

COMPUTER SOFTWARE INNOVATIONS INC
Form 424B3
May 15, 2006
Table of Contents

PROSPECTUS SUPPLEMENT NO. 6
To Prospectus dated February 14, 2006

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-129842

Computer Software Innovations, Inc.

15,295,728 SHARES OF COMMON STOCK

This Prospectus Supplement supplements the Prospectus dated February 14, 2006, as amended and supplemented, relating to the offer and sale by the selling stockholder identified in the Prospectus of up to 15,295,278 shares of common stock of Computer Software Innovations, Inc. (the Company).

This Prospectus Supplement includes the Company's Quarterly Report on Form 10-QSB (without exhibits) filed with the Securities and Exchange Commission on May 15, 2006. Part II, Item 5 of the Form 10-QSB includes an update to a risk factor in our Annual Report on Form 10-KSB for the year ended December 31, 2005, which risk factor relates to our bank credit facility and our outstanding subordinated debt.

The information contained in the report included in this Prospectus Supplement is dated as of the period of such report. This Prospectus should be read in conjunction with the Prospectus dated February 14, 2006, as supplemented on March 31, 2006, April 20, 2006, April 24, 2006, May 3, 2006 and May 5, 2006, which supplements are to be delivered with this Prospectus Supplement. This Prospectus Supplement is qualified by reference to the Prospectus except to the extent the information in this Prospectus Supplement updates and supersedes the information contained in the Prospectus dated February 14, 2006, including any supplements or amendments thereto.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement No. 6 is May 15, 2006

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-QSB

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2006.

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

For the transition period from _____ to _____

Commission file number 000-51758

COMPUTER SOFTWARE INNOVATIONS, INC.

(Name of Small Business Issuer in Its Charter)

Delaware
(State or Other Jurisdiction of

Incorporation or Organization)

98-0216911
(I.R.S. Employer

Identification No.)

900 East Main Street, Suite T

Easley, South Carolina 29640

(864) 855-3900

(Address and Telephone Number of Principal Executive Offices and Principal Place of Business)

1661 East Main Street

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Easley, SC 29640

(Former Name, Former Address and Former Fiscal Year, if Changes Since Last Report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the 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 the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 3,345,680 as of May 11, 2006.

Transitional Small Business Disclosure Format (Check one): Yes No

Table of Contents

COMPUTER SOFTWARE INNOVATIONS, INC.

TABLE OF CONTENTS

	PAGE
	NUMBER
<u>PART I FINANCIAL INFORMATION</u>	
Item 1. <u>Financial Statements</u>	
<u>Consolidated Statements of Operations for the Three Months Ended March 31, 2006 and 2005</u>	3
<u>Consolidated Balance Sheets as of March 31, 2006 and December 31, 2005</u>	4
<u>Consolidated Statement of Changes in Shareholders' Equity for the Three Months Ended March 31, 2006</u>	5
<u>Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2006 and 2005</u>	6
<u>Notes to Consolidated Financial Statements</u>	7
Item 2. <u>Management's Discussion and Analysis or Plan of Operation</u>	16
Item 3. <u>Controls and Procedures</u>	34
<u>PART II OTHER INFORMATION</u>	
Item 1. <u>Legal Proceedings</u>	36
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	36
Item 3. <u>Defaults Upon Senior Securities</u>	36
Item 4. <u>Submission of Matters to a Vote of Security Holders</u>	36
Item 5. <u>Other Information</u>	36
Item 6. <u>Exhibits</u>	37
<u>SIGNATURES</u>	39
<u>EXHIBIT INDEX</u>	40

Table of Contents**PART I FINANCIAL INFORMATION****Item 1. Financial Statements.****COMPUTER SOFTWARE INNOVATIONS, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS****(UNAUDITED)**

	Three Months Ended	
	March 31,	March 31,
	2006	2005
REVENUES		
Software applications segment	\$ 1,104,072	\$ 986,749
Technology solutions segment	3,738,332	3,105,555
Net sales and service revenue	4,842,404	4,092,304
COST OF SALES		
Software applications segment:		
Cost of sales, excluding depreciation, amortization and capitalization	474,255	506,438
Depreciation	18,400	8,026
Amortization of capitalized software costs	151,009	133,623
Capitalization of software costs	(181,775)	(201,261)
Total software applications segment cost of sales	461,889	446,826
Technology solutions segment:		
Cost of sales, excluding depreciation	2,855,308	2,478,488
Depreciation	21,600	9,295
Total technology solutions segment cost of sales	2,876,908	2,487,783
Total cost of sales	3,338,797	2,934,609
Gross profit	1,503,607	1,157,695
OPERATING EXPENSES		
Salaries and wages and benefits (excluding stock-based compensation)	771,215	602,391
Stock based compensation	613,954	631,174
Reverse acquisition costs		759,283
Professional and legal compliance and litigation related costs	342,680	
Marketing costs	89,904	12,334
Travel and mobile costs	82,445	62,226
Depreciation	35,111	12,679
Other selling, general and administrative expenses	95,710	127,897
Total operating expenses	2,031,019	2,207,984
Operating loss	(527,412)	(1,050,289)
OTHER INCOME (EXPENSE)		
Interest income	2,181	6,022

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Interest expense	(92,385)	(37,445)
Amortization of loan fees	(17,458)	
Gain (loss) on disposal of property and equipment		100
Unrealized loss on warrants to purchase common stock		(3,084,921)
Net other expense	(107,662)	(3,116,244)
Loss before income taxes	(635,074)	(4,166,533)
INCOME TAX EXPENSE (BENEFIT)	(205,544)	(1,717,090)
Net loss	\$ (429,530)	\$ (2,449,443)
BASIC LOSS PER SHARE	\$ (0.15)	\$ (0.93)
DILUTED LOSS PER SHARE	\$ (0.15)	\$ (0.93)
WEIGHTED AVERAGE SHARES OUTSTANDING Basic	2,891,556	2,631,786
WEIGHTED AVERAGE SHARES OUTSTANDING Diluted	2,891,556	2,631,786

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

Table of Contents**COMPUTER SOFTWARE INNOVATIONS, INC.****CONSOLIDATED BALANCE SHEETS**

	March 31, 2006 (Unaudited)	December 31, 2005
ASSETS		
CURRENT ASSETS		
Cash	\$ 643,125	\$
Accounts receivable, net	3,469,125	5,891,950
Inventories	14,506	
Prepaid expenses	79,220	70,962
Taxes receivable	418,486	192,918
Total current assets	4,624,462	6,155,830
PROPERTY AND EQUIPMENT, net	688,208	411,835
COMPUTER SOFTWARE COSTS, net	1,024,420	983,654
OTHER ASSETS	25,734	22,475
	\$ 6,362,824	\$ 7,573,794
LIABILITIES AND SHAREHOLDERS EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	\$ 2,523,661	\$ 2,349,785
Deferred revenue	1,224,688	1,498,418
Deferred tax liability	312,469	298,764
Bank line of credit		1,701,000
Current portion of note payable	75,362	
Subordinated notes payable to shareholders	2,250,400	2,250,400
Total current liabilities	6,386,580	8,098,367
NOTE PAYABLE, less current portion	316,393	
	6,702,973	8,098,367
SHAREHOLDERS EQUITY (DEFICIT)		
Common stock - \$0.001 par value; 40,000,000 shares authorized; 3,270,680 shares issued and outstanding	3,271	2,632
Preferred stock - \$0.001 par value; 15,000,000 shares authorized; 7,087,736 shares issued and outstanding	7,088	7,218
Additional paid-in capital	5,950,900	5,111,736
Retained earnings (deficit)	(6,075,689)	(5,646,159)
Unearned stock compensation	(225,719)	
Total shareholders equity (deficit)	(340,149)	(524,573)
	\$ 6,362,824	\$ 7,573,794

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

Table of Contents*COMPUTER SOFTWARE INNOVATIONS, INC.**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)**(UNAUDITED)*

	Common Stock	Preferred Stock	Additional Paid-In Capital	Retained Earnings (Deficit)	Unearned Stock Compensation	Total
Balances at December 31, 2005	\$ 2,632	\$ 7,218	\$ 5,111,736	\$ (5,646,159)	\$	\$ (524,573)
Barron's conversion of preferred stock into common stock	130	(130)				
Stock based compensation	509		839,164		(225,719)	613,954
Net loss for three months ended March 31, 2006				(429,530)		(429,530)
Balances at March 31, 2006	\$ 3,271	\$ 7,0882	\$ 5,950,900	\$ (6,075,689)	\$ (225,719)	\$ (340,149)

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

Table of Contents**COMPUTER SOFTWARE INNOVATIONS, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****(UNAUDITED)**

	Three Months Ended	
	March 31,	March 31,
	2006	2005
OPERATING ACTIVITIES		
Net loss	\$ (429,530)	\$ (2,449,443)
Adjustments to reconcile net loss to net cash provided by (used for) operating activities		
Depreciation and amortization	243,578	163,623
Stock compensation expense, net	613,954	631,174
Deferred income taxes	13,705	(1,126,166)
Gain on disposal of fixed assets		(100)
Unrealized loss on financial instrument		3,084,921
Changes in deferred and accrued amounts		
Accounts receivable	2,422,825	(351,981)
Inventories	(14,506)	(205,792)
Prepaid expenses and other assets	(24,621)	(40,327)
Accounts payable	173,876	472,649
Deferred revenue	(273,730)	(26,911)
Taxes payable (receivable)	(225,568)	(890,157)
Net cash provided by (used for) operating activities	2,499,983	(738,510)
INVESTING ACTIVITIES		
Purchase of property and equipment	(351,484)	(27,812)
Capitalization of computer software	(181,775)	(201,261)
Purchase of computer software	(10,000)	
Trademarks	(4,354)	
Net cash used for investing activities	(547,613)	(229,073)
FINANCING ACTIVITIES		
Net borrowings (repayments) under line of credit	(1,701,000)	1,500,000
Borrowings under note payable	400,000	
Repayments of note payable	(8,245)	
Payment of debt issuance costs		(83,800)
Proceeds from notes payable to shareholders		1,875,200
Repayments under notes payable to shareholders		(1,500,000)
Dividends paid		(3,460,000)
Redemption of stock options		(899,144)
Purchase of VerticalBuyer shell		(415,024)
Payments for purchase of stock from shareholders		(3,624,800)
Proceeds from issuance of preferred stock and related warrants		5,042,250
Net cash used for financing activities	(1,309,245)	(1,565,318)
Net increase (decrease) in cash and cash equivalents	643,125	(2,532,901)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD		3,656,477

CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 643,125	\$ 1,123,576
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SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

Cash paid during the period for:

Interest	\$ 222,882	\$
Income Taxes	\$ 6,318	\$ 299,233

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

Table of Contents

COMPUTER SOFTWARE INNOVATIONS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES

Description of business and disclosure regarding segments

Computer Software Innovations, Inc. (CSI, Company, we or us) develops software and provides hardware-based technology solutions. We monitor our business results as two segments, the software applications segment and the technology solutions segment, but operate the business collectively, taking advantage of cross-selling and integration opportunities. By strategically combining our internally developed software with our ability to integrate computer and other hardware, we have been successful in providing a variety of technological solutions to over 300 clients located in South Carolina, North Carolina and Georgia. We are pursuing a national presence with a primary, initial focus on the southeast region of the United States. Our client base consists primarily of municipalities, school districts and local governments, although we continue to expand the products and services we provide to corporate and other non-governmental entities.

Our internally developed software consists of fund accounting based financial management software and standards based lesson planning software. Our primary software product, fund accounting based financial management software, is developed for those entities which track expenditures and investments by fund, or by source and purpose of funding. Our fund accounting software is used primarily by public sector and not-for-profit entities. In September 2005, we acquired a standards based lesson planning software. The software is designed to allow education professionals to create, monitor and document lesson plans and their compliance with a state s curriculum standards. Our results of operations related to our internally developed software, including an allocation of overheads are reported through our software applications segment.

Our technology solutions are provided to more than 200 organizations. These solutions include, among other capabilities, planning, installation and management of computer, telephone, wireless, video conference, security monitoring and distance and classroom learning projects. The technology solutions segment also provides subsequent support and maintenance of equipment and systems. We have established associations with some of the largest vendors in the industry and others whom we believe offer innovative products. The results of operations related to our technology solutions, including an allocation of overheads, are reported under technology solutions segment.

Organization

CSI (formerly VerticalBuyer, Inc.), a Delaware corporation, was incorporated on September 24, 1999. The Company currently trades in the over the counter market and is reported on the OTC Bulletin Board under the symbol CSWI.OB.

In the first quarter of 2005, we concluded a series of recapitalization transactions which began January 31, 2005 with a change in control due to the purchase of a majority of our common stock by Computer Software Innovations, Inc., a South Carolina corporation (CSI South Carolina). These transactions culminated on February 11, 2005 with the merger of CSI South Carolina into us, our issuance of preferred stock, common stock, warrants and certain subordinated notes, and the change of our name to Computer Software Innovations, Inc. We refer to the Company prior to such merger as VerticalBuyer.

The series of transactions was accounted for as a reverse acquisition, in accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 141, Business Combinations, with CSI South Carolina being designated for accounting purposes as the acquirer, and the surviving corporation, VerticalBuyer, Inc., being designated for accounting purposes as the acquiree. The assets of CSI South Carolina as the accounting acquirer were recorded at their historical costs. The assets and liabilities of VerticalBuyer as the acquiree would have been recorded at fair value, but no assets or liabilities existed at the date of acquisition; accordingly, no goodwill was recorded in connection with the reverse acquisition. Costs associated with the reverse merger were expensed as incurred. Shares issued in the transaction are shown as outstanding for all periods presented and our activities are included only from the date of the transaction forward. Shareholders equity of CSI South Carolina, after giving effect for differences in par value, has been carried forward after the transaction.

Basis of presentation

The consolidated financial statements include the accounts of Computer Software Innovations, Inc., and CSI Technology Resources, Inc., a wholly-owned subsidiary. CSI Technology Resources, Inc. was acquired by CSI on May 1, 2000 and became the technology services division of CSI. This subsidiary no longer has any significant operations or separate accounting, as all activities are now accounted for within CSI, except

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that certain vendor contracts are still in the name of CSI Technology Resources, Inc. At a future date, the name on these contracts may be converted and the subsidiary deactivated,

Table of Contents

subject to a review of any tax or legal implications. The consolidated balance sheet and the related consolidated statements of operations, changes in shareholders' equity (deficit) and cash flows are unaudited. Intercompany balances and transactions have been eliminated. The Company uses the accrual basis of accounting. In our opinion, all adjustments (consisting of normal recurring adjustments) necessary for fair presentation of the interim financial statements have been made. The results of the three month period ended March 31, 2006 are not necessarily indicative of the results to be expected for the full year. These financial statements should be read in conjunction with the consolidated financial statements, critical accounting policies, significant accounting policies and the notes to the consolidated financial statements included in our most recent annual report on Form 10-KSB.

NOTE 2 LOSS PER SHARE

Basic loss per share is computed by dividing net loss by the weighted average number of common stock shares outstanding during the period. Diluted loss per share is computed by dividing net loss by the weighted average number of common and potential common shares outstanding during the period. The weighted average number of common stock shares outstanding was 2,891,556 and 2,631,786 for the periods ended March 31, 2006 and 2005. The weighted average number of common and potential common shares outstanding at March 31, 2006 was 12,696,145 (consisting of 2,891,556 shares outstanding and shares underlying the preferred stock, warrants and options of 7,087,736, 2,460,839 and 256,014, respectively). The shares underlying the outstanding warrants and options of 7,217,736 and 268,343, respectively, were outstanding for the quarter ended March 31, 2006 and are reduced by application of the treasury stock method which assumes the proceeds from the exercise of the warrants and options are used to buy back shares off the market thereby reducing the number of outstanding shares for the earnings per share calculation. The weighted average number of common and potential common shares outstanding at March 31, 2005 was 14,191,708 (consisting of 2,631,786 shares outstanding and shares underlying preferred stock, warrants and options of 7,217,736, 4,081,971 and 260,215, respectively). The shares underlying the outstanding warrants and options of 7,217,736 and 268,343, respectively, were assumed outstanding for the quarter ended March 31, 2005 and are reduced by application of the treasury stock method. Generally accepted accounting principles (GAAP) require that in the case of thinly traded stock, management assess, among other factors, whether the market quoted price is representative of the price which would be effective were all shares issued in connection with various transactions, which would include the issuance of significant additional shares in dilutive transactions. Following consultation with accounting and valuation experts and applying the principle of conservatism, which is a basis of the dilution calculation under GAAP, management uses the higher of a cashflow based stock value computation based on comparisons to peer public companies, or the quoted market price, on a weighted average basis, for the repurchase of shares in the diluted earnings per share calculation. Once management, in consultation with its accounting and financial experts considers the stock no longer thinly traded, management will use the quoted market price exclusively.

The 14,573,815 potential common shares, 9,804,589 after application of the treasury stock method, are not used in the calculation of diluted earnings per share for the period ended March 31, 2006 as the effect would be anti-dilutive. For the period ended March 31, 2005, the 14,703,815 potential common shares, 11,559,922 after application of the treasury stock method, were not used in the calculation of diluted earnings per share as the effect was anti-dilutive.

NOTE 3 ACQUISITION AND MERGER

In the first quarter of 2005, we concluded a series of recapitalization transactions which began January 31, 2005 with a change in control due to the purchase of a majority of our common stock by Computer Software Innovations, Inc., a South Carolina corporation, (CSI - South Carolina). These transactions culminated on February 11, 2005 with the merger of CSI - South Carolina into us, and our issuance of preferred stock, common stock, warrants and certain subordinated notes.

The significant merger related cash activity in the order it occurred is as follows:

Purchase of VerticalBuyer shell company ⁽¹⁾	\$ (415,024)
CSI - South Carolina redemption of options for common stock	(899,144)
Initial cash payment of portion of CSI - South Carolina \$3,460,000 dividends declared to shareholders	(960,000)
Proceeds from sale of warrants in merger	5,042,250
Proceeds from issuance of subordinated note to Barron Partners, LP (Barron)	1,875,200
Payment of remaining outstanding dividends declared, from preferred stock and warrant proceeds	(2,500,000)
Payment on first of the two sets of subordinated notes issued to shareholders in connection with merger	(3,624,800)
Payment of debt issuance costs for \$3,000,000 revolving credit facility	(83,800)
Initial borrowings under revolving credit facility	1,500,000
Payment on second set of shareholder (\$1,875,200) and Barron's (1,875,200) notes, from loan proceeds	(1,500,000)

Net effect of merger transactions on cash, and cash used for financing activities	\$ (1,565,318)
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- (1) The net cash purchase cost of VerticalBuyer consisted of an agreed to purchase price of \$450,000 and legal costs of approximately \$20,000, net of \$50,000 waived reimbursement for the advisory fee previously paid by Barron to Maximum Ventures as earnest money and a \$5,000 allowance from Maximum Ventures to defray a portion of the estimated costs of preparation of tax returns for 2001, 2002, 2003 and 2004 and accountant fees for the 2004 audit.

Table of Contents

In addition to the cash used for the purchase of Vertical Buyer and other financing activities related to the merger, the Company incurred approximately \$700,000 in legal and professional fees, which were expensed.

The above transactions are described in more detail below.

Change of Control. On January 31, 2005, approximately 77% of the ownership of the Company, known then as VerticalBuyer, Inc. (VerticalBuyer or VBYS) which had been maintained as a corporate shell since it discontinued operations in September 2001, was acquired by CSI South Carolina for \$415,024.

Reverse Stock Split. On January 31, 2005, the board of directors of VerticalBuyer approved a 40 to 1 consolidation of shares or reverse stock split of its common stock in contemplation of a potential merger of VBYS with CSI South Carolina. The reverse stock split was paid effective February 11, 2005 to shareholders of record as of February 10, 2005. Pursuant to the reverse stock split, every 40 shares of the VBYS s common stock issued and outstanding on the record date was converted and combined into one share of post-split shares. The par value of all shares of common stock was maintained at \$0.001 per share. No fractional shares were issued, nor was any cash paid in lieu thereof. Rather, all fractional shares were rounded up to the next higher number of post-split shares and the same issued to any beneficial holder of such post-split shares which would have resulted in fractional shares. Accordingly, each beneficial holder of the common stock had the right to receive at least one post-split share.

Redemption of Options. Prior to the merger, CSI South Carolina, for \$899,144, redeemed options to purchase 738,195 shares, as allowed for under a stock option plan which had provided to certain non-executive employees options to purchase 1,065,746 shares of common stock. The 738,195 non-executive employees options redeemed represented 73.34% of the 1,006,538 options outstanding at the time of the merger. Pursuant to the plan, the option holders retained the remaining portion of their options.

Declaration of Dividends. Prior to the merger, CSI South Carolina also declared dividends to its five shareholders totaling \$3,460,000, of which \$960,000 was paid immediately in cash and \$2.5 million was recorded as subordinated dividend notes payable to each stockholder. These subordinated dividend notes payable were paid subsequent to the closing of the transaction and prior to March 31, 2005 from the proceeds of the issuance of preferred stock and warrants discussed below.

Name Change. On February 10, 2005, VBYS changed its name from VerticalBuyer, Inc to Computer Software Innovations, Inc.

Merger Agreement. On February 10, 2005, VBYS entered into an Agreement and Plan of Merger (the Merger Agreement) with CSI South Carolina. The Merger Agreement provided that, upon the terms and conditions set forth in the agreement, CSI South Carolina would merge into VerticalBuyer, with VerticalBuyer continuing as the surviving corporation. The merger and related transactions were consummated on February 11, 2005 via the surrender (and cancellation) of CSI South Carolina s shares in VerticalBuyer, representing 77% ownership of the common stock of VerticalBuyer before the merger, and an exchange by the five shareholders of CSI South Carolina of their shares in CSI South Carolina for shares in the surviving corporation representing 96% ownership in VerticalBuyer (now known as CSI) following the merger, and the issuance of notes payable to the shareholders, and cash (as detailed below).

SFAS 141 states that, In identifying the acquiring entity in a combination effected through an exchange of equity interests, all pertinent facts and circumstances should be considered, and includes the following as significant factors in the decision process: which of the combining entities owners as a group retain the larger portion of voting rights, composition of the governing body and senior management positions, and the terms of the exchange of equity securities.

Following the merger, the former majority shareholders of CSI South Carolina as a group held 96% of the voting stock of the Company, occupied two of five board seats with the remaining three seats being filled by independent directors, and retain senior management positions of the combined company. Preferred stock issued subsequent to the merger sold to assist with the payment for shares and dividends payable to the CSI South Carolina shareholders, cannot be converted to common stock in excess of 4.9% ownership, except in the event of a change in control, defined as (i) a consolidation or merger of our company with or into another company or entity in which we are not the surviving entity, or (ii) the sale of all or substantially all of the assets of our company to another company or entity not controlled by our then existing stockholders in a transaction or series of transactions. We are obligated to give Barron (or any subsequent holder of preferred stock) thirty days notice prior to a change in control. In addition, the preferred stock has no voting rights (except under limited circumstances under Delaware law) and generally no provisions granting rights with respect to governance of the Company. Accordingly, under

Table of Contents

SFAS No. 141 the merger of CSI South Carolina into us was considered to be a reverse acquisition, where by CSI South Carolina is considered to be the acquirer even though it is not the surviving corporation. Accordingly, the assets and liabilities of CSI South Carolina continued to be recorded at their actual cost. The assets and liabilities of VerticalBuyer would have been recorded at fair value, but no assets or liabilities existed at the time of acquisition; therefore no goodwill is recorded. Under reverse acquisition accounting, the financial statements of the surviving corporation (VerticalBuyer) are the financial statements of the acquirer (CSI South Carolina). Costs associated with the reverse acquisition are expensed as incurred. Shares issued in the transaction are shown as outstanding for all periods presented and our activities (activities of VerticalBuyer) are included only from the date of the transaction forward. Shareholders' equity of CSI South Carolina, after giving effect for differences in par value, has been carried forward after the acquisition.

Pursuant to the Merger Agreement, in the merger and related CSI South Carolina dividend transactions, the former shareholders of CSI South Carolina received, in exchange for their shares of common stock, approximately \$6.7 million of cash, subordinated notes aggregating approximately \$2.3 million and 2,526,905 shares of common stock of the Company. The shares of VerticalBuyer's common stock previously held by CSI South Carolina, representing approximately 77 percent of VerticalBuyer's issued and outstanding capital stock, were cancelled, as was the common stock of CSI South Carolina. The remaining shareholders of VerticalBuyer retained their existing shares, subject to the 40 to 1 reverse stock split.

Preferred Stock Purchase Agreement. In connection with the merger, CSI entered into a Preferred Stock Purchase Agreement dated February 10, 2005 (the Preferred Stock Agreement) with Barron, whereby CSI agreed to issue 7,217,736 shares of its newly created Series A convertible, non-voting preferred stock to Barron in exchange for payment of \$5,042,250. Each share of preferred stock is convertible into one share of common stock, subject to certain anti-dilution adjustments. The proceeds of the preferred stock issuance were used to pay the outstanding dividends as declared by CSI South Carolina and a portion of the subordinated notes. Barron has agreed, generally, not to convert at any time its preferred stock into shares of the Company common stock or exercise its warrants to purchase shares of common stock if and to the extent that Barron's beneficial ownership of CSI common stock would exceed 4.9%, except in the case of a change in control as discussed previously.

Warrants. Pursuant to the Preferred Stock Agreement, Barron was issued two warrants to purchase 7,217,736 shares of CSI's common stock (the Warrant Shares). The respective exercise prices of the warrants are \$1.3972 and \$2.0958 per share, with each warrant exercisable for half of the total Warrant Shares. The terms and conditions of the warrants are identical except with respect to exercise price. Barron has agreed, generally, not to convert at any time its preferred stock into shares of the Company common stock or exercise its warrants to purchase shares of common stock if and to the extent that Barron's beneficial ownership of CSI common stock would exceed 4.9%, except in the case of a change in control as discussed previously.

Subordinated Promissory Notes. In connection with the merger and sale of preferred stock, CSI issued six subordinated promissory notes payable, respectively, to Barron and the five former shareholders of CSI South Carolina. All such notes rank equally in right of payment in the event of bankruptcy or liquidation of CSI, or similar events, and are subordinated in right of payment to all other non-subordinated debt of CSI. Payments of principal and interest may be paid as agreed under such subordinated notes so long as, generally, CSI is not in default under any of its senior indebtedness.

The Barron note provides that CSI will pay to Barron \$1,875,200, with interest accruing at the prime rate plus two percent (9.75% as of March 31, 2006). The principal on the note was to be paid in full on or before May 10, 2006. Any past due and unpaid amounts bear interest at the rate of 15% per annum until paid in full. The Company did not pay this note on maturity; accordingly the Company's interest cost on this note has increased to 15% per annum. See Item 2. Management's Discussion and Analysis or Plan of Operation under Credit Arrangements for a further discussion of the subordinated notes. The amount outstanding under this note totaled \$1,125,200 at March 31, 2006.

The aggregate principal sum borrowed under the notes payable by CSI to the five former shareholders of CSI South Carolina is \$1,875,200, or \$375,040 per individual. Other than the principal amount, the terms of the notes are substantially identical to the note payable to Barron. Amounts outstanding under these notes totaled \$1,125,200 at March 31, 2006.

Also in connection with the merger, CSI issued five promissory notes payable to the five former shareholders of CSI South Carolina as additional consideration related to the equity exchange totaling \$3,624,800. These amounts were paid immediately following the merger from proceeds from the issuance of the preferred stock and warrants and the \$1,875,200 subordinated note issued to Barron.

Merger Expenses and Other. Expenses for the merger consisted of legal and professional fees, commissions and compensation expense related to the merger. Of the \$759,283 in fees paid, \$275,000 was paid to a third-party broker, Liberty Company, LLC, as a commission for its assistance in the preferred stock sale and warrant issuance. No commission was paid to Barron, the investment group which purchased the preferred stock and received the warrants. The remaining fees of \$484,283 consisted of merger related fees paid principally for legal and accounting services.

Table of Contents**NOTE 4 STOCK-BASED COMPENSATION**

The Company has a stock based compensation plan, the 2005 Incentive Compensation Plan, as of March 31, 2006. The Company accounts for stock based compensation using the fair value method prescribed in SFAS No. 123 (revised 2004), Share-Based Payment, and related interpretations. The Company utilizes the Black-Scholes model to estimate the fair value of the shares granted.

In 2005, the Company assumed the stock based employee compensation plan of CSI- South Carolina as a result of the merger as described below.

At the time of the merger, the CSI South Carolina plan provided for the granting of options to purchase common stock, with a maximum term of ten years, at the option price on the date of grant. Management determined at the time of grant whether options vested immediately or at the end of a three year vesting period. Under the plan, employees had been granted options for 1,065,746 shares, of which 59,208 options were cancelled and 1,006,538 were outstanding under the plan at the time of merger.

In connection with and immediately prior to the merger with VerticalBuyer, CSI South Carolina redeemed options to purchase 797,403 shares for \$899,144 pursuant to the terms of the plan. Under such plan, certain non-executive employees had been awarded options to purchase 1,065,746 shares of common stock. The 797,403 non-executive employees options redeemed represented 73.34% of the 1,006,538 options outstanding at the time of the merger. Compensation expense related to the early redemption of stock options was \$631,174, consisting of the \$899,144 cash payment less unearned compensation expense of \$267,970 eliminated upon the redemption. Employer FICA and Medicare, and additional expenses related to this transaction totaling \$47,766, were also paid by CSI South Carolina. Pursuant to the plan, the option holders retained the remaining 268,343 options. The board of directors of the surviving corporation, CSI, at its discretion, provided that the options would be assumed and exercisable for shares of CSI common stock at the exchange ratio applicable to the five CSI South Carolina shareholders in the merger. No additional options will be issued under this fixed stock option plan.

The fair value of options was estimated at the grant date using the Black-Scholes option-pricing model with the following weighted-average assumptions for grants in 2003: dividend rate of zero percent for all years, risk-free interest rate of 4.8 percent, expected lives of 10 years, and volatility of 0.35 percent.

VerticalBuyer also had an option plan, with shares available for issuance at the time of the merger. However, all options under the plan had expired, and the plan was cancelled on March 24, 2005. Subsequent to the end of the first quarter 2006, our board of directors approved a new plan for the award of stock-based compensation to employees, directors and consultants as described below. The new plan provides for the award of options, restricted stock or stock appreciation rights at the discretion of the compensation committee of the board of up to an aggregate of 1,100,000 shares.

Stock options assumed in reverse merger

	Weighted		
	Average		
	Number of	Exercise	
Detail	Options	Price	Expiration
Options assumed in reverse merger	268,343	\$ 0.12	November 1, 2012
Non-employee Compensation			

On February 21, 2006, the Compensation Committee of the Board of Directors and the full Board of Directors approved awards of Company common stock for the Company's outside directors under the Company's 2005 Incentive Compensation Plan (the Plan). Directors receiving awards under the Plan were Anthony H. Sobel, Chairman; Shaya Phillips; and Thomas V. Butta. Mr. Sobel was granted 98,496 shares, while Messrs. Phillips and Butta were granted 49,248 shares each. One-third of the award vested immediately upon approval. An additional one-third vested on February 28, 2006, with the final one-third to vest on February 28, 2007. Except in the event of a change in control of the Company, the directors may not sell any shares awarded to them prior to March 1, 2007. If a director's service terminates prior to a vesting date, all unvested shares will be forfeited, subject to exception in the discretion of the Board. As a result of his subsequent resignation as a director discussed below, Mr. Butta forfeited 32,832 shares.

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Thomas V. Butta resigned from the Company's Board of Directors effective February 22, 2006. His resignation was not the result of any disagreement relating to the Company's operations, policies or practices. Rather, Mr. Butta resigned in order to devote his full attention to his responsibilities at an unaffiliated company of which he is the Chief Executive Officer. Mr. Butta served on the Board's Audit and Compensation Committees.

Table of Contents

In addition, on March 2, 2006, the Company entered into a Letter of Engagement dated February 27, 2006 and individual restricted stock agreements of even date with Robert F. Steel and Kenneth A. Steel, Jr. (the Consultants). The purpose of the agreements was to formally set forth the terms and conditions under which the Consultants have been providing and will continue to provide consulting services to the Company through February 10, 2008. Under the terms of the Letter of Engagement, the Consultants are to advise the Company on the development and implementation of strategic business plans, to assist management in developing marketing and growth strategies, and to assist management in seeking out and analyzing potential acquisition opportunities. The agreement requires the Consultants to provide such consulting services until February 10, 2008. In return, the Company agreed to issue 172,367 shares of its common stock to each of the Consultants. The stock awards were granted pursuant to the Company's 2005 Incentive Compensation Plan. The Company will also reimburse the Consultants for reasonable travel and other expenses incurred by the Consultants in furtherance of the objectives of the agreements. The agreements contain customary confidentiality and non-competition provisions. The agreements also require the Consultants, if they are terminated for cause prior to the earlier to occur of February 28, 2007 or a change in control of the Company, to return one-third of the Stock Awards at the time of termination.

Compensation expense related to the Board of Directors and the Consultants stock awards was \$613,954, consisting of the \$839,673 less unearned compensation expense of \$225,719 as of March 31, 2006. The stock awards were valued using the higher of a cashflow based stock value computation based on comparisons to peer public companies, or the quoted market price, on a weighted average basis.

NOTE 5 LONG-TERM AND SHORT-TERM DEBT AND OFF-BALANCE SHEET INSTRUMENTS

On February 14, 2006, the Company entered into an agreement with RBC Centura Bank (RBC) for a 42 month term loan of \$400,000 at a fixed interest rate 7.5% per annum. The facility is collateralized by substantially all of the assets of the Company. The purpose of the loan was to finance capital expenditures long term and improve its availability under its bank credit facility for working capital purposes. Upon any default by the Company on the promissory note, the bank may accrue interest on the promissory note at a rate of 18% per annum, subject to any maximum rate imposed by applicable law. Further, upon default by the Company, the bank may declare the entire unpaid principal balance on the promissory note and all accrued unpaid interest on the promissory note immediately due. As of March 31, 2006, the Company had paid \$2,521 of interest related to and \$8,245 of principal on the loan.

On March 17, 2005, CSI entered into a revolving credit facility RBC. Fees for the transaction were \$83,800. The \$3,000,000 facility allows the Company to borrow up to 80% of accounts receivable balances. The total balance borrowed may not exceed \$3,000,000. Outstanding amounts under the facility bear interest at Libor rate plus 0.275% (7.38% at March 31, 2006), payable monthly and mature on May 1, 2006. The facility is collateralized by substantially all the assets of the Company. Immediately upon entering into the loan agreement, the Company borrowed \$1,500,000, which was used for the paydown of a portion of the subordinated notes issued in connection with the merger. There were no amounts outstanding and \$2,278,316 available under the facility as of March 31, 2006. Under the facility, CSI is subject to restrictive covenants, the primary terms of which restrict incurring debt, making loans, changing approved executive compensation arrangements or making distributions or investments which would violate the restrictive covenants in the loan agreement. The agreement with our lender also requires the achievement of a debt to EBITDA (Earnings Before Interest Taxes, Depreciation and Amortization) a non-GAAP, financial measure which takes GAAP net income and adds back in interest, taxes, depreciation and amortization), as defined, ratio of not more than 2.5:1 measured on a quarterly rolling twelve months by June 30, 2005; EBITDA, as defined, of not less than \$2,000,000 by year-end 2005; and a minimum tangible net worth, as defined, of \$1,500,000 including subordinated debt by year-end 2005. Pursuant to our agreements with the bank, upon an event of default, it may accelerate and require the repayment of all amounts under the credit facility. It may also decline to make further advance. As of March 31, 2006, management believes the Company is in compliance with all such covenants.

On May 1, 2006, the Company and RBC Centura Bank executed a Change in Terms Agreement and a Business Loan Agreement. The agreements extend the maturity date of the credit facility from May 1, 2006 until July 15, 2006. The maturity date of the Note was previously extended by the Bank from March 1, 2006 until May 1, 2006, pursuant to a letter agreement previously disclosed by the Company in a Current Report on Form 8-K filed on March 1, 2006.

The Company also has subordinated notes payable to shareholders related to the reverse merger (See Note 3).

Table of Contents

As of March 31, 2006, for the prior reporting periods, and through the filing date, CSI had no off-balance sheet instruments.

NOTE 6 PREFERRED STOCK AND RELATED WARRANTS

On February 10, 2005, the Company entered into the Preferred Stock Purchase Agreement with Barron. Pursuant to the agreement, on February 11, 2005, immediately following the consummation of the merger, the Company issued to Barron 7,217,736 shares of its newly created Series A Convertible Preferred Stock in exchange for the payment of \$5,042,250. Barron was also issued two warrants to purchase in the aggregate 7,217,736 shares of the Company's common stock. The preferred stock is convertible into common stock on a one-for-one basis. The warrants are exercisable for 3,608,868 shares at a price of \$1.3972 per share and 3,608,868 shares at a price of \$2.0958 per share. The terms and conditions of the warrants are identical, including the expiration date of February 11, 2010, except with respect to exercise price.

Both the conversion of the preferred stock and the exercise of the warrants are subject to restrictions on ownership that limit Barron's beneficial ownership of common stock. Initially, Barron was generally prohibited from beneficially owning greater than 4.9% of common stock, and such restriction could be waived by Barron upon 61 days prior notice. It was the intention of the Company and Barron that the preferred stockholder never acquire greater than 4.9% of the Company's common stock and never be deemed an affiliate or control person under federal securities laws. For avoidance of doubt, Barron and the Company agreed to remove the 61 day waiver provision and to impose a non-waiveable beneficial ownership cap of 4.9%. These agreements were implemented on November 7, 2005.

The warrants may be exercised on a cashless basis. In such event, the Company would receive no proceeds from their exercise. However, a warrant holder (including Barron) may not effect a cashless exercise prior to February 11, 2006. Also, so long as the Company maintains an effective registration statement for the shares underlying the warrants, a warrant holder is prohibited from utilizing a cashless exercise. The Company's registration statement was considered effective on February 14, 2006. Barron did not invoke a cashless exercise.

GAAP requires that in the case of thinly traded stock, management assess, among other factors, whether the market quoted price is representative of the price which would be effective were all shares issued in connection with various transactions, which would include having significant additional shares and liquidity in the market. Following consultation with accounting and valuation experts, management used a cash flow based stock value computation based on comparisons to peer public companies and the market value of their shares near the date of the Company's preferred stock and warrant transaction. The Company used these comparables to calculate a per share market value of its shares as a public company with significant stock liquidity (the Adjusted Market Value).

The Adjusted Market Value of the shares has been used in the Black-Scholes calculation for valuing the warrants. Because the registration rights agreement contained a clause whereby liquidated damages were payable in cash, the warrants were initially considered a liability under derivative accounting (see further discussion below). The principles used under SFAS No. 150 Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity require that the proceeds be allocated first to the liability portion of an instrument based on its fair market value and the remaining proceeds assigned to the equity portion. As the fair market value of the warrants exceeded the proceeds from the preferred shares and warrants offering, no proceeds, except for the par value of \$7,218, were allocated to the preferred stock.

Registration Rights Agreement

In conjunction with the Preferred Stock Purchase Agreement, the Company also entered into a Registration Rights Agreement with Barron on February 10, 2005, whereby the Company agreed to register the shares of common stock underlying the preferred stock and warrants to be sold to Barron. Under the initial terms of the Registration Rights Agreement, the Company was obligated to file, within 45 days following the execution of the Registration Rights Agreement, a registration statement covering the resale of the shares. The agreement also obligated the Company to use its best efforts to cause the registration statement to be declared effective by the SEC within 120 days following the closing date of the registration rights agreement (February 11, 2005) or generally such earlier date as permitted by the SEC. Barron may also demand the registration of all or part of such shares on a one-time basis and, pursuant to piggy-back rights, may require the Company (subject to carveback by a managing underwriter) to include such shares in certain registration statements it may file. The Company is obligated to pay all expenses in connection with the registration of the shares and may be liable for liquidated damages in the event the registration of shares does not remain effective pursuant to the agreement.

Under the terms of the initial Registration Rights Agreement, liquidated damages were triggered if the Company failed (i) to file the registration statement within 45 days from February 11, 2005, (ii) to cause such registration statement to become effective within 120 days from February 10, 2005, or (iii) to maintain the effectiveness of the registration statement. These

Table of Contents

requirements were subject to certain allowances: 45 Amendment Days during any 12-month period to allow the Company to file post-effective amendments to reflect a fundamental change in the information set forth in the registration statement, and Black-out Periods of not more than ten trading days per year in the Company's discretion, during which liquidated damages would not be paid.

Under the initial terms of the Registration Rights Agreement with Barron, the liquidated damages were payable in cash at a rate of 25% per annum on Barron's initial preferred stock and warrant investment of \$5,042,250. Because the liquidated damages were payable in cash, under Emerging Issues Task Force (EITF) 00-19 Accounting for Derivative Financial Instruments Indexed to and Potentially Settled in a Company's Own Stock a potential obligation (referred to under EITF 00-19 as a derivative financial instrument) existed until the registration became effective. On November 7, 2005 the Registration Rights Agreement was amended to eliminate the treatment of the warrants as a derivative financial instrument (see further discussion below).

Warrants

As a result of the registration rights agreement containing a clause whereby liquidated damages were payable in cash, the Company was required to follow EITF 00-19. In light of the required accounting treatment under EITF 00-19, the amount of proceeds allocated to the issuance of warrants (\$5,035,032, representing all the proceeds with the exception of the \$7,218 par value allocated to preferred stock) was recorded as a liability as of the date of the transaction. In addition, the difference between the amount allocated to the issuance of warrants and the fair market value of the warrants based on the Black-Scholes valuation method at reporting dates was recorded in the statement of operations as an unrealized gain (loss) on financial instrument-warrant liability and as an adjustment to the financial instrument-warrant liability on the Company's balance sheet, to restate the warrants to fair market value as of that date. In each period up to November 7, 2005, the date of the amendment to the registration rights agreement, whereby the cash liquidated damages provision was converted to damages payable by the issuance of a set number of preferred shares, the financial instrument was marked to market and changes in the value were recorded as adjustments in the statement of operations.

It was not the intent of either CSI or Barron that the Registration Rights Agreement result in the majority of the proceeds from the preferred stock and warrant issuance being recorded as a liability rather than equity. In response, on November 7, 2005, CSI and Barron entered into an amendment to the Registration Rights Agreement that eliminated cash liquidated damages and replaced them with liquidated damages in the form of additional shares of Series A Convertible Preferred Stock. Pursuant to the amendment, 2,472 shares of preferred stock will be issued to Barron for each day when liquidated damages are triggered. The maximum number of shares that could be issued is was 783,624 as of March 31, 2006. Because the amendment to the Registration Rights Agreement changes the liquidated damages penalty from settlement in cash to settlement in a set number of shares which is unaffected by changes in the share market price, in accordance with EITF 00-19, as of the amendment date, the fair value of the warrants was reclassified from a liability to permanent equity as additional paid-in capital. The fair value at that date, based on the Black-Scholes valuation method, was \$5,449,392. The difference between this fair value and the amount allocated to the warrants at issuance (\$5,035,032) totaling \$414,360 was recorded as an unrealized loss on warrants to purchase common stock in the accompanying statement of operations for the year ended December 31, 2005. Please see the table below for the complete fluctuations of gains and losses associated with the warrants in 2005.

Table of Contents

	Ending Market Value @			Quarterly (Loss) / Gain
	Warrant Group1 3,608,868 shares	Warrant Group2 3,608,868 shares	Total Value	
Book Value at Grant Date	\$ 2,761,147	\$ 2,273,885	\$ 5,035,032	
March 31, 2005	4,511,085	3,608,868	8,119,953	\$ (3,084,921)
June 30, 2005	4,619,352	3,608,868	8,228,220	(108,267)
September 30, 2005	3,969,756	3,067,538	7,037,294	1,190,926
November 7, 2005	3,356,249	2,093,143	5,449,392	1,587,902
2005 Fiscal Year (Loss) / Gain				\$ (414,360)

Prior to the execution of the amendment, Barron agreed to waive any liquidated damages through November 30, 2005 pursuant to a waiver dated September 30, 2005. Barron had also waived liquidated damages on three prior occasions. In exchange, during the fourth quarter of 2005 the Company paid Barron \$50,000, which was expensed, and agreed to cause the registration statement to become effective under the Registration Rights Agreement on or before November 30, 2005. After that date, the Company entered into two additional waivers extending the required effectiveness date initially until January 31, 2006 and finally, February 28, 2006. The Company's registration statement was considered effective on February 14, 2006.

NOTE 7 COMMITMENTS AND CONTINGENCIES**Operating leases**

The Company leases certain facilities and equipment under various operating leases. At March 31, 2006, future minimum lease payments under non-cancelable leases were:

2006	\$ 106,758
2007	134,688
2008	138,432
2009	143,433
2010	146,556
Thereafter	36,795
Total	\$ 706,662

The Company entered into a new operating lease with Chuck Yeager Real Estate on November 30, 2005, related to the lease of premises at 900 Block, 900 East Main Street, Easley, SC, Suite T. The term of this lease is five years, beginning on April 1, 2006 and ending on March 31, 2011. Total rent due under this lease is \$700,920, due on the first of each month in escalating monthly payments. The commitments under this lease are included in the future payments in the table above. If at any time the Company terminates the lease the lessor may recover from the Company all damages approximately resulting from the termination, including the cost of recovering the premises and the worth of the balance of the lease over the reasonable rental value of the premises for the remainder of the lease term, which shall be due immediately. The Company does not anticipate terminating the lease at any time prior to the natural termination of the lease.

United States Department of Justice Subpoena

On April 27, 2005, the United States Department of Justice served the Company with a subpoena requesting the Company's production of documents relating to the federal E-Rate Program. The E-Rate Program is a government program that provides

Table of Contents

funding for telecommunications, internet access and internal connections for schools that have very high free and reduced lunch rate counts. No allegations concerning any impropriety by the Company have been made. However, the collection of information from the many subpoenas issued to various E-Rate Program affiliates may eventually result in further inquiry or possible antitrust and/or related allegations. The Company believes it has produced all requested information and intends to comply with all further direction. The Company does not anticipate any allegations as a result of these inquiries.

NOTE 8 SEGMENT INFORMATION

CSI is organized into the two reportable segments: software applications and technology solutions. Below is a description of the types of products and services from which each reportable segment derives its revenues.

Software applications segment

Through our software applications segment, we report the results of the development, sales, and deployment and provision of ongoing support of our software applications, fund accounting based financial management software and standards based lesson planning software.

Technology solutions segment

Through our technology solutions segment, we report the results of the technology solutions products through the sales and distribution of computers and accessories and the wide range of technology consulting services, including network and systems integration and computer support and maintenance services, that we provide.

Factors management used to identify our segments:

CSI's reportable segments are analyzed separately because of the differences in margin routinely generated by the major products within each group, and the differences in which sales and investment decisions may be made to evaluate existing or potential new products. Through its software applications segment, the Company develops, sells, deploys and provides ongoing support of software applications. Through its technology solutions segment, the Company provides technology solutions through the sale and distribution of computers and accessories and offers a wide range of technology consulting services, including network and systems integration and computer support and maintenance service.

There are no significant transactions between reportable segments. The total of Segment net sales and service revenue from all segments is equal to Net sales as reported in our Consolidated Statements of Operations. Sales and Cost of sales are included in each segment's income as reported in our Consolidated Statements of Operations. Accordingly, the total of the segments' Gross profit is equal to Gross profit in our Consolidated Income Statements. Operating expenses are allocated to segment income based on estimates of sales and administrative time spent on each segment. None of the income or loss items following Operating income (loss) in our Consolidated Statements of Operations are allocated to our segments, since they are reviewed separately by management. Certain non-recurring items (generally those items occurring for reasons which have not occurred in the prior two years and are not likely to reoccur in two years) and compliance and governance costs are generally excluded from management's analysis of profitability by segment and the Company's segment presentation. Accordingly, the total of Segment income from all segments, less certain non-recurring and compliance and governance items, if any, is equal to Operating income (loss) as reported in our Consolidated Statements of Operations.

The total of Segment assets for all segments is equal to Total Assets as reported in our Consolidated Balance Sheets. The Company allocates shared assets related to liquidity (e.g. cash, accounts receivable and inventory) based on each segment's percent of revenues to total consolidated revenues. Capitalized computer software costs are allocated to the software segment. Fixed assets, net, are allocated on the same basis as operating expenses (or by time spent on each segment as discussed above), since support equipment usage is generally tied to time utilized. All other assets are generally allocated on the same basis.

Item 2. Management's Discussion and Analysis or Plan of Operation.

Introduction

Unless the context requires otherwise, (1) Computer Software Innovations, Inc., CSI, we, our, us and the Company refer to the consolidated combined business of Computer Software Innovations, Inc., a Delaware corporation formerly known as VerticalBuyer, Inc., and its subsidiary, CSI Technology Resources, Inc., a South Carolina corporation; (2) VerticalBuyer refers to the Company prior to the merger; and (3) CSI South Carolina refers to Computer Software Innovations, Inc., a South Carolina corporation, prior to the merger. The merger refers to the merger of

CSI South Carolina into VerticalBuyer on February 11, 2005, as more particularly described under 2005 Reverse merger below.

Table of Contents

Overview

We are a developer of software applications and a provider of technology solutions, focused primarily on the needs of organizations that employ fund accounting. Our client base consists principally of municipalities, school districts and local government organizations, although we continue to increase the amount of products and services we provide to corporate and other non-governmental entities. We offer a wide variety of software and hardware based solutions and related support and maintenance services, which are discussed in more detail under *Organization* below.

Strategy

In addition to our sales of software applications, technology solutions and related support and maintenance services, we provide technology consulting, including network and systems integration services, as a part of our solutions sales efforts. These services also generate a significant amount of revenue by increasing demand for computer hardware equipment that we sell. Our marketing strategy is to provide a suite of software products coupled with full service integration of the hardware solutions that support those products and other back-office functions, and to provide ongoing technical support, monitoring and maintenance services to support the clients' continuing needs. We also market our hardware solutions and ability to provide a wide level of services and support independent from our software solutions which, when marketed to a fund accounting based organization, may also lead to future software sales and integration services.

By providing a client the ability to call one solution provider and circumvent the difficulties that often arise when dealing with multiple vendors, we believe we are able to achieve high long-term client satisfaction and a competitive advantage in the marketplace. Repeat business from our existing customer base has been key to our success and we expect it will continue to play a vital role in our growth. Over the past ten years we have retained more than 90% of our software customers. Our focus is on nurturing long-standing relationships with existing customers while establishing relationships with new customers. For more information on our strategy, see our latest annual report filed on Form 10-KSB.

2005 Reverse merger

We were previously known as VerticalBuyer, Inc. until entering into a merger transaction with CSI - South Carolina in February 2005. Incorporated in Delaware on September 24, 1999, VerticalBuyer ceased business operations of any kind in September 2001. Prior to assuming the business operations of CSI - South Carolina in the February 2005 merger, VerticalBuyer was a shell corporation without material assets or liabilities.

In the first quarter of 2005, we completed a series of recapitalization transactions which began January 31, 2005 with a change in control due to the purchase of a majority of our common stock by Computer Software Innovations, Inc., a South Carolina corporation (CSI - South Carolina). These culminated on February 11, 2005 with the merger of CSI - South Carolina into the Company, and our issuance of preferred stock, common stock, common stock warrants and certain subordinated notes, and the change of our name to Computer Software Innovations, Inc. We refer to the Company prior to such merger as VerticalBuyer, and Computer Software Innovations, Inc. prior to such merger as CSI - South Carolina. As we were a shell corporation with virtually no assets or operations and due to other considerations under reverse merger accounting, CSI - South Carolina was considered the acquirer and VerticalBuyer the acquiree. As a result, our prior operations for reporting purposes became those of CSI - South Carolina. The recapitalization transactions, along with further discussion regarding merger accounting and merger summary, are discussed in Note 2 to the interim financial statements and are also discussed in further detail in our most recent filing of our audited financial statements on Form 10-KSB.

Current Challenges and Opportunities of our Business, and Forward-Looking Information

Processes and Procedures

Because of our focus on the public sector, many sales opportunities are subject to our having to comply with government bid requirements and other formal proposal processes. Complying with such requirements and processes can result in a significant investment of time and effort that may or may not result in a sale. We have been implementing procedures to make the bid and sales process more efficient and believe these types of improvements will aid in our ability to maintain competitiveness in the marketplace. We will also look for additional process improvement opportunities as we move through the process of documenting controls and procedures in order to comply with the Sarbanes-Oxley Act legislation. However, this process is primarily compliance-driven and will be costly, while cost-saving opportunities as a result of this process, if any, may be limited.

Prior to February 11, 2005, we were a public shell with virtually no operations and CSI - South Carolina was a private company with limited complex accounting issues. As a result, neither we nor CSI - South Carolina had need for staff with technical accounting and public reporting

expertise. In the first quarter of 2005, we entered into a complex merger and began public reporting of significant operations.

Table of Contents

Due to the time required to source, attract, negotiate and hire personnel with the necessary experience, we remained for several months without sufficient public reporting or technical expertise to resolve non-routine or complex accounting matters and public reporting requirements such as we encountered in the merger with CSI South Carolina, Inc. It was not until May 6, 2005 that we hired a chief financial officer with prior public reporting experience who is accustomed to dealing with more complex accounting matters. Deficiencies, which constituted a material weakness, arose as a result of the delay in hiring our CFO and our general shortage of experienced internal technical personnel.

As a result, we were unable to file our first and second quarterly reports on Form 10-QSB for 2005 by their initial due dates and were forced to utilize filing extensions, with which we complied. Also we have filed amendments to our previously reported results for the reasons noted below.

Primarily as a result of our CFO's reviews in connection with correspondence related to our filing of a Form SB-2 registration Statement on March 28, 2005 and our subsequent filing of a second, replacement Form SB-2 on November 21, 2005 (the Form SB-2), and in review of generally accepted accounting principles (GAAP) and information in other Company filings, our CFO and external auditors in consultation with our Audit Committee identified certain items recorded in selling, general and administrative costs, which should have been reclassified. Such costs included certain salaries and expenses and the amortization of capitalized software development cost. These costs should have been recorded as components of cost of sales based on financial accounting standards issued. These adjustments did not affect cash flows or net income.

Due to an Emerging Issues Task Force (EITF) release, we were also required to account for certain proceeds related to our issuance of preferred stock and warrants as a liability derivative financial instrument and adjust the liability to market on a periodic basis. In addition, we reclassified certain items between equity accounts related to the purchase of the shell corporation. These adjustments did not affect cash flows; however, the changes in the valuation of the derivative financial instrument did affect net income. As a result, we amended our Annual Report on Form 10-KSB for the year ended December 31, 2004 and our subsequent Quarterly Reports on Form 10-QSB, where appropriate. The adjustments reflected a significant deficiency in our internal controls over the application of existing accounting principles to new public reporting disclosures and particularly related to the application of GAAP to new transactions, caused by the shortage of experienced technical resources. All necessary adjustments from the amendments to our previously issued financial results have been made to the financial information contained herein.

The significant deficiency in our controls related to financial reporting was determined to exist on August 16, 2005, at which time the CFO in consultation with the CEO and the audit committee of the board of directors determined that the Company, following its inception of reporting as a public company and hiring of its first CFO with SEC reporting experience, still lacked sufficient internal resources to insure compliance with new emerging issues, or to fully review its compliance in all areas of financial disclosure on a timely basis. Accordingly, it was also determined until such time as we have sufficient resources, we would be unable to declare our disclosure controls with regard to new public reporting disclosures effective.

We continue to work with the CFO to enlist the resources necessary to assist in the handling of complex non-routine accounting issues and to meet public disclosure requirements in a timely fashion. Following consultation with the Company's Audit Committee and board of directors, the chief financial officer received authority to engage outside accounting experts to support management in their review, interpretation, and implementation of new disclosures and significant changes in accounting and regulatory reporting requirements, and engaged a resource in January 2006. The purpose is to provide additional technical resources (other than our independent auditors) to whom we may direct complex accounting issues for review, particularly in situations where the accounting treatment is unclear or extremely complex. In addition, in January 2006, we hired an additional staff person with public accounting and reporting experience.

Even so, due to the increasing number and complexity of pronouncements, emerging issues and releases, we expect there will continue to be some risk related to financial disclosures, albeit mitigated following implementation of the Sarbanes-Oxley Act requirements. The process of identifying risk areas and implementing financial disclosure controls required under the Sarbanes-Oxley Act may result in the identification of areas where we may need additional resources. Accordingly, we have also determined that until such time as we complete this process, we may be unable to declare our controls with regard to new public reporting disclosures effective. This process has begun and we anticipate it will be completed in 2007. This process may also result in the identification and possible reporting of additional deficiencies.

Table of Contents

While we anticipate that completing the Sarbanes-Oxley Act implementation process, which includes the documentation, assessment, review and testing of internal controls, will result in improvements in controls, it will not eliminate the possibility of failures or deficiencies. However, we do expect it to mitigate cost-effectively the risk of failures or deficiencies which may occur. The hiring and engaging of additional technical resources to address deficiencies from shortages of technical personnel and the Sarbanes-Oxley Act implementation process will be time-consuming and increase our administrative costs, and may negatively impact our profitability in comparison to previously reported historical results.

Notwithstanding our plans to implement all requirements of the Sarbanes-Oxley Act based on current legislation, we have also been made aware that the SEC Advisory Committee on Smaller Public Companies has proposed or may propose changes in how certain portions of the Sarbanes-Oxley Act will be applied to smaller public companies. Discussions have included eliminating certain requirements of the Sarbanes-Oxley Act for small public companies such as the external audit requirement. Other areas would continue to apply, including management's responsibilities and certifications surrounding our control environment. We plan to take advantage of any proposals which are accepted that may reduce the level of work we must perform, or which would allow us to spread the work over a longer time frame. However, such an action would not likely eliminate in its entirety all of the internal control and other requirements relating to the Sarbanes-Oxley Act. As a result, we expect an elimination of only a portion of the costs related to this area, if any, particularly in the short-term. We expect to incur Sarbanes-Oxley Act related costs as we work to meet minimum documentation and review standards necessary for management's sign-offs, even if not used for external audit or other purposes which the Advisory Committee may propose eliminating.

Due to the uncertain nature surrounding the potential acceptance or lack thereof of the recommendations being made by the Advisory Committee and Company management's desire to improve its ongoing analysis of controls and procedures, and to do so in accordance with the framework established by the SEC and Public Company Accounting Oversight Board, and finally, due to the risk that we may not be able to become compliant in time should the SEC Advisory Committee's recommendations be rejected should we not begin to address these areas, we have moved forward with our initial work surrounding the implementation of the Sarbanes-Oxley Act. This has included an assessment of risk in financial reporting and the creation of a documentation and evaluation framework for a significant portion of our business, under consultation with an independent public accounting firm. We have budgeted \$200,000 for compliance work related to the Sarbanes-Oxley Act for the fiscal year 2006 and to thereafter complete a portion of testing. In the first quarter we spent approximately \$97,000 to support this initial effort. We plan to use the established framework to perform much of the documentation and initial evaluation effort with internal staff over the next quarter or two to minimize our costs, while still moving forward in our effort to improve our internal controls work, and to avoid additional third-party costs while we monitor the SEC's reaction to the recommendations of the Advisory Committee. At this time, we plan to stay within our budget in 2006 for this work.

Establishment of a Telesales Department

We intend to utilize telesales as a method of marketing our lower price point (considered by us to be fundable at the school level) standards based lesson planning software. We also believe telesales will be beneficial in promoting and providing leads for potential sales of our other products. We have not previously had a formal telesales department, and while we have engaged a consultant with significant experience in this area to help with the effort, the establishment of this area will entail some up front investment. We plan to use existing personnel to manage the telesales department, but intend to initially hire two or three additional employees to focus primarily on telesales. We also expect the telesales department to assist in the identification and qualifying of additional sales opportunities for the fund accounting software. We expect, but cannot guarantee, that these efforts will generate sufficient revenues to avoid any negative impact on profitability. We hired one individual in the first quarter of 2005 who has had some success generating leads for our fund accounting software and are planning to hire an individual with both sales and classroom experience to support our standards based lesson planner in the second quarter. This individual will likely generate leads by phone, but also participate in other marketing and sales efforts including product demonstrations both via the internet and by visit to client sites. In addition, we are looking to hire an individual to support our geographic expansion efforts.

Software Modifications Required by Geographic Expansion

We have achieved the most significant penetration in the tri-state area of South Carolina, North Carolina and Georgia. We are now accelerating our efforts to move into surrounding states. To do so, we may have to modify our existing fund accounting programs to accommodate differences in state laws, regulations and taxation. We anticipate needing to make additional investment in software development to accomplish this. However, we plan to make the changes when we have firm orders in an area in an attempt to maximize and achieve a return on investment as quickly as possible. As we are currently converting our programs to the Microsoft .Net programming and SQL database language, but do not yet have all modules ready for release, some of these changes may be required in both our current and .Net platforms until 2007, when we anticipate all

Table of Contents

modules will be converted. The costs of such changes may offset the positive impact from expanding our geographic reach in 2006. As previously noted, we are looking to hire an additional telemarketing person who may initially call potential customers in new geographic regions for market research purposes to assist us in determining the regional areas where it might be best to focus our efforts first.

Conversion of our Accounting+Plus software to Microsoft .Net Programming and SQL Database Language

We have already completed the conversion of the majority of our core accounting modules, with payroll still in progress. The completed modules are in formal beta installations; however, the changes we are having to make as a result of the formal beta use have been limited, and we are prepared to install the completed modules in any entities which do not have an immediate need for other integrated modules not yet converted. In addition, the completed modules have the functionality necessary to handle school activity funds, such as student clubs, organizations and athletics. Typically payroll is not needed to support school activity funds. Many school activity personnel use packages independent of the school's accounting packages, which may be cumbersome, or lack functionality. Accordingly, we are beginning to look for sales opportunities of the completed modules now, marketed as our School Activity solution. And if the school later adopts our full accounting suite, the process of integration will be relatively seamless. We anticipate completing the payroll and some additional modules in 2006, and as previously noted under Software Modifications Required by Geographic Expansion above, we anticipate completing the remaining modules throughout 2007.

Maintaining IP Telephony Momentum

In 2005, we continued to experience a significant increase in IP telephony sales. Among these transactions were continued sales of IP Telephony products to one of our largest customers (Greenville County Schools) which encompasses all schools in a fairly large school district. IP Telephony sales increased sales to that customer to 14% of our revenues in 2005, and represented more than 90% of the revenues from this customer in that year. The challenge going forward will be to match large opportunities or increase the number of smaller opportunities. We have increased and reorganized our sales force in an effort to increase the probability of achieving consistent and increasing performance in this product niche in future periods.

Continued Improvement of Support Solutions

Historically, our software applications segment has been the most effective in providing support solutions. Going forward, we are increasing the level of support offerings available through our technology solutions segment from primarily warranty-based services to include additional support offerings. Such offerings may include additional telephone-based troubleshooting and support, real time monitoring and other proactive service offerings and guaranteed response times for customer needs.

Investment in Support and Telesales Efforts

Over the next year we will be making an investment (estimated to be as much as \$500,000, of which less than \$100,000 was spent in the first quarter), consisting primarily of increased salaries and wages to support the additional technical support services and telesales efforts. Based on our past experience with prospecting and technical support agreements, we expect the additional revenue generated from the sales of technical support contracts and additional sales opportunities uncovered by telesales efforts for the fund accounting software and the new curriculum standards based lesson planner software will be sufficient to offset our investment within approximately one year, but we can give no assurances such additional services will be profitable collectively, particularly in the short-term. In addition, effective January 1, 2006 we reorganized our sales force. Previously, our primary sales personnel were assigned to either sell products in our software applications segment or in our technology solutions segment, but not both. We had potentially two persons, a software specialist and a technology specialist, calling on every organization, many times talking to different people within the same organization, and no opportunity for a single salesperson to be in touch with all of the needs of the organization. Due to an increase in the experience and quality of our sales personnel, and our ongoing efforts to educate them about our product offerings, our sales personnel are now able to maximize their contacts by discussing both software and technology in each visit to the customer. As a result, we have been able to reduce the size of salespersons' territories and allow them to reduce drive time, freeing them up to make more calls, sell across a broader range of solutions and identify additional opportunities. We back the sales personnel with product specialists and engineering support as necessary. We believe this realignment has improved the effectiveness of our sales force and will translate into deeper customer penetration and relationships. We anticipate greater sales and reduced costs per salesperson over time as more opportunities are identified and closed; however, we are unable to estimate the financial impact of these changes.

Table of Contents

Expanded Market Opportunities

With the acquisition and web development of the curricular standards based lesson planner product, the Company is now positioned with a product offering that provides a link between school administration and the classroom. Principals, in addition to monitoring their financial condition using our fund accounting software in their administrative role, are also able to track the progress of teaching against state standards using the curricular product. Lesson plans can now be reviewed, monitored and commented on electronically for content coverage and resource usage. The curricular product provides a link between the administrative oversight function and the technology solutions we provide for the classroom, including our interactive white board offering. We plan to capitalize on these cross-selling opportunities. In addition to increasing our cross selling opportunities, the curricular product puts us in a position to feasibly consider acquisitions that may be in the classroom content or curriculum results reporting market space. However, we cannot predict the financial impact, if any, this link will create. Any acquisition we would make in the expanded market space would require us to identify and retain product experts in the acquired entity, as we do not currently have significant expertise in the content or curriculum-related market spaces. In the first quarter, we experienced a significant increase in interest in our curricular product, and completed a few additional installations. Although we are hopeful this product will become a significant revenue generator over the long-term, we did not experience a significant impact on revenues in the first quarter.

Re-branding

In the process of moving toward a national presence, we have established a new brand for CSI: *CSI Technology Outfitters Computers. Software. Innovations*. We have noted that in some cases software customers have not been aware of the breadth of our technology offerings, while technology customers have not been aware of the extent of our software offerings. While at this time we do not plan to change our corporate name, Computer Software Innovations, Inc., we believe a reemphasis of the term Computers, following it with a period (.) distinguishes the technology portion of our business from the software offerings. We have trademarked *Technology Outfitters* to connote our ability to outfit organizations with which we work for a variety of environments. We are redesigning our website to match this theme and are creating a brochure which presents a wider range of offerings, which can be communicated quickly in summary form. We believe these efforts will increase the recognition and value of the CSI name over time and enhance our presence as a preferred provider in our markets. We spent approximately \$90,000 on marketing, including our re-branding efforts, in the first quarter of 2006 compared to approximately \$12,000 in the first quarter of 2005.

Earnings Guidance

Certain Costs Related to Going Public in 2005

In 2005, we incurred substantial costs related to our efforts to take CSI's operations public by way of the reverse merger, totaling more than \$2.8 million (pre-tax). These costs included the following:

merger fees totaling \$759,283, of which \$275,000 were paid to a third-party broker and the remainder were paid primarily for legal and accounting fees;

the redemption of stock options held by certain managers of CSI South Carolina for \$631,174 considered compensation, and \$47,766 of payroll tax related costs;

legal and professional fees totaling \$437,013, expended in 2005 related to our efforts to register the underlying common shares of the preferred stock and warrants (which registration was declared effective on February 14, 2006);

litigation costs of \$343,063 and settlement costs to the company of \$200,000 to settle litigation related to the merger (which, in the opinion of management and its counsel, was unfounded, but settled to avoid further legal costs); and

non-cash loss of \$414,360 on warrants due to the accounting treatment of the warrants under a liquidated damages penalty payable in cash, until such time as the liquidated damages penalty was renegotiated for payment in a set number of preferred shares on

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November 7, 2005.

At this time, we do not anticipate incurring any further litigation or reverse merger costs. We expect the costs of registering Barron's shares in 2006 will be substantially reduced from that which was incurred in 2005. Also, we do not expect to incur

Table of Contents

any costs related to option redemptions, except potentially in connection with an acquisition to grow our business. As discussed above, we do expect to incur some costs to implement the Sarbanes-Oxley Act legislation. As of March 31, 2006, we had incurred approximately \$97,000 related to Sarbanes-Oxley work. As a result of the related changes noted, we estimate our ongoing professional and legal fees to aggregate approximately \$600,000 for the 2006 fiscal year, of which approximately \$350,000 was incurred in the first quarter of 2006.

Also in connection with becoming a public company, we recruited independent, non-employee directors. We also engaged consultants to assist us with strategic planning and acquisitions. Definitive agreements were reached regarding the independent directors and consultants compensation in the first quarter of 2006. The Compensation Committee of the Board of Directors board approved stock awards, granting the non-employee directors and consultants approximately 500,000 shares. Accordingly, we recorded non-cash expense for directors and consultants fees in the 2006 first quarter totaling approximately \$613,000. See Note 4 to our interim financial statements, Stock Based Compensation, for further discussion.

Warrant accounting

In the first quarter of 2006, we experienced a significant increase in net income driven by the recording of warrant losses of more than \$3 million dollars in the first quarter of 2005, which did not recur in 2006 due to a renegotiation of the warrant related registration rights agreement in November 2005. This significant increase in net income will likely be offset in the third and fourth quarters of 2006 since the loss in the first quarter of 2005 was substantially offset by gains recorded in the third and fourth quarter of 2006, prior to the renegotiation of the registration rights agreement.

E-Rate Program

We have experienced an improvement in our success under contracts related to the E-Rate program.

The E-Rate program assists both schools and libraries in the United States to obtain affordable telecommunications and internet infrastructure and access. The program provides federally subsidized funding based on the level of poverty and the urban/rural status of the population served and ranges from 20% to 90% of the costs of eligible services. The Company has participated in this program in the past, typically winning total contract awards in the \$4 to \$5 million dollar range during the last several years. In late 2005, as a result of our additional investments in software and personnel, we improved our ability to respond to proposals under the program. As a result, for the annual fall 2005 to spring 2006 E-Rate window, we have been awarded more than \$15 million in contracts.

Not all of these contracts are fully funded, and projects and related funding can span multiple years. Typically, we have experienced a 25% to 30% funding rate of awarded contracts. Accordingly, we cannot project the impact of our E-Rate efforts on future periods. Revenues linked to the E-Rate program ranged from 10% to nearly 20% of our total revenues from 2004 through 2005.

Organization

Our business efforts are focused on two key operating segments: internally developed software applications and related service and support (our Software applications segment), other technology solutions and related service and support (our Technology solutions segment).

Software applications segment

Our Software applications segment develops accounting and administrative software applications that are designed for organizations that employ fund accounting. These organizations are primarily municipalities, school districts and local governments. Specific software modules include:

General (or Fund) Ledger;

Accounts Payable;

Purchasing;

Payroll;

Personnel;

Employee Absence/Substitutes;

Table of Contents

Inventory;

Utility Billing; and

Other specialty modules designed for government markets.

Our Software applications segment includes a staff of software developers, implementers, trainers, sales personnel and applications support specialists focused primarily on the development, sales, deployment and support of our in-house software products. From time-to-time they also provide support for the Technology solutions segment.

As in other competitive software businesses, the sales and support of software products developed for resale, coupled with few related hardware sales, support higher margins in the Software applications segment (also referenced as software and related services). The sales of the Technology solutions segment (also referenced as hardware sales and related services) are typically at lower margins, due to the amount of hardware, a traditionally low margin product, included in these sales.

Technology solutions segment

Our technology solutions segment has a staff of certified engineers capable of providing a broad range of technology solutions to our client base, including, but not limited to:

Technology planning (developing plans to purchase or upgrade computers, telephone equipment, cabling and software);

Hardware/software installations;

Cabling (installation of wiring and wireless devices to link computer networks and telephones);

System integration (installation of computers and configuration of software to enable systems to communicate with and understand each other);

Wide area networking (linking a group of two or more computer systems over a large geographic area, usually by telephone lines or the internet);

Wireless networking (linking a group of two or more computer systems by radio waves);

IP telephony and IP surveillance (sending voice calls and surveillance across the internet using internet protocol (IP), a standard method for capturing information in packets);

Project management (overseeing installation of computers, telephone equipment, cabling and software);

Support and maintenance (using Novell, Microsoft, Cisco and Citrix certified engineers and other personnel to fix problems);

System monitoring (proactively monitoring computers and software to detect problems);

Education technologies, including distance learning and classroom learning tools.

In addition to our engineers, our technology solutions segment includes a staff of sales persons, project managers and product specialists. Our technology solutions segment also purchases and resells products from a variety of manufacturers including but not limited to Hewlett Packard, Cisco, Microsoft, Novell, Promethean, Tandberg and DIVR, and supports the Software applications segment, as needed.

The combination of traditionally low margin sales of hardware with the sales of services results in a much lower margin for the Technology services segment when compared to the Software applications segment.

We believe the combined efforts of our technology solutions segment with that of our Software applications segment provide CSI with a competitive advantage in the education and government markets.

For a discussion of the results of the reported segments, see the section entitled **Segment Information** below.

Acquisitions

We believe our markets contain a number of attractive acquisition candidates and foresee expanding through acquisitions of one or more of the following types of organizations:

Cabling and infrastructure - CSI currently outsources cabling services;

Table of Contents

Commercial (Fortune 100) and Commercial (Small Business) focus products and services - many of CSI's current technology solutions translate to the corporate market, especially IP telephony, IP surveillance, video conferencing and network security;

High level professional services (consulting) - this type of acquisition would enhance CSI's offering of technology planning and project management.

Our business strategy provides that we will examine the potential acquisition of companies and businesses within our industry. We will carefully analyze a target's potential to complement our product mix, expand our existing revenue base, improve our margins, expand our geographic coverage, strengthen our management team, and ultimately improve shareholder returns. We are unable to predict the nature, size or timing of any acquisition. We can give no assurance that we will reach agreement or procure the financial resources necessary to fund any acquisition, or be able to successfully integrate or improve returns as a result of any such acquisition.

During the interim period, we have continued to pursue and enter into preliminary discussions with various acquisition candidates. However, the Company has not entered into agreements or understandings for any acquisitions which management deems material.

Cautionary Statement Regarding Forward-Looking Information

Certain information contained in this report includes forward-looking statements that involve substantial risk and uncertainties. Any statement in this report and in the documents incorporated by reference into this report that is not a statement of a historical fact constitutes a forward-looking statement. Among other things, these statements relate to our financial condition, results of operations and business. When used in this report, these forward-looking statements are generally identified by the words or phrases may, expect, anticipate, plan, believe, seek, estimate, or words of similar import. These forward-looking statements are not guarantees of future performance. These statements are based on management's expectations that involve a number of business risks, uncertainties and other factors that may cause the actual results, performance or achievements to differ materially from those expressed or implied by the forward-looking statements. Many factors are beyond our ability to control or predict. You are accordingly cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date that we make them. We do not undertake to update any forward-looking statement that may be made from time to time by or on our behalf. We have attempted to identify, in context, some of the factors that we currently believe may cause actual future experience and results to differ from our current expectations regarding the relevant matter or subject area. The operations and results of our software and systems integration businesses also may be subject to the effects of other risks and uncertainties, including, but not limited to:

a reduction in anticipated sales;

an inability to perform customer contracts at anticipated cost levels;

our ability to otherwise meet the operating goals established by our business plan;

market acceptance of our new software, technology and services offerings;

an economic downturn; and

changes in the competitive market place and/or customer requirements.

For a discussion of factors that may cause actual results to differ materially from forward-looking statements, see our Annual Report on Form 10-KSB for the year ended December 31, 2005, and other reports periodically filed with or furnished to the Securities and Exchange Commission.

Critical Accounting Policies and Estimates

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The following discussion and analysis provides information that we believe is useful in understanding our operating results, cash flows and financial condition on our unaudited Consolidated Financial Statements included in this quarterly report. Our significant accounting policies are described in Note 1 to the Consolidated Financial Statements in CSI's annual report on Form 10-KSB. CSI's critical accounting policies and estimates are described under the caption "Critical Accounting Policies and Estimates" in CSI's annual report on Form 10-KSB.

Table of Contents

The preparation of financial statements in conformity with generally accepted accounting principles requires us to make estimates, assumptions and judgments and rely on projections of future results of operations and cash flows. We base our estimates and assumptions on historical data and other assumptions that we believe are reasonable under the circumstances. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities in our financial statements. In addition, they affect the reported amounts of revenues and expenses during the reporting period.

Our judgments are based on our assessment as to the effect certain estimates, assumptions of future trends or events may have on the financial condition and results of operations reported in our Consolidated Financial Statements. It is important that the reader of our financial statements understand that actual results could differ materially from these estimates, assumptions, projections and judgments.

Overview of Financial Performance

Our revenues improved \$750,100 or 18.3% for the quarter compared to the same period of the prior year due to an increase in hardware and software sales. The gross profit improved \$345,912 or 29.9%, primarily due to the increased volume in hardware and software sales and a reduction in software costs, partially offset by an unfavorable change in the product mix between hardware and software. Operating loss improved from the prior year by \$522,877 or 49.8%. The increase was due to the increases in sales, coupled with a slight decrease in our operating expenses primarily as a result of the decrease in reverse acquisition costs, offset by increases in salaries, wages and benefits; professional and legal compliance costs; marketing costs; travel and mobile costs; and depreciation and amortization. Further analysis of financial performance is discussed below in subsequent sections of the report.

Consolidated Results of Operations

	Three Months Ended		Increase
	March 31,	March 31,	
	2006	2005	(Decrease)
NET SALES AND SERVICE REVENUE	\$ 4,842,404	\$ 4,092,304	\$ 750,100
GROSS PROFIT	1,503,607	1,157,695	345,912
OPERATING LOSS	(527,412)	(1,050,289)	522,877

SIGNIFICANT ITEMS THAT INCREASED (DECREASED) OPERATING INCOME

Gross Profit:

Sales	\$ 750,100
Salaries, wages and benefits	(54,262)
Purchased components	(265,952)
Other miscellaneous	(83,974)

345,912

Operating Expenses:

Salaries, wages and benefits	(168,824)
Reverse acquisition costs	759,283
Stock based compensation	17,220
Professional and legal compliance and litigation related costs	(342,680)
Marketing costs	(77,570)
Travel and mobile costs	(20,219)
Depreciation	(22,432)
Other SG&A expenses	32,187

\$ 522,877

Three months ended March 31, 2006, versus three months ended March 31, 2005**Sales**

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Total sales in the first quarter of 2006 increased \$750,100 in comparison with the first quarter of 2005. This net increase includes a \$632,777 increase in hardware sales and services through the technology solutions segment and a \$117,323 increase in software sales and services through the software solutions segment. The increase in the technology solutions

Table of Contents

segment came from increases in both hardware sales and related engineering support services, offset by a decline in hardware commissions. The increase in hardware revenues was related to a large hardware sale, approximately \$1.6 million, for a number of desktop and notebook computer systems and wireless lab carts. CSI purchased the hardware and acted as reseller rather than agent. Depending on the circumstances, which may include funding, financing costs, deal size, bid or other sales processes and considerations, CSI acts as agent on computer systems sales, in which case no costs is associated with the sale, and the only revenue recognized is the commissions from the vendor. The increase in the software solutions segment was due to increased software support agreement revenues and new client software sales, partially offset by a decline in software service revenues due to a higher level of training work being completed in early 2005 from 2004 deals. New client software sales increased 67% in number of deals invoiced in the first quarter of 2006, over the first quarter 2005. The average size of the deals was smaller, as reflected in the 11.9% increase in software revenues.

Gross Profit

Gross profit in the first quarter of 2006 increased \$345,912 in comparison with the first quarter of 2005. The gross margin percentage was 31.1% in 2006 versus 28.3% in 2005. The increase in both software and hardware gross profits were driven by the corresponding increases in revenues of both segments. The improvement in margins in the software segment came from an increase in new software sales and support coupled with a decrease in the number of implementations requiring purchased third party software components. The increase in margins on the hardware side came from an increase in the mix of higher margin services versus hardware sales. In late 2005, CSI increased the number of software sales personnel and in early 2006 restructured the sale force from a single segment (software or technology) product focus to a combined effort, supported by product specialists. As a result, in first quarter 2006 salaries, wages and benefits increased by approximately \$54,262, or 6.5%. Hardware salaries and wages remained relatively flat, showing a slight decrease of 1.5%. The results from the large hardware deal that occurred in 2006 are partially seen in the increase in new hardware sales and hardware cost of sales, with a corresponding decrease in hardware commissions; however, the net impact on gross profit is approximately the same whether the Company acts as reseller or agent for these larger deals.

Operating Expenses

Operating expenses decreased \$176,965, or 8%, in the first quarter of 2006 compared to the first quarter of 2005. The above table analyzes the major items that account for this increase. The majority of the decrease, approximately \$700,000, is reflected in costs associated with the merger and recapitalization of CSI in the prior year which did not recur in the current year. Following is a brief explanation of these items and the related impact on other selling, general and administrative (SG&A) expenses. An increase in salaries, wages and benefits partially offset these increases. The increase in salaries, wages and benefits was primarily due to the increase in sales force.

Reverse acquisition costs decreased to zero in the first quarter 2006, as reverse acquisition costs were incurred and expensed in 2005.

Stock based compensation represents costs in connection with the issuance of stock awards to non-employee directors and outside consultants in 2006 and the redemption of options in 2005. Subsequent to the end of the first quarter 2005, our board of directors approved a new plan for the award of stock-based compensation to employees, directors and consultants. The new plan provides for the award of options, restricted stock or stock appreciation rights at the discretion of the compensation committee of the board of up to an aggregate of 1,100,000 shares. In February and March of 2006, the compensation committee of the board of directors awarded the Company's outside directors 196,992 shares of common stock and awarded outside consultants 344,734 shares of common stock under the Company's 2005 Incentive Compensation Plan. Compensation expense related to the director and the consultant stock awards was \$613,954, consisting of the \$839,673 in stock issued less unearned compensation expense of \$225,719 as of March 31, 2006. This additional expense in 2006 was primarily comparable to the expense incurred in the prior year in connection with option redemptions. In the first quarter of 2005, CSI cancelled options to purchase 797,403 shares and paid the option holders \$899,144 as compensation for the cancellation, and reduced unearned stock compensation for the redemption by \$267,970, for net compensation expense of \$631,174 during the period. Employer FICA and Medicare, additional expenses related to this transaction totaling \$47,766, were also paid by CSI and included in other selling, general and administrative expenses.

Professional and legal compliance and litigation related costs increased in first quarter 2006, over first quarter 2005 by \$342,680 due to the costs associated with operating as a public company. A significant amount of these costs were related to audit fees, initial Sarbanes-Oxley implementation costs, and registration costs. While the costs associated with the reverse merger are likely to decrease in future periods, the Company anticipates that the audit fees and Sarbanes-Oxley related costs will continue. The Company cannot quantify how much professional and legal compliance and litigation related costs will be in future periods as it is unable to project events which may impact these amounts.

Table of Contents

Marketing costs increased due to the establishment of a new brand for CSI: *CSI Technology Outfitters Computers. Software. Innovations.* We have trademarked *Technology Outfitters* to connote our ability to outfit organizations with which we work for a variety of environments. We are also redesigning our website to match this theme and are creating a brochure which presents a wider range of offerings, which can be communicated quickly in summary form. We spent approximately \$90,000 on marketing, including our re-branding efforts in the first quarter of 2006, compared to approximately \$12,000 in the first quarter of 2005.

Depreciation expense increased as a result of increased capitalized costs related to the relocation of corporate headquarters late in 2005 and early in 2006 being depreciated in the first quarter of 2006.

Other SG&A expenses decreased as a result of accumulations of small decreases in a variety of areas throughout the first quarter of 2006. These areas included: supplies, business promotion, building maintenance, and dues and subscriptions.

Segment information

CSI is organized into the two segments: software applications and technology solutions.

Software applications segment

Through our Software applications segment, we develop, sell, deploy and provide ongoing support of proprietary software applications.

	Three Months Ended		
	March 31, 2006	March 31, 2005	Increase (Decrease)
NET SALES AND SERVICE REVENUE	\$ 1,104,072	\$ 986,749	\$ 117,323
GROSS PROFIT	642,183	539,923	102,260
SEGMENT INCOME (LOSS)	169,454	197,489	(28,035)

SIGNIFICANT ITEMS THAT INCREASED (DECREASED) SEGMENT INCOME

Gross Profit:

Sales	\$ 117,323
Salaries, wages and benefits	(60,997)
Purchased components	112,586
Other miscellaneous	(66,652)
	102,260

Operating Expenses:

Salaries, wages and benefits	(74,283)
Other SG&A expenses	(56,012)
	\$ (28,035)

Sales improved by \$117,323, or 11.9%, primarily due to increases in revenue from both software support agreements and new client software sales, partially offset by a decrease in software service revenues due to a higher level of training work being completed in early 2005 from 2004 deals. New client software sales increased 67% in number of deals invoiced, although the average deal size was smaller, as reflected in the 11.9% increase in software revenues.

The salaries, wages and benefits in cost of sales increased primarily due to the addition of the .Net Microsoft SQL (application programming language and database conversion) team throughout 2005. Purchased components related to software decreased as the installations in first quarter 2006 did not require significant purchased third party software components. The increase in other miscellaneous software cost of sales was primarily associated with the increase in travel and mobile costs associated with the increase in number of installations, and the decrease in deferred software costs and increase in amortization of those costs associated with the standards based lesson planning software, curriculumator . The increase in salaries and wages in operating expenses was related to an increase in sales staff. Other SG&A expenses increased by 16.4%, or \$56,012, primarily as a result of increased marketing costs associated with the re-branding of CSI's products and services.

Table of Contents*Technology solutions segment*

Through our Technology solutions segment, we provide technology solutions through the sales and distribution of computers and accessories and offer a wide range of technology consulting services, including network and systems integration and computer support and maintenance services.

	Three Months Ended		
	March 31, 2006	March 31, 2005	Increase (Decrease)
NET SALES AND SERVICE REVENUE	\$ 3,738,332	\$ 3,105,555	\$ 632,777
GROSS PROFIT	861,424	617,772	243,652
SEGMENT INCOME	259,768	190,445	69,323

SIGNIFICANT ITEMS THAT INCREASED (DECREASED) SEGMENT INCOME

Gross Profit:			
Sales			\$ 632,777
Purchased components			(378,538)
Salaries, wages and benefits			6,735
Other miscellaneous			(17,322)
			243,652
Operating Expenses:			
Salaries, wages and benefits			(94,541)
Other SG&A expenses			(79,788)
			\$ 69,323

Hardware sales increased over first quarter 2005 by \$632,777, or 20.4%, due to increases in new hardware sales and service revenues, partially offset by a decrease in hardware commissions. The increase in new hardware sales and decrease in hardware commissions is attributed to a large sale, approximately \$1.6 million, of desktop and notebook computer systems and wireless cart labs. CSI purchased the hardware and acted as reseller rather than agent. Depending on the circumstances, which may include funding, financing costs, deal size, bid or other sales processes and considerations, CSI acts as agent on computer system sales in which case the only revenue recorded is the commissions. The results from this deal are partially seen in the increase in hardware sales and resulting increase in the costs of purchased components, with a corresponding decrease in hardware commission revenues. The net impact on gross profit is approximately the same whether the Company acts as reseller or agent.

Salaries, wages and benefits associated with costs of sales remained relatively flat, decreasing by \$6,735, or 1.5%, due to a small amount of rationalization and reassignments resulting in a modest gain in efficiency. The increase in salaries and wages in operating expenses was related to the increased sales staff. Other SG&A expenses increased by 13.3%, or \$79,788, as a result of the marketing costs associated with the re-branding of CSI's products and services.

The following tables summarize information about segment profit and loss for the quarters ended March 31, 2006 and 2005 and assets allocated to segments as of March 31, 2006 and 2005.

	Software Applications	Technology Solutions	Total Company
Quarter ended March 31, 2006:			
Net sales and service revenue	\$ 1,104,072	\$ 3,738,332	\$ 4,842,404
Gross profit	642,183	861,424	1,503,607
Segment income	169,454	259,768	(*)
Segment assets	2,467,902	3,894,922	6,362,824

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Quarter ended March 31, 2005:

Net sales and service revenue	\$ 986,749	\$ 3,105,555	\$ 4,092,304
Gross profit	539,923	617,772	1,157,695
Segment income	197,489	190,445	(*)
Segment assets	2,813,220	4,143,228	6,956,448

* See reconciliation below

Table of Contents**Reconciliation of Segment income (non-GAAP measure) to operating loss per consolidated Statements of Operations (GAAP measure):**

	Quarter Ended	
	March 31,	March 31,
	2006	2005
Segment income:		
Software applications segment	\$ 169,454	\$ 197,489
Technology solutions segment	259,768	190,445
TOTAL SEGMENT INCOME	429,222	387,934
Less: Merger and compliance costs		
Stock based compensation	(613,954)	(631,174)
Payroll tax expenses in Other selling, general and administrative costs related to stock based compensation from stock option redemption in connection with merger		(47,766)
Reverse acquisition costs		(759,283)
Professional and legal compliance and litigation related costs	(342,680)	
OPERATING LOSS Per consolidated Statements of Operations	\$ (527,412)	\$ (1,050,289)
Interest and Other Income and Expenses		

Interest income decreased by \$3,841, or 63.8%, due to the fact that the Company was only receiving interest on overnight invested funds related to the RBC line of credit in 2006, while the Company received interest income from approximately \$3 million held in a money market account for the first portion of the first quarter in 2005. Interest expense increased \$54,940 in the first quarter of 2006 compared to the first quarter of 2005 due to the interest payments to the five original shareholders and Barron on the notes payable associated with the reverse merger transactions. A significant decrease in other income and expenses occurred related to the unrealized loss on warrants recorded in 2005 which did not recur in 2006. In the first quarter of 2005, CSI recognized a non-cash loss related to the accounting for the warrants of approximately \$3.1 million (\$1.9 million net of tax) due to a decrease in the market value of the warrants based on the Black-Scholes valuation method. Accordingly, the first quarter 2006 improvement is significant in comparison to the loss in the prior year's first quarter; however, the warrant loss in the first quarter of 2005 was offset by significant gains in the third and fourth quarters of 2005. As a result, CSI's net income to be reported in the third and fourth quarters of 2006 will likely be significantly below that of the prior year taking into consideration the non-cash gains recorded in 2005 associated with the warrants.

Income Taxes

Income taxes increased by \$1,511,546, or 88.0%, in the first quarter of 2006 compared to the first quarter of 2005 due to the tax impact of the decrease in operating loss resulting from the increases in operating income of \$522,877 and reduction of other expenses as a result of having no loss associated with the warrants in 2006.

Net Loss and Loss per Share

The net loss in the first quarter of 2005 was decreased by \$2,019,913, or 82.5%, to a net loss of \$429,530 for 2006, as a result of the increase in software and hardware sales, the absence of reverse acquisition costs offset by increased professional and legal compliance costs and the absence of the unrealized loss on the warrants.

Basic and diluted loss per share improved from a loss per share of \$0.93 in the first quarter 2005, to a loss per share of \$0.15 in the first quarter of 2006. This improvement resulted from the increased sales, decreased operating expenses and absence of the \$3 million unrealized loss on warrants as previously discussed. Diluted earnings per share were the same as basic earnings per share for both the current and prior year quarters. The additional preferred stock, warrants and employee held options issued in connection with the merger in February 2005 were not included in the calculation of diluted earnings per share for 2005 or 2006, as their effect, due to losses being reported in both periods (albeit significantly reduced for 2006) was anti-dilutive.

Table of Contents**Liquidity and Capital Resources**

Cash increased from \$0 at December 31, 2005 to \$643,125 at March 31, 2006, due primarily to a reduction in accounts receivable of approximately \$2.4 million. This was accomplished through increased focus on collection of past due accounts, and timely invoicing of completed projects.

Cash from Operating Activities

Cash provided by operating activities totaled \$2,499,983 in the first three months of 2006 compared to cash used for operating activities of \$738,510 in the first three months of 2005. The increase, \$3,238,493, is due primarily to the collection of approximately \$2.4 million on accounts receivable and having no costs related to the reverse acquisition. The remaining increase was primarily due to the impact of stock related compensation expenses. The increase in operating expenses related to stock based compensation in the prior year was cash-based due to a payment of cash in connection with the redemption of options. However, in the current year, the stock related compensation did not require a cash outlay since stock was issued for the compensation expense.

Changes since year end to balance sheet items related to operating activities are as follows:

Increases in the consolidated balance sheet line items for accounts payable were a result of the increased hardware sales and related purchases previously discussed. The increase in taxes receivable is the result of the additional tax refund provided for the loss incurred in the current quarter due to the costs related to stock compensation costs and professional and legal compliance and litigation costs.

Cash from Investing Activities

Cash used for investing activities totaled \$547,613 in the first three months of 2006 compared to \$229,073 in the first three months of 2005. The increase of \$318,540 is due primarily to the continued investment in development in the .Net version of CSI's major software modules, the investment in curriculum software and increased purchases of property and equipment related to the relocation of the corporate headquarters in the first quarter of 2006.

Cash from Financing Activities

Cash used for financing activities netted to \$1,309,245 in the first three months of 2006 compared to \$1,565,318 in the first three months of 2005. The decrease of \$256,073 is due to the absence of activities related to the reverse acquisition in 2006 of \$1,565,318, and additional borrowing under a long term note payable of \$400,000, of which \$8,245 of principal was repaid, offset by net repayments on our line of credit of \$1.7 million.

Credit Arrangements

During the first quarter of 2005, in order to support the activities of the reverse acquisition, the Company entered into a \$3,000,000 line of credit facility whereby the Company can borrow up to 80% of accounts receivables balances, not to exceed the total facility limit of \$3,000,000. Eligible accounts receivable balances essentially include all of our trade accounts receivable except for those accounts which are more than 90 days past due. Certain other accounts are excluded from eligibility for borrowing including: (i) such accounts due from affiliates; (ii) accounts which we have determined to be of doubtful collectibility; and (iii) accounts due from any one of our customers if such accounts constitute more than 20% of the total eligible accounts. The loans bear interest at Libor plus 0.275%, (7.38% at March 31, 2006), payable monthly and the facility matures on July 15, 2006, following short-term extensions to align the renewal period to follow the Company's annual reporting and meeting time frames. The Company anticipates renewing this facility in July of 2006 for an additional one year term. Immediately upon entering into the loan agreement in 2005, the Company borrowed \$1,500,000 which was used for the paydown of a portion of the subordinated notes issued in connection with the merger.

Loans under the facility are secured by a first priority lien on all of our personal property to the lender, including all accounts, equipment, inventory, contract rights and intangibles. Under the facility, CSI is subject to restrictive covenants, the primary terms of which restrict incurring debt, making loans, changing approved executive compensation arrangements or making distributions or investments which would violate the restrictive covenants in the loan agreement. The agreement with our lender also requires the achievement of a debt to EBITDA ratio of not more than 2.5:1 measured on a quarterly rolling twelve months basis; EBITDA of not less than \$2,000,000; and a minimum tangible net worth of \$1,500,000 (including subordinated debt). EBITDA is defined as earnings before income taxes, depreciation and amortization, but provides for the elimination of certain special expenses that would not typically reflect the Company's operating income (or income from operations), including (i) unrealized gain (loss) on warrants; (ii) legal and professional fees; (iii) expenses of securities compliance; and (iv) stock option

compensation. As of March 31, 2006, the Company believes it had complied with the covenants.

Table of Contents

As of March 31, 2006 there were no outstanding draws under our bank credit facility and \$2,278,316 was available under the facility.

The Company also has significant commitments under the subordinated notes payable to the original five shareholders of CSI - South Carolina and Barron, as a result of the reverse acquisition, totaling \$2,250,400, which were due and payable on May 10, 2006. The Company failed to pay the subordinated notes at maturity, and such notes are now in default. Interest not paid quarterly and any principal not paid by the due date accrue interest at 15% until paid. Any cross-default under our bank credit facilities relating to the nonpayment of the subordinated notes has been waived by our bank lender through June 12, 2006. We have agreed with our bank to cure the default under the subordinated notes by that date, and pursuant to the terms of our bank credit facilities, to obtain the consent of the bank