

ISSUER DIRECT CORP  
Form 10-Q  
August 11, 2008  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE  
ACT OF 1934**

For the quarterly period ended: June 30, 2008

or

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE  
ACT OF 1934**

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

**ISSUER DIRECT CORPORATION**

(Exact name of registrant as specified in its charter)

|                                                                      |                             |                                         |
|----------------------------------------------------------------------|-----------------------------|-----------------------------------------|
| <b>Delaware</b>                                                      | <b>1-10185</b>              | <b>74-2418590</b>                       |
| (State or Other Jurisdiction<br>of Incorporation)                    | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |
| <b>201 Shannon Oaks Circle Suite 105, Cary, North Carolina 27511</b> |                             |                                         |

(Address of Principal Executive Office) (Zip Code)

**(919) 481-4000**

(Registrant's telephone number, including area code)

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements ☒ Yes ☐ No for the past 90 days.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

|                         |                          |                           |                                     |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 18,209,717 shares of Common Stock were issued & outstanding as of August 4, 2008.



Table of Contents

**ISSUER DIRECT CORPORATION**  
**QUARTERLY REPORT ON FORM 10-Q**  
**June 30, 2008**

**TABLE OF CONTENTS**

**Page**

**PART I FINANCIAL INFORMATION**

Item 1. Financial Statements

2

Balance Sheets as of June 30, 2008 (Unaudited) and December 31, 2007 (Audited)

2

Statements of Operations for the periods ended June 30, 2008 and 2007 (Unaudited)

3

Statements of Cash Flows for the periods ended June 30, 2008 and 2007 (Unaudited)

4

Notes to Consolidated Financial Statements (Unaudited)

5

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

12

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

16

Item 4T. Controls and Procedures.

16

**PART II OTHER INFORMATION**

Item 1. Legal Proceedings.

17

Item 1A. Risk Factors.

17

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

17

Item 3. Defaults Upon Senior Securities.

18

Item 4. Submission of Matters to a Vote of Security Holders.

18

Item 5. Other Information.

18

Item 6. Exhibits.

18

Signatures

19



Table of Contents**PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****ISSUER DIRECT CORPORATION****BALANCE SHEETS****AS OF JUNE 30, 2008 AND DECEMBER 31, 2007**

|                                                                                                                 | <b>June 30,</b>    | <b>December 31,</b> |
|-----------------------------------------------------------------------------------------------------------------|--------------------|---------------------|
|                                                                                                                 | <b>2008</b>        | <b>2007</b>         |
|                                                                                                                 | <b>(Unaudited)</b> | <b>(Audited)</b>    |
| <b>ASSETS</b>                                                                                                   |                    |                     |
| Current assets:                                                                                                 |                    |                     |
| Cash and cash equivalents                                                                                       | \$ 37,342          | \$ 39,318           |
| Accounts receivable, (net of allowance for doubtful accounts of \$11,950 and \$11,950, respectively)            | 223,378            | 124,954             |
| Other current assets                                                                                            | 6,000              | 3,549               |
| Total current assets                                                                                            | 266,720            | 175,438             |
| Furniture, equipment and improvements, (net of accumulated depreciation of \$47,519 and \$41,835, respectively) | 10,663             | 16,337              |
| Security deposit                                                                                                | 6,242              | 7,617               |
| Intangible assets, (net of accumulated amortization of \$20,000 and \$16,000, respectively)                     | 298,195            | 302,195             |
| <b>Total assets</b>                                                                                             | <b>\$ 581,820</b>  | <b>\$ 493,970</b>   |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>                                                                      |                    |                     |
| Current liabilities:                                                                                            |                    |                     |
| Accounts payable                                                                                                | \$ 175,331         | \$ 54,705           |
| Other current liabilities                                                                                       | 36,236             | 89,191              |
| Note payable related party                                                                                      | 73,525             | 73,525              |
| Notes payable - other                                                                                           | 86,437             | 121,792             |
| Total current liabilities                                                                                       | 371,529            | 339,213             |

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|                                                                                                                                                                                                               |              |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------|
| Note payable - long-term                                                                                                                                                                                      | 25,000       |            |
| <b>Total liabilities</b>                                                                                                                                                                                      | 396,529      | 339,213    |
| Stockholders' equity:                                                                                                                                                                                         |              |            |
| Preferred stock, \$1.00 par value, 10,000,000 shares authorized -<br>Series A, 60 shares designated, 7 shares issued and outstanding<br>Series B, 476,200 shares designated; no shares issued and outstanding | 7            | 7          |
| Common stock \$.01 par value, 25,000,000 shares authorized,<br>18,209,717<br>and 16,235,723 shares issued and outstanding as of June 30, 2008<br>and December 31, 2007, respectively.                         | 18,208       | 16,235     |
| Additional paid-in capital                                                                                                                                                                                    | 1,404,381    | 654,455    |
| Treasury stock                                                                                                                                                                                                | (4,236 )     | (4,236 )   |
| Accumulated deficit                                                                                                                                                                                           | (1,233,069 ) | (511,704 ) |
| Total stockholders' equity                                                                                                                                                                                    | 185,291      | 154,757    |
| <b>Total liabilities and stockholders equity</b>                                                                                                                                                              | \$ 581,820   | \$ 493,970 |

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



Table of Contents**ISSUER DIRECT CORPORATION****STATEMENTS OF OPERATIONS****(UNAUDITED)**

|                                         | <b>Three Months Ended</b> |                 | <b>Six Months Ended</b> |                 |
|-----------------------------------------|---------------------------|-----------------|-------------------------|-----------------|
|                                         | <b>June 30,</b>           | <b>June 30,</b> | <b>June 30,</b>         | <b>June 30,</b> |
|                                         | <b>2008</b>               | <b>2007</b>     | <b>2008</b>             | <b>2007</b>     |
| Revenues                                |                           |                 |                         |                 |
| Document conversion                     | \$ 185,610                | \$ 90,455       | \$ 367,074              | \$ 139,249      |
| Printing and financial communication    | 169,898                   | 21,203          | 239,661                 | 21,203          |
| Fulfillment and distribution            | 80,391                    | 975             | 114,614                 | 2,075           |
| Software licensing                      | 14,900                    |                 | 22,800                  |                 |
| Total                                   | 450,799                   | 112,633         | 744,149                 | 162,527         |
| Cost of services                        | 284,195                   | 37,968          | 421,917                 | 42,530          |
| Gross profit                            | 166,604                   | 74,665          | 322,232                 | 119,997         |
| Operating costs and expenses            |                           |                 |                         |                 |
| General and administrative              | 403,881                   | 27,272          | 864,756                 | 56,442          |
| Sales and marketing expenses            | 112,768                   | 20,523          | 163,543                 | 79,631          |
| Depreciation and amortization           | 4,831                     | 334             | 9,674                   | 669             |
| Total operating costs and expenses      | 521,480                   | 48,130          | 1,037,973               | 136,741         |
| Net operating loss                      | (354,876 )                | 26,535          | (715,741 )              | (16,744 )       |
| Other income (expense):                 |                           |                 |                         |                 |
| Interest income (expense)               | 22,050                    | (3,352 )        | (5,624 )                | (6,647 )        |
| Total other income (expense)            | 22,050                    | (3,352 )        | (5,624 )                | (6,647 )        |
| Net income (loss)                       | \$ (332,826 )             | \$ 23,183       | \$ (721,365 )           | \$ (23,391 )    |
| Income (loss per share) - basic         | \$ (0.02 )                | \$              | \$ (0.04 )              | \$              |
| Income (loss per share) - fully diluted | \$ (0.02 )                | \$              | \$ (0.04 )              | \$              |

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|                                                                               |            |            |            |            |
|-------------------------------------------------------------------------------|------------|------------|------------|------------|
| Weighted average number<br>of common<br>shares outstanding - basic            | 17,243,658 | 12,968,576 | 17,028,250 | 12,626,039 |
| Weighted average number<br>of common<br>shares outstanding - fully<br>diluted | 17,243,658 | 12,968,576 | 17,028,250 | 12,626,039 |

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

Table of Contents**ISSUER DIRECT CORPORATION****STATEMENTS OF CASH FLOWS****(UNAUDITED)**

|                                                                             | <b>Six Months Ended</b> |              |
|-----------------------------------------------------------------------------|-------------------------|--------------|
|                                                                             | <b>June 30,</b>         |              |
|                                                                             | <b>2008</b>             | <b>2007</b>  |
| <b>Cash flows from operating activities</b>                                 |                         |              |
| Net income (loss)                                                           | \$ (721,365 )           | \$ (23,391 ) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                         |              |
| Depreciation and amortization                                               | 9,674                   | 669          |
| Stock-based expenses                                                        | 630,899                 | 50,000       |
| Changes in operating assets and liabilities:                                |                         |              |
| (Increase) in accounts receivable                                           | (98,424 )               | (26,495 )    |
| Decrease in security deposits and other current assets                      | (1,076 )                | (4,555 )     |
| Increase (decrease) in accounts payable                                     | 120,626                 | 2,884        |
| Increase in other current liabilities                                       | 18,045                  | 7,470        |
| Increase in deferred revenue                                                |                         | (4,430 )     |
| Net cash used by operating activities                                       | (41,621 )               | 2,152        |
| <b>Investing activities</b>                                                 |                         |              |
| Purchase of equipment                                                       |                         | (5,986 )     |
| Purchase of intangible assets                                               |                         | (130,000 )   |
| Net cash used by investing activities                                       |                         | (135,986 )   |
| <b>Financing activities</b>                                                 |                         |              |
| Repayments of notes payable - related party                                 |                         | (1,978 )     |
| Proceeds from sale of common stock                                          | 50,000                  | 160,000      |
| Proceeds from note payable - other                                          |                         | 111,295      |
| Repayments of notes payable - other                                         | (10,355 )               |              |
| Net cash provided by financing activities                                   | 39,645                  | 269,317      |
| Net change in cash                                                          | (1,976 )                | 135,483      |
| Cash - beginning                                                            | 39,318                  | 8,401        |

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|                                                                       |    |        |    |         |
|-----------------------------------------------------------------------|----|--------|----|---------|
| Cash - ending                                                         | \$ | 37,342 | \$ | 143,884 |
| Supplemental disclosure for non cash investing & financing activities |    |        |    |         |
| Non-cash activities:                                                  |    |        |    |         |
| Other current liabilities settled by issuance of shares               | \$ | 71,000 | \$ | 133,500 |

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

Table of Contents

**ISSUER DIRECT CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**June 30, 2008**

**(Unaudited)**

***Note 1. Description, Background and Basis of Operations***

*Nature of Operations*

Issuer Direct Corporation (the Company or Issuer Direct we us ) was incorporated in the state of Delaware in October 1988 under the name Docucon Inc.

Subsequent to the December 13, 2007 merger of My EDGAR, Inc., we changed our name to Issuer Direct Corporation. The transaction has been accounted for as a reverse merger in accordance with SFAS No. 141,

Accounting for Business Combinations. My EDGAR was the acquiring entity for accounting purposes. While the transaction was accounted for using the purchase method of accounting, in substance the transaction was a recapitalization of My EDGAR's capital structure.

The surviving company was formed for the purposes of helping companies produce and distribute their financial and business communications both online and in print. As an issuer services focused company, Issuer Direct Corporation operates under several brands in the market, including Elite Financial Press, iProxy Direct, Issuer Logistics, The Edgar Service Bureau / My EDGAR, Bassett Press, Edgarization, and Shareholder Direct. We leverage our securities compliance and regulatory expertise to provide a comprehensive set of services that enhance a client's ability to communicate effectively with its shareholder base while meeting all reporting regulations required.

The unaudited interim balance sheet as of June 30, 2008 and statement of operations and cash flows for the three- and six-month periods ended June 30, 2008

*Business History of Combinations*

On March 1, 2007, we acquired 100% of the interest in Edgarization, LLC, an EDGAR filing company. Under the asset purchase agreement we paid \$30,000 in cash at closing, and we entered into a promissory note totaling \$100,000 to be paid over 18 months, herein disclosed in Note 3 of the financial statements.

On July 2, 2007, we acquired 100% of the interest in Bassett Press, Inc. ( Bassett Press ), a financial printing company, for \$107,000 in cash and 300,000 shares of the Company's common stock. The merger agreement also called for us to assume other certain obligations totaling \$64,533 over 24 months, herein disclosed in Note 3 of the financial statements.

Both the asset purchase agreement with Edgarization, LLC., and acquisition with Bassett Press Inc., were completed to increase the reach in the market and number of customers served to bring us closer to profitability.

We accounted for the acquisition using the purchase method of accounting in accordance with SFAS No. 141, Business Combinations. Our results of operations for the three and six months ended June 30, 2007 include the activities for My Edgar only since Bassett Press was not acquired until July 2, 2007.

*Going Concern*

We have incurred losses since inception and have a working capital deficit of \$104,809 and an accumulated deficit of \$1,233,069 at June 30, 2008, which raises substantial doubt about its ability to

and 2007 included herein, have been prepared in accordance with the instructions for Form 10-Q under the Securities Exchange Act of 1934, as amended (the

Exchange Act ), and Article 10 of Regulation S-X under the Exchange Act. In the opinion of the management, they include all normal recurring adjustments necessary for a fair presentation of the financial statements. Results of operations reported for the interim periods are not necessarily indicative of results for the entire year. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations relating to interim financial statements.

continue as a going concern. We have funded our operations and marketing efforts since inception through the issuance of debt and equity securities. In order to continue execution of the business plan, increase marketing efforts and achieve profitable operations, we will need to obtain additional financing. Management's plans for funding future operations primarily include the sale of debt and equity securities. If we are unable to raise additional funds, our ability to continue as a going concern will be severely impacted. The financial statements do not include any adjustments that might result from the outcome of this uncertainty, including our inability to realize the carrying value of assets.

Table of Contents

**ISSUER DIRECT CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**June 30, 2008**

**(Unaudited)**

***Note 2. Summary of Significant Accounting Policies***

The consolidated financial statements included in this report are for the three- and six-month periods ended June 30, 2008 and 2007 comparatively.

***Cash and Cash Equivalents***

We have maintained a minimal cash balance with a financial institution that has not exceeded insured limits during the reporting period. We have not experienced any losses in such account.

***Revenue Recognition***

We recognize revenue in accordance with SEC Staff Accounting Bulletin No. 104, Revenue Recognition, which requires that: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been rendered, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured. We recognize revenue when services are rendered or delivered, where collectability is probable. Revenue for completed but unbilled work is recognized based on our historical standard pricing for the type of service and is adjusted to actual when billed.

***Earnings per Share***

We comply with Statement of Financial Accounting Standards ( SFAS ) No. 128, Earnings per Share, which requires dual presentation of basic and diluted earnings per share. Basic EPS excludes dilution and is computed by dividing income (loss) available to common stockholders by the weighted-average common shares

***Allowance for Doubtful Accounts***

We provide an allowance for doubtful accounts, which is based upon a review of outstanding receivables as well as historical collection information. Credit is granted to most customers on an unsecured basis. In determining the amount of the allowance, management is required to make certain estimates and assumptions. As of June 30, 2008, an allowance for doubtful accounts has not changed from December 31, 2007 and remains \$11,950.

***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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

***Income Taxes***

We comply with SFAS No. 109, Accounting for Income Taxes, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed for differences between the financial statement and tax bases of assets and liabilities that will result in future taxable or deductible amounts based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established,

outstanding for the year. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity. Since the fully diluted loss per share for 2008 and 2007 was anti-dilutive, only basic loss per share has been presented.

when necessary, to reduce deferred income tax assets to the amounts expected to be realized.

In June 2006, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" an Interpretation of FASB Statement No. 109", ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in tax positions and requires that a company recognize in its financial statements the impact of a tax position, only if it is more likely than not of being sustained upon examination, based on the technical merits of the position. We adopted the provisions of FIN 48 this current fiscal year. As a result of the implementation of FIN 48, we recognized no material adjustments to the liability for unrecognized income tax benefits.



Table of Contents

**ISSUER DIRECT CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**June 30, 2008**

**(Unaudited)**

***Note 2. Summary of Significant Accounting Policies  
(Continued)***

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" including an amendment to SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities." SFAS No. 159 permits entities to measure certain financial assets and financial liabilities at fair value. SFAS No. 159 requires prospective application and is effective for fiscal years beginning after November 15, 2007. We do not expect the adoption will have a material effect on our results of operations or financial position.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), "Business Combinations." This standard establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non-controlling interest in the acquiree and the goodwill acquired. This statement also establishes disclosure requirements which will enable users to evaluate the nature and financial effects of the business combination. This Statement is effective for financial statements issued for fiscal years beginning on or after December 15, 2008 and interim periods within those fiscal years. We will adopt this standard during the first quarter of 2009, and we are currently evaluating the impact this standard will have on our financial statements.

In December 2007, the FASB issued SFAS 160, "Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51" which applies to all entities that prepare consolidated financial

enhanced disclosures about an entity's derivative and hedging activities and thereby improves the transparency of financial reporting. Disclosing the fair values of derivative instruments and their gains and losses in a tabular format provides a more complete picture of the location in an entity's financial statements of both the derivative positions existing at period end and the effect of using derivatives during the reporting period. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Early adoption is permitted. Management is currently evaluating the effect this pronouncement will have on our financial statements.

In May 2008, the FASB issued SFAS No. 163, "Accounting for Financial Guarantee Insurance Contracts" an interpretation of FASB Statement No. 60 (SFAS 163). SFAS 163 requires that an insurance enterprise recognize a claim liability prior to an event of default (insured event) when there is evidence that credit deterioration has occurred in an insured financial obligation. This Statement also clarifies how Statement 60 applies to financial guarantee insurance contracts, including the recognition and measurement to be used to account for premium revenue and claim liabilities. Those clarifications will increase comparability in financial reporting of financial guarantee insurance contracts by insurance enterprises.

statements, except not-for-profit organizations, but will affect only those entities that have an outstanding noncontrolling interest in one or more subsidiaries or that deconsolidate a subsidiary. The statement is effective for annual periods beginning after December 15, 2008. Management is currently evaluating the effect this pronouncement will have on our financial statements.

In March 2008, the FASB issued SFAS No. 161,

Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133, (SFAS 161 ) as amended and interpreted, which requires

This Statement requires expanded disclosures about financial guarantee insurance contracts. The accounting and disclosure requirements of the Statement will improve the quality of information provided to users of financial statements. SFAS 163 will be effective for financial statements issued for fiscal years beginning after December 15, 2008. We do not expect the adoption of SFAS 163 will have a material impact on our financial condition or results of operation.

Table of Contents

## ISSUER DIRECT CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

June 30, 2008

(Unaudited)

**Note 3: Notes Payable    Other**

As of June 30, 2008, we had two unsecured notes payable totaling \$111,437 as follows:

|                                                                                                                                                                    | June 30,<br>2008 | December 31,<br>2007 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|----------------------|
| Unsecured Note Payable in connection with the asset purchase agreement in March 2007, with interest of 8%, due on August 8, 2008.                                  | \$ 51,407        | \$ 57,258            |
| Unsecured Note Payable in connection with the July 2, 2007 acquisition of Bassett Press, with interest of 8% due and payable monthly, and is due on July 17, 2009. | 60,030           | 64,534               |
|                                                                                                                                                                    | 111,437          | 121,792              |

**Note 4: Notes Payable    Related Party**

As of June 30, 2008, we had three unsecured related party notes payable outstanding, totaling \$73,525 as follows:

|                                                                                                                                                                                                                                                                                                                                                                                                        | June 30,<br>2008 | December 31,<br>2007 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|----------------------|
| Note Payable to our Chief Executive Officer in the amount of \$25,000 for various obligations the former company was party to, including former legal counsel, former transfer agent and tax obligations with the state of Delaware. The unsecured note carries interest in the amount of 8% per annum and is due on December 31, 2008 or upon completion of a financing agreement totaling \$250,000. | \$ 23,525        | \$ 23,525            |

|                                                                                                                                                                                                                                                                                                                                                                                                                           |           |         |                                                                                                                                                                                                                                                                       |                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| Less current portion                                                                                                                                                                                                                                                                                                                                                                                                      | 86,437    | 121,792 |                                                                                                                                                                                                                                                                       |                     |
| Total long-term notes payable-other                                                                                                                                                                                                                                                                                                                                                                                       | \$ 25,000 | \$      | Unsecured Note Payable to a Director of the Company in the amount of \$25,000, with interest of 8%, due on receipt by the Company or its designated escrow agent the placement agent funds of an aggregate of \$1,000,000 in gross proceeds of the Private Placement. | 25,000 25,000       |
| <p>On June 10, 2008, we entered into a settlement and release agreement ( Agreement ) with the holder of the Note Payable that we issued in March 2007. Pursuant to the terms of the agreement, the holder agreed to accept \$46,205 in full payment of principal and interest on or before August 8, 2008. We did not repay the note on or before August 8, 2008, and have therefore not reduced its carrying value.</p> |           |         |                                                                                                                                                                                                                                                                       |                     |
|                                                                                                                                                                                                                                                                                                                                                                                                                           |           |         | Unsecured Note Payable to a Director of the Company in the amount of \$25,000, with interest of 8%, due on receipt by the Company or its designated escrow agent the placement agent funds of an aggregate of \$1,000,000 in gross proceeds of the Private Placement. | 25,000 25,000       |
|                                                                                                                                                                                                                                                                                                                                                                                                                           |           |         | Total notes payable- related party                                                                                                                                                                                                                                    | \$ 73,525 \$ 73,525 |



Table of Contents

## ISSUER DIRECT CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

June 30, 2008

(Unaudited)

*Note 5: Preferred Stock and Common Stock*

During the six months ended June 30, 2008, we issued shares of our common stock as follows:

|                                               | Six<br>months<br>ended<br>June 30,<br>2008 |
|-----------------------------------------------|--------------------------------------------|
| Outstanding at January 1, 2008                | 16,235,717                                 |
| Equity issued during six months ended June 30 |                                            |
| Issued for services <sup>1</sup>              | 1,074,000                                  |
| Issued for equity <sup>2</sup>                | 100,000                                    |
| Issued for employment incentives <sup>3</sup> | 800,000                                    |
| Outstanding at June 30, 2008                  | 18,209,717                                 |

In February 2008 we issued 42,000 shares of our common stock to the former officers of Docucon for services accrued in fiscal 2007. The fair market value of the shares totaled \$29,400, or \$0.70 per share. These shares were issued as restricted securities as defined under Rule 144.

On January 28, 2008, we entered into an agreement with a consultant and issued 100,000 shares of our common stock in connection with the agreement. The fair market value of the shares totaled \$74,000, or \$0.74 per share, which represents the closing price on the date of issuance. These shares were issued as restricted securities as defined under Rule 144.

1.

Shares issued for services to consultants:

On February 1, 2008, 450,000 shares were issued to a consultant under an agreement entered into on November 1, 2007. The fair market value of the shares totaled \$229,500, or \$0.51 per share, which represents the closing price on the date of issuance. These shares were issued as restricted securities as defined under Rule 144.

On May 15, 2008, the Company entered into an agreement pursuant to a potential acquisition wherein we issued 150,000 shares of our common stock in exchange for exclusivity period rights. Due diligence was conducted and the exclusivity period expired without definitive action by the Company. The fair market value of the shares totaled \$33,000, or \$0.22 per share, which represents the closing price on the date of the agreement. These shares were issued as restricted securities as defined

under Rule 144.

In February 2008 we issued 150,000 of our common stock to a consultant and former officer of Bassett Press, who is not an employee of the Company, pursuant to an agreement which provided for the issuance of 50,000 shares of our common stock prior to a three-for-one forward split that occurred simultaneous to our acquisition of Bassett Press in June 2007. The fair market value of the shares totaled \$62,500, or \$0.42 per share (\$1.25 on a pre-split basis). These shares were issued as restricted securities as defined under Rule 144.

On June 5, 2008, we entered into a consulting agreement with our Chief Financial Officer and agreed to issue 32,000 shares of our common stock in payment of services rendered in June and July 2008. The fair market value of the shares totaled \$8,000, or \$0.25 per share, which represents the closing price on the date of the agreement. These shares were issued pursuant to the consultant agreement as restricted securities as defined under Rule 144.

Table of Contents

**ISSUER DIRECT CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**June 30, 2008**

**(Unaudited)**

***Note 5: Preferred Stock and Common Stock  
(Continued)***

3.

Shares issued for compensation:

On June 30, 2008, we entered into an advisory services agreement with a Consultant to serve as a member of the Company's advisory board to render services to assist us with various aspects of financing, business operations, acquisition identification, and other advisory services. We issued 150,000 shares pursuant to the advisory board agreement as restricted securities as defined under Rule 144. The fair market value of the shares totaled \$78,000, or \$0.52 per share, which represents the closing price on the date of issuance.

On February 2, 2008, we issued 150,000 shares of our common stock in connection with an employment agreement with a former officer of Bassett Press. The fair market value of the shares totaled \$25,000, or \$0.25 per share, which represents the closing price on the date of the agreement. These shares were issued pursuant to the consultant agreement as restricted securities as defined under rule 144.

2.

Shares issued in connection with equity agreements.

On June 30, 2008, we issued a total of 650,000 shares, or 275,000, 225,000, and 150,000, of our common stock to our CEO, President, and Director of Business Development, respectively, as bonus compensation in recognition of their service to the Company. The fair market value of the shares totaled \$162,500, or \$0.25 per share, which represents the closing price on the date the compensation was approved. These shares were issued pursuant to the consultant agreement as restricted securities as defined under rule 144.

On February 27, 2008, we sold 50,000 shares of our common stock to an accredited investor for \$25,000 in cash in a transaction that did not involve a public offering. The fair market value of the shares totaled \$25,000, or \$0.50 per share, which represents the closing price on the date of issuance.

On May 30, 2008, we filed a definitive information statement with the SEC, which provided notification that a majority of our shareholders approved an amendment to our Articles of Incorporation authorizing an increase in the number of our authorized shares from 25,000,000 to 100,000,000. On July 7, 2008, we amended our Articles of Incorporation accordingly, and as of that date, we have 100,000,000 authorized shares

On June 12, 2008, we sold 50,000 shares of our common stock to an accredited investor for \$25,000 in cash in a transaction that did not involve a public offering. The fair market value of the shares totaled \$25,000, or \$0.50 per share, which represents the



closing price on the date of issuance.

The proceeds from these sales were used for general corporate purposes. These shares were issued as restricted securities as defined under rule 144 and carry piggy back registration rights pursuant to our next registration statement.

of common stock, par value \$0.001. Additionally, we have 10,000,000 authorized shares of preferred stock, of which 60 shares are designated as Series A preferred stock, par value \$1.00.

Table of Contents**ISSUER DIRECT CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****June 30, 2008****(Unaudited)*****Note 6: Selected Quarterly Financial Data******Note 7: Subsequent Events******Concentrations***

On July 7, 2008, we amended our Articles of Incorporation accordingly, and as of that date, we have 100,000,000 authorized shares of common stock, par value \$0.001.

For the three- and six-month periods ended June 30, 2008 and 2007, we earned revenues (as a percentage of total revenues) in the following categories:

On August 8, 2008, all interest and principal pursuant to our note payable to Edgarization, LLC was accelerated when we failed to repay the note.

|                                      | <b>Three Months<br/>Ended<br/>June 30,</b> |             | <b>Six Months<br/>Ended<br/>June 30,</b> |             |
|--------------------------------------|--------------------------------------------|-------------|------------------------------------------|-------------|
|                                      | <b>2008</b>                                | <b>2007</b> | <b>2008</b>                              | <b>2007</b> |
| <b><i>Revenue Segments</i></b>       |                                            |             |                                          |             |
| Document conversion                  | 41.2%                                      | 80.3%       | 49.3%                                    | 85.7%       |
| Printing and financial communication | 37.7%                                      | 18.8%       | 32.2%                                    | 13.0%       |
| Fulfillment and distribution         | 17.8%                                      | 0.9%        | 15.4%                                    | 1.3%        |
| Software Licensing                   | 3.3%                                       | 0.0%        | 3.1%                                     | 0.0%        |
| Total                                | 100.0%                                     | 100.0%      | 100.0%                                   | 100.0%      |

One customer accounted for 12% of our operating revenues during the six-month period ended June 30, 2008. At June 30, 2008, this customer and another customer accounted for 22% and 12%, respectively, of our total accounts receivable. No one customer accounted for greater than 10% of the operating revenues of our core services during the three-month period ended June 30, 2008. One customer accounted for greater than 11% and 14%, respectively, of the operating revenues of our core services during the three- and

six-month periods ended June 30, 2007.

We do not believe we had any financial instruments that could have potentially subjected us to significant concentrations of credit risk. A portion of our revenues are paid at the beginning of the month via credit card or in advance by check, the remaining accounts receivable amounts are generally due within 30 days, none of which is collateralized.

Table of Contents

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

*The discussion of the financial condition and results of operations of the Company set forth below should be read in conjunction with the consolidated financial statements and related notes thereto included elsewhere in this Form 10-Q. This Form 10-Q contains forward-looking statements that involve risks and uncertainties. The statements contained in this Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. When used in this Form 10-Q, or in the documents incorporated by reference into this Form 10-Q, the words "anticipate," "believe," "estimate," "intend" and "expect" and similar expressions are intended to identify such forward-looking statements. Such forward-looking statements include, without limitation, the statements regarding the Company's strategy, future sales, future expenses, future liquidity and capital resources. All forward-looking statements in this Form 10-Q are based upon information available to the Company on the date of this Form 10-Q, and the Company assumes no obligation to update any such forward-looking statements. The Company's actual results could differ materially from those discussed in this Form 10-Q. Factors that could cause or contribute to such differences ( Cautionary Statements ) include, but are not limited to, those discussed in Item 1. Business--"Risk Factors" and elsewhere in the Company's Annual Report on Form 10-KSB, which are incorporated by reference herein and in this report. All subsequent written and oral forward-looking statements attributable to the Company, or*

with the myriad of rules imposed by regulatory bodies. The majority of our business involves the distribution of content either electronically or paper to governing bodies and shareholders alike through our integrated back office systems and service platform.

We continue to focus on both the organic growth of our business segments as well as evaluating potential acquisitions that would compliment our operations and accelerate our overall goals of market share and profitability.

**Revenue Segments**

The Company operates primarily in the financial compliance and print portion of the sector, with related service offerings designed to offer issuers a comprehensive set of solutions for communicating their messages to their audiences. The Company's segments and their product and service offerings are summarized below:

*Compliance and Reporting Services* Our Compliance and reporting services business segment primarily consist of Securities and Exchange filings submitted through the EDGAR system, document typesetting, design layout and full production pre-press services for corporate issuers, law firms, funds and transfer agents. Our services extend beyond traditional Edgarization and into the next generation of dynamic data, portable documents, and full support of XBRL

*Printing and Financial Communications* Continues to gain significant growth quarter

*persons acting on the Company's behalf, are expressly qualified in their entirety by the cautionary statements.*

### **Overview**

Issuer Direct Corporation (Issuer Direct Corporation and its business are hereinafter collectively referred to as Issuer Direct, the Company, We or Our unless otherwise noted), was formed in February 2006 as My Edgar Inc; a full-service provider of financial print and related compliance communications both online and in print. We acquired Edgarization, LLC and Basset Press in March and July 2007. In December 2007, we became publicly traded through a reverse merger transaction with Docucon Incorporated, a Delaware company. In December 2007, we changed our name to Issuer Direct Corporation.

Our mission is to alleviate the complexity of maintaining compliance and as a shareholder communication company; we are dedicated to assisting our corporate issuers in an ever-changing regulatory environment and to comply

of quarter since our expansion of digital print management, print on demand services have been added to the traditional web press financial printing that occurred in the past and occurs in our industry. We have established a competitive advantage in the market by bundling our short run service offering to issuers desiring to print what we refer to as one to many of any corporate documents or compliance filing.

*Fulfillment and Distribution* is a seasonal business segment for us. We anticipate the hiring of temporary employees during cyclical periods such as proxy season to fulfill the demand for delivery of material to millions of shareholders. We signed a strategic partnership at the end of fiscal 2007 with Global Mail to significantly handle the least cost routing option of the postal service, resulting in the delivery of time sensitive material to the mailboxes of shareholders quicker than traditional methods.

Table of Contents**2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)**

*re Licensing* is a business segment that overlaps our entire business and continues to increase our efficiencies and profitability as we manage our issuers' data, shareholders, communications and compliance requirements from one portal. Our systems continue to be updated to meet the growing needs of compliance and regulatory requirements and additional services such as transfer agency services. We currently are deriving our software licensing revenues from our Direct online system.

**Results of Operations**

Management evaluates each of our segment revenue streams separately in combination to evaluate the different factors that could affect our financial results. Although each revenue segment lacks historical trends, management has to make certain market assumptions as it relates to each segment; additionally each segment is subject to review and evaluation by our management for such things as current market conditions, seasonality, market opportunities and available resources.

Below is a comparison of the revenues generated by each of our business segments for the three- and six-month periods:

**Comparison of results of operations for the three months ended June 30, 2008 and 2007:**

|                                           | <b>Three Months Ended<br/>June 30,</b> |             | <b>%</b>      |
|-------------------------------------------|----------------------------------------|-------------|---------------|
|                                           | <b>2008</b>                            | <b>2007</b> | <b>change</b> |
| <b>Business Segments</b>                  |                                        |             |               |
| <b>Compliance and reporting services</b>  | \$ 185,610                             | \$ 90,455   | 105%          |
| <b>Print and financial communications</b> | 169,898                                | 21,203      | 701%          |
| <b>Fulfillment and distribution</b>       | 80,391                                 | 975         | 8,145%        |
| <b>Software licensing</b>                 | 14,900                                 |             | 100%          |
|                                           | \$ 450,799                             | \$ 112,633  | 300.20%       |

**Comparison of results of operations for six months ended June 30, 2008 and 2007:**

|                                     | <b>Three Months Ended<br/>June 30,</b> |             |               |
|-------------------------------------|----------------------------------------|-------------|---------------|
|                                     | <b>2008</b>                            | <b>2007</b> | <b>change</b> |
| <b>Business Segment information</b> |                                        |             |               |
| Revenues                            |                                        |             |               |
| Compliance and reporting services   | \$ 367,074                             | \$ 139,249  |               |
| Print and financial communications  | 239,661                                | 21,203      | 1,125%        |
| Fulfillment and distribution        | 114,614                                | 2,075       | 5,525%        |
| Software licensing                  | 22,800                                 |             |               |
| Total                               | \$ 744,149                             | \$ 162,527  | 359%          |

The increase in revenue in the fiscal 2008 periods is a result of our acquisition of Basset Press in July 2007; the fiscal 2007 periods do not include any revenues generated as a result of that transaction. As a result of that transaction, revenues generated from print and financial communication and fulfillment and distribution services increased substantially. While the cost to deliver such services as a percentage of revenue are greater than the cost to deliver compliance and reporting services, they produce positive gross margins.

Additionally, revenues generated from compliance and reporting services increased as we sold such services to a broader customer base.



Table of Contents**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS. (CONTINUED)**

For the three- and six-month periods ended June 30, 2008 and 2007, we earned revenues (as a percentage of total revenues) in the following categories:

|                                      | <b>Three Months<br/>Ended<br/>June 30,</b> |             | <b>Six Months<br/>Ended<br/>June 30,</b> |             |
|--------------------------------------|--------------------------------------------|-------------|------------------------------------------|-------------|
|                                      | <b>2008</b>                                | <b>2007</b> | <b>2008</b>                              | <b>2007</b> |
| <b>Revenue<br/>Segments</b>          |                                            |             |                                          |             |
| Document conversion                  | 41.2%                                      | 80.3%       | 49.3%                                    | 85.7%       |
| Printing and financial communication | 37.7%                                      | 18.8%       | 32.2%                                    | 13.0%       |
| Fulfillment and distribution         | 17.8%                                      | 0.9%        | 15.4%                                    | 1.3%        |
| Software Licensing                   | 3.3%                                       | 0.0%        | 3.1%                                     | 0.0%        |
| Total                                | 100.0%                                     | 100.0%      | 100.0%                                   | 100.0%      |

One customer accounted for 12% of our operating revenues during the six-month period ended June 30, 2008. No one customer accounted for greater than 10% of the operating revenues of our core services during the three-month period ended June 30, 2008. One customer accounted for greater than 11% and 14%, respectively, of the operating revenues of our core services during the three- and six-month periods ended June 30, 2007. Our actual results may differ substantially from those anticipated in any forward-looking statements included in this discussion as a result of various factors, including those set forth in Risk Factors contained elsewhere in this Current Report.

***Cost of Services and Gross Margin.***

Cost of services consists of direct labor, third party software licensing, print production materials, postage

***Operating Expenses******General and Administrative Expense***

General and administrative expenses consist primarily of salaries, insurance, fees for professional services, general corporate expenses and facility and equipment expenses. General and administrative expenses for the three-month period ended June 30, 2008 increased \$376,609 to \$403,881 from \$27,272 for the comparable period in fiscal 2007. General and administrative expenses for the six-month period ended June 30, 2008 increased \$808,314 to \$864,756 from \$56,442 for the comparable period in fiscal 2007. The three- and six-month periods ended June 30, 2008 included \$243,500 and \$655,900, respectively, in expenses paid through the issuance of common stock for salaries and consulting fees. The increase was primarily due to the consulting fees and salaries that were incurred as we sought and evaluated growth and acquisition activities and transactions.

***Sales and Marketing Expenses***

Sales and marketing expenses consist primarily of salaries, sales commissions, sales consultants, advertising expenses, and marketing. Sales and marketing expenses for the three-month period ended June 30, 2008 increased 449%, or \$92,245, to 112,768, as compared to the same period in fiscal 2007. Sales and marketing expenses for the six-month period ended June 30, 2008 increased 105%, or \$83,912, to \$163,543 for the same six-month period in fiscal 2007. The increased expenses, which include \$37,500 of stock-based (non-cash) compensation, are a result of the expansion of our sales and marketing efforts and increase in client related activities.

***Depreciation and Amortization***

Depreciation and amortization increased during the three- and six-month periods ended June 30, 2008 by \$4,497 and \$9,005, to \$4,831 and \$9,674 as compared to the comparable fiscal 2007 periods. The increase in such expenses is a result of the



and delivery, and outside services directly related to the delivery of services. Our gross margin, while declining as a percentage of total sales due to the higher volume of printing and financial, increased in the three- and six-month periods by \$91,939 and \$202,235.

depreciation and amortization of assets acquired during fiscal 2007.

Table of Contents

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS. (CONTINUED)**

***Liquidity and Capital Resources***

Current liabilities as of June 30, 2008, totaled \$371,529, including accounts payable for accounting, legal and general operations of all business segments, as well as various short-term notes payable, as compared to \$339,213 as of December 31, 2007. At June 30, 2008, the Company's total assets exceeded the total liabilities by \$185,291.

***2008 Outlook***

The following statements and certain statements made elsewhere in this document are based upon current expectations. These statements are forward looking and are subject to factors that could cause actual results to differ materially from those suggested here, including, without limitation, demand for and acceptance of the Company's services, new developments, competition and general economic or market conditions, particularly in the domestic and international capital markets. Our 2008 Outlook does not reflect any additional acquisitions we may complete during the period. Refer also to the Cautionary Statement Concerning Forward Looking Statements included in this report.

The Company's management expects to improve its overall market position through 2008 through our unique offering segments that yield a competitive advantage in the marketplace even though we operate in a competitive sector. As a single source financial printer, compliance and communications company to issuers and capital markets, we expect to see significant growth through 2008 in our print and

We expect to substantially increase our revenues in our financial printing and communications, as well as our fulfillment and delivery (edelivery) segment as the number of financial communication pieces printed and delivered to shareholders is expected to rise in 2008 over 2007. This includes the notice and access offering that accelerated filers have the option to participate in effective in 2008.

Technological advancements - such as the electronic distribution of documents, online distribution and notice and access programs, as well as our unique print-on-demand technology will impact the markets we serve in 2008 and beyond and create a larger demand for our products and services. Looking forward we have accounted for the possible substitute of traditional printed materials for a more robust electronic delivery and online voting system. To address these longer term industry concerns we have spent considerable amounts of time in specific segments of our business, building brands around Notice and Access, through our Issuer Hub and iProxy Direct systems, coupled with our expedited mail relationship that has created our Issuer Logistics model.

***Off Balance Sheet Arrangements***

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

financial communications as well as our fulfillment and distribution business segments. We anticipate further consolidation in the marketplace of financial printers and suppliers in 2008, which may result in pricing pressures; however we believe our unique business segments will provide us the opportunity to increase our overall market. Additionally we expect to continue our aggressive business segment expansion to remain competitive in the market and provide the additional competitive advantages in the market.

Table of Contents

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

None.

**ITEM 4T. CONTROLS AND PROCEDURES.**

As of the end of the period covered by this quarterly report on Form 10-Q, the Company's Chief Executive Officer and Chief Financial Officer conducted an evaluation of the Company's disclosure controls and procedures (as defined in Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934). Based upon this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective and have not changed since its most recent annual report.

During the quarter ended June 30, 2008, we have taken steps to improve our internal controls over financial reporting, including engaging Lori Jones as our Chief Financial Officer and facilitating more thorough analysis of our financial transactions. We believe these steps have improved our internal control over financial reporting.

Table of Contents

**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.**

From time to time the Company may become party to litigation or other legal proceedings that we consider to be a part of the ordinary course of business. We are not currently involved in any legal proceedings that we believe could reasonably be expected to have a material adverse effect on our business, prospects, financial condition or results of operations.

**ITEM 1A. RISK FACTORS.**

There have been no material changes to our risk factors as previously disclosed in our most recent 10-K filing.

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

In May 2008, we entered into an agreement pursuant to a potential acquisition wherein we issued 150,000 shares of our common stock in exchange for exclusivity period rights. Due diligence was conducted and the exclusivity period expired without definitive action by the Company. The fair market value of the shares totaled \$32,850, or \$0.22 per share, which represents the closing price on the date of the agreement. These shares were issued as restricted securities as defined under Rule 144.

On June 12, 2008, we sold 50,000 shares of our common stock to one shareholder for

In June 2008, we issued 32,000 shares of our common stock pursuant to a consulting agreement with our Chief Financial Officer in payment of services rendered in June and July 2008. The fair market value of the shares totaled \$8,000, or \$0.25 per share, which represents the closing price on the date of the agreement. We also issued 150,000 shares of our common stock to a member of our advisory board to render services to assist us with various aspects of financing, business operations, acquisition identification, and other advisory services. The fair market value of the shares totaled \$78,000, or \$0.52 per share, which represents the closing price on the date

\$25,000 in cash in a transaction that did not involve a public offering. The fair market value of the shares totaled \$25,000, or \$0.50 per share, which represents the closing price on the date of issuance. In conducting the sale, we relied upon the exemption from registration provided by Section 4(2) of the Securities Act of 1933 and Rule 506 thereunder as the purchaser of such securities was an accredited investors. The proceeds from the sale were used for general corporate purposes.

of issuance. These shares were issued pursuant to the consultant agreement as restricted securities as defined under Rule 144.

On June 30, 2008, we issued a total of 650,000 shares, or 275,000, 225,000, and 150,000, of our common stock to our CEO, President, and Director or Business Development, respectively, as bonus compensation in recognition of their service to the Company. The fair market value of the shares totaled \$162,500 or \$0.25 per share, which represents the closing price on the date the compensation was approved. These shares were issued pursuant to the consultant agreement as restricted securities as defined under Rule 144.

Table of Contents

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

On August 8, 2008, all interest and principal pursuant to our note payable to Edgarization, LLC was accelerated when we failed to repay the note.

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

Not applicable.

**ITEM 5. OTHER INFORMATION.**

This quarterly report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subjected to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this quarterly report.

**ITEM 6. EXHIBITS.**

Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>                                            |
|-----------------------|---------------------------------------------------------------|
| <u>31.1</u>           | Rule 13a-14(a) Certification of Principal Executive Officer.* |
| <u>31.2</u>           | Rule 13a-14(a) Certification of Principal Financial Officer.* |
| <u>32.1</u>           | Section 1350 Certification of Principal Executive Officer.*   |
| <u>32.2</u>           | Section 1350 Certification of                                 |

Principal Financial Officer.\*

\* Filed herewith



*Table of Contents*

**SIGNATURES**

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

Date: August 11, 2008

**ISSUER DIRECT CORPORATION**

|     |                         |
|-----|-------------------------|
| By: | /s/ BRIAN R. BALBIRNIE  |
|     | Brian R. Balbirnie      |
|     | Chief Executive Officer |