with respect to the year ended January 31, 2009 and February 1, 2009 for the interim three month period. The pro forma adjustments are based upon the assumptions set forth in the notes thereto.

The following pro forma financial data was prepared from, and should be read in conjunction with, the historical financial statements and related notes of Charmed and Iveda, all of which are included elsewhere herein. See "Index to Financial Statements." The following information is not necessarily indicative of the financial position or operating results that would have occurred had the Merger been consummated on the date, or at the beginning of the periods, for which the Merger is being given effect, nor is it necessarily indicative of future operating results or financial position.

UNAUDITED PRO FORMA CONDENSED BALANCE SHEET AND STATEMENT OF OPERATIONS -  
DECEMBER 31, 2008 AND JANUARY 31, 2009

Unaudited Pro Forma Condensed Balance Sheets	Iveda Solutions December 31, 2008	Charmed Homes January 31, 2009	Pro Forma Adjustments Notes	Pro Forma Combined
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and Cash Equivalents	\$ 335,189	\$ 86,957	(86,957) (a)	\$ 335,189
Accounts Receivable	26,971			26,971
Prepaid Expenses	11,532			11,532
Inventory	13,530			13,530
Total Current Assets	387,222	86,957	(86,957)	387,222
<b>PROPERTY AND EQUIPMENT</b>				
Office Equipment	87,050			87,050
Furniture and Fixtures	22,712			22,712
Software	36,634			36,634
Leased Equipment	213,460			213,460
Leasehold Improvements	34,495			34,495
Total Property and Equipment	394,351			394,351
Less: Accumulated Depreciation	99,099			99,099
Property and Equipment, Net	295,252			295,252
<b>OTHER ASSETS</b>				
Deferred Income Taxes	-			
Escrow Deposits	50,000		(50,000) (b)	-
Deposits	16,523			16,523
Total Assets	\$ 748,997	\$ 86,957	\$ (136,957)	698,997
	2008			-
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Current Portion of Capital Lease Obligations	\$ 65,916			65,916
Notes Payable	-			-
Accounts Payable	48,465	3,413	(3,413) (a)	48,465
Deferred Revenue	21,964			21,964
Billings in Excess of Costs and Estimated Earnings on Uncompleted Contracts	-			-
Accrued Expenses	70,285		150,000 (c)	220,285
Total Current Liabilities	206,630	3,413	146,587	356,630
<b>LONG-TERM LIABILITIES</b>				

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Capital Lease Obligations, Net of Current Portion	117,162				117,162
Total Liabilities	323,792	3,413	146,587		473,792
<b>STOCKHOLDERS' EQUITY</b>					
Common Stock, \$0.001 par value; 40,000,000 shares	8,774		845 (f)		9,619
issued and outstanding, as of December 31, 2008 and		67	(67) (e)		-
Preferred Stock, \$0.001 par value; 10,000,000 shares	-				
Additional Paid-In Capital	3,385,251	173,933	(173,933) (e)		3,385,251
			(845) (f)		
Donated Capital		15,500	(15,500) (e)		-
Accumulated Deficit	(2,968,820)	(105,956)	(94,044) (d)		(3,168,820)
Total Stockholders' Equity	425,205	83,544	(283,544)		225,205
Total Liabilities and Stockholders' Equity	\$ 748,997	\$ 86,957	\$ (136,957)		698,997

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Unaudited Pro Forma Condensed Statement of Operations	Iveda Solutions 12 Months ended December 31, 2008	Charmed Homes 12 Months ended January 31, 2009	Pro Forma Adjustments	Pro Forma Combined January 31, 2009
REVENUE	\$ 506,285	505,665		1,011,950
COST OF REVENUE	357,184	490,598		847,782
GROSS PROFIT	149,101	15,067		164,168
OPERATING EXPENSES	1,661,718	51,568	200,000 (g)	1,913,286
LOSS FROM OPERATIONS	(1,512,617)	(36,501)		(1,549,118)
<b>OTHER INCOME (EXPENSE)</b>				
Interest Income	5,994			5,994
Interest Expense	(35,804)			(35,804)
Total Other Income (Expense)	(29,810)			(29,810)
LOSS BEFORE INCOME TAXES	(1,542,427)			(1,542,427)
BENEFIT (PROVISION) FOR INCOME TAXES	(558,370)			(558,370)
NET LOSS	\$ (2,100,797)	(36,501)		\$ (2,137,298)
BASIC LOSS PER SHARE	\$ (0.30)	\$ (0.01)		\$ (0.31)
DILUTED LOSS PER SHARE	\$ (0.30)	\$ (0.01)		\$ (0.31)
Weighted Average Shares Outstanding	7,004,583	6,690,000		7,004,583

Notes to the Unaudited Pro Forma Condensed Consolidated

Note 1—Pro Forma Adjustments

- (a) To eliminate all assets and liabilities of Charmed per merger agreement
- (b) To recognize the \$50,000 escrow deposit to certain Charmed shareholders as a transaction cost
- (c) To record the \$150,000 commitment at closing to certain Charmed shareholders
- (d) Eliminate \$105,956 of Accumulated deficit and reflect \$200,000 of transaction costs to certain Charmed shareholders
- (e) Adjustment to eliminate Charmed Common Shares, Additional Paid-in Capital and Donated Capital

(f) Adjust Common Stock to reflect the par value of 845,000 shares that remain with Charmed shareholders after merger

(g) Reflect the \$200,000 transaction costs on Operating Statement

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UNAUDITED PRO FORMA CONDENSED BALANCE SHEET AND STATEMENT OF  
OPERATIONS - MARCH 31, 2009 AND APRIL 30, 2009

Unaudited Pro Forma Condensed Balance Sheets	Iveda Solutions March 31, 2009	Charmed Homes April 30, 2009	Pro Forma Adjustments	Notes	Pro Forma Combined
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash and Cash Equivalents	\$ 24,900	\$ 83,531	(83,531)	(a)	\$ 24,900
Accounts Receivable	48,839				48,839
Prepaid Expenses	4,498				4,498
Inventory	0				-
Total Current Assets	78,237	83,531	(83,531)		78,237
<b>PROPERTY AND EQUIPMENT</b>					
Office Equipment	87,589				87,589
Furniture and Fixtures	27,416				27,416
Software	36,800				36,800
Leased Equipment	213,460				213,460
Leasehold Improvements	36,280				36,280
Total Property and Equipment	401,545				401,545
Less: Accumulated Depreciation	118,418				118,418
Property and Equipment, Net	283,127				283,127
<b>OTHER ASSETS</b>					
Deferred Income Taxes	-				-
Escrow Deposits	50,000		(50,000)	(b)	-
Deposits	16,523				16,523
Total Assets	\$ 427,887	\$ 83,531	\$ (133,531)		377,887
	2008				-
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
<b>CURRENT LIABILITIES</b>					
Current Portion of Capital Lease Obligations	\$ 65,916				65,916
Notes Payable	50,000				50,000
Accounts Payable	118,515	13,843	(13,843)	(a)	118,515
Deferred Revenue	-				-
Billings in Excess of Costs and Estimated Earnings on Uncompleted Contracts	-				-
Accrued Expenses	85,428		150,000	( c )	235,428
Total Current Liabilities	319,859	13,843	136,157		469,859

**LONG-TERM LIABILITIES**

Capital Lease Obligations, Net of Current Portion	104,944			104,944
<b>Total Liabilities</b>	<b>424,803</b>	<b>13,843</b>	<b>136,157</b>	<b>574,803</b>

**STOCKHOLDERS' EQUITY**

Common Stock, \$0.001 par value; 40,000,000 shares	8,859		845 (f)	9,704
		67	(67) (e)	-

issued and outstanding, as of December  
31, 2008 and

Preferred Stock, \$0.001 par value;  
10,000,000 shares

-