ASPYRA INC
Form 10QSB
November 14, 2007

# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

**Washington, DC 20549**

# FORM 10-QSB

**(Mark One)**

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

**For the quarterly period ended September 30, 2007.**

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

**For the transition period from to**

**Commission file number 0-12551**

# ASPYRA, INC.

(Exact name of small business issuer as specified in its charter)

| | |
|---|---|
| **California** | **95-3353465** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

**26115-A Mureau Road, Calabasas, California 91302**

(Address of principal executive offices)

**(818) 880-6700**

(Issuer s telephone number, including area code)

Check whether the Issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

**Yes** x No o

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

**Yes** o No x

State the number of shares outstanding of each of the issuer s classes of common equity, as of the latest practicable date: 12,437,150 common shares as of November 12, 2007.

Transitional Small Business Disclosure Format (check one):

**Yes** o No x

**ASPYRA, INC.**

**FORM 10-QSB**

**I N D E X**

**ASPYRA, INC.**

## PART I - FINANCIAL INFORMATION

**Item 1. Financial Statements**

**CONDENSED CONSOLIDATED BALANCE SHEETS**

| | | September 30, 2007 (Unaudited) |
|---|---|---|
| **ASSETS** | | |
| CURRENT ASSETS: | | |
| Cash | $ | 2,051,701 |
| Receivables, net | | 1,092,980 |
| Inventory | | 84,651 |
| Prepaid expenses and other assets | | 197,138 |
| TOTAL CURRENT ASSETS | | 3,426,470 |
| | | |
| PROPERTY AND EQUIPMENT, net | | 907,454 |
| OTHER ASSETS | | 86,621 |
| INVENTORY OF COMPONENT PARTS | | 80,053 |
| CAPITALIZED SOFTWARE COSTS, net of accumulated amortization of $954,839 | | 2,832,498 |
| INTANGIBLES, net | | 3,933,107 |
| GOODWILL | | 7,268,434 |
| | $ | 18,534,637 |
| **LIABILITIES AND SHAREHOLDERS EQUITY** | | |
| CURRENT LIABILITIES: | | |
| Notes payable | $ | 1,379,171 |
| Accounts payable | | 861,294 |
| Accrued liabilities: | | |
| Vacation pay | | 390,477 |
| Accrued payroll | | 164,195 |
| Accrued interest | | 107,862 |
| Deferred rent | | 62,899 |
| Customer deposits | | 151,595 |
| Other | | 290,952 |
| Deferred service contract income | | 2,115,216 |
| Deferred revenue on system sales | | 736,458 |
| Capital lease current portion | | 150,237 |
| TOTAL CURRENT LIABILITIES | | 6,410,356 |
| | | |
| CAPITAL LEASE, LESS CURRENT PORTION | | 385,844 |
| | | |
| TOTAL LIABILITIES | | 6,796,200 |
| | | |
| SHAREHOLDERS EQUITY: | | |
| Common shares, no par value; 20,000,000 shares authorized; 12,437,150 shares issued and outstanding | | 22,761,951 |
| Additional paid-in-capital | | 1,084,861 |
| Accumulated deficit | | (12,031,277) |
| Accumulated other comprehensive loss | | (77,098) |
| TOTAL SHAREHOLDERS EQUITY | | 11,738,437 |
| | | |
| | $ | 18,534,637 |

**See Notes to Condensed Consolidated Financial Statements.**

**ASPYRA, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

| | Three Months Ended September 30, 2007 | 2006 |
|---|---|---|
| | (Unaudited) | |
| NET SYSTEM SALES AND SERVICE REVENUE: | | |
| System sales | $ 1,034,946 | $ 1,508,056 |
| Service revenue | 1,857,979 | 1,773,985 |
| | 2,892,925 | 3,282,041 |
| | | |
| COSTS OF PRODUCTS AND SERVICES SOLD: | | |
| System sales | 720,931 | 964,343 |
| Service revenue | 690,853 | 779,871 |
| | 1,411,784 | 1,744,214 |
| | | |
| Gross profit | 1,481,141 | 1,537,827 |
| | | |
| OPERATING EXPENSES | | |
| Selling, general and administrative | 1,547,318 | 1,664,784 |
| | | |
| Research and development | 580,388 | 499,084 |
| | | |
| Total operating expenses | 2,127,706 | 2,163,868 |
| | | |
| Operating loss | (646,565) | (626,041) |
| | | |
| INTEREST AND OTHER INCOME | 12,187 | 43,938 |
| | | |
| INTEREST EXPENSE | (38,385) | (125,921) |
| | | |
| Loss before provision for income taxes | (672,763) | (708,024) |
| | | |
| PROVISION FOR INCOME TAXES | | 2,039 |
| | | |
| NET LOSS | $ (672,763) | $ (710,063) |
| | | |
| DEEMED DIVIDEND ON EXERCISE OF WARRANTS | (789,021) | |
| | | |
| NET LOSS APPLICABLE TO COMMON SHAREHOLDERS | $ (1,461,784) | $ (710,063) |
| | | |
| LOSS PER SHARE: | | |
| | | |
| Basic | $ (.13) | $ (.07) |
| Diluted | (.13) | (.07) |
| | | |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: | | |
| Basic | 11,337,150 | 10,772,914 |
| Diluted | 11,337,150 | 10,772,914 |

**See Notes to Condensed Consolidated Financial Statements.**

**ASPYRA, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

| | Nine Months Ended September 30, 2007 | 2006 |
|---|---|---|
| | (Unaudited) | |
| NET SYSTEM SALES AND SERVICE REVENUE: | | |
| System sales | $ 2,448,218 | $ 3,881,308 |
| Service revenue | 5,297,332 | 5,320,629 |
| | 7,745,550 | 9,201,937 |
| COSTS OF PRODUCTS AND SERVICES SOLD: | | |
| System sales | 1,867,902 | 2,874,810 |
| Service revenue | 2,148,705 | 2,176,019 |
| | 4,016,607 | 5,050,829 |
| Gross profit | 3,728,943 | 4,151,108 |
| OPERATING EXPENSES | | |
| Selling, general and administrative | 4,832,304 | 5,548,953 |
| Research and development | 1,688,362 | 1,460,776 |
| Total operating expenses | 6,520,666 | 7,009,729 |
| Operating loss | (2,791,723) | (2,858,621) |
| INTEREST AND OTHER INCOME | 40,731 | 64,862 |
| INTEREST EXPENSE | (131,287) | (292,163) |
| Loss before provision for income taxes | (2,882,279) | (3,085,922) |
| PROVISION FOR INCOME TAXES | 603 | 2,039 |
| NET LOSS | $ (2,881,676) | $ (3,087,961) |
| DEEMED DIVIDEND ON EXERCISE OF WARRANTS | (789,021) | |
| NET LOSS APPLICABLE TO COMMON SHAREHOLDERS | $ (3,670,697) | $ (3,087,961) |
| LOSS PER SHARE: | | |
| Basic | $ (.33) | $ (.32) |
| Diluted | (.33) | (.32) |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: | | |
| Basic | 10,969,594 | 9,625,505 |
| Diluted | 10,969,594 | 9,625,505 |

**See Notes to Condensed Consolidated Financial Statements.**

**ASPYRA, INC.**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

**Increase (Decrease) in Cash**

| | Nine Months Ended September 30, 2007 (Unaudited) | 2006 |
|---|---|---|
| OPERATING ACTIVITIES | | |
| Net loss | $ (2,881,676) | $ (3,087,961) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: | | |
| Depreciation and amortization | 848,612 | 724,085 |
| Provision for doubtful accounts | 47,406 | 18,371 |
| Amortization of capitalized software costs | 316,846 | 218,574 |
| Stock based compensation | 135,268 | 276,871 |
| Increase (decrease) from changes in: | | |
| Receivables | 193,767 | (861,693) |
| Inventories | 71,706 | 48,646 |
| Prepaid expenses and other assets | 50,588 | 154,978 |
| Accounts payable | (25,723) | (398,795) |
| Accrued liabilities | (82,739) | 43,596 |
| Deferred service contract income | 606,174 | 448,824 |
| Deferred revenue on system sales | (41,342) | 765,437 |
| Net cash used in operating activities | (761,113) | (1,649,067) |
| | | |
| INVESTING ACTIVITIES | | |
| Additions to property and equipment | (66,534) | (253,831) |
| Additions to capitalized software costs | (662,037) | (715,946) |
| Net cash used in investing activities | (728,571) | (969,777) |
| | | |
| FINANCING ACTIVITIES | | |
| Borrowings on line of credit | 1,026,477 | 500,000 |
| Payments on notes payable | (1,070,823) | (223,141) |
| Payments on capital leases | (112,678) | (70,599) |
| Change in restricted cash | 1,000,000 | (1,000,000) |
| Net proceeds from sales of stock in private placement | | 4,033,883 |
| Buyback of fractional shares related to merger | | (234) |
| Exercise of stock options and warrants | 1,717,880 | 36,200 |
| Net cash provided by financing activities | 2,560,856 | 3,276,109 |
| | | |
| Foreign currency translation adjustment | (34,103) | (22,473) |
| | | |
| NET INCREASE IN CASH | 1,037,069 | 634,792 |
| | | |
| CASH, beginning of period | 1,014,632 | 1,329,753 |
| | | |
| CASH, end of period | $ 2,051,701 | $ 1,964,545 |

**See notes to Condensed Consolidated Financial Statements.**

**6**

**ASPYRA, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(unaudited)**

**Note 1-Presentation of Financial Statements**

In the opinion of management of Aspyra, Inc. (the Company or ASPYRA ), the accompanying unaudited condensed consolidated financial statements reflect all adjustments (which include only normal recurring accruals) necessary to present fairly the Company s financial position as of September 30, 2007, the results of its operations for the three and nine-month periods ended September 30, 2007 and 2006, and cash flows for the nine months ended September 30, 2007 and 2006. These results have been determined on the basis of accounting principles generally accepted in the United States and practices applied consistently with those used in preparation of the Company s Annual Report on Form 10-KSB for the fiscal year ended December 31, 2006.

The results of operations for the three and nine months ended September 30, 2007 are not necessarily indicative of the results expected for any other period or for the entire year.

**Note 2-Liquidity**

The Company s working capital continues to deteriorate with a deficit of $2,983,886 at September 30, 2007 compared to a deficit of $2,256,352 at December 31, 2006. At September 30, 2007, the Company s credit facilities with its bank consisted of a revolving line of credit of $1,300,000, of which $1,026,477 was outstanding. On February 27, 2007, the Company entered into a new banking relationship whereby the bank provided a revolving line of credit in the aggregate amount of $1,300,000. The revolving line of credit is secured by the Company s accounts receivable and inventory and matures on February 27, 2008. The revolving line of credit is subject to certain covenants. As of September 30, 2007, the Company was in compliance with all covenants. Advances under the revolving line of credit are on a formula based on eligible accounts receivable and inventory balances. At September 30, 2007, the Company had $536,081 outstanding on its capital leases of which $150,237 is due in the next twelve months. Management is considering additional financing to accelerate its business development plans which in turn may improve its working capital position.

The Company s primary source of working capital has been generated from private placements of securities and from borrowings. The Company has been experiencing a history of losses due to the integration of its businesses and the significant investment in new products since the quarter ended March 31, 2005 and negative cash flows from operations since the quarter ended December 31, 2005. An unanticipated decline in sales, delays in implementations where payments are tied to delivery and/or performance of services or cancellations of contracts could have a negative effect on cash flow from operations and could in turn create short-term liquidity problems. We believe that our current cash and cash equivalents, and cash flow from operations, will be sufficient to meet our current anticipated cash needs, including for working capital purposes, capital expenditures and various contractual obligations, for at least the next 12 months. If the company is unable to generate cash from operations or meet revenue targets or obtain new cash inflows from financing or equity offerings, the company would need to take action and reduce costs in order to operate for the next 12 months. This requires the Company to have ongoing courses of action to reduce costs and look for new sources of financings and capital infusion. The Company s cash position and liquidity needs to improve prior to December 31, 2007 or there is a possibility that the Company s independent registered public accountants may issue a going concern opinion that raises substantial doubt about the Company s ability to continue as a going concern. We may, also, required additional cash resources due to changed business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If these sources are insufficient to satisfy our cash requirements, we may seek to sell debt securities or additional equity securities or to obtain a credit facility. The sale of convertible debt securities or additional equity securities could result in additional dilution to our stockholders. The incurrence of indebtedness would result in incurring debt service obligations and could result in operating and financial covenants that would restrict our operations. In addition, there can be no assurance that any additional financing will be available on acceptable terms, if at all. Although there are no present understandings, commitments or agreements with respect to the acquisition of any other businesses, applications or technologies, we may from time to time, evaluate acquisitions of other businesses, applications or technologies.

**Note 3-Inventories**

Inventories consist primarily of computer hardware held for resale and are stated at the lower of cost or market (net realizable value). Cost is determined using the first-in, first-out method. Supplies are charged to expense as incurred. The Company also maintains an inventory pool of component parts to service systems previously sold, which is classified as non-current in the accompanying balance sheets. Such inventory is carried at the lower of cost or market and is charged to cost of sales based on usage. Allowances are made for quantities on hand in excess of estimated future usage. At September 30, 2007, the inventory allowance was $160,504.

**Note 4-Goodwill and Intangible Assets**

In accordance with Statement of Financial Accounting Standards ( SFAS ) No. 142, goodwill is tested for impairment on an annual basis or between annual tests if an event occurs or circumstances change that would indicate the carrying amount may be impaired. In accordance with SFAS No. 144, Accounting for Impairment of Long-Lived Assets, management reviews definite life intangible assets to determine if events or circumstances have occurred which may cause the carrying values of intangible assets to be impaired. The purpose of these reviews is to identify any facts and circumstances, either internal or external, which may indicate that the carrying values of the assets may not be recoverable. There was no impairment when the Company did its annual impairment testing on October 1, 2006 and no events have occurred since that time that would trigger a reevaluation. At September 30, 2007, the net carrying value of goodwill and intangible assets were $7,268,434 and $3,933,107, respectively.

**Note 5-Earnings per Share**

The Company accounts for its earnings per share in accordance with SFAS No.128, which requires presentation of basic and diluted earnings per share. Basic earnings per share is computed by dividing income or loss available to common shareholders by the weighted average number of common shares outstanding for the reporting period. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts, such as stock options, to issue common stock were exercised or converted into common stock.

Earnings per share have been computed as follows:

| | Three Months Ended September 30, 2007 | Nine Months Ended September 30, 2007 | Three Months Ended September 30, 2006 | Nine Months Ended September 30, 2006 |
|---|---|---|---|---|
| NET LOSS APPLICABLE TO COMMON SHAREHOLDERS | $ (1,461,784) | $ (3,670,697) | $ (710,063) | $ (3,087,961) |
| Basic weighted average number of common shares outstanding | 11,337,150 | 10,969,594 | 10,772,914 | 9,625,505 |
| Dilutive effect of stock options | | | | |
| Diluted weighted average number of common shares outstanding | 11,337,150 | 10,969,594 | 10,772,914 | 9,625,505 |
| Basic loss per share | $ (.13) | $ (.33) | $ (.07) | $ (.32) |
| Diluted loss per share | $ (.13) | $ (.33) | $ (.07) | $ (.32) |

For the three and nine months ended September 30, 2007, options to purchase 839,965 shares of common stock at per share prices ranging from $1.51 to $2.75 were not included in the computation of diluted loss per share because inclusion would have been anti-dilutive. For the three and nine months ended September 30, 2006, options to purchase 636,898 shares of common stock at per share prices ranging from $.72 to $2.75 were not included in the computation of diluted loss per share because inclusion would have been anti-dilutive.

**Note 6-Debt Obligations**

On February 27, 2007, the Company entered into a new banking relationship whereby the bank provided a revolving line of credit in the aggregate amount of $1,300,000. The revolving line of credit is secured by the Company s accounts receivable and inventory and matures on February 27, 2008. The revolving line of credit is subject to certain covenants. As of September 30, 2007, the Company was in compliance with the covenants. Advances under the revolving line of credit are on a formula based on eligible accounts receivable and inventory balances. The

Company used the initial advance on the revolving line of credit to pay in full a previous note from another bank that was secured by a $1,000,000 certificate of deposit as carried on the December 31, 2006 balance sheet under restricted cash. The pay off released the certificate of deposit previously held by the former bank. On September 30, 2007, the total amount due to the bank was $1,026,477.

The Company acquired a note in conjunction with the merger with Aspyra Diagnostic Solutions, Inc. (formerly StorCOMM, Inc.), with an interest rate of 7% with payments in the amount of $25,000 due monthly. As of September 30, 2007, the total amount due on this note was $178,616. The Company also acquired unsecured notes in conjunction with the merger with interest rates ranging from 7% to 8%. These notes are due upon demand and the balance outstanding at September 30, 2007 was $174,078.

**Note 7-Exercise of Warrants**

On August 31, 2007, holders of outstanding warrants exercisable for an aggregate of 1,650,000 shares of the Common Stock of the Company exercised all of such warrants, resulting in the issuance of 1,650,000 shares of the Company s Common Stock. Net proceeds to the Company from the exercise of these warrants, after the payment of certain third party expenses, were approximately $1,700,000. The warrants were exercised in connection with the offer by the Company to all such warrant holders of a one-time temporary reduction in the exercise price of the warrants from $3.00 per share to $1.10 per share of Common Stock which was below fair market value on the date of exercise. The inducement was revalued under the black-scholes model which resulted in the Company recording a deemed dividend of approximately $789,000 as the fair market value of the Company s Common Stock exceeded the exercise price on the date of conversion.

The warrants were originally issued in November 2005 and May 2006 in connection with two private placements of the Company s securities, pursuant to the terms of a Common Stock and Warrant Purchase Agreement dated as of August 18, 2005 and a Common Stock and Warrant Purchase Agreement dated as of May 4, 2006. All remaining warrants originally issued in these private placements were exercised as of August 31, 2007, and none remain outstanding.

The 1,650,000 shares of the Company s Common Stock issued upon exercise of the warrants were registered by the Company pursuant to a Registration Statement on Form S-3 under the Securities Act of 1933, as amended, which was declared effective by the Securities and Exchange Commission on September 22, 2006. The warrant holders are identified as the Selling Shareholders in the registration statement, together with the number of shares of Common Stock issuable upon the exercise of each warrant.

**Note 8-Stock-Based Compensation**

Equity Incentive and Stock Option Plans: At September 30, 2007, the Company has two stock-based compensation plans. Readers should refer to both Item 6, Note 1 and Note 8 of the Company s financial statements, which are included in the Company s Annual Report on Form 10-KSB for the year ended December 31, 2006, for additional information related to these stock-based compensation plans. There were 310,000 options granted in the three and nine-month periods ending September 30, 2007. There were 120,000 and 170,000 options granted in the three and nine-month periods ended September 30, 2006, respectively. There was 4,000 options exercised in the nine-month period ending September 30, 2007 by one option holder and the Company received $2,880. There were 43,750 options exercised in the nine-month period ending September 30, 2006. The Company accounts for stock option grants in accordance with FASB Statement 123(R), Share-Based Payment. Compensation costs related to share-based payments recognized in the Condensed Statements of Income were $52,203 and $135,268 for the three and nine months ended September 30, 2007 and $69,456 and $276,871 for the three and nine months ended September 30, 2006.

**Note 9-Commitments and Contingencies**

In accordance with the bylaws of the Company, officers and directors are indemnified for certain events or occurrences arising as a result of the officer or director s serving in such capacity. The term of the indemnification period is for the lifetime of the officer or director. The maximum potential amount of future payments the Company could be required to make under the indemnification provisions of its bylaws is unlimited. However, the Company has a director and officer liability insurance policy that reduces its exposure and enables it to recover a portion of any future amounts paid. As a result of its insurance policy coverage, the Company believes the estimated exposure for the indemnification provisions of its bylaws is minimal and, therefore, the Company has not recorded any related liabilities.

The Company enters into indemnification provisions under agreements with various parties in the normal course of business, typically with customers and landlords. Under these provisions, the Company generally indemnifies and holds harmless the indemnified party for losses suffered or incurred by the indemnified party as a result of the Company s activities or, in some cases, as a result of the indemnified party s activities under the agreement. These indemnification provisions often include indemnifications relating to representations made by the Company with regard to intellectual property rights. These indemnification provisions generally survive termination of the underlying agreement. The maximum potential amount of future payments the Company could be required to make under these indemnification provisions cannot be estimated. The Company maintains general liability, errors and omissions, and professional liability insurance in order to mitigate such risks. The Company has not incurred material costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, the Company believes the estimated exposure under these agreements is minimal. Accordingly, the Company has not recorded any related liabilities.

**Note 10-Income Taxes**

The Company accounts for income taxes in accordance with SFAS No. 109 Accounting for Income Taxes, which requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the differences between the financial statements and the tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense represents the tax payable for the period and the change during the period in deferred tax assets and liabilities.

**Note 11-New Accounting Pronouncements**

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements. This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles ( GAAP ), and expands disclosures about fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company does not currently believe that the adoption of SFAS 157 will have a material impact on the consolidated financial statements.

In February 2007, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities , which provides companies with an option to report selected financial assets and liabilities at fair value. The objective of SFAS No. 159 is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. SFAS No. 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 is effective for the Company as of January 1, 2008. We have not completed our evaluation of SFAS No. 159 but do not expect the adoption of SFAS No. 159 to have a material effect on our operating results or financial position.

In July 2006, the FASB issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, ( FIN 48 ) an interpretation of FASB Statement No. 109, Accounting for Income Taxes. FIN 48 requires that a position taken or expected to be taken in a tax return be recognized in the financial statements when it is more likely than not (i.e. a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Upon adoption, the cumulative effect of applying the recognition and measurement provisions of FIN 48, if any, shall be reflected as an adjustment to the opening balance of retained earnings. FIN 48 requires that subsequent to initial adoption a change in judgment that results in subsequent recognition, derecognition or change in a measurement of a tax position taken in a prior annual period (including any related interest and penalties) be recognized as a discrete item in the period in which the change occurs. Currently, we record such changes in judgment, including audit settlements, as a component of the Company s income tax provision. Thus, the Company s reported quarterly income tax rate may become more volatile upon adoption of FIN 48. This change will not impact the manner in which we record income tax expense on an annual basis. FIN 48 also requires expanded disclosures including identification of tax positions for which it is reasonably possible that total amounts of unrecognized tax benefits will significantly change in the next twelve months, a description of tax years that remain subject to examination by major tax jurisdiction, a tabular reconciliation of the total amount of unrecognized tax benefits at the beginning and end of each annual reporting period, the total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate and the total amounts of interest and penalties recognized in the statements of operations and financial position. FIN 48 is effective for fiscal years beginning after December 15, 2006. The standard did not have an impact on the Consolidated Financial Statements.

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

The SEC encourages companies to disclose forward-looking information so that investors can better understand a company s future prospects and make informed investment decisions. This Quarterly Report on Form 10-QSB contains such forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934.

Words such as anticipate, believe, estimate, expect, intend, may, plan, project, seek, will and words and terms of similar subs connection with any discussion of future events, operating or financial performance, financing sources, product development, capital requirements, market growth and the like, identify forward-looking statements. Forward-looking statements are merely predictions and therefore inherently subject to uncertainties and other factors which could cause the actual results to differ materially from the forward-looking statement. These forward-looking statements include, among others:

projections of revenues and other financial items;

statements of strategies and objectives for future operations;

statements concerning proposed applications or services;

statements regarding future economic conditions, performance or business prospects;

statements regarding competitors or competitive actions; and

statements of assumptions underlying any of the foregoing.

All forward-looking statements are present expectations of future events and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The risks related to ASPYRA s business discussed under Risk Factors of this Quarterly Report on Form 10-QSB, among others, could cause actual results to differ materially from those described in the forward-looking statements. Such risks include, among others: the competitive environment; unexpected technical and marketing difficulties inherent in major product development efforts; the potential need for changes in our long-term strategy in response to future developments; future advances in clinical information technology and procedures, as well as potential changes in government regulations and healthcare policies, both of which could adversely affect the economics of the products offered by ASPYRA; and rapid technological change in the microelectronics and software industries.

The Company makes no representation as to whether any projected or estimated information or results contained in any forward-looking statements will be obtained or achieved. Shareholders are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-QSB. The Company is under no obligation, and it expressly disclaims any obligation, to update or alter any forward-looking statements after the date of this Quarterly Report on Form 10-QSB, whether as a result of new information, future events or otherwise.

**Management s Discussion and Analysis of Financial Condition and Results of Operations**

**Overview**

The following discussion relates to the business of ASPYRA, which includes the operations of its wholly owned subsidiaries Aspyra Diagnostic Solutions, Inc. (ADSI) (formerly StorCOMM, Inc.) and Aspyra Technologies, Ltd. (ATI) (formerly StorCOMM Technologies, Ltd.). The merger, which resulted in the acquisition of ADSI, was consummated on November 22, 2005.

ASPYRA operates in one business segment determined in accordance with Statement of Financial Accounting Standards ( SFAS ) No. 131, and generates revenues from the sale of its Clinical and Diagnostic Information Systems (CIS and DIS), which includes the license of proprietary application software, and may include the sale of servers and other hardware components to be integrated with its application software. In connection with its sales of its products, the Company provides implementation services for the installation, integration, and training of end users personnel. The Company also generates sales of ancillary software and hardware, to its customers and to third parties. We recognize these revenues under system sales in our financial statements. The Company also generates recurring revenues from the provision of comprehensive post implementation services to its customers, pursuant to extended service agreements. We recognize these revenues under service revenues in our financial statements. This service relationship is an important aspect of our business as the Company s products are mission critical systems that are used by healthcare providers in most cases 24 hours per day and 7 days per week. The ability to provide comprehensive services is crucial to obtaining new customers and maintaining existing customers. In order to retain this service relationship we must keep our products current for competitive, clinical, diagnostic, and regulatory compliance. Enhancements to our products in the form of software upgrades are an integral part of our business model and are included as a contract obligation in our warranty and extended service agreements. In order to generate such revenue opportunities our investment in software enhancements is significant and is a key component of our on going support obligations.

Because of the nature of our business, ASPYRA makes significant investments in research and development for new products and enhancements to existing products. Historically, ASPYRA has funded its research and development programs through cash flow primarily generated from operations. Management anticipates that future expenditures in research and development will either continue at current levels or may increase for the foreseeable future, and will be funded primarily out of the Company s cash flow from operations.

ASPYRA s results of operation for the third fiscal quarter and nine months ended September 30, 2007 were marked by a decrease in sales and a decrease in operating loss that are more fully discussed in the following section Results of Operations. The enactment of the Deficit Reduction Act (DRA) in 2006 continued to slow contract signings as the marketplace adjusted to changes in reimbursement of some imaging procedures. Additionally, sales cycles for CIS and DIS products are generally lengthy and on average exceed six months from inception to closure. Because of the complexity of the sales process, a number of factors that are beyond the control of the Company can delay the closing of transactions. Furthermore, the Company has been primarily reliant on distributors and channel partners for the sales of its diagnostic systems and has been subject to inconsistencies in the performance of such third parties and the timely consummation of orders. ASPYRA completed a unification of its sales force to focus more on a direct sales model for some of the diagnostic system products to supplement the distribution and channel network so that it will be less reliant on third parties for the sale of its diagnostic systems. ASPYRA also has completed new versions of its laboratory and radiology information systems products, as well as its new AccessRAD Radiology Information System ( RIS ) / Picture Archive Communication Systems ( PACS ) which it has begun marketing. At September 30, 2007, the Company had $736,458 in deferred revenue as well as a backlog of approximately $241,000 in backlog system sales which were received in the third quarter but will be processed and included in the fiscal quarter ended December 31, 2007.

The operating losses incurred by the Company during the fiscal quarter and nine months ended September 30, 2007 were attributable to the uneven sales performance previously discussed. The Company completed the integration and restructuring of the merged businesses and incurred certain costs associated with such activities which were only partially offset by reductions in redundant personnel and other expenses during the quarter and nine months ended September 30, 2007. For the three and nine months ended September 30, 2007, the Company reduced its net operating loss by approximately $37,300 and $206,000, respectively, over the same periods in 2006 as a result of synergies and cost reductions in its business as it completed integration and restructuring of the merged business.

**Results of Operations**

The following table sets forth certain line items in our condensed consolidated statement of operations as a percentage of total revenues for the periods indicated:

| | Three Months Ended September 30, 2007 | Three Months Ended September 30, 2006 | Nine Months Ended September 30, 2007 | Nine Months Ended September 30, 2006 |
|---|---|---|---|---|
| Revenues: | | | | |
| System sales | 35.8% | 45.9% | 31.6% | 42.2% |
| Service revenues | 64.2 | 54.1 | 68.4 | 57.8 |
| Total revenues | 100.0 | 100.0 | 100.0 | 100.0 |
| Cost of products and services sold: | | | | |
| System sales | 24.9 | 29.4 | 24.1 | 31.2 |
| Service revenues | 23.9 | 23.7 | 27.8 | 23.7 |
| Total cost of products and services | 48.8 | 53.1 | 51.9 | 54.9 |
| Gross profit | 51.2 | 46.9 | 48.1 | 45.1 |
| Operating expenses: | | | | |
| Selling, general and administrative | 53.5 | 50.7 | 62.4 | 60.3 |
| Research and development | 20.0 | 15.2 | 21.8 | 15.9 |
| Total operating expenses | 73.5 | 65.9 | 84.2 | 76.2 |
| Operating loss | (22.3) | (19.0) | (36.1) | (31.1) |
| | | | | |
| Loss before provision for income taxes | (23.3) | (21.6) | (37.2) | (33.5) |
| Provision for income taxes | | | | |
| | | | | |
| Net loss | (23.3) | (21.6) | (37.2) | (33.5) |
| Deemed dividend | (27.2) | | (10.2) | |
| Net loss applicable to common shareholders | (50.5) | (21.6) | (47.4) | (33.5) |

*Revenues*

Sales for the fiscal quarter ended September 30, 2007 decreased to $2,892,925, as compared to $3,282,041 for the comparable quarter ended September 30, 2006, an overall decrease of $389,116 or 11.9%. For the nine-month period ended September 30, 2007, sales decreased to $7,745,550, as compared to $9,201,937 for the comparable nine-month period ended September 30, 2006, an overall decrease of $1,456,387 or 15.8%. When analyzed by revenue category for the quarter and nine-month period, sales of CIS and DIS products decreased by $473,109, or 31.4% and $1,433,090 or 36.9%, respectively. For the quarter, service revenues increased by $83,993 or 4.7%. For the nine-month period service revenues decreased by $23,297 or 0.4%. As described above under Overview , the decrease in sales of CIS and DIS products was primarily attributable to the enactment of the Deficit Reduction Act (DRA) in 2006 continuing to slow contract signings as the marketplace adjusted to changes in reimbursement for some imaging procedures. Management believes that the importance of imaging technologies such as the Company s PACS products is justified as an investment by end users to improve efficiencies. Although the completion time of sales has slowed, the Company s sales pipeline has increased. The increase in service revenues is primarily attributable to a level of post-implementation services provided during the quarter but for the nine-month period, there was a reduced level of post-implemenation services when compared to the same period of 2006. If and when the Company s installed base of CIS and DIS installations increases, then service revenues would be expected to increase as well.

The Company continues to invest in sales and marketing activities focused on increasing its transaction pipeline and transitioning to more of a direct sales model to supplement the third party sales of its CIS and DIS products while new and improved product versions are being introduced. The Company has invested additional funds into marketing activities to further build its sales pipeline as well as to launch the company into new market opportunities. The Company s future operating results will continue to be subject to quarterly variations based upon a wide variety of factors, including the volume mix and timing of orders received during any quarter, and the temporary delays in the closing of new CIS and DIS sales. In addition, the Company s revenues associated with CIS and DIS sales may be delayed due to client related issues such as client staff availability for training, information technology infrastructure readiness, and the performance of third party contractors, all of which are issues outside of the control of ASPYRA.

*Costs of products and services sold*

Cost of sales for the quarter ended September 30, 2007 decreased by $332,430 or 19.1% to $1,411,784, as compared to $1,744,214 for the same quarter of fiscal 2006. Cost of sales for the nine-month period decreased by $1,034,222 or 20.5% to

$4,016,607 compared to $5,050,829 for the same period of fiscal 2006. For the quarter and nine-month period, the decreases in cost of sales were primarily attributable to a decrease in labor costs of $60,059 or 7.9% and $203,686 or 8.7%, respectively; decreases in material costs of $148,940 or 39.0% and $561,465 or 52.1%, respectively; and decreases in other costs of $123,431 or 20.5% and $269,071 or 16.5%, respectively. The decreases in labor costs and other costs were attributable to the reduction of personnel and overhead as a result of integration of our business since the merger in November 2005. The decrease in materials costs was due to the reduced number of CIS and DIS sales. For the current quarter and nine-month period, cost of sales as a percentage of sales was approximately 49% and 52%, respectively, as compared to 53% and 55%, respectively, for the comparable periods of 2006. The overall percentage decrease in cost of sales, as a percentage of sales, was attributable to the volume and mix of sales and the reduction of staff and other overhead during the quarter and nine-month period. The Company could potentially experience quarterly variations in gross margin as a result of the factors discussed above.

*Selling, general and administrative expenses*

Selling, general and administrative expenses decreased by $117,466 or 7.1% for the current fiscal quarter ended September 30, 2007 as compared to the same quarter in fiscal 2006. For the nine-month period, selling, general and administrative expenses decreased by $716,649 or 12.9% as compared to the same period in fiscal 2006. For the quarter and nine-month period, the decreases in selling, general and administrative expenses were primarily attributable to the reduction of expenses as a result of the integration of the business as discussed above. For the quarter, the reduction of expenses was primarily attributable to decreases of approximately $105,000 related to salaries, $28,000 in tradeshow expenses, $39,000 in travel and lodging expenses, which were partially offset by an increase of $24,000 in general insurance expenses, and $31,000 related to expenses to outside consultants compared to the same quarter in fiscal 2006. For the nine-month period, the reduction of expenses was primarily attributable to decreases of approximately $395,000 related to salaries, $103,000 in tradeshow expenses, $69,000 in SFAS 123(R) expenses, $72,000 related to user symposium expenses, $127,000 in travel and lodging expenses, which were partially offset by an increase of $48,000 in legal and accounting expenses compared to the same period in fiscal 2006. Management continues to evaluate cost reductions in some of its selling, general and administrative expenses while it also continues to plan further investment in its marketing programs during the balance of its 2007 fiscal year.

*Research and development expenses*

Research and development expenses increased by $81,304, or 16.3% for the current fiscal quarter ended September 30, 2007 as compared to the same quarter in fiscal 2006. For the nine-month period, research and development expense increased $227,586 or 15.6%, as compared to the same period in fiscal 2006. For the quarter and nine-month period, the increase is primarily attributable to increases in salaries and expenses of new personnel in product development. For the comparable third quarters of 2007 and 2006, the Company capitalized software costs of $207,096 and $216,360, respectively, which are generally amortized over the estimated useful life, not to exceed five years. For the comparable nine-month periods of 2007 and 2006, the Company capitalized software costs of $662,037 and $715,946, respectively, which are generally amortized over the estimated useful life, not to exceed five years. Such costs were attributable to the development of AccessRAD, the new RIS/PACS platform that integrates the Company s radiology information system CyberRAD with its AccessNET PACS system, and enhancements and new modules for the Company s CIS and DIS products. The Company plans to continue significant product development activities at current expense levels throughout the 2007 fiscal year.

*Interest Expense*

Interest expense for the current quarter and nine-month period ended September 30, 2007 decreased by $87,536 or 69.5% and $160,876 or 55.1%, respectively, as compared to the same periods of fiscal 2006. The decrease is primarily due to the nonrecurring penalty imposed as a result of a delay in the registration of the securities underlying the private equity placements, which was paid by the Company in October 2006.

*Net income (loss)*

As a result of the factors discussed above, the Company incurred a net loss applicable to common shareholders of $1,461,784 or basic and diluted loss per share of $.13 in the third fiscal quarter of 2007 as compared to a net loss applicable to common shareholders of $710,063 or basic and diluted loss per share of $.07 for the third quarter of 2006. For the nine-month period ended September 30, 2007, the Company incurred a net loss applicable to common shareholders of $3,670,697 or basic and diluted loss per share of $.33 as compared to a net loss applicable to common shareholders of $3,087,961 or basic and diluted loss per share of $.32 for the same period of 2006.

**Liquidity and Capital Resources**

Historically, the Company s primary need for capital has been to invest in software development, and in computers and related equipment for the Company s internal use. The Company invested $662,037 and $715,946 respectively during the nine months ended September 30, 2007 and 2006 in software development. These expenditures related to investment in the Company s new RIS/PACS integrated system, AccessRAD, enhancements to AccessNET, the new browser version of the Company s LIS product, CyberLAB, and other product enhancements. The Company anticipates expending additional sums during the remainder of fiscal 2007 on product enhancements to all its products and the further development of AccessRAD and CyberLAB. During the nine months ended September 30, 2007 and 2006, the Company invested an aggregate of $66,534 and $253,831, respectively, in fixed assets primarily consisting of computers, network infrastructure, telephone and data communications systems, and software.

The Company s working capital continues to deteriorate with a deficit of $2,983,886 at September 30, 2007 compared to a deficit of $2,256,352 at December 31, 2006. On February 27, 2007, the Company entered into a new banking relationship whereby the bank provided a revolving line of credit in the aggregate amount of $1,300,000. The revolving line of credit is secured by the Company s accounts receivable and inventory and matures on February 27, 2008. At September 30, 2007, the Company s credit facilities with its bank consisted of a revolving line of credit of $1,300,000, of which $1,026,477 was outstanding. The revolving line of credit is subject to certain covenants. As of September 30, 2007, the Company was in compliance with all covenants. Advances under the revolving line of credit are on a formula based on eligible accounts receivable and inventory balances. At September 30, 2007, the Company had $536,081 outstanding on its capital leases of which $150,237 is due in the next twelve months. Management is considering additional financing to accelerate its business development plans which in turn may improve its working capital position.

Cash used in operating activities was $761,113 for the nine months ended September 30, 2007 compared to cash used of $1,649,067 for the comparable period of fiscal 2006. The decrease in cash used for operating activities was primarily attributable to the net change in accrued receivables, payables and deferred revenues compared to the same period of fiscal 2006.

Net cash used in investing activities totaled $728,571 for the nine months ended September 30, 2007, compared to $969,777 used in investing activities during the comparable period of fiscal 2006. The decrease in cash used in investing activities was primatily due to the reduction in investment in fixed assets.

Cash flows from financing activities amounted to $2,560,856 during the nine months ended September 30, 2007 compared to $3,276,109 provided during the comparable period of fiscal 2006. The decrease was primarily attributable to the Company completing a private placement transaction in the comparable period of fiscal 2006, partially offset by the exercise of warrants in 2007, and the change in restricted cash.

The Company s primary source of working capital has been generated from private placements of securities and from borrowings. The Company has been experiencing a history of losses due to the integration of its businesses and the significant investment in new products since the quarter ended March 31, 2005 and negative cash flows from operations since the quarter ended December 31, 2005. An unanticipated decline in sales, delays in implementations where payments are tied to delivery and/or performance of services or cancellations of contracts could have a negative effect on cash flow from operations and could in turn create short-term liquidity problems. We believe that our current cash and cash equivalents, and cash flow from operations, will be sufficient to meet our current anticipated cash needs, including for working capital purposes, capital expenditures and various contractual obligations, for at least the next 12 months. If the company is unable to generate cash from operations or meet revenue targets or obtain new cash inflows from financing or equity offerings, the company would need to take action and reduce costs in order to operate for the next 12 months. This requires the Company to have ongoing courses of action to reduce costs and look for new sources of financings and capital infusion. The Company s cash position and liquidity needs to improve prior to December 31, 2007 or there is a possibility that the Company s independent registered public accountants may issue a going concern opinion that raises substantial doubt about the Company s ability to continue as a going concern. We may, also, required additional cash resources due to changed business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If these sources are insufficient to satisfy our cash requirements, we may seek to sell debt securities or additional equity securities or to obtain a credit facility. The sale of convertible debt securities or additional equity securities could result in additional dilution to our stockholders. The incurrence of indebtedness would result in incurring debt service obligations and could result in operating and financial covenants that would restrict our operations. In addition, there can be no assurance that any additional financing will be available on acceptable terms, if at all. Although there are no present understandings, commitments or agreements with respect to the acquisition of any other businesses, applications or technologies, we may from time to time, evaluate acquisitions of other businesses, applications or technologies.

**Seasonality, Inflation and Industry Trends**

The Company s sales are generally higher in the winter and spring. Inflation has not had a material effect on the Company s business since the Company has been able to adjust the prices of its products and services in response to inflationary pressures. Management believes that most phases of the healthcare segment of the computer industry will continue to be highly competitive, and that potential healthcare reforms including those promulgated by Health Insurance Portability and Accountability Act may have a long-term positive impact on its business. The key issues driving demand for ASPYRA s products are industry concerns about patient care and safety issues, development of a national standard for the electronic health record that will affect all clinical data, a paradigm shift from analog to digital imaging technologies, and regulatory compliance. The Company has continued to invest heavily in new application modules to assist its customers in addressing these issues. Management believes that new application modules and features that concentrate on such issues will be key selling points and will provide a competitive advantage. In addition, management believes that the healthcare information technology industry will be marked with more significant technological advances, which will improve the quality of service and reduce costs. The Company anticipates it will be able to meet these challenges.

**Critical Accounting Policies and Estimates**

Management s discussion and analysis of ASPYRA s financial condition and results of operations are based upon the condensed consolidated financial statements contained in this Quarterly Report on Form 10-QSB, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an on-going basis, management evaluates estimates, including those related to the valuation of inventory and the allowance for uncollectible accounts receivable. We base our estimates on historical experience and on various other assumptions that management believes 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 critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

*Inventory*

The Company s inventory is comprised of a current inventory account that consists of items that are held for resale and a long-term inventory account that consists of items that are held for repairs and replacement of hardware components that are serviced by the Company under long-term Extended Service Agreements with some of its customers. Current inventory is valued at the lower of cost to purchase or the current estimated market value of the inventory items. Inventory is evaluated on a continual basis and adjustments to recorded costs are made based on management s estimate of future sales value, or in the case of the long-term component inventory, on management s estimation of the usage of specific inventory items and net realizable value. Management reviews inventory quantities on hand and makes a determination of the excess or obsolete items in the inventory, which, are specifically reserved. In addition, adjustments are made for the difference between the cost of the inventory and the estimated market value and charged to operations in the period in which the facts that give rise to the adjustments become known. At September 30, 2007, the inventory reserve was approximately $160,500.

*Accounts Receivable*

Accounts receivable balances are evaluated on a continual basis and allowances are provided for potentially uncollectible accounts based on management s estimate of the collectability of customer accounts. If the financial condition of a customer were to deteriorate, resulting in an impairment of their ability to make payments, an additional allowance may be required. Allowance adjustments are charged to operations in the period in which the facts that give rise to the adjustments become known. The accounts receivable balance at September 30, 2007 was $1,092,980, net of an allowance for doubtful accounts of approximately $130,000.

*Revenue Recognition*

Revenues are derived primarily from the sale of CIS and DIS products and the provision of services. The components of the system sales revenues are the licensing of computer software, installation, and the sale of computer hardware and sublicensed software. The components of service revenues are software support and hardware maintenance, training, and implementation services. The Company recognizes revenue in accordance with the provisions of Statement of Position (SOP) No. 97-2, Software Revenue Recognition, as amended by SOP No. 98-4, SOP 98-9 and clarified by Staff Accounting Bulletin (SAB) 104 Revenue Recognition in Financial Statements. SOP No 97-2, as amended, generally requires revenue earned on software arrangements involving multiple-elements to be allocated to each element based on the relative fair values of those elements. The Company allocates revenue to each element in a multiple-element arrangement based on the element s respective fair value, with the fair value determined by the price charged when that element is sold separately and specifically defined in a quotation or contract. Deferred revenue related to CIS and DIS sales are comprised of deferrals for license fees, hardware, and other services for which the implementation has not yet been completed and revenues have not been recognized. Revenues are presented net of discounts. At September 30, 2007 deferred revenue was $736,458.

Post Implementation software and hardware maintenance services are marketed under monthly, quarterly and annual arrangements and are recognized as revenue ratably over the contracted maintenance term as services are provided. The Company determines the fair value of the maintenance portion of the arrangement based on the renewal price of the maintenance charged to customers, professional services portion of the arrangement, other than installation services, based on hourly rates which the Company charges for these services when sold apart from a software license, and the hardware and sublicense of software based on the prices for these elements when they are sold separately from the software. At September 30, 2007, deferred service contract income was $2,115,216.

*Software Development Costs*

Costs incurred internally in creating computer software products are expensed until technological feasibility has been established upon completion of a program design. Thereafter, applicable software development costs are capitalized and subsequently reported at the lower of amortized cost or net realizable value. Capitalized costs are amortized based on current and expected future revenue for each product with minimum annual amortization equal to the straight-line amortization over the estimated economic life of the product, not to exceed five years. For the nine months ended September 30, 2007 and 2006, the Company capitalized $662,037 and $715,946, respectively. At September 30, 2007, the balance of capitalized software costs was $2,832,498, net of accumulated amortization of $954,839.

*Intangible Assets*

Intangible assets, with definite and indefinite lives, consist of acquired technology, customer relationships, channel partners, and goodwill. They are recorded at cost and are amortized, except goodwill, on a straight-line basis based on the period of time the asset is expected to contribute directly or indirectly to future cash flows, which range from four to 15 years.

In accordance with Statement of Financial Accounting Standards ( SFAS ) No. 142, goodwill is tested for impairment on an annual basis or between annual tests if an event occurs or circumstances change that would indicate the carrying amount may be impaired. In accordance with SFAS No. 144, Accounting for Impairment of Long-Lived Assets, management reviews definite life intangible assets to determine if events or circumstances have occurred which may cause the carrying values of intangible assets to be impaired. The purpose of these reviews is to identify any facts or circumstances, either internal or external, which may indicate that the carrying value of the assets may not be recoverable.

*Stock-based Compensation*

We have two stock-based compensation plans, the 2005 Equity Incentive Plan and the 1997 Stock Option Plan, under which we may issue shares of our common stock to employees, officers, directors and consultants. Upon effectiveness of the 2005 Equity Incentive Plan on November 22, 2005, the 1997 Stock Option Plan was terminated for purposes of new grants. Both of these plans have been approved by our shareholders.

Prior to January 1, 2006, we accounted for these plans under the recognition and measurement provisions of APB Opinion No. 25, Accounting for Stock Issued to Employees, and related Interpretations, as permitted by SFAS No. 123, Accounting for Stock-Based Compensation. Effective January 1, 2006, we adopted the fair value recognition provisions of SFAS No. 123(R), Share-Based Payment, using the modified-prospective-transition method. Under that transition method, compensation cost recognized in the three and nine months ended September 30, 2007 includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, and (b) compensation cost for all share-based payments granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123(R). Results for prior periods have not been restated.

SFAS No. 123(R) requires us to make certain assumptions and judgments regarding the grant date fair value. These judgments include expected volatility, risk free interest rate, expected option life, dividend yield and vesting percentage. These estimations and judgments are determined by us using many different variables that in many cases are outside of our control. The changes in these variables or trends, including stock price volatility and risk free interest rate may significantly impact the grant date fair value resulting in a significant impact to our financial results.

*Income Taxes*

The Company accounts for income taxes in accordance with SFAS No. 109 Accounting for Income Taxes, which requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the differences between the financial statements and the tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense represents the tax payable for the period and the change during the period in deferred tax assets and liabilities. The Company has evaluated the net deferred tax asset taking into consideration operating results and determined that a full valuation allowance should be maintained.

**Risk Factors**

In evaluating the Company, various risk factors and other information should be carefully considered. The risks and uncertainties described below are not the only ones that impact the Company. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also have an adverse impact on us. Among other things, this discussion contains forward-looking statements that are based on certain assumptions about future risks and uncertainties. We believe that our assumptions are reasonable. Nonetheless, it is likely that at least some of these assumptions will not come true.

***We have incurred losses recently that may adversely impact liquidity.***

We have experienced operating losses and cash outflows. For the three and nine months ended September 30, 2007, our net loss applicable to common shareholders was $1,461,784 and $3,670,697. At September 30, 2007, our cash totaled $2,051,701 and our working capital deficit was $2,983,886. We cannot be certain that ASPYRA will become profitable and sustain profitability. If ASPYRA does not become profitable and sustain profitability, the market price of our common stock will decline. In addition, if the Company s liquidity and cash position do not improve prior to December 31, 2007, there is a possibility that the Company s independent registered public accountants may issue a going concern opinion, raising substantial doubts as to the Company s ability to continue as a going concern. The Company s primary source of working capital has been generated from the private placements and borrowings. The Company s results of operations for the nine months ended September 30, 2007 produced negative operating cash flow of approximately $761,113. Any decline in sales, delays in implementations where payments are tied to delivery and/or performance of services or cancellations of contracts could have a negative effect on cash flow from operations and could in turn increase our liquidity problem. If sales are not as expected, the Company will consider certain cost cutting measures. We may require additional cash resources to sustain our business. The sale of convertible debt securities or additional equity securities could result in additional dilution to our shareholders. The incurrence of additional indebtedness would result in incurring debt service obligations and could result in operating and financial covenants that would restrict our operations. There can be no assurance that any additional financing will be available on acceptable terms, if at all.

***If ASPYRA and Aspyra Diagnostic Solutions, Inc. fail to effectively integrate their operations, the combined company may not realize the potential benefits of the merger.***

The integration of ASPYRA and Aspyra Diagnostic Solutions, Inc. (ADSI) has been a time consuming and expensive process and may disrupt the combined company s operations if it is not completed in a timely and efficient manner. The integration is still in process. If this integration effort is not successful, the combined company s results of operations could be harmed, employee morale could decline, key employees could leave, customers could cancel existing orders or choose not to place new ones and the combined company could have difficulty complying with regulatory requirements. In addition, the combined company may not achieve anticipated synergies or other benefits of the merger. ASPYRA and ADSI must operate as a combined organization utilizing common information and communication systems, operating procedures, financial controls and human resources practices. The combined company may encounter the following difficulties, costs and delays involved in integrating their operations:

failure to successfully manage relationships with customers and other important relationships;

failure of customers to accept new services or to continue using the products and services of the combined company;

difficulties in successfully integrating the management teams and employees of ASPYRA and Aspyra Diagnostic Solutions, Inc.;

challenges encountered in managing larger, more geographically dispersed operations;

the loss of key employees;

diversion of the attention of management from other ongoing business concerns;

potential incompatibilities of technologies and systems;

potential difficulties integrating and harmonizing financial reporting systems; and

potential incompatibility of business cultures.

If the combined company s operations do not meet the expectations of customers of ASPYRA or ADSI then these customers may cease doing business with the combined company altogether, which would harm the results of operations and financial condition of ASPYRA.

If the anticipated benefits of the merger are not realized or do not meet the expectations of financial or industry analysts, the market price of ASPYRA common stock may decline. The market price of ASPYRA common stock may decline as a result of the merger if:

the integration of ASPYRA and ADSI is unsuccessful;

the combined company does not achieve the expected benefits of the merger as quickly as anticipated or the costs of or operational difficulties arising from the merger are greater than anticipated;

the combined company s financial results after the merger are not consistent with the expectations of financial or industry analysts;

the anticipated operating and product synergies of the merger are not realized; or

the combined company experiences the loss of significant customers or employees as a result of the merger.

***We face intense competition from both established entities and new entries in the market that may adversely affect our revenues and profitability.***

Our markets are competitive. There are many companies with active research and development programs both in and outside of the healthcare information technology industry. Many of these companies have considerable experience in areas of competing interest to us. Additionally, we cannot determine if other firms are conducting potentially competitive research, which could result in the development and introduction of products that are either comparable or superior to the products we sell. Further, new product introductions, product enhancements and the use of other technologies by our competitors could lead to a loss of market acceptance and cause a decline in sales or gross margins.

19

If we are unable to anticipate or react to competition or if existing or new competitors gain market share, our sales may decline or be impaired and we may experience a decline in the prices we can charge for our products, which could adversely affect our operating results. Our competitive position depends on several factors, including:

our ability to adapt effectively to the continued development, acquisition or licensing of technology or product rights by our competitors;

our ability to enhance our products or develop new products;

our ability to adapt to changing technological demands; and

our strategic decisions regarding the best allocation of our limited resources.

Several of our current and potential competitors have greater financial, technical, sales, marketing and other resources than we do and consequentially may have an ability to influence customers to purchase their products that compete with ours. Our future and existing competitors could introduce products with superior features, scalability and functionality at lower prices than our products, and could also bundle existing or new products with other more established products in order to compete with us. Our competitors could also gain market share by acquiring or forming strategic alliances with our other competitors. If we do not adapt our business in the face of this competition, our business and operating results may be harmed.

***Any failure to successfully introduce future products into the market could adversely affect our business.***

The commercial success of future products depends upon their acceptance by the medical community. Our future product plans include capital-intensive clinical information systems. We believe that these products can significantly reduce labor costs, improve patient care and offer other distinctive benefits to the medical community. However, there is often market resistance to products that require significant capital expenditures or which eliminate jobs through automation. We can make no assurance that the market will accept our future products and systems, or those sales of our future products and systems will grow at the rates expected by our management.

***If we fail to meet changing demands of technology, we may not continue to be able to compete successfully with competitors.***

The market for our products is characterized by rapid technological advances, changes in customer requirements and frequent new product introductions and enhancements. Our future success depends upon our ability to introduce new products that keep pace with technological developments, enhance current product lines and respond to evolving client requirements. ASPYRA has incurred, and we will need to continue to incur, significant research and development expenditures in future periods as we strive to remain competitive. Our failure to meet these demands could result in a loss of our market share and competitiveness and could harm our revenues and results of operations.

***Our success depends on our ability to attract, retain and motivate management and other skilled employees.***

Our future success and growth depend on the continued services of our key management and employees. The loss of the services of any of these individuals could materially affect our business. Our future success also depends on our ability to identify, attract and retain additional qualified personnel. Competition for employees in our industry is intense and we may not be successful in attracting or retaining them. There are a limited number of people with knowledge of, and experience in, our industry. We do not have employment agreements with most of our key employees. However, we generally enter into agreements with our employees regarding patents, confidentiality and related matters. We do not maintain life insurance polices on our employees. Our loss of key personnel, especially without advance notice, or our inability to hire or retain qualified personnel, could have a material adverse effect on sales and our ability to maintain our technological edge. We cannot guarantee that we will continue to retain our key management and skilled personnel, or that we will be able to attract, assimilate and retain other highly qualified personnel in the future.

***If we do not protect our proprietary information and prevent third parties from making unauthorized use of our products and technology, our financial results could be harmed.***

We rely on a combination of confidentiality agreements and procedures and copyright, patent, trademark and trade secret laws to protect our proprietary information. However, all of these measures afford only limited protection and may be challenged, invalidated, or circumvented by third parties. Third parties may copy aspects of our products or otherwise obtain and use our proprietary information without authorization. Third parties may also develop similar or superior technology independently, including by designing around our patents. Furthermore, the laws of some foreign countries do not offer the same level of protection of our proprietary rights as the laws of the United States, and we may be subject to unauthorized use of our products in those countries. Any legal action that we may bring to protect proprietary information could be expensive and may distract management from day-to-day operations. Unauthorized copying or use of our products or proprietary information could result in reduced sales of our products.

***Third parties claiming that we infringe their proprietary rights could cause us to incur significant legal expenses and prevent us from selling our products.***

From time to time, we have received claims that we have infringed the intellectual property rights of others and may receive additional claims in the future. Any such claim, with or without merit, could:

- be time consuming to defend;
- result in costly litigation;
- divert management s time and attention from our business;
- require us to stop selling, to delay shipping or to redesign our products; or
- require us to pay monetary amounts as damages to our customers.

In addition, we license and use software from third parties in our business. These third party software licenses may not continue to be available to us on acceptable terms. Also, these third parties may from time to time receive claims that they have infringed the intellectual property rights of others, including patent and copyright infringement claims, which may affect our ability to continue licensing their software. Our inability to use any of this third party software could result in disruptions in our business, which could materially and adversely affect our operating results.

***ASPYRA operates in a consolidating industry which creates barriers to market penetration.***

The healthcare information technology industry in recent years has been characterized by consolidation by both healthcare providers who are our customers and by those companies that we compete against. Large hospital chains and groups of affiliated hospitals prefer to negotiate comprehensive contracts for all of their system needs with larger vendors who offer broader product lines and services. The conveniences offered by these large vendors are administrative and financial incentives that we cannot offer our customers.

***Our products may be subject to government regulation in the future that could impair our operations.***

Our products could be subject to stringent government regulation in the United States and other countries in the future. Furthermore, we expect that the integration of our product and service offering will require us to comply with regulatory requirements and that we will devote significant time and resources to this effort. These regulatory processes can be lengthy, expensive and uncertain. Additionally, securing necessary clearances or approvals may require the submission of extensive data and other supporting information.

Failure to comply with applicable requirements could result in fines, recall, total or partial suspension of distribution, withdrawal of existing product or our inability to integrate our service and product offerings. If any of these things occur, it could have a material adverse impact on our business.

***Changes in government regulation of the healthcare industry could adversely affect our business.***

Federal and state legislative proposals are periodically introduced or proposed that would affect major changes in the healthcare system, nationally, at the state level or both. The enactment of the Deficit Reduction Act in 2006 made changes to reimbursement policies for some imaging procedures which negatively affected some of our customers and potential customers and slowed our ability to secure new customer contracts. Such regulation could further hurt sales and financial results in the future. Future legislation, regulation or payment policies of Medicare, Medicaid, private health insurance plans, health maintenance organizations and other third-party payers could adversely affect the demand for our current or future products and our ability to sell our products on a profitable basis. Moreover, healthcare legislation is an area of extensive and dynamic change, and we cannot predict future legislative changes in the healthcare field or their impact on our industry or our business.

***We are subject to the Health Insurance Portability and Accountability Act (HIPAA) and the cost of complying with HIPAA may negatively impact our net income.***

Our business is substantially impacted by the requirements of HIPAA and our products must maintain the confidentiality of a patient s medical records and information. These requirements also apply to most of our customers. We believe our products meet the standards of HIPAA and may require our customers to upgrade their systems, but our customers preoccupation with HIPAA may adversely impact sales of our products, and the costs of compliance with HIPAA could have an impact on our product margins and selling, general and administrative expenses incurred by us and could negatively impact our net income.

***Defective products or product failure may subject us to liability and could substantially increase our costs.***

Our products are used to gather information for professionals to make medical decisions, diagnosis, and treatment. Accordingly, the manufacture and sale of our products entails an inherent risk of product liability arising from an inaccurate, or allegedly inaccurate, test or procedure result. In the past, ASPYRA has discovered errors and failures in certain of our product offerings after their introduction and have experienced delayed or lost revenues during the period required to correct these errors. Errors and failures in products released by us could result in negative publicity, product returns, loss of or delay in market acceptance of our products, loss of competitive position or claims by customers or others. Alleviating any of these problems could require significant expenditures of our capital and resources and could cause interruptions, delays or cessation of our sales, which could cause us to lose existing or potential customers and would adversely affect our operating results. We may be subject to product liability claims as a result of any failure or errors in our products. If a customer is successful in proving its damages, it could prove expensive and time-consuming to defend against these claims, and we could be liable for the damages suffered by our customers and other related expenses, which could adversely affect our operating results. We currently maintain product liability insurance coverage for up to $2 million per incident and up to an aggregate of $4 million per year. Although management believes this liability coverage is sufficient protection against future claims, there can be no assurance of the sufficiency of these policies. We have not received any indication that our insurance carrier will not renew our product liability insurance at or near current premiums; however, we cannot guarantee that this will continue to be the case.

***System or network failures could reduce our sales, increase costs or result in a loss of customers.***

We rely on our management information systems to operate our business and to track our operating results. Our management information systems will require modification and refinement as we grow and our business needs change. If we experience a significant system failure or if we are unable to modify our management information systems to respond to changes in our business needs, then our ability to properly run our business could be adversely affected and could lead to a reduction in our sales, increase costs and a loss of customers.

***Our evaluation of internal controls and remediation of potential problems will be costly and time consuming and could expose weakness in our financial reporting.***

While we believe that we currently have adequate internal control procedures in place, we are still exposed to potential risks from recent legislation requiring companies to evaluate controls under Section 404 of the Sarbanes-Oxley Act of 2002. We are evaluating our internal controls system in order to allow management to report on the internal controls over financial reporting as of December 31, 2007. Our independent registered public accounting firm will attest to, our internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002 beginning in our fiscal year 2008.

***Factors outside of our control may adversely affect our operations and operating results.***

Our operations and operating results may be adversely affected by many different factors which are outside of our control, including:

deterioration in economic conditions in any of the healthcare information technology industry, which could reduce customer demand and ability to pay for our products and services;

political and military instability, which could slow spending within our target markets, delay sales cycles and otherwise adversely affect our ability to generate revenues and operate effectively;

budgetary constraints of customers, which are influenced by corporate earnings and spending objectives;

earthquakes, floods or other natural disasters affecting our headquarters located in Calabasas, California, an area known for seismic activity, or our other locations worldwide;

acts of war or terrorism; and

inadvertent errors.

Any of these factors could result in a loss of revenues and/or higher expenses, which could adversely affect our financial results.

***Our international operations involve special risks that could increase our expenses, adversely affect our operating results and require increased time and attention of our management.***

We expect to generate approximately 10% of our revenues from customers located outside of the United States in the fiscal year ending December 31, 2007. We expect to expand our international operations and such expansion is contingent upon the successful growth of our international revenues. Our international operations are subject to risks in addition to those faced by our domestic operations, including:

potential loss of proprietary information due to piracy, misappropriation or laws that may be less protective of our intellectual property rights;

imposition of foreign laws and other governmental controls, including trade and employment restrictions;

enactment of additional regulations or restrictions on imports and exports;

fluctuations in currency exchange rates and economic instability such as higher interest rates and inflation, which could make our products more expensive in those countries;

limitations on future growth or inability to maintain current levels of revenues from international sales if we do not invest sufficiently in our international operations;

longer payment cycles for sales in foreign countries and difficulties in collecting accounts receivable;

difficulties in staffing, managing and operating our international operations;

difficulties in coordinating the activities of our geographically dispersed and culturally diverse operations; and

political unrest, war or terrorism, particularly in areas in which we have facilities.

A portion of the Company s transactions outside of the United States are denominated in foreign currencies. Our functional currency is the U.S. dollar. Accordingly, our future operating results will continue to be subject to fluctuations in foreign currency rates. Hedging foreign currency transaction exposures is complex and subject to uncertainty. We may be negatively affected by fluctuations in foreign currency rates in the future, especially if international sales continue to grow as a percentage of our total sales.

***Changes to financial accounting standards and new exchange rules could make it more expensive to issue stock options to employees, which would increase compensation costs and may cause us to change our business practices.***

We prepare our financial statements to conform with generally accepted accounting principles, ( GAAP ), in the United States. These accounting principles are subject to interpretation by the Public Company Accounting Oversight Board, the SEC and various other bodies. A change in those policies could have a significant effect on our reported results and may affect our reporting of transactions completed before a change is announced.

For example, we have used stock options and other long-term equity incentives as a fundamental component of our employee compensation packages. We believe that stock options and other long-term equity incentives directly motivate our employees to maximize long-term shareholder value and, through the use of vesting, encourage employees to remain with our Company. The Financial Accounting Standards Board has issued Statement of Financial Accounting Standards 123R that requires us to record a charge to earnings for employee stock option grants. In addition, regulations implemented by the American Stock Exchange generally require shareholder approval for all stock option plans, which could make it more difficult or expensive for us to grant stock options to employees. We may, as a result of these changes, incur increased compensation costs, change our equity compensation strategy or find it difficult to attract, retain and motivate employees, each of which could materially and adversely affect our business, operating results and financial condition.

***ADSI currently relies on third party distribution arrangements to distribute its products. The loss of any of these relationships, or a material change in any of them, could materially harm our business.***

For the three and nine months ended September 30, 2007 and 2006, ADSI received approximately 50% and 80%, respectively, of its revenues through third party distribution arrangements. We expect that we will continue to generate a significant portion of our revenues through a limited number of distribution arrangements for the foreseeable future. A significant portion of the Company s outstanding accounts receivable is with such third party distributors, which will result in a concentration of our credit risk. If any of these third party distributors decides not to market or distribute our products or decides to terminate or not renew its agreement with us, we may be unable to replace the affected agreements with acceptable alternatives, which could materially harm our business, operating results and financial condition.

**Risks Related to Our Common Stock**

***Future sales of our common stock could adversely affect our stock price.***

Future sales of substantial amounts of shares of our common stock in the public market, or the perception that these sales could occur, may cause the market price of our common stock to decline. We have issued a large number of additional shares of our common stock in private placements for capital-raising purposes in the past two years and may do so again in the future. In August 2007 we also made a one-time offer to reduce the exercise price of outstanding warrants exercisable for 1,650,000 shares of our common stock resulting in all such shares being issued and further dilution for our stockholders. These sales also might make it more difficult for us to sell equity or equity-related securities in the future at a time and price we deem appropriate.

***Our stock price may be volatile in the future, and you could lose the value of your investment.***

The market prices of the common stock for ASPYRA have experienced significant fluctuations and our stock price may continue to fluctuate significantly, and you could lose the value of your investment. The market price of our common stock may be affected by a number of factors, including:

announcements of quarterly operating results and revenue and earnings forecasts by us, our competitors or our customers;

failure to achieve financial forecasts, either because expected sales do not occur or because they occur at lower prices or on terms that are less favorable to us;

rumors, announcements or press articles regarding changes in our management, organization, operations or prior financial statements;

changes in revenue and earnings estimates by securities analysts;

announcements of planned acquisitions by us or by our competitors;

announcements of new or planned products by us, our competitors or our customers;

gain or loss of a significant customer;

- inquiries by the SEC, American Stock Exchange, law enforcement or other regulatory bodies; and
- acts of terrorism, the threat of war and economic slowdowns in general.

The stock market has experienced extreme price volatility, which has adversely affected and may continue to adversely affect the market price of our common stock for reasons unrelated to our business or operating results.

***Fluctuations in our quarterly financial results have affected the stock prices of ASPYRA in the past and could affect our stock price in the future.***

The quarterly financial results of ASPYRA have fluctuated in the past, and the quarterly financial results of the combined company are likely to vary significantly in the future. A number of factors associated with the operations of our business may cause our quarterly financial results to fluctuate, including our ability to:

- effectively align sales resources to meet customer needs and address market opportunities;
- effectively respond to competitive pressures; and
- effectively manage our operating expense levels.

A number of factors associated with our industry and the markets for our products, many of which are outside our control, may cause our quarterly financial results to fluctuate, including:

- reduced demand for any of our products;
- timing and amount of orders by customers and seasonality in the buying patterns of customers;
- cancellation, deferral or limitation of orders by customers;
- fluctuations in foreign currency exchange rates; and
- weakness or uncertainty in general economic or industry conditions.

Quarterly changes in our financial results could cause the trading price of our common stock to fluctuate significantly after the merger. If our quarterly financial results or our predictions of future financial results fail to meet the expectations of securities analysts and investors, our stock price could be negatively affected. Any volatility in our quarterly financial results may make it more difficult for us to raise capital in the future or pursue acquisitions that involve issuances of our stock or securities convertible into or exercisable for our stock. You should not rely on the results of prior periods as predictors of our future performance.

**New Accounting Pronouncements**

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements. This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles ( GAAP ), and expands disclosures about fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company does not currently believe that the adoption of SFAS 157 will have a material impact on the consolidated financial statements.

In February 2007, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities , which provides companies with an option to report selected financial assets and liabilities at fair value. The objective of SFAS No. 159 is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. SFAS No. 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 is effective for the Company as of January 1, 2008. We have not completed our evaluation of SFAS No. 159 but do not expect the adoption of SFAS No. 159 to have a material effect on our operating results or financial position.

In July 2006, the FASB issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, ( FIN 48 ) an interpretation of FASB Statement No. 109, Accounting for Income Taxes. FIN 48 requires that a position taken or expected to be taken in a tax return be recognized in the financial statements when it is more likely than not (i.e. a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Upon adoption, the cumulative effect of applying the recognition and measurement provisions of FIN 48, if any, shall be reflected as an adjustment to the opening balance of retained earnings. FIN 48 requires that subsequent to initial adoption a change in judgment that results in subsequent recognition, derecognition or change in a measurement of a tax position taken in a prior annual period (including any related interest and penalties) be recognized as a discrete item in the period in which the change occurs. Currently, we record such changes in judgment, including audit settlements, as a component of the Company s income tax provision. Thus, the Company s reported quarterly income tax rate may become more volatile upon adoption of FIN 48. This change will not impact the manner in which we record income tax expense on an annual basis. FIN 48 also requires expanded disclosures including identification of tax positions for which it is reasonably possible that total amounts of unrecognized tax benefits will significantly change in the next twelve months, a description of tax years that remain subject to examination by major tax jurisdiction, a tabular reconciliation of the total amount of unrecognized tax benefits at the beginning and end of each annual reporting period, the total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate and the total amounts of interest and penalties recognized in the statements of operations and financial position. FIN 48 is effective for fiscal years beginning after December 15, 2006. The standard did not have an impact on the Consolidated Financial Statements.

**Item 3. Controls and Procedures**

Attached as exhibits to this Quarterly Report on Form 10-QSB are certifications of ASPYRA s Chief Executive Officer and Chief Financial Officer, which are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934, as amended (the Exchange Act ). This Controls and Procedures section includes information concerning the controls and controls evaluation referred to in the certifications. This section should be read in conjunction with the certifications for a more complete understanding of the topics presented.

**Evaluation of Disclosure Controls and Procedures**

The Company s management, with the participation of the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the Company s disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e), as of the end of the period covered by this Form 10-QSB. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2007, our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

**Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2007 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II OTHER INFORMATION

**Item 1. Legal Proceedings**

None.

**Item 2. Unregistered Sales Of Equity Securities And Use Of Proceeds.**

None.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Submission Of Matters To A Vote Of Security Holders.**

None.

**Item 5. Other Information.**

None.

**Item 6. Exhibits**

Exhibit 3.1 Restated Articles of Incorporation, as Amended (previously filed as an exhibit to the Company s Registration Statement on Form S-18 dated September 22, 1983, SEC File No. 2-85265 and incorporated herein by reference).

Exhibit 3.2 Amendment to the Restated Articles of Incorporation (incorporated by reference to Annex E to the joint proxy statement/prospectus that is part of the Company s Registration Statement on Form S-4, originally filed on October 3, 2005, SEC file No. 333-128795).

Exhibit 3.3 By-Laws, as amended (previously filed as an exhibit to the Company s Registration Statement on Form S-18 dated September 22, 1983, SEC File No. 2-85265 and incorporated herein by reference).

Exhibit 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.*

Exhibit 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.*

Exhibit 32.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934.*

Exhibit 32.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934.*

*** Filed herewith.**

**27**

**SIGNATURES**

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

ASPYRA, INC.
(Registrant)

| | |
|---|---|
| Date: November 14, 2007 | /S/ Steven M. Besbeck<br>Steven M. Besbeck, President and<br>Chief Executive Officer (Principal Executive Officer) |
| Date: November 14, 2007 | /S/ Anahita Villafane<br>Anahita Villafane,<br>Chief Financial Officer (Principal Financial and<br>Accounting Officer) |

**EXHIBIT INDEX**

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29