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

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

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

For the Quarterly Period Ended September 30, 2006

OR

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

Commission File Number: 000-27945



**ASCENDANT SOLUTIONS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

75-2900905  
(I.R.S. Employer  
Identification No.)

16250 Dallas Parkway, Suite 100, Dallas, Texas  
(Address of principal executive offices)

75248  
(Zip Code)

Registrant's telephone number, including area code: 972-250-0945

16250 Dallas Parkway, Suite 205 Dallas, Texas  
(Former Name or Former Address, 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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. (as defined in Exchange Act Rule 12b-2). Large accelerated filer  Accelerated filer  Non-Accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

At November 9, 2006 there were approximately 22,508,170 shares of Ascendant Solutions, Inc. common stock outstanding.

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ASCENDANT SOLUTIONS, INC.

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

For the Quarterly Period Ended September 30, 2006

**PART I. CONSOLIDATED FINANCIAL INFORMATION**

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**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-Q/A (the "Report") is being filed to amend Ascendant Solutions, Inc.'s (the "Company") Quarterly Report on Form 10-Q filed on November 13, 2006 (the "Original Report"), for the three and nine month periods ended September 30, 2006. The purpose of the amendment is to reflect the restatement of the Company's previously issued financial statements as of and for the three and nine month periods ended September 30, 2006, and the notes related thereto, as described below. The information in this Report is stated as of the date of the Original Report and does not reflect subsequent results, events or developments. Such subsequent results, events or developments include, among others, the information and events subsequently described in our Annual Report on Form 10-K and our Current Reports on Form 8-K. For a description of such subsequent results, events or developments, please read our Exchange Act Reports filed with the Securities and Exchange Commission since the date of the Original Report, which update and supersede information contained in the Original Report and this Report.

This Report amends the Company's condensed consolidated financial statements and related notes to reflect the correction of an accounting error at our Park InfusionCare subsidiary where certain payments received from insurance companies during the quarter ended September 30, 2006 were incorrectly recorded as a liability. This error was identified in March 2007. In addition, the Company reclassified certain other income to Healthcare revenue for the three and nine month periods ended September 30, 2006. For further information on the restatement, see Note 1 to the condensed consolidated financial statements included herein. In April 2007, the Company's management concluded that its revenue recognition process for 2006 at its Park InfusionCare subsidiary was ineffective as a result of an identified material weakness. For further information on the identified material weakness, see Item 4 Controls and Procedures. Changes also have been made to the following items in this Report as a result of the restatement:

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|-----------------|--|
| Part I, Item 1  | CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AND NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS |
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In addition, pursuant to the rules of the SEC, Item 6 of Part II of the Original Report has been amended to contain currently-dated certifications from the Company's Chief Executive Officer and Interim Chief Financial Officer which are attached to this Report as Exhibits 31.1, 31.2, 32.1 and 32.2, respectively.

**ASCENDANT SOLUTIONS, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(000's omitted, except par value and share amounts)

|  | <u>September 30,</u><br><u>2006 (Unaudited)</u> | <u>December 31,</u><br><u>2005</u> |
|--|---|------------------------------------|
|  | (Restated)                                      |                                    |
| <b>ASSETS</b>  |   |                                    |
| Current assets:  |   |                                    |
| Cash and cash equivalents                                | \$ 2,278  | \$ 3,221                           |
| Trade accounts receivable, net                           | 4,351   | 5,108                              |
| Other receivables  | 175   | 171                                |
| Receivable from affiliates                               | 53  | 85                                 |
| Inventories  | 2,837   | 2,826                              |
| Prepaid expenses   | 681   | 452                                |
| <b>Total current assets</b>                              | <u>10,375</u>                                   | <u>11,863</u>                      |
| Property and equipment, net                              | 1,085   | 1,223                              |
| Goodwill   | 7,299   | 7,299                              |
| Other intangible assets                                  | 178   | 426                                |
| Equity method investments                                | 663   | 1,086                              |
| Other assets   | 275   | 101                                |
| <b>Total assets</b>                                      | <u>\$ 19,875</u>                                | <u>\$ 21,998</u>                   |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>              |   |                                    |
| Current liabilities:                                     |   |                                    |
| Accounts payable   | \$ 3,365  | \$ 3,456                           |
| Accrued liabilities                                      | 2,305   | 2,852                              |
| Notes payable, current                                   | 6,074   | 1,049                              |
| <b>Total current liabilities</b>                         | <u>11,744</u>                                   | <u>7,357</u>                       |
| Notes payable, long-term                                 | 4,336   | 10,874                             |
| Minority interests                                       | 922   | 694                                |
| <b>Total liabilities</b>                                 | <u>17,002</u>                                   | <u>18,925</u>                      |
| Commitments and contingencies (Notes 7 & 8)              |   |                                    |
| Stockholders' equity:                                    |   |                                    |
| Common stock, \$0.0001 par value:                        |   |                                    |
| Authorized shares--50,000,000                            |   |                                    |
| Issued and outstanding shares--22,461,295 and 22,180,900 |   |                                    |
| at September 30, 2006 and December 31, 2005.             | 2   | 2                                  |
| Additional paid-in capital                               | 60,173  | 60,078                             |
| Deferred compensation                                    | (30)  | (66)                               |
| Accumulated deficit                                      | (57,272)  | (56,941)                           |
| <b>Total stockholders' equity</b>                        | <u>2,873</u>                                    | <u>3,073</u>                       |
| <b>Total liabilities and stockholders' equity</b>        | <u>\$ 19,875</u>                                | <u>\$ 21,998</u>                   |

See accompanying notes to the Condensed Consolidated Financial Statements

**ASCENDANT SOLUTIONS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(000's omitted, except share and per share amounts)  
(Unaudited)

|  | Three Months Ended<br>September 30, |                    | Nine Months Ended<br>September 30, |                    |
|--|-------------------------------------|--------------------|------------------------------------|--------------------|
|  | 2006<br>(Restated)                  | 2005<br>(Restated) | 2006<br>(Restated)                 | 2005<br>(Restated) |
| <b>Revenue:</b>  |                                     |                    |                                    |                    |
| Healthcare   | \$ 10,313                           | \$ 9,559           | \$ 30,273                          | \$ 29,276          |
| Real estate advisory services                          | 1,971                               | 2,464              | 8,504                              | 8,593              |
|  | <u>12,284</u>                       | <u>12,023</u>      | <u>38,777</u>                      | <u>37,869</u>      |
| <b>Cost of sales:</b>                                  |                                     |                    |                                    |                    |
| Healthcare   | 6,929                               | 6,468              | 21,061                             | 19,795             |
| Real estate advisory services                          | 1,130                               | 1,423              | 5,071                              | 5,254              |
|  | <u>8,059</u>                        | <u>7,891</u>       | <u>26,132</u>                      | <u>25,049</u>      |
| Gross profit   | <u>4,225</u>                        | <u>4,132</u>       | <u>12,645</u>                      | <u>12,820</u>      |
| <b>Operating expenses:</b>                             |                                     |                    |                                    |                    |
| Selling, general and administrative expenses           | 3,739                               | 4,087              | 11,835                             | 12,343             |
| Non-cash stock compensation                            | 33                                  | 23                 | 51                                 | 58                 |
| Depreciation and amortization                          | 183                                 | 174                | 534                                | 496                |
| Total operating expenses                               | <u>3,955</u>                        | <u>4,284</u>       | <u>12,420</u>                      | <u>12,897</u>      |
| Operating income (loss)                                | <u>270</u>                          | <u>(152)</u>       | <u>225</u>                         | <u>(77)</u>        |
| Equity in losses of equity method investees            | (84)                                | (75)               | (300)                              | (211)              |
| Other income   | 18                                  | 20                 | 222                                | 58                 |
| Interest expense, net                                  | (199)                               | (198)              | (579)                              | (564)              |
| Loss before minority interest and income tax provision | 5                                   | (405)              | (432)                              | (794)              |
| Minority interest loss / (income allocation)           | -                                   | -                  | (31)                               | 29                 |
| Income tax provision                                   | 13                                  | 47                 | 98                                 | 125                |
| Loss from continuing operations                        | <u>(8)</u>                          | <u>(452)</u>       | <u>(561)</u>                       | <u>(890)</u>       |
| Discontinued operations                                | -                                   | (230)              | 230                                | (230)              |
| Net loss   | <u>\$ (8)</u>                       | <u>\$ (682)</u>    | <u>\$ (331)</u>                    | <u>\$ (1,120)</u>  |
| <b>Basic net loss per share</b>                        |                                     |                    |                                    |                    |
| Continuing operations                                  | *                                   | (0.02)             | (0.02)                             | (0.04)             |
| Discontinued operations                                | \$ -                                | (0.01)             | 0.01                               | (0.01)             |
|  | <u>*</u>                            | <u>\$ (0.03)</u>   | <u>\$ (0.01)</u>                   | <u>\$ (0.05)</u>   |
| <b>Diluted net loss per share</b>                      |                                     |                    |                                    |                    |
| Continuing operations                                  | *                                   | (0.02)             | (0.02)                             | (0.04)             |
| Discontinued operations                                | \$ -                                | (0.01)             | 0.01                               | (0.01)             |
|  | <u>*</u>                            | <u>\$ (0.03)</u>   | <u>\$ (0.01)</u>                   | <u>\$ (0.05)</u>   |
| * Less than \$0.01 per share                           |                                     |                    |                                    |                    |
| Average common shares outstanding, basic               | <u>22,454,628</u>                   | <u>22,014,233</u>  | <u>22,436,456</u>                  | <u>21,970,900</u>  |
| Average common shares outstanding, diluted             | <u>22,454,628</u>                   | <u>22,014,233</u>  | <u>22,436,456</u>                  | <u>21,970,900</u>  |

See accompanying notes to the Condensed Consolidated Financial Statements.

ASCENDANT SOLUTIONS, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(000's omitted)  
(Unaudited)

|   | Nine Months Ended September 30, |                |
|---|---------------------------------|----------------|
|   | <u>2006</u>                     | <u>2005</u>    |
|   | (Restated)                      | (Restated)     |
| <b>Operating Activities</b>   |                                 |                |
| Net loss  | \$ (331)                        | \$ (1,120)     |
| Adjustments to reconcile net loss to net cash provided by operating activities: |                                 |                |
| Provision for doubtful accounts   | 397                             | 324            |
| Depreciation and amortization   | 534                             | 496            |
| Deferred compensation amortization  | 51                              | 58             |
| Issuance of stock in lieu of directors fees                                     | 32                              | -              |
| Non-cash equity in losses (income) of equity method investees:                  |                                 |                |
| Fairways Frisco, LP   | 373                             | 442            |
| Ampco Partners  | (73)                            | -              |
| Income from early extinguishment of debt  | (100)                           | -              |
| Loss on sale of property and equipment  | 7                               | 1              |
| Minority interest   | 31                              | (29)           |
| Discontinued operations   | (230)                           | 230            |
| Changes in operating assets and liabilities:                                    |                                 |                |
| Accounts receivable   | 360                             | 1,145          |
| Inventories   | (11)                            | (294)          |
| Prepaid expenses and other assets   | (375)                           | 43             |
| Accounts payable  | (91)                            | 554            |
| Accrued liabilities   | (547)                           | (906)          |
| Net cash provided by continuing operations                                      | 27                              | 944            |
| Net cash provided by discontinued operations                                    | 230                             | (230)          |
| Net cash provided by operating activities                                       | <u>257</u>                      | <u>714</u>     |
| <b>Investing Activities</b>   |                                 |                |
| Distributions from limited partnerships   | 85                              | 85             |
| Proceeds from sale of property and equipment                                    | 6                               | -              |
| Purchases of property and equipment   | (161)                           | (854)          |
| Distributions to limited partners   | (33)                            | -              |
| Investment in limited partnerships  | -                               | (1,065)        |
| Net cash used in investing activities   | <u>(103)</u>                    | <u>(1,834)</u> |

See accompanying notes to the Condensed Consolidated Financial Statements

ASCENDANT SOLUTIONS, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(000's omitted)  
(Unaudited)

|   | Nine Months Ended September 30, |               |
|---|---------------------------------|---------------|
|   | 2006                            | 2005          |
|   | (Restated)                      | (Restated)    |
| <b>Financing Activities</b>                         |                                 |               |
| Proceeds from exercise of common stock options      | 48                              | 24            |
| Proceeds from sale of limited partnership interests | 230                             | 230           |
| Payments on notes payable                           | (2,360)                         | (412)         |
| Proceeds from notes payable                         | 985                             | 255           |
| Net cash provided by (used in) financing activities | <u>(1,097)</u>                  | <u>97</u>     |
| Net decrease in cash and cash equivalents           | (943)                           | (1,023)       |
| Cash and cash equivalents at beginning of period    | \$ 3,221                        | \$ 1,868      |
| Cash and cash equivalents at end of period          | <u>\$ 2,278</u>                 | <u>\$ 845</u> |
| <b>Supplemental Cash Flow Information:</b>          |                                 |               |
| Cash paid for income taxes                          | \$ 137                          | \$ 201        |
| Cash paid for interest on notes payable             | \$ 565                          | \$ 593        |
| <b>Noncash investing activities:</b>                |                                 |               |
| Indemnification liability recorded                  | \$ -                            | \$ 220        |
| <b>Noncash financing activities:</b>                |                                 |               |
| Partnership distributions applied to note payable   | \$ 38                           | \$ -          |

See accompanying notes to the Condensed Consolidated Financial Statements

**1. Basis of Presentation**

The unaudited condensed consolidated financial statements included herein reflect all adjustments, consisting only of normal recurring adjustments, which in the opinion of management are necessary to fairly state Ascendant Solutions, Inc.'s ("Ascendant Solutions" or the "Company") consolidated financial position, consolidated results of operations and consolidated cash flows for the periods presented. These condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements included in the Company's Form 10-K for the year ended December 31, 2005 as filed with the Securities and Exchange Commission. The consolidated results of operations for the three and nine month periods ended September 30, 2006 are not necessarily indicative of the results to be expected for any subsequent quarter or for the entire fiscal year ending December 31, 2006. The December 31, 2005 consolidated balance sheet was derived from audited consolidated financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. Terms not otherwise defined herein shall have the meaning given to them in the Company's Form 10-K for the year ended December 31, 2005 as filed with the Securities and Exchange Commission.

**2006 Restatement**

The Company has restated its consolidated financial statements included herein to reflect the correction of an accounting error at our Park InfusionCare subsidiary where certain payments received from insurance companies during the quarter ended September 30, 2006 were incorrectly recorded as a liability. The restatement reduces accounts payable and increases Healthcare revenue by approximately \$179,000. In addition, the Company reclassified approximately \$122,000 from other income to Healthcare revenue during the three and nine month periods ended September 30, 2006. As a result of the restatement, the net loss for the three month and nine month periods ended September 30, 2006 decreased by approximately \$179,000. These adjustments had no impact on the net change in cash and cash equivalents for the three month and nine month periods ended September 30, 2006.

The following is a summary of the changes to the consolidated financial statements:

|                            | <b>As of September 30, 2006</b> |                        |
|----------------------------|---------------------------------|------------------------|
|                            | Restated<br>Amount              | Previously<br>Reported |
| <b>Balance Sheet:</b>      |                                 |                        |
| Accounts payable           | \$ 3,365,000                    | \$ 3,544,000           |
| Total current liabilities  | 11,744,000                      | 11,923,000             |
| Total liabilities          | 17,002,000                      | 17,181,000             |
| Total stockholders' equity | 2,873,000                       | 2,694,000              |

|                                 | <b>Three Months Ended</b> |                        | <b>Nine Months Ended</b>  |                        |
|---------------------------------|---------------------------|------------------------|---------------------------|------------------------|
|                                 | <b>September 30, 2006</b> |                        | <b>September 30, 2006</b> |                        |
|                                 | Restated<br>Amount        | Previously<br>Reported | Restated<br>Amount        | Previously<br>Reported |
| <b>Statement of Operations:</b> |                           |                        |                           |                        |
| Healthcare revenue              | \$ 10,313,000             | \$ 10,012,000          | \$ 30,273,000             | \$ 29,972,000          |
| Gross profit                    | 4,225,000                 | 3,924,000              | 12,645,000                | 12,344,000             |
| Operating income (loss)         | 270,000                   | (31,000)               | 225,000                   | (76,000)               |
| Net loss                        | (8,000)                   | (187,000)              | (331,000)                 | (510,000)              |
| Basic net loss per share        | *                         | (0.01)                 | (0.01)                    | (0.02)                 |
| Diluted net loss per share      | *                         | (0.01)                 | (0.01)                    | (0.02)                 |

\* Less than \$0.01 per share

|                                 | <b>Nine Months Ended</b> |                        |
|---------------------------------|--------------------------|------------------------|
|                                 | Restated<br>Amount       | Previously<br>Reported |
| <b>Statement of Cash Flows:</b> |                          |                        |
| Net loss                        | \$ (331,000)             | \$ (510,000)           |
| Accounts payable                | (91,000)                 | 88,000                 |

**2005 Restatement**

The Company previously restated its condensed consolidated financial statements included herein to reflect a change in the accounting for its investment in Fairways Frisco, L.P. (“Fairways Frisco”) from the cost method to the equity method of accounting. As of September 30, 2005, the Company owned approximately 15% of the limited partnership interests in Fairways Frisco. The Company originally used the cost method to account for its investment in Fairways Frisco because it believed its investment was minor, it had no influence over the operations or financial policies of Fairways Frisco and it has no obligation to fund the operating losses or debts of Fairways Frisco. However, under EITF Topic D-46, the SEC considers all investments of greater than 3 to 5 percent in real estate limited partnerships to be more than minor, and therefore must be accounted for under the equity method.

The restatement records the Company’s equity in the net loss of Fairways Frisco for the three and nine month periods ended September 30, 2005 as a reduction of its investment on the accompanying condensed balance sheet and as a loss from equity method investments in the accompanying condensed statements of operations.

This adjustment had no impact on the net change in cash and cash equivalents for the three month and nine month periods ended September 30, 2005. The adjustment also has no impact on the Company’s obligations to fund any operating losses or debts of Fairways Frisco. The Company is not obligated under the Fairways Frisco limited partnership agreement to fund any operating losses or debts of Fairways Frisco.

The following is a summary of the changes to the condensed consolidated financial statements:

|  | <b>As of September 30, 2005</b> |              |
|--|---------------------------------|--------------|
|  | Restated                        | Previously   |
|  | Amount                          | Reported     |
| <b>Balance Sheet:</b>                      |                                 |              |
| Equity method investments                  | \$ 1,168,000                    | \$ 1,610,000 |
| Total assets                               | 19,627,000                      | 20,069,000   |
| Total stockholders' equity                 | 1,841,000                       | 2,283,000    |
| Total liabilities and stockholders' equity | 19,627,000                      | 20,069,000   |

|  | <b>Three Months Ended<br/>September 30, 2005</b> |            | <b>Nine Months Ended<br/>September 30, 2005</b> |            |
|--|--|------------|---|------------|
|  | Restated   | Previously | Restated  | Previously |
|  | Amount   | Reported   | Amount  | Reported   |
| <b>Statement of Operations:</b>                      |  |            |   |            |
| Investment income                                    | \$ -   | \$ 97,000  | \$ -  | \$ 290,000 |
| Equity in income (losses) of equity method investees | (75,000)   | -          | (211,000)                                       | -          |
| Other income   | 20,000   | -          | 58,000  | -          |
| Net loss   | (682,000)  | (530,000)  | (1,120,000)                                     | (678,000)  |
| Basic net loss per share                             | \$ (0.03)  | \$ (0.02)  | \$ (0.05)                                       | \$ (0.03)  |
| Diluted net loss per share                           | \$ (0.03)  | \$ (0.02)  | \$ (0.05)                                       | \$ (0.03)  |

|                                     | <b>Nine Months Ended<br/>September 30, 2005</b> |              |
|-------------------------------------|---|--------------|
|                                     | Restated  | Previously   |
|                                     | Amount  | Reported     |
| <b>Statement of Cash Flows:</b>     |   |              |
| Net loss                            | \$ (1,120,000)                                  | \$ (678,000) |
| Loss from equity method investments | 442,000   | -            |

## 2. Description of Business

Ascendant Solutions is a diversified financial services company which is seeking to or has invested in or acquired, healthcare, manufacturing, distribution or service companies. The Company also conducts various real estate activities, performing real estate advisory services for corporate clients, and, through an affiliate, purchases real estate assets, as a principal investor.

The following is a summary of the Company's identifiable business segments, consolidated subsidiaries and their related business activities:

| <b><u>Business Segment</u></b> | <b><u>Subsidiaries</u></b>  | <b><u>Principal Business Activity</u></b>  |
|--------------------------------|---|--|
| Healthcare                     | Dougherty's Holdings, Inc. and Subsidiaries ("DHI")   | Healthcare products and services provided through retail pharmacies, including specialty compounding pharmacy services and home infusion therapy centers |
| Real estate advisory services  | CRESA Partners of Orange County, L.P.,<br>ASDS of Orange County, Inc.,<br>CRESA Capital Markets Group, L.P. | Tenant representation, lease management services, capital markets advisory services and strategic real estate advisory services                          |
| Corporate & other              | Ascendant Solutions, Inc.,<br>ASE Investments Corporation   | Corporate administration, investments in Ampco Partners, Ltd., Fairways Frisco, L.P. and Fairways 03 New Jersey, L.P.                                    |

During 2002, the Company made its first investments, and it has continued to make additional investments and acquisitions throughout 2003, 2004 and 2005.

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A summary of the Company's investment and acquisition activity is shown in the table below:

| <u>Date</u>   | <u>Entity</u>  | <u>Business Segment</u>       | <u>Transaction Description</u>   | <u>%<br/>Ownership</u> |
|---------------|--|-------------------------------|--|------------------------|
| April 2002    | Ampco Partners, Ltd  | Corporate & other             | Investment in a non-sparking, non-magnetic safety tool manufacturing company             | 10%                    |
| August 2002   | VTE, L.P.  | Corporate & other             | Investment to acquire early stage online electronic ticket exchange company              | 23%                    |
| October 2002  | CRESA Capital Markets Group, L.P., ASE Investments Corporation     | Real estate advisory services | Investment to form real estate capital markets and strategic advisory services companies | 80%                    |
| November 2003 | Fairways 03 New Jersey, L.P.                                       | Corporate & other             | Investment in a single tenant office building  | 20%                    |
| March 2004    | Dougherty's Holdings, Inc. and Subsidiaries                        | Healthcare                    | Acquisition of specialty pharmacies and therapy infusion centers                         | 100%                   |
| April 2004    | Fairways 36864, L.P.   | Corporate & other             | Investment in commercial real estate properties  | 24.75%                 |
| May 2004      | CRESA Partners of Orange County, L.P., ASDS of Orange County, Inc. | Real estate advisory services | Acquisition of tenant representation and other real estate advisory services company     | 99%                    |
| December 2004 | Fairways Frisco, L.P.  | Corporate & other             | Investment in a mixed-use real estate development  | 9% <sup>1</sup>        |

<sup>1</sup> The Company was the initial limited partner in Fairways Frisco, L.P. ("Fairways Frisco"), which obtained a 50% ownership interest in the Frisco Square Partnerships on December 31, 2004. Fairways Frisco L.P. subsequently sold additional limited partnership interests and the Company now owns approximately 9% of Fairways Frisco, L.P.

Certain of these transactions involved related parties or affiliates as more fully described in the Company's consolidated financial statements included in the Company's Form 10-K for the year ended December 31, 2005.

The Company will continue to look for acquisition opportunities, however, its current cash resources are limited and it will be required to expend significant executive time to assist the management of its acquired businesses. The Company will continue seeking to (1) most effectively deploy its remaining cash and debt capacity (if any) and (2) capitalize on the experience and contacts of its officers and directors.

Please see Note 10 "Business Segment Information" in the notes hereto for additional information.

## Summary of Significant Accounting Policies

### *Principals of Consolidation*

The condensed consolidated financial statements include the accounts of Ascendant Solutions and all subsidiaries for which the Company has significant influence over operations. All intercompany balances and transactions have been eliminated. The limited partnership interests for the subsidiaries and related minority interests are included on the balance sheet as Minority Interests.

### *Use of Estimates*

The preparation of the condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported condensed consolidated financial statements and accompanying notes, including allowance for doubtful accounts and inventory reserves. Actual results could differ from those estimates.

### *Equity Method Investments*

Equity method investments represent investments in limited partnerships accounted for using the equity method of accounting for investments, and none represent investments in publicly traded companies. The equity method is used as the Company does not have a majority interest and does not have significant influence over the operations of the respective companies. The Company also uses the equity method for investments in real estate limited partnerships where it owns more than 3% to 5% of the limited partnership interests. Accordingly, the Company records its proportionate share of the income or losses generated by equity method investees in the condensed consolidated statements of operations. If the Company receives distributions in excess of its equity in earnings, they are recorded as a reduction of its investment.

### *Revenue Recognition*

Healthcare revenues are reported at the estimated net realizable amounts expected to be received from individuals, third-party payors, institutional healthcare providers and others. The Company recognizes revenue from the sale of pharmaceutical products and retail merchandise as transactions occur and product is delivered to the customer. Revenue from product sales is recognized at the point of sale and service revenue is recognized at the time services are provided.

Real estate advisory services revenue is primarily from brokerage commissions earned from project leasing and tenant representation transactions. Brokerage commission revenue is generally recorded upon execution of a lease contract, unless additional activities are required to earn the commission pursuant to a specific brokerage commission agreement. Participation interests in rental income are recognized over the life of the lease. Other revenue is recognized as the following consulting services are provided: facility and site acquisition and disposition, lease management, design, construction and development consulting, move coordination and strategic real estate advisory services. Participation interests in rental income are recognized over the life of the lease.

### *Net Income (Loss) Per Share*

Basic and diluted net income (loss) per share is computed based on the net income (loss) applicable to common stockholders divided by the weighted average number of shares of common stock outstanding during each period. The number of dilutive shares resulting from assumed conversion of stock options and warrants are determined by using the treasury stock method. See Note 4 for more information regarding the calculation of net income (loss) per share.

### *Recent Accounting Pronouncements*

In December 2004, the Financial Accounting Standards Board issued FASB Statement No. 123R (Revised 2004), Share-Based Payment, which requires that the compensation cost relating to share-based payment transactions such as options, restricted share plans, performance based awards, share appreciation rights and employee share purchase plans be recognized at fair value in financial statements.

Statement 123R replaces FASB Statement No. 123, Accounting for Stock-Based Compensation and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. Statement 123, as originally issued in 1995, established as preferable a fair-value-based method of accounting for share-based payment transactions with employees. However, that statement permitted entities the option of continuing to apply the guidance in Opinion 25, as long as the footnotes to the financial statements disclosed what net income would have been had the preferable fair-value-based method been used.

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The Company currently expenses the cost of restricted shares issued to employees and directors over the service vesting period associated with the restricted shares. The Company currently has no options outstanding which are not vested. The unrecognized compensation cost related to these options is not material and as a result, the implementation of Statement 123R in the first quarter of 2006 did not have a material impact on the Company's results of operations. See Note 9 for additional disclosures under Statement 123R.

The Company accounts for its employee stock options and stock based awards under the fair value provisions of Statement 123R, which was adopted effective January 1, 2006, whereby stock-based compensation is measured at the grant date based on the value of the awards and is recognized as expense over the requisite service period (usually the vesting period). See Note 9 for additional information about the Company's Stock Based Compensation.

In May 2006, the State of Texas replaced the current franchise tax system with a new Texas Margin Tax ("TMT"). The TMT is a 1% gross receipts tax based on the Company's taxable margin, as defined by the new law. However, for taxable entities primarily engaged in retail and wholesale trade, the rate is 0.5% of taxable margin. The Company is currently evaluating the impact of the TMT, which is effective January 1, 2008.

In June 2006, the FASB issued Interpretation No. 48 ("FIN 48"), Accounting for Uncertainty in Income Taxes, effective for fiscal years beginning after December 15, 2006, with early adoption permitted. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in accordance with FASB Statement No. 109, Accounting for Income Taxes, by providing a recognition threshold and measurement guidance for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. We are in the process of evaluating the impact of the adoption of this interpretation on our consolidated financial position, results of operations or cash flows.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"), which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, the FASB having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, this Statement does not require any new fair value measurements. SFAS 157 is effective for fiscal years beginning after December 15, 2007. We are currently evaluating the impact, if any, the adoption of SFAS 157 will have on our consolidated financial position, results of operations or cash flows.

### ***Reclassifications***

Certain prior period balances have been reclassified to conform to the current period presentation.

### ***Discontinued Operations***

As disclosed in a Current Report on Form 8-K filed on May 24, 2006, the board of directors decided to retain the operations of Park InfusionCare, which had previously been reported as a discontinued operation while the Company was pursuing a potential disposition or strategic transaction for its infusion therapy business. In connection with the decision to retain the operations of Park InfusionCare, DHI entered into an employment agreement on May 18, 2006 with Scott R. Holtmyer to be the Vice President of its Park InfusionCare infusion therapy business.

The Company began reporting the results of Park InfusionCare as a discontinued operation in its September 30, 2005 quarterly report on Form 10-Q/A. As a result of the board of directors decision to retain the operations of Park InfusionCare, the Company has reported the operating results of Park InfusionCare as part of continuing operations in its June 30, 2006 and September 30, 2006 quarterly reports on Form 10-Q/A.

The Company had previously recorded an estimated charge of \$230,000 for employee retention costs directly related to any potential disposition or strategic transaction for Park InfusionCare.

As no such transaction was consummated, none of these retention costs were paid and the Company has recorded a reversal of this accrual as part of results from discontinued operations in the accompanying consolidated statements of operations for the nine month period ended September 30, 2006. All other Park InfusionCare amounts in this Form 10-Q/A for the three and nine month periods ended September 30, 2006 and 2005 have been reported as part of continuing operations.

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Critical accounting policies not otherwise included herein are included in the Company's Form 10-K for the year ended December 31, 2005 as filed with the Securities and Exchange Commission.

### 3. Trade Accounts Receivable

Trade accounts receivable consist of the following:

|  | <b>September 30,<br/>2006</b> | <b>December 31,<br/>2005</b> |
|--|-------------------------------|------------------------------|
| <b>Healthcare:</b>                     |                               |                              |
| Trade accounts receivable              | \$ 3,616,000                  | \$ 3,878,000                 |
| Less - allowance for doubtful accounts | (549,000)                     | (596,000)                    |
|  | <u>3,067,000</u>              | <u>3,282,000</u>             |
| <b>Real Estate Advisory Services:</b>  |                               |                              |
| Trade accounts receivable              | 1,284,000                     | 1,826,000                    |
| Less - allowance for doubtful accounts | -                             | -                            |
|  | <u>1,284,000</u>              | <u>1,826,000</u>             |
|  | <u>\$ 4,351,000</u>           | <u>\$ 5,108,000</u>          |

Healthcare trade accounts receivable consists primarily of amounts receivable from third-party payors (insurance companies and governmental agencies) under various medical reimbursement programs, institutional healthcare providers, individuals and others and are not collateralized. Certain receivables are recorded at estimated net realizable amounts. Amounts that may be received under medical reimbursement programs are affected by changes in payment criteria and are subject to legislative actions. Healthcare reduces its accounts receivable by an allowance for the amounts deemed to be uncollectible. In general, an allowance for retail pharmacy accounts aged in excess of 60 days and infusion therapy accounts aged in excess of 180 days is established. Accounts that management has ultimately determined to be uncollectible are written off against the allowance.

Healthcare accounts receivable from Medicare and Medicaid combined were approximately 17.9% and 18.1% of total accounts receivable at September 30, 2006 and December 31, 2005, respectively. Additionally, at December 31, 2005, Healthcare had accounts receivable outstanding from one insurance company of approximately 13.1% of total Healthcare accounts receivable. No other single customer or third-party payor accounted for more than 10% of Healthcare's accounts receivable at September 30, 2006 or December 31, 2005, respectively.

The Company's real estate advisory services operations grant credit to customers of various sizes and provide an allowance for doubtful accounts equal to the estimated uncollectible amounts based on historical collection experience and a review of the current status of trade accounts receivable. For the three months ended September 30, 2006, the Company's real estate advisory services operations derived revenues in excess of ten percent from three customers totaling approximately \$1,206,000 which represents 61.2% of total real estate advisory services revenue, and it derived revenues in excess of ten percent from two customers totaling \$1,366,000, which represents 56.1% of total real estate advisory services revenue for the three months ended September 30, 2005.

For the nine months ended September 30, 2006 and 2005, the Company's real estate advisory services operations derived revenues in excess of ten percent from one customer totaling approximately \$3,058,000 which represents 37.5% of total real estate advisory services revenue and from one customer totaling approximately \$2,743,000, which represents 32.1% of total real estate advisory services revenue, respectively.

### 4. Computation of Basic and Diluted Net Income (Loss) Per Common Share

Basic loss per common share is based on the net loss divided by the weighted average number of common shares outstanding during the period. Diluted loss per common share is based on the net loss divided by the weighted average number of common shares including equivalent common shares of dilutive common stock options and warrants outstanding during the period. No effect has been given to outstanding options or warrants in the diluted computation for the three and nine month periods ended September 30, 2006 and 2005, respectively, as their effect would be anti-dilutive due to the net loss.

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The number of potentially dilutive stock options and warrants excluded from the computation for the three and nine month periods ended September 30, was approximately 308,785 and 430,699 in 2006 and 956,000 and 973,000 in 2005, respectively. A reconciliation of basic and diluted loss per common share follows:

|  | Three Months Ended September 30, |                     | Nine Months Ended September 30, |                       |
|--|----------------------------------|---------------------|---------------------------------|-----------------------|
|  | 2006<br>(Restated)               | 2005                | 2006<br>(Restated)              | 2005                  |
| Loss from continuing operations, net of taxes            | \$ (8,000)                       | \$ (452,000)        | \$ (561,000)                    | \$ (890,000)          |
| Income (loss) from discontinued operations, net of taxes | -                                | (230,000)           | 230,000                         | (230,000)             |
| Net loss   | <u>\$ (8,000)</u>                | <u>\$ (682,000)</u> | <u>\$ (331,000)</u>             | <u>\$ (1,120,000)</u> |
| Weighted average common shares outstanding-Basic         | 22,454,628                       | 22,014,233          | 22,436,456                      | 21,970,900            |
| Effect of dilutive stock options and warrants            | -                                | -                   | -                               | -                     |
| Weighted average common shares outstanding-Diluted       | <u>22,454,628</u>                | <u>22,014,233</u>   | <u>22,436,456</u>               | <u>21,970,900</u>     |
| Basic earnings per share from:                           |                                  |                     |                                 |                       |
| Continuing operations                                    | *                                | \$ (0.02)           | \$ (0.02)                       | \$ (0.04)             |
| Discontinued operations                                  | \$ -                             | (0.01)              | 0.01                            | (0.01)                |
| Basic net loss per share                                 | <u>*</u>                         | <u>\$ (0.03)</u>    | <u>\$ (0.01)</u>                | <u>\$ (0.05)</u>      |
| Diluted earnings per share from:                         |                                  |                     |                                 |                       |
| Continuing operations                                    | *                                | \$ (0.02)           | \$ (0.02)                       | \$ (0.04)             |
| Discontinued operations                                  | \$ -                             | (0.01)              | 0.01                            | (0.01)                |
| Diluted net loss per share                               | <u>*</u>                         | <u>\$ (0.03)</u>    | <u>\$ (0.01)</u>                | <u>\$ (0.05)</u>      |

\* Less than \$0.01 per share

## 5. Equity Method Investments

Equity method investments consists of the following:

|                              | Ownership<br>% | September 30,<br>2006 | December 31,<br>2005 |
|------------------------------|----------------|-----------------------|----------------------|
| Ampco Partners, Ltd.         | 10%            | \$ 192,000            | \$ 242,000           |
| Fairways 03 New Jersey, L.P. | 20%            | 162,000               | 162,000              |
| Fairways Frisco, LP          | 9%             | 309,000               | 682,000              |
|                              |                | <u>\$ 663,000</u>     | <u>\$ 1,086,000</u>  |

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Equity in earnings (losses) of equity method investees shown in the condensed consolidated statements of operations comprised the following:

|                            | Three Months Ended September 30, |                           | Nine Months Ended September 30, |                           |
|----------------------------|----------------------------------|---------------------------|---------------------------------|---------------------------|
|                            | <u>2006</u>                      | <u>2005</u><br>(Restated) | <u>2006</u>                     | <u>2005</u><br>(Restated) |
| Ampco Partners, Ltd.       | \$ 5,000                         | \$ 35,000                 | \$ 73,000                       | \$ 95,000                 |
| Fairways 03 New Jersey, LP | -                                | 42,000                    | -                               | 136,000                   |
| Fairways Frisco, L.P.      | (89,000)                         | (152,000)                 | (373,000)                       | (442,000)                 |
|                            | <u>\$ (84,000)</u>               | <u>\$ (75,000)</u>        | <u>\$ (300,000)</u>             | <u>\$ (211,000)</u>       |

The Company's investment in Fairways Frisco includes its cumulative cash investment of \$1,219,000 and its cumulative equity in the losses of Fairways Frisco of (\$910,000). The Company received no distributions from Fairways Frisco during the three and nine month periods ended September 30, 2006 and 2005, respectively. Summarized unaudited financial information for Fairways Frisco is included below:

|   | <u>September 30,</u><br><u>2006</u> | <u>December 31,</u><br><u>2005</u> |
|---|-------------------------------------|------------------------------------|
| Total assets                              | \$ 58,150,000                       | \$ 54,551,000                      |
| Notes payable                             | 53,820,000                          | 51,703,000                         |
| Total partnership capital                 | 2,216,000                           | 1,401,000                          |
| Total liabilities and partnership capital | \$ 58,150,000                       | \$ 54,551,000                      |

|  | Three Months Ended September 30, |                       | Nine Months Ended September 30, |                       |
|--|----------------------------------|-----------------------|---------------------------------|-----------------------|
|  | <u>2006</u>                      | <u>2005</u>           | <u>2006</u>                     | <u>2005</u>           |
| Total revenue                                  | \$ 770,000                       | \$ 519,000            | \$ 1,972,000                    | \$ 830,000            |
| Operating expenses                             | 1,825,000                        | 1,694,000             | 4,897,000                       | 3,847,000             |
| Interest expense                               | 599,000                          | 544,000               | 2,075,000                       | 966,000               |
| Equity in losses of Frisco Square Partnerships | -                                | -                     | -                               | (622,000)             |
| Minority interest                              | 650,000                          | 688,000               | 1,521,000                       | 1,576,000             |
| Net loss                                       | <u>\$ (1,004,000)</u>            | <u>\$ (1,031,000)</u> | <u>\$ (3,479,000)</u>           | <u>\$ (3,029,000)</u> |

**6. Prepaid Expenses**

Prepaid expenses consist of the following:

|                                      | <u>September 30,</u><br><u>2006</u> | <u>December 31,</u><br><u>2005</u> |
|--------------------------------------|-------------------------------------|------------------------------------|
| Prepaid insurance                    | \$ 161,000                          | \$ 168,000                         |
| Deferred tenant representation costs | 425,000                             | 94,000                             |
| Prepaid marketing costs              | 2,000                               | 13,000                             |
| Prepaid rent                         | -                                   | 62,000                             |
| Other prepaid expenses               | 93,000                              | 115,000                            |
|                                      | <u>\$ 681,000</u>                   | <u>\$ 452,000</u>                  |

The Company's real estate advisory services operations defer direct costs associated with its tenant representation services until such time a lease is signed between the tenant and landlord. Upon execution of a signed lease, the Company expenses 50% of these direct costs associated with the transactions, with the balance being paid by the individual broker through a reduction in the commission earned. The Company regularly reviews these direct costs and expenses the costs related to canceled or unlikely to be completed transactions.

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**7. Notes Payable**

Notes payable consist of the following:

|   | <u>September 30,</u><br><u>2006</u> | <u>December 31,</u><br><u>2005</u> |
|---|-------------------------------------|------------------------------------|
| <b>Bank of Texas Credit Facility, secured by substantially all healthcare assets</b>  |                                     |                                    |
| Term note A in the principal amount of \$1,000,000, interest at 6% per annum payable monthly, principal due in full in March 2007.  | \$ 509,000                          | \$ 528,000                         |
| Term note B in the principal amount of \$4,000,000, interest at 6% per annum, principal and interest payable in monthly installments of \$44,408 over 35 months with a balloon payment of principal due in March 2007.  | 3,226,000                           | 3,471,000                          |
| Term note C in the principal amount of \$529,539, interest at 6% per annum, principal and interest payable in monthly installments of \$5,579 over 35 months with a balloon payment of principal due in March 2007.   | 427,000                             | 459,000                            |
| <b>AmerisourceBergen Drug Corporation, unsecured note payable</b>   |                                     |                                    |
| Unsecured note in the principal amount of \$750,000, interest at 6% per annum, principal and interest payable in monthly installments of \$6,329 over 59 months with a balloon payment of principal of \$576,000 due in March 2009.   | 667,000                             | 693,000                            |
| <b>Insurance premium finance note payable</b>   |                                     |                                    |
| Term note in the principal amount of \$150,000, payable in 9 equal installments of \$17,098 through January 2007, interest payable at the fixed rate of 6.25%, secured by DHI's property & casualty insurance policies.   | 51,000                              | -                                  |
| <b>CPOC Acquisition Note payable to Kevin Hayes</b>   |                                     |                                    |
| Acquisition note in the principal amount of \$6,900,000 due May 1, 2007, interest at Northern Trust Bank prime rate plus 0.5%, payable monthly, principal payable quarterly from the Company's equity interest in the operating cashflow of CPOC and secured by the assets of CPOC.                           | -                                   | 6,182,000                          |
| <b>CPOC term note payable to First Republic Bank</b>  |                                     |                                    |
| Term note in the principal amount of \$5.3 million, due June 1, 2009, interest at Bank of America prime rate minus 0.25% (8.00% at September 30, 2006) payable monthly, principal of \$300,000 payable quarterly with a balloon payment of \$1,700,000 due on June 1, 2009 and secured by the assets of CPOC. | 4,900,000                           | -                                  |
| <b>Capital lease obligations, secured by equipment</b>  |                                     |                                    |
|   | 163,000                             | 266,000                            |
| <b>Comerica Bank term note payable</b>  |                                     |                                    |
| Term note payable in the principal amount of \$30,000, payable in 36 equal installments of \$928 through April 2008, interest payable at the fixed rate of 7%, secured by all property and equipment of Ascendant Solutions, Inc.   | 17,000                              | 23,000                             |
| Unsecured term note payable in the principal amount of \$225,000, interest only payable monthly at the Comerica Bank prime rate plus 1.00% (8.25% at December 31, 2005), principal paid in full in January 2006.  | -                                   | 225,000                            |
| <b>Demand note payable to affiliate</b>   |                                     |                                    |
| Demand note payable to Ampco Partners, Ltd., interest at Bank of Texas prime rate plus 4.00% (12.25% at September 30, 2006), secured by the Company's distributions from and partnership interest in Ampco Partners, Ltd., principal and accrued interest due on demand.                                      | 450,000                             | -                                  |
| <b>Insurance premium finance note payable</b>   |                                     |                                    |
| Term note payable in the principal amount of \$86,250, payable in 9 equal installments of \$9,804 through August 2006, interest payable at the fixed rate of 5.50%, secured by the Company's directors & officers insurance policies.   | -                                   | 76,000                             |
|   | 10,410,000                          | 11,923,000                         |
| Less current portion  | (6,074,000)                         | (1,049,000)                        |
|   | <u>\$ 4,336,000</u>                 | <u>\$ 10,874,000</u>               |

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The aggregate maturities of notes payable for the 12 months ended September 30 are as follows:

|      |                      |
|------|----------------------|
| 2007 | \$ 6,074,000         |
| 2008 | 1,245,000            |
| 2009 | 3,091,000            |
|      | <u>\$ 10,410,000</u> |

The Bank of Texas credit facility contains a borrowing base formula with which the Company must comply. If the outstanding borrowings under the facility exceed the borrowing base, the Company is obligated to make additional principal payments to reduce the outstanding borrowings. As of September 30, 2006 and December 31, 2005, the Company was in compliance with this borrowing base requirement.

Both the First Republic Bank term note and revolving line of credit are subject to certain financial covenants including a minimum ratio of earnings before interest, taxes, depreciation and amortization to debt service and a limit on annual capital expenditures. As of September 30, 2006 CPOC was in compliance with these financial covenants. The Term Note is being guaranteed by CPOC. The term note and the revolver are also being personally guaranteed, subject to certain limits, by certain officers and minority limited partners of CPOC. The Company is not paying any compensation to the individuals providing these guaranties.

**8. Commitments and Contingencies**

The Company and its subsidiaries lease its pharmacy, real estate advisory services and certain pharmacy equipment under non-cancelable operating lease agreements. Certain leases contain renewal options and provide that the Company pay taxes, insurance, maintenance and other operating expenses. Total rent expense for operating leases was approximately \$386,000 for the three months ended September 30, 2006.

Future minimum lease payments under non-cancelable operating leases for the twelve months ending September 30, are as follows:

|            |                     |
|------------|---------------------|
| 2007       | \$ 1,312,000        |
| 2008       | 1,114,000           |
| 2009       | 1,069,000           |
| 2010       | 977,000             |
| 2011       | 327,000             |
| Thereafter | 2,077,000           |
|            | <u>\$ 6,876,000</u> |

On September 25, 2006, the Chapter 7 trustee for the bankruptcy estate of Quantum North America, Inc. sought to enforce two default judgments against the Company for alleged preferential and fraudulent transfers to the Company's predecessor, ASD Systems, Inc. in the aggregate amount of approximately \$150,000, plus interest and attorneys fees. The transfers at issue occurred in 2000. The adversary proceedings filed in the bankruptcy case were styled: David Gottlieb v. ASD Systems, Inc.; Adv. Nos. 1:02-ap-02131-GM and 1:02-ap-01948. The Company believes that the judgments should be set aside as void since the service of the underlying complaints was defective and neither ASD Systems nor the Company were afforded the opportunity to defend. If the default judgments are set aside, the Company intends to defend the claims based on several available defenses. The Company anticipates that the hearing to consider the enforceability of the judgments will be in December 2006.

## 9. Stock Based Compensation

Under the Company's 2002 Equity Incentive Plan, it can issue up to 2,000,000 shares of restricted stock to employees and non-employee directors pursuant to restricted stock agreements. Under the restricted stock agreements, the restricted shares will vest annually over a three-year period, or such other restriction period as the Company's Board of Directors may approve.

As of September 30, 2006, the following shares had been issued under the 2002 Equity Incentive Plan:

| Year of Issuance: | Number of Shares | Shares Vested<br>at September 30, |               |
|-------------------|------------------|-----------------------------------|---------------|
|                   |                  | 2006                              | Non-Vested    |
| 2002              | 435,000          | 435,000                           | -             |
| 2003              | -                | -                                 | -             |
| 2004              | 67,500           | 61,667                            | 5,833         |
| 2005              | 47,500           | 30,833                            | 16,667        |
| 2006              | 80,395           | 62,895                            | 17,500        |
|                   | <u>630,395</u>   | <u>590,395</u>                    | <u>40,000</u> |

Deferred compensation equivalent to the market value of restricted common shares at date of issuance is reflected in stockholders' equity and is being amortized to operating expense over three years. Deferred compensation expense included in the accompanying condensed consolidated statements of operations amounted to \$33,000 and \$23,000 for the three month periods ended September 30, 2006 and 2005, respectively, and \$51,000 and \$58,000 for the nine month periods ended September 30, 2006 and 2005, respectively. The Company has not recognized any tax benefit related to this deferred compensation expense due to the existence of its federal tax net operating loss carryforward. During the three month period ended September 30, 2006, the Company issued 22,178 shares of restricted common stock to non-employee directors in lieu of paying cash for quarterly directors' fees. The fair value of these shares was \$13,750 based on the share price of the shares on the date of grant. This amount is also equal to the cash amount that would have been paid for the director's fees, and is included in selling, general and administrative expense for the three months ended September 30, 2006. The Company has deferred compensation expense of approximately \$30,000 at September 30, 2006 which will be recognized over the weighted average remaining life of the unvested restricted shares of approximately 20 months.

The Company's Long-Term Incentive Plan (the "Plan"), approved in May 1999 and last amended in October 2000, provides for the issuance to qualified participants options to purchase up to 2,500,000 of common stock. As of September 30, 2006 and December 31, 2005 respectively, options to purchase 490,000 and 915,000 shares of common stock were outstanding under the Plan.

The exercise price of the options is determined by the administrators of the Plan, but cannot be less than the fair market value of the Company's common stock on the date of the grant. Options vest ratably over periods of one to six years from the date of the grant. The options have a maximum life of ten years. The exercise price and the market price of the options were the same on the date of grant and thus there is no intrinsic value related to the outstanding options.

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Following is a summary of the activity of the Plan:

|                                 | <u>Number of<br/>Options</u> | <u>Weighted<br/>Average<br/>Exercise<br/>Price</u> |
|---------------------------------|------------------------------|--|
| Outstanding, December 31, 2005  | 915,000                      | \$ 0.26  |
| Granted in 2006                 | -                            | -  |
| Exercised in 2006               | (200,000)                    | 0.24   |
| Canceled in 2006                | (225,000)                    | -  |
| Outstanding, September 30, 2006 | <u>490,000</u>               | <u>0.29</u>  |

In September 2006, the Board of Directors of the Company elected to vest 43,334 of previously unvested share of the former Chief Financial Officer in consideration for consulting services to be provided over the next year to advise on financial and accounting matters.

Additional information regarding options outstanding as of September 30, 2006 is as follows:

| <u>Exercise Price</u> | <u>Options Outstanding</u> |  | <u>Options Exercisable</u> |   |
|-----------------------|----------------------------|--|----------------------------|---|
|                       | <u># Outstanding</u>       | <u>Weighted Avg.<br/>Remaining<br/>Contractual Life<br/>(Yrs.)</u> | <u># Exercisable</u>       | <u>Weighted Avg.<br/>Exercise Price</u> |
| \$1.00                | 30,000                     | 2.45   | 30,000                     | \$ 1.00                                 |
| \$0.24                | 460,000                    | 5.46   | 460,000                    | \$ 0.24                                 |
|                       | <u>490,000</u>             |  | <u>490,000</u>             | <u>\$ 0.29</u>                          |

Had compensation cost been recognized consistent with SFAS No. 123R, the Company's net loss attributable to common stockholders and net loss per share would have been adjusted to the pro forma amounts indicated below for the three and nine month periods ended September 30, 2005:

|   | <u>Three Months<br/>Ended<br/>September 30,<br/>2005<br/>(Restated)</u> | <u>Nine Months<br/>Ended<br/>September 30,<br/>2005<br/>(Restated)</u> |
|---|---|--|
| Net loss attributable to common stockholders as reported  | \$ (682,000)  | \$ (1,120,000)   |
| Total stock-based employee compensation included in reported net income, net of related tax effects                                 | 23,000  | 58,000   |
| Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects | (3,000)   | (9,000)  |
| Pro forma net loss  | <u>\$ (662,000)</u>   | <u>\$ (1,071,000)</u>  |
| Net loss per share:   |   |  |
| Basic - as reported   | \$ (0.03)   | \$ (0.05)  |
| Basic - pro forma   | \$ (0.03)   | \$ (0.05)  |
| Diluted - as reported   | \$ (0.03)   | \$ (0.05)  |
| Diluted - pro forma   | \$ (0.03)   | \$ (0.05)  |

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The Company used the Black-Scholes option-pricing model to determine the fair value of grants made during 2002. The following weighted average assumptions were applied in determining the pro forma compensation cost: risk free interest rate - 4.69%, expected option life in years - 6.00, expected stock price volatility - 1.837 and expected dividend yield - 0.00%.

**10. Business Segment Information**

The Company is organized in three segments: (i) healthcare, (ii) real estate advisory services and (iii) corporate and other businesses. The healthcare segment consists of the operations of DHI and the real estate advisory services segment consists of the operations of the CRESA Partners of Orange County LP and CRESA Capital Markets Group LP. Key measures used by the Company's management to evaluate business segment performance include revenue, cost of sales, gross profit, investment income and EBITDA. EBITDA is calculated as net income before deducting interest, taxes, depreciation and amortization. Although EBITDA is not a measure of actual cash flow because it does not consider changes in assets and liabilities that may impact cash balances, the Company believes it is a useful metric to evaluate operating performance.

Condensed statements of operations and balance sheet data for the Company's principal business segments for the three and nine month periods ended September 30, 2006 and 2005 are as follows (000's omitted):

|   | <b>Three Months Ended September 30,</b> |                        |                             |                      |                            |                        |                      |                       |
|---|---|------------------------|-----------------------------|----------------------|----------------------------|------------------------|----------------------|-----------------------|
|   | <b>Healthcare</b>                       |                        | <b>Real Estate Services</b> |                      | <b>Corporate and Other</b> |                        | <b>Consolidated</b>  |                       |
|   | <b>2006</b>                             | <b>2005</b>            | <b>2006</b>                 | <b>2005</b>          | <b>2006</b>                | <b>2005</b>            | <b>2006</b>          | <b>2005</b>           |
|   | <b>(Restated)</b>                       |                        |                             |                      |                            |                        | <b>(Restated)</b>    |                       |
| Revenue                                     | \$ 10,313                               | \$ 9,559               | \$ 1,971                    | \$ 2,464             | \$ -                       | \$ -                   | \$ 12,284            | \$ 12,023             |
| Cost of sales                               | 6,929                                   | 6,468                  | 1,130                       | 1,423                | -                          | -                      | 8,059                | 7,891                 |
| Gross profit                                | 3,384                                   | 3,091                  | 841                         | 1,041                | -                          | -                      | 4,225                | 4,132                 |
| Other income                                | (1)                                     | -                      | -                           | -                    | 19                         | 20                     | 18                   | 20                    |
| Equity in losses of equity method investees | -                                       | -                      | -                           | -                    | (84)                       | (75)                   | (84)                 | (75)                  |
| Discontinued operations                     | -                                       | (230)                  | -                           | -                    | -                          | -                      | -                    | (230)                 |
| Net income (loss)                           | <u>\$ 330</u>                           | <u>\$ (531)</u>        | <u>\$ 47</u>                | <u>\$ 195</u>        | <u>\$ (385)</u>            | <u>\$ (346)</u>        | <u>\$ (8)</u>        | <u>\$ (682)</u>       |
| Plus:                                       |   |                        |                             |                      |                            |                        |                      |                       |
| Interest Expense (Income)                   | 83                                      | 82                     | 100                         | 116                  | 16                         | -                      | 199                  | 198                   |
| Taxes                                       | -                                       | -                      | 13                          | 30                   | -                          | 17                     | 13                   | 47                    |
| Depreciation &                              |   |                        |                             |                      |                            |                        |                      |                       |
| Amortization                                | 99                                      | 86                     | 78                          | 82                   | 6                          | 6                      | 183                  | 174                   |
| Discontinued operations                     | -                                       | 230                    | -                           | -                    | -                          | -                      | -                    | 230                   |
| <b>EBITDA from continuing operations</b>    | <u><b>\$ 512</b></u>                    | <u><b>\$ (133)</b></u> | <u><b>\$ 238</b></u>        | <u><b>\$ 423</b></u> | <u><b>\$ (363)</b></u>     | <u><b>\$ (323)</b></u> | <u><b>\$ 387</b></u> | <u><b>\$ (33)</b></u> |

**Nine Months Ended September 30,**

|   | <b>Healthcare</b> |             | <b>Real Estate Services</b> |                 | <b>Corporate and Other</b> |                   | <b>Consolidated</b> |               |
|---|-------------------|-------------|-----------------------------|-----------------|----------------------------|-------------------|---------------------|---------------|
|   | <b>2006</b>       | <b>2005</b> | <b>2006</b>                 | <b>2005</b>     | <b>2006</b>                | <b>2005</b>       | <b>2006</b>         | <b>2005</b>   |
|   | <b>(Restated)</b> |             |                             |                 | <b>(Restated)</b>          |                   |                     |               |
| Revenue                                     | \$ 30,273         | \$ 29,276   | \$ 8,504                    | \$ 8,593        | \$ -                       | \$ -              | \$ 38,777           | \$ 37,869     |
| Cost of sales                               | 21,061            | 19,795      | 5,071                       | 5,254           | -                          | -                 | 26,132              | 25,049        |
| Gross profit                                | 9,212             | 9,481       | 3,433                       | 3,339           | -                          | -                 | 12,645              | 12,820        |
| Other income                                | 90                | 4           | 100                         | (1)             | 32                         | 55                | 222                 | 58            |
| Equity in losses of equity method investees | -                 | -           | -                           | -               | (300)                      | (211)             | (300)               | (211)         |
| Discontinued operations                     | 230               | (230)       | -                           | -               | -                          | -                 | 230                 | (230)         |
| Net income (loss)                           | \$ 89             | \$ (737)    | \$ 758                      | \$ 656          | \$ (1,178)                 | \$ (1,039)        | \$ (331)            | \$ (1,120)    |
| Plus:                                       |                   |             |                             |                 |                            |                   |                     |               |
| Interest Expense (Income)                   | 252               | 250         | 313                         | 326             | 14                         | (12)              | 579                 | 564           |
| Taxes                                       | -                 | -           | 86                          | 108             | 12                         | 17                | 98                  | 125           |
| Depreciation & Amortization                 | 293               | 258         | 223                         | 227             | 18                         | 11                | 534                 | 496           |
| Discontinued operations                     | (230)             | 230         | -                           | -               | -                          | -                 | (230)               | 230           |
| <b>EBITDA from continuing operations</b>    | <b>\$ 404</b>     | <b>\$ 1</b> | <b>\$ 1,380</b>             | <b>\$ 1,317</b> | <b>\$ (1,134)</b>          | <b>\$ (1,023)</b> | <b>\$ 650</b>       | <b>\$ 295</b> |

**September 30, 2006 and December 31, 2005**

|              | <b>Healthcare</b> |             | <b>Real Estate Services</b> |             | <b>Corporate and Other</b> |             | <b>Consolidated</b> |             |
|--------------|-------------------|-------------|-----------------------------|-------------|----------------------------|-------------|---------------------|-------------|
|              | <b>2006</b>       | <b>2005</b> | <b>2006</b>                 | <b>2005</b> | <b>2006</b>                | <b>2005</b> | <b>2006</b>         | <b>2005</b> |
| Total assets | \$ 8,543          | \$ 8,631    | \$ 10,279                   | \$ 11,341   | \$ 1,053                   | \$ 2,026    | \$ 19,875           | \$ 21,998   |

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

*The following discussion and analysis should be read in conjunction with our condensed consolidated financial statements and notes thereto included elsewhere in this report together with the consolidated financial statements, notes and management's discussion contained in our Form 10-K for the year ended December 31, 2005.*

*Except for the historical information contained herein, the discussion in this report contains certain forward-looking statements that involve risks and uncertainties, such as statements of our plans, objectives, expectations and intentions. When used in this report, the words "expects," "intends," "plans," and "anticipates" and similar terms are intended to identify forward-looking statements that relate to the Company's future performance. Our forward-looking statements are based on the current expectations of management, and we assume no obligation to update this information; additionally, the Company's actual results may differ materially from the results discussed here. The cautionary statements made in this report should be read as being applicable to all related forward-looking statements, wherever they appear in this report. Furthermore, see the Company's most recent Form 10-K for the year ended December 31, 2005, including the section titled "Risks Related to Our Business," "Risks Specific to Operating Subsidiaries," "Risks Related to Our Investments in Real Estate," and "Other Risks." These risks and uncertainties include, but are not limited to, (a) the following general risks: our limited funds and risks of not obtaining additional funds, certain of our subsidiaries are highly leveraged, potential difficulties in integrating and managing our subsidiaries, our dependence upon management, our dependence upon a small staff, certain subsidiaries accounting for a significant percentage of revenue, unforeseen acquisition costs, the potential for future leveraged acquisitions, restrictions on the use of net operating loss carryforwards, and the difficulty in predicting operations; (b) the following risks to Dougherty's Holdings, Inc.: extensive regulation of the pharmacy business, the competitive nature of the retail pharmacy industry, third party payor attempts to reduce reimbursement rates, difficulty in collecting accounts receivable, dependence upon a single pharmaceutical products supplier, price increases as a result of our potential failure to maintain sufficient pharmaceutical sales, shortages in qualified employees, and liability risks inherent in the pharmaceutical industry; (c) the following risks to CRESA Partners of Orange County, L.P.: the size of our competitors, our concentration on the southern California real estate market, the variance of financial results among quarters, the inability to retain senior management and/or attract and retain qualified employees, the regulatory and compliance requirements of the real estate brokerage industry and the risks of failing to comply with such requirements, and the potential liabilities that arise from our real estate brokerage activities; (d) the following risks to our investments in real estate including Fairways Frisco, L.P.: our dependence on tenants for lease revenues, the risks inherent in real estate development activities, the general economic conditions of areas in which we focus our real estate development activities, the risks of natural disasters, the illiquidity of real estate investments; and (e) the following other risks: a majority of our common stock is beneficially owned by our principal stockholders, officers and directors, relationships and transactions with related parties, our stock is not traded on NASDAQ or a national securities exchange, effect of penny stock regulations, and litigation.*

*In addition to the aforementioned risk factors, our future operating results are difficult to predict. Factors that are likely to cause varying results include our ability to profitably operate DHI and CPOC and to pay the principal and interest on the significant debt incurred to make these acquisition; our ability to pay the principal and interest on approximately \$4.4 million of promissory notes of which approximately \$4 million is due in March 2007 and another \$450,000 is due on demand and, if we are unable to pay these obligations when due, our ability to refinance such amounts at all or, if we are able to refinance such amounts, our ability to refinance such amounts on terms acceptable to us; our success with the investments in, and operations of Ampco, Capital Markets and our participation in Fairways transactions; our ability to operate Park InfusionCare; the results of our investments in real estate; fluctuations in general interest rates; the availability and cost of capital to us; the existence and amount of unforeseen acquisition costs; and our ability to locate and successfully acquire or develop one or more business enterprises.*

### **The Company**

Ascendant Solutions, Inc. ("we," "us," or "the Company") is a Delaware corporation with principal executive offices located at 16250 Dallas Parkway, Suite 100, Dallas, Texas 75248 (telephone number 972-250-0945). We are a diversified financial services company which is seeking to, or has invested in, or acquired, healthcare, manufacturing, distribution or service companies. We are organized in three segments: (i) healthcare, (ii) real estate advisory services and (iii) corporate and other businesses. A detailed discussion of our business segments is included in our Form 10-K for the year ended December 31, 2005.

## **Healthcare**

Our healthcare segment consists of Dougherty's Holdings, Inc. ("DHI"), which operates specialty retail pharmacies. Based in Dallas, Texas, DHI operates (i) Dougherty's Pharmacy Inc. in Dallas, a specialty compounding pharmacy, and (ii) three specialty pharmacies in the area between Houston and the Gulf of Mexico coast under the name "Medicine Man", and (iii) three infusion therapy facilities in Dallas, San Antonio and Houston, Texas under the name "Park InfusionCare."

## **Real Estate Advisory Services**

Our real estate advisory services segment consists of (i) CRESA Capital Markets Group, L.P. ("Capital Markets") a subsidiary in which the Company owns 80% of the issued and outstanding limited partnership interests (ii) our wholly owned subsidiary ASDS of Orange County, Inc., a Delaware corporation f/k/a Orange County Acquisition Corp. ("ASDS") and (iii) CRESA Partners of Orange County, LP. ("CPOC"), a subsidiary in which the Company owns 99% of the issued and outstanding limited partnership interests.

## **Corporate & Other Businesses**

Our corporate & other businesses segment includes investments in and results from investments in unconsolidated subsidiaries. The investments and investment results included in this segment are from the following entities: Ampco Partners, Ltd., Fairways Frisco, LP and Fairways 03 New Jersey, LP.

## **Discontinued Operations**

As disclosed in a Current Report on Form 8-K filed on May 24, 2006, the board of directors decided to retain the operations of Park InfusionCare, which had previously been reported as a discontinued operation while the Company was pursuing a potential disposition or strategic transaction for its infusion therapy business. In connection with the decision to retain the operations of Park InfusionCare, DHI entered into an employment agreement on May 18, 2006 with Scott R. Holtmyer to be the Vice President of its Park InfusionCare infusion therapy business.

The Company began reporting the results of Park InfusionCare as a discontinued operation in its September 30, 2005 quarterly report on Form 10-Q/A. As a result of the board of directors decision to retain the operations of Park InfusionCare, the Company has reported the operating results of Park InfusionCare as part of continuing operations in its June 30, 2006 and September 30, 2006 quarterly reports on Form 10-Q/A.

The Company had previously recorded an estimated charge of \$230,000 for employee retention costs directly related to any potential disposition or strategic transaction for Park InfusionCare. As no such transaction was consummated, none of these retention costs were paid and the Company has recorded a reversal of this accrual as part of results from discontinued operations in the accompanying consolidated statements of operations for the three and nine month periods ended September 30, 2006 and 2005. All other Park InfusionCare amounts in this Form 10-Q/A for the three and nine month periods ended September 30, 2006 and 2005 have been reported as part of continuing operations.

We are also occasionally involved in other claims and proceedings, which are incidental to our business. We cannot determine what, if any, material effect these matters will have on our future financial position and results of operations.

**Results of Operations: Comparison of the Three Months Ended September 30, 2006 to the Three Months Ended September 30, 2005 (000's Omitted)**

|  | Three Months Ended September 30, |                 |               |                               |               |                 |
|--|----------------------------------|-----------------|---------------|-------------------------------|---------------|-----------------|
|  | Healthcare                       |                 |               | Real Estate Advisory Services |               |                 |
|  | 2006                             | 2005            | Dollar Change | 2006                          | 2005          | Dollar Change   |
|  | (Restated)                       |                 |               |                               |               |                 |
| Revenue  | \$ 10,313                        | \$ 9,559        | \$ 754        | \$ 1,971                      | \$ 2,464      | \$ (493)        |
| Cost of Sales  | 6,929                            | 6,468           | 461           | 1,130                         | 1,423         | (293)           |
| Gross Profit   | 3,384                            | 3,091           | 293           | 841                           | 1,041         | (200)           |
| Operating expenses                                   | 2,970                            | 3,310           | (340)         | 681                           | 701           | (20)            |
| Equity in income (losses) of equity method investees | -                                | -               | -             | -                             | -             | -               |
| Other income   | (1)                              | -               | (1)           | -                             | -             | -               |
| Interest income (expense), net                       | (83)                             | (82)            | (1)           | (100)                         | (116)         | 16              |
| Minority interests                                   | -                                | -               | -             | -                             | 1             | (1)             |
| Income tax provision                                 | -                                | -               | -             | (13)                          | (30)          | 17              |
| Discontinued operations                              | -                                | (230)           | 230           | -                             | -             | -               |
| <b>Net income</b>                                    | <b>\$ 330</b>                    | <b>\$ (531)</b> | <b>\$ 861</b> | <b>\$ 47</b>                  | <b>\$ 195</b> | <b>\$ (148)</b> |
| <i>Plus:</i>   |                                  |                 |               |                               |               |                 |
| Interest (income) expense, net                       | \$ 83                            | \$ 82           | \$ 1          | \$ 100                        | \$ 116        | \$ (16)         |
| Income tax provision                                 | -                                | -               | -             | 13                            | 30            | (17)            |
| Depreciation & Amortization                          | 99                               | 86              | 13            | 78                            | 82            | (4)             |
| Discontinued operations                              | -                                | 230             | (230)         | -                             | -             | -               |
| <b>EBITDA from continuing operations</b>             | <b>\$ 512</b>                    | <b>\$ (133)</b> | <b>\$ 645</b> | <b>\$ 238</b>                 | <b>\$ 423</b> | <b>\$ (185)</b> |

|  | Three Months Ended September 30, |                 |                |               |                 |               |
|--|----------------------------------|-----------------|----------------|---------------|-----------------|---------------|
|  | Corporate & Other                |                 |                | Consolidated  |                 |               |
|  | 2006                             | 2005            | Dollar Change  | 2006          | 2005            | Dollar Change |
|  | (Restated)                       |                 |                |               |                 |               |
| Revenue  | \$ -                             | \$ -            | \$ -           | \$ 12,284     | \$ 12,023       | \$ 261        |
| Cost of Sales  | -                                | -               | -              | 8,059         | 7,891           | 168           |
| Gross Profit   | -                                | -               | -              | 4,225         | 4,132           | 93            |
| Operating expenses                                   | 304                              | 273             | 31             | 3,955         | 4,284           | (329)         |
| Equity in income (losses) of equity method investees | (84)                             | (75)            | (9)            | (84)          | (75)            | (9)           |
| Other income   | 19                               | 20              | (1)            | 18            | 20              | (2)           |
| Interest income (expense), net                       | (16)                             | -               | (16)           | (199)         | (198)           | (1)           |
| Minority interests                                   | -                                | (1)             | 1              | -             | -               | -             |
| Income tax provision                                 | -                                | (17)            | 17             | (13)          | (47)            | 34            |
| Discontinued operations                              | -                                | -               | -              | -             | (230)           | 230           |
| <b>Net income</b>                                    | <b>\$ (385)</b>                  | <b>\$ (346)</b> | <b>\$ (39)</b> | <b>\$ (8)</b> | <b>\$ (682)</b> | <b>\$ 674</b> |
| <i>Plus:</i>   |                                  |                 |                |               |                 |               |
| Interest (income) expense, net                       | \$ 16                            | \$ -            | \$ 16          | \$ 199        | \$ 198          | \$ 1          |
| Income tax provision                                 | -                                | 17              | (17)           | 13            | 47              | (34)          |
| Depreciation & Amortization                          | 6                                | 6               | -              | 183           | 174             | 9             |
| Discontinued operations                              | -                                | -               | -              | -             | 230             | (230)         |
| <b>EBITDA from continuing operations</b>             | <b>\$ (363)</b>                  | <b>\$ (323)</b> | <b>\$ (40)</b> | <b>\$ 387</b> | <b>\$ (33)</b>  | <b>\$ 420</b> |

## **Healthcare**

### **Revenues**

Total revenues increased \$754,000 during the third quarter of 2006 to \$10,313,000. This represents a 7.9% increase over revenue of \$9,559,000 in the third quarter of 2005. The increase includes a 4.6% increase in the number of retail pharmacy prescriptions filled. The increase in revenue of \$1,149,000, or 15.7% at the retail pharmacies, is offset by a decrease of \$395,000, or 17.5%, at Park InfusionCare. The decrease in infusion revenue is due to a decrease in the number of patient therapies and the lingering impact on ongoing business from the Company's prior announcement in November 2005 of the plans to seek a strategic transaction or potential disposition.

### **Cost of sales**

The cost of sales increased \$461,000 during the third quarter of 2006 to \$6,929,000 or 67.2% of revenues. Cost of sales in the third quarter of 2005 was \$6,468,000 or 67.7% of revenues. The overall increase in cost of sales is primarily due to increased volume of retail pharmacy prescriptions filled and sales of other merchandise of \$993,000, or 18.8%, which is offset by a decreased volume of infusion therapy of \$532,000, or 44.9%. In addition, the increase in the cost of sales is due to a 1.9% increase in the cost at the retail pharmacies which is offset by a 10.7% decrease in the cost of infusion therapy drugs.

### **Gross profit**

Gross profit increased \$293,000 as a result of the factors discussed in Revenues and Cost of Sales above. Gross profit was 32.8% of revenue in the third quarter of 2006 as compared to 32.3% of revenue in the third quarter of 2005. The increase in gross profit includes \$155,000, or 7.7% at the retail pharmacies and \$138,000, or 12.8% at Park InfusionCare.

### **Operating expenses**

Operating expenses decreased \$340,000 from \$3,310,000 in the third quarter of 2005 to \$2,970,000 in the third quarter of 2006. The decrease in healthcare operating expenses is due primarily to a reduced headcount and other operating expenses at Park InfusionCare of \$218,000 which is a reduction of 16.4% as compared to the third quarter of 2005. In addition, overhead expenses at the corporate office were reduced by \$111,000 which is a reduction of 36% as a result of reduced headcount and other cost reduction initiatives as compared to the third quarter of 2005.

## **Real Estate Advisory Services**

### **Revenue**

Revenue decreased \$493,000 from \$2,464,000 in the third quarter of 2005 to \$1,971,000 during the third quarter of 2006. The decrease is due primarily to a decrease of \$463,000 in revenue earned by CPOC. The revenue decrease is due to a decrease in commissions received for tenant representation services in the third quarter of 2006.

### **Cost of Sales**

Cost of sales was \$1,130,000 for the third quarter of 2006, representing 57.3% of revenue. By comparison, cost of sales was \$1,423,000 or 57.8% of revenue in the third quarter of 2005. The decrease in the cost of sales percentage is due to a decrease in broker commissions paid as a percentage of total revenue. Brokerage commissions can vary depending on the transaction terms and whether brokers have reached certain commission targets. Cost of sales includes all direct costs, including license fees and broker commissions, incurred in connection with a real estate advisory transaction.

### **Operating Expenses**

Operating Expenses decreased \$20,000 from \$701,000 in the third quarter of 2005 to \$681,000 for the third quarter of 2006. The decrease in operating expenses is due mostly to a \$40,000 decrease in expenses for Capital Markets as a result of its management agreement with Fairways Equities, under which it only incurs expenses when revenues are earned from a real estate advisory transaction closing. This agreement was implemented in the third quarter of 2005.

### **Income tax provision**

The income tax provision decreased \$17,000 in the third quarter of 2006. The decrease is due to a decrease in net income before taxes at CPOC. The income tax provision represents the California state income tax expense for CPOC. The Company's net operating loss carryforwards for Federal and state income tax purposes does not contain any loss carryforwards available to offset California state income taxes.

*Corporate & Other*

**Operating expenses**

Operating expenses increased \$31,000 from \$273,000 in the third quarter of 2005 to \$304,000 in the third quarter of 2006 and is primarily comprised of increased expenses for payroll and professional fees in the normal course of business.

**Equity in losses of equity method investees**

Equity in losses of equity method investees increased \$9,000 from (\$75,000) during the third quarter of 2005 to (\$84,000) for the third quarter of 2006. Equity in losses of equity method investees represents our pro-rata portion, based on our limited partnership interests, of the losses of Ampco Partners, Ltd., Fairways 03 New Jersey, L.P. and Fairways Frisco, LP as follows:

|                            | <b>Three Months Ended September 30,</b> |                    |
|----------------------------|---|--------------------|
|                            | <b>2006</b>                             | <b>2005</b>        |
|                            |   | <b>(Restated)</b>  |
| Ampco Partners, Ltd.       | \$ 5,000                                | \$ 35,000          |
| Fairways 03 New Jersey, LP | -                                       | 42,000             |
| Fairways Frisco, L.P.      | (89,000)                                | (152,000)          |
|                            | <u>\$ (84,000)</u>                      | <u>\$ (75,000)</u> |

The equity in losses of Fairways Frisco represents our share of the net loss of Fairways Frisco for the three months ended September 30, 2006 and 2005, respectively. We made our initial investment in Fairways Frisco on December 31, 2004, and accordingly no equity in losses of Fairways Frisco was recorded in 2004. These amounts are a non-cash adjustment to our operating results and we have no obligation to fund the operating losses or debts of Fairways Frisco.

**Results of Operations: Comparison of the Nine Months Ended September 30, 2006 to the Nine Months Ended September 30, 2005 (000's Omitted)**

|  | Nine Months Ended September 30, |                 |               |                               |                 |               |
|--|---------------------------------|-----------------|---------------|-------------------------------|-----------------|---------------|
|  | Healthcare                      |                 |               | Real Estate Advisory Services |                 |               |
|  | 2006                            | 2005            | Dollar Change | 2006                          | 2005            | Dollar Change |
|  | (Restated)                      |                 |               |                               |                 |               |
| Revenue  | \$ 30,273                       | \$ 29,276       | \$ 997        | \$ 8,504                      | \$ 8,593        | \$ (89)       |
| Cost of Sales  | 21,061                          | 19,795          | 1,266         | 5,071                         | 5,254           | (183)         |
| Gross Profit   | 9,212                           | 9,481           | (269)         | 3,433                         | 3,339           | 94            |
| Operating expenses                                   | 9,191                           | 9,742           | (551)         | 2,353                         | 2,278           | 75            |
| Equity in income (losses) of equity method investees | -                               | -               | -             | -                             | -               | -             |
| Other income   | 90                              | 4               | 86            | 100                           | (1)             | 101           |
| Interest income (expense), net                       | (252)                           | (250)           | (2)           | (313)                         | (326)           | 13            |
| Minority interests                                   | -                               | -               | -             | (23)                          | 30              | (53)          |
| Income tax provision                                 | -                               | -               | -             | (86)                          | (108)           | 22            |
| Income from discontinued operations                  | 230                             | (230)           | 460           | -                             | -               | -             |
| <b>Net income</b>                                    | <b>\$ 89</b>                    | <b>\$ (737)</b> | <b>\$ 826</b> | <b>\$ 758</b>                 | <b>\$ 656</b>   | <b>\$ 102</b> |
| <i>Plus:</i>   |                                 |                 |               |                               |                 |               |
| Interest (income) expense, net                       | \$ 252                          | \$ 250          | \$ 2          | \$ 313                        | \$ 326          | \$ (13)       |
| Income tax provision                                 | -                               | -               | -             | 86                            | 108             | (22)          |
| Depreciation & Amortization                          | 293                             | 258             | 35            | 223                           | 227             | (4)           |
| Discontinued operations                              | (230)                           | 230             | (460)         | -                             | -               | -             |
| <b>EBITDA from continuing operations</b>             | <b>\$ 404</b>                   | <b>\$ 1</b>     | <b>\$ 403</b> | <b>\$ 1,380</b>               | <b>\$ 1,317</b> | <b>\$ 63</b>  |

|  | Nine Months Ended September 30, |                   |                 |                 |                   |               |
|--|---------------------------------|-------------------|-----------------|-----------------|-------------------|---------------|
|  | Corporate & Other               |                   |                 | Consolidated    |                   |               |
|  | 2006                            | 2005              | Dollar Change   | 2006            | 2005              | Dollar Change |
|  | (Restated)                      |                   |                 |                 |                   |               |
| Revenue  | \$ -                            | \$ -              | \$ -            | \$ 38,777       | \$ 37,869         | \$ 908        |
| Cost of Sales  | -                               | -                 | -               | 26,132          | 25,049            | 1,083         |
| Gross Profit   | -                               | -                 | -               | 12,645          | 12,820            | (175)         |
| Operating expenses                                   | 876                             | 877               | (1)             | 12,420          | 12,897            | (477)         |
| Equity in income (losses) of equity method investees | (300)                           | (211)             | (89)            | (300)           | (211)             | (89)          |
| Other income   | 32                              | 55                | (23)            | 222             | 58                | 164           |
| Interest income (expense), net                       | (14)                            | 12                | (26)            | (579)           | (564)             | (15)          |
| Minority interests                                   | (8)                             | (1)               | (7)             | (31)            | 29                | (60)          |
| Income tax provision                                 | (12)                            | (17)              | 5               | (98)            | (125)             | 27            |
| Income from discontinued operations                  | -                               | -                 | -               | 230             | (230)             | 460           |
| <b>Net income</b>                                    | <b>\$ (1,178)</b>               | <b>\$ (1,039)</b> | <b>\$ (139)</b> | <b>\$ (331)</b> | <b>\$ (1,120)</b> | <b>\$ 789</b> |
| <i>Plus:</i>   |                                 |                   |                 |                 |                   |               |
| Interest (income) expense, net                       | \$ 14                           | \$ (12)           | \$ 26           | \$ 579          | \$ 564            | \$ 15         |
| Income tax provision                                 | 12                              | 17                | (5)             | 98              | 125               | (27)          |
| Depreciation & Amortization                          | 18                              | 11                | 7               | 534             | 496               | 38            |
| Discontinued operations                              | -                               | -                 | -               | (230)           | 230               | (460)         |
| <b>EBITDA from continuing operations</b>             | <b>\$ (1,134)</b>               | <b>\$ (1,023)</b> | <b>\$ (111)</b> | <b>\$ 650</b>   | <b>\$ 295</b>     | <b>\$ 355</b> |

## **Healthcare**

### **Revenues**

Total revenues increased \$997,000 during the nine month period ended September 30, 2006 to \$30,273,000. This represents a 3.4% increase over revenue of \$29,276,000 in the nine month period ended September 30, 2005. The increase is due to a 3.9% increase in the number of retail pharmacy prescriptions filled, an increase in prices for retail pharmacy prescriptions and additional volume in non-prescription merchandise. The increase in revenue of \$2,723,000, or 12.3% at the retail pharmacies, is offset by a decrease of \$1,725,000, or 24.3%, at Park InfusionCare. The decrease in infusion revenue is due to a decrease in the number of patient therapies and the lingering impact on the ongoing business from the Company's prior announcement in November 2005 of the plans to seek a strategic transaction or potential disposition.

### **Cost of sales**

The cost of sales increased \$1,266,000 during the nine month period ended September 30, 2006 to \$21,061,000 or 69.6% of revenues. Cost of sales in the nine month period ended September 30, 2005 was \$19,795,000 or 67.6% of revenues. The overall increase in cost of sales is primarily due to increased volume of retail pharmacy prescriptions filled and sales of other merchandise of \$2,308,000, or 14.2%, which is offset by a decreased volume of infusion therapy of \$1,042,000, or 29.3%. In addition, the increase in cost of sales is due to a 1.3% increase in the cost at the retail pharmacies which is slightly offset by a 0.6% decrease in the cost of infusion therapy drugs.

### **Gross profit**

Gross profit decreased \$269,000 as a result of the factors discussed in Revenues and Cost of Sales above. Gross profit was 30.4% of revenue in the nine month period ended September 30, 2006 as compared to 32.4% of revenue in the nine month period ended September 30, 2005. The increase in gross profit of \$415,000, or 7% at the retail pharmacies, is offset by a decrease of \$683,000, or 19.2% at Park InfusionCare. As a result, the gross profit and overall results of Healthcare continued to be adversely impacted by Park InfusionCare.

### **Operating expenses**

Operating expenses decreased \$551,000 from \$9,742,000 in the nine month period ended September 30, 2005 to \$9,191,000 in the nine month period ended September 30, 2006. The decrease in healthcare operating expenses is due to a reduction in headcount and other operating expenses at Park InfusionCare of \$396,000 which is a reduction of 10.7% as compared to the nine month period ended September 30, 2006. These reductions are offset by an increase in operating expenses at the retail pharmacies of \$333,000, or 11.7% due to an increase in headcount and other operating expenses due to the increase in volume and revenue. In addition, overhead expenses at the corporate office were reduced by \$488,000 which is a reduction of 38.4% as a result of reduced headcount expenses and professional fees, primarily related to the potential transaction of Park InfusionCare, as well as other cost reduction initiatives as compared to the same period in 2005.

## **Real Estate Advisory Services**

### **Revenue**

Revenue decreased \$89,000 from \$8,593,000 in the nine month period ended September 30, 2005 to \$8,504,000 during the nine month period ended September 30, 2006. The decrease is due to a decrease of \$398,000 in revenue earned by CPOC which is offset by an increase of \$309,000 in revenue at Capital Markets. The revenue decrease at CPOC is due to a decrease in commissions received for tenant representation services in the nine month period ended September 30, 2006 as compared to the commission received for the same period ended September 30, 2005. The revenue increase at Capital Markets is due to fees received from the closing of an advisory transaction in the nine month period ended September 30, 2006 as compared to transaction fees earned in the nine month period ended September 30, 2005.

### **Cost of Sales**

Cost of sales was \$5,071,000 for the nine month period ended September 30, 2006, representing 59.6% of revenue. By comparison, cost of sales was \$5,254,000 or 61.1% of revenue in the nine month period ended September 30, 2005. The decrease in the cost of sales percentage is due to a decrease in broker commissions paid as a percentage of total revenue. Brokerage commissions can vary depending on the transaction terms and whether brokers have reached certain commission targets. Cost of sales includes all direct costs, including license fees and broker commissions, incurred in connection with a real estate advisory transaction.

### Operating Expenses

Operating Expenses increased \$75,000 from \$2,278,000 in the nine month period ended September 30, 2005 to \$2,353,000 for the nine month period ended September 30, 2006. The increase includes professional bonus and management fee expenses which are paid based on a percentage of revenue earned by Capital Markets. Operating expenses at CPOC also increased due to higher personnel and facilities expenses.

### Income tax provision

The income tax provision declined \$22,000 in the nine month period ended September 30, 2006. The decline is due to a decline in net income before taxes at CPOC. The income tax provision represents the California state income tax expense for CPOC. The Company's net operating loss carryforwards for Federal and state income tax purposes does not contain any loss carryforwards available to offset California state income taxes.

### Corporate & Other

#### Operating expenses

Operating expenses decreased \$1,000 from \$877,000 in the nine month period ended September 30, 2005 to \$876,000 in the nine month period ended September 30, 2006.

#### Equity in income (losses) of equity method investees

Equity in income (losses) of equity method investees increased (\$89,000) from (\$211,000) during the nine month period ended September 30, 2005 to (\$300,000) for the nine month period ended September 30, 2006. Equity in income (losses) of equity method investees represents our pro-rata portion, based on our limited partnership interests, of the income (losses) of Ampco Partners, Ltd., Fairways 03 New Jersey, L.P. and Fairways Frisco, LP as follows:

|                            | Nine Months Ended September 30, |                     |
|----------------------------|---------------------------------|---------------------|
|                            | 2006                            | 2005                |
|                            |                                 | (Restated)          |
| Ampco Partners, Ltd.       | \$ 73,000                       | \$ 95,000           |
| Fairways 03 New Jersey, LP | -                               | 136,000             |
| Fairways Frisco, L.P.      | (373,000)                       | (442,000)           |
|                            | <u>\$ (300,000)</u>             | <u>\$ (211,000)</u> |

The equity in losses of Fairways Frisco represents our share of the net loss of Fairways Frisco for the three months ended September 30, 2006 and 2005, respectively. We made our initial investment in Fairways Frisco on December 31, 2004, and accordingly no equity in income (losses) of Fairways Frisco was recorded in 2004. These amounts are a non-cash adjustment to our operating results and we have no obligation to fund the operating losses or debts of Fairways Frisco.

### Liquidity and Capital Resources

As of September 30, 2006, we had a working capital deficit of approximately \$(1.6) million as compared to working capital of approximately \$4.5 million at December 31, 2005. This decrease is due primarily to \$4.4 million of notes payable included as a current liability at September 30, 2006, which were classified as long term at December 31, 2005. These notes payable related to the Healthcare segment are contractually due in March 2007. The Company has had ongoing discussions with various banks regarding the refinancing of these Healthcare notes payable. The Company intends to continue pursuing all available alternatives for the refinancing or payoff of these notes payable. However, we can provide no assurance that it will be successful in refinancing these notes payable on terms that are acceptable to us or at all. The decrease in working capital is also due to the addition of a demand note payable to Ampco Partners, Ltd. in the amount of \$450,000 which is included as a current liability. The proceeds of this note will be used for general operating purposes, including but, not limited, to the funding of working capital needs for Park InfusionCare.

As of September 30, 2006, we had cash and cash equivalents of approximately \$2.3 million as compared to approximately \$3.2 million at December 31, 2005. The decrease is primarily the result of cash flow used in financing activities for the nine month period ended September 30, 2006 of \$1.1 million. The overall decrease in cash also includes payments on notes payable of \$2.4 million offset by cash borrowed on notes payable of \$985,000.

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Our future capital needs are uncertain. The Company may or may not need additional financing in the future to fund operations. We do not know whether additional financing will be available when needed, or that, if available, we will obtain financing on terms favorable to stockholders.

### Cash Flow

Since December 31, 2005, we have decreased our cash balances by approximately \$943,000. Cash flow from operating activities totaled \$257,000. We used cash in investing activities of \$103,000 primarily due to \$161,000 of purchase of property and equipment net of distributions from limited partners of \$85,000. We also used cash in financing activities of \$1,097,000 primarily due to approximately \$2.4 million in reductions of outstanding notes payable, borrowings of \$985,000 under notes payable and the receipt of the final installment of the \$230,000 CPOC restructuring fee.

### Tax Loss Carryforwards

At December 31, 2005, we had approximately \$54 million of federal net operating loss carryforwards and \$21 million of state net operating loss carryforwards available to offset future taxable income, which, if not utilized, will fully expire from 2018 to 2024. We believe that the issuance of shares of our common stock pursuant to our initial public offering on November 15, 1999 caused an "ownership change" for purposes of Section 382 of the Internal Revenue Code of 1986, as amended. Consequently, we believe that the portion of our net operating loss carryforwards attributable to the period prior to November 16, 1999 is subject to an annual limitation pursuant to Section 382. Our total deferred tax assets have been fully reserved as a result of the uncertainty of future taxable income. Accordingly, no tax benefit has been recognized in the periods presented.

### State Income Taxes

In May 2006, the State of Texas replaced the current franchise tax system with a new Texas Margin Tax ("TMT"). The TMT is a 1% gross receipts tax based on the Company's taxable margin, as defined by the new law. However, for taxable entities primarily engaged in retail and wholesale trade, the rate is 0.5% of taxable margin. The Company is currently evaluating the impact of the TMT, which is effective January 1, 2008.

### Disclosures About Contractual Obligations and Commercial Commitments

A summary of our contractual commitments under debt and lease agreements and other contractual obligations at September 30, 2006 and the effect such obligations are expected to have on liquidity and cash flow in future periods appears below. This is all forward-looking information and is subject to the risks and qualifications set forth at the beginning of Item 2.

#### Contractual Obligations

As of September 30, 2006

|                   | Payments due by Period |                     |                   |                      | Total                |
|-------------------|------------------------|---------------------|-------------------|----------------------|----------------------|
|                   | (\$-000's omitted)     |                     |                   |                      |                      |
|                   | Less than<br>1 year    | 1-3<br>Years        | 3-5<br>Years      | More than<br>5 years |                      |
| Lease Obligations | \$ 1,312,000           | \$ 3,160,000        | \$ 327,000        | \$ 2,077,000         | \$ 6,876,000         |
| Notes Payable     | 6,074,000              | 4,336,000           | -                 | -                    | 10,410,000           |
| Total             | <u>\$ 7,386,000</u>    | <u>\$ 7,496,000</u> | <u>\$ 327,000</u> | <u>\$ 2,077,000</u>  | <u>\$ 17,286,000</u> |

### Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to long-term investments.

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We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the 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 accounting policies and the related judgments and estimates affect the preparation of our consolidated financial statements. Critical accounting policies not otherwise included herein are included in the Company's Form 10-K for the year ended December 31, 2005 as filed with the Securities and Exchange Commission.

### ***Long-Term Investments***

Equity method investments represent investments in limited partnerships accounted for using the equity method of accounting for investments, and none represent investments in publicly traded companies. The equity method is used as the Company does not have a majority interest and does not have significant influence over the operations of the respective companies. The Company also uses the equity method for investments in real estate limited partnerships where it owns more than 3% to 5% of the limited partnership interests. Accordingly, the Company records its proportionate share of the income or losses generated by equity method investees in the condensed consolidated statements of operations. If the Company receives distributions in excess of its equity in earnings, they are recorded as a reduction of its investment.

The fair value of our long-term investments is dependent upon the performance of the companies in which we have invested, as well as volatility inherent in the external markets for these investments. The fair value of our ownership interests in, and advances to, privately held companies is generally determined based on overall market conditions, availability of capital as well as the value at which independent third parties have invested in similar private equity transactions. We evaluate, on an on-going basis, the carrying value of our ownership interests in and advances to the companies in which we have invested for possible impairment based on achievement of business plan objectives, the financial condition and prospects of the company and other relevant factors, including overall market conditions. Such factors may be financial or non-financial in nature.

If as a result of the review of this information, we believe our investment should be reduced to a fair value below its cost, the reduction would be charged to "loss on investments" on the statements of operations. Although we believe our estimates reasonably reflect the fair value of our investments, our key assumptions regarding future results of operations and other factors may not reflect those of an active market, in which case the carrying values may have been materially different than the amounts reported.

### ***Recent Accounting Pronouncement.***

In December 2004, the Financial Accounting Standards Board issued FASB Statement No. 123R (Revised 2004), Share-Based Payment, which required that the compensation cost relating to share-based payment transactions such as options, restricted share plans, performance based awards, share appreciation rights and employee share purchase plans be recognized in financial statements.

Statement 123R replaces FASB Statement No. 123, Accounting for Stock-Based Compensation and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. Statement 123, as originally issued in 1995, established as preferable a fair-value-based method of accounting for share-based payment transactions with employees. However, that statement permitted entities the option of continuing to apply the guidance in Opinion 25, as long as the footnotes to the financial statements disclosed what net income (loss) would have been had the preferable fair-value-based method been used.

The Company currently expenses the cost of restricted shares issued to employees and directors over the service vesting period associated with the restricted shares. The Company currently has no options outstanding which are not vested. The implementation of Statement 123R in the first quarter of 2006 did not have a material impact on results of operations.

In June 2006, the FASB issued Interpretation No. 48 ('FIN 48'), Accounting for Uncertainty in Income Taxes, effective for fiscal years beginning after December 15, 2006, with early adoption permitted. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in accordance with FASB Statement No. 109, Accounting for Income Taxes, by providing a recognition threshold and measurement guidance for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company has not elected to early adopt the provisions of FIN 48.

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In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"), which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, the FASB having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, this Statement does not require any new fair value measurements. SFAS 157 is effective for fiscal years beginning after December 15, 2007. We are currently evaluating the impact, if any, the adoption of SFAS 157 will have on our consolidated financial position, results of operations or cash flows.

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

We currently do not engage in commodity futures trading or hedging activities and do not enter into derivative financial instrument transactions for trading or other speculative purposes. We also do not currently engage in transactions in foreign currencies or in interest rate swap transactions that could expose us to market risk.

We are exposed to market risk from changes in interest rates with respect to the credit agreements entered into by our subsidiaries to the extent that the pricing of these agreements is floating. We are exposed to interest rate risk as a result of CPOC's term note payable to First Republic Bank, which bears interest payable monthly at the prime rate minus 0.25% per annum. We are also exposed to interest rate risk under our term note payable to Ampco Partners, Ltd, which bears interest at the prime rate plus 4.00%. If the effective interest rate under these term notes were to increase by 100 basis points (1.00%), our annual financing expense would increase by approximately \$55,000, based on the average balance outstanding under the term note during the nine month period ended September 30, 2006. A 100 basis points (1.00%) increase in market interest rates would decrease the fair value of our fixed rate debt by approximately \$35,000. We did not experience a material impact from interest rate risk during the three and nine month periods ended September 30, 2006, respectively.

In addition, our ability to finance future acquisitions through debt transactions may be impacted if we are unable to obtain appropriate debt financing at acceptable rates. We are exposed to market risk from changes in interest rates through our investing activities. Our investment portfolio consists primarily of investments in high-grade commercial bank money market accounts.

The following table summarizes the financial instruments held by us at September 30, 2006, which are sensitive to changes in interest rates. At September 30, 2006, approximately 51.4% of our debt was subject to changes in market interest rates and was sensitive to those changes. Scheduled debt principal payments for the twelve months ending September 30, are as follows:

|      | <u>Fixed Rate</u>   | <u>Variable</u>     | <u>Total</u>         |
|------|---------------------|---------------------|----------------------|
| 2007 | \$ 4,424,000        | \$ 1,650,000        | \$ 6,074,000         |
| 2008 | 45,000              | 1,200,000           | 1,245,000            |
| 2009 | 591,000             | 2,500,000           | 3,091,000            |
|      | <u>\$ 5,060,000</u> | <u>\$ 5,350,000</u> | <u>\$ 10,410,000</u> |

### ITEM 4. CONTROLS AND PROCEDURES

#### Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act"), designed to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified by the SEC and that such information is accumulated and communicated to our management, as appropriate, to allow for timely decisions regarding required disclosure.

In designing and evaluating the 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 the cost-benefit relationship of possible controls and procedures. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

Due to the limited size of the Company's staff, there is inherently a lack of segregation of duties related to the authorization, recording, processing, and reporting of transactions. In October 2004, the Company added a new Chief Financial Officer which allowed it to implement controls related, but not limited to segregation of duties. In September 2006, that Chief Financial Officer resigned and was replaced by an Interim Chief Financial Officer. The Company will continue to periodically assess the cost versus benefit of adding the resources that would improve segregation of duties. Currently, with the concurrence of the board of directors, the Company does not consider the benefits to outweigh the costs of adding additional staff in light of the limited number of transactions related to the Company's operations.

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In April 2007, management, including our Chief Executive Officer and Interim Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as required by the Exchange Act Rules 13a-15(b) and 15d-15(b). Based upon that evaluation, our Chief Executive Officer and Interim Chief Financial Officer concluded that, as of September 30, 2006, our disclosure controls and procedures were ineffective, due to the identification of the material weakness in the revenue recognition process at its Park InfusionCare subsidiary as described below.

Notwithstanding the material weakness described below, management believes the consolidated financial statements included in this report fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented. The Company's Chief Executive Officer and Interim Chief Financial Officer have certified that, to their knowledge, the Company's consolidated financial statements included in this Quarterly Report on Form 10-Q/A fairly present in all material respects the financial condition, results of operations and cash flows of the Company for the periods presented.

### **Material Weakness Related to Revenue Recognition**

A material weakness is a control deficiency, or combination of control deficiencies, that results in a more than remote likelihood that a material misstatement of the consolidated annual or interim financial statements will not be prevented or detected. In connection with the preparation of the Company's 2006 consolidated financial statements, the Company has identified the following control deficiencies, which represent a material weakness in the Company's financial statement close and reporting process as of September 30, 2006.

The Company concluded that its revenue recognition process for 2006 at its Park InfusionCare subsidiary was ineffective as a result of an identified material weakness. During 2006, variances from expected payments received from insurance companies were not investigated in a timely manner, and thus were incorrectly accounted for as liabilities rather than revenue. In March 2007, the Company identified an accounting error at its Park InfusionCare subsidiary where certain payments received from insurance companies during the year ended December 31, 2006 were incorrectly recorded as a liability. The Company has evaluated these payments and, as a result of this evaluation, has increased the revenue of Park InfusionCare in the amount of approximately \$179,000 for the three month and nine month period ended September 30, 2006. As a result, an adjustment of approximately \$179,000 was recorded in order to increase the revenue and reduce the net loss of the Park InfusionCare subsidiary for the three month and nine month period ended September 30, 2006.

The efficacy of the measures the Company implements in this regard will be subject to ongoing management review supported by confirmation and testing by management as well as audit committee oversight. As a result, the Company expects that additional changes will be made to its processes as time progresses.

### **Plan for Remediation of Material Weakness**

In order to remediate this material weakness, the Company will review and document the processes relating to the recording, processing, reconciliation, recognition and reporting of revenue at our Park InfusionCare subsidiary. In addition, the Company will provide additional training, review and supervision of personnel responsible for the billing, collection and accounting of the Park InfusionCare revenue.

## **PART II.**

### **OTHER INFORMATION**

#### **ITEM 1. LEGAL PROCEEDINGS**

In April 2006, we were notified by the Internal Revenue Service ("IRS") that our federal income tax return for the 2004 tax year had been selected for review. In addition, in September 2006 we were notified by the IRS that the federal partnership income tax return of CPOC for the 2004 tax year had been selected for review. The IRS is currently conducting its reviews. At this time, we can make no representations regarding the potential outcome of this review and the impact, if any, on our financial position. However, we are not aware of any potential issues that may cause adjustment to our filed tax returns.

On September 25, 2006, the Chapter 7 trustee for the bankruptcy estate of Quantum North America, Inc. sought to enforce two default judgments against us for alleged preferential and fraudulent transfers to the Company's predecessor, ASD Systems, Inc. in the aggregate amount of approximately \$150,000, plus interest and attorneys fees. The transfers at issue occurred in 2000. The adversary proceedings filed in the bankruptcy case were styled: David Gottlieb v. ASD Systems, Inc.; Adv. Nos. 1:02-ap-02131-GM and 1:02-ap-01948. We believe that the judgments should be set aside as void since the service of the underlying complaints was defective and neither us nor ASD Systems were afforded the opportunity to defend. If the default judgments are set aside, we intend to defend the claims based on several available defenses. We anticipate that the hearing to consider the enforceability of the judgments will be in December 2006.

We are also occasionally involved in other claims and proceedings, which are incidental to our business. We cannot determine what, if any, material effect these matters will have on our future financial position and results of operations.

**ITEM 1A. RISK FACTORS**

The risk factor presented below updates and replaces the risk factor entitled “We may not be able to enter into a successful transaction to sell or otherwise dispose of our Park InfusionCare business” disclosed in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and should be considered in addition to the risk factors disclosed in such Annual Report. There have been no other material changes to the Company’s risk factors as disclosed in Item 1A, “Risk Factors”, in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2005.

We may not be able to successfully operate the Park InfusionCare business.

On November 3, 2005, we issued a press release announcing that the board of directors of DHI committed to a plan to explore strategic alternatives for its infusion therapy business, Park InfusionCare. On May 24, 2006, the board of directors decided to retain the operations of Park InfusionCare.

The infusion markets served by Park InfusionCare are highly competitive. Local, regional and national companies are currently competing in these markets and others may do so in the future. Some of our competitors have greater financial, technical, marketing and managerial resources than we have. This competition could result in price competition and other competitive factors that could cause a decline in our revenue and profitability. We expect to continue to encounter competition in the future that could limit our ability to grow revenue and/or maintain acceptable pricing levels. In addition, the Park InfusionCare business has required additional working capital. If we are unable to successfully operate Park InfusionCare, our working capital position will be adversely affected and we could experience a decline in our revenue and profitability.

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

(a) Exhibits

- 3.1 Certificate of Incorporation of Ascendant Solutions, Inc. (incorporated by reference from Exhibit 3.1 to our Form 8-K filed October 23, 2000, File no. 0-27945).
- 3.2 Bylaws of Ascendant Solutions, Inc. (incorporated by reference from Exhibit 3.2 to our Form 8-K filed October 23, 2000, File no. 0-27945).
- 31.1 Written Statement of President and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- 31.2 Written Statement of Vice President-Finance and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- 32.1 Certification of Ascendant Solutions, Inc. Quarterly Report on Form 10-Q for the period ended September 30, 2006, by David E. Bowe as President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*
- 32.2 Certification of Ascendant Solutions, Inc. Quarterly Report on Form 10-Q for the period ended September 30, 2006, by Michal L. Gayler as Interim Vice President-Finance and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*

\* Filed herewith.

(b) Reports on Form 8-K

- (i) On August 10, 2006, the Company filed a Current Report on Form 8-K to report the announcement of its second quarter fiscal 2006 financial results.
- (ii) On September 8, 2006, the Company filed a Current Report on Form 8-K to report the announcement of the resignation of Gary W. Boyd as Vice-President - Finance and Chief Financial Officer of the Company. In addition, the Board of Directors of the Company approved the appointment of Michal L. Gayler as Interim Vice-President and Chief Financial Officer of the Company.
- (iii) On September 12, 2006, the Company filed a Current Report on Form 8-K to report the announcement of the election of Mr. Curt Nonomaque to fill the vacant Class A Board of Directors position.

**SIGNATURES**

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

Date: May 7, 2007

**ASCENDANT SOLUTIONS, INC.**

By: /s/ David E. Bowe

**David E. Bowe**

*President and Chief Executive Officer*

*(Duly Authorized Officer and Principal Executive Officer)*

Date: May 7, 2007

**ASCENDANT SOLUTIONS, INC.**

By: /s/ Michal L. Gayler

**Michal L. Gayler**

*Interim Vice President-Finance and Chief Financial Officer*

*(Duly Authorized Officer and Principal Financial Officer)*

## CERTIFICATIONS

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David E. Bowe, certify that:

1. *I have reviewed Amendment No. 1 to this quarterly report on Form 10-Q/A of Ascendant Solutions, Inc.;*
2. *Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;*
3. *Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;*
4. *The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:*
  - (a) *designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;*
  - (b) *evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and*
  - (c) *disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;*
5. *The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):*
  - (a) *all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and*
  - (b) *any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.*

**Date:** *May 7, 2007*

*/s/ David E. Bowe*

*David E. Bowe*

*President and Chief Executive Officer*

## CERTIFICATIONS

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Michal L. Gayler, certify that:

1. I have reviewed Amendment No. 1 to this quarterly report on Form 10-Q/A of Ascendant Solutions, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:
  - (a) designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - (b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and
  - (c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **May 7, 2007**

**/s/ Michal L. Gayler**

Michal L. Gayler

Interim Vice President-Finance and Chief Financial Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

*In connection with Amendment No. 1 to the Quarterly Report of Ascendant Solutions, Inc. (the "Company") on Form 10-Q/A for the period ending September 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David E. Bowe, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:*

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ David E. Bowe*

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*David E. Bowe*

*President and Chief Executive Officer*

*May 7, 2007*

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

*In connection with Amendment No. 1 to the Quarterly Report of Ascendant Solutions, Inc. (the "Company") on Form 10-Q/A for the period ending September 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michal L. Gayler, Interim Vice President-Finance and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:*

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ Michal L. Gayler*

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*Michal L. Gayler*

*Interim Vice President-Finance and Chief Financial Officer*

*May 7, 2007*