

TRI-S SECURITY CORP  
Form 10-Q  
May 09, 2007  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

\_\_\_\_\_  
**FORM 10-Q**  
\_\_\_\_\_

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

For the quarterly period ended March 31, 2007

.. **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT**

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

Commission file number 0-51148

\_\_\_\_\_  
**TRI-S SECURITY CORPORATION**

(Exact name of registrant as specified in its charter)

**GEORGIA**  
(State or other jurisdiction of

incorporation or organization)

11675 Great Oaks Way, Suite 120, Alpharetta, Georgia 30022

(Address of principal executive offices)

(678) 808-1540

**30-0016962**  
(I.R.S. Employer

Identification No.)

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(Registrant's telephone number, including area code)

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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 for the past 90 days. Yes  No

Indicate by check mark whether registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

Shares of the registrant's common stock, par value \$0.001 per share, outstanding as of May 8, 2007: 3,503,280.

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**QUARTERLY REPORT ON FORM 10-Q FOR THE**  
**QUARTER ENDED MARCH 31, 2007**

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**Table of Contents****Tri-S Security Corporation and Subsidiaries****Consolidated Balance Sheets****Unaudited****(In thousands, except per share data)**

	March 31, 2007	December 31, 2006
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 141	\$ 66
Trade accounts receivable, net of allowance of \$862 and \$797, respectively	10,924	13,313
Prepaid expenses and other assets	823	649
<b>Total current assets</b>	<b>11,888</b>	<b>14,028</b>
Property and equipment, less accumulated depreciation	531	597
Goodwill	16,078	16,078
Intangibles, net		
Customer contracts	3,859	4,264
Deferred loan costs	1,016	1,143
Other	922	991
<b>Total assets</b>	<b>\$ 34,294</b>	<b>\$ 37,101</b>
<b>Liabilities and Stockholders Equity</b>		
Current liabilities:		
Trade accounts payable	\$ 986	\$ 1,104
Accrued interest expense	475	400
Accrued expenses	4,309	4,467
Factoring facility	5,929	7,506
Income taxes payable	1,129	1,269
Series C preferred stock subject to mandatory redemption	6,000	6,000
Long-term debt - current portion		284
<b>Total current liabilities</b>	<b>18,828</b>	<b>21,030</b>
Other liabilities:		
10% convertible notes	7,321	7,273
Deferred income taxes	1,795	1,974
Term loans	100	
Long-term debt	26	
<b>Total liabilities</b>	<b>28,070</b>	<b>30,277</b>
Stockholders equity:		
Common stock, \$0.001 par value, 25,000,000 shares authorized; 3,548,704 shares issued and 3,503,280 shares outstanding at March 31, 2007 and December 31, 2006	3	3
Treasury stock 45,424 shares at cost	(105)	(105)
Additional paid-in capital	14,185	14,109
Deficit	(7,859)	(7,183)
<b>Total stockholders equity</b>	<b>6,224</b>	<b>6,824</b>

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Total liabilities and stockholders' equity	\$	34,294	\$	37,101
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See accompanying notes to financial statements.

**Table of Contents****Tri-S Security Corporation and Subsidiaries****Consolidated Statements of Operations****Unaudited****(In thousands, except per share data)**

	<b>Three Months Ended March 31,</b>	
	<b>2007</b>	<b>2006</b>
Revenues	\$ 20,205	\$ 17,373
Cost of revenues:		
Direct labor	12,695	10,571
Indirect labor and other support costs	5,251	4,391
Amortization of customer contracts	406	412
	18,352	15,374
Gross profit	1,853	1,999
Selling, general and administrative	2,616	2,990
Amortization of intangible assets	235	231
	2,851	3,221
Operating loss	(998)	(1,222)
Income from investment in Army Fleet Support, LLC, net		276
Other income (expense):		
Interest income		7
Interest expense	(458)	(1,702)
Interest on Series C redeemable preferred stock	(75)	(75)
Other income	550	84
	17	(1,686)
Loss before income taxes	(981)	(2,632)
Income tax benefit	(305)	(983)
Net loss	\$ (676)	\$ (1,649)
Basic and diluted net loss per common share	\$ (0.19)	\$ (0.49)
Basic and diluted weighted average number of common shares	3,503	3,349

See accompanying notes to financial statements.

**Table of Contents****Tri-S Security Corporation and Subsidiaries****Consolidated Statements of Cash Flows****Unaudited****(In thousands)**

	<b>Three Months Ended March 31, 2007</b>	<b>Three Months Ended March 31, 2006</b>
<b>Cash flow from operating activities:</b>		
Net loss	\$ (676)	\$ (1,649)
<b>Adjustments to reconcile net loss to net cash used by operating activities:</b>		
Income from investment in Army Fleet Support, LLC, net		(276)
Gain on Cornwall settlement	(250)	
Depreciation and amortization	719	711
Deferred income tax benefits	(179)	(683)
Non-cash employee stock option expense	76	55
Non-cash interest expense	48	738
<b>Changes in operating assets and liabilities:</b>		
Trade accounts receivable, net	2,389	966
Prepaid expenses and other assets	(174)	(236)
Trade accounts payable	(118)	208
Accrued liabilities	(83)	(1,185)
Income taxes payable	(140)	(301)
<b>Net cash provided (used) by operating activities</b>	<b>1,612</b>	<b>(1,652)</b>
<b>Cash flow from investing activities:</b>		
Proceeds from disposal of property and equipment		16
Purchase of property and equipment	(12)	
<b>Net cash provided (used) by investing activities</b>	<b>(12)</b>	<b>16</b>
<b>Cash flow from financing activities:</b>		
Net (payments) proceeds on factoring facility	(1,577)	1,817
Proceeds (repayments) of term loans	100	(271)
Deferred financing costs	(40)	(46)
Repayments of capital lease obligations	(8)	
Deferred initial public offering costs		(82)
<b>Net cash provided (used) by financing activities</b>	<b>(1,525)</b>	<b>1,418</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>75</b>	<b>(218)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>66</b>	<b>463</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 141</b>	<b>\$ 245</b>
<b>Supplemental disclosures of cash flow information:</b>		
Interest paid	\$ 410	\$ 1,024
Income taxes paid	\$ 14	\$ 3

See accompanying notes to financial statements.





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**TRI-S SECURITY CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**March 31, 2007**

**1. Organization**

Tri-S Security Corporation, a Georgia corporation ( Tri-S , the Company or we ), was incorporated in October 2001 under the name Diversified Security Corporation. We changed our name to Tri-S Security Corporation on August 16, 2004. We provide contract guard services to (i) various Federal government agencies through our subsidiary, Paragon Systems, Inc., an Alabama corporation with its principal office located in Washington, DC ( Paragon Systems ); and (ii) commercial and state and local government customers through our subsidiary, The Cornwall Group, Inc., a Florida corporation with its principal offices located in Miami, Florida ( Cornwall ).

We provide cost-effective solutions to ensure the safety and security of the assets and personnel of our customers and to continually improve the protection we provide for their personnel, programs, resources and facilities. Our goal is to provide demonstrably superior contract guard services with the highest degree of integrity and responsiveness.

In January 2006, Paragon Systems entered into a Joint Venture Agreement with Southeastern Protective Services, Inc. ( Southeastern Protective Services ) to form Southeastern Paragon. Paragon Systems owns 49% and Southeastern Protective Services owns 51% of Southeastern Paragon. Southeastern Paragon was formed to bid on certain contracts, and Paragon Systems will manage the contracts awarded to Southeastern Paragon. We will account for the results of Southeastern Paragon in accordance with Accounting Principal Board Opinion No. 18, *The Equity Method of Accounting for Investments in Common Stock*, and Financial Accounting Standards Board ( FASB ) Interpretation No. 46(R), *Consolidation of Variable Interest Entities*.

**2. Basis of Presentation**

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ( GAAP ). The financial statements presented are unaudited and have been prepared by our management in accordance with the rules and regulations of the Securities and Exchange Commission (the SEC ). In the opinion of our management, all adjustments, consisting of normal recurring accruals, necessary for the fair presentation of the financial position, results of operations and cash flows have been included. For further information, see our audited financial statements and footnotes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2006 (the Annual Report ) filed with the SEC. Disclosure that substantially duplicates the disclosure contained in the footnotes to the audited financial statements included in the Annual Report has been omitted from these Notes.

**3. Recent Accounting Pronouncement Implemented**

The Company adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement No. 109 ( FIN 48 ) on January 1, 2007. FIN 48 prescribes a recognition threshold that a tax position is required to meet before being recognized in the financial statements and provides guidance on the derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition issues. The adoption of FIN 48 resulted in the recognition of \$32,104 of penalties which was recorded as an adjustment to the January 1, 2007 retained earnings. No adjustments were made in the quarter ended March 31, 2007 to the balance of unrecognized tax benefits and no material change is expected in the next twelve months. In addition, the following information required by FIN 48 is provided:

As noted above, as of January 1, 2007, we have accrued penalties in the amount of \$32,104 related to uncertain tax positions. As of March 31, 2007 the total amount of interest and penalties accrued was \$44,250. Accrued interest on tax deficiencies and tax penalties are recorded as a component of income tax expense.

The recognition of unrecognized tax benefits will not impact the Company's effective tax rate.

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Tri-S Security Corporation and its subsidiaries files federal income tax returns, as well as multiple state and local tax returns. The tax years of 2004 to 2006 for all jurisdictions remain open to examination.

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**4. Stock-based Compensation**

Effective January 1, 2006, we adopted Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment* ( SFAS No. 123R ), using the modified-prospective-transition approach method. Under this transition method, compensation costs for 2006 include costs for options granted prior to, but not vested at, December 31, 2005, and options vested in 2006. Therefore, results for prior periods have not been restated.

The adoption of SFAS No. 123R decreased net income by approximately \$75,000 and \$55,000 for the three months ended March 31, 2007 and 2006, respectively, compared to our previous method of accounting for share-based compensation under Accounting Principal Board Opinion No. 25, *Accounting for Stock Issued to Employees*.

As of March 31, 2007, there was approximately \$457,000 of unrecognized compensation cost related to unvested share-based compensation awards granted. We expect to recognize this cost over the next 1.6 years.

**5. Common and Preferred Stock**

On February 8, 2005, pursuant to an Exchange and Recapitalization Agreement, we effected an exchange and recapitalization of our then outstanding common stock, Series A Convertible Preferred Stock and Series B Convertible Preferred Stock and rights to acquire our common stock. Pursuant to the Exchange and Recapitalization Agreement, all of our outstanding (i) common stock, Series A Convertible Preferred Stock and Series B Convertible Preferred Stock were exchanged for an aggregate of 1,200,000 shares of our common stock and (ii) rights to acquire our common stock were exchanged for rights to purchase an aggregate of 113,269 shares of our common stock. The recapitalization was given retroactive treatment in the financial statements and related disclosures.

As of March 31, 2007, we had 100 shares outstanding of Series C Redeemable Preferred Stock.

Holders of the Series C Redeemable Preferred Stock have no voting rights, except that a consent of a majority of the holders of the Series C Redeemable Preferred Stock, voting separately as a class, is required to increase or decrease the number of authorized shares of Series C Redeemable Preferred Stock and except as otherwise required by applicable law. The Series C Redeemable Preferred Stock does not have any preemptive, conversion or sinking fund rights nor does it have any rights or preferences in the event of a liquidation, dissolution or winding-up of the Company.

The Series C Redeemable Preferred Stock is classified as preferred stock subject to mandatory redemption in the financial statements and was redeemable by us on February 27, 2007. As of March 31, 2007 and 2006, the Company had accrued dividend expense with respect to the outstanding shares of Series C Redeemable Preferred Stock of \$475,000 and \$175,000, respectively. Dividends on the outstanding shares of Series C Redeemable Preferred Stock are payable semi-annually and accrue at an annual rate of 5% of the redemption value, which redemption value is an aggregate of \$6.0 million. Our payment obligations under the Series C Redeemable Preferred Stock are secured by a pledge of 40% of the outstanding capital stock of Paragon Systems. On February 27, 2006, we filed a lawsuit against the former shareholders of Paragon Systems alleging, among other things, that they breached certain representations in the Stock Purchase Agreement between us and the former shareholders dated as of February 23, 2004 (the Paragon Purchase Agreement ), pursuant to which we acquired Paragon Systems. In the complaint, we seek, among other things, an award of damages and a decree invalidating the Series C Redeemable Preferred Stock which was issued to the former shareholders as part of the purchase price for Paragon Systems and the security agreements pursuant to which we pledged 40% of the outstanding capital stock of Paragon Systems to secure our obligations under the Series C Redeemable Preferred Stock. Under the Paragon Purchase Agreement and all applicable common law, we are exercising our rights of offset against the dividend and redemption payments otherwise payable by us in respect of the Series C Redeemable Preferred Stock. Accordingly, we did not make dividend payments on the Series C Redeemable Preferred Stock on February 28, 2006, or at any point thereafter, and we have not redeemed the Series C Redeemable Preferred Stock, which has a redemption value of \$6.0 million and was otherwise redeemable by us on February 27, 2007. If we do not prevail in the lawsuit, then we may be required to redeem the Series C

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Redeemable Preferred Stock and pay all accrued and unpaid dividends thereon. If we do not do so, then the former shareholders may be able to foreclose on the stock of Paragon Systems pledged to them.

If we are unable to satisfy or otherwise settle the claims with respect to the Series C Redeemable Preferred Stock by February 28, 2008, we will be in default under our credit facility with our lenders, which requires that the litigation with respect to the Series C Redeemable Preferred Stock be settled and that the lien on the 40% of the stock of Paragon Systems held by the former shareholders of Paragon Systems be eliminated by February 28, 2008. If the Series C Redeemable Preferred Stock or the lien remains outstanding on February 28, 2008, we will be in violation of our credit facility and all indebtedness thereunder will become immediately due and payable. See Part II, Item 1 Legal Proceedings of this Quarterly Report for a discussion of the Series C Redeemable Preferred Stock.

The Company is authorized to issue 25 million shares of common stock with a par value of \$0.001 per share. The holders of common stock are entitled to one vote per share on all matters. The common stock does not have cumulative voting rights and no conversion rights. Each share of common stock has an equal and ratable right to receive dividends to be paid from assets legally available when and if declared by our Board of Directors. We have never paid any cash dividends on common stock.

During the first quarter of 2006, we issued 20,000 shares of our common stock for services, at a price of \$4.45 per share, which services will be rendered ratably during 2006. For the three months ended March 31, 2006, we recorded expense of approximately \$22,000 for services rendered during that period.

**6. Investment in Army Fleet Support, LLC**

In conjunction with the purchase of all the outstanding capital stock of Paragon Systems (the Paragon Acquisition), we acquired a 10% equity interest in Army Fleet Support, LLC (Army Fleet). The value of our investment in Army Fleet on the date of the Paragon Acquisition was \$8,102,000 as established by an independent appraisal. We amortize the cost of the investment in excess of the net book value thereof using a 10-year life, which approximates the anticipated life of Army Fleet.

We account for our investment in Army Fleet using the equity method of accounting. Accordingly, our investment in Army Fleet is increased by our share of Army Fleet's earnings and reduced by the amortization of our investment in Army Fleet and the cash we receive from Army Fleet with respect to our investment.

During the second quarter of 2006, we sold our 10% equity interest in Army Fleet. The details of the transaction are as follows:

Cash received	\$ 10,810,000
Book value of investment	8,907,083
Gain on sale	 \$ 1,902,917

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Our investment in Army Fleet was affected by the following transactions for the three months ended March 31, 2006:

Investment in Army Fleet beginning	\$ 8,698,000
Company's share of earnings in Army Fleet	482,000
Amortization of the investment in Army Fleet	(206,000)
Investment in Army Fleet ending	\$ 8,974,000

**7. Debt and Other Obligations****Credit and Factoring Agreements**

On October 18, 2005, we entered into a Credit Agreement (the "Credit Agreement") with LSQ Funding Group, L.C. ("LSQ") and BRE LLC ("BRE" and, together with LSQ, our "lenders"), pursuant to which we borrowed \$1,650,000 pursuant to a term loan with a maturity date of October 1, 2007 ("Term Loan A") and \$3,500,000 pursuant to a term loan with a maturity date of October 1, 2009 ("Term Loan B" and, together with Term Loan A, the "Term Loans"). During the second quarter of 2006, the Term Loans were paid in full.

In connection with the Credit Agreement, we entered into a Factoring and Security Agreement (the "Factoring Agreement") with LSQ, pursuant to which LSQ will purchase from us from time to time certain accounts receivable at a discount of 0.7% and provide us with a professional accounts receivable management service for a funds usage fee of the prime rate plus 1.0% on the funds advanced on the outstanding accounts receivable purchased. The Factoring Agreement has a \$6,000,000 initial purchase limit and a four-year term which will automatically renew unless we provide notice of our intent to terminate. The Factoring Agreement amends and restates the Factoring Agreement dated as of April 1, 2005 between LSQ and Paragon Systems, pursuant to which LSQ purchased from Paragon Systems from time to time certain accounts receivable at a discount of 0.7% under a factoring facility with a funds usage fee equal to the prime rate plus 1.00%, a \$6,500,000 initial purchase limit and a one-year term subject to annual renewal.

Pursuant to the Credit Agreement, we also entered into (i) a Guaranty Agreement pursuant to which we unconditionally and irrevocably guarantee to the lenders the prompt payment and performance of all of our obligations, indebtedness and liabilities to the lenders, whether currently existing or subsequently arising (the "Obligations"); and (ii) a Security Agreement, pursuant to which we granted to the lenders a security interest in substantially all of our assets to secure all of the Obligations. Additionally, we have entered into a Pledge Agreement pursuant to which we have pledged to the lenders the capital stock of Paragon Systems to secure all of our obligations under the Credit Agreement and related documents.

On June 27, 2006, Paragon Systems executed a Guaranty of Joint Venture (the "JV Guaranty") pursuant to which Paragon Systems unconditionally guarantees to LSQ the prompt payment and performance of all obligations, indebtedness and liabilities, whether currently existing or subsequently arising, of Southeastern Paragon (the "JV Obligations"). The JV Obligations include the obligations, indebtedness and liabilities of Southeastern Paragon to LSQ under that certain Factoring and Security Agreement between Southeastern Paragon and LSQ dated as of June 27, 2006 (the "JV Factoring Agreement"), pursuant to which LSQ will purchase from Southeastern Paragon from time to time certain accounts receivable at a discount of 0.7% and provide Southeastern Paragon with a professional accounts receivable management service for a funds usage fee equal to the prime rate plus 1.0% on the funds advanced on the outstanding accounts receivable purchased. The JV Factoring Agreement has a \$1,000,000 initial purchase limit and a one-year term which will automatically renew unless Southeastern Paragon provides notice of its intent to terminate.

During March 2007, we entered into an Amendment and Forbearance Agreement with our lenders pursuant to which we amended the Credit Agreement and secured an additional \$2.5 million term loan (the "2007 Term Loan") with our lenders to provide additional financing as needed to provide the capital we estimate is necessary to continue to operate the business during 2007. Interest under the 2007 Term Loan is payable beginning April 1, 2007 and monthly thereafter at an annual interest rate of Prime plus 5.5%. The 2007 Term Loan matures on March 28, 2009. The 2007 Term Loan bears a 0.25% per month fee on the unused portion of the loan. The lenders were paid an origination fee of \$40,000. The 2007 Term Loan requires the company to pay a Minimum Balance Fee, as described in the agreement, if the loan is repaid prior to maturity.

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During September and October 2005, we issued in a private placement transaction 10% convertible promissory notes ( 10% Notes ) with an aggregate principal amount of \$8,015,000 and warrants to purchase 834,896 shares of our common stock for a total purchase price of \$8,015,000. The 10% Notes and warrants were issued in four closings between September 2, 2005 and October 14, 2005. The face value of the 10% Notes is \$8,015,000. Interest is payable monthly on the face value of the 10% Notes at a rate of 10% per annum. The gross proceeds from the offering of 10% Notes and warrants was allocated to the 10% Notes and warrants in accordance with Emerging Issue Tax Force 98-5, *Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios* ( EITF 98-5 ). In accordance with EITF 98-5, \$6,107,000 of the gross proceeds were allocated to the 10% Notes and \$1,908,000 was allocated to additional paid in capital related to the warrants and the beneficial conversion feature. The conversion of the 10% Notes was restricted at the issue date because of the need for a shareholder vote to approve the conversion of the 10% Notes and the exercise of the warrants as well as certain other restrictions. In February 2006, the shareholders approved the shares issuable upon conversion of the 10% Notes and exercise of the warrants. Accordingly, approximately \$1.1 million of the in-the-money beneficial conversion feature was recorded to increase the book value of the 10% Notes. Of the \$1.1 million of in-the-money beneficial conversion feature, approximately \$700,000 was recorded as interest expense during the quarter ended March 31, 2006 and approximately \$400,000 was recorded as a reduction to additional paid in capital because of additional conversion restrictions associated with a certain portion of the 10% Notes. The remaining discount on the 10% Notes relative to face value will be amortized to interest expense over the remaining life of the 10% Notes. The 10% Notes mature three years after issuance and may be prepaid at the option of the Company after one year after the issuance thereof subject to the satisfaction of certain conditions.

The 10% Notes are convertible by the holders at an initial conversion price of \$4.80 per share subject to certain restrictions. The warrants issued have an exercise price of \$4.80 and expire three years from the date of issuance.

During the second quarter of 2006, 62,500 shares of our common stock were issued upon conversion of 10% Note with an aggregate principal amount of \$300,000. During the first quarter of 2006, 10,417 shares of common stock were issued upon conversion of 10% Note with an aggregate principal amount of \$50,000.

**8. Income Tax**

The Company's effective tax rate for the three months ended March 31, 2007 and 2006 was 35.7%. The principal causes of the difference between the effective rate and the U.S. statutory rate of 34% were the state tax benefit reduced by non-deductible stock option compensation expense and dividends paid on preferred stock.

**9. Net Loss per Share**

Basic net loss per share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted net loss per share gives effect to all potentially dilutive securities. For the three months ended March 31, 2007 and 2006, the effect of our warrants and stock options were not included in the computation of diluted earnings per share as their effect was anti-dilutive.

**10. Related Party Transactions****Note Receivable from Chief Executive Officer**

Pursuant to the employment agreement between us and Ronald G. Farrell, our Chief Executive Officer and President, Mr. Farrell was entitled to receive during 2004 an aggregate bonus of \$435,000. However, in order to improve the financial position of the Company prior to our initial public offering, Mr. Farrell agreed to forfeit \$290,000 of such bonus and accept a cash bonus of \$145,000. At the time Mr. Farrell agreed to such change in his compensation, we had already paid to Mr. Farrell \$245,000 with respect to his 2004 bonus. Accordingly, Mr. Farrell agreed to repay us \$100,000 pursuant to the terms of a promissory note issued by Mr. Farrell to us dated December 31, 2004, which provided for interest at a rate of 2.48% per year and was payable on December 31, 2006. The note provided that it could be prepaid at any time without penalty and could be paid, at the election of Mr. Farrell, in cash or shares of common stock or any combination thereof. During December 2006, Mr. Farrell repaid the loan balance and accrued interest with 45,424 shares of common stock. These shares are reflected as treasury stock on the accompanying balance sheet at a cost of \$105,021.

**Employment Agreement**

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Pursuant to the employment agreement, as amended, between us and Mr. Farrell, Mr. Farrell has agreed to serve as our Chief Executive Officer and President until June 30, 2010. The agreement provides for (i) payment of a specified base salary which increases by 10% per year; (ii) payment of an annual incentive bonus equal to 5% of our EBITDA, as defined, for such year, provided that such bonus may not exceed 100% of Mr. Farrell's base salary for such year; (iii) prohibitions against Mr. Farrell's disclosure of confidential information, solicitation of our employees and participation in a business competitive with our business during his employment and for a period of one year following the termination of his employment; and (iv) continuation of Mr. Farrell's compensation and benefits for the remainder of the term of his employment agreement if his employment is terminated by us without cause or by Mr. Farrell for good reason or upon a change of control of the

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Company, provided that if a change of control occurs after June 30, 2008 and before July 1, 2010, Mr. Farrell is entitled to receive all monies which he would have been paid under the employment agreement had the term the agreement terminated on the second anniversary of such change of control rather than on June 30, 2010. Pursuant to Mr. Farrell's employment agreement, we also provide certain other benefits and expense reimbursements to Mr. Farrell which are consistent with his position as our Chief Executive Officer. Mr. Farrell is also entitled to participate in any employee benefit plan, stock option plan and other fringe benefit plan at the discretion of our board of directors.

**11. Cornwall Settlement**

At the closing of our acquisition of Cornwall, we paid a total purchase price of \$13,500,000 payable as follows: (i) payment of \$12,825,000 in cash; (ii) delivery of a promissory note in principal amount of \$250,000 payable to the former Cornwall shareholders (the Cornwall Promissory Note); and (iii) deposit of \$425,000 with an escrow agent to secure the indemnification obligations of the former Cornwall shareholders under the Stock Purchase Agreement between us and the former Cornwall shareholders dated as of August 11, 2005 (the Cornwall Purchase Agreement). After adjusting for certain working capital items, the net purchase price was \$12,753,000. On January 26, 2007, we entered into a Settlement Agreement and General Release (the Cornwall Settlement Agreement) with David Shopay, on behalf of himself and the other former shareholders of Cornwall, in his capacity as the representative of such shareholders. Pursuant to the Cornwall Settlement Agreement (i) the parties waived and released each other from all claims and liabilities, with the exception of certain claims and liabilities specified in the Cornwall Settlement Agreement, arising from the Cornwall Purchase Agreement; (ii) the shareholder representative forgave and discharged all amounts owed by us to the former shareholders of Cornwall under the Cornwall Promissory Note; and (iii) the shareholder representative and the Company instructed the escrow agent administering the escrow fund to release \$200,000 from such fund to us and the remaining balance of such fund to the former shareholders of Cornwall. We recognized a gain of \$450,000 as other income on the accompanying statements of operations for the three month ended March 31, 2007.

**12. Segment Reporting**

The Company's two reportable segments are Cornwall and Paragon Systems/Southeastern Paragon. The accounting policies applicable to these reportable segments are the same as those described in the summary of significant accounting policies. The Cornwall segment focuses on contract guard services to commercial and state and local government customers. The Paragon Systems/Southeastern Paragon segment focuses on contract guard services to various Federal government agencies.

We considered our organization and reporting structure and the information used by our chief operating decision makers to make decisions about resource allocation and performance assessment and determined management evaluates the performance of the segments based primarily on revenues and operating income (loss). Revenues, operating income, and assets for each segment are as follows (in thousands):

	Total	Cornwall	Paragon Systems/SEP	Other
<b>For the three months ended March 31, 2007</b>				
Revenues	\$ 20,205	\$ 10,146	\$ 10,059	\$
Amortization and depreciation	719	439	112	168
Operating (loss)	(998)	(24)	(5)	(969)
Current assets	11,888	5,257	6,593	38
Investment in joint venture				
Goodwill	16,078	8,331	7,747	
Other Intangibles	5,797	4,183	636	978
Total assets	34,294	18,104	15,108	1,082

	Total	Cornwall	Paragon Systems/SEP	Other
<b>For the three months ended March 31, 2006</b>				
Revenues	\$ 17,373	\$ 10,000	\$ 7,373	\$
Amortization and depreciation	731	468	97	166
Operating (loss)	(1,222)	(406)	(48)	(768)
Current assets	11,574	5,601	5,860	113
Investment in joint venture	8,974		8,974	
Goodwill	15,615	7,868	7,747	
Other Intangibles	8,412	5,782	991	1,639
Total assets	46,061	20,514	23,631	1,916





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

This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the Annual Report.

You should carefully review the information contained in this Quarterly Report and should particularly consider any risks and other factors that we set forth in this Quarterly Report and in other reports or documents that we file from time to time with the SEC. Except for historical information contained herein, this Quarterly Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), including statements of our expectations as to future events and our future financial performance. In some cases, you can identify those so-called forward-looking statements by words such as may, will, should, expects, plans, anticipates, believes, estimates, predicts, potential, or continue or the n and other comparable words. You should be aware that those statements are only our predictions, which are being made as of the date hereof. Actual events or results may differ materially. In evaluating those statements, you should specifically consider various factors, including those outlined below. Those factors may cause our actual results to differ materially from any of our forward-looking statements. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

### **Overview**

We provide contract guard services to government and commercial customers. These guard services include providing uniformed and armed guards for access control, personnel protection, plant security, theft prevention, surveillance, vehicular and foot patrol, crowd control and prevention of sabotage, terrorist and criminal activities. In connection with providing these services, we assume responsibility for a variety of functions, including recruiting, hiring, training and supervising security guards deployed to the customers we serve as well as paying all guards and providing them with uniforms, employee benefits and workers' compensation insurance. We are responsible for preventing the interruption of guard services as a consequence of illness, vacations or resignations.

### **Critical Accounting Policies**

The following discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make judgments regarding estimates that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures. We base our judgments on historical experience and on various assumptions that we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. We believe our judgments and related estimates regarding the following accounting policies are critical in the preparation of our consolidated financial statements.

**Revenue Recognition.** Revenue is recorded monthly as guard services are provided to our customers under contracts. We bill guard services in arrears at hourly or monthly rates based on the number of hours worked under some contracts and as fixed monthly amounts under other contracts. Hourly and monthly rates are based on contractual terms.

The terms of our contracts are complex and may be subject to differing interpretations. We make estimates and judgments about terms of the contracts in providing services and in billing and recording revenue. At times, our Federal contracts require interpretations. Typically, differences in interpretation are resolved on a mutual basis in discussions with the government agency involved. The resolution of differences may result in a determination that amounts previously billed are not in accordance with contract terms and adjustments of amounts initially recorded as revenue may be material.

Contracts with Federal government agencies may be subject to cessation of funding. Cessation of funding may result in amounts billed and recorded as revenue as being uncollectible. We work with the appropriate government agency to resolve funding issues. When funding issues become known, we make estimates and judgments about the extent of potential losses and adjust revenues accordingly. Amounts estimated could differ from amounts ultimately collected and these amounts could be material. During 2006 and 2007, none of our contracts have been subject to cessation of funding.

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**Cost of Revenues.** Cost of revenues is primarily comprised of labor, related payroll taxes, employee benefits, workers compensation, liability insurance, and the pro rata portion of the costs of customer contracts required. We make estimates and judgments of amounts recorded for accruals of labor related costs. Expenses most subject to estimation and judgment are accrued vacation and workers compensation costs. The terms of vacation policies may be complex and subject to interpretation. Workers compensation insurance is subject to retroactive audit. Actual amounts could differ from the amounts initially recorded.

**Impairment of Long-lived Assets, Goodwill and Intangible Assets.** We evaluate impairment of long-lived assets, including property and equipment and intangible assets with finite lives, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. If the sum of the expected future undiscounted cash flows is less than the carrying amount of the asset, then an impairment loss is recognized. Measurement of an impairment loss for long-lived assets is based on discounted cash flows and the fair value of an asset.

**Investment in Army Fleet.** We accounted for our 10% equity in Army Fleet, a joint venture which provides logistics support for U.S. Army aviation training at Fort Rucker, Alabama, using the equity method of accounting. Accordingly, our investment in Army Fleet is increased by our share of Army Fleet's earnings and reduced by the amortization of our investment in Army Fleet and the cash we receive from Army Fleet with respect to our investment. During the second quarter of 2006, we sold our equity interest in Army Fleet.

**SFAS No. 123(R).** On January 1, 2006, we adopted SFAS No. 123R using the modified-prospective-transition approach method. The adoption increased our net loss by \$75,000 and \$55,000 for the three months ended March 31, 2007 and 2006, respectively, compared to our previous method of accounting for share-based compensation under Accounting Principal Board Opinion No. 25, *Accounting for Stock Issued to Employees*. We will incur approximately \$457,000 of expense over a weighted average of 1.6 years for all unvested options.

**Results of Operations - Three Months Ended March 31, 2007 Compared to Three Months Ended March 31, 2006**

Revenue increased \$2.8 million to \$20.2 million, or 16.1%, for the three months ended March 31, 2007, as compared to revenue of \$17.4 million for the three months ended March 31, 2006. The increase in revenue is primarily due to the increase in contract revenue at Paragon Systems and Southeastern Paragon.

Cost of revenue increased \$3.0 million to \$18.4 million, or 19.5%, for the three months ended March 31, 2007, as compared to cost of revenue of \$15.4 million for the three months ended March 31, 2006. Our cost of revenues increased primarily due to costs associated with increase in contract revenue at Paragon Systems and Southeastern Paragon.

Our gross profit decreased by \$146,000 to \$1.9 million for the three months ended March 31, 2007, as compared to gross profit of \$2.0 million for the three months ended March 31, 2006. Our gross margin percentage decreased to 9.2% for the three months ended March 31, 2007, as compared to 11.5% for the three months ended March 31, 2006.

Selling, general and administrative expenses, which include payroll and related expenses for administrative personnel, occupancy costs at the office locations, consulting and professional fees, and other miscellaneous office and corporation expenses, decreased \$374,000 to \$2.6 million, or 12.9%, for the three months ended March 31, 2007, as compared to \$3.0 million for the three months ended March 31, 2006. The decrease was primarily due to cost reductions at Paragon Systems and Cornwall due to operating efficiencies.

Income with respect to our equity interest in Army Fleet decreased \$276,000 for the three months ended March 31, 2007, as compared to the three months ended March 31, 2006, as we sold our equity interest in Army Fleet during the second quarter of 2006. For the three months ended March 31, 2006, we recognized \$482,000 of net earnings with respect to our equity interest in Army Fleet less \$206,000 of amortization expense, for a net result of \$276,000.

Interest expense decreased \$1.2 million, or 70.6%, to \$458,000 for the three months ended March 31, 2007, as compared to interest expense of \$1.7 million for the three months ended March 31, 2006. The decrease is primarily due to the repayment of two term loans during the second quarter of 2006. In addition, we paid default interest rates to our lender during the first quarter of 2006 because the amount outstanding under our factoring facility exceeded the maximum availability under the factoring facility based on the collateral formula in the Factoring Agreement with our lenders.

For the three months ended March 31, 2007, we recognized other income of \$550,000 primarily due to the \$450,000 gain recognized related to the settlement with the former shareholders of Cornwall pursuant to the Cornwall Settlement Agreement.

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Loss before income taxes for the three months ended March 31, 2007 resulted in a tax benefit of \$305,000, while the loss before income taxes for the three months ended March 31, 2006 resulted in a tax benefit of \$983,000.

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### **Liquidity and Capital Resources**

As of March 31, 2007, we had \$141,000 of cash on hand. Cash provided by operating activities was \$1.6 million for the three months ended March 31, 2007, which was primarily due to the decrease of trade accounts receivable of \$2.4 million. Cash used by financing activities was \$1.5 million for the three months ended March 31, 2007, which was due primarily to the repayments on the factoring facility of \$1.6 million.

The Series C Redeemable Preferred Stock outstanding at December 31, 2006 was redeemable on February 27, 2007 for an aggregate value of \$6.0 million. All of the outstanding Series C Redeemable Preferred Stock was issued in connection with the Paragon Acquisition and is held by the former shareholders of Paragon Systems. On February 26, 2006, we filed a complaint against the former shareholders of Paragon Systems alleging, among other things, that the former shareholders breached certain representations set forth in the Paragon Purchase Agreement, pursuant to which the Paragon Acquisition was consummated on February 27, 2004, and that certain former shareholders committed fraud in connection with the Paragon Acquisition. In the complaint we seek, among other things, an award of damages against the former shareholders and a decree invalidating all of the outstanding shares of the Series C Redeemable Preferred Stock. Accordingly, we exercised our right of offset under the Paragon Purchase Agreement and applicable common law and have not paid the dividend payments which were otherwise due in respect of the Series C Redeemable Preferred Stock on February 28, 2006 or on any date thereafter. In addition, we did not pay the \$6,000,000 redemption payment payable on February 27, 2007. In the event that our complaint is unsuccessful and we are required to pay the dividend and redemption payments with respect to the Series C Redeemable Preferred Stock, we will need to raise additional debt and/or equity capital or sell assets to satisfy the obligation.

On March 23, 2007, we entered into an Amendment and Forbearance Agreement with our lenders pursuant to which they have waived certain defaults under our Credit Agreement relating to our litigation with the former shareholders of Paragon Systems and the Series C Redeemable Preferred Stock and have agreed to forbear from exercising any of the remedies available to them under the Credit Agreement in connection with such defaults until February 28, 2008. The Amendment and Forbearance Agreement also provides for the 2007 Term Loan, which makes available to us a \$2.5 million term loan to be used for general corporate purposes. The interest rate on the term loan is prime plus 5.5% with maturity on February 28, 2009. We will be required to pay a prepayment fee of \$50,000 per month for every month the term loan is prepaid prior to maturity.

Our liquidity position in the future will be determined by our ability to generate cash from operations and our borrowing availability under the Credit Agreement and Factoring Agreement with our lenders and future financings.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to various market risks, including changes in interest rates. Market risk is the potential loss arising from adverse changes in market rates and prices, such as interest rates and foreign currency exchange rates. We do not enter into derivatives or other financial instruments for trading or speculative purposes. We have not entered into financial instruments to manage and reduce the impact of changes in interest rates and foreign currency exchange rates, although we may enter into such transactions in the future.

Our 10% Notes carry interest rates which are fixed. The Factoring Agreement with our lenders has a funds usage fee which varies with the prime rate. Accordingly, if we sell our accounts receivable to our lenders and such accounts remain unpaid, then any increase in the prime rate will increase the funds usage fee we owe on such unpaid accounts and, therefore, reduce our earnings.

### **Item 4. Controls and Procedures**

Our Chief Executive Officer and Chief Financial Officer have evaluated our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) or 15d-15(e) of the Exchange Act), as of the end of the period covered by this Quarterly Report, as required by paragraph (b) of Rules 13a-15 or 15d-15 of the Exchange Act. Based on such evaluation, such officers have concluded that, as of the end of the period covered by this Quarterly Report, our disclosure controls and procedures are effective.

During the quarter ended March 31, 2007, there was not any change in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 of the Exchange Act that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.



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**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings**

Except as set forth in our Annual Report and as discussed below, we believe that, based on currently known facts, there are no claims or litigation pending against us the disposition of which would materially affect our financial position or future operating results, although we cannot be certain as to the ultimate outcome of any such claim or litigation. In addition, exposure to litigation is inherent in our ongoing business and may harm our business in the future.

*The Georgia Action*

As previously disclosed, on February 27, 2006, we filed a complaint in the United States District Court, Northern District of Georgia, Atlanta Division ( Georgia Action ), against Charles Keathley, Robert Luther, Harold Bright and John Wilson, the former shareholders of Paragon Systems, alleging, among other things, that: (i) the former shareholders breached certain representations set forth in the Paragon Purchase Agreement; (ii) Messrs. Keathley and Luther violated Section 10(b) of the Securities Exchange Act of 1934, as amended, and Rule 10b-5 promulgated thereunder in connection with the Paragon Acquisition; and (iii) Messrs. Keathley and Luther committed fraud in connection with the Paragon Acquisition. In the complaint, we seek, among other things, (a) an award of damages against the former shareholders; (b) a decree invalidating all the outstanding shares of the Series C Redeemable Preferred Stock, all of which shares are held by the former shareholders and were issued as part of the consideration for the Paragon Acquisition; (c) a decree invalidating the Security Agreements we entered into with the former shareholders in connection with the Paragon Acquisition, pursuant to which we have pledged an aggregate of 40% of the outstanding shares of capital stock of Paragon Systems to secure our payment obligations under the Series C Redeemable Preferred Stock; (d) an award of punitive damages against Messrs. Keathley and Luther; and (e) an award of attorneys' fees and costs.

On April 28, 2006, Messrs. Bright and Wilson filed their answer and counterclaim in the Georgia Action, pursuant to which, among other things, they deny any wrongdoing, claim that we failed to pay the February 28, 2006 dividend payment with respect to the Series C Redeemable Preferred Stock held by them, and seek damages with respect thereto and an award of attorneys' fees and expenses.

On May 8, 2006, Messrs. Keathley and Luther filed their answer and counterclaim in the Georgia Action, pursuant to which they deny any wrongdoing, allege that we breached our obligations by failing to pay the February 28, 2006 dividend payment with respect to the Series C Redeemable Preferred Stock held by them, and seek, among other things, damages and an award of attorneys' fees, costs, and expenses. They further assert that they are entitled to bring their counterclaim as part of the Alabama Action (discussed in the Annual Report) and that, if necessary, the court should dismiss the complaint filed by us in the Georgia Action.

Based upon the claims we have made in the Georgia Action and pursuant to the Paragon Purchase Agreement and applicable common law, we are exercising our rights of offset against the dividend and redemption payments otherwise payable by us with respect to the Series C Redeemable Preferred Stock. Accordingly, we did not make dividend payments on the Series C Redeemable Preferred Stock on February 28, 2006, or at any point thereafter, and we have not redeemed the Series C Redeemable Preferred Stock, which has a redemption value of \$6.0 million and was otherwise redeemable by us on February 27, 2007.

On April 10, 2007, the Court granted us leave to amend our complaint to add allegations concerning certain conflicts of interest of Messrs. Bright and Wilson and our first amended complaint was filed on that date. Messrs. Bright and Wilson filed an answer and counterclaim on April 24, 2007, denying any wrongdoing and asserting that we failed to pay the February 28, 2006 dividend payment with respect to the Series C Redeemable Preferred Stock held by them.

*The Declaratory Judgment Action*

On January 16, 2007, we filed an action for declaratory judgment in the United States District Court for the Northern District of Georgia, seeking a judgment declaring that we may not redeem the shares of Series C Redeemable Preferred Stock until such time as the redemption will not violate the Official Code of Georgia Section 14-2-640(c), which prohibits a corporation from making a distribution, if after giving effect to the distribution, the (i) corporation would not be able to pay its debts as they become due in the usual course of business or (ii) corporation's total assets would be less than the sum of its total liabilities plus the preferential rights of those who are superior to those receiving the distribution.

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On March 7, 2007, Messrs. Keathley and Luther filed an answer in the Declaratory Judgment Action seeking dismissal of the action and attorneys' fees, costs, and expenses, among other things.

On March 16, 2007, Messrs. Bright and Wilson filed an answer and counterclaim in the Declaratory Judgment Action pursuant to which they assert breach of contract and allege that we failed to make dividend payments on the Series C Redeemable Preferred Stock and failed to redeem their shares of Series C Redeemable Preferred Stock. Messrs. Bright and Wilson seek damages and attorneys' fees, among other things.

On March 26, 2007, the Declaratory Judgment Action was consolidated with the Georgia Action.

**Item 1A. Risk Factors.**

The risk factors included in our Annual Report have not materially changed.

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

On May 3, 2007, we issued 10-year options to certain employees of the Company to purchase an aggregate of 178,500 shares of common stock at an exercise price of \$2.70 per share. The options were issued pursuant to our Amended and Restated 2004 Stock Incentive Plan, which was approved by our shareholders at our 2006 annual meeting of shareholders held on November 7, 2006.

The options were issued without registration under the Securities Act of 1933, as amended (the Securities Act), in reliance upon the exemptions from registration set forth in Section 4(2) of the Securities Act. We based such reliance upon representations made by the recipients of the options regarding their investment intent and sophistication, among other things.

**Item 3. Defaults Upon Senior Securities.**

See Note 5 to Part I, Item 1. Financial Statements and Part II, Item 1. Legal Proceedings of this Quarterly Report for a discussion of our determination not to pay the dividend payments on the Series C Redeemable Preferred Stock due on February 28, 2006, or at any point thereafter and not to redeem the Series C Redeemable Preferred Stock, which has a redemption value of \$6.0 million and was otherwise redeemable by us on February 27, 2007.

**Item 6. Exhibits.**

The exhibits required to be filed with this Quarterly Report are set forth on the Exhibit Index included herein.



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**SIGNATURE**

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

**TRI-S SECURITY CORPORATION**

Date: May 9, 2007

/s/ Ronald G. Farrell  
Ronald G. Farrell

Chairman of the Board and Chief Executive Officer

(duly authorized signatory and Principal Executive Officer)

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<b>Exhibit No.</b>	<b>Description</b>	<b>Method of Filing</b>
3.1	Amended and Restated Articles of Incorporation.	Incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (No. 333-119737).
3.2	Amended and Restated Bylaws.	Incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 (No. 333-119737).
10.1	Amendment to Employment Agreement between the Company and Ronald G. Farrell dated January 10, 2007.	Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on January 11, 2007.
10.2	Settlement Agreement and General Release dated January 26, 2007, between the Company and David Shopay, on behalf of himself and the other former shareholders of The Cornwall Group, Inc.	Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on February 1, 2007.
10.3	Copy of the selected portions of the Investor Fact Sheet released on or about January 24, 2007.	Incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on February 7, 2007.
31.1	Rule 13a-14(a)/15d-14(a) Certification of the Company's Chief Executive Officer.	Filed herewith.
31.2	Rule 13a-14(a)/15d-14(a) Certification of the Company's Chief Financial Officer.	Filed herewith.
32.1	Section 1350 Certification of the Company's Chief Executive Officer.	Filed herewith.
32.2	Section 1350 Certification of the Company's Chief Financial Officer.	Filed herewith.