



ASCENDANT SOLUTIONSSM

June 2, 2008

ASCENDANT SOLUTIONS, INC.

NOTICE OF THE 2008 ANNUAL MEETING OF STOCKHOLDERS To Be Held June 20, 2008

Ascendant Solutions, Inc. ("Ascendant Solutions" or the "Company") will hold its Annual Meeting of Stockholders at the Addison Conference Centre, 15650 Addison Rd., Addison, Texas 75001 on June 20, 2008 at 1:00 pm.

We are holding this meeting:

1. To elect one Class C director to hold office until the annual meeting of stockholders in the year 2011 and until his successor is elected and qualified;
2. To transact any other business that properly comes before the meeting.

Your board of directors recommends that you vote in favor of the proposals outlined in this notice.

Your board of directors has selected May 12, 2008 as the record date for determining stockholders entitled to vote at the meeting. A list of stockholders on that date will be available for inspection at Ascendant Solutions, Inc., 16250 Dallas Parkway, Suite 111, Dallas, Texas 75248, for at least ten days before the meeting.

This notice of annual meeting will be distributed on or about June 9, 2008.

You are cordially invited to attend the meeting in person. However, to ensure your representation at the meeting, you are urged to mark, sign, date and return the enclosed Proxy as soon as possible in the envelope enclosed for that purpose. Any stockholder attending the meeting may vote in person even if he or she previously returned a Proxy.

By Order of the Board of Directors,

Susan K. Olson
Secretary

QUESTIONS AND ANSWERS

Q1: Who is soliciting my proxy?

A: We, the board of directors of Ascendant Solutions, Inc., are sending you this proxy notice in connection with our solicitation of proxies for use at the 2008 Annual Meeting of Stockholders. Certain directors, officers and employees of Ascendant Solutions also may solicit proxies on our behalf by mail, e-mail, phone, fax or in person.

Q2: Who can vote?

A: Only those who owned common stock at the close of business on May 12, 2008, the record date for the Annual Meeting, can vote. If you owned common stock on the record date, you have one vote per share for each matter presented at the Annual Meeting.

Q3: How do I vote?

A: You may vote your shares either in person or by proxy. To vote by proxy, you should *mark, date, sign* and *mail* the enclosed proxy in the enclosed prepaid envelope. Giving a proxy will not affect your right to vote your shares if you attend the Annual Meeting and want to vote in person - by voting you automatically revoke your proxy. You also may revoke your proxy at any time before the voting by giving the Secretary of Ascendant Solutions written notice of your revocation at the address of the Company set forth in this proxy notice or by submitting a later-dated proxy. If you execute, date and return your proxy but do not mark your voting preference, the individuals named as proxies will vote your shares **FOR** the election of the nominee for the Class C director.

Q4: What constitutes a quorum?

A: Voting can take place at the Annual Meeting only if stockholders owning a majority of the voting power of the common stock (that is a majority of the total number of votes entitled to be cast) are present in person or represented by effective proxies. On the record date, we had 22,812,858 shares of common stock outstanding. Both abstentions and broker non-votes are counted as present for purposes of establishing the quorum necessary for the meeting to proceed. A broker non-vote results from a situation in which a broker holding your shares in "street" or "nominee" name indicates to us on a proxy that you have not voted and it lacks discretionary authority to vote your shares.

Q5: What vote of the stockholders will result in the matters being passed?

A: *Election of Directors.* Directors require a plurality of the votes cast in person or by proxy by the stockholders to be elected. Accordingly, abstentions and broker non-votes will have no effect on the outcome of the election of directors assuming a quorum is present or represented by proxy at the Annual Meeting.

Q6: How does the board recommend that I vote on the matters proposed?

A: The board of directors of Ascendant Solutions unanimously recommends that stockholders vote **FOR** the nominee to the board of directors.

PROPOSAL 1.
ELECTION OF DIRECTOR

Our business affairs are managed under the direction of the board of directors, or the Board, consisting of five persons, divided into three classes. Members of each class serve offset terms of three years so that only one class is elected each year. The following table sets forth each class, the directors comprising each class and their respective terms:

<u>CLASS</u>	<u>DIRECTORS</u>	<u>TERM EXPIRING</u>
Class A	David E. Bowe Curt Nonomaque	2009 Annual Meeting
Class B	Anthony J. LeVecchio Will Cureton	2010 Annual Meeting
Class C	James C. Leslie	2008 Annual Meeting

James C. Leslie is the Class C Director nominee on the proxy notice for the 2008 Annual Meeting of Stockholders.

Directors require a plurality of the votes cast in person or by proxy by the stockholders to be elected. Accordingly, abstentions and broker non-votes will have no effect on the outcome of the election of directors assuming a quorum is present or represented by proxy at the Annual Meeting.

The persons designated as proxies will vote the enclosed proxy for the election of the nominee unless you direct them to withhold your votes. If the nominee becomes unable to serve as a director before the meeting (or decides not to serve), the individuals named as proxies may vote for a substitute or we may reduce the number of members of the board. The Board recommends that stockholders vote **FOR** the nominee.

Below is the name and age of the nominee for the Class C director, and the continuing Class A and Class B directors, the years they became directors, their principal occupations or employment for at least the past five years and certain of their other directorships, if any.

Nominee for Election for Term Ending with the 2011 Annual Meeting
Class C Director

- **James C. Leslie** *Age 52, a director since July 2001 and Chairman of the Board since March 2002.*

Since March 2001, Mr. Leslie has focused primarily on managing his personal investments. Mr. Leslie has positions in one or more subsidiaries, or affiliates, of Ascendant. From 1996 through March 2001, Mr. Leslie served as President and Chief Operating Officer of The Staubach Company, a full-service international real estate strategy and services firm. From 1988 through March 2001, Mr. Leslie also served as a director of The Staubach Company. Mr. Leslie was President of Staubach Financial Services from January 1992 until February 1996. From 1982 until January 1992, Mr. Leslie served as Chief Financial Officer of The Staubach Company. Mr. Leslie serves on boards of several private companies. Mr. Leslie holds a B.S. degree from The University of Nebraska and an M.B.A. degree from The University of Michigan Graduate School of Business.

Directors Continuing in Office Until the 2009 Annual Meeting
Class A Directors

- **David E. Bowe** *Age 49, director since 2000.*

Mr. Bowe has served as our Chief Executive Officer since August 2000, President since March 2000 and was our Chief Financial Officer from September 1999 to October 2004. Prior to accepting the position of President, Mr. Bowe also acted as our Executive Vice President from September 1999. Before joining us, Mr. Bowe served as President of U.S. Housewares Corporation (a consumer products company) from September 1998 to September 1999. Prior to that, Mr. Bowe was Executive Vice President of Heartland Capital Partners L.P. (a private equity firm) from 1993 to 1997 where he was responsible for making private equity investments. From 1987 to 1992, Mr. Bowe served in various executive capacities for The Thompson Company (a private investment firm) where he participated in the acquisition, development and operation of several portfolio companies. From 1980 to 1987, Mr. Bowe held various executive positions with Brown Brothers Harriman & Co. (a Wall Street private bank). Mr. Bowe received a BSBA in Finance from Georgetown University and is a Chartered Financial Analyst.

- **Curt Nonomaque** *Age 50, director since 2006.*

Mr. Nonomaque is President and Chief Executive Officer of VHA Inc., an Irving, Texas based, national health care provider alliance that offers supply chain management services and helps member networks work together to identify and implement best practices to improve operational and clinical performance. From 1986 until his election as President and Chief Executive Officer in May 2003, Mr. Nonomaque held various finance and operating positions at VHA Inc. including Executive Vice President of Business Operations and Chief Financial Officer, Vice President and Treasurer, Assistant Treasurer and Financial Analyst. Before joining VHA, Mr. Nonomaque served as a banking officer for First City Bank in Dallas from 1985 to 1986. From 1983 to 1985, he was a management consultant with Arthur Andersen & Co. Mr. Nonomaque received a Bachelor of Arts degree in biology from Baylor University and also holds a Master's degree in Business Administration from Baylor's Hankamer School of Business.

Nominees for Election for Term Ending with the 2010 Annual Meeting
Class B Directors

- **Anthony J. LeVecchio** *Age 61, director since 2004.*

Mr. LeVecchio has been the President and owner of The James Group, a general business consulting firm that has advised clients across a range of high-tech industries, since 1988. Prior to forming The James Group in 1988, Mr. LeVecchio was the Senior Vice President and Chief Financial Officer for VHA Southwest, Inc., a regional healthcare system. Mr. LeVecchio currently serves as director, advisor and executive of private and public companies in a variety of industries. He currently serves on the Board of Directors of Microtune, Inc., a Dallas-based semiconductor company that is listed on The NASDAQ Global Market, and serves as the Chairman of its Audit Committee. He also currently serves on the Board of Directors of DG FastChannel, Inc., a technology company based in Irving, Texas that is listed on The NASDAQ Global Market and serves as the Chairman of its Audit Committee. He also currently serves on the Board of Directors of ViewPoint Financial Group, a community bank based in Plano, Texas that is listed on The NASDAQ Global Select Market. Mr. LeVecchio holds a Bachelor of Economics and a M.B.A. in Finance from Rollins College.

- **Will Cureton** *Age 57, director since 2005.*

Mr. Cureton is a member and manager of CLB Holdings, LLC, a Texas limited liability company, which is the general partner of CLB Partners, Ltd., a Texas limited partnership ("CLB"), which is engaged in real estate development and which he co-founded in October 1997. Mr. Cureton is also a limited partner of CLB. Prior to co-founding CLB, Mr. Cureton was Chief Operating Officer of Columbus Realty Trust, a real estate investment trust, from 1993 to 1997. In 1987 Mr. Cureton co-founded Texana, a commercial real estate investment and property management company, and served as its President and Chief Executive Officer until 1993. From 1981 to 1987, Mr. Cureton served as an executive officer with The DicoGroup, Inc., a Dallas based real estate investment company. Mr. Cureton started his career with Coopers & Lybrand, where he worked from 1974 to 1981. Mr. Cureton received a Bachelor of Business Administration degree in accounting from East Texas State University (now known as Texas A&M University - Commerce).