

FREESTONE RESOURCES, INC.

Form 8-K

March 09, 2010

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Securities and Exchange Commission  
Washington, D.C. 20549

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act

March 2, 2010

Date of Report (Date of earliest event reported)

Freestone Resources, Inc.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation)

000-28753  
(Commission File No.)

33-0880427  
(I.R.S. Employer  
Identification No.)

Republic Center, Suite 1350 325 N. St. Paul St. Dallas, TX 75201  
(Address of Principal Executive Offices)

214-880-4870  
(Issuer Telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 4.01 Change in Registrant's Certifying Accountant.

Turner Stone & Company, LLP was dismissed on March 2, 2010, as Freestone Resources, Inc.'s independent auditors. Turner Stone & Company, LLP's report on Freestone Resources, Inc.'s financial statements as of and for the year ended June 30, 2009, did not contain any adverse opinion or disclaimer of opinion, or qualification or modification as to uncertainty, audit scope, or accounting principles. However, their report contained an explanatory paragraph disclosing the uncertainty regarding the ability of the Company to continue as a going concern.

During the most recent fiscal year ending June 30, 2009, and the subsequent interim period through March 2, 2010, there were no disagreements with Turner Stone & Company, LLP on any matters of accounting principles or practices, financial statement disclosure, or auditing scope and procedures which, if not resolved to the satisfaction of Turner Stone & Company, LLP would have caused Turner Stone & Company, LLP to make reference to the matter in their report. However, Turner, Stone & Company, LLP did issue a letter dated October 28, 2009 informing us of several significant deficiencies in our internal controls. A copy of their letter is filed as Exhibit 16.2 to this Form 8-K. Freestone Resources, Inc. has requested Turner Stone & Company, LLP to furnish it a letter addressed to the Commission stating whether it agrees with the above statements. A copy of the Turner Stone & Company, LLP letter is filed as Exhibit 16.1 to this Form 8-K. The decision to change accountants was approved by the Board of Directors.

Freestone Resources, Inc.'s new accountant, The Hall Group, CPAs, was engaged on March 4, 2010, as Freestone Resources, Inc.'s principal accountant to audit the financial statements of Freestone Resources, Inc. The decision to change accountants was approved by the Audit Committee of the Board of Directors and the full Board of Directors of Freestone Resources, Inc.

During the period ending June 30, 2009, and the subsequent interim period through March 2, 2010, neither Freestone Resources, Inc. nor anyone on its behalf consulted with The Hall Group, CPAs regarding either the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on Freestone Resources, Inc.'s financial statements, nor has The Hall Group, CPAs provided to Freestone Resources, Inc. a written report or oral advice regarding such principles or audit opinion or any matter that was the subject of a disagreement or reportable events set forth in Item 304(a)(iv) and (v), respectively, of Regulation S-K with Freestone Resources, Inc.'s former accountant, Turner Stone & Company, LLP.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

16.1 Letter from Turner Stone & Company, LLP regarding change in certifying accountant.

16.2 Letter from Turner, Stone & Company, LLP informing Freestone Resources, Inc. of several significant deficiencies in the Company's internal controls.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FREESTONE RESOURCES,  
INC.

March 4, 2010

By: /s/ Clayton Carter  
Clayton Carter  
Chief Executive Officer

