DIRECTVIEW HOLDINGS INC
Form 10-Q
November 15, 2010

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

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITIES AND EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2010

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15 (D) OF THE EXCHANGE ACT

For the transition period from __________ to __________

COMMISSION FILE NUMBER: 000-53741

DIRECTVIEW HOLDINGS, INC.
(Name of Registrant as specified in its charter)

DELAWARE	20-5874633
(State or other jurisdiction of incorporation of organization)	(I.R.S. Employer Identification No.)

21218 Saint Andrews Blvd., suite 323, Boca Raton, FL
(Address of principal executive office)

(561) 750-9777
(Registrant’s telephone number)

Not applicable
(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [ ] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer (Do not check if smaller reporting company)	[ ]	Smaller reporting company	[√]

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 72,421,340 shares of common stock are issued and outstanding as of November 15, 2010.

DIRECTVIEW HOLDINGS, INC. AND SUBSIDIARIES

FORM 10-Q

September 30, 2010

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OTHER PERTINENT INFORMATION

Unless specifically set forth to the contrary, "DirectView," "we," "us," "our" and similar terms refer to DirectView Holdings, Inc., a Delaware corporation, and each of our subsidiaries.

When used in this report the following terms have the following meanings related to our subsidiaries.

- “DirectView Video” refers to DirectView Video Technologies, Inc. a company organized under the laws of the state of Florida.
- “DirectView Security” refers to DirectView Security Systems, Inc. a company organized under the laws of the state of Florida.
- “Ralston” refers to Ralston Communication Services, Inc. a company organized under the laws of the state of Florida.
- “Meeting Technologies” refers to Meeting Technologies Inc., a company organized under the laws of the state of Delaware.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this report contain or may contain forward-looking statements that are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements were based on various factors and were derived utilizing numerous assumptions and other factors that could cause our actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, our ability to raise sufficient capital to fund our ongoing operations and satisfy our obligations as they become due, our ability to generate any meaningful revenues, our ability to compete within our market segment, our ability to implement our strategic initiatives, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors. Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the areas of risk described in connection with any forward-looking statements that may be made herein. Readers are cautioned not to place undue reliance on these forward-looking statements and readers should carefully review this report in its entirety, as well as our annual report on Form 10K for the year ended December 31, 2009 including the risks described in Part I. Item 1A. Risk Factors of that report. Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events. These forward-looking statements speak only as of the date of this report, and you should not rely on these statements without also considering the risks and uncertainties associated with these statements and our business.

DIRECTVIEW HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

		September 30, 2010 (Unaudited)		December 31, 2009 (1)
ASSETS				
CURRENT ASSETS:				
Cash	$	22,488	$	71,410
Accounts Receivable - Net		37,680		45,974
Other Current Assets		18,788		18,722
Total Current Assets		78,956		136,106
PROPERTY AND EQUIPMENT - Net		828		1,053
OTHER ASSETS		100		100
Total Assets	$	79,884	$	137,259
LIABILITIES AND STOCKHOLDERS' DEFICIT				
CURRENT LIABILITIES:				
Convertible promissory note, net of debt discount	$	16,048	$	-
Notes Payable		82,000		82,000
Loans Payable		10,000		10,000
Accounts Payable		410,874		419,662
Accrued Expenses		902,081		880,002
Deferred Revenue		487		5,265
Due to Related Parties		153,550		141,971
Total Current Liabilities		1,575,040		1,538,900
LONG-TERM LIABILITIES:				
Deferred Revenue		154		520
Total Liabilities		1,575,194		1,539,420
STOCKHOLDERS' DEFICIT:				
Preferred Stock ($0.0001 Par Value; 5,000,000 Shares Authorized; None Issued and Outstanding)		-		-
Common Stock ($0.0001 Par Value; 100,000,000 Shares Authorized; 72,206,970 and 59,196,040 shares issued and outstanding at		7,220		5,920

September 30, 2010 and December 31, 2009, respectively)				
Additional Paid-in Capital		11,548,146		11,089,886
Accumulated Deficit		(13,050,676)		(12,497,967)
Total Stockholders' Deficit		(1,495,310)		(1,402,161)
Total Liabilities and Stockholders' Deficit	$	79,884	$	137,259

(1) Derived from Audited Financial Statements

See accompanying notes to unaudited consolidated financial statements.

DIRECTVIEW HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010 (Unaudited)	2009 (Unaudited)	2010 (Unaudited)	2009 (Unaudited)
NET SALES	$104,559	$35,873	$647,323	$107,401
COST OF SALES	91,708	3,502	465,246	38,553
GROSS PROFIT	12,851	32,371	182,077	68,848
OPERATING EXPENSES:				
Depreciation	75	1,326	225	3,981
Bad Debt Expenses	53,137	1,398	53,187	1,398
Compensation, Related Taxes and Stock-based Compensation	128,482	53,127	414,048	177,983
Other Selling, General and Administrative	55,074	43,726	231,836	181,300
Total Operating Expenses	236,768	99,577	699,296	364,662
LOSS FROM OPERATIONS	(223,917)	(67,206)	(517,219)	(295,814)
OTHER INCOME (EXPENSES):				
Other Income	-	-	29,026	38,345
Other Expense	-	-	(4,185)	-
Interest Expense	(9,719)	(2,188)	(60,331)	(6,845)
Total Other (Expense) Income	(9,719)	(2,188)	(35,490)	31,500
NET LOSS	$(233,636)	$(69,394)	$(552,709)	$(264,314)
NET LOSS PER COMMON SHARE:				
Basic and Diluted	$-	$-	$(0.01)	$-
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING - Basic and Diluted	72,067,050	120,160,000	68,746,411	209,749,990

See accompanying notes to unaudited consolidated financial statements.

DIRECTVIEW HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended September 30, 2010 (Unaudited)	Nine Months Ended September 30, 2009 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	$ (552,709)	$ (264,314)
Adjustments to Reconcile Net Loss to Net Cash Flows		
Used in Operating Activities:		
Depreciation	225	3,982
Fair value of common stock issued as interest expense	36,654	-
Amortization of debt issuance costs	167	-
Amortization of debt discount	2,255	-
Common stock issued for services	1,000	31,250
Cancellation of common stock issued for services	-	(50,000)
Lease abandonment charges	10,021	-
Bad debt expenses	53,187	1,398
(Increase) Decrease in:		
Accounts receivable	(44,893)	(3,778)
Other current assets	2,767	(434)
Increase (Decrease) in:		
Accounts payable	(8,702)	62,782
Accrued expenses	17,427	96,991
Deferred revenue	(5,144)	(2,078)
Net Cash Flows Used in Operating Activities	(487,745)	(124,201)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Bank overdraft	-	(1,575)
Proceeds from loans payable	34,514	-
Net proceeds from note payable	47,000	-
Net proceeds from sale of common stock	351,139	47,453
Repayments of related party advances	-	(790)
Due to related parties	6,170	82,102
Net Cash Flows Provided by Financing Activities	438,823	127,190
Net Increase (Decrease) in Cash	(48,922)	2,989
Cash - Beginning of Period	71,410	-
Cash - End of Period	$ 22,488	$ 2,989
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		

Cash paid during the period for:		
Interest	$ -	$ -
Income Taxes	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Issuance of Common Stock for Loans Payable	$ 34,560	$ -

See accompanying notes to unaudited consolidated financial statements.

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DIRECTVIEW HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2010

NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

DirectView Holdings, Inc., (the “Company”), was incorporated in the State of Delaware on October 2, 2006. On October 9, 2006, the Company entered into a Subsidiary Stock Purchase Agreement with GS Carbon Trading Inc. (“GS”) formerly DirectView, Inc., a publicly held company. GS sold its subsidiaries to the Company in return for the assumption by the Company of a portion of GS’ liabilities and all trade credit and other liabilities incidental to these subsidiaries' operations.

For financial reporting purposes, the assets, liabilities, historical earnings (deficits), and additional paid in capital of the acquired subsidiaries are reflected in the Company’s financial statements.

The Company has the following four wholly-owned subsidiaries: DirectView Video Technologies Inc., DirectView Security Systems Inc., Ralston Communication Services Inc., and Meeting Technologies Inc.

The Company is a full-service provider of teleconferencing services to businesses and organizations. The Company's conferencing services enable its clients to cost-effectively conduct remote meetings by linking participants in geographically dispersed locations. The Company's primary focus is to provide high value-added conferencing services to organizations such as professional service firms, investment banks, high tech companies, law firms, investor relations firms, and other domestic and multinational companies. The Company is also a provider of the latest technologies in surveillance systems, digital video recording and services. The systems provide onsite and remote video and audio surveillance.

In October 2010, the Board of Directors of the Company declared a dividend payable in shares of the Company’s common stock to all stockholders of record on November 9, 2010. The dividend payment date is November 15, 2010. Each stockholder of the Company will receive nine shares of common stock for each one share owned on the record date. The Company has retroactively adjusted these financial statements to reflect such stock dividend.

Basis of presentation

The consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP"). The consolidated financial statements of the Company include the Company and its wholly-owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation. These financial statements should be read in conjunction with the audited consolidated financial statements and related footnotes as of and for the year ended December 31, 2009.

In the opinion of management, all adjustments (consisting of normal recurring items) necessary to present fairly the Company's financial position as of September 30, 2010, and the results of operations and cash flows for the nine months ending September 30, 2010 have been included. The results of operations for the nine months ended September 30, 2010 are not necessarily indicative of the results to be expected for the full year.

ASB Accounting Standards Codification

The issuance by the FASB of the Accounting Standards CodificationTM (the "Codification") on July 1, 2009 (effective for interim or annual reporting periods ending after September 15, 2009), changes the way that GAAP is referenced. Beginning on that date, the Codification officially became the single source of authoritative nongovernmental GAAP; however, SEC registrants must also consider rules, regulations, and interpretive guidance issued by the SEC or its staff. The change affects the way the Company refers to GAAP in financial statements and in its accounting policies. All existing standards that were used to create the Codification became superseded. Instead, references to standards consist solely of the number used in the Codification's structural organization.

Use of Estimates

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the statements of financial condition, and revenues and expenses for the years then ended. Actual results may differ significantly from those estimates. Significant estimates made by management include, but are not limited to, the allowance for doubtful accounts, stock-based compensation, accrued expenses pertaining to abandoned lease office space and the useful life of property and equipment.

DIRECTVIEW HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2010

NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Reclassification

Certain amounts in the 2009 consolidated financial statements have been reclassified to conform to the 2010 presentation. Such reclassifications had no effect on the reported net loss.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. The Company places its cash with a high credit quality financial institution. The Company’s account at this institution is insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000. For the nine months ended September 30, 2010 and for the year ended December 31, 2009, the Company has not reached bank balances exceeding the FDIC insurance limit. To reduce its risk associated with the failure of such financial institution, the Company evaluates at least annually the rating of the financial institution in which it holds deposits.

Fair Value of Financial Instruments

Effective January 1, 2008, the Company adopted FASB ASC 820, “Fair Value Measurements and Disclosures” (“ASC 820”), for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements, establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company’s financial position or operating results, but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

Level 1:	Observable inputs such as quoted market prices in active markets for identical assets or liabilities
Level 2:	Observable market-based inputs or unobservable inputs that are corroborated by market data
Level 3:	Unobservable inputs for which there is little or no market data, which require the use of the reporting entity’s own assumptions.

Cash and cash equivalents include money market securities that are considered to be highly liquid and easily tradable as of September 30, 2010 and December 31, 2009. These securities are valued using inputs observable in active markets for identical securities and are therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option was effective for January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

The carrying amounts reported in the balance sheet for cash, accounts receivable, accounts payable, accrued expenses, notes payable, loans payable and due to related parties approximate their estimated fair market value based on the short-term maturity of these instruments. The carrying amount of the notes approximates the estimated fair value for these financial instruments as management believes that such notes constitute substantially all of the Company's debt and the interest payable on the notes approximates the Company's incremental borrowing rate.

Accounts Receivable

The Company has a policy of reserving for questionable accounts based on its best estimate of the amount of probable credit losses in its existing accounts receivable. The Company periodically reviews its accounts receivable to determine whether an allowance is necessary based on an analysis of past due accounts and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to the bad debt expense after all means of collection have been exhausted and the potential for recovery is considered remote. At September 30, 2010 and December 31, 2009, management determined that an allowance is necessary which amounted to $128,392.

DIRECTVIEW HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2010

NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Inventories

Inventories, consisting of finished goods related to our products are stated at the lower of cost or market utilizing the first-in, first-out method.

Property and equipment

Property and equipment are carried at cost. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income in the year of disposition. The Company examines the possibility of decreases in the value of fixed assets when events or changes in circumstances reflect the fact that their recorded value may not be recoverable. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets.

Impairment of Long-Lived Assets

Long-Lived Assets of the Company are reviewed for impairment whenever events or circumstances indicate that the carrying amount of assets may not be recoverable, pursuant to guidance established in ASC 360-10-35-15, “Impairment or Disposal of Long-Lived Assets”. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset’s estimated fair value and its book value. The Company did not consider it necessary to record any impairment charges during the nine months ended September 30, 2010 and 2009.

Income Taxes

Income taxes are accounted for under the asset and liability method as prescribed by ASC Topic 740: Income Taxes (“ASC 740”). Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities, and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance, when in the Company's opinion it is likely that some portion or the entire deferred tax asset will not be realized.

Pursuant to ASC Topic 740-10: Income Taxes related to the accounting for uncertainty in income taxes, the evaluation of a tax position is a two-step process. The first step is to determine whether it is more likely than not that a tax position will be sustained upon examination, including the resolution of any related appeals or litigation based on the technical merits of that position. The second step is to measure a tax position that meets the more-likely-than-not threshold to determine the amount of benefit to be recognized in the financial statements. A tax position is measured at the largest amount of benefit that is greater than 50% likelihood of being realized upon ultimate settlement. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent period in which the threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not criteria should be de-recognized in the first subsequent financial reporting period in which the threshold is no longer met. The accounting standard also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosures, and transition. The adoption had no effect on the Company's consolidated financial statements.

Stock Based Compensation

In December 2004, the Financial Accounting Standards Board, or FASB, issued FASB ASC Topic 718: Compensation – Stock Compensation ("ASC 718"). Under ASC 718, companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees are required to provide services. Share-based compensation arrangements include stock options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans. Companies may elect to apply this statement either prospectively, or on a modified version of retrospective application under which financial statements for prior periods are adjusted on a basis consistent with the pro forma disclosures required for those periods under ASC 718. Upon adoption of ASC 718, the Company elected to value employee stock options using the Black-Scholes option valuation method that uses assumptions that relate to the expected volatility of the Company's common stock, the expected dividend yield of our stock, the expected life of the options and the risk free interest rate. Such compensation amounts, if any, are amortized over the respective vesting periods or period of service of the option grant. For the nine months ended September 30, 2010 and 2009, the Company did not grant any stock options.

DIRECTVIEW HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2010

NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

The Company follows the guidance of the FASB ASC 605-10-S99 “Revenue Recognition Overall – SEC Materials. The Company records revenue when persuasive evidence of an arrangement exists, services have been rendered or product delivery has occurred, the sales price to the customer is fixed or determinable, and collectibility is reasonably assured. When a customer order contains multiple items such as hardware, software, and services which are delivered at varying times, the Company determines whether the delivered items can be considered separate units of accounting. Delivered items should be considered separate units of accounting if delivered items have value to the customer on a standalone basis, there is objective and reliable evidence of the fair value of undelivered items, and if delivery of undelivered items is probable and substantially in the Company’s control.

The following policies reflect specific criteria for the various revenues streams of the Company:

Revenue is recognized upon completion of conferencing services. The Company generally does not charge up-front fees and bills its customers based on usage.

Revenue for video equipment sales and security surveillance equipment sales is recognized upon delivery and installation.

Revenue from periodic maintenance agreements is generally recognized ratably over the respective maintenance periods provided no significant obligations remain and collectibility of the related receivable is probable.

Concentrations of Credit Risk and Major Customers

Financial instruments which potentially subject the Company to concentrations of credit risk consist principally of cash and trade accounts receivable. The Company places its cash with high credit quality financial institutions. Almost all of the Company's sales are credit sales which are primarily to customers whose ability to pay is dependent upon the industry economics prevailing in these areas; however, concentrations of credit risk with respect to trade accounts receivables is limited due to generally short payment terms. The Company also performs ongoing credit evaluations of its customers to help further reduce credit risk.

During the nine months ended September 30, 2010, four customers accounted for 88% of revenues.

During the nine months ended September 30, 2009, two customers accounted for 33% of the Company’s revenues.

As of September 30, 2010, two customers accounted for 41% of total accounts receivable. As of December 31, 2009, four customers accounted for 37% of total accounts receivable.

Related Parties

Parties are considered to be related to the Company if the parties that, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all related party transactions. All transactions shall be recorded at fair value of the goods or services exchanged. Property purchased from a related party is recorded at the cost to the related party and any payment to or on behalf of the related party in excess of the cost is reflected as a distribution to related party.

DIRECTVIEW HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2010

NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Subsequent Events

For purposes of determining whether a post-balance sheet event should be evaluated to determine whether it has an effect on the financial statements for the nine months ended September 30, 2010, subsequent events were evaluated by the Company as of the date on which the unaudited consolidated financial statements for the nine months ended September 30, 2010 were available to be issued. The Company has concluded that all subsequent events have been properly disclosed.

Net Loss per Common Share

Net loss per common share are calculated in accordance with ASC Topic 260: Earnings Per Share (“ASC 260”). Basic loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. The computation of diluted net earnings per share does not include dilutive common stock equivalents in the weighted average shares outstanding as they would be anti-dilutive. As of September 30, 2010 and 2009, there were no options and warrants which could potentially dilute future earnings per share.

Recent Accounting Pronouncements

In October 2009, the FASB issued ASU No. 2009-13, “Multiple-Deliverable Revenue Arrangements.” This ASU establishes the accounting and reporting guidance for arrangements including multiple revenue-generating activities. This ASU provides amendments to the criteria for separating deliverables, measuring and allocating arrangement consideration to one or more units of accounting. The amendments in this ASU also establish a selling price hierarchy for determining the selling price of a deliverable. Significantly enhanced disclosures are also required to provide information about a vendor’s multiple-deliverable revenue arrangements, including information about the nature and terms, significant deliverables, and its performance within arrangements. The amendments also require providing information about the significant judgments made and changes to those judgments and about how the application of the relative selling-price method affects the timing or amount of revenue recognition. The amendments in this ASU are effective prospectively for revenue arrangements entered into or materially modified in the fiscal years beginning on or after June 15, 2010. The adoption of this standard did not have a material impact on the Company’s consolidated financial statements.

In October 2009, the FASB issued ASU No. 2010-14, “Certain Revenue Arrangements That Include Software Elements.” This ASU changes the accounting model for revenue arrangements that include both tangible products and software elements that are “essential to the functionality,” and scopes these products out of current software revenue guidance. The new guidance will include factors to help companies determine what software elements are considered “essential to the functionality.” The amendments will now subject software-enabled products to other revenue guidance and disclosure requirements, such as guidance surrounding revenue arrangements with multiple-deliverables. The amendments in this ASU are effective prospectively for revenue arrangements entered into or materially modified in the fiscal years beginning on or after June 15, 2010. The adoption of this standard did not have a material impact on the Company’s consolidated financial statements.

In January 2010, the FASB issued Accounting Standards Update ("ASU") No. 2010-06, "Improving Disclosures about Fair Value Measurements" an amendment to ASC Topic 820, "Fair Value Measurements and Disclosures." This amendment requires an entity to: (i) disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers and (ii) present separate information for Level 3 activity pertaining to gross purchases, sales, issuances, and settlements. ASU No. 2010-06 is effective for the Company for interim and annual reporting beginning after December 15, 2009, with one new disclosure effective after December 15, 2010. The adoption of ASU No. 2010-06 did not have a material impact on the results of operations and financial condition.

In February 2010, the FASB issued an amendment to the accounting standards related to the accounting for, and disclosure of, subsequent events in an entity's consolidated financial statements. This standard amends the authoritative guidance for subsequent events that was previously issued and among other things exempts Securities and Exchange Commission registrants from the requirement to disclose the date through which it has evaluated subsequent events for either original or restated financial statements. This standard does not apply to subsequent events or transactions that are within the scope of other applicable GAAP that provides different guidance on the accounting treatment for subsequent events or transactions. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

DIRECTVIEW HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2010

NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

In July 2010, the FASB issued ASU No. 2010-20, Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses. ASU 2010-20 requires additional disclosures about the credit quality of a company's loans and the allowance for loan losses held against those loans. Companies will need to disaggregate new and existing disclosures based on how it develops its allowance for loan losses and how it manages credit exposures. Additional disclosure is also required about the credit quality indicators of loans by class at the end of the reporting period, the aging of past due loans, information about troubled debt restructurings, and significant purchases and sales of loans during the reporting period by class. The new guidance is effective for interim- and annual periods beginning after December 15, 2010. The Company anticipates that adoption of these additional disclosures will not have a material effect on its financial position or results of operations.

Other accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

NOTE 2 – GOING CONCERN CONSIDERATIONS

The accompanying consolidated financial statements are prepared assuming the Company will continue as a going concern. At September 30, 2010, the Company had an accumulated deficit of $13,050,676, and a working capital deficiency of $1,496,084. Additionally, for the nine months ended September 30, 2010, the Company incurred net losses of $552,709 and had negative cash flows from operations in the amount of $487,745. The ability of the Company to continue as a going concern is dependent upon increasing sales and obtaining additional capital and financing. During the nine months ended September 30, 2010, the Company received net proceeds from sale of stock of $351,139 and proceeds from issuance of notes and loan payable of $81,514 for working capital purposes. Management intends to attempt to raise additional funds by way of a public or private offering. While the Company believes in the viability of its strategy to increase sales volume and in its ability to raise additional funds, there can be no assurances to that effect. The Company's limited financial resources have prevented the Company from aggressively advertising its products and services to achieve consumer recognition.

NOTE 3 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	Estimated life	September 30, 2010	December 31, 2009
Furniture and fixtures	3 years	$ 2,771	$ 2,771
Leasehold improvements	5 years	24,986	24,986
		27,757	27,757
Less: Accumulated depreciation		(26,929)	(26,704)
		$ 828	$ 1,053

For the nine months ended September 30, 2010 and 2009, depreciation expense amounted to $225 and $3,982, respectively.

During fiscal 2009, the Company has fully depreciated the leasehold improvements due to the abandonment by the Company of the lease office space.

NOTE 4 – NOTES PAYABLE

During fiscal 2008, the Company issued senior secured promissory notes aggregating $85,500. These notes are payable either in cash or security equivalent at the option of the Company. The notes payable bear 8% interest per annum and shall be payable on April 1, 2009. The principal and accrued interest is convertible at the option of the note holder into shares of our common stock at a conversion price of $0.50 per share ($0.05 per share post-dividend). During fiscal 2008, the Company issued 139,562 shares (1,396,562 shares post-dividend) in connection with the conversion of principal amount of $68,500 and accrued interest of $1,280 of these notes payable. The fair value of such shares issued amounted to approximately $69,780 or $0.50 per share ($0.05 per share post-dividend). The balance of the senior secured promissory note amounted to $17,000 as of September 30, 2010 and December 31, 2009. In October 2009, the Company and the note holder agreed to extend the maturity date from April 2009 to April 2010. The maturity date of this note was subsequently extended to April 2011.

DIRECTVIEW HOLDINGS, INC. AND SUBSIDIARIES
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NOTE 4 – NOTES PAYABLE (continued)

During fiscal 2009, the Company classified $45,000 3% unsecured notes payable from long-term to short-term.

In November 2009, the Company issued unsecured notes payable of $20,000. The note is payable either in cash or security equivalent at the option of the Company. In the event the Company repays this note in shares of the Company’s common stock at a rate of $0.05 per share ($0.005 per share post-dividend). The note payable bears 6% interest per annum and matures in May 2010. The Company may prepay these notes in cash or equivalent securities at any time without penalty. In January 2010, this note was satisfied by issuing a note payable to another unrelated party with the same terms and conditions except for its maturity date changes to January 2011.

As of September 30, 2010 and December 31, 2009, notes payable - current portion amounted to $82,000.

Accrued interest on the notes payable amounted to approximately $11,457 and $5,823 as of September 30, 2010 and December 31, 2009, respectively and is included in accrued expenses.

NOTE 5 – LOANS PAYABLE

In October 2009, an unrelated party loaned $10,000 to the Company. This loan is payable in cash or security equivalent at the option of the holder. This loan is non interest bearing and is due on demand. In April 2010, the Company issued 25,000 shares (250,000 shares post-dividend) of common stock in connection with the payment of this loan for a total amount of $10,000.

During the nine months ended September 30, 2010, four unrelated parties loaned a total of $31,489 to the Company. These loans are payable in cash or security equivalent at the option of the holder. These loans are non interest bearing and are due on demand. Between May 2010 and September 2010, the Company issued 25,150 shares (251,500 shares post-dividend) of common stock in connection with the payment of these loans for approximately $25,000.

NOTE 6 – CONVERTIBLE PROMISSORY NOTE

In September 2010, the Company issued a convertible promissory note amounting to $50,000. The note bears interest at 8% per annum and matures nine months after issuance. The Company paid debt issuance cost of $3,000 in connection with this note payable and is being amortized over the term of the note. The note is convertible at the option of the holder into shares of common stock beginning on the date which is 90 days after the date of this note, at a conversion price equal to 58% of the average of three lowest trading prices during the 10 trading day period of the Company’s common stock prior to the date of conversion. In accordance with ASC 470-20-25, the convertible note was considered to have an embedded beneficial conversion feature (BCF) because the effective conversion price was less than the fair value of the Company’s common stock. Therefore the portion of proceeds allocated to the convertible debentures of $36,207 was determined to be the value of the beneficial conversion feature and was recorded as a debt discount and is being amortized over the term of the note. The Company evaluated whether or not the convertible note contains embedded conversion options, which meet the definition of derivatives under ASC 815-15 “Accounting for Derivative Instruments and Hedging Activities” and related interpretations. The Company concluded that since the note is fully convertible after 90 days from the date of issuance, the convertible note is not a derivative as of September 30, 2010. As of September 30, 2010, accrued interest and amortization of debt issuance cost on these notes amounted to $186 and $167, respectively.

At September 30, 2010, convertible promissory note consisted of the following:

		September 30, 2010
Secured convertible promissory note	$	50,000
Less: debt discount		(33,952)
Secured convertible promissory note – net	$	16,048

As of September 30, 2010, amortization of debt discount amounted to $2,255 and is included in interest expense.

DIRECTVIEW HOLDINGS, INC. AND SUBSIDIARIES
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NOTE 7 - STOCKHOLDERS' DEFICIT

In October 2010, the Board of Directors of the Company declared a dividend payable in shares of the Company's common stock to all stockholders of record on November 9, 2010. The dividend payment date is November 15, 2010. Each stockholder of the Company will receive nine shares of common stock for each one share owned on the record date. The Company has retroactively adjusted these financial statements to reflect such stock dividend.

Between January 2010 and February 2010, the Company issued in aggregate 45,817 shares (458,170 shares post-dividend) of common stock in connection with notes payable. The fair value of such shares amounted to approximately $0.80 ($0.08 post dividend) or $36,654 based on the recent selling price of the Company's common stock which has been recognize as interest expense.

Between January 2010 and September 2010, the Company received net proceeds of approximately $351,139 from the sale of 1,203,876 shares (12,038,760 shares post-dividend) of the Company's common stock. The Company paid finder's fee of approximately $867,000 in connection with this sale of stocks.

Between April 2010 and September 2010, the Company issued 50,150 shares (501,500 shares post-dividend) of common stock in connection with the payment of loans for a total amount of $34,560.

In May 2010, the Company issued an aggregate of 1,250 shares (12,500 shares post-dividend) of the Company's common stock for consulting services rendered. The Company valued these common shares at the fair market value on the date of grant at $0.80 per share ($0.08 per share post dividend) or $1,000 based on the recent selling price of the Company's common stock. In connection with the issuance of these shares during the nine months ended September 30, 2010, the Company recorded professional fees of $1,000.

NOTE 8 - RELATED PARTY TRANSACTIONS

Due to Related Parties

During 2007 and 2006, the Company's principal officer loaned $39,436 and $14,400, respectively to the Company for working capital purposes. This debt carries 3% interest per annum and matures in July 2010. The amount due to such related party including accrued interest at September 30, 2010 and December 31, 2009 was $58,011 and $56,832, respectively. As of September 30, 2010 and December 31, 2009, this note was reflected as a short term debt.

The Chief Executive Officer of the Company, from time to time, provided advances to the Company for operating expenses. At September 30, 2010 and December 31, 2009, the Company had a payable to the Chief Executive Officer of the Company amounting to $35,796 and $29,626, respectively. These advances are short-term in nature and non-interest bearing.

The Chief Financial Officer of the Company, from time to time, provided advances to the Company for operating expenses. At September 30, 2010 and December 31, 2009, the Company had a payable to the Chief Financial Officer of the Company amounting to $4,900. These advances are short-term in nature and non-interest bearing.

In March 2009, the Company issued a promissory note amounting to $20,000 to the Chief Executive Officer of the Company. This note is payable in cash or security equivalent at the option of the note holder. The note payable bears

12% interest per annum and was payable in September 2009. In October 2009, the Company and the Chief Executive Officer of the Company agreed to change the term of this promissory note into a demand note.

In May 2009, the Company issued a promissory note amounting $5,000 to the Chief Executive Officer of the Company. This note is payable in cash or security equivalent at the option of the note holder. The note payable bears 12% interest per annum and shall be payable in November 2009. In November 2009, the Company and the Chief Executive Officer of the Company agreed to change the term of this promissory note into a demand note.

In June 2009, the Company issued a promissory note amounting $22,000 to the Chief Executive Officer of the Company. This note is payable either in cash or security equivalent at the option of the note holder. The note payable bears 12% interest per annum and shall be payable in June 2010.

Accrued interest on the notes payable to the Chief Executive Officer of the Company amounted to $7,843 and $3,613 as of September 30, 2010 and December 31, 2009, respectively and is included in due to related parties in the Company's balance sheet.

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The Company had accrued salaries payable to the Chief Executive Officer and a Principal Officer of the Company as of September 30, 2010 and December 31, 2009 totaling to $482,452 and $509,219, respectively and has been included in accrued expenses.

NOTE 9 - ACCRUED PAYROLL TAXES

As of September 30, 2010, the Company recorded a liability related to unpaid payroll taxes including interest and penalties for the year ended December 31, 2007 to September 30, 2010 for $82,782. Such amount has been included in accrued expenses in the accompanying consolidated financial statements.

NOTE 10 - SUBSEQUENT EVENTS

In October 2010, the Company received net proceeds of approximately $32,156 from the sale of 8,937 shares (89,370 shares post-dividend) of the Company's common stock. The Company paid finder’s fee of approximately $14,965 in connection with this sale of stocks.

In October 2010, the Company issued 12,500 shares (125,000 shares post-dividend) of common stock in connection with the payment of a loan amounting to $10,000.

In October 2010, the Board of Directors of the Company declared a dividend payable in shares of the Company’s common stock to all stockholders of record on November 9, 2010. The dividend payment date is November 15, 2010. Each stockholder of the Company will receive nine shares of common stock for each one share owned on the record date. The Company has retroactively adjusted these financial statements to reflect such stock dividend.

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

Overview

Our operations are conducted within two divisions:

- Our video conferencing divisions which is a full-service provider of teleconferencing products and services to businesses and organizations, and
- Our security division which provides surveillance systems, digital video recording and services to businesses and organizations.

Our video conferencing products and services enable our clients to cost-effectively conduct remote meetings by linking participants in geographically dispersed locations. Our primary focus is to provide high value-added conferencing products and services to organizations such as commercial, government, medical and educational sectors. We generate revenue through the sale of conferencing services based upon usage, the sale and installation of video equipment and the sale of maintenance agreements.

We are also a provider of the latest technologies in surveillance systems, digital video recording and services. The systems provide onsite and remote video and audio surveillance. We generate revenue through the sale and installation of surveillance systems and the sale of maintenance agreements.

Our Company was formed in October 2006. Immediately thereafter we acquired Ralston Communication Services and Meeting Technologies from DirectView, Inc., a Nevada corporation of which Mr. and Mrs. Ralston were officers and directors immediately prior to such acquisition, in exchange for the assumption by us of these subsidiaries working capital deficiencies and any and all trade credit and other liabilities. Both of these entities had historically provided the video conferencing services we continue to provide. Thereafter, in February 2007, we formed DirectView Security Systems, Inc. and in July 2007 we formed DirectView Video. Directview Security began offering services and products immediately from inception.

Our net sales are not sufficient to fund our operating expenses. We have relied upon funds from the issuance of notes, the sale of common stock and advances from our executive officers to provide working capital to our company. These funds, however, are not sufficient to pay all of our expenses nor to provide the additional capital we believe is necessary to permit us to market our company in an effort to increase our sales. We are always looking for opportunities with new dealers, and plan to evaluate the market for our products throughout 2010 to determine whether we should hire additional employees in our sales force. We seek to establish brand identity for our company, communicate our brand and its values to investors and customers, build a relationship and reinforce existing relationships and further trigger recognition through telemarketing and hiring additional sales people to our sales staff. We believe that these strategies will provide an avenue for us to increase consumer usage of our technology, increase demand for our products and generate revenues. No assurance can be provided that we will successfully implement our strategy. We are subject to significant business risks and may need to raise additional capital in order to realize and effectuate the above strategy.

Following the effectiveness of our registration statement during fiscal 2009, we became subject to the reporting obligations of the Securities Exchange Act of 1934 and require us to file quarterly and annual reports, among other filings, with the Securities and Exchange Commission. We believe that both of these actions will increase our opportunities to raise the necessary capital to continue our business in that there will be public information available on our company and our financial condition and a trading market for our common stock. There are no assurances, however, that our assumption is correct. We have obtained the quotation of our common stock on the OTC Bulletin Board and there are no assurances a meaningful market for our common stock will develop. The uncertainty in the capital markets, the small size of our company and the low barriers to entry in our market make our company less attractive to prospective investors and we may never be successful in raising the needed capital. In addition, our operating expense will increase in future periods because we will incur higher professional fees to comply with the reporting requirements of the Securities Exchange Act of 1934. If we are unable to raise the necessary capital, we will not be able to expand our business and our ability to continue as a going concern will be in jeopardy.

Critical Accounting Policies and Estimates

Our financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. These estimates and assumptions are affected by management's applications of accounting policies. Critical accounting policies for our company include revenue recognition, accounting for stock based compensation accrued expenses pertaining to abandoned lease office space.

Revenue Recognition

We follow the guidance of the Securities and Exchange Commission's Staff Accounting Bulletin 104 for revenue recognition. In general, we record revenue when persuasive evidence of an arrangement exists, services have been rendered or product delivery has occurred, the sales price to the customer is fixed or determinable, and collectibility is reasonably assured. When a customer order contains multiple items such as hardware, software, and services which are delivered at varying times, we determine whether the delivered items can be considered separate units of accounting. Delivered items should be considered separate units of accounting if delivered items have value to the customer on a standalone basis, there is objective and reliable evidence of the fair value of undelivered items, and if delivery of undelivered items is probable and substantially in our control. The following policies reflect specific criteria for our various revenues streams:

- Revenue is recognized upon completion of conferencing services. We generally do not charge up-front fees and bill our customers based on usage.

- Revenue for video equipment sales and security surveillance equipment sales is recognized upon delivery and installation.

- Revenue from periodic maintenance agreements is generally recognized ratably over the respective maintenance periods provided no significant obligations remain and collectibility of the related receivable is probable.

Stock based Compensation

In December 2004, the Financial Accounting Standards Board, or FASB, issued FASB ASC Topic 718: Compensation – Stock Compensation (“ASC 718”). Under ASC 718, companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees are required to provide services. Share-based compensation arrangements include stock options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans. Companies may elect to apply this statement either prospectively, or on a modified version of retrospective application under which financial statements for prior periods are adjusted on a basis consistent with the pro forma disclosures required for those periods under ASC 718. Upon adoption of ASC 718, the Company elected to value employee stock options using the Black-Scholes option valuation method that uses assumptions that relate to the expected volatility of the Company’s common stock, the expected dividend yield of our stock, the expected life of the options and the risk free interest rate. Such compensation amounts, if any, are amortized over the respective vesting periods or period of service of the option grant.

Use of Estimates

The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported net sales and expenses during the reporting periods. On an ongoing basis, we evaluate our estimates and assumptions. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Accounts Receivable

We have a policy of reserving for uncollectible accounts based on its best estimate of the amount of probable credit losses in its existing accounts receivable. We periodically review our accounts receivable to determine whether an allowance is necessary based on an analysis of past due accounts and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

Inventories

Inventories, consisting of finished goods related to our products are stated at the lower of cost or market utilizing the first-in, first-out method.

Property and Equipment

Property and equipment are carried at cost. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income in the year of disposition. The Company examines the possibility of decreases in the value of fixed assets when events or changes in circumstances reflect the fact that their recorded value may not be recoverable. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets.

Income Taxes

Income taxes are accounted for under the asset and liability method as prescribed by ASC Topic 740: Income Taxes (“ASC 740”). It requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in our financial statements or tax returns. The charge for taxation is based on the results for the year as adjusted for items, which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of assessable tax profit. In principle, deferred tax liabilities are recognized for all taxable temporary differences, and deferred tax assets are recognized to the extent that it is probably that taxable profit will be available against which deductible temporary differences can be utilized.

Deferred tax is calculated using tax rates that are expected to apply to the period when the asset is realized or the liability is settled. Deferred tax is charged or credited in the income statement, except when it is related to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and we intend to settle our current tax assets and liabilities on a net basis.

Pursuant to accounting standards related to the accounting for uncertainty in income taxes, a tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The adoption had no effect on our financial statements.

Recent accounting pronouncements

In October 2009, the FASB issued ASU No. 2009-13, “Multiple-Deliverable Revenue Arrangements.” This ASU establishes the accounting and reporting guidance for arrangements including multiple revenue-generating activities. This ASU provides amendments to the criteria for separating deliverables, measuring and allocating arrangement consideration to one or more units of accounting. The amendments in this ASU also establish a selling price hierarchy for determining the selling price of a deliverable. Significantly enhanced disclosures are also required to provide information about a vendor’s multiple-deliverable revenue arrangements, including information about the nature and terms, significant deliverables, and its performance within arrangements. The amendments also require providing information about the significant judgments made and changes to those judgments and about how the application of the relative selling-price method affects the timing or amount of revenue recognition. The amendments in this ASU are effective prospectively for revenue arrangements entered into or materially modified in the fiscal years beginning on or after June 15, 2010. The adoption of this standard did not have a material impact on our consolidated financial statements.

In October 2009, the FASB issued ASU No. 2010-14, “Certain Revenue Arrangements That Include Software Elements.” This ASU changes the accounting model for revenue arrangements that include both tangible products and software elements that are “essential to the functionality,” and scopes these products out of current software revenue guidance. The new guidance will include factors to help companies determine what software elements are considered “essential to the functionality.” The amendments will now subject software-enabled products to other revenue guidance and disclosure requirements, such as guidance surrounding revenue arrangements with multiple-deliverables. The amendments in this ASU are effective prospectively for revenue arrangements entered into or materially modified in the fiscal years beginning on or after June 15, 2010. The adoption of this standard did not have a material impact on our consolidated financial statements.

In January 2010, the FASB issued Accounting Standards Update ("ASU") No. 2010-06, "Improving Disclosures about Fair Value Measurements" an amendment to ASC Topic 820, "Fair Value Measurements and Disclosures." This amendment requires an entity to: (i) disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers and (ii) present separate information for Level 3 activity pertaining to gross purchases, sales, issuances, and settlements. ASU No. 2010-06 is effective for the Company for interim and annual reporting beginning after December 15, 2009, with one new disclosure effective after December 15, 2010. The adoption of ASU No. 2010-06 did not have a material impact on the results of operations and financial condition.

In February 2010, the FASB issued an amendment to the accounting standards related to the accounting for, and disclosure of, subsequent events in an entity's consolidated financial statements. This standard amends the authoritative guidance for subsequent events that was previously issued and among other things exempts Securities and Exchange Commission registrants from the requirement to disclose the date through which it has evaluated subsequent events for either original or restated financial statements. This standard does not apply to subsequent events or transactions that are within the scope of other applicable GAAP that provides different guidance on the accounting treatment for subsequent events or transactions. The adoption of this standard did not have a material impact on our consolidated financial statements.

In July 2010, the FASB issued ASU No. 2010-20, Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses. ASU 2010-20 requires additional disclosures about the credit quality of a company's loans and the allowance for loan losses held against those loans. Companies will need to disaggregate new and existing disclosures based on how it develops its allowance for loan losses and how it manages credit exposures. Additional disclosure is also required about the credit quality indicators of loans by class at the end of the reporting period, the aging of past due loans, information about troubled debt restructurings, and significant purchases and sales of loans during the reporting period by class. The new guidance is effective for interim- and annual periods beginning after December 15, 2010. We anticipate that adoption of these additional disclosures will not have a material effect on our financial position or results of operations.

Other accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

Results of Operations

Three and Nine months Ended September 30, 2010 Compared to the Three and Nine months Ended September 30, 2009

Net Sales

Overall, our net sales for the three and nine months ended September 30, 2010 increased approximately 191% and 503%, respectively from the comparable periods in 2009. The following table provides comparative data regarding the source of our net sales in each of these periods:

	Three Months Ended September 30, 2010 (unaudited)		Three Months Ended September 30, 2009 (unaudited)	
	$	% of Total	$	% of Total
Video conferencing services	4,375	4%	23,971	67%
Security services	100,184	96%	11,902	33%

Total	104,559	100%	35,873	100%

	Nine months Ended September 30, 2010 (unaudited)		Nine months Ended September 30, 2009 (unaudited)	
	$	% of Total	$	% of Total
Video conferencing services	53,138	8%	95,244	89%
Security services	594,185	92%	12,157	11%
Total	647,323	100%	107,401	100%

Net sales of our videoconference services for the three and nine months ended September 30, 2010 decreased approximately 82% and 44%, respectively as compared to the three and nine months ended September 30, 2009. The decrease during the three months ended September 30, 2010 was primarily attributable to the decrease in maintenance, service and video conference room and equipment rental income by approximately $14,000 during the three months ended September 30, 2010 as compared to the same period in 2009. Videoconference product revenue decreased by approximately $42,106 or 44% due to a decrease in maintenance, service and video conference room and equipment rental income of approximately $25,500 during the nine months ended September 30, 2010. Videoconference product revenue fell during the nine months ended September 30, 2010 because we have focus our efforts on our security service operations. We also believe that the current economic downturn of the economy has negatively affected our videoconferencing operations.

Net sales of security services for the three and nine months ended September 30, 2010 increased by approximately 742% and 4,788%, respectively as compared to the same period in 2009. During the three months ended September 30, 2010, two new customers accounted for approximately 89% of our total revenues. These clients accounted for revenues of approximately $93,000, representing approximately 89% of our consolidated revenues during the three months ended September 30, 2010. During the nine months ended September 30, 2010, four new customers accounted for approximately 88% of our total revenues. These clients accounted for revenues of approximately $568,000, representing approximately 88% of our consolidated revenues during the nine months ended September 30, 2010. In December 2009, we entered into a one year subcontractor agreement with these three clients.

Additionally, we experienced increased competition from competitors that sell similar products. In an effort to increase our sales in future periods, we need to hire additional sales staff to initiate a telemarketing campaign and we need to obtain leads from various lead sources such as lead generating telemarketing lists, email marketing campaigns and other sources. However, given our lack of working capital, we cannot assure that we will ever be able to successfully implement our current business strategy or increase our revenues in future periods. Although we recognized sales during the three and nine months ended September 30, 2010, there can be no assurances that we will continue to recognize similar revenues in the future.

Cost of sales

Cost of sales for video conferencing services includes product and delivery costs relating to the delivery of videoconference products. Cost of sales for security services includes product cost and installation/labor cost. Overall, cost of sales as a percentage of revenues increased approximately 36% for the nine months ended September 30, 2010 from the comparable period in 2009. The following table provides information on the cost of sales as a percentage of net sales for the nine months period ended September 30, 2010 and 2009:

Cost of Sales as a Percentage of Net Sales	Nine months Ended September 30, 2010		2009	
	(unaudited)			
Video conferencing services	6	%	33	%
Security services	66	%	3	%
Total	72	%	36	%

During the nine months ended September 30, 2010, our cost of sales for our videoconferencing division as a percentage of net sales decreased as compared to the nine months ended September 30, 2009. Our cost of sales for our videoconferencing division decreased due to decreased revenues as compared to the nine months ended September 30, 2009.

During the nine months ended September 30, 2010, our cost of sales for our security division as a percentage of net sales increased as compared to the nine months ended September 30, 2009. The increase is primarily attributable to increased labor cost during nine months ended September 30, 2010 as compared to the same period in 2009. During the nine months ended September 30, 2010, we hired 15 technicians as compared to 2 technicians during the same period in fiscal 2009. The increase in cost of sales for our security division reflects the increase in security service revenues during the nine months ended September 30, 2010.

Total operating expenses for the three months ended September 30, 2010 were $236,768, an increase of $137,191, or approximately 138%, from total operating expenses for the comparable the three months ended September 30, 2009 of $99,577. Total operating expenses for the nine months ended September 30, 2010 were $699,296, an increase of $334,634, or approximately 92%, from total operating expenses for the comparable the nine months ended September 30, 2009 of $364,662. This increase is primarily attributable to:

- a decrease of $1,251 or 94%, and $3,756 or 94% in depreciation expense during the three and nine months ended September 30, 2010, respectively. During fiscal 2009, the Company has fully depreciated the leasehold improvements due to the abandonment by the Company of the lease office space;

- an increase of $51,789 or 3,705%, in bad debt expenses due to the increase in write-off of our accounts receivable during the nine months ended September 30, 2010. An increase of $51,739 or 3,701%, in bad debt expenses due to the increase in write-off of our accounts receivable during the three months ended September 30, 2010;

- an increase of $75,355 or 142% and $236,065 or 133%, in compensation expense during the three and nine months ended September 30, 2010, respectively, which is primarily attributable to the increase in full time employees of our security division hired in December 2009 and increase compensation level of our CEO beginning in January 2010;

- an increase of $11,348 or 26% and $50,536 or 28%, during the three and nine months ended September 30, 2010, respectively, in other selling, general and administrative expenses as summarized below:

	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009
Auto expense	$ 5,102	$ 6,726
Health insurance	6,160	4,847
Telephone and communications	11,403	8,170
Travel and entertainment	6,052	3,299
Professional fee	7,500	(14,790)
Other	18,857	35,474
	$ 55,074	$ 43,726

	Nine months Ended September 30, 2010	Nine months Ended September 30, 2009
Auto expense	$ 21,118	$ 14,785
Health insurance	14,544	14,672
Telephone and communications	36,625	26,422
Travel and entertainment	48,015	10,620
Professional fee	25,539	21,496
Other	85,995	93,305
	$ 231,836	$ 181,300

The increase in other selling, general and administrative expenses is primarily attributable to the following changes in these expenses from the three and nine months ended September 30, 2010 as compared to the three and nine months ended September 30, 2009:

1) Auto expenses (decreased) increased by $(1,624) or 24% and $6,333 or 43% during the three and nine months period September 30, 2010, respectively. The increased during the nine month period is a result of increased auto insurance expense.
2) Health insurance expense slightly increased (decreased) by $1,313 or 27% and $(128) or 1% during the three and nine months period September 30, 2010.
3) Telephone and communications expenses increased by $3,233 or 40% and $10,203 or 39% during the three and nine months period September 30, 2010, respectively, as a result of increase in operations of our security service division.
4) Travel and entertainment expenses increased by $2,753 or 83% and $37,395 or 352% during the three and nine months period September 30, 2010, respectively, due to increased sales-related travel.
5) Professional fee increased by $22,290 during the three months period September 30, 2010. The decrease is primarily related to a decrease in legal fees. During the 2009 period, we cancelled 100,000 shares (1,000,000 shares post-dividend) of common stock previously issued for legal service and recorded a corresponding decrease in professional fees during the three months ended September 30, 2009. Professional fee increased by $4,043 or 19% during the nine months period September 30, 2010.
6) Other selling, general and administrative expenses, which includes postage, rent expense, general insurance, and office supplies, utilities and expenses decreased by $16,617 or 47% and $7,310 or 8% during the three and nine months period September 30, 2010, respectively, primarily attributable to decrease rent expense and offset by increase in other selling, general and administrative expenses related to our security division.

We presently anticipate that operating expenses for the remainder of fiscal 2010 will increase as a result of becoming a public company and due to increased operations in our security division, subject to our ability to generate operating capital.

Loss from operations

We reported a loss from operations of $223,917 and $517,219 for the three and nine months ended September 30, 2010, respectively as compared to a loss from operations of $67,206 and $295,814 for the three and nine months ended September 30, 2009. An increase of $156,711 or 233% for the three months ended September 30, 2010 and an increased of $221,405 or 75%, for the nine months ended September 30, 2010.

Other Income (Expenses)

Total other expense was $9,719 and $35,490 for the three and nine months ended September 30, 2010 as compared to other income (expense) of ($2,188) and $31,500 for the three and nine months ended September 30, 2009, respectively. An increase of other expense of $7,531 for the three months ended September 30, 2010 and an increased of other expense of $66,990, for the nine months ended September 30, 2010 is primarily attributable to:

- $29,026 and $38,345 of other income for the nine months ended September 30, 2010 and 2009, respectively, was attributable to the reduction of accounts payable over four years old that management has deemed forgiven;

- an increase of $7,531 in interest expense for the three months ended September 30, 2010 and an increase of $53,486 in interest expense for the nine months ended September 30, 2010 as compared to the same periods in 2009 which is primarily attributable to the fair value of common stock issued in connection with notes payable amounting to $36,654 and lease abandonment charges of $10,021.

Net loss

We reported a net loss of $233,636 and $552,709 for the three and nine months ended September 30, 2010, respectively, as compared to a net loss of $69,394 and $264,314 for the three and nine months ended September 30, 2009, respectively.

Liquidity and Capital Resources

Liquidity is the ability of a company to generate funds to support its current and future operations, satisfy its obligations, and otherwise operate on an ongoing basis. At September 30, 2010, we had a cash balance of $22,488. Our working capital deficit is $1,496,084 at September 30, 2010.

We reported a net decrease in cash for the three months ended September 30, 2010 of $48,922. While we currently have no material commitments for capital expenditures, at September 30, 2010 we owed $132,000 under various notes payable. During the nine months ended September 30, 2010, we have raised an additional $351,139 through the sale of our securities and $81,514 from debts. We do not presently have any external sources of working capital.

At September 30, 2010 we owed Mr. and Mrs. Michele Ralston, executive officers and directors of our company $153,550 for amounts they have advanced to us for working capital. Of this amount, $35,796 and $4,900 which is owed to Mr. Roger Ralston and Mrs. Michele Ralston, respectively are short-term and non-interest bearing. Due on demand notes payable aggregating $25,000 and a $22,000 note payable maturing in June 2010 plus accrued interest of $7,843 is owed to Mr. Ralston which bears interest at 12%, and the remaining $58,011, which includes accrued interest is due Mrs. Michele Ralston under a note bearing interest at 3% per annum and due in July 2010.

Accrued liabilities as of September 30, 2010 consist of the following:

- Accrued salaries to our officers and certain employees amounting to $589,239
- Accrued commissions to certain employees amounting to $60,590
- Accrued payroll taxes including interest and penalties of $82,782
- Sales tax payable of $18,590
- Lease abandonment charges of $139,237
- Accrued interest of $11,643

Our net sales are not sufficient to fund our operating expenses. We will need to raise significant additional capital to fund our operating expenses, pay our obligations, and grow our company. We reported a net loss of $552,709 during the nine months ended September 30, 2010. At September 30, 2010 we had a working capital deficit of $1,496,084. We will need to raise significant additional capital to fund our operating expenses, pay our obligations, and grow our company. We do not anticipate we will be profitable in 2010. Therefore our operations will be dependent on our ability to secure additional financing. Financing transactions may include the issuance of equity or debt securities, obtaining credit facilities, or other financing mechanisms. The trading price of our common stock and a downturn in the U.S. equity and debt markets could make it more difficult to obtain financing through the issuance of equity or debt securities. Even if we are able to raise the funds required, it is possible that we could incur unexpected costs and expenses, fail to collect significant amounts owed to us, or experience unexpected cash requirements that would force us to seek alternative financing. Furthermore, if we issue additional equity or debt securities, stockholders may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of existing holders of our common stock. The inability to obtain additional capital may restrict our ability to grow and may reduce our ability to continue to conduct business operations. If we are unable to obtain additional financing, we will likely be required to curtail our marketing and development plans and possibly cease our operations. Furthermore we have debt obligations, which must be satisfied. If we are successful in securing additional working capital, we intend to increase our marketing efforts to grow our revenues. We do not presently have any firm commitments for any additional capital and our financial condition as well as the uncertainty in the capital markets may make our ability to secure this capital difficult. There are no assurances that we will be able to continue our business, and we may be forced to cease operations in which event investors could lose their entire investment in our company. Included in our Notes to the financial statements for the nine months ended September 30, 2010 is a discussion regarding Going Concern.

Operating activities

Net cash flows used in operating activities for the nine months ended September 30, 2010 amounted to $487,745 and was primarily attributable to our net losses of $552,709, offset by depreciation of $225, stock based expenses of $37,654, lease abandonment charges of $10,021, bad debt expense of $53,187, amortization of debt issuance cost and debt discount of $2,422 and add back total changes in assets and liabilities of $38,545. Net cash flows used in operating activities for the nine months ended September 30, 2009 amounted to $124,201 and was primarily attributable to our net losses of $264,314, offset by depreciation of $3,982, bad debts of $1,398, stock based expenses of $31,250, total changes in assets and liabilities of $153,483 and add back of $50,000 related to cancellation of common stock issued for services.

Financing activities

Net cash flows provided by financing activities was $438,823 for the nine months ended September 30, 2010. We received net proceeds from sale of stock of $351,139, loans payable of $34,514 and note payable of $47,000. Net cash flows provided by financing activities was $127,190 for the nine months ended September 30, 2009. We received net proceeds from advances from related parties of $82,102, sale of stock of $47,453, offset by repayments on related party advances of $790 and bank overdraft of ($1,575).

Marketing and public relations agreement

In January 2010, we entered into a one year marketing and public relations agreement. The marketing company will provide services to promote and market foreign exposure of the Company and to find companies for potential merger and acquisition as defined in this agreement. Between January 2010 and September 2010, we have paid finder’s fees of approximately $786,000 to this company in connection with sales of our stock.

In January 2010, we entered into another marketing and public relations agreement. The agreement shall be effective beginning as of January 15, 2010 and shall end on December 31, 2010. The marketing company will provide services to promote and market foreign exposure of the Company and to find companies for potential merger and acquisition as defined in this agreement. Between March 2010 and April 2010, the Company has paid finder’s fees of approximately $81,000 to this company in connection with sales of our stock.

Contractual Obligations

We have certain fixed contractual obligations and commitments that include future estimated payments. Changes in our business needs, cancellation provisions, changing interest rates, and other factors may result in actual payments differing from the estimates. We cannot provide certainty regarding the timing and amounts of payments. We have presented below a summary of the most significant assumptions used in our determination of amounts presented in the tables, in order to assist in the review of this information within the context of our consolidated financial position, results of operations, and cash flows.

The following tables summarize our contractual obligations as of September 30, 2010, and the effect these obligations are expected to have on our liquidity and cash flows in future periods.

	Payments Due by Period				
	Total	Less than 1 year	1-3 Years	4-5 Years	5 Years +
Contractual Obligations :					
Short term loans- unrelated party	$142,000	142,000	—	—	—
Short term loans- related party	$153,550	153,550	—	—	—
Operating Leases	$139,237	139,237	—	—	—
Purchase Obligations	$—	—	—	—	—
Total Contractual Obligations:	$434,787	434,787	—	—	—

Off-balance Sheet Arrangements

We have not entered into any other financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as stockholder’s equity or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not required for smaller reporting companies.

ITEM 4T. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

Our management, including Roger Ralston, our chief executive officer, and Michele Ralston, our chief financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2010.

Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating and implementing possible controls and procedures.

Management conducted its evaluation of disclosure controls and procedures under the supervision of our chief executive officer and our chief financial officer. Based on that evaluation, our management, including Roger Ralston, our Chief Executive Officer, and Michele Ralston, our Chief Financial Officer, concluded that because of the significant deficiencies in internal control over financial reporting described below, our disclosure controls and procedures were not effective as of September 30, 2010.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(F) and 15d-15(F) under the Securities Exchange Act. Our management is also required to assess and report on the effectiveness of our internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 ("Section 404") on an annual basis. As previously reported on our Form 10-K for the year ended December 31, 2009, management identified significant deficiencies related to (i) our internal audit functions and (ii) a lack of segregation of duties within accounting functions.

Management has determined that our internal audit function is significantly deficient due to insufficient qualified resources to perform internal audit functions.

Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, we will implement procedures to assure that the initiation of transactions, the custody of assets and the recording of transactions will be performed by separate individuals.

We believe that the foregoing steps will remediate the material weaknesses identified above, and we will continue to monitor the effectiveness of these steps and make any changes that our management deems appropriate. Due to the nature of these material weaknesses in our internal control over financial reporting, there is more than a remote likelihood that misstatements which could be material to our annual or interim financial statements could occur that would not be prevented or detected.

Changes in Internal Controls over Financial Reporting

There were no changes in our internal controls over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

None.

ITEM 1A. RISK FACTORS.

Not required for smaller reporting companies.

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

Between July 2010 and September 2010, we sold an aggregate of 21,107 (211,070 shares post-dividend) shares of our common stock for net proceeds of approximately $32,225 to accredited investors in private transactions exempt from registration under the Securities Act of 1933 in reliance on exemptions provided by Section 4(2) of that act. We paid finder's fee of approximately $32,000 in connection with the sale of stocks.

In September 2010, we issued 2,200 shares (22,000 shares post-dividend) of common stock in connection with the payment of loans of approximately $6,000. The recipients were accredited investors and the issuances were exempt from registration under the Securities Act of 1933 in reliance on exemptions provided by Section 4(2) of that act.

In October 2010, we received net proceeds of approximately $32,156 from the sale of 8,937 shares (89,370 shares post-dividend) of our common stock to accredited investors in private transactions exempt from registration under the Securities Act of 1933 in reliance on exemptions provided by Section 4(2) of that act. We paid finder’s fee of approximately $15,000 in connection with the sale of stocks.

In October 2010, we issued 12,500 shares (125,000 shares post-dividend) of common stock in connection with the payment of a loan of approximately $10,000. The recipients were accredited investors and the issuances were exempt from registration under the Securities Act of 1933 in reliance on exemptions provided by Section 4(2) of that act.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

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

None.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS

31.1	Rule 13a-14(a)/15d-14(a) certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) certificate of Principal Financial Officer
32.1	Section 1350 certification of Chief Executive Officer and Chief Financial Officer

SIGNATURES

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

	DIRECTVIEW HOLDINGS, INC.	
Date: November 15, 2010	By:	/s/ Roger Ralston Roger Ralston, Chief Executive Officer
Date: November 15, 2010	By:	/s/ Michele Ralston Michele, Chief Financial Officer