PUBLIC CO MANAGEMENT CORP
Form 10QSB/A
December 11, 2006

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

FORM 10-QSB/A
(Amendment No. 1)

(Mark One)

[**X**] Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended June 30, 2006

[ ] Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _______ to ______
Commission File Number 000-50098

PUBLIC COMPANY MANAGEMENT CORPORATION
(Exact name of small business issuer as specified in its charter)

NEVADA	**88-0493734**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

5770 El Camino Road, Las Vegas, NV 89118
(Address of principal executive offices)

(702) 222-9076
(Issuer's telephone number)

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 daysYes [**X**] No [ ]

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

As of November 27, 2006, there were 23,860,966 outstanding shares of the registrant's common stock, $.001 par value per share.

Transitional Small Business Disclosure Format (Check one): Yes [ ] No [**X**]

EXPLANATORY NOTE

Public Company Management Corporation ("PCMC" or the "Company") is amending its Quarterly Report on Form 10-QSB for the quarterly period ended June 30, 2006 (the "Quarterly Report") which was originally filed with the Securities and Exchange Commission (the "Commission") on July 25, 2006, to incorporate certain revisions that have been made to PCMC's disclosures and the presentation of PCMC's financial statements, in response to comments PCMC received from the Commission.

Accordingly, changes have been made to the following sections of the Quarterly Report:

- Item 1. Financial Statements.
- Item 2. Management Discussion and Analysis or Plan of Operation.
- Item 3. Controls and Procedures.

Although this Form 10-QSB/A contains all of the items required to be included in a Quarterly Report on Form 10-QSB, no other information in the original filing is amended hereby. The foregoing items have not been updated to reflect other events occurring after the original filing or to modify or update those disclosures affected by subsequent events. In addition, pursuant to the rules of the SEC, Item 6 of Part II of the original filing has been amended to contain currently dated certifications from PCMC's Chief Executive Officer and Chief Financial Officer, as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002. Updated certifications of the Company's Chief Executive Officer and Chief Financial Officer are attached to this Form 10-QSB/A as Exhibits 31.1, 31.2, 32.1 and 32.2.

Except for the foregoing amended information, this Form 10-QSB/A continues to speak as of the date of the original filing, and PCMC has not updated the disclosures contained herein to reflect events that occurred at a later date unless otherwise noted.

PUBLIC COMPANY MANAGEMENT CORPORATION

QUARTERLY REPORT ON FORM 10-QSB/A
FOR THE QUARTER ENDED JUNE 30, 2006

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PART I
FINANCIAL INFORMATION

Item1. Financial Statements.

PUBLIC COMPANY MANAGEMENT CORPORATION
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2006	September 30, 2005
ASSETS		
CURRENT ASSETS		
Cash	$ 15,074	$ 40,061
Accounts receivable, net	21,778	11,981
Notes receivable	8,625	56,500
Marketable securities	303,911	719,233
Other assets	6,428	6,421
Total current assets	355,816	834,196
Stock receivable, net	9,500	394,975
Non-marketable securities	4,758,878	1,623,552
Furniture and equipment, net	56,902	69,797
Website, net	13,154	37,187
TOTAL ASSETS	$ 5,194,250	$ 2,959,707
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 330,360	$ 213,198
Accounts payable - Related party	30,871	-
Current portion of installment notes payable	18,515	16,015
Bank lines of credit	72,601	80,476
Notes payable	88,410	84,200
Deferred revenues	3,898,112	1,480,200
Total current liabilities	4,438,869	1,874,089
Long-term portions of installment note payable	15,083	32,029
TOTAL LIABILITIES	4,453,952	1,906,118
SHAREHOLDERS' EQUITY		
Common stock, $.001 par value; 50,000,000 shares authorized, 23,541,912 and 22,553,171 shares issued and outstanding, respectively	23,542	22,553
Paid-in-capital	2,311,249	1,954,003
Accumulated deficit	(1,594,493)	(922,967)
TOTAL STOCKHOLDERS' EQUITY	740,298	1,053,589
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 5,194,250	$ 2,959,707

The accompanying notes are an integral part of these statements.

PUBLIC COMPANY MANAGEMENT CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended June 30, 2006	Three Months Ended June 30, 2005	Nine Months Ended June 30, 2006	Nine Months Ended June 30, 2005
Revenue	$ 193,414	$ 353,063	$ 985,574	$ 1,473,165
General and administrative	332,517	1,539,320	1,200,374	2,709,128
Bad debt expense (benefit)	(4,490)	-	66,010	-
Depreciation and amortization	12,288	13,381	36,928	30,205
Total operating expenses	340,315	1,552,701	1,303,312	2,739,333
Net loss from operations	(146,901)	(1,199,638)	(317,738)	(1,266,168)
Other income and (expense)				
Interest expense	(2,338)	(2,516)	(34,139)	(16,207)
Interest income	9	3,905	21	21,763
Realized gain on sale of assets	-	89,731	-	198,017
Realized gain (loss) on sale of securities	(6,247)	1,824	17,705	89,977
Unrealized loss on marketable securities	(90,205)	(182,661)	(337,375)	(208,728)
Total other income (expense)	(98,781)	(89,717)	(353,788)	84,822
Loss before income taxes	(245,682)	(1,289,355)	(671,526)	(1,181,346)
Deferred income tax (benefit)	-	(238,104)	-	(156,358)
Net loss	$ (245,682)	$ (1,051,251)	$ (671,526)	$ (1,024,988)
Weighted average shares outstanding	23,374,039	21,263,147	22,972,151	21,158,098
Basic and diluted loss per share	($0.01)	($0.05)	($0.03)	($0.05)

The accompanying notes are an integral part of these statements.

PUBLIC COMPANY MANAGEMENT CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
Nine Months Ended June 30, 2006 and 2005
(Unaudited)

	2006 (Restated)	2005 (Restated)
Cash Flows Used in Operating Activities:		
Net loss	$ (671,526)	$ (1,024,988)
Adjustments to reconcile net loss to net		
cash used in operating activities:		
Depreciation and amortization	36,928	30,205
Bad debt expense	66,010	-
Loss (gain) on sale of investments	-	(198,017)
Stock and assets issued for services	358,236	1,292,569
Marketable securities issued for services	-	12,537
Deferred income tax	-	(156,358)
Changes in assets and liabilities		
Accounts and stock receivable	309,668	(405,029)
Marketable and non-marketable securities	(2,720,005)	(503,329)
Notes receivable	47,868	-
Other current assets	-	(155,888)
Accounts payable and accrued expenses	121,372	106,738
Accounts payable - Related party	30,871	-
Deferred revenue	2,417,912	611,392
Net Cash Used in Operating Activities	(2,666)	(390,168)
Cash Flows Provided by Investing Activities:		
Proceeds from sale of investment	-	443,017
Purchase of furniture and equipment	-	(13,979)
Purchase of marketable securities	-	(11,530)
Purchase of investment property	-	(5,000)
Net Cash Provided by Investing Activities	-	412,508
Cash Flows Used in Financing Activities:		
Net payments on bank line of credit	(7,875)	(888)
Payments on installment notes payable	(14,446)	(158,832)
Sale of common stock	-	6,763
Net Cash Used in Financing Activities	(22,321)	(152,957)
Net decrease in cash	(24,987)	(130,617)
Cash at beginning of period	40,061	153,509
Cash at end of period	$ 15,074	$ 22,892
Cash paid during the period for:		
Interest	$ 34,139	$ 16,207
Income taxes	$ -	$ -

The accompanying notes are an integral part of these statements.

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PUBLIC COMPANY MANAGEMENT CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - BASIS OF PRESENTATION

The accompanying unaudited interim financial statements of Public Company Management Corporation ("PCMC") have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto filed with the SEC on Form 10-KSB/A filed with the SEC on October 31, 2006. In the opinion of management, all adjustments necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosures contained in the audited financial statements for fiscal year 2005 as reported in the Form 10-KSB/A have been omitted.

Restatements. PCMC restated the Consolidated Statements of Cash Flows for the nine months ended June 30, 2006 and the nine months ended June 30, 2005 to classify Proceeds from Sale of Marketable Securities from Net Cash Provided by Investing Activities to Net Cash Used in Operating Activities. The effect of the restatement on Net Cash Provided by Operating Activities and Net Cash Provided by Investing Activities is as follows.

	Nine Months Ended June 30,	
	2006 (unaudited)	2005 (unaudited)
As originally reported:		
Net Cash Used in Operating Activities	(71,953)	(630,967)
Net Cash Provided by Investing Activities	69,287	653,307
Restated:		
Net Cash Used in Operating Activities	(2,666)	(390,168)
Net Cash Provided by Investing Activities	0	412,508

NOTE 2 - COMMON STOCK

During the nine months ended June 30, 2006, PCMC issued 908,741 shares for services rendered. These shares were valued at their fair market value ranging from $0.12 to $0.90 per share, resulting in total share-based compensation expense of $358,236. An additional 80,000 shares were issued to satisfy previous obligations of the prior company that PCMC merged into in October 2004. These shares were accounted for as an adjustment to the original recapitalization accounting with no assigned valuation.

NOTE 3 - EMPLOYMENT AND CONSULTING AGREEMENTS

PCMC hired two executive-level employees with written contracts during the previous quarter ended March 31, 2006. The agreements provide for a minimum annual salary (adjustable upwards in some cases based on the executive's performance) to be paid in cash and registered shares of PCMC's common stock. At June 30, 2006, the minimum total future commitment due was $69,000 cash and 184,800 shares valued at $23,100 (or $0.125 per share). The executives are also entitled to receive restricted and registered shares of PCMC's common stock based on certain milestones as provided in the agreements.

NOTE 4 - SUBSEQUENT EVENTS

The registration statement of one of PCMC’s clients became effective with the SEC on July 20, 2006. PCMC will begin providing compliance services to this client for the next twelve months. PCMC owns 875,000 shares of common stock of this client.

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

The following discussion contains "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which can be identified by the use of forward-looking terminology such as, "may," "believe," "expect," "intend," "anticipate," "estimate" or "continue" or the negative thereof or other variations thereon or comparable terminology. Although we believe that our expectations reflected in such forward-looking statements are reasonable, we cannot give any assurance that such expectations will prove to be correct. Important factors with respect to any such forward-looking statements include, but are not limited to, our limited history of operations, availability of additional capital necessary to execute our plan of operations, the volatility of the over-the-counter Bulletin Board (the "OTCBB") market and the effect of such volatility on the value of the marketable securities we receive for our services, changes in the state and federal regulation of securities, as well as the availability of necessary personnel and general economic conditions within the United States and other risks including those set forth in our most recently filed amended annual report on Form 10-KSB/A under the heading "Risk Factors."

Overview

Public Company Management Corporation is primarily engaged in education and consulting and compliance services to assist small, privately held businesses create long-term value for their shareholders and partners by obtaining and maintaining access to public capital markets. We provide educational materials that help private companies determine whether they should become public and the appropriate methods available to them, consulting services and advice as these private companies go through the process of becoming fully reporting, publicly traded companies, and compliance services aimed at maintaining their public status. In addition, we created the PCMC Bulletin Board 30 Index ™, a comprehensive tracking index of OTCBB stocks, to increase awareness of the OTCBB as a public equity market and micro-cap issuers.

Our clients consist primarily of growing, small-to-middle market private companies that:

- Have a business plan showing a potential for profitable operation and above normal growth within three to five years;
- Operate in either established markets, high growth potential niche markets and/or market segments that are differentiated, driven by pricing power or mass scale standardized product and/or service delivery;
- Support favorable financial expectations regarding return on investment; and
- Have an experienced management team that owns a significant portion of current equity.

How We Generate Revenue

We derive revenue from the following activities:

Educational White Papers, Open Lines and Consultations. We have a database of over 140 educational white papers that serve growth-stage business owners and financial executives. We sell these white papers at retail prices ranging from $9.95 to $194.95 per paper. We also conduct open lines communications and consultations with potential clients regarding their prospects of becoming public companies. We expect that a certain number of these sales, open lines and consultations will translate into clients seeking to become fully reporting, publicly traded companies, and that we can enter into contracts with them to provide our management consulting and compliance services.

Management Consulting Services. We currently generate most of our revenue from management consulting services that we provide to our clients in their process to become fully reporting, publicly traded companies. Our billing rate for these services would ordinarily be $350 per hour; however, we offer these services for a flat-fee consisting of cash and restricted shares of the client's common stock. We value the restricted shares at the price per share of contemporaneous sales of common stock by our clients to unrelated third parties. When there is no public trading market and there have been no recent private sales of the common stock, we record the value as deferred revenues. We recognize the revenue related to our consulting contracts at the completion of each of the following four milestones:

(i) initial due diligence of client's business and operations and private round of initial financing (20%);
(ii) clients' preparation of a second round of financing in the form of a private placement memorandum or registration statement for filing with the SEC (20%);
(iii) effectiveness of clients' registration statement (25%); and
(iv) clients' qualification for quotation on the OTCBB or listing on a securities market or exchange (35%).

As soon as practicable after we accept a client, we receive shares of common stock. As soon as practicable after that the client sells shares to third parties unrelated to us; thus, our first milestone is met and we use that price per share to value our shares and recognize 20% of that value as revenue along with 20% of the cash portion of the contract.

Compliance Services. We plan to generate more revenue from compliance services under twelve-month contracts once our clients are required to file with the SEC periodic and other reports under Section 13 or Section 15(d) of the Exchange Act. These services will also include corporate governance matters under Sarbanes-Oxley. Our billing rate for these services would ordinarily be $350 per hour; however, we have contracted for these services for a flat-fee consisting of cash and restricted shares of the client's common stock.

Trends Affecting Our Revenue

We have reduced the amount of advertising dollars that we spend to promote white papers, open lines and consultations to focus more of our attention on existing clients. As a result, we did not sign any new clients during the period covered by this report. Although we did not sign new clients, we expect existing clients to move further through the process of becoming fully reporting public companies. We believe that focusing on existing rather than new clients will have a positive effect on our revenue and results of operations and allow us to improve our own business model and processes. We plan to increase our activities directed at client acquisition soon after our fiscal year ending in September 2006.

We have experienced delays in recognizing revenue from our contracts for management consulting services. Whether or not we meet the milestones for recognizing such revenue is dependent on the time it takes for our clients to make it through the process of becoming fully reporting, publicly traded companies. Our clients face obstacles in undertaking this process. The primary obstacles which they face relate to their ability to provide suitable non-financial statement information and financial statement information. In addition, some of our clients have experienced delays in reorganizing or restructuring their organizations to suit that of a public company and others have run out of financial resources due to unexpected events including the delays themselves. For example, at least one of our clients experienced delays and a run up of costs in reorganizing and providing suitable financial statement information for purposes of a private placement of their common stock, which the client never commenced, and, as a result, the client’s financial statements became unusable for their intended purpose and the client may not have the financial resources to continue the process. We expect that our clients will continue to face obstacles including those discussed above and we will continue to experience delays in recognizing revenue.

Third Quarter Events

During the period covered by this report, we focused more on servicing our existing clients to move them further along our consulting process and prepare them for their compliance.

During the period covered by this report, we received 375,000 shares of a client’s common stock for future compliance services. We valued the common stock at $1.25 per share or $468,750 based upon contemporaneous third-party sales by the client. We recognized one-twelfth of the value of these shares as revenue during the period covered by this report and the remainder was included in deferred revenue. Subsequent to the period covered by this report, we and the client terminated the compliance contract and we returned the shares. This client’s registration statement with the SEC became effective after the period covered by this report.

We revised our management consulting contracts to also including compliance services for twelve months after our clients are required to file with the SEC periodic and other reports under Section 13 or Section 15(d) of the Exchange Act. During our third quarter, we allocated significant resources to revise and further develop our compliance consulting services in anticipation of increased obligations on us to provide compliance services to our clients. We also allocated significant resources to further develop our new process for Pink Sheets companies to migrate to the OTCBB.

On April 1, 2006, we highlighted our business model, operational milestones and company objectives and outlook in a presentation that we gave to attendees of the Southern California Investment Association National Small Cap Syndicate Conference in Irvine, California. On May 2, 2006, we hosted an exhibit booth during the 17th Annual Conference of the National Association of Active Investment Managers in Phoenix, Arizona. We offered several educational resources including white papers on topics such as the advantages of the Form SB-2 filing process and asset protection, along with information on our other value-added services for both private and public companies.

On May 8, 2006, we and Sputnik, Inc. entered into a termination agreement and general release pursuant to which we terminated our contract for services with Sputnik, except as specifically set forth in the termination agreement, and we each released the other and their affiliates from all claims. The termination agreement did not expand any of our rights, duties or obligations; however, we will not be entering into a contract to provide compliance services to Sputnik, pursuant to which we would have received additional restricted shares of Sputnik's common stock and other compensation.

On June 12, 2006, we and Legacy Communications Corporation entered into a termination and mutual release agreement pursuant to which we terminated our contract for services with Legacy. We returned some shares and retained some shares of common stock of Legacy which we held. We also retained all cash payment which Legacy had previously made to us under the contract. We and Legacy each released the other and their affiliates from all claims. We have no further obligations to Legacy and they have no further obligations to us. We treated the contract with Legacy as fully performed with respect to the shares that we retained.

In June 2006, we contacted Escape International, Inc. regarding a lawsuit between us. As a result of our communications with Escape, we settled the matters between us. Escape paid us $25,000 as of June 30, 2006, and, subsequent to the period covered by this report, Escape and we entered into a new contract pursuant to which we will provide them with consulting and advisory services in connection with various corporate and securities matters.

Results of Operations for the Nine Months Ended June 30, 2006 Compared to the Nine Months Ended June 30, 2005.

Revenue declined $487,591, or 33%, to $985,574 for the nine months ended June 30, 2006, as compared to revenue of $1,473,165 for the nine months ended June 30, 2005. This decline was primarily due to a modification that resulted in an additional $602,135 in revenue recorded in the three month period ended March 30, 2005. We did not have such a modification during the nine month period ended June 30, 2006.

General and administrative expense decreased $1,508,754, or 56%, to $1,200,374 for the nine months ended June 30, 2006, as compared to general and administrative expense of $2,709,128 for the nine months ended June 30, 2005. The decrease in general and administrative expense was primarily due to a decrease in officer expenses, a decrease in investor and public relations and a decrease in marketing related to our contracts.

Bad debt expense was $66,010 for the nine months ended June 30, 2006, as compared to bad debt expense of $-0- for the nine months ended June 30, 2005. The increase in bad debt expense was due to increases in bad debt allowances for potential un-collectable consulting fees due from client companies.

Depreciation and amortization increased $6,723, or 22%, to $36,928 for the nine months ended June 30, 2006, as compared to $30,205 for the nine months ended June 30, 2005. The increase in depreciation and amortization expense was the result of realizing a full nine months of depreciation for the current period ended June 30, 2006 for property placed into service during the prior year. Some of the assets placed in service during the nine months ended June 30, 2005 realized less than nine months of depreciation because they were not in service for the full nine months.

Total operating expenses decreased $1,436,021, or 52%, to $1,303,312 for the nine months ended June 30, 2006, as compared to $2,739,333 for the nine months ended June 30, 2005. The decrease in total operating expenses was primarily attributable to the decrease in general and administrative expense.

Interest expense increased $17,932, or 111%, to $34,139 for the nine months ended June 30, 2006, as compared to interest expense of $16,207 for the nine months ended June 30, 2005. The increase in interest expense was due to an increase in short-term notes payable.

Interest income decreased $21,715, or 99.9%, to $21 for the nine months ended June 30, 2006, as compared to interest income of $21,763 for the nine months ended June 30, 2005. The decrease in interest income was due to a reduction in notes receivable.

Realized gain on sale of assets decreased to $-0- for the nine months ended June 30, 2006, as compared to realized gain on sale of assets of $198,017 for the nine months ended June 30, 2005. The decrease in realized gain on sale of assets was due to the sale of investments in real estate during the nine month period ended June 30, 2005. We no longer hold investments in real estate and did not have any such sales during the nine months ended June 30, 2006.

Realized gain on sale of marketable securities decreased $72,272, or 80%, to $17,705 for the nine months ended June 30, 2006, as compared to realized gain on sale of marketable securities of $89,977 for the nine months ended June 30, 2005. The decrease in realized gain on sale of marketable securities was due to the net declines in the market values of marketable securities.

Unrealized loss on marketable securities increased $128,647, or 62%, to $337,375 for the nine months ended June 30, 2006, as compared to unrealized loss on marketable securities of $208,728 for the nine months ended June 30, 2005. The increase in unrealized loss on marketable securities was primarily due to changes in the values of marketable and non-marketable securities.

We recorded a full valuation allowance against deferred tax assets during the nine months ended June 30, 2006, because management believes it is more likely than not that deferred tax assets will not be realized. We had a deferred income tax benefit of $156,358 for the nine months ended June 30, 2005, and no valuation allowance was recorded.

We had a net loss of $671,526 (and basic and diluted loss per share of $0.03) for the nine months ended June 30, 2006, as compared to a net loss of $1,024,988 (and basic and diluted loss per share of $0.05) for the nine months ended June 30, 2005. The decrease of $353,462, or 34%, in the net loss was attributable to a decrease in total operating expenses which more than offset a decrease in revenues and an increase in total other expense.

We had an accumulated deficit of $1,594,493 and total stockholders' equity of $740,298 as of June 30, 2006.

Liquidity and Capital Resources

We had total current assets of $355,816 as of June 30, 2006, which consisted of cash of $15,074, net accounts receivable of $21,778, notes receivable of $8,625, marketable securities of $303,911 and other assets of $6,428.

We had total current liabilities of $4,438,869 as of June 30, 2006, which consisted of deferred revenues of $3,898,112, accounts payable and accrued expenses of $330,360, notes payable of $88,410, bank lines of credit of $72,601, accounts payable to related party of $30,871 and the current portion of installment notes payable of $18,515. Accounts payable to related party consist entirely of the amounts we owed pursuant to a consulting agreement with our chief legal officer.

We had negative working capital of $4,083,053. The ratio of total current assets to total current liabilities was approximately 8.0% as of June 30, 2006.

The underlying driver which impacts our working capital is having clients that have made it through the process of becoming fully reporting, publicly traded companies. Until this time, there is no market for the shares of our clients' common stock which we receive in lieu of cash payments for our services. Our billing rate for these services is $350 per hour; however, we offer these services for a flat-fee consisting of 19% to 22% cash which we use for our out-of-pocket expenses and to assist us with our overhead and the remainder in restricted shares of the clients' common stock. Until such time as our clients' common stock becomes publicly traded, we classify our shares as non-marketable securities, a long-term asset; however, we classify deferred revenue associated with our contracts as a current liability. As our clients become fully reporting, publicly traded companies, non-marketable securities, which was $4,758,878 as of June 30, 2006, would become marketable securities and deferred revenues, which was $3,898,112 as of June 30, 2006, would decrease. Both of these results would have a significant positive impact on our working capital; however, new client contracts would create additional non-marketable securities and deferred revenues which would offset such positive effect. Accounts payable and accrued expenses increased approximately $121,372 and notes payable consisting of shareholder advances increased $4,210 during the nine months ended June 30, 2006, which had an adverse effect on our working capital. We believe that we could decrease the relative amount of payables as our clients' common stock becomes publicly traded and we are able to sell shares that we own for cash and use that cash to pay expenses.

Having clients that have made it through the process of becoming fully reporting, publicly traded, companies also drives our ability to generate cash flows from operations. However, even if markets do develop for the shares of common stock which we hold, those markets will most likely be illiquid and highly volatile. We would continue to face difficulty in generating positive cash flows from operations from sales of the marketable securities.

During the nine months ended June 30, 2006, net cash decreased $24,987 consisting of $2,666 used in operations and $22,321 used in financing activities.

Net cash used in operating activities during the nine month period ended June 30, 2006, consisted of net loss of $671,526 and an increase in marketable and non marketable securities of $2,720,005. These items were offset by non-cash expenses of depreciation and amortization of $36,928, bad debts of $66,010, and stock and assets issued for services of $358,236. In addition, accounts and stock receivable decreased by $309,668 and notes receivable decreased by $47,868 while accounts payable and accrued expenses increased by $121,372, accounts payable to related parties increased by $30,871 and deferred revenue increased by $2,417,912 during the nine months ended June 30, 2006.

We did not have cash flows from investing activities during the nine month period ended June 30, 2006.

Net cash used by financing activities during the nine month period ended June 30, 2006, consisted of payments on installment notes payable of $14,446 and net payments on bank line of credit of $7,875.

We believe that we can meet our cash requirements during the next twelve (12) months from sales of marketable securities, new clients, client milestone cash payments due, and certain capital raising efforts being undertaken. Further, in the past, our President, Chief Executive Officer, sole director and majority shareholder, Stephen Brock has provided personal capital funding to us. Mr. Brock has expressed his intent to continue to support our operations with additional funds in the event other outside funding sources or sales of marketable securities do not provide sufficient funds during the next twelve months; provided, however, that Mr. Brock is financially able to do so, of which there can be no assurance. In April 2006, we and UgoMedia Interactive Corporation entered a stipulated payment order pursuant to which UgoMedia is obligated to pay us an aggregate of $315,000 during the period from April 2006 to October 2006. As of the filing of this report, UgoMedia has paid us $45,000, in conformity with the payment schedule and $8,000, which they paid prior to the order, but which the court did not credit against the amount due in the order. We also received $25,000 from Escape International, Inc. as of June 30, 2006, as a partial payment on a summary judgment that we have against them in the principal amount of $68,750 plus pre- and post-judgment interest. We also are due $4,500 from Legacy Communications Corporation pursuant to a termination and mutual release agreement. We received a principal payment of $20,000 as of June 30, 2006, from Healthcare Business Services Groups, Inc. on a note receivable obligation, leaving a remaining note receivable balance of $8,625. We do not have any firm commitments or other identified sources of additional capital from third parties or from our officers including Mr. Brock or from other shareholders.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations is based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of any contingent assets and liabilities. On an on-going basis, we evaluate our estimates. We base our estimates on various assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our financial statements:

Revenue Recognition. Revenue is recognized when the earning process is complete and the risks and rewards of ownership have transferred to the customer, which is generally considered to have occurred upon performance and acceptance of the services provided. The services provided sometimes take several months. Effective with the second quarter ended March 31, 2005, we adopted a revenue recognition policy for management consulting services based on the value received by our customers at measurable milestones in the public reporting process. We concluded that the relative values of our consulting services for each of the milestones are as follows: (i) initial due diligence of client’s business and operations and private round of initial financing(20%), (ii) client’s preparation of a second round of financing in the form of a private placement memorandum or a registration statement with the SEC (20%), (iii) effectiveness of client’s registration statement (25%) and (iv) client’s qualification for quotation on the OTCBB or listing on a securities market or exchange (35%). Revenues are not recognized for the value of securities received as payment for services when there is no public trading market and there have been no recent private sales of the security.

If we find that the relative amount of man hours and other expenditures required by us has materially changed for one or more of the milestones and that this change is of such a nature that it would likely also be incurred by our competitors in the marketplace or would change the relative value received by the clients for that milestone, it could warrant changing the percentages prospectively. As of the period covered by this report, most of our contracts had not made it past the second milestone and we had deferred revenue of $1,604,150, which were subject to changes in the percentage revenue earned for the milestones.

Valuation of marketable securities. Marketable securities are classified as trading securities, which are carried at their fair value based upon quoted market prices of those securities at each period-end. Accordingly, net realized and unrealized gains and losses on trading securities are included in net income. The marketable securities that we hold are traded on the OTCBB. The market price for these securities is subject to wide fluctuations from period to period which may cause fluctuations in our net income.

Valuation of non-marketable securities. Non-marketable securities are not traded on a public exchange and therefore do not have a readily determinable fair value. Management estimates the value of non-marketable securities based on contemporaneous third party private sales. Non-marketable securities are reflected on our balance sheet at historical costs. As of December 31, 2005, we had non-marketable securities valued at $2,122,473 as a result of third party private sales by our clients of their common stock at per share prices ranging from $0.10 to $1.00. As our clients become fully reporting, publicly traded companies, non-marketable securities would become marketable securities which are carried at their fair value based upon quoted market prices of those securities at each period-end. Due to the uncertainty inherent in valuing securities that are not publicly traded, our determinations of fair value of non-marketable securities may differ significantly from the values that would exist if a ready market for these securities existed; therefore, the value of securities we hold as non-marketable securities could be significantly different than their value as marketable securities.

Item 3. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and our Chief Financial Officer, after reevaluating the effectiveness of our "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report (the "Evaluation Date"), have concluded that as of the Evaluation Date, our disclosure controls and procedures were not effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act (i) 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, and (ii) is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms. They based their determination on our need to restate our financial statements as set forth in "Item 1. Financial Statements," above.

Changes in Internal Control over Financial Reporting

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

In connection with the completion of its audit of, and the issuance of its report on, our financial statements for the year ended September 30, 2005, Malone & Bailey, PC, our principal independent accountant, identified deficiencies that existed in the design or operation of our internal control over financial reporting that it considers to be "material weaknesses." The Public Company Accounting Oversight Board has defined a material weakness as a "significant deficiency or combination of significant deficiencies that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected." The material weaknesses persisted during the period covered by this report.

The deficiencies in our internal controls related to revenue recognition and valuation of non-marketable securities. The adjustment to revenues and non-marketable securities were detected in the review process and have been appropriately recorded and disclosed in this Form 10-QSB/A. We are in the process of improving our internal control over financial reporting in an effort to remediate these deficiencies through improved supervision and training of persons within our organization. Additional effort is needed to fully remedy these deficiencies and we are continuing our efforts to improve internal control over financial reporting.

PART II
OTHER INFORMATION

Item 1. Legal Proceedings.

In April 2006, UgoMedia Interactive Corporation and we entered into a stipulated payment order, which was filed in the District Court of Clark County, Nevada in a breach of contract case which we had brought against UgoMedia in July 2004. Pursuant to the order, UgoMedia is obligated to pay us an aggregate of $315,000 during the period from April 2006 to October 2006. UgoMedia has paid us $45,000 in conformity with the payment schedule as of the filing of this report. In the event that UgoMedia fails to make their scheduled payments or cure such failure according to the terms of the order, we have the right to immediately enter judgment for the balance then due, less payments previously received, together with interest on the then unpaid balance at the rate of 8% per annum until fully paid. The order also provides that one of the individual defendants is subject to a $40,000 judgment inclusive of the $315,000 that was owed to us by Ugomedia; however, this judgment is subject to a dollar-for-dollar credit for all sums paid to us by UgoMedia. We may also enter judgment against the individual, subject to the credit and any amounts paid to us by the individual, if UgoMedia fails to make the scheduled payments or cure such failure.

In June 2006, we contacted Escape International, Inc. regarding a lawsuit between us filed on November 4, 2004, in the District Court, Clark County, Nevada. As a result of our communications with Escape, we settled the matters between us. Escape paid us $25,000 as of June 30, 2006, and, subsequent to the period covered by this report, Escape and we entered into a new contract pursuant to which we will provide them with consulting and advisory services in connection with various corporate and securities matters.

In the ordinary course of our business, we may from time to time become subject to routine litigation which is incidental to our business.

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

The following table lists unregistered sales of our securities during the period covered by this report.

Purchaser	Shares of Common Stock	Consideration	Value	Date
Scott Allen	13,741	Consulting Services Rendered	$3,435	05/08/2006
Kipley J. Lytel	40,000	Achievement of Milestones as COO	$4,800	06/16/2006

We claim an exemption from registration afforded by Section 4(2) of the Securities Act since the foregoing issuances did not involve a public offering, the recipients took the securities for investment and not resale and we took appropriate measures to restrict transfer.

Item 6. Exhibits

Exhibit No.	Description of Exhibit
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Filed herein.

SIGNATURES

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

PUBLIC COMPANY MANAGEMENT CORPORATION

Date: December 8, 2006

By: /s/ Stephen Brock

Name: Stephen Brock
Title: Chief Executive Officer

Date: December 8, 2006

By: /s/ Joshua A. Gottesman

Name: Joshua A. Gottesman
Title: Chief Financial Officer