

SIENA TECHNOLOGIES, INC.

Form 10QSB

May 21, 2007

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**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, 2007**

**OR**

**TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

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

*Commission file number 000-25499*

**SIENA TECHNOLOGIES, INC.**

(Exact name of small business issuer as specified in its charter)

Nevada

88-0390360

State or other jurisdiction of  
Incorporation or organization

(IRS Employer  
Identification Number)

5625 South Arville Street, Suite E, Las Vegas Nevada

89118

(Address of principal executive offices)

(Zip Code)

(702) 889-8777

(Issuer's telephone number, including area code)

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 Issuer 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

As of May 21, 2007 there were 42,163,691 shares of common stock issued and outstanding, \$0.001 par value.

Transitional Small Business Disclosure Format (check one) Yes  No

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(Formerly Network Installation Corp.)  
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**Table of Contents****PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS.**

SIENA TECHNOLOGIES, INC.  
(Formerly Network Installation Corp.)  
Consolidated Balance Sheets

|   | <b>March 31,<br/>2007</b> | <b>December 31,<br/>2006</b> |
|---|---------------------------|------------------------------|
|   | <b>(Unaudited)</b>        |                              |
| <b>ASSETS:</b>  |                           |                              |
| <b>CURRENT ASSETS:</b>  |                           |                              |
| Cash  | \$ 133,950                | \$ 7,808                     |
| Accounts Receivable, Net of Allowance for Doubtful Accounts of \$101,678 (\$11,044 at 2006) | 503,910                   | 1,388,169                    |
| Inventories   | 664,501                   | 511,817                      |
| Costs in Excess of Billings   | 400,233                   | 590,484                      |
| Current Assets of Discontinued Operations   |                           | 41,981                       |
| Prepaid Expenses and Other Current Assets   | 141,318                   | 22,152                       |
| <b>Total Current Assets</b>   | <b>1,843,912</b>          | <b>2,562,411</b>             |
| Fixed Assets, Net of Accumulated Depreciation of \$593,314 (\$568,296 at 2006)              | 228,697                   | 250,687                      |
| <b>OTHER ASSETS:</b>  |                           |                              |
| Goodwill  | 7,344,216                 | 7,344,216                    |
| Patents   | 5,679                     | 5,679                        |
| Assets Held for Sale  | 750,000                   | 771,325                      |
| <b>Total Other Assets</b>   | <b>8,099,895</b>          | <b>8,121,220</b>             |
| <b>TOTAL ASSETS</b>   | <b>\$ 10,172,504</b>      | <b>\$ 10,934,318</b>         |
| <b>LIABILITIES &amp; STOCKHOLDERS DEFICIT:</b>  |                           |                              |
| <b>CURRENT LIABILITIES</b>  |                           |                              |
| Bank Loans Payable  | \$ 278,543                | \$ 606,089                   |
| Accounts Payable  | 1,310,591                 | 1,937,463                    |
| Billings in Excess of Costs   | 1,081,524                 | 924,963                      |
| Current Liabilities of Discontinued Operations  | 305,764                   | 391,836                      |
| Current Portion of Notes Payable  | 27,303                    | 36,264                       |
| Current Portion of Related Party Notes Payable  | 291,743                   | 303,303                      |
| Fair Market Value of Derivative Liabilities   | 1,006,918                 | 1,827,108                    |
| <b>Total Current Liabilities</b>  | <b>4,302,386</b>          | <b>6,027,026</b>             |
| <b>LONG-TERM DEBT</b>   |                           |                              |
| Notes Payable   | 1,531,184                 | 1,215,797                    |
| Related Party Notes Payable   | 6,630,145                 | 6,665,816                    |

|  |               |               |
|--|---------------|---------------|
| Litigation Settlement Obligation   | 60,000        |               |
| Total Long-Term Debt   | 8,221,329     | 7,881,613     |
| STOCKHOLDERS DEFICIT:  |               |               |
| Common Stock, \$.001 par value; 100,000,000 shares authorized<br>42,103,029 and 34,125,937 shares issued and outstanding in 2007 and<br>2006, respectively |               |               |
|  | 42,103        | 34,126        |
| Additional Paid-in Capital   | 29,385,048    | 29,204,486    |
| Shares to be Issued  | 116,411       | 116,994       |
| Accumulated Deficit  | (31,894,773)  | (32,329,927)  |
| Total Stockholders Deficit   | (2,351,211)   | (2,974,321)   |
| TOTAL LIABILITIES AND STOCKHOLDERS DEFICIT   | \$ 10,172,504 | \$ 10,934,318 |

The accompanying notes are an integral part of these financial statements.

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SIENA TECHNOLOGIES, INC.  
(Formerly Network Installation Corp.)  
**CONSOLIDATED INCOME STATEMENTS**  
(Unaudited)

|  | <b>Three Months Ended<br/>March 31,</b> |                             |
|--|---|-----------------------------|
|  | <b>2007</b>                             | <b>2006 As<br/>Restated</b> |
| REVENUE                                  |   |                             |
| Sales                                    | \$ 1,087,287                            | \$ 6,704,233                |
| Cost of Goods Sold                       | 740,877                                 | 5,678,853                   |
| GROSS PROFIT                             | 346,410                                 | 1,025,380                   |
| OPERATING EXPENSES                       |   |                             |
| Investor Relations                       | 71,692                                  | 9,450                       |
| Salaries                                 | 961,736                                 | 467,577                     |
| Other Operating Expenses                 | 457,050                                 | 580,150                     |
| Total Operating Expenses                 | 1,490,478                               | 1,057,177                   |
| LOSS FROM CONTINUING OPERATIONS          | (1,144,068)                             | (31,797)                    |
| OTHER INCOME (EXPENSE)                   |   |                             |
| Interest Expense                         | (162,510)                               | (889,319)                   |
| Impairment of Assets Held for Sale       | (42,503)                                |                             |
| Employee Stock Option Expense            | (81,137)                                | (36,372)                    |
| Change in Fair Value of Derivatives      | 1,865,372                               | 1,997,299                   |
| Total Other Income                       | 1,579,222                               | 1,071,608                   |
| LOSS FROM DISCONTINUED OPERATIONS        |   | (761,978)                   |
| Net Income                               | \$ 435,154                              | \$ 277,833                  |
| Basic Earnings Per Common Share          | \$ 0.01                                 | \$ 0.01                     |
| Diluted Earnings Per Common Share        | \$ 0.01                                 | \$ 0.01                     |
| Weighted Average Shares Used to Compute: |   |                             |
| Basic Earnings Per Common Share          | 39,071,211                              | 49,310,525                  |
| Diluted Earnings Per Common Share        | 46,455,168                              | 55,771,994                  |

The accompanying notes are an integral part of these financial statements.

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SIENA TECHNOLOGIES, INC.  
(Formerly Network Installation Corp.)  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

|  | <b>Three Months Ended<br/>March 31,</b> |                             |
|--|---|-----------------------------|
|  | <b>2007</b>                             | <b>2006 As<br/>Restated</b> |
| <b>CASH USED IN OPERATING ACTIVITIES:</b>                                    |   |                             |
| Net income   | \$ 435,154                              | \$ 277,833                  |
| Adjustments to reconcile net income to net cash used in operating activities |   |                             |
| Stock issued for services  | 30,000                                  |                             |
| Cost of assets, inventory sold   |   | 133,209                     |
| Depreciation   | 25,018                                  | 39,903                      |
| Amortization of debt discount  |   | 372,312                     |
| Fair value adjustments of derivative liabilities                             | (1,865,372)                             | (1,997,299)                 |
| Fair value of derivative liabilities in excess of proceeds                   |   | 341,860                     |
| Bad debt expense   | 90,634                                  | 22,766                      |
| Conversion of debt   |   | 98,080                      |
| Impairment of assets held for sale   | 42,503                                  |                             |
| Employee stock option expense  | 81,137                                  | 36,372                      |
| Accretion of notes payable balances  | 21,973                                  |                             |
| Changes in operating assets and liabilities                                  |   |                             |
| Decrease (increase) in accounts receivable                                   | 793,625                                 | (1,030,503)                 |
| (Increase) decrease in inventories   | (152,684)                               | 1,440,824                   |
| Decrease (increase) in costs in excess of billings                           | 190,251                                 | (390,763)                   |
| (Increase) decrease in prepaid expenses and other current assets             | (119,166)                               | 26,995                      |
| Increase in litigation settlement obligation                                 | 60,000                                  | 18,060                      |
| (Decrease) increase in accounts payable                                      | (636,872)                               | 302,637                     |
| Decrease (increase) in billings in excess of costs                           | 156,561                                 | (397,535)                   |
| Decrease in liabilities of discontinued operations, net                      | (44,091)                                |                             |
| Decrease in payroll taxes payable  |   | (22,637)                    |
| <b>NET CASH USED IN OPERATING ACTIVITIES</b>                                 | <b>(891,329)</b>                        | <b>(727,886)</b>            |
| <b>CASH USED IN INVESTING ACTIVITIES:</b>                                    |   |                             |
| Purchase of property and equipment   | (3,028)                                 | (16,938)                    |
| Cash invested in assets held for sale  | (21,178)                                |                             |
| Increase in advances   |   | (105,542)                   |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>                                 | <b>(24,206)</b>                         | <b>(122,480)</b>            |
| <b>CASH PROVIDED BY FINANCING ACTIVITIES:</b>                                |   |                             |
| Proceeds from notes payable  | 42,418                                  | 154,195                     |
| Payments of bank loans   | (57,980)                                |                             |
| Proceeds from related party debt   |   | 750,000                     |
| Net proceeds from issuance of stock  | 1,132,000                               |                             |
| Payments of notes payable  | (17,032)                                | (489,897)                   |

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|   |                   |                     |
|---|-------------------|---------------------|
| Proceeds from factor                                      |                   | 3,060,000           |
| Payments to factor  |                   | (1,771,400)         |
| Payments of officer note payable                          | (57,729)          | (58,293)            |
| <b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>          | <b>1,041,677</b>  | <b>1,644,605</b>    |
| <b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>        | <b>126,142</b>    | <b>794,239</b>      |
| <b>BEGINNING CASH &amp; CASH EQUIVALENTS</b>              | <b>7,808</b>      | <b>438,467</b>      |
| <b>ENDING CASH &amp; CASH EQUIVALENTS</b>                 | <b>\$ 133,950</b> | <b>\$ 1,232,706</b> |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>   |                   |                     |
| Cash paid for interest                                    | \$ 134,855        | \$ 136,184          |
| Cash paid for income taxes                                | \$                | \$                  |
| <b>SUPPLEMENTAL DISCLOSURES OF NON-CASH TRANSACTIONS</b>  |                   |                     |
| Stock issued for debt reduction                           | \$                | \$ 98,080           |
| Accrued commissions in connection with private placement  | \$ 10,000         | \$                  |
| Issuance of warrants in connection with private placement | \$ 1,045,182      | \$                  |

The accompanying notes are an integral part of these financial statements.



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**SIENA TECHNOLOGIES, INC.**  
**(Formerly Network Installation Corp.)**

Notes to Consolidated Financial Statements March 31, 2007 (Unaudited)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****1. DESCRIPTION OF BUSINESS****OVERVIEW**

On October 25, 2006, Network Installation Corp. ( NIC ) changed its name to Siena Technologies, Inc. (the Company ). The Company was incorporated on March 24, 1998 under the laws of the state of Nevada. The Company has three wholly owned subsidiaries, Kelley Communication Company, Inc. ( Kelley ), Com Services, Inc. ( Com ) and Network Installation Corporation ( NIC ), of which Com and NIC have both been discontinued.

The Company currently does business through its wholly owned subsidiary, Kelley. Kelley has two operating divisions, Kelley Technologies and Enhance Home Technology ( Enhance ). Kelley specializes in the design, development and integration of automated system networks known as smart technologies, primarily for the gaming, entertainment and luxury residential markets. Kelley has developed a Patent-Pending, proprietary, next-generation Race and Sports Book technology platform designed for the gaming industry. In addition, Kelley has acquired exclusive rights to sell Techcierge , a smart building software management system. The rights are exclusive in Nevada, Arizona and California with regard to the Multiple Dwelling Unit ( MDU ) marketplace and the rights are exclusive on a worldwide basis with regard to the gaming and casino marketplace. In addition, Kelley has acquired non-exclusive rights to sell a smart building security and surveillance software and hardware system.

Kelley s systems networks include: data, telecommunications, audio and video components, casino surveillance, security and access control systems, entertainment audio and video, special effects and multi-million dollar video conference systems. Kelley does work primarily in the Las Vegas area, but has also done projects in New Jersey, Oklahoma, Colorado, California, Texas and the Caribbean.

**ACQUISITION OF KELLEY COMMUNICATION COMPANY, INC. (d/b/a Kelley Technologies)**

Pursuant to an acquisition agreement, the Company acquired 100% of the outstanding common stock of Kelley Communication Company, Inc., a Nevada corporation, on September 22, 2005 in exchange for common stock. The results of Kelley s operations have been included in the accompanying consolidated financial statements since that date. Kelley is a Las Vegas, Nevada-based business focusing on the design, project management, installation and deployment of data, voice, video, audio/visual, security and surveillance systems, entertainment and special effects, and telecom systems.

The aggregate purchase price was \$10,232,101, all of which was paid by issuing 14,016,577 shares of the Company s common stock. The value of the shares of common stock was determined based on the average market price of the Company s common stock on the ten trading days prior to September 22, 2005. The purchase price was determined by taking into account many factors including the reputation that Kelley has amassed in its industry over the past 18 years, the reputation of Kelley s founder, James Michael Kelley, having been in the business for over 40 years, Kelley s estimate of 2005 projected revenues, and Kelley s debt obligations at the time of closing.

The audit of Kelley as of September 22, 2005 has not been completed. However, the Company s preliminary financial analysis and due diligence related to the acquisition is complete. Kelley s unaudited balance sheet as of the date of the acquisition is as follows:

|                             |            |
|-----------------------------|------------|
| Cash                        | \$ 177,495 |
| Accounts receivable         | 1,234,668  |
| Inventory                   | 965,927    |
| Costs in excess of billings | 488,370    |
| Other assets                | 5,599      |
| Fixed assets                | 713,220    |
| Accumulated depreciation    | (407,534)  |
| Goodwill                    | 11,144,216 |
| Accounts payable            | (879,995)  |

|                                |               |
|--------------------------------|---------------|
| Notes payable                  | (2,297,227)   |
| Billings in excess of earnings | (912,638)     |
| Total                          | \$ 10,232,101 |

**Table of Contents****2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****RESTATEMENT OF INTERIM UNAUDITED FINANCIAL STATEMENTS AT AND FOR THE THREE MONTHS ENDED MARCH 31, 2006**

The Company has amended and restated its interim unaudited financial statements at and for the three months ended March 31, 2006, to account for: (i) the Company's issuance of convertible debentures and related warrants to be in conformity with EITF 00-19, (ii) the issuance of a warrant in exchange for common stock by classifying the warrant as a derivative liability with changes in fair value being reported in the income statement and (iii) its issuance of stock options to employees in accordance with SFAS 123R, which the Company did not adopt timely.

**EFFECT OF RESTATEMENTS****Effect on Income Statement**

| <b>Description</b>  | <b>Three Months<br/>Ended<br/>March, 31, 2006<br/>(Unaudited)</b> |
|---|---|
| Net Loss as Reported  | \$ (1,329,230)  |
| Basic and Diluted Net Loss Per Common Share as Reported   | \$ (0.03)   |
| Total Other Expense as Reported   | (662,133)   |
| Restatements  |   |
| Employee Stock Option Expense   | \$ (36,372)   |
| Amortization of Additional Debt Discount Related to Beneficial Conversion Feature into Interest Expense       | (12,004)  |
| Fair Value of Conversion and Warrant Derivative Liabilities in Excess of Proceeds                             | (341,860)   |
| Change in Fair Value of Derivative Liabilities Related to Beneficial Conversion Features and Related Warrants | 1,680,538   |
| Change in Fair Value of Derivative Liability Related to Issuance of Warrant                                   | 316,761   |
| Total Restatements  | \$ 1,607,063  |
| Net Income as Restated, Prior to Reclassification of Discontinued Operations                                  | \$ 277,833  |
| Basic and Diluted Net Income Per Common Share as Restated   | \$ 0.01   |
| Total Other Income as Restated  | \$ 944,930  |
| Reclassification of Other Expense of Discontinued Operations  | 126,678   |
| Total Other Income as Restated  | \$ 1,071,608  |

In addition, the Company has restated its interim unaudited financial statements at and for the three months ended March 31, 2006 as a result of reclassifying the results of operations and other expenses related to the discontinuance of operations at its NIC and COM subsidiaries, which combined generated losses from operations of (\$635,300) and other expenses of (\$126,678). The combined net loss of (\$761,978) has been included in Loss From Discontinued Operations in the Income Statement for the three months ended March 31, 2006.

**PRINCIPLES OF CONSOLIDATION**

The accompanying consolidated financial statements include the accounts of the Company and its 100% owned subsidiaries, NIC, Kelley, and COM. All significant inter-company accounts and transactions have been eliminated in

consolidation. The results of NIC and COM have been included in Loss from Discontinued Operations in the Company's accompanying consolidated financial statements.

**CASH & CASH EQUIVALENTS**

The Company considers all highly liquid debt instruments, purchased with an original maturity at date of purchase of three months or less, to be cash equivalents. Cash and cash equivalents are carried at cost, which approximates market value.

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**PROPERTY & EQUIPMENT**

Property and equipment are stated at cost. Depreciation is provided using the straight-line method over the estimated useful lives of the related assets, e.g. computers (5 years), software (3 years), office furniture and equipment (3 to 7 years), and tenant improvements (life of the lease-approximately 60 months).

**ACCOUNTS RECEIVABLE**

The Company maintains an allowance for doubtful accounts for estimated losses that may arise if any of its consumers are unable to make required payments. Management specifically analyzes the age of customer balances, historical bad debt experience, customer credit-worthiness and changes in customer payment terms when making estimates of the uncollectibility of the Company's trade accounts receivable balances. If the Company determines that the financial conditions of any of its customers have deteriorated, whether due to customer specific or general economic issues, increase in the allowance may be made. Accounts receivable are written off when all collection attempts have failed.

**INVENTORY**

Inventory consists of hardware, equipment and system networking materials that are primarily to be used for existing customer projects at quarter end. The Company does not buy or keep inventory on hand for stock. Inventories are stated at the lower of cost or market. Cost is determined by the average cost method at Kelley. The Company has reviewed its inventory for obsolescence on a quarterly basis since operations began and has written-off \$529,096 at its Kelley subsidiary, for the year ended December 31, 2006, due to obsolescence.

**FAIR VALUE OF FINANCIAL INSTRUMENTS**

The Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities are carried at cost, which approximates their face value, due to the relatively short maturity of these instruments. As of March 31, 2007 and December 31, 2006, the Company's notes payable have stated borrowing rates that are consistent with those currently available to the Company and, accordingly, the Company believes the carrying value of these debt instruments approximates their fair value.

**GOODWILL**

Under SFAS No. 142. Goodwill and other Intangible Assets, all goodwill amortization ceased effective January 1, 2002. Rather, goodwill is now subject only to impairment reviews. A fair-value based test is applied at the reporting level. This test requires various judgments and estimates. A goodwill impairment loss will be recorded for any goodwill that is determined to be impaired. Goodwill is tested for impairment at least annually.

**ACCOUNTING FOR IMPAIRMENTS IN LONG-LIVED ASSETS**

Long-lived assets and identifiable intangibles are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts of assets may not be recoverable. Management periodically evaluates the carrying value and the economic useful life of its long-lived assets based on the Company's operating performance and the expected future undiscounted cash flows and will adjust the carrying amount of assets which may not be recoverable.

**USE OF ESTIMATES**

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States, 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 period. Significant estimates made in preparing these financial statements include revenue recognition (specifically, related to the estimated gross margins on long term construction contracts), the provision for the uncollectible accounts receivable, analysis of the value of goodwill, the issuance of derivative financial instruments such as stock options and warrants, the issuance of common stock for services, the deferred tax asset valuation allowance, and useful lives for depreciable and amortizable assets. Actual results could differ from those estimates.

**Table of Contents****REVENUE RECOGNITION**

The Company's revenue recognition policies are in compliance with all applicable accounting regulations, including American Institute of Certified Public Accountants (AICPA) Statement of Position (SOP) 81-1, Accounting for Performance of Construction-Type and Certain Production-Type Contracts. Revenues from design, fabrication of racked equipment, project management and delivery generated by Kelley are recognized using the percentage-of-completion method of accounting. Accordingly, income is recognized in the ratio that costs incurred bears to estimated total costs. Adjustments to cost estimates are made periodically, and losses expected to be incurred on contracts in progress are charged to operations in the period such losses are determined. The aggregate of costs incurred and income recognized on uncompleted contracts in excess of related billings is shown as a current asset, and the aggregate of billings on uncompleted contracts in excess of related costs incurred and income recognized is shown as a current liability.

Generally, the Company extends credit to its customers and does not require collateral. The Company performs ongoing credit evaluations of its customers and historic credit losses have been within management's expectations. The Company estimates the likelihood of customer payment based principally on a customer's credit history and its general credit experience. To the extent the Company's estimates differ materially from actual results, the timing and amount of revenues recognized or bad debt expense recorded may be materially misstated during a reporting period.

The Company's revenue recognition policy for the sale of its products is in compliance with Staff accounting bulletin (SAB) 104. Revenue is recognized when a formal arrangement exists, the price is fixed or determinable, the delivery is completed and collectibility is reasonably assured. Generally, the Company extends credit to its customers and does not require collateral. The Company performs ongoing credit evaluations of its customers and historic credit losses have been within management's expectations.

**STOCK-BASED COMPENSATION**

The Company has historically accounted for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees. Compensation cost for stock options, if any, is measured as the excess of the fair value of the Company's stock at the date of grant over the amount an employee must pay to acquire the stock. Statement of Financial Accounting Standards (SFAS) No. 123, Accounting for Stock-Based Compensation, established accounting and disclosure requirements using a fair-value-based method of accounting for stock-based employee compensation plans.

In December 2004, the FASB issued SFAS No. 123 (Revised), Share-based Payment (SFAS 123(R)). SFAS 123(R) replaces SFAS 123 and supersedes APB 25. SFAS 123(R) is effective as of the beginning of the first interim period or annual reporting period that begins after December 15, 2005. SFAS 123(R) requires that the costs resulting from all share-based payments transactions be recognized in the financial statements. SFAS 123(R) applied to all awards granted after the required effective date and shall not apply to awards granted in periods before the required effective date, except if prior awards are modified, repurchased, or cancelled after the effective date.

The following table sets forth the Company's stock option grants, exercise prices, stock option grants forfeited and certain vesting periods and amounts vested at March 31, 2007.

| <b>Date(s) of Grant</b> | <b>Stock Options Granted</b> | <b>Exercise Price</b> | <b>Stock Options Forfeited</b> | <b>Stock Options Remaining</b> | <b>Cliff Vesting Period</b> |
|-------------------------|------------------------------|-----------------------|--------------------------------|--------------------------------|-----------------------------|
| 10/20/2005              | 972,500                      | 0.79                  | 530,000                        | 442,500                        | 26 months                   |
| 3/30/2006               | 1,347,500                    | 0.42                  | 142,500                        | 1,205,000                      | 36 months                   |
| 6/2/2006                | 600,000                      | 0.41                  | 0                              | 600,000                        | 36 months                   |
| 8/8/2006                | 192,500                      | 0.21                  | 17,500                         | 175,000                        | 36 months                   |
| 9/1/2006                | 350,000                      | 0.42                  | 0                              | 350,000                        |                             |

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|                           |           |              |         |           |              |
|---------------------------|-----------|--------------|---------|-----------|--------------|
|                           |           |              |         |           | 36<br>months |
| 9/21/2006                 | 750,000   | 0.39         | 0       | 750,000   | 30<br>months |
| 9/25/06 to 2/1/2007       | 200,000   | 0.27 to 0.42 | 50,000  | 150,000   | 36<br>months |
| Balance at March 31, 2007 | 4,412,500 |              | 740,000 | 3,672,500 |              |

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**Table of Contents****BASIC AND DILUTED NET INCOME PER SHARE**

Net income per share is calculated in accordance with the Statement of financial accounting standards No. 128 (SFAS No. 128), Earnings per share . Basic net income per share is based upon the weighted average number of common shares outstanding. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if all potential common stock (including common stock equivalents) had all been issued, and if such additional common shares were dilutive. Under SFAS No. 128, if the additional common shares are dilutive, they are not added to the denominator in the calculation.

The Company's significant components of common stock equivalents are its convertible debentures (which were retired effective June 30, 2006), warrants to purchase the Company's common stock and stock options.

Prior to the retirement of all convertible debentures effective June 30, 2006, the convertible debentures which could be exercised on any date subsequent to the issuance of the convertible debentures, would have had an anti-dilutive effect on the net income per common share once and if the holders elected to exchange the convertible debentures for shares of the Company's common stock. The number of common shares which could be exchanged by the Company for a full release of the obligation to repay the principal and interest balances associated with all convertible debentures could possibly have been based in part on the Company's price per common share as quoted on the OTC bulletin board on the date of conversion. Since the Company was not able to determine the price per common share of its common stock in the future, it did not believe it could reasonably determine the number of common shares to be issued pursuant to an exchange of its convertible debentures for common shares. Therefore, the Company could not accurately determine the number of common shares which could be exchanged by the Company that are related to the convertible debentures as of March 31, 2006. There were no convertible debentures outstanding as of March 31, 2007.

Stock options that have an anti-dilutive effect on the net income per common share once exercised to purchase 3,672,500 (at strike prices ranging from \$.21 to \$.79 per share) and 2,320,000 (at strike prices ranging from \$.42 to \$.79 per share) shares of common stock remained outstanding as of March 31, 2007 and March 31 2006, respectively. These stock options have various vesting periods between two and three years from the date of grant.

Warrants that have an anti-dilutive effect on the net income per common share once exercised, to purchase 19,265,895 (at strike prices ranging from \$.01 per share to \$.85 per share) and 10,945,645 (at strike prices ranging from \$.01 to \$1.90 per share) shares of common stock remained outstanding as of March 31, 2007 and March 31, 2006, respectively.

**401(k) AND PROFIT SHARING PLANS**

The Company has a qualified 401(k) profit sharing plan that covers substantially all full-time employees meeting certain eligibility requirements. The Company's annual profit sharing contribution is discretionary as determined by the Board of Directors; however, the contributions cannot exceed 25% of compensation for the eligible employees in any one tax year. For the year ended December 31, 2006, the Company's net contributions to the plan (after applying forfeiture credits) was \$142,777. Contributions to the Plan are designated for each allocation group, and then allocated among eligible participants in each group based on the ratio of their salaries to the total salaries of all participants in the group. The plan document specifies the members of each allocation group. Because of the Company's defined benefit pension plan (which was terminated in 2006), the minimum contribution for each eligible non-key employee is 5% of pay. After 2006, provided that no key employee makes 401(k) contributions to the plan, there will be no minimum company contribution required.

Profit sharing contribution accounts are subject to a five year graded vesting schedule.

With respect to the plan's 401(k) feature, eligible employees may contribute from 1% to 75% of their annual compensation to the Plan, limited to a maximum annual amount as set periodically by the Internal Revenue Service. Although the plan provides for a discretionary matching contribution by the Company, no matching contributions were made for the year ended December 31, 2006 and the Company does not intend to make any contributions for 2007.



**Table of Contents****DEFINED BENEFIT PLAN**

Kelley sponsors a defined benefit pension plan which covers all employees who have completed one year of service and have attained the age of twenty-one. The following table sets forth the benefit obligation, fair value of plan assets, and the funded status of the Kelley's Plan; amounts recognized in the Company's financial statements; and the principal weighted-average assumptions used:

|  | <b>At December<br/>31,<br/>2006</b>                         |
|--|---|
| Change in benefit obligation:  |   |
| Benefit obligation at beginning of year  | \$ 400,194  |
| Actuarial gain   | (2,161)   |
| Interest cost  | 21,892  |
| Benefit obligation at end of year  | \$ 419,925  |
| Change in plan assets:   |   |
| Fair value of plan assets at beginning of year   | \$ 402,659  |
| Actual return on plan assets   | 33,516  |
| Fair value of plan assets at end of year   | \$ 436,175  |
|  | <b>For the Year<br/>Ended<br/>December<br/>31,<br/>2006</b> |
| Funded status  | \$ (16,250)   |
| Unrecognized net actuarial gain  | (12,648)  |
| Net amount recognized  | \$ (3,602)  |
| Amounts recognized in the statement of financial position consist of:                        |   |
| Prepaid benefit cost   | \$ (3,602)  |
| Net amount recognized  | \$ (3,602)  |
| Weighted-average assumptions as of December 31:  |   |
| Discount rate  | 5.50%   |
| Expected return on plan assets   | 6.00%   |
| Rate of compensation increase  | 3.00%   |
| Components of net periodic benefit cost for the year ended December 31, 2006 are as follows: |   |
|  | <b>2006</b>   |
| Service cost   | \$ 0  |
| Interest cost  | 21,892  |
| Net asset gain (loss) during the period deferred for later recognition                       | 9,356   |
| Expected return on plan assets   | (33,516)  |

Net periodic benefit cost \$ (2,268)

The projected benefit obligation, accumulated benefit obligation, and fair value of plan assets for the pension plans as of December 31, 2006 were \$419,925, \$419,925 and \$436,175.

The provisions of Financial Accounting Standards Board Statement No. 87 (Employers' Accounting for Pensions) require the Company to record an additional minimum liability of \$0 at December 31, 2006. This liability represents the amount by which the accumulated benefit obligation exceeds the sum of the fair market value of plan assets and accrued amounts previously recorded. The additional liability may be offset by an intangible asset to the extent of previously unrecognized prior service cost.

The Company has discontinued the defined benefit pension plan as of November 13, 2006.

**Table of Contents****3. GOING CONCERN**

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles, which contemplates continuation of the Company as a going concern. However, the Company has accumulated deficit of \$31,894,773, and is generating losses from operations. The continuing losses have adversely affected the liquidity of the Company. The Company faces continuing significant business risks, including but, not limited, to its ability to maintain vendor and supplier relationships by making timely payments when due.

In view of the matters described in the preceding paragraph, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to raise additional capital, obtain financing and to succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Management has taken the following steps to revise its operating and financial requirements, which it believes are sufficient to provide the Company with the ability to continue as a going concern in the near term: (i) completed the discontinuance of operations ant NIC and COM, (ii) increased gross margins at Kelley from 12% in the fourth quarter of 2005 to 32% in the first quarter of 2007, (iii) restructured all of the Company's convertible debt in exchange for promissory notes with payment terms ranging from two to five years, (iv) retired the rights for the holders to convert the outstanding debt into common stock of the Company, (v) restructured bank and other loans payable saving \$500,000 of debt service in 2007, (vi) reduced head count which is expected to result in approximately \$500,000 in cost savings in 2007, (vii) raised \$2,157,000 in private equity, (viii) increased sales and marketing efforts and (ix) sold a 50% share of a non-core business asset that yielded approximately \$316,000 in net proceeds.

**4. ASSETS HELD FOR SALE**

The Company is currently in the process of designing and building cable television and internet systems in order to provide such services to up to approximately 2,000 residential homeowners in a development in Henderson, Nevada called Tuscan. The Company and its Board of Directors approved a plan to sell the asset. In April of 2007, the Company sold 50% of its interest in this asset for \$375,000 and entered into a joint venture agreement to manage the operations along with the buyer. At March 31, 2007 and December 31, 2006, the Asset Held for Sale was comprised primarily of materials and labor costs incurred on the job site, net of the results of the operations to date. The operations to date consist of minimal billings to the home owners association for customers who are receiving basic cable television service from the Company and billings to individual home owners for internet services provided to them by the Company, less the costs to provide such services and maintain the equipment. The initial installation, or Phase I, was completed on September 1, 2006 and Phase II (to provide expanded cable television services) was substantially completed in April of 2007. At December 31, 2006, the Company wrote the asset down by \$477,295 to approximate its fair market value, based on the purchase price received from the buyer.

**5. PAYROLL TAX LIABILITY**

Payroll tax liabilities of \$194,141 and \$239,142 were payable at March 31, 2007 and December 31, 2006, respectively. These liabilities arose at NIC and COM during 2003 and 2004. The Company has been and remains current on all payroll tax liabilities since then. On July 27, 2006, the Internal Revenue Service approved a payment plan presented by the Company whereby the Company is obligated to pay \$15,000 per month through May 2008 and \$25,000 per month from May 2008 until the balance is paid in full. Interest and penalties will continue to accrue until the balance is paid in full. At March 31, 2007 and December 31, 2006, this liability has been included in the Net Liabilities of Discontinued Operations in the Company's accompanying consolidated financial statements.

**Table of Contents****6. FAIR MARKET VALUE OF DERIVATIVE LIABILITIES**

The fair market value of derivative liabilities consist of the following:

|  | <b>March 31,<br/>2007</b> | <b>December 31,<br/>2006</b> |
|--|---------------------------|------------------------------|
| Derivative liability related to the issuance of warrants in exchange for common stock in March 2006    | \$ 1,036,673              | \$ 1,497,416                 |
| Adjustment to record fair market value of derivative liability   | (575,929)                 | (460,743)                    |
| Subtotal   | 460,744                   | 1,036,673                    |
| Derivative liability related to the issuance of warrants related to private placement in November 2006 | 790,435                   | 729,820                      |
| Adjustment to record fair market value of derivative liability   | (592,389)                 | 60,615                       |
| Subtotal   | 198,046                   | 790,435                      |
| Derivative liability related to the issuance of warrants related to private placement in January 2007  | 1,045,182                 |                              |
| Adjustment to record fair market value of derivative liability   | (697,054)                 |                              |
| Subtotal   | 348,128                   |                              |
| Balance  | \$ 1,006,918              | \$ 1,827,108                 |

**7. NOTES PAYABLE****Notes Payable Related to the Acquisition of Kelley**

The Company entered into the following borrowing transactions in connection with its acquisition of Kelley:

The Company entered into a note payable to a bank dated August 30, 2005 (the B of A Note ), which bears interest at a variable rate, 2% over the Prime Rate, or 10.25% per annum as of December 31, 2006. Monthly principal payments of \$20,834 are due on this note through September 15, 2008. The balance of \$442,449 remained outstanding as of December 31, 2006, and included a current portion of \$250,008. This note payable is collateralized by amounts that have been pledged by Dutchess, a related party to the Company.

The Company entered into a note payable to a bank dated September 20, 2005 (the B of N Note ) which bears interest at a fixed rate of 7.50% per annum. Monthly principal and interest payments of \$32,672 are payable through September 20, 2008. The balance of \$640,807 remained outstanding as of December 31, 2006, and included a current portion of \$356,081. This note payable is collateralized by amounts that have been pledged by Dutchess, a related party to the Company.

On March 2, 2007, the Company refinanced the B of A Note and the B of N Note, using the proceeds from the Bank of Nevada to satisfy the B of A Note in its entirety, in the amount of \$400,693. The new note with Bank of Nevada, in the principal amount of \$1,090,807, dated March 2, 2007, carries interest at a fixed rate of 7.5%. Principal and interest payments of \$29,098 per month are payable through September 20, 2010. The Company received proceeds of \$42,418 from the Bank of Nevada from the new note at closing. The balance at March 31, 2007 was \$1,067,695 and included a current portion of \$278,543.

On September 22, 2005, the Company issued \$360,000 in convertible debentures to an unaffiliated individual and \$540,000 in convertible debentures due to a member of the Company's Board of Directors. The convertible debentures carried an interest rate of 0.00% and were due in September of 2006. These debentures were issued with a discounted price from the face value of \$60,000 and \$90,000 respectively. The holders were entitled to convert the face amount of the debentures, plus accrued interest, anytime following the issuance of these convertible debentures, into common

stock of the Company at the lesser of (i) 75% of the lowest closing bid price during the fifteen trading days prior to the conversion date or (ii) 100% of the closing bid prices for the twenty trading days immediately preceding the issuance of the convertible debentures ( Fixed Conversion Price ), each being referred to as the Conversion Price . No fractional shares or scrip representing fractions of shares were to be issued on conversion, but the number of shares issuable were to be rounded up or down, as the case may be, to the nearest whole share. Additionally, the Company issued warrants to purchase 90,000 and 135,000 shares of the Company s common stock, respectively, at a purchase price equal to 120% of the fair market value on the date of issuance. The warrants were valued at \$21,919 and \$32,790, respectively, and were recorded as derivative liabilities in the Company s balance sheet. The beneficial conversion features related to these convertible debentures were valued at \$572,386 and were recorded as debt discount and derivative liabilities. The debt discount was being amortized into interest expense over the life of the loan.

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Effective June 30, 2006, the Company entered into Amended and Restated Promissory Notes with Robert Unger, an unaffiliated individual, and James Michael Kelley, a member of the Company's Board of Directors, which restated and replaced in their entireties, convertible debentures in the amount of \$360,000 to Mr. Unger and \$540,000 to Mr. Kelley, including retiring the conversion rights of the debentures and retiring all related warrants to purchase shares of the Company's common stock. The principal amounts as amended are \$317,500 and \$476,250, respectively. Both promissory notes bear interest at 7% per annum. The Company was obligated to begin making payments on both promissory notes in January 2007 and both promissory notes are due in September 2008. The Company was obligated to make principal and interest payments in the aggregate amount of \$300,000 for the 12 months ended December 31, 2007, and \$588,357 for the 12 months ended December 31, 2008. On March 2, 2007, the Company entered into a Second Amended and Restated Promissory Note with Robert Unger, effective December 31, 2006, whereby the Company removed all debt service payments on the note until September 2008, at which time the note, plus all accrued interest in the total amount of \$369,335 is due and payable. As of May 15, 2007, the Company has not paid Mr. Kelley the monthly payments for March, April or May, however, Mr. Kelley has waived any default under the agreement.

The Amended and Restated Promissory Notes also provide:

if prior to the Company's full payment and satisfaction of the Amended and Restated Promissory Notes, the Company borrows monies or raise capital from the sale of its common stock in excess of \$3,500,000 (after the payment of all financing fees and expenses), the Company is obligated to pay to Mr. Unger 20% and Mr. Kelley 30% of such excess up to the unpaid balance on the new promissory note within 10 days after receipt of such funds and if such funds are raised prior to when the Company is obligated to begin making payments, such obligation will be accelerated and will begin one month following such financing (Effective December 31, 2006, the Second Amendment and Restated Promissory Note with Robert Unger, increased this threshold to \$4,000,000); and

if at any time during which the Amended and Restated Promissory Notes remain unpaid, the Company's earnings on a consolidated basis during any calendar year exceed \$1,000,000 (before interest, taxes, depreciation and amortization, but after deducting of all principal and interest payments on outstanding debts, other than certain mandatory prepayments as discussed herein), the Company is obligated to pay Mr. Unger 13% and Mr. Kelley 20% of the excess earnings, up to the unpaid balance of the new promissory note as a prepayment, within 10 business days of the filing of its Annual Report on Form 10-KSB.

The Company assumed \$492,856 in various notes payable to the CEO and founder of Kelley, carrying interest at a fixed rate of 5.00% per annum. These notes payable were refinanced on October 7, 2005 with a \$492,856 note payable carrying interest at 6.00% per annum and requiring 24 monthly payments of \$17,412 in principal and interest through September 2007. The balance of \$119,480 and \$152,816, all of which is current, remained outstanding as of March 31, 2007 and December 31, 2006, respectively. As of May 15, 2007, the Company has not paid Mr. Kelley the monthly payments for March, April or May, however, Mr. Kelley has waived any default under the agreement.

The Company assumed three notes payable to banks, secured by five automobiles, carrying interest at fixed rates of 6.25% per annum on one note and 5.75% per annum on the other two notes. Monthly principal and interest payments of \$1,769 are payable through March 7, 2008 and \$740 through May 2009. The balance of \$29,004 remained outstanding as of March 31 2007, of which \$19,014 is included in current liabilities.

During the year ended December 31, 2006, the Company entered into a capital lease obligation for warehouse equipment in the approximate amount of \$25,000 with a five year term and interest rate of 6.6% per annum. The Company is obligated to make principal and interest payments in the approximate amount of \$6,000 per annum for the life of the lease. At March 31, 2007, the balance of \$23,514 remained outstanding of which approximately \$4,500 is included in current liabilities.

**Other Notes Payable and Convertible Debentures**

During the year ended December 31, 2005, the Company issued a total of seven convertible debentures in the aggregate principal amount of \$350,000 to a shareholder of the Company. During the year ended December 31, 2003, the Company had issued a convertible debenture in the aggregate principal amount of \$25,000 to the same shareholder. These convertible debentures carried interest rates of 6% or 8% per annum, and were due in

February 2009, December of 2009, or in April 2008. Payments were not mandatory during the term of the convertible debentures, however, the Company maintained the right to pay the balances in full

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without penalty at any time. The holders were entitled to convert the face amounts of the debentures, plus accrued interest, into common stock of the Company anytime following the issuance of each debenture, at the lesser of (i) 75% of the lowest closing bid price during the fifteen trading days prior to the conversion date or (ii) 100% of the average of the closing bid prices for the twenty trading days immediately preceding the issuance of such debenture, each being referred to as the Conversion Price. No fractional shares or scrip representing fractions of shares were to be issued on conversion, but the number of shares issuable were to be rounded up or down, as the case may be, to the nearest whole share. The beneficial conversion features related to the 2005 issuances of convertible debentures were recorded as derivative liabilities in the aggregate amount of \$410,334, of which \$60,334 was recorded as interest expense at the time of issuance. The remaining amount was recorded as a debt discount and was amortized into interest expense over the life of the loan. The beneficial conversion feature related to the 2003 issuance of a convertible debenture was recorded as a derivative liability in the amount of \$30,349, of which \$5,349 was recorded as interest expense at the time of issuance. The remaining amount was recorded as a debt discount and was amortized into interest expense over the life of the loan.

Effective June 30, 2006, the Company entered into a Loan Restructure Agreement with the holder of these convertible debentures pursuant to which the convertible debentures were cancelled and replaced with a promissory note in the amount of \$375,000 with an interest rate at 7% per annum. The Company is obligated to make interest only payments in the amount of \$2,000 per month from August 2006 through January 2008 (of which \$20,000 has been paid as of May 15, 2007). Beginning in February 2008, the Company is obligated to make principal and interest payments in the amount of \$8,000 per month until June of 2011. The new promissory note is due on July 1, 2011 with a balloon payment of \$111,805 being due on that date.

In the event of a default on the new promissory note by the Company, the shareholder has the right to declare the full and unpaid balance of the new note due and payable, and enforce each of its rights under the aforementioned convertible debentures that have been retired, including conversion into shares of the Company's common stock.

**8. RELATED PARTY TRANSACTIONS****RELATED PARTY NOTES PAYABLE and DEBT RESTRUCTURING**

During the years ended December 31, 2006 and 2005, the Company issued \$3,132,600 and \$2,136,360, respectively, in convertible debentures to Dutchess Private Equities II, LP. The Company paid \$100,000 to Dutchess in financing fees during the year ended December 31, 2006. During the years ended December 31, 2004 and 2003, the Company issued \$1,867,718 and \$338,000 in convertible debentures to Dutchess Private Equities, LP respectively. The convertible debentures carried interest rates of 8% and 6% per annum, and were due at various dates between April 2008 and June 2011. Payments were not mandatory during the term of the convertible debentures. However, the Company maintained the right to pay the balances in full without penalty at any time. The holder was entitled to convert the face amount of the debentures, plus accrued interest, into common stock of the Company anytime following the issuance of such debenture, at the lesser of (i) 75% of the lowest closing bid price during the fifteen trading days prior to the conversion date or (ii) 100% of the average of the closing bid prices for the twenty trading days immediately preceding the issuance of such debenture, each being referred to as the Conversion Price. No fractional shares or scrip representing fractions of shares will be issued on conversion, but the number of shares issuable was to be rounded up or down, as the case may be, to the nearest whole share. The beneficial conversion features embedded in these convertible debentures were treated as derivative liabilities in accordance with EITF 00-19. The 2006, 2005, 2004 and 2003 value of the derivative liabilities amounted to \$3,228,422, \$2,330,745, \$2,465,011 and \$488,801, respectively. Of such amounts \$602,307, \$534,385, \$643,511 and \$101,185 was charged to interest expense at the time of issuance for the years ended December 31, 2006, 2005, 2004 and 2003, as restated, respectively. The remaining amounts were recorded as debt discount and amortized into interest expense over the life of the debenture.

The \$3,132,600, \$2,136,360 and \$1,867,718 of convertible debentures that were issued in 2006, 2005 and 2004, respectively were issued with a discounted price from the face value of \$512,000, \$340,000 and \$248,600, respectively. Additionally, the Company issued warrants to purchase 2,349,000, 1,020,000 and 1,286,000 shares of the Company's common stock at varying exercise prices between \$.41 and \$.60 per share during 2006, \$1.03 and \$1.83 per share during 2005 and between \$1.73 and \$1.90 per share during 2004. The warrants issued in 2006, 2005 and



2004 were valued at \$854,470, \$2,034,073 and \$2,074,222, as restated, respectively, and were charged to interest expense and derivative liabilities at the time of issuance.

Effective June 30, 2006, the Company entered into a Loan Restructure Agreement and a Promissory Note in the face amount of \$6,254,960 with Dutchess, whereby it cancelled 5,729,000 warrants and convertible debentures with a face amount of \$7,300,000 and Dutchess forgave approximately \$500,000 of accrued interest. The new promissory note was issued at a discount of approximately \$178,000 and bears interest at 7% per annum and requires monthly principal and interest payments through July 1, 2011 when the note becomes due with a balloon payment of \$1,460,642. Effective December 31, 2006, the Company entered into a Second Loan

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Restructure Agreement with Dutchess whereby the Company is obligated to make the following monthly principal and interest payments for the years ended December 31,;

|                 |                  |
|-----------------|------------------|
| 2007            | \$ 300,000       |
| 2008            | 600,000          |
| 2009            | 900,000          |
| 2010            | 1,200,000        |
| 2011            | 1,500,000        |
| January 1, 2012 | 3,817,859        |
| <br>Total       | <br>\$ 8,317,859 |

The Loan Restructure Agreement and the Second Loan Restructure Agreement also provides:

that the Company must obtain written consent from Dutchess, not to be unreasonably withheld, in order to grant a lien or security interest in any of its assets and to borrow money or sell shares of its common stock, which borrowing or sale either alone or aggregated during any six month period exceeds \$250,000. The Second Loan Restructuring Agreement modified those terms to allow the Company to borrow money as it deems reasonable with no necessity for Dutchess consent;

if prior to full payment and satisfaction of the new promissory note, the Company borrows money or raises capital from the sale of its common stock in excess of \$3,500,000 (after the payment of all financing fees and expenses), the Company is obligated to pay to Dutchess 50% of such excess up to the unpaid balance on the new promissory note within 10 days after receipt of such funds. The Second Loan Restructure Agreement changed the threshold for this repayment from \$3,500,000 net proceeds to \$4,000,000 in gross proceeds;

if at any time during which the new promissory note remains unpaid, the Company's earnings on a consolidated basis during any calendar year exceeds \$1,000,000 (before interest, taxes, depreciation and amortization, but after deducting all principal and interest payments on outstanding debts, other than certain mandatory prepayments as discussed herein), the Company is obligated to pay Dutchess 33% of the excess earnings, up to the unpaid balance of the new promissory note as a prepayment, within 10 business days of the filing of its Annual Report on Form 10-KSB; and

that the Company must obtain written consent of Dutchess, not to be unreasonably withheld, to sell any of its assets (other than the sales of inventory or other assets sold in the normal course of business) and in the event of an asset sale, the Company shall pay to Dutchess 33% of the proceeds of the asset sale, up to the unpaid principal balance as a prepayment on the new promissory note, within 10 business days after the Company receives the funds. The Second Loan Restructure Agreement excluded the sale of the Company's broadband services system at Tuscan from the definition of an Asset Sale.

In the event of a default on the new promissory note, Dutchess has the right to declare the full and unpaid balance of the new note due and payable, and enforce each of its rights under the aforementioned convertible debentures and warrants that have been retired, including conversion into and/or purchase of shares of the Company's common stock.

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During the year ended December 31, 2006, the Company entered into the following factoring and security agreements to sell, transfer and assign certain accounts receivable to Dutchess Private Equities Fund, LP. Dutchess may on its sole discretion purchase any specific account. All accounts sold are with recourse on seller. All of the Company's assets including accounts receivable, inventories, equipment and promissory notes are collateral under these agreements. The difference between the face amount of each purchased account and advance on the purchased account shall be reserved and will be released after deductions of discount and charge backs. In addition, Dutchess charges finance fees in connection with these agreements. At December 31, 2006, all factoring and security agreements were paid in full in addition to interest paid to Dutchess amounting to approximately \$120,000.

| <b>Date</b>                  | <b>Amount</b> | <b>Financing Fees</b> |
|------------------------------|---------------|-----------------------|
| 5/15/2006                    | \$ 650,000    | \$ 5,000              |
| 4/13/2006                    | 500,000       | 5,000                 |
| 4/12/2006                    | 200,000       | 5,000                 |
| 3/27/2006                    | 450,000       | 5,000                 |
| 3/20/2006                    | 650,000       | 5,000                 |
| 3/9/2006                     | 360,000       | 5,000                 |
| 2/21/2006                    | 100,000       | 5,000                 |
| 2/16/2006                    | 850,000       | 5,000                 |
| 1/30/2006                    | 150,000       | 5,000                 |
| 1/27/2006                    | 650,000       | 5,000                 |
| Totals                       | 4,560,000     | \$ 50,000             |
| Repayments                   | 4,560,000     |                       |
| Balance at December 31, 2006 | \$ 0          |                       |

**9. DISCONTINUED OPERATIONS**

In the second quarter of 2006, the Company finalized its plans to shut down its operations at its NIC and COM subsidiaries. The Company decided to close down these operations primarily because they were incurring operating losses, had low gross margins and were experiencing cash flow shortages, in addition to the fact that these businesses were not consistent with the core business of the Company's subsidiary, Kelley. In conjunction with this decision, the Company has accrued \$150,000 to cover the costs of closing the subsidiary companies. The net assets and liabilities of the discontinued operations at December 31, 2006 and 2005 and consists of the following;

|  | <b>March 31,<br/>2007</b> | <b>December<br/>31,<br/>2006</b> |
|--|---------------------------|----------------------------------|
| Assets of discontinued operations      |                           |                                  |
| Cash                                   | \$                        | \$                               |
| Accounts receivable, net               |                           | 41,981                           |
| Inventory                              |                           |                                  |
| Fixed assets, net                      |                           |                                  |
| Security deposit                       |                           |                                  |
| Total assets                           | \$                        | \$ 41,981                        |
| Liabilities of discontinued operations |                           |                                  |

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|  |            |            |
|--|------------|------------|
| Accounts payable and accrued expenses      | \$ 111,622 | \$ 152,694 |
| Payroll taxes payable                      | 194,142    | 239,142    |
| Total liabilities                          | \$ 305,764 | \$ 391,836 |
| Net liabilities of discontinued operations | \$ 305,764 | \$ 349,855 |

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Loss from discontinued operations in the Company's Income Statements consists of;

|                                   | <b>Three Months Ended March<br/>31,</b> |              |
|-----------------------------------|---|--------------|
|                                   | <b>2007</b>                             | <b>2006</b>  |
| Sales                             | \$                                      | \$ 101,913   |
| Cost of goods sold                |   | 120,449      |
| Gross profit                      |   | (18,536)     |
| Less expenses                     |   |              |
| Salaries                          |   | 98,858       |
| Insurance                         |   | 19,478       |
| Travel                            |   | 13,793       |
| Interest expense                  |   | 22,331       |
| Loss on sale of assets            |   | 104,347      |
| Other                             |   | 484,635      |
| Loss from discontinued operations | \$                                      | \$ (761,978) |

**10. INCOME TAXES**

No provision was made for Federal income tax since the Company has significant net operating losses. Through March 31, 2007 and December 31, 2006, the Company incurred net operating losses for tax purposes of approximately \$31,895,000 and \$32,330,000, respectively. The net operating loss carry forwards may be used to reduce taxable income through the year 2024. The availability of the Company's net operating loss carry-forwards are subject to limitation if there is a 50% or more positive change in the ownership of the Company's stock. A valuation allowance for 100% of the deferred taxes asset has been recorded due to the uncertainty of its realization.

|   | <b>At December 31,</b> |              |
|---|------------------------|--------------|
|   | <b>2006</b>            | <b>2006</b>  |
| Tax benefit of net operating loss carry-forward | \$ 9,569,000           | \$ 8,887,000 |
| Valuation allowance                             | (9,569,000)            | (8,887,000)  |
|   | \$                     | \$           |

The following is a reconciliation of the provision for income taxes at the U.S. federal income tax rate to the income taxes reflected in the Statement of Operations:

|  | <b>March 31, 2007<br/>and<br/>December 31, 2006</b> |
|--|---|
| Tax expense (credit) at statutory rate-federal | (34)%   |
| State tax expense net of federal tax           | (6)%  |
| Changes in valuation allowance                 | (40)%   |
| Tax expense at actual rate                     |   |

The valuation allowance increased by approximately \$682,000 and \$1,087,000 for the three months ended March 31, 2007 and for the year ended December 31, 2006, respectively. Since the realization of the operating loss carry-forwards are doubtful, it is reasonably possible that the Company's estimate of the valuation allowance will

change.

11. COMMITMENTS & CONTINGENCIES

**LITIGATION**

On January 24, 2005, the Company filed an action in the Superior Court of California, County of Orange against the former principals of DMSI for damages and injunctive relief based on alleged fraud and breach of contract relating to the Company's purchase of DMSI. The complaint was amended on March 14, 2005 to seek rescission of the Company's purchase of DMSI from its former owners. The Defendant also filed a cross-complaint in the above action seeking recovery under various employment and contract theories for unpaid compensation, expenses and benefits totaling approximately \$90,000. Defendant also sought payment of an

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outstanding balance of a note related to the purchase by the Company of DMSI totaling approximately \$85,000. Further, Defendant was seeking injunctive relief for enforcement of the stock purchase agreement of DMSI. This case was settled and the Company agreed to pay Defendant \$84,000 over a 12 month period, which has been paid in full, and also agreed to issue Defendant 300,000 shares of its common stock, which was issued with a value of \$139,800 during the year ended December 31, 2006.

In March 2006, Lisa Cox sued Kelley, NIC, and Kelley's CEO personally, claiming damages related to promises she alleges were made to her husband, prior to her husband's death. The alleged promises made resulted from business transactions between her husband and Kelley, prior to the Company's acquisition of Kelley. This suit was settled on February 26, 2007 (effective January 31, 2007), whereby the Company agreed to pay \$90,000 to Mrs. Cox and to issue 280,000 restricted shares of the Company's common stock to her. The Company paid \$30,000 to Mrs. Cox at settlement and is obligated to pay \$15,000 per year for the next four years. The Company issued 280,000 restricted shares of its common stock on February 26, 2007. The shares are restricted as follows; 100,000 shares are restricted for 12 months. The restrictions on the remaining 180,000 shares are removed in 15,000 share increments on a monthly basis during months 13 to 24 from settlement.

In February 2007, the Company received a request from a third party to pay them certain amounts of the profits that may be generated in the future related to the contracts that Kelley is currently performing on related to the One Las Vegas project. The third party is claiming that Kelley entered into a Joint Venture with them, however, there are no signed term sheets or contracts, nor have term sheets or contracts ever been drafted. The third party is basing its request on verbal and email communications. Kelley is in the process of negotiating with this third party to settle this disagreement. It is likely that this situation will go to mediation, however, the overall exposure at this point is difficult to determine. The Company believes that its exposure is limited and that the outcome of this situation will not have a material impact on its financial statements, and that it is too premature at this time to estimate what losses, if any, may be incurred.

The Company may be involved in litigation, negotiation and settlement matters that may occur in the day-to-day operations of the Company and its subsidiaries. Management does not believe implication of these litigations will have any material impact on the Company's financial statements.

**OTHER COMMITMENTS**

The Company is obligated to pay rent amounts as follows:

For the 12 months ended March 31:

|      |            |
|------|------------|
| 2008 | \$ 180,000 |
| 2009 | \$ 90,000  |

The Company is obligated to pay \$10,000 per month through December 31, 2010 related to an exclusive reseller agreement with a software company.

Effective April 2007, Kelley sold 50% of its ownership interest in Tuscany. Kelley, along with its joint venture partner in Tuscany are obligated to complete the design and build-out of the cable television and internet system to approximately 2,000 homeowners in the Tuscany development located in Henderson, Nevada. The Company anticipates that it will cost the joint venture an additional \$100,000 approximately, to complete the design and build-out of these systems. In addition, the Company anticipates additional costs once the systems are designed and built, in order to install the systems into the residential homes. The joint venture has various service agreements related to this project for programming, bandwidth, equipment co-location and storage, and administrative services, that range from three to ten years in duration. The minimum monthly obligations on these contracts amount to approximately \$8,000, once all services are activated. In addition, there are additional amounts due on certain of these service contracts that are directly related to the number of subscribers. Kelley is responsible for 50% of all of the expenditures related to this joint venture.

**12. STOCKHOLDERS' EQUITY****EQUITY**

During the three months ended March 31, 2007, the Company issued 100,842 shares of common stock valued at \$30,000 to service providers for investor relations services.

During the three months ended March 31, 2007, the Company incurred \$81,137 in employee stock option expense.



**Table of Contents****Common Stock Exchanged for a Warrant**

On March 10, 2006, Dutchess Advisors, Ltd. and Dutchess Private Equities Fund L.P. (collectively "Dutchess") exchanged 2,879,645 shares of the Company's common stock for a warrant to purchase 2,879,645 shares of the Company's common stock at \$0.01 per share, with a fair market value of \$1,526,212 or \$.53 per share (the closing price of the Company's common stock on the date of the transaction). In accordance with SFAS 150, the Company has recorded a derivative liability in the amount of the aforementioned \$1,526,212, less consideration of \$28,796, the exercise price associated with the warrant. The fair value of the warrant has been measured with changes in fair value being recorded in the statement of operations as follows:

## Gain (Loss) on Fair Value of Warrant

|            |            |
|------------|------------|
| Q1 2006    | \$ 316,761 |
| Q2 2006    | 403,150    |
| Q3 2006    | (259,168)  |
| Q4 2006    | 0          |
| Total 2006 | \$ 460,743 |
| Q1 2007    | \$ 575,929 |

**Private Placements**

On January 23, 2007, the Company closed on a private placement whereby the Company raised \$1,157,000 in exchange for 7,231,250 shares of the Company's common stock and warrants to purchase 7,231,250 shares of the Company's common stock at \$0.50 per share. The Company determined the warrants were derivative liabilities under SFAS 133 paragraph 6 and valued the warrants at \$1,045,082. The warrants were recorded as a reduction of additional paid in capital and an increase in derivative liability of \$1,045,082. The Company utilized the Black-Scholes option pricing model to value the warrants. Attributes used to determine the initial value of the warrants on January 23, 2007 and March 31, 2007 are below. The Company recorded a gain on the change in the fair market value of this derivative liability in the amount of \$697,054 for the three months ended March 31, 2007.

**Warrant Valuation Information for the Initial Value on January 23, 2007**

|  | <b>March 31,<br/>2007</b> | <b>January 23,<br/>2007</b> |
|--|---------------------------|-----------------------------|
| Valuation Assumptions                                      |                           |                             |
| Stock price on grant date                                  | \$ 0.32                   | \$ 0.32                     |
| Number of warrants   | 7,231,250                 | 7,231,250                   |
| Expected option term (in years)                            | 4.75                      | 5                           |
| Expected duration from grant to expiration date (in years) | 10                        | 10                          |
| Option vesting term (in years)                             | 1.94                      | 2.00                        |
| Expected volatility  | 61.07%                    | 60.75%                      |
| Risk-free interest rate                                    | 4.56%                     | 4.60%                       |
| Expected forfeiture rate                                   | 5%                        | 5%                          |
| Estimated corporate tax rate                               | 40%                       | 40%                         |
| Expected dividend yield                                    | 0%                        | 0%                          |

On August 1, 2006, the Company entered into a non-exclusive contract with a licensed broker-dealer for financial advisory services. The Company has agreed to pay a commission of 7% on all units sold by this broker-dealer.

On November 13, 2006, the Company closed on a private placement whereby the Company raised \$1,000,000 in exchange for 5,000,000 shares of the Company's common stock and warrants to purchase 5,000,000 shares of the Company's common stock at \$0.60 per share. The Company recorded the issuance of the common stock (par value \$.001) as a credit to Common Stock, Par of \$5,000 and a credit to Additional Paid In Capital of \$995,000, net of

financing costs associated with this particular private placement of \$401,027. The Company determined the warrants were derivative liabilities under SFAS 133 paragraph 6 and valued the warrants at \$729,820. The warrants were recorded as a reduction of additional paid in capital and an increase in derivative liability of \$729,820. The Company utilized the Black-Scholes option pricing model to value the warrants and has calculated a loss on derivative liability of

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\$60,615 for the year ended December 31, 2006. Attributes used to determine the initial value of the warrants on November 13, 2006 and the value of the warrants on March 31, 2007 and December 31, 2006 are below.

**Warrant Valuation Information for the Initial Value on November 13, 2006**

|  | <b>March 31,<br/>2007</b> | <b>December 31,<br/>2006</b> | <b>November 13,<br/>2006</b> |
|--|---------------------------|------------------------------|------------------------------|
| Valuation Assumptions                                      |                           |                              |                              |
| Stock price on grant date                                  | \$ 0.37                   | \$ 0.37                      | \$ 0.37                      |
| Number of warrants   | 5,000,000                 | 5,000,000                    | 5,000,000                    |
| Expected option term (in years)                            | 4.58                      | 5                            | 5                            |
| Expected duration from grant to expiration date (in years) | 9                         | 10                           | 10                           |
| Option vesting term (in years)                             | 2.9                       | 3                            | 3                            |
| Expected volatility  | 61.07%                    | 55.12%                       | 55.12%                       |
| Risk-free interest rate                                    | 4.58%                     | 4.60%                        | 4.60%                        |
| Expected forfeiture rate                                   | 5%                        | 5%                           | 5%                           |
| Estimated corporate tax rate                               | 40%                       | 40%                          | 40%                          |
| Expected dividend yield                                    | 0%                        | 0%                           | 0%                           |

Additionally, during the year ended December 31, 2006, the Company:

Issued 294,871 shares of common stock, valued at \$110,000 for financial advisory services rendered on behalf of the Company, such shares were issued in November 2006;

Wrote off \$48,991 related to the fair market value of derivative liabilities for beneficial conversion features that were converted into common stock;

Issued 300,000 shares of common stock related to the DMSI settlement;

Issued 265,152 shares of common stock valued at \$105,125 for services rendered on behalf of the Company;

Retired approximately 5,954,000 million warrants to purchase common stock of the Company related to the aforementioned debt restructurings. As a result, the Company wrote off \$1,149,412 in unamortized discounts against Additional Paid in Capital;

Issued 434,484 shares of common stock to Dutchess upon Dutchess conversion of a convertible debenture, valued at \$153,783.

On September 22, 2005, the Company issued 300,000 warrants each, to two Kelley employees, to purchase the Company's common stock. The warrants have a term of five years and are exercisable at \$.85 per share. The warrants vest, subject to certain performance criteria, on February 17, 2007 and the employees must be employed by Kelley at December 31, 2006. The amount of the Company's common stock obtained by the employees as a result of exercise of the warrants, is subject to a two year leak-out agreement, restricting how many shares of the Company's common stock the employees can sell during that time frame. The warrants were valued using the Black Scholes model at \$118,838 and have been included in stock based compensation expense over the term of the warrants.

**13. BASIC AND DILUTED NET INCOME PER SHARE**

Net income per share is calculated in accordance with the Statement of financial accounting standards No. 128 (SFAS No. 128), Earnings per share. Basic net income per share is based upon the weighted average number of common shares outstanding. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if all potential common stock (including common stock equivalents) had all been issued, and if such additional common shares were dilutive. Under SFAS No. 128, if the additional common shares are dilutive, they are not added to the

denominator in the calculation.

The Company's significant components of common stock equivalents are its convertible debentures (which were retired effective June 30, 2006), warrants to purchase the Company's common stock and stock options.

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Prior to the retirement of all convertible debentures effective June 30, 2006, the convertible debentures which could be exercised on any date subsequent to the issuance of the convertible debentures, would have had an anti-dilutive effect on the net income per common share once and if the holders elected to exchange the convertible debentures for shares of the Company's common stock. The number of common shares which could be exchanged by the Company for a full release of the obligation to repay the principal and interest balances associated with all convertible debentures could possibly have been based in part on the Company's price per common share as quoted on the OTC bulletin board on the date of conversion. Since the Company was not able to determine the price per common share of its common stock in the future, it did not believe it could reasonably determine the number of common shares to be issued pursuant to an exchange of its convertible debentures for common shares. Therefore, the Company could not accurately determine the number of common shares which could be exchanged by the Company that are related to the convertible debentures as of March 31, 2006. There were no convertible debentures outstanding as of March 31, 2007.

Stock options that have an anti-dilutive effect on the net income per common share once exercised to purchase 3,672,500 (at strike prices ranging from \$.21 to \$.79 per share) and 2,320,000 (at strike prices ranging from \$.42 to \$.79 per share) shares of common stock remained outstanding as of March 31, 2007 and March 31, 2006, respectively. These stock options have various vesting periods between two and three years from the date of grant.

Warrants that have an anti-dilutive effect on the net income per common share once exercised, to purchase 19,265,895 (at strike prices ranging from \$.01 per share to \$.85 per share) and 10,945,645 (at strike prices ranging from \$.01 to \$1.90 per share) shares of common stock remained outstanding as of March 31, 2007 and March 31, 2006, respectively.

**14. SUBSEQUENT EVENTS****Asset Sale**

On April 9, 2007, Kelley entered into a Contribution, Assignment and Assumption Agreement (the "Contribution Agreement") with MCS Services LLC ("MCS") and Tuscany Services LLC ("Tuscany Services") pursuant to which Kelley contributed substantially all of its assets used in the operation of the cable system in the Tuscany Community located in Henderson, Nevada (the "Tuscany Assets") for a 50% interest in Tuscany Services. The Tuscany Assets were valued at \$750,000 in the transaction. Pursuant to the Contribution Agreement, MCS contributed \$375,000 in cash to Tuscany Services for a 50% interest in Tuscany Services. Upon the closing of the transaction, Tuscany Services immediately distributed \$375,000 in cash to Kelley. Kelley incurred approximately \$59,000 of professional fees related to this transaction.

In connection with the Contribution Agreement, Kelley and MCS also entered into an operating agreement dated April 9, 2007 with respect to the operations of Tuscany Services (the "Operating Agreement"). Pursuant to the Operating Agreement, Kelley and MCS each appointed a manager of Tuscany Services. The managers have equal authority and will direct the day-to-day operations of Tuscany Services. Pursuant to the Operating Agreement, Kelley and MCS are obligated to equally fund Tuscany Services' cash flow shortage each month, if any, including an initial contribution by Kelley and MCS of \$25,000 cash each. Additionally, the Operating Agreement contains a buy-sell provision that allows either MCS or Kelley to initiate buy-sell proceedings after the two year anniversary of the Operating Agreement; provided that purchase price for the non-initiating member's membership interest cannot be less than that member's capital account plus a 15% annualized rate of return.

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

The discussion and financial statements contained herein are for the three months ended March 31, 2007 and March 31, 2006. The following discussion should be read in conjunction with our financial statements and notes included herewith.

**CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

This report contains forward-looking statements that involve risks and uncertainties. We generally use words such as believe, may, could, will, intend, expect, anticipate, plan, and similar expressions to identify forward-looking statements, including statements regarding our ability to continue to create innovative technology products, our ability to continue to generate new business based on our sales and marketing efforts, referrals and existing relationships, our financing strategy and ability to access the capital markets and other risks discussed in our Risk Factor section included in our Form 10-KSB at and for the year ended December 31, 2006. Although we believe the expectations expressed in the forward-looking statements included in this Form 10-QSB are based on reasonable assumptions within the bounds of our knowledge of our business, a number of factors could cause our actual results to differ materially from those expressed in any forward-looking statements. We cannot assure you that the results or developments expected or anticipated by us will be realized or, even if substantially realized, that those results or developments will result in the expected consequences for us or affect us, our business or our operations in the way we expect. We caution readers not to place undue reliance on these forward-looking statements, which speak only as of their dates. We do not intend to update any of the forward-looking statements after the date of this document to conform these statements to actual results or to changes in our expectations, except as required by law.

**CRITICAL ACCOUNTING POLICIES**

We have identified the policies below as critical to our business operations and the understanding of our results of operations. The impact and any associated risks related to these policies on our business operations are discussed throughout this section where such policies affect our reported and expected financial results. Our preparation of our consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of our financial statements, and the reported amounts of revenue and expenses during the reporting period. Our actual results may differ from those estimates.

Our accounting policies that are the most important to the portrayal of our financial condition and results of operations, and which require the highest degree of management judgment relate to revenue recognition (specifically, related to the estimated gross margins on long term construction contracts), the provision for the uncollectible accounts receivable, analysis of the value of goodwill, the issuance of derivative financial instruments such as convertible debt, stock options and warrants, the issuance of our common stock for services, the deferred tax asset valuation allowance, and useful lives for depreciable and amortizable assets.

**Revenue Recognition**

Our revenue recognition policies are in compliance with all applicable accounting regulations, including American Institute of Certified Public Accountants (AICPA) Statement of Position (SOP) 81-1, Accounting for Performance of Construction-Type and Certain Production-Type Contracts. Revenues from design, fabrication of racked equipment, project management and delivery generated by Kelley, are recognized using the percentage-of-completion method of accounting. Accordingly, income is recognized in the ratio that costs incurred bears to estimated total costs.

Adjustments to cost estimates are made periodically, and losses expected to be incurred on contracts in progress are charged to operations in the period such losses are determined. The aggregate of costs incurred and income recognized on uncompleted contracts in excess of related billings is shown as a current asset, and the aggregate of billings on uncompleted contracts in excess of related costs incurred and income recognized is shown as a current liability.

Generally, we extend credit to our customers and do not require collateral. We perform ongoing credit evaluations of our customers and historic credit losses have been within management's expectations.

We estimate the likelihood of customer payment based principally on a customer's credit history and our general credit experience. To the extent our estimates differ materially from actual results, the timing and amount of revenues recognized or bad debt expense recorded may be materially misstated during a reporting period.



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**Accounts Receivable and Allowance for Doubtful Accounts**

We maintain allowances for doubtful accounts, when appropriate, for estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our customers were to deteriorate, our actual losses may exceed our estimates, and additional allowances would be required.

**Goodwill**

In June 2001, the FASB issued Statement of Financial Accounting Standards No. 142, or SFAS 142, Goodwill and Other Intangible Assets. As required by SFAS 142, goodwill is subject to annual impairment tests, or earlier if indicators of potential impairment exist and suggest that the carrying value of goodwill may not be recoverable from estimated discounted future cash flows. Because we have one reporting segment under SFAS 142, we utilize the entity-wide approach to assess goodwill for impairment and compare our market value to our net book value to determine if an impairment exists. These impairment tests may result in impairment losses that could have a material adverse impact on our results of operations in the future.

**Stock-Based Compensation**

We have historically accounted for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees. Compensation cost for stock options, if any, is measured as the excess of the fair value of our stock at the date of grant over the amount an employee must pay to acquire the stock. Statement of Financial Accounting Standards ( SFAS ) No. 123, Accounting for Stock-Based Compensation, established accounting and disclosure requirements using a fair-value-based method of accounting for stock-based employee compensation plans.

In December 2004, the FASB issued SFAS No. 123 (Revised), Share-based Payment ( SFAS 123(R) ). SFAS 123(R) replaces SFAS 123 and supersedes APB 25. SFAS 123(R) is effective as of the beginning of the first interim period or annual reporting period that begins after December 15, 2005. SFAS 123(R) requires that the costs resulting from all share-based payments transactions be recognized in the financial statements. SFAS 123(R) applied to all awards granted after the required effective date and shall not apply to awards granted in periods before the required effective date, except if prior awards are modified, repurchased, or cancelled after the effective date.

**Going Concern**

Our unaudited financial statements at and for the the three months ended March 31, 2007 reflect an accumulated deficit of \$31,894,773 and net operating losses of (\$1,144,068). These conditions raise substantial doubt about our ability to continue as a going concern if we do not acquire sufficient additional funding or alternative sources of capital to meet our working capital needs. Without such external funding, we would have to materially curtail our operations and plans for expansion.

**Cash and Cash Equivalents**

We consider all highly liquid debt instruments, purchased with an original maturity at date of purchase of three months or less, to be cash equivalents. Cash and cash equivalents are carried at cost, which approximates market value.

**Property and Equipment**

Property and equipment are stated at cost. Depreciation is provided using the straight-line method over the estimated useful lives of the related assets, e.g. computers (5 years), software (3 years), office furniture and equipment (3 to 7 years), and tenant improvements (life of the lease-approximately 60 months).

**Inventory**

Inventory consists of hardware, equipment and system networking materials that are primarily to be used for existing customer projects at years end. We generally do not buy or keep inventory on hand for stock. Inventories are stated at the lower of cost or market. Cost is determined by the average cost method at the Kelley subsidiary. We have reviewed our inventory for obsolescence on a quarterly basis since operations began and have written-off \$529,097 at our Kelley subsidiary, for the year ended December 31, 2006, due to obsolescence.



**Table of Contents****Fair Value of Financial Instruments**

Our financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities are carried at cost, which approximates their face value, due to the relatively short maturity of these instruments. As of March 31, 2007 and December 31, 2006, our notes payable have stated borrowing rates that are consistent with those currently available to us and, accordingly, we believe the carrying value of these debt instruments approximates their fair value.

**Accounting for Impairments in Long-Lived Assets**

Long-lived assets and identifiable intangibles are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts of assets may not be recoverable. We periodically evaluate the carrying value and the economic useful life of our long-lived assets based on our operating performance and the expected future undiscounted cash flows and will adjust the carrying amount of assets which may not be recoverable. At March 31, 2007 and December 31, 2006, we wrote down the carrying amounts of our Tuscany asset held for sale in the amount of \$42,503 and \$477,295, respectively.

**Use of Estimates**

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States, 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 period. Significant estimates made in preparing these financial statements include estimates that are required to be made in reporting revenue recognition (specifically, related to the estimated gross margins on long term construction contracts), the provision for the uncollectible accounts receivable, analysis of the value of goodwill, the issuance of derivative financial instruments such as convertible debt, stock options and warrants, the issuance of our common stock for services, the deferred tax asset valuation allowance, and useful lives for depreciable and amortizable assets. Actual results could differ from those estimates.

**Basic and Diluted Net Income Per Share**

Net income per share is calculated in accordance with the Statement of financial accounting standards No. 128 (SFAS No. 128), Earnings per share. Basic net income per share is based upon the weighted average number of common shares outstanding. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if all potential common stock (including common stock equivalents) had all been issued, and if such additional common shares were dilutive. Under SFAS No. 128, if the additional common shares are dilutive, they are not added to the denominator in the calculation.

The Company's significant components of common stock equivalents are its convertible debentures (which were retired effective June 30, 2006), warrants to purchase the Company's common stock and stock options.

Prior to the retirement of all convertible debentures effective June 30, 2006, the convertible debentures which could be exercised on any date subsequent to the issuance of the convertible debentures, would have had an anti-dilutive effect on the net income per common share once and if the holders elected to exchange the convertible debentures for shares of the Company's common stock. The number of common shares which could be exchanged by the Company for a full release of the obligation to repay the principal and interest balances associated with all convertible debentures could possibly have been based in part on the Company's price per common share as quoted on the OTC bulletin board on the date of conversion. Since the Company was not able to determine the price per common share of its common stock in the future, it did not believe it could reasonably determine the number of common shares to be issued pursuant to an exchange of its convertible debentures for common shares. Therefore, the Company could not accurately determine the number of common shares which could be exchanged by the Company that are related to the convertible debentures as of March 31, 2006. There were no convertible debentures outstanding as of March 31, 2007.

Stock options that have an anti-dilutive effect on the net income per common share once exercised to purchase 3,672,500 (at strike prices ranging from \$.21 to \$.79 per share) and 2,320,000 (at strike prices ranging from \$.42 to \$.79 per share) shares of common stock remained outstanding as of March 31, 2007 and March 31 2006, respectively. These stock options have various vesting periods between two and three years from the date of grant.



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Warrants that have an anti-dilutive effect on the net income per common share once exercised, to purchase 19,265,895 (at strike prices ranging from \$.01 per share to \$.85 per share) and 10,945,645 (at strike prices ranging from \$.01 to \$1.90 per share) shares of common stock remained outstanding as of March 31, 2007 and March 31, 2006, respectively.

**THREE MONTH PERIOD ENDED MARCH 31, 2007 AS COMPARED TO THE THREE MONTH PERIOD ENDED MARCH 31, 2006, AS RESTATED**

**RESULTS OF OPERATIONS**

**SALES**

Sales for the three months ended March 31, 2007 were \$1,087,287 compared to \$6,704,233 for the three months ended March 31, 2006. The decrease in revenues for this period when compared to the same period last year is primarily due to approximately \$5 million of revenues earned during the three months ended March 31, 2006 on an \$8 million contract with Station Casinos, Inc., with no corresponding contract for the three months ended March 31, 2007.

**COST OF GOODS SOLD**

Cost of goods sold for the three months ended March 31, 2007 were \$740,877 compared to \$5,678,853 for the three months ended March 31, 2006. The decrease in cost of goods sold for this period when compared to the same period last year is primarily due to cost of goods sold related to the \$5 million of revenues earned during the three months ended March 31, 2006 on an \$8 million contract with Station Casinos, Inc., with no corresponding contract for the three months ended March 31, 2007.

**GROSS PROFITS**

Gross profits for the three months ended March 31, 2007 were \$346,410 or 31.9% compared to \$1,025,380 or 15.3% for the three months ended March 31, 2006. The increase in margin percentage is due to management's focus on improved contract pricing, better vendor terms and improved efficiencies in operating procedures related to servicing and delivering on our customer contracts.

**OPERATING EXPENSES**

Operating expenses for the three months ended March 31, 2007 amounted to \$1,490,478 compared to \$1,057,177 for the three months ended March 31, 2006. The increase was primarily due to an increase in salaries from \$467,577 for the three months ended March 31, 2006 to \$961,736 for the three months ended March 31, 2007. While headcount remained relatively constant for the two periods, salaries for our personnel directly related to customer jobs are included in cost of goods sold. Therefore as a result of our decrease in revenues, we have less personnel costs included in cost of goods sold, and more personnel costs included in operating expenses for the three months ended March 31, 2007 as compared to the three months ended March 31, 2006. Additionally, investor relations costs increased from \$9,450 for the three months ended March 31, 2007 to \$71,692 for the three months ended March 31, 2007. Such increases were offset by decreases in other operating expenses from \$580,150 for the three months ended March 31, 2006 to \$457,050 for the three months ended March 31, 2007. Significant components of other operating expenses included insurance of \$116,005 and bad debt expense of \$90,634 due to write offs of uncollectible receivables resulting from the cancellation of a customer project.

**OTHER INCOME (EXPENSE)**

Other income for the three months ended March 31, 2007 was \$1,579,222 compared to \$1,071,608 for the three months ended March 31, 2006. The increase in other income is primarily due to an decrease in interest expense from \$888,319 for the three months ended March 31, 2007 to \$162,510 which was a result of the debt restructurings that were completed the second and fourth quarters of 2006. The decrease in interest expense was partially offset by impairment of assets held for sale of \$42,503 for the three months ended March 31, 2007 compared to \$0 for the three months ended March 31, 2006, and an increase in employee stock option expense from \$36,372 for the three months ended March 31, 2006 to \$81,137 for the three months ended March 31, 2007.

**NET INCOME**

Net Income for the three months ended March 31, 2007 was \$435,154 compared to \$277,833 for the three months ended March 31, 2006 due to the reasons set forth above in addition to a loss from discontinued operations for the three months ended March 31, 2006 of \$761,978 compared to \$0 for the three months ended March 31, 2007.



**Table of Contents****BASIC AND DILUTED INCOME PER SHARE**

Our basic and diluted net income per share for the three months ended March 31, 2007 and March 31, 2006 was \$0.01

**LIQUIDITY AND CAPITAL RESOURCES**

As of March 31, 2007, our current assets were \$1,843,912 and current liabilities were \$4,302,386. Cash and cash equivalents were \$133,950. Our stockholders' deficit at March 31, 2007 was (\$2,351,211). We had a net usage of cash from operating activities for the three months ended March 31, 2007 and 2006 of (\$891,329) and (\$727,886), respectively. We had a net usage of cash from investing activities for the three months ended March 31, 2007 and 2006 of (\$24,206) and (\$122,480), respectively. We had net cash provided by financing activities of \$1,041,677 and \$1,644,605 for the three months ended March 31, 2007 and 2006, respectively. We had \$42,418 from borrowings in the three months ended March 31, 2007 as compared to \$3,964,195 (including \$3,060,000 in factorings) in the corresponding period last year.

Historically, we have operated from a cash flow deficit funded by outside debt and equity capital raised including funds provided by Dutchess Private Equities, L.P., Dutchess Private Equities Fund II, L.P. and Preston Capital Partners, Inc. In 2006 and 2007, we raised \$2,157,000 in gross proceeds through two separate private placement offerings with high net worth, accredited investors. Without the continued availability of external funding, we would have to materially curtail our operations and plans for expansion. Our plan to continue operations in relation to our going concern opinion is to continue to secure additional equity or debt capital although there can be no guarantee that we will be successful in our efforts.

**FINANCING ACTIVITIES**

On January 23, 2007, we issued 7,231,250 shares of common stock and issued 7,231,250 warrants to purchase our common stock at \$.50 per share, in a Private Placement, generating \$1,157,000 in proceeds. We paid a total of \$35,000 of commissions in connection with this private placement to a licensed broker-dealer.

On March 2, 2007, we refinanced the Bank of America Note and the Bank of Nevada Note, using the proceeds from the Bank of Nevada to satisfy the Bank of America Note in its entirety, in the amount of \$400,693. The new note with Bank of Nevada, in the principal amount of \$1,090,807, dated March 2, 2007, carries interest at a fixed rate of 7.5%. Principal and interest payments of \$29,098 per month are payable through September 20, 2010. We received proceeds of \$42,418 from the Bank of Nevada from the new note at closing. The balance at March 31, 2007 was \$1,067,695 and included a current portion of \$278,543.

**COMMITMENTS**

During the year ended December 31, 2006, we entered into a capital lease obligation for warehouse equipment in the approximate amount of \$25,000 with a five year term and interest rate of 6.6% per annum. We are obligated to make principal and interest payments in the approximate amount of \$6,000 per annum for the life of the lease.

We entered into the following borrowing transactions in connection with our acquisition of Kelley:

Upon the acquisition of Kelley, we assumed \$492,856 in various notes payable to Michael Kelley, who is now a member of our Board of Directors. At the time of the transaction, Michael Kelley was not affiliated with us. The notes payable carried interest at a fixed rate of 5.00%. These notes payable were refinanced on October 7, 2005 with a \$492,856 note payable carrying interest at 6.00% and requiring 24 monthly payments of \$17,412 in principal and interest through September 2007. The balance of \$119,480 and \$152,816, all of which is current, remained outstanding as of March 31, 2007 and December 31, 2006, respectively. As of May 15, 2007, the Company has not paid Mr. Kelley the monthly payments for March, April or May, however, Mr. Kelley has waived any default under the agreement.

Upon the acquisition of Kelley, we assumed three notes payable to banks, secured by five automobiles, which bear interest at fixed rates of 6.25% per annum on one note and 5.75% per annum on the other two notes. Monthly principal and interest payments of \$1,769 are payable through March 7, 2008 and \$740 through May 2009. The balance of \$34,780 remained outstanding as of December 31, 2006. The balance of \$29,004 remained outstanding as of March 31 2007, of which \$19,014 is included in current liabilities.

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Effective June 30, 2006, we entered into Amended and Restated Promissory Notes with Robert Unger, an unaffiliated individual, and James Michael Kelley, a member of our Board of Directors, which restated and replaced in their entirety, convertible debentures in the amount of \$360,000 to Mr. Unger and \$540,000 to Mr. Kelley, including retiring the conversion rights of the debentures and retiring all related warrants to purchase shares of our common stock. The principal amounts as amended are \$317,500 and \$476,250, respectively. Both promissory notes bear interest at 7% per annum. We were obligated to begin making payments on both promissory notes in January 2007 and both promissory notes are due in September 2008. We were obligated to make principal and interest payments in the aggregate amount of \$300,000 for the 12 months ended December 31, 2007, and \$588,357 for the 12 months ended December 31, 2008. On March 2, 2007, we entered into a Second Amended and Restated Promissory Note with Robert Unger, effective December 31, 2006, whereby we removed all debt service payments on the note until September 2008, at which time the note, plus all accrued interest in the total amount of \$369,335 is due and payable. As of May 15, 2007 we have not made the monthly payments to Mr. Kelley for March, April or May of 2007, however, Mr. Kelley has waived any default under the agreement.

The Amended and Restated Promissory Notes also provide:

if prior to our full payment and satisfaction of the Amended and Restated Promissory Notes, we borrow monies or raise capital from the sale of our common stock in excess of \$3,500,000 (after the payment of all financing fees and expenses), we are obligated to pay to Mr. Unger 20% and Mr. Kelley 30% of such excess up to the unpaid balance on the new promissory note within 10 days after receipt of such funds and if such funds are raised prior to when we are obligated to begin making payments, such obligation will be accelerated and will begin one month following such financing (Effective December 31, 2006, the Second Amendment and Restated Promissory Note with Robert Unger, increased this threshold to \$4,000,000); and

if at any time during which the Amended and Restated Promissory Notes remain unpaid, our earnings on a consolidated basis during any calendar year exceed \$1,000,000 (before interest, taxes, depreciation and amortization, but after deducting of all principal and interest payments on outstanding debts, other than certain mandatory prepayments as discussed herein), we are obligated to pay to Mr. Unger 13% and Mr. Kelley 20% of the excess earnings, up to the unpaid balance of the new promissory note as a prepayment, within 10 business days of the filing of our Annual Report on Form 10-KSB.

Effective June 30, 2006, we entered into a Loan Restructure Agreement with Preston Capital Partners, LLC, the holder of convertible debentures in the aggregate amount of \$375,000 with interest rates of 6% or 8% per annum, pursuant to which all convertible debentures were cancelled. In connection with the Loan Restructure Agreement, we issued Preston Capital Partners, LLC a promissory note in the principal amount of \$375,000 with an interest rate of 7% per annum. We are obligated to make interest only payments in the amount of \$2,000 per month from August 2006 through January 2008. Beginning in February 2008, we are obligated to make principal and interest payments in the amount of \$8,000 per month until June of 2011. The new promissory note is due on July 1, 2011 with a balloon payment of \$111,805 being due on that date.

In the event of a default on the new promissory note, Preston has the right to declare the full and unpaid balance of the new note due and payable, and enforce each of its rights under the aforementioned convertible debentures that have been retired, including conversion into shares of our common stock.

Effective June 30, 2006, we entered into a Loan Restructure Agreement and a Promissory Note in the face amount of \$6,254,960 with Dutchess, whereby we cancelled 5,729,000 warrants and convertible debentures with a face amount of \$7,300,000 and Dutchess forgave approximately \$500,000 of accrued interest. The new promissory note was issued at a discount of approximately \$178,000 and bears interest at 7% per annum and requires monthly principal and interest payments through July 1, 2011 when the note becomes due with a balloon payment of \$1,460,642. Effective December 31, 2006, we entered into a Second Loan Restructure Agreement with Dutchess whereby we are obligated to make the following monthly principal and interest payments for the years ended December 31:

|      |            |
|------|------------|
| 2007 | \$ 300,000 |
|------|------------|

|                 |              |
|-----------------|--------------|
| 2008            | 600,000      |
| 2009            | 900,000      |
| 2010            | 1,200,000    |
| 2011            | 1,500,000    |
| January 1, 2012 | 3,817,859    |
| Total           | \$ 8,317,859 |

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The Loan Restructure Agreement and the Second Loan Restructure Agreement also provides:

that we must obtain written consent from Dutchess, not to be unreasonably withheld, in order to grant a lien or security interest in any of our assets and to borrow money or sell our common stock, which borrowing or sale either alone or aggregated during any six month period exceeds \$250,000. The Second Loan Restructuring Agreement modified those terms to allow us to borrow money as we deems reasonable with no necessity for Dutchess consent;

if prior to our full payment and satisfaction of the new promissory note, we borrow money or raise capital from the sale of our common stock in excess of \$3,500,000 (after the payment of all financing fees and expenses), we are obligated to pay to Dutchess 50% of such excess up to the unpaid balance on the new promissory note within 10 days after receipt of such funds. The Second Loan Restructure Agreement changed the threshold for this repayment from \$3,500,000 net proceeds to \$4,000,000 in gross proceeds;

if at any time during which the new promissory note remains unpaid, our earnings on a consolidated basis during any calendar year exceeds \$1,000,000 (before interest, taxes, depreciation and amortization, but after deducting all principal and interest payments on outstanding debts, other than certain mandatory prepayments as discussed herein), we are obligated to pay Dutchess 33% of the excess earnings, up to the unpaid balance of the new promissory note as a prepayment, within 10 business days of the filing of our Annual Report on Form 10-KSB; and

that we must obtain written consent of Dutchess, not to be unreasonably withheld, to sell any of our assets (other than the sales of inventory or other assets sold in the normal course of business) and in the event of an asset sale, we shall pay to Dutchess 33% of the proceeds of the asset sale, up to the unpaid principal balance as a prepayment on the new promissory note, within 10 business days after we receive the funds. The Second Loan Restructure Agreement excluded the sale of our broadband services system at Tuscany from the definition of an Asset Sale.

In the event of a default on the new promissory note, Dutchess has the right to declare the full and unpaid balance of the new note due and payable, and reinstate and enforce each of its rights under the aforementioned convertible debentures and warrants that have been retired, including conversion into and/or purchase of shares of our common stock. All other rights, representations and warranties would survive and be governed as agreed pursuant to the loan documents. In the event of a default, we would be obligated to issue to Dutchess stock and warrants for stock of the Company as provided in the loan agreements.

**OTHER COMMITMENTS**

On April 1, 2003, Kelley entered into a lease agreement with RMS Limited Partnership, for office and warehouse space located at 5625 South Arville Street, Las Vegas, Nevada. The lease term is for 66 months and ends on September 30, 2008. We acquired this obligation with the acquisition of Kelley. Rent expense for the three months ended March 31, 2007 amounted to approximately \$45,000. Kelley is obligated to pay rent amounts as follows:

**For the twelve months ended March 31,:**

|      |            |
|------|------------|
| 2008 | \$ 180,000 |
| 2009 | \$ 90,000  |

Kelley may extend the lease for two additional terms of three years from October 1, 2008 to September 30, 2011 and from October 1, 2011 to September 30, 2014, at a 4% annual increase in rent.

The Company is obligated to pay \$120,000 at \$10,000 per month, for the years ended December 31, 2007, through December 31, 2010 related to an exclusive five year reseller agreement with Simplikate, a software company, dated December 30, 2005.

Payroll tax liabilities of \$239,142 are payable at December 31, 2006. These liabilities arose at NIC and COM during 2003 and 2004. We have been and remain current on all payroll tax liabilities since then. On July 27, 2006, the Internal Revenue Service approved a payment plan presented by us whereby we are obligated to pay \$15,000 per month through May 2008 and \$25,000 per month from May 2008 until the balance is paid in full. Interest and penalties will continue to accrue until the balance is paid in full.



Effective April 2007, Kelley sold 50% of its ownership interest in Tuscany. Kelley, along with its joint venture partner in Tuscany are obligated to complete the design and build-out of the cable television and internet system to approximately 2,000 homeowners in the Tuscany development located in Henderson, Nevada. We anticipate that it will cost the joint venture an additional \$100,000 approximately, to complete the design and build-out of these systems. In addition, we anticipate additional costs once the systems are designed and built, in order to install the systems into the residential homes. The joint venture has various service agreements related to this project for programming, bandwidth, equipment co-location and storage, and administrative services, that range from three to

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ten years in duration. The minimum monthly obligations on these contracts amount to approximately \$8,000 per month, once all services are activated. In addition, there are additional amounts due on certain of these service contracts that are directly related to the number of subscribers that we provide services to. Kelley is responsible for 50% of all of the expenditures related to this joint venture.

In March 2006, Lisa Cox sued Kelley, Mr. Kelley personally and us, claiming damages related to promises she alleges were made to her husband, prior to her husband's death. The alleged promises made resulted from business transactions with Kelley and/or its affiliates and/or subsidiaries, prior to our acquisition of Kelley. The suit was filed in Clark County, Nevada. This suit was settled on February 26, 2007, (effective January 31, 2007) whereby we agreed to pay \$90,000 to Mrs. Cox and to issue 280,000 restricted shares or our common stock to her as well. We paid \$30,000 to Mrs. Cox at settlement and we are obligated to pay her \$15,000 per year for the next four years on January 31, 2008, 2009, 2010 and 2011. We issued 280,000 restricted shares of our common stock on February 26, 2007. The shares are restricted as follows: 100,000 shares are restricted for 12 months. The restrictions on the remaining 180,000 shares are removed in 15,000 share increments on a monthly basis during months 13 to 24 from settlement.

On April 25, 2007, we received a summons and were sued by a company to pay them certain amounts of the profits we may generate in the future related to our contracts that we are currently performing on related to the One Las Vegas project. That company is claiming that we entered into a Joint Venture with them, however, there are no signed term sheets or contracts, nor have term sheets or contracts ever been drafted. The company is basing its request on verbal and email communications we had with them. It is likely that this situation will go to mediation, however, the overall exposure at this point is difficult to determine. We believe that our exposure is limited and that the outcome of this situation will not have a material impact on our financial statements, and that it is too premature at this time to estimate what losses, if any, may be incurred.

**MATERIAL TRENDS AND UNCERTAINTIES**

For the three months ended March 31, 2007, we generated revenues in the amount of \$1,087,287. This marks the fourth consecutive quarter in which we have experienced a decrease in our revenues, which can be attributed to a confluence of factors. For example, our sales cycle can take as long as six to twelve months, or sometimes longer, for the large dollar value construction contracts on which we bid. Historically, Kelley has not had a formal sales staff and has relied upon existing relationships, word of mouth and in-bound requests for proposals to generate its sales. Many factors have changed in the gaming and real estate industries in Las Vegas, which has resulted in fewer and fewer relationship sales, and word of mouth and inbound sales opportunities, particularly throughout 2006. In addition, many of the projects on which we have been actively bidding, have been cancelled, put on hold, or delayed, particularly in the Las Vegas market. In addition, once we consummate a sale, our delivery cycle can take as long as six to twelve months, and therefore our revenues are earned over a long period of time on each contract. This is particularly true on the build portion of our contracts. While the design elements can move along a bit quicker, they are the lower dollar value contracts when compared to our build contracts. Our build contracts have much higher dollar values than our design contracts and take a lot longer to service and deliver. Some of the customers we are servicing on the projects we have won, have delayed or shifted their construction schedules out into the future, delaying our opportunity to service the projects and earn revenue in periods that are consistent with our projections and cash flow needs.

Due to the nature of our business, our costs are relatively fixed in the short term and as such our operating expenses for the three months ended March 31, 2007 amounted to in excess of \$1.1 million. While our gross margins have been increasing, we continue to face cash flow shortages due to our continued decline in sales coupled with our relatively fixed operating cost structure. We have attempted to cure our decrease in sales and cash flow shortages with multiple solutions. In the fourth quarter of 2006, we reduced head count which we expect may result in cash flow savings of approximately \$500,000 in 2007. We also restructured our debt obligations and sold off 50% of a non-core business asset in our continued efforts to conserve cash and reduce cash expenditures. We minimally offset this decrease by adding head count to our sales department as part of our increased sales and marketing efforts. While we have expanded outside of the Las Vegas market into Houston and other markets, our lack of available cash has restricted our ability to more aggressively pursue opportunities outside of Las Vegas, which has been part of our growth plan.

We have made several attempts throughout 2006 and 2007 to raise both long and short term financing, from multiple different sources, however, we have been unsuccessful in procuring the requisite amount of capital. We have also created a business model that includes generating recurring revenues with long term contracts, however, the execution of such business model requires additional financing which we have been unable to obtain and we have been unable to explore this model further due to our cash flow shortages.

As of May 21, 2007, we have approximately \$750,000 of accounts receivable that are due to be collected over the next 30 to 60 days, however, we have a minimal amount of cash on hand. We are currently in the process of exploring receivable factoring opportunities, as well as more permanent debt and equity financing options, however, there can be no assurance that these efforts will be successful.

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Should our cash flow shortfalls continue, and should we be unsuccessful in raising capital, it will have an adverse impact on our relationships with our vendors and may impact our ability to service our clients and deliver our projects on time and on budget, which will have an adverse impact on our financial condition and results of operations. While we are actively assessing our cash flow needs and pursuing multiple avenues of financing and cash flow generation, there can be no assurance that our activities will be successful. If our fundraising efforts are not successful, it is likely that we will not be able to meet our obligations as they come due and we will then seek to scale back operations, including reductions in head count and other general and administrative expenses, which may have a detrimental impact on our ability to continue as a going concern.

Additionally, if our fundraising efforts are unsuccessful, we may default under the terms of all of our loan agreements. If we default under the terms of our loan agreements with Dutchess, James Michael Kelley or Robert Unger, the other party to such agreement has the right to reinstate the previous terms of our loans with that party prior to the debt restructuring. Therefore, if we default under the terms of our Debt Restructuring agreements with Dutchess, James Michael Kelley or Robert Unger, the 5,954,000 warrants that were cancelled will be reissued, which, if exercised could cause substantial dilution to our other shareholders. Additionally, our Loan Restructure Agreement with Dutchess and our Loan Restructure Agreement with Preston cancelled an aggregate of \$7,675,000 face amount of convertible debentures that had been issued to Dutchess and Preston. If we default under the terms of these Debt Restructuring agreements, the other party to such agreement has the right to reinstate the terms of our loans with that party prior to the Debt Restructuring. Therefore, if we default under our Debt Restructuring agreements with Dutchess or Preston, the convertible debentures could be reissued, which could create substantial dilution to our shareholders. It is our intention to continue to focus our sales and marketing efforts on our core competencies in the design and build of low voltage systems and deploy our expertise in hi-end design, build and project management for our hotel and casino customers, our high rise MDU customers as well as other commercial and residential buildings that are using smart building technologies similar to those that we provide. In addition, we will continue to focus our sales efforts on exploiting our exclusive rights to sell Techcierge , a building amenity and management software and our reseller rights to sell building security hardware and software to building owners, developers and management companies. However, there can be no assurance that we will be successful in our sales efforts, nor can there be any assurance given that even if we are successful in attracting new customers, that we will be able to finance our short term capital needs or that we will be able to deliver our services with sufficient gross margins and profits.

**SUBSIDIARIES**

As of March 31, 2007, we had three wholly-owned subsidiaries, Kelley Communication Company, Inc., Com Services, Inc. and Network Installation Corporation. Com Services, Inc. and Network Installation Corporation have both been discontinued, and Kelley Communication Company, Inc. remains our only active operating subsidiary.

**ITEM 3. CONTROLS AND PROCEDURES.**

As of May 15, 2007, management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of disclosure controls and procedures (as defined in Exchange Act Rule 13a-15 (e)) pursuant to Exchange Act Rules 13a-14 and 13a-15 as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that such disclosure controls and procedures are effective. During the three months ended March 31, 2007, there have been no changes in internal controls, or in factors that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

**Table of Contents****PART II OTHER INFORMATION****ITEM 1. LEGAL PROCEEDINGS.**

In March 2006, Lisa Cox sued Kelley, Mr. Kelley personally and us, claiming damages related to promises she alleges were made to her husband, prior to her husband's death. The alleged promises made resulted from business transactions with Kelley and/or its affiliates and/or subsidiaries, prior to our acquisition of Kelley. The suit was filed in Clark County, Nevada. This suit was settled on February 26, 2007, (effective January 31, 2007) whereby we agreed to pay \$90,000 to Mrs. Cox and to issue 280,000 restricted shares or our common stock to her as well. We paid \$30,000 to Mrs. Cox at settlement and we are obligated to pay her \$15,000 per year for the next four years on January 31, 2008, 2009, 2010 and 2011. We issued 280,000 restricted shares of our common stock on February 26, 2007. The shares are restricted as follows; 100,000 shares are restricted for 12 months. The restrictions on the remaining 180,000 shares are removed in 15,000 share increments on a monthly basis during months 13 to 24 from settlement.

On April 25, 2007, we received a summons and were sued by a company to pay them certain amounts of the profits we may generate in the future related to our contracts that we are currently performing on related to the One Las Vegas project. That company is claiming that we entered into a Joint Venture with them, however, there are no signed term sheets or contracts, nor have term sheets or contracts ever been drafted. The company is basing its request on verbal and email communications we had with them. It is likely that this situation will go to mediation, however, the overall exposure at this point is difficult to determine. We believe that our exposure is limited and that the outcome of this situation will not have a material impact on our financial statements, and that it is too premature at this time to estimate what losses, if any, may be incurred.

We may be involved in litigation, negotiation and settlement matters that may occur in our day-to-day operations. Management does not believe the implication of this type of litigation will, including those discussed above, have a material impact on our financial statements.

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

On January 23, 2007, we issued 7,231,250 shares of common stock and issued 7,231,250 warrants to purchase our common stock at \$.50 per share, in a Private Placement, generating \$1,157,000 in proceeds. We paid a total of \$35,000 of commissions in connection with this private placement to a licensed broker-dealer.

All of the securities described above were issued in transactions that were exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended, that provides an exemption from registration for transactions by the issuer not involving a public offering.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

NONE.

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

NONE.

**ITEM 5. OTHER INFORMATION.**

NONE.

**ITEM 6. EXHIBITS.****Exhibits.**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 31.1       | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.                             |
| 31.2       | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.                             |
| 32.1       | Certification of Officers pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith. |



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**SIGNATURE**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SIENA TECHNOLOGIES, INC.  
(Registrant)

Date: May 21, 2007

By: /s/ Jeffrey R. Hultman

Jeffrey R. Hultman  
Chairman & Chief Executive Officer

By: /s/ Christopher G. Pizzo

Christopher G. Pizzo Chief Financial Officer,  
(Principal Accounting Officer)

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