

NMXS COM INC
Form 10KSB/A
October 18, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1

FORM 10-KSB/A

ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE

SECURITIES EXCHANGE ACT OF 1934

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES

EXCHANGE ACT OF 1934

FOR FISCAL YEAR ENDED

DECEMBER 31, 2004

COMMISSION FILE #333-30176

NMXS.COM, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)

91-1287406

(IRS EMPLOYER IDENTIFICATION NUMBER)

5021 Indian School Road, Suite 100

Albuquerque, New Mexico 87110

(505) 255-1999

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)(ZIP CODE)

(505) 255-1999

(REGISTRANT'S TELEPHONE NO., INCLUDING AREA CODE)

NONE

(FORMER NAME, FORMER ADDRESS AND FORMER FISCAL YEAR,
IF CHANGED SINCE LAST REPORT)

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT: NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: COMMON STOCK, \$0.001

PAR VALUE

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS.

YES NO

CHECK IF THERE IS NO DISCLOSURE OF DELINQUENT FILERS IN RESPONSE TO ITEM 405 OF REGULATION S-B NOT CONTAINED IN THIS FORM, AND NO DISCLOSURE WILL BE CONTAINED, TO THE BEST OF THE REGISTRANT'S KNOWLEDGE, IN DEFINITIVE PROXY OR INFORMATION STATEMENTS INCORPORATED BY REFERENCE IN PART III OF THIS FORM 10-KSB OR ANY AMENDMENT TO THIS FORM 10-KSB. ()

REVENUES FOR YEAR ENDED DECEMBER 31, 2004: \$1,018,000

AGGREGATE MARKET VALUE OF THE VOTING COMMON STOCK HELD BY NON-AFFILIATES OF THE REGISTRANT AS OF APRIL 11, 2005, WAS: \$ 7,903,283

NUMBER OF SHARES OF THE REGISTRANT'S COMMON STOCK OUTSTANDING AS OF APRIL 11, 2005 IS: 36,431,194

TRANSFER AGENT AS OF APRIL 11, 2005: Interwest Transfer Company, Inc., 1981 East 4800 South, Suite 100, Salt Lake City, Utah 84117

PART I

ITEM 1. DESCRIPTION OF BUSINESS

BUSINESS - OUR COMPANY

Our History and Background

New Mexico Software, Inc., was originally incorporated under the laws of the state of New Mexico in April 1996. The privately held company was involved in a reverse merger with Raddatz Exploration, Inc. on August 3, 1999, and the corporate name was changed to NMXS.com, Inc., with New Mexico Software, Inc. becoming a wholly-owned subsidiary. NMXS.com, Inc. went public at that time. NMXS is quoted on the OTC Bulletin Board under the symbol "NMXS" and on the Berlin Stock Exchange with the symbol NM9. In 2004 we filed an alternate name registration in the state of Delaware to use the name "New Mexico Software."

Through our wholly-owned subsidiaries, New Mexico Software, Inc. and Working Knowledge, Inc. (which we acquired in April 2000), we develop and market a range of proprietary Internet-based software products for information lifecycle management, as well as providing web services and web database management. Our software can assist the customer in the management of digital documents, high-resolution graphic images, video clips, and audio recordings. Through New Mexico Software we develop and market the software, and through Working Knowledge we provide related professional services.

Working Knowledge

In April 2000, we acquired Working Knowledge, Inc., a Kansas corporation. Working Knowledge became our wholly-owned subsidiary which provides services that are necessary to prepare, enter, and maintain the customer's data in our software. These services include web design, database development, image scanning, file uploading and technical support. As well, Working Knowledge is able to serve the customer by utilizing the stored images to produce compact disks, digital prints, and large poster formats. These complementary services allow us to complete our business model of offering comprehensive digital management.

Our Products

New Mexico Software develops and markets sophisticated Internet-based document and image management systems for a wide variety of applications. Our products range from pre-packaged desktop software products to complex enterprise systems.

Our products organize, search, retrieve, display, archive and distribute digital content from a central repository. Further, they convert analog and digital files to all digital. They use the popular Linux-based operating system. Our software can handle photographs and images, email, electronic files, paper documents, x-rays and other high-definition media. Our products include web servers, databases, firewalls and search engines, as well as advanced technology such as biometric security devices, optical character recognition, speech recognition to text translation, and personal video recorders.

At the enterprise level, we have two products currently available and several products under development. The first available product is Roswell, our core product. It is used for information lifecycle management systems demanding database integration, web services, file systems, Internet security, high-definition viewing environments, and advanced search engines. We market Roswell in two ways: as a hosted application on the Internet, and as a highly customized application according to clients' specifications. A hosted application provides a customer with access to the Roswell product over the Internet. Customers log on to a dedicated server run at our Albuquerque data center and use Roswell to manage, view and distribute their media assets. The customers' media files are also stored on our server. Customers using our hosted model are billed on a monthly basis according to the number of registered users and the amount of disk space their media files will occupy. This is the primary basis for our recurring revenue.

Our second enterprise-level product is called XR-EXpress. It is a secure, web-based software that allows medical providers to store, organize and access patient medical diagnostic images such as x-rays, EKG's, MRI's, CT's, and ultrasounds, as well as to diagnose and interpret cases and generate medical reports in conjunction with those images.

It incorporates biometric devices, speech recognition to text translation, multiple security levels, comparative image viewing, and a customizable workflow model to provide a streamlined process for medical providers.

SOX Advisors is our new division. The purpose of this division is to provide much needed technical and accounting consulting and to assist CEOs and CFOs in reducing the cost of compliance with Sarbanes-Oxley regulations by offering a total package including the use of subject matter experts (SMEs) deployed to companies requiring the service.

SOXtrac is a software service currently being developed that will enable companies to organize their compliance materials digitally and help them in the control and auditing process within the IT infrastructure and security required by the Sarbanes-Oxley regulations. Many companies are finding it difficult and expensive to initiate and maintain the internal control process required by the new regulations, and we believe our service can have a positive effect. We expect SOXtrac to be available in mid-2005.

Together our SOX Advisors and SOXtrac will minimize the impact of the Sarbanes-Oxley Act on businesses and their managers who have a strong desire to be fully compliant with the Sarbanes-Oxley Act. SOX Advisors will enable CEOs and CFOs to monitor their legal compliance requirements in accordance with Section 302 of the Act, while also enabling financial auditors to identify and clarify the effectiveness of a company's system of internal accounting controls in accordance with Section 404 of the Act.

Digital Filing Cabinet is a mid-level server that can be located at a customer's facilities to provide a similar functionality as our Roswell custom products. However, more companies are choosing to use our DFC to be maintained in our data center instead of purchasing and maintaining the products at their location.

Last fall we launched three new desktop products. The three products, Santa Fe, White Sands, and Taos, further extend our document and image management capabilities, as well as the potential for market penetration. The three new products are prepackaged software ranging in price from \$39.95 to \$249.95.

Santa Fe is a desktop Linux operating system. Its design emphasizes ease-of-use and a familiar appearance, allowing New Mexico Software to target a large customer base of non-technical users. At the same time, it provides advanced features such as automatic hardware and software configuration as well as superior security. The software is pre-installed with over 60 Linux applications, including photo editing, finance management, desktop publishing, video teleconferencing, games, and a full office suite.

White Sands is an inexpensive but powerful document management system for the small office. It can import electronic files into the database or scan paper documents into the computer and turn them into portable data files (PDF's). White Sands includes a search engine and metadata tagging system, providing the ability to quickly and easily organize, archive and locate the documents. It incorporates optical character recognition technology which allows the customer to search on any word or phrase in the document.

Taos is a next-generation digital photo application. It provides a low-cost image database solution for organizing, cataloging, and searching for images based on their color or shape. The Taos software takes advantage of bleeding-edge performance and graphic processors to provide enhanced photo editing, and it allows images to be tagged with "hot words" and exported to popular database and image formats.

Our newest consumer product is the Trinity Mothership. It is a media management center combining our Santa Fe Linux software, high-end nVidia hardware and AMD 64-bit gaming and cinematic processors. As a personal video recorder, it provides the ability to record and playback high-definition media, complete with time shifting, commercial skips, and advanced scheduling. It also offers additional features such as a DVD player and recorder, MP3 music player, video games, photo management, and web browser. Each Trinity Mothership product will be custom built by New Mexico Software, allowing a combination of hardware possibilities and upgrades.

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Our Technology

We engineer database products around a central core of unique Internet technology that makes it possible to rapidly view, distribute and manage a variety of media files such as documents, graphic images, animation sequences, film clips, audio files, x-rays and high-definition media streams. The value of our core technology, which is found in our Roswell product, is that it provides maximum flexibility in the presentation of digital images to the customer, and integrates general browsing capabilities with specific search capabilities in one product.

Our technology is based on Open Source. Open Source is source code from independent programmers who build applications and release their source code in the public interest. By integrating Open Source programs into our technology, we are able to reduce development time and costs, thereby providing well-built, low-cost products for the

digital management market. In addition, the code that we deliver to customers is compiled. When you compile software code it makes it difficult to use the code to create a similar program, even though the code we create originates from Open Source. This provides better protection and security of our products.

Another technological advantage our company has is the ability to provide totally integrated services that a customer would normally need to outsource to several different suppliers. For example, with our business model and technology, we are able to provide the software itself, plus custom programming, hosting, and database administration as a total solution.

In addition, our core technology is characterized by the following features that contribute to what we perceive to be marketplace advantages:

*

Ability to use high-resolution graphics files -- large files with lots of detail as opposed to the low resolution files with indistinct detail used by conventional Internet programs.

*

Ability to use a single image in multiple resolutions, and to magnify the details in the high-resolution images.

*

Ability to track images with special codes assigned to each image.

*

Allows rapid transmission of a portion of the image based on user input, significantly enhancing the responsiveness of the system to deliver images over the Internet.

*

Our technology works on current versions of Internet browsers on Macintosh, PC and UNIX computers.

*

The enterprise level system is easy to use because it does not require any new software programs, only a familiarity with Netscape or Internet Explorer browsers.

These unique features make our core technology adaptable to and highly desirable in a wide variety of commercial applications. Basically, any company in any industry that manages digital assets and makes use of browser and search engine technology can benefit from our products.

In general, our programmers and engineers are tasked with adding new features to our products and fixing any problems users might encounter. There are risks inherent in software development including unanticipated delays, technical problems that could mean significant deviation from original product specifications, and hardware problems. In addition, once improvements and bug fixes are deployed there is no assurance that they will work as anticipated or that they will be durable in actual use by customers.

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We are continuing to develop our core products using a mix of readily available Open Source software development tools. Knowledgeable competitors may be able to deduce how we have assembled our code base and be able to develop competing products. The principal advantage in utilizing Open Source tools is the extremely high degree of portability they ensure. Migrating our products from one operating system or hardware base to another is more easily accomplished by avoiding proprietary development tools. The risk factor inherent in the use of such freely available tools is the fact that a sophisticated competitor might be able to imitate our work and produce similar functionality. Any such imitation, should it occur, could have material adverse effects on our business, operations, and financial condition.

Business Strategy

The digital lifecycle management market is one of the newest in the rapidly growing information services industry. Competition at this time is broad, with many vendors offering systems that have some comparable features as our current product. However, to our knowledge, few competitors have all of our comparable features for the complete management and distribution of images.

One competitive strategy we are using is offering our enterprise-level products as hosted applications. By hosting our applications, we are able to provide the customer with a customized product that is maintained by us, which eliminates the customer's need for an information technology staff. We provide the hardware, connectivity, maintenance, technical support, and automatic backups of the customer's data. In addition, now that our core product has been completed, our cycle time (the time required to get a new customer up and running) is greatly reduced. We are often able to accommodate new customers, even those with complex databases, in a matter of weeks. We believe that our strategy to provide hosted applications, coupled with our custom system design capabilities provide us with a diversity of competitive market penetration opportunities.

We believe that establishing and maintaining brand identity of our products and services is critical to attracting new customers and retaining our customer base of large corporations. The importance of brand recognition will continue to increase as new competitors enter the digital lifecycle management marketplace. Promotion and enhancement of our brands will depend largely on our success in continuing to provide high quality service and developing leading-edge products, and this cannot be assured. If businesses do not associate our product names or brands with high quality, or if we introduce new products or services that are not favorably received, we will run the risk of compromising our product line and decreasing the attractiveness of our products to potential new customers. In addition, to attract and maintain customers and to promote our products in response to competitive pressures, we may find it necessary to increase our financial commitment substantially to create and maintain product loyalty among our customers. If we are unable to provide high quality services, or otherwise fail to promote and maintain our products, or if we incur excessive expenses in an attempt to improve our services, or promote and maintain our products, our business, results of operations, and financial condition could be adversely affected.

Our current business strategy is to form up to twenty joint venture projects over the next two to three years. These joint venture projects would be formed to develop, market and distribute various digital lifecycle management applications built around our core Roswell technology. Now that our core technology has been completed, the joint venture format allows us to create distinct product lines using this technology, and to exploit unique marketing opportunities arising from the new product differentiation. The risks and costs of new product development and distribution would be shared among the joint venture partners, as would the resulting revenues, thus benefiting all partners. Sharing costs allows us to reduce our initial capital requirements, and the joint venture structure allows us to bring new products to market very quickly.

Other, better-financed companies may be developing similar products that could compete with our products. Such competition could materially adversely affect our financial condition. Although we have been established for nine years, our initial product was not marketed until 1998. There may exist better-capitalized companies on a parallel development path with similar products addressing our target markets. While the Internet technology marketplace is extremely competitive, we have anticipated a first-to-market advantage with our products. However, other highly capitalized companies that have recognized the absence of digital image management products could overwhelm our first-to-market advantage with expensive and expansive media blitzes that create the perception of a dominant market presence and/or superior products. If we are unsuccessful in addressing these risks and uncertainties, our business, results of operations, and financial condition will be materially and adversely affected.

Marketing and Customers

Our marketing focus to date has been in three principal fields. Approximately 70% of our clients have been in the entertainment industry, approximately 10% have been in the medical field, and approximately 10% have been government agencies. In the fourth quarter 2004, we began marketing our desktop software products to a wide retail market, which, along with several customers in various other industries, encompasses the other 10%. In 2005 we will focus on finding new applications and markets for our core technologies via the joint venture strategy mentioned described above.

Although we were still dependent upon a small number of clients in the year ended December 31, 2004, that trend has been changing, and we believe it will continue to change. During the year ended December 31, 2004, five clients accounted for 55% of our revenues, as compared to the year ended December 31, 2003, when seven clients accounted for 85% of our revenues. As we retain current clients and gain new clients, this reliance on a small number of customers will continue to decrease. In addition, while our enterprise-level products will continue to depend on a relatively small number of customers, we expect an expanded customer base for our Trinity Mothership, XR-Express and SOX Advisors, and a wide retail base for our desktop products. Overall, we anticipate that our customer base will continue to broaden in the next year with the marketing of our medical and consulting practice, giving more stability and predictability to our revenues.

Our Intellectual Properties

We have several proprietary aspects to our software that we believe make our products unique and desirable in the marketplace. Consequently, we regard protection of the proprietary elements of our products to be of paramount importance and we attempt to protect them by relying on trademark, service mark, trade dress, copyright and trade secret laws, and restrictions on disclosure and transferring of title. In addition, as stated above in the technology section, the compiled software code that we offer makes it difficult to use the source code to create other similar programs, even though the code used originates from Open Source. Because we maintain our enterprise software code on dedicated servers in our Albuquerque data center, it provides better protection and security of our products.

We have entered into confidentiality and non-disclosure agreements with our employees and contractors in order to limit access to, and disclosure of, our proprietary information. There can be no assurance that these contractual arrangements or the other steps taken by us to protect our intellectual property will prove sufficient to prevent misappropriation of our technology or to deter independent third-party development of similar technologies.

Although we do not believe that we infringe the proprietary rights of third parties, there can be no assurance that third parties will not claim infringement by us with respect to past, current, or future technologies. We expect that participants in our markets will be increasingly subject to infringement claims as the number of services and competitors in our industry grows. Any such claim, whether meritorious or not, could be time-consuming, result in costly litigation, cause service upgrade delays, or require us to enter into royalty or licensing agreements. Such royalty or licensing agreements may not be available on terms acceptable to us or at all. As a result, any such claim could have a material adverse effect upon our business, results of operations, and financial condition.

While we have commenced the process to protect our trade names, we have not completed the process. Thus, others could attempt to use trade names that we have selected. Such misappropriation of our brand identity could cause significant confusion in the highly competitive Internet technology marketplace and legal defense against such misappropriation could prove costly and time-consuming. As part of the brand identity creation process that defines our products to be unique in the Internet technology marketplace and proprietary in nature, we have begun the process to protect certain product names and slogans as registered trademarks to designate exclusivity and ownership.

Although trademarked in the U.S., effective trademark, copyright or trade secret protection may not be available in every country in which our products may eventually be distributed. There can also be no assurance that the steps taken by us to protect our rights to use these trademarked names and slogans and any future trademarked names or slogans will be adequate, or that third parties will not infringe or misappropriate our copyrights, trademarks, service marks, and similar proprietary rights.

Copyrights and Trademarks

We have four copyright registrations, one of which was effective June 18, 2001, and three federal trademark applications which were filed in January 2000. The copyright is for our MagZoom product. Three additional trademarks were granted in 2002 and they are: for the names "AssetWare," "Real Time Real Organized Real Simple," and "The Look and Feel of e-Commerce."

Government Regulation

Our operations, products, and services are all subject to regulations set forth by various federal, state and local regulatory agencies. We take measures to ensure our compliance with all such regulations as promulgated by these agencies from time to time. The Federal Communications Commission sets certain standards and regulations regarding communications and related equipment.

There are currently few laws and regulations directly applicable to the Internet. It is possible that a number of laws and regulations may be adopted with respect to the Internet covering issues such as user privacy, pricing, content, copyrights, distribution, antitrust and characteristics and quality of products and services. The growth of the market for online commerce may prompt calls for more stringent consumer protection laws that may impose additional burdens on companies conducting business online. Tax authorities in a number of states are currently reviewing the appropriate tax treatment of companies engaged in online commerce, and new state tax regulations may subject us to additional state sales and income taxes.

Because our services are accessible worldwide, other jurisdictions may claim that we are required to qualify to do business as a foreign corporation in a particular state or foreign country. Our failure to qualify as a foreign corporation in a jurisdiction where we are required to do so could subject us to taxes and penalties for the failure to qualify and could result in our inability to enforce contracts in such jurisdictions. Any such new legislation or regulation, or the application of laws or regulations from jurisdictions whose laws do not currently apply to our business, could have a material adverse effect on our business, results of operations, and financial condition.

Employees

As of April 11, 2005, we had 13 employees, including 9 in systems engineering and quality assurance; 3 in administration and sales; and 1 in scanning and site development. We offer and share in the cost of health and dental insurance. A stock option plan and a stock issuance plan for employees and others were adopted on August 3, 1999, and July 27, 2001, respectively. The competition for qualified personnel in our industry and geographic location is intense, and there can be no assurance that we will be successful in attracting, integrating, retaining and motivating a sufficient number of qualified personnel to conduct our business in the future. We have never had a work stoppage, and no employees are represented under collective bargaining agreements. We consider our relations with our employees to be good. From time to time, we also utilize services of independent contractors for specific projects or to support our research and development effort. Our firm also hires independent sales agents who work on commission, and these agents are paid a percentage of the sale once the transaction has been completed.

ITEM 2. DESCRIPTION OF PROPERTY

We currently lease a 3,000 square foot facility in Albuquerque, New Mexico, at a cost of approximately \$4,000 per month. The lease expires on April 30, 2009. The facility provides both administration and engineering offices. It is in close proximity to the location of the servers, and the two locations are networked together by fiber optics. The new space provides adequate room for expansion. In addition, we will have access to a large power generator, which will enable our servers to continue operating during power outages. It also contains an advanced telephone system which will provide the capability needed to provide adequate customer telephone support.

In March 2005, we leased approximately 400 square feet of office space in Santa Monica, California, to house the Working Knowledge, Inc. operations. Current monthly lease payments are \$1,400. The lease expires on February 28, 2006.

ITEM 3. LEGAL PROCEEDINGS

Grossman Lawsuit: Kurt Paul Grossman and Ann Grossman filed a complaint for Breach of Contract on a Promissory Note against us on November 25, 2003, in the Superior Court of California, Orange County Division, case # 03CC14074. There was a question of whether the complaint was properly served and whether the California courts have jurisdiction over us. The Grossmans filed an Application for Writ of Attachment which was denied on January 30. The Grossmans asked for \$55,000 (\$50,000 on the promissory note plus \$5,000 interest); \$304.40 in costs; and \$24,000 in attorney's fees. The Grossmans, through a separate entity, Doctors Telehealth Network, purchased software from us, and it has not been paid for. We filed a motion to quash the service of summons for lack of personal jurisdiction and to vacate a default judgment against us. The court tentatively ruled in favor of the Grossmans. However, after our oral argument on April 23, 2004, the court withdrew its tentative ruling and ruled in favor of us. Specifically, the court ruled that we do not have sufficient contact with California to warrant the exercise of personal jurisdiction. Based on this ruling, there is no action pending against us at this time.

Internal Revenue Service Payments: In October 2003 we entered into an interim agreement with the Internal Revenue Service concerning the repayment of federal tax deposits which we failed to pay for the six operating quarters ended September 30, 2003. We have agreed to pay \$5,000 per month beginning November 1, 2003. During this interim period the IRS has agreed to withhold the filing of a federal tax lien. Consideration of filing a lien in the future will be based upon a determination of how long it may take to pay the taxes. Also, our failure to make timely federal tax deposits will default this interim agreement and necessitate the filing of the lien. Our unpaid tax returns for these quarters are being assessed by the IRS, and we expect to receive an assessment notice for each period upon completion of this assessment. We estimate that these assessments will total approximately \$269,000, including penalties and interest.

Manhattan Scientifics Lawsuit: On March 9, 2004, our legal counsel received a letter from an attorney representing Manhattan Scientifics. The letter threatened litigation against us for alleged breach of contract and against Richard Govatski for alleged tortious interference with contract. This is based on the fact that we were alleged to have declined to honor Manhattan Scientifics' request for a cashless exercise of 150,000 of our Common Stock Purchase Warrants (the "Warrants") allegedly issued to Manhattan Scientifics. It is our position that the Warrants, among other things, were issued in a transaction that was not an arms-length transaction and therefore, the Warrants should be cancelled, and that in any event, the alleged cashless exercise was not properly done and itself is a nullity. In May 2004, Manhattan Scientifics filed a suit in Federal Court in New York against us and Mr. Govatski for damages in this matter. The case was dismissed by the Federal Court due to a lack of diversity jurisdiction. On June 25, 2004, we were served with a complaint filed in the Supreme Court of the State New York, County of New York, Index No. 601793/04, asserting the same claims. Manhattan Scientifics seeks damages against us for an alleged breach of contract for failure to allow the cashless exercise, in an amount of \$1.5 million, and alleges a tortious interference claim against Mr. Govatski.

We served our Answer to the Complaint on August 16, 2004. Mr. Govatski is seeking dismissal of the claim against him for lack of personal jurisdiction and for failure to state a claim. Mr. Govatski's motion to dismiss has been fully submitted to the court, but has not yet been decided. Along with our Answer, we are asserting Counterclaims against Manhattan Scientifics for monies owed by Manhattan Scientifics and for a declaratory judgment, and against a former Company Director, Marvin Maslow for fraud and breach of fiduciary duty due to his persuading the Company to enter into the Warrant transaction with Manhattan Scientifics, which we contend was done for the benefit of Maslow and Manhattan Scientifics, and not for the benefit of the Company. We believe that due to the fact that Mr. Maslow and a second former Company director (Scott Bach), were also Directors of Manhattan Scientifics at the time of the transactions in dispute, and constituted two of the Company's three Directors at the time, Mr. Maslow and Mr. Bach should have excused themselves from participating in negotiating and voting on the issue of whether to approve the Warrants. Messrs. Maslow and Bach resigned as our Directors in December 2002. It is our position that such financial conflicts include Mr. Maslow's causing the Company to pay for third-party consulting services provided to Manhattan Scientifics, while stating that such services would be provided to, and were needed by, the Company as part of the transaction. It is our position that Mr. Maslow also misrepresented the fairness of the transaction in dispute at the time to us, which we contend was being done for the benefit of Mr. Maslow and Manhattan Scientifics, to the detriment of the Company. In our counterclaims, we are seeking, among other relief, a determination that the Warrants should be declared null and void from inception, plus damages against Mr. Maslow. It is further our position that even if the Warrants were properly issued (we contend they were not), the Warrants were never properly exercised by Manhattan Scientifics. Manhattan Scientifics and Mr. Maslow have moved to dismiss certain of our Counterclaims alleged against them. That motion too has been fully submitted to the court, but not yet decided.

Other than listed above, neither our parent company nor any of its subsidiaries, or any of their properties, is a party to any pending legal proceeding. We are not aware of any contemplated proceeding by a governmental authority. Also, we do not believe that any director, officer, or affiliate, any owner of record or beneficially of more than five percent of the outstanding common stock, or security holder, is a party to any proceeding in which he or she is a party adverse to us or has a material interest adverse to us.

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

No matters were submitted to a vote of the security holders during the fourth quarter ended December 31, 2004.

PART II

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information

Our stock is currently quoted on the OTC Bulletin Board under the symbol "NMXS." The table below sets forth, for the periods indicated below, our high and low sales prices. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission, and may not necessarily represent actual transactions.

| | <u>Quarter</u> | <u>High</u> | <u>Low</u> |
|-------------------|------------------------------|-------------|------------|
| FISCAL YEAR ENDED | First | \$0.19 | \$0.05 |
| DECEMBER 31, 2003 | Second | \$0.11 | \$0.055 |
| | Third | \$0.21 | \$0.06 |
| | Fourth | \$0.71 | \$0.20 |
| FISCAL YEAR ENDED | First | \$1.07 | \$0.41 |
| DECEMBER 31, 2004 | Second | \$0.78 | \$0.22 |
| | Third | \$0.46 | \$0.22 |
| | Fourth | \$0.28 | \$0.13 |
| FISCAL YEAR ENDED | First | \$0.505 | \$0.135 |
| DECEMBER 31, 2005 | Second (to April 9, 2005) | \$0.22 | \$0.171 |

Our shares are subject to Rule 15g-9 under the Exchange Act. This rule imposes additional sales practice requirements on broker-dealers that sell low-priced securities designated as "penny stocks" to persons other than established customers and institutional accredited investors. The SEC's regulations define a "penny stock" to be any equity security that has a market price less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. Currently our stock is a penny stock. We cannot assure you that our shares will ever qualify for exemption from these restrictions. For transactions covered by this rule, a broker-dealer must make a special suitability determination for the purchaser and have received the purchaser's written consent to the transaction prior to sale. Consequently, the rule may affect the ability of broker-dealers to sell our shares and may affect the ability of holders to sell their shares in the secondary market.

Shareholders

As of April 11, 2005, there were 350 holders of record of our common shares. Such number of record owners was determined from our shareholders' records maintained by our transfer agent and does not include beneficial owners of our common stock held in the name of various security holders, dealers and clearing agencies.

Dividends

We did not declare any cash dividends on our common stock during the year ended December 31, 2004. We have no plans to pay any dividends to the holders of our common stock in 2005.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS

OVERVIEW

New Mexico Software develops a variety of products centered around the concept of digital lifecycle management systems. The digital lifecycle is the IT (information technology) strategy that associates database information with both paper and digital files including text, email, images, audio, graphics, video and animation files, and coordinates access to a common repository of these processes and files. The digital lifecycle encompasses creation, approval, sharing, storage, retrieval, usage, capture and archiving of the database information. Our core product, Roswell, is an enterprise-level platform that manages digital files. It manages assets by creating folders, or groups of files, catalog hierarchies, users, user groups, and user permissions. The files are managed by a database that maintains both the membership of the file in a folder(s) and information about the file. Roswell's main user interface is a web browser,

which makes it accessible and more intuitive to a greater number of users. It can be used on Windows, Macintosh or Linux operating systems.

In addition to developing the software itself, New Mexico Software also provides services such as web hosting, data storage, custom programming, technical support, database development, image scanning and other support services. Since our core technology is based on internet browsers and the majority of our services are either Internet-based or performed via the Internet, the market conditions surrounding the Internet industry directly impact our business.

One of the most significant issues affecting our type of business is that the Internet as a commercial industry is less than ten years old. Therefore, the entire industry is subject to intense competition and rapidly changing conditions, causing uncertainty and inconsistencies for the individual companies operating within that industry. According to the Standard & Poors Industry Survey "Computers: Consumer Services & The Internet" dated March 3, 2005, two key factors in analyzing Internet-related companies are that "because many Internet-related companies do not generate consistent and substantial earnings, and some have only a small base of revenues, such firms often are valued largely on their prospects for future growth", and that for Internet-related companies "qualitative assessments are crucial in helping to determine the competitive position, growth opportunities, and value of an Internet company". According to Standard & Poors, some of the qualitative items investors should look at in addition to financial statement analysis are business models, competitive positioning, management's vision and execution, diversification of revenue streams, capital requirements, ability to recruit and retain skilled software programmers, ability to convert new ideas into saleable offerings quickly, ability to capitalize on the unique benefits offered by the Internet, and the ability to generate new ideas, market new products and foster an entrepreneurial and innovative corporate structure. We believe that these subjects apply to New Mexico Software.

We have spent the last two years positioning our business for future growth. Our focus has been on creating a stable team of software engineers, completing the development of our core product (Roswell), streamlining our expenses and clearing up old obligations on the balance sheet. Although the development of our core technology has taken several years, its adaptability to any industry provides us with numerous opportunities for growth and market penetration as more creative applications are discovered and developed from within our core intellectual property (Roswell). These new applications will have low capital requirements and provide additional revenue diversification.

One of the challenges of operating in this industry is creating a balance between sustaining a consistent vision and business strategy and yet maintaining the flexibility required to adapt to the rapidly changing market conditions. We believe that our product structure allows us to do that. Since our core technology is useful to literally any company that manages digital assets and requires browser and search functions, it is the backbone of our product framework. As such, it provides the consistency and stability aspect of the business strategy. The next generation of our products primarily consists of derivative products, new technological combinations, and enhancements to the core product. These have the advantage of taking less than a year to develop into a marketable product, thus providing the flexibility necessary to be able to respond quickly to new market opportunities.

Some challenges we face in the next year are continuing to develop a sales force and distribution channels in order to market our products, as well as educating potential customers about the benefits of digital lifecycle systems. We have hired two executive managers to focus on marketing XR-EXpress, and we are in the process of hiring a manager to focus on the consumer products division (Santa Fe, White Sands, Taos and Trinity Mothership). We also have made the same commitment for our Sox Advisors products and services. These executive managers are known as SME's (Subject Matter Experts) who have had the experience to understand the broad range of requirements needed to successfully manage complex IT structures, technology, client relationships and products.

Another possible opportunity for our business can be found in the current expansion of the open-source software market. The growth in this market was discussed in a May 10, 2004 article in Business Week Online entitled "Software Shift". According to this article, the market for software products using open source programming is expanding beyond the Linux operating system to include software products such as databases, search engines, programming tools and desktop PC software. Since our products have all been developed with open source code, we may be in a position to take advantage of this expansion by identifying opportunities to integrate our software with some of the newly emerging open source products.

We presently realize revenues from four primary sources: (i) software sales, maintenance and hosting; (ii) custom programming services; (iii) license fees; and (iv) scanning and other services. We also occasionally realize revenues from hardware sales when the hardware is sold together with the software, and occasionally from other services. To date, license fees and software sales have been directly related. With each sale of our enterprise-level products, the end user enters into a license agreement for which an initial license fee is paid. The license agreement also provides that in order to continue the license, the licensee must pay an annual software maintenance fee for which the party receives access to product upgrades and bug fixes or product patches. Software maintenance consists primarily of hosting and managing our customers' data on our servers, as well as technical support programs for our products. This hosting and licensing structure will continue with both our Roswell and XR-EXpress products; therefore, we

anticipate a positive impact on license fees, software maintenance, and custom programming revenues from sales of these products. However, according to an article in Forbes magazine on March 29, 2004 entitled "A Hard Landing for Software", software companies are gradually relying less on the software license for revenues and more on professional services such as programming and consulting. Management believes this trend applies to our revenues as well, since only our enterprise-level products will use this licensing structure.

With the marketing of the new prepackaged products, management anticipates that revenues for direct software sales and technical support will increase as those products are sold and the associated technical support programs are purchased. The change in focus to include our newer products reflects management's belief that a broader range of products and customers will provide greater stability in revenues.

Scanning services are performed principally by Working Knowledge at its site in Santa Monica, California. To date, management has anticipated that these services will be reserved in the future primarily for existing customers and customers of our core products, although revenue could be generated from unsolicited customers. Accordingly, in 2004 management has not focused on developing this segment of our business, but we are currently assessing the importance of scanning services as part of an overall focus on client services during the coming year.

Cost of services consists primarily of engineering salaries, engineering supplies, compensation-related expenses, hardware purchases and equipment rental. General and administrative expenses consist primarily of salaries and benefits of personnel responsible for business development and operating activities, and include corporate overhead expenses. Corporate overhead expenses relate to salaries and benefits of personnel responsible for corporate activities, including acquisitions, administrative, and reporting responsibilities. We record these expenses when incurred.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America requires our management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. As such, in accordance with the use of accounting principles generally accepted in the United States of America, our actual realized results may differ from management's initial estimates as reported. A summary of our significant accounting policies is detailed in the notes to the financial statements which are an integral component of this filing.

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Revenue Recognition

The Company derives revenues from three main activities: the sale of software licenses to end users, software hosting and maintenance contracts, and software licenses that require us to provide significant production, customization or modification to our core software product. The Company also derives revenue from third party hardware and software sales, and from installation, training and consulting services.

Our software recognition policies are in accordance with the American Institute of Certified Public Accountants' Statement of Position ("SOP") 97-2, *Software Revenue Recognition* as amended.

The Company sells software licenses directly to its end user customers. These sales do not require further commitment from the Company and are recognized upon persuasive evidence of an arrangement as provided by agreements executed by both parties, delivery of the software, and determination that collection of a fixed or determinable fee is probable, in accordance with paragraph 8 of SOP 97-2.

In connection with the sales of software licenses for our enterprise-level products, we sell hosting and maintenance contracts that vary in terms. With regard to the hosting arrangements, both the software application and the customer's data reside on our hardware. The customer accesses and uses the software on an as-needed basis over the internet, and the customer does not have the right to take possession of the software. Therefore, according to paragraph 5 of EITF 00-3, our hosting arrangements do not fall within the scope of SOP 97-2. Accordingly, we recognize revenue from hosting services on a straight-line basis over the life of the respective contracts. Maintenance contract revenue also is recognized on a straight-line basis over the life of the respective contracts, as this format best approximates the timing of the services rendered per paragraph 57 of SOP 97-2.

We follow the guidance in SOP 81-1, *Accounting for Performance of Construction-Type and Certain Production-Type Contracts* for custom software development arrangements that require us to provide significant production, customization or modification to our core software. Revenue is generally recognized for such arrangements under the percentage of completion method. Under percentage of completion accounting, both the product license and custom software development revenue are recognized as work progresses based on specific milestones in accordance with paragraphs 85 through 91 of SOP 97-2. We believe that project milestones based on completion of specific tasks provide the best approximation of progress toward the completion of the contract. At December 31, 2003 and December 31, 2004, there were no custom software development arrangements in progress.

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The sale of third party hardware and software generally is billed as a separate deliverable under consulting or custom development contracts.

Installation, training and consulting revenue is recognized as the services are rendered. These services are accounted for separately per paragraph 65 of SPO 97-2. They include services that are not essential to the functionality of the software. They are usually billed separately; however, if they are included in a software agreement with multiple elements, they are described separately in the contract. Any amounts allocated to these services are based on the estimated number of hours required to complete the work, which is the same criteria used to bill for the services separately.

Amounts collected prior to satisfying the above revenue recognition criteria are included in deferred revenue.

The Company follows the guidance provided by SEC Staff Accounting Bulletin ("SAB") No. 101, *Revenue Recognition in Financial Statements* and SAB No. 104 *Revenue Recognition* which provide guidance on the recognition, presentation and disclosure of revenue in financial statements filed with the SEC.

The application of SOP 97-2, as amended, requires judgment, including a determination that collectibility is probable and the fee is fixed and determinable. On occasion, we have approved extended payment arrangements for certain customers. In all cases except one, the extended payment arrangements did not exceed 120 days, therefore we considered collectibility to be probable as per paragraph 8 of SOP 97-2. The revenue for the sale of the software licenses to these customers was recognized upon delivery of the software, in accordance with paragraph 28 of SOP 97-2. In one case, a customer was allowed to pay a second installment at the end of twelve months. Since that software license expired at the end of twelve months, the revenue from the second installment payment was recognized at the time that payment became due, in accordance with paragraph 29 of SOP 97-2.

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Income Taxes

Management evaluates the probability of the utilization of the deferred income tax assets. The Company has estimated a \$8,754,000 deferred income tax asset at December 31, 2004, related primarily to net operating loss carryforwards at December 31, 2004. Management determined that because the Company has not yet generated taxable income it was not appropriate to recognize a deferred income tax asset related to the net operating loss carryforward. Therefore, the fully deferred income tax asset is offset by an equal valuation allowance. If the Company begins to generate taxable income, Management may determine that some, if not all of the deferred income tax asset may be recognized. Recognition of the asset could increase after tax income in the future. Management is required to make judgments and estimates related to the timing and utilization of net operating loss carryforwards, utilization of other deferred income tax assets, applicable tax rates and feasible tax planning strategies.

Goodwill

Goodwill was recognized in the Company's acquisition of Working Knowledge, Inc. In December 2004, based upon the Company's impairment analysis, the remainder of the goodwill was written off.

Stock Based Compensation

The Company grants stock awards and stock options to employees and non-employees as consideration for services. Management believes that the best indicator of value for stock awards is the trading value of the shares of stock on the date the Company enters into the agreements. For non-employees, that date is generally the date on which the company is committed to such an agreement. At times the Company may grant stock as payment for accrued but unpaid payroll. In these cases, the Company values the shares at the trading price on the date they are granted and reduces the payroll accrual by the same amount. We have elected to apply the intrinsic value method prescribed in APB No. 25 for stock options granted to employees. For options granted to non-employees, we estimate the value of those awards using the Black-Scholes option pricing model.

Contingencies

We are subject to the possibility of various law contingencies arising in the ordinary course of business. We consider the likelihood of loss or impairment of an assets or the incurrence of a liability, as well as our ability to reasonably estimate the amount of the loss contingencies.

At December 31, 2004, the Company is involved in litigation related to a dispute over the validity of the issuance of 150,000 of the Company's common stock warrants. The plaintiff has made a claim of damages of \$1,500,000 against the Company. We believe that we have adequate defenses and counter claims and therefore we have not accrued for any potential loss on this case nor are the 150,000 warrants included in the number of our potentially dilutive securities at December 31, 2004.

The Company is paying past due payroll taxes of approximately \$269,000 (including estimated penalties and interest) at a rate of \$5,000 per month. The Company has accrued its estimate of interest and penalties of \$75,000 on this past due amount. However, the Company has received notices from the IRS reflecting interest and penalty amounts greater than \$75,000. We believe that the Company will negotiate a final settlement with the IRS of approximately \$75,000 for those penalties and interest. However, the final settlement may vary from our estimate.

Software Development Costs

We account for software development costs in accordance with SFAS No. 86 *Accounting for Costs of Computer Software to be Sold, Leased, or Otherwise Marketed*. Product research and development expenses consist primarily of personnel, outside consulting and related expenses for development, and systems personnel and consultants and are charged to operations as incurred until technological feasibility is established. The Company considers technological feasibility to be established when all planning, designing, coding and testing have been completed to design specifications. After technological feasibility is established, costs are capitalized. Historically, product development has been substantially completed with the establishment of technological feasibility and, accordingly, no costs have been capitalized.

RESULTS OF OPERATIONS

A summary of operating results for the twelve months ended December 31, 2004 and 2003 is as follows:

| | 2004 | | 2003 | |
|---------------------------|------------------|---------------------|------------------|---------------------|
| | <u>Amount</u> | <u>% of Revenue</u> | <u>Amount</u> | <u>% of Revenue</u> |
| Revenues | \$ 1,018,000 | 100.0% | \$ 1,300,000 | 100.0% |
| Cost of service | <u>374,000</u> | 36.7% | <u>330,000</u> | 25.4% |
| Gross profit | <u>644,000</u> | 63.3% | <u>970,000</u> | 43.7% |
| General & administrative | 992,000 | 97.4% | 1,155,000 | 88.8% |
| Research & development | 207,000 | 20.3% | 112,000 | 8.6% |
| Impairment of good will | 75,000 | 7.4% | 0 | 0.0% |
| Bad Debt Expense | 0 | 0.0% | 554,000 | 42.6% |
| Net operating (loss) | <u>(630,000)</u> | (61.9)% | <u>(851,000)</u> | (63.1)% |
| Other income (expense) | <u>(73,000)</u> | (7.2)% | <u>(33,000)</u> | (2.5)% |
| Net income (loss) | <u>(703,000)</u> | (69.21)% | <u>(884,000)</u> | (65.6)% |
| Earnings (loss) per share | \$ <u>(0.02)</u> | | \$ <u>(0.03)</u> | |

Revenues: Total revenues decreased 21.7%, or \$282,000, for the year ended December 31, 2004, as compared to the same period in the prior year (the "comparable prior year period"). These revenues were primarily generated from the following four revenue streams:

1. Revenues generated by software sales and maintenance decreased 31.0%, or \$257,000, for the year ended December 31, 2004, as compared to the comparable prior year period. This decrease is attributable to a combination of factors. Software sales decreased 44.2% or \$197,000 as compared to the comparable prior year period. This

decrease was mostly attributable to a decrease in the number of large contracts for our enterprise-level products. We completed the development phase of Roswell, XRexpress and our three desktop products during 2004. As a result, sales of these products have only recently begun to impact our revenues and their sales growth is still inconsistent. We anticipate that sales of Roswell and XRexpress will increase gradually over the next two years; however, since they are high-level enterprise systems, their sales are characterized by a small number of contracts with much higher revenues than our other products. As a result, their sales growth will most likely be inconsistent from one quarter to the next. Sales of these enterprise products, however, will be balanced by sales of our desktop products. Development was completed on the desktop products in the third quarter 2004, and we made our first shipment in September. These desktop products range in price from \$39.95 to \$249.95, so they will have a much lower margin than Roswell and XRexpress. Revenues from these products will be driven more by volume, providing balance for the more expensive enterprise products which provide only a few contracts per year. We are not currently emphasizing sales of our DFC product, although we will continue to sell it as customers request it. We also occasionally sell upgrades to current DFC customers.

Revenues from software maintenance decreased 15.8% or \$60,000 for the year 2004 as compared to the comparable prior year period. This decrease is due to the termination of the hosting agreement for one customer. Software maintenance consists mainly of hosting and managing our customers' data on our systems, and to a lesser extent includes technical support programs associated with our products. We will continue hosting for various existing clients and for our Roswell and XRexpress products, in addition to focusing new marketing efforts on the sale of our desktop products. We have several projects currently in negotiations that will involve on-going software maintenance. Based on these projects in addition to our current contracts, management anticipates that revenues from software maintenance will increase in the coming year.

2. Custom programming revenue decreased 71.8%, or \$161,000, for the year ended December 31, 2004, as compared to the comparable prior year period. This decrease was primarily due to the fact that we recognized revenue on two custom programming contracts of \$72,000 and \$75,000 respectively during the third quarter of 2003, and we had no major custom programming contracts during 2004. Approximately 10% of the customers that purchase our products will require customization, and we continue to offer this service. In addition, our Roswell and XRexpress products are offered chiefly as customizable packages, so we anticipate that custom programming projects associated with new product purchases will continue to provide revenues in this category. We currently are working on two major projects involving custom programming. We also continue to offer programming services for customer database integration. Therefore, we anticipate that this revenue source will increase in the coming year.

3. Revenues generated by license fees increased 136.8%, or \$82,000 during the year ended December 31, 2004, as compared to the comparable prior year period. This increase is primarily due to the renewal of licenses by two customers during 2004. Although our products have been developed using open source code, we have added additional code that is considered proprietary technology, particularly in our Roswell, XRexpress, and Santa Fe products. This additional technology can be licensed, however we anticipate generating license fees only from the enterprise-level products in the future. As a result, management believes that this category may increase modestly but probably not significantly in the coming years. We anticipate that most revenues will be generated from sales of our software products.

4. Revenue generated by scanning services remained steady for the year ended December 31, 2004, as compared to the comparable prior year period. We continued our progress on a long-term scanning project with a major movie studio. This studio has committed to scan over 5,000 titles for this project. At the current rate of progress, we expect the project to continue for approximately three to four years. We had no additional scanning projects during 2004. In general, management is currently assessing the importance of scanning services as part of an overall focus on client services during the coming year. Although we are not emphasizing scanning services at this time, we anticipate that this revenue source will continue to remain steady during the coming year due to the long-term project mentioned above.

We also generated other revenue from hardware sales and the sale of other miscellaneous items and services. Revenue generated by these other services increased 703.5% or \$53,000, for the year ended December 31, 2004, as compared to the comparable prior year period. Sales of hardware associated with our Digital Filing Cabinet system accounted for 100% of this revenue. The Digital Filing Cabinet system may be sold as software only, or as a complete system of software and hardware. We provide the option including hardware for customers who need the complete system, but we do not emphasize hardware sales, therefore we do not consider it a significant part of our business on an on-going basis.

Cost of Services. Cost of services increased 13.3%, or \$44,000, for the year ended December 31, 2004, as compared to the comparable prior year period. Approximately \$37,000 (38%) of this increase is attributable to the cost of inventory and stocking fees related to manufacturing and preparing our prepackaged software products for shipment. The remainder of the increase is due to increased compensation-related expenses due to the hiring of a technical writer and graphics designer. During the current year, approximately 80% of our cost of sales consists of engineering salaries and compensation-related expenses. We consider these salaries to be directly associated with our ability to generate revenues, however, they do not vary with revenues in that much of those costs are fixed. As a result, the gross margin percent will vary as sales vary. During the current year, revenues decreased 16.6% as compared to last year, while engineering salaries increased slightly, resulting in a higher ratio of cost of sales to revenues.

For the year ended December 31, 2004, cost of services as a percentage of revenues was 36.7%, as compared with 25.4% for the comparable prior year period. Management anticipates that as revenues increase in the coming year, the cost of goods and services required to support those revenues will continue to increase, and engineering salaries will also increase as we hire additional staff to support a greater number of products and customers. However, we expect that revenues will increase at a greater rate than cost of services, since most of our costs are relatively fixed. We believe this range of percentages over the last two years is more indicative of the percentage of costs associated with future revenues, but until we have been in the active marketing phase for a longer period, management is unable to yet determine to what extent this percentage may change in the future.

General and Administrative. General and administrative expenses decreased 14.1%, or \$163,000, for the year ended December 31, 2004, as compared to the comparable prior year period. We have made a dedicated effort in the last year to reduce our general and administrative expenses. Although compensation-related expenses and accounting expenses increased by \$113,000 (51.0%) and 71,000 (100.0%) respectively, advertising and legal/consulting expenses decreased by \$147,000 (78.2%) and \$155,000 (77.3%) respectively. The apparent increase in accounting expenses is

mainly due to a \$75,000 credit in 2003 related to the settlement of an account. The remainder of the decrease in general and administrative expenses is comprised of a variety of smaller items.

For the year ended December 31, 2004, general and administrative expenses as a percentage of revenues was 97.4%, as compared with 88.8% for the comparable prior year period. Management believes the ratio of general and administrative costs to revenues will decrease in the future because revenues will increase at a greater rate than general and administrative costs, but until we have been in the active marketing phase for a longer period, management is unable to yet determine to what extent this percentage may change in the future.

Research and Development. Research and development expenses increased 84.8%, or \$95,000, for the year ended December 31, 2004, as compared to the comparable prior year period. This increase is primarily attributable to management's focus on completing the development phase of the first version of our three new desktop products, XRexpress, and Trinity Mothership. Additional staff was hired in order to accomplish these goals. However, in the software industry it is common for research and development costs to be ongoing, since development of the next version of the software begins as soon as the current version is completed. Management anticipates that research and development costs in the future will focus both on the upgrading of our existing products and the continued development of new products using our core technology; therefore they will remain relatively steady or increase slightly in the coming year.

Other Income. Interest expense increased 121.2%, or \$40,000 for the year ended December 31, 2004, as compared to the comparable prior year period. The increase in interest expense was due to the accrual of an additional \$46,000 in estimated penalties and interest on the outstanding payroll tax obligation, which was recorded in the year ended December 31, 2004, while a \$37,000 accrual for such was recorded in the year ended December 31, 2003. There was no loss on disposal of fixed assets in the third quarter of 2004.

In general, our key indicator of operating progress is gross revenue. For the years ending December 2004 and 2003, personnel-related expenses have accounted for approximately 56% of our total expenses, with fixed costs such as building and equipment rent, utilities, insurance, communications and depreciation accounting for an additional 20%. The only personnel-related costs that are directly variable with sales are those associated with custom programming, because they are directly billable. This means that over 75% of our expenses are relatively fixed. All of the remaining expenses vary, but less than 5% varies directly with sales. We will incur more definite variable costs associated with our new desktop products beginning in the fourth quarter of 2004, so in 2005 we may be able to use some other indicators such as gross margins to help analyze performance, but for 2003 and 2004 gross revenue is our primary indicator of when we will achieve profitability and break-even cash flow.

REPORTABLE SEGMENTS

Management has identified the Company's reportable segments based on the two distinct product lines and the two separate legal entities. New Mexico Software (NMS) derives revenues from the development and marketing proprietary internet technology-based software and Working Knowledge, Inc. (WKI) provides data maintenance services related to the NMS digital asset management system. Information related to the Company's reportable segments for the year ended December 31, 2004 is as follows:

2004

2003

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| | NMS | WKI | NMS | WKI |
|----------------------------|------------|-----------|--------------|-----------|
| Revenue | \$ 982,000 | \$ 36,000 | \$ 1,266,000 | \$ 34,000 |
| Cost of services | 335,000 | 39,000 | 267,000 | 62,000 |
| General and administrative | 826,000 | 166,000 | 1,556,000 | 123,000 |
| Research and development | 207,000 | - | 112,000 | - |
| Impairment of goodwill | - | 75,000 | - | - |
| Operating income (loss) | (386,000) | (244,000) | (669,000) | (151,000) |
| Total assets | \$528,000 | \$ 23,000 | \$ 704,000 | \$ 36,000 |

Generally, New Mexico Software develops and markets the software, and therefore, software sales and maintenance, licensing and custom programming are considered revenue streams for that entity. Working Knowledge, Inc. provides services that are necessary to prepare, enter, and maintain the customer's data on our image management system. These include web design, database development, image scanning, asset uploading, and database support. In addition, Working Knowledge is able to serve the customer by utilizing the stored images to produce compact discs, digital prints, and large poster formats. These revenue streams, usually classified as scanning and other revenue, are considered revenue streams for that entity. These complementary services allow us to complete our cycle of comprehensive image management.

Liquidity and Capital Resources

As of December 31, 2004, cash and cash equivalents totaled (\$11,000), representing a \$22,000 decrease from the beginning of the period. The decrease in available cash was due to a combination of several factors during the year, but the primary factor at the end of the year was a slight delay in regular monthly collections. In the first four days of 2005 we had received approximately \$104,000 in payments on customer accounts, which brought the available cash balance to over \$70,000.

Operating activities used \$118,000 of cash for the year ended December 31, 2004, as compared to \$179,000 for the comparable prior year period, a decrease of \$61,000. The decrease in the use of cash for operating activities was mainly due to our collection of funds for stock not yet issued offset by our emphasis on reducing the number of equity transactions used for operating activities. Equity transactions used for salaries or services have decreased from \$469,000 in 2002, to \$383,000 in 2003, and to \$284,000 in 2004. The subscription payable increase of \$130,000 offset by the decrease in equity transactions issued during 2004 as opposed to 2003 of \$99,000, accounts for the majority of the decrease in the use of cash for operating activities during 2004.

During the year ended December 31, 2004, we used \$28,000 to continue paying down accrued expenses and trade accounts payable, as opposed to using \$46,000 during the same period in 2003. This resulted in total accrued expenses and trade accounts payable of \$559,000 as of December 31, 2004, as compared with \$587,000 at December 31, 2003, a decrease of \$28,000. However, the balance in accrued expenses as of December 31, 2004 includes an additional accrual of estimated penalties and interest on the payroll tax obligation of \$46,000. Excluding that accrual, we actually used operating cash of \$74,000 to continue to pay down accounts payable and accrued expenses during 2004. The payments on accrued expenses are all payments toward past-due tax obligations.

Trade accounts payable were \$111,000 at December 31, 2004 as compared to \$122,000 at December 31, 2003, reflecting our emphasis on keeping our payables current. We continue to carry the accrued salary of our president, Richard Govatski, which totaled \$107,000. This amount represents 88% of the accrued payroll balance at December 31, 2004. This obligation will only be paid when there is available cash, therefore it will have no material adverse effect on our liquidity. The remaining accrued payroll of \$15,000 will be paid in common shares, therefore it also will have no material adverse effect on our liquidity. Payroll taxes due as of December 31, 2004, are approximately \$283,000, including penalties and interest.

The following table shows current balances and payment details of our obligations as of December 31, 2004:

| | <u>Dec 31</u> <u>Balance</u> | <u>Negotiated</u> <u>Payment</u> | <u>Payment</u> <u>Frequency</u> |
|--|---------------------------------|-------------------------------------|------------------------------------|
| <u>Notes Payable:</u> | | | |
| Los Alamos National Bank note + interest | 140,000 | 25,000 | semiannually |
| Grossman + interest | 62,000 | In negotiations | |
| First Mirage + interest | 82,000 | No payment plan established yet | |
| Demand notes | 13,000 | | |
| <u>Past due Accounts Payable:</u> | | | |
| New Mexico payroll taxes | 14,000 | 1,000 | monthly |
| IRS + estimated penalties & interest | 269,000 | 5,000 | monthly |
| Attorney fees | 6,000 | No payment plan established yet | |

| | |
|--------------------------------------|------------------|
| Other payables (current) | 127,000 |
| Subscriptions payable | 130,000 |
| Accrued payroll and deferred revenue | <u>208,000</u> |
| | |
| Total Liabilities per Balance Sheet | <u>1,051,000</u> |

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Net accounts receivable decreased from \$450,000 at December 31, 2003 to \$433,000 at December 31, 2004. Four customers account for \$379,000 (87%) of the outstanding balance at December 31, 2004. One is a December billing of \$75,000 for 2005 services, one is a new contract of \$65,000 an extended payment plan, one is an existing customer on a payment plan with a current balance of \$104,000, and the other \$135,000 is an agreement for advertising still owed to us, which we anticipate using during 2005. The advertising agreement was a barter transaction, so this receivable will not directly generate cash. However, it will allow us to generate advertising in the coming year without expending cash. In this barter transaction we transferred customized software to the customer in return for print advertising. Paragraph 2 of the Minutes of the 11/18/93 Meeting on EITF Issue 93-11 specifically refers to the transfer of non-monetary assets such as inventory in return for barter credits used to purchase goods and services such as advertising. Paragraph 7 of those Minutes states that "it should be presumed that the fair value of the non-monetary asset exchanged is more clearly evident than the fair value of the barter credits received and that the barter credits should be reported at the fair value of the non-monetary asset exchanged." The software and customization was valued at the same price it would have been valued if it had been sold for cash, so no impairment was recorded before the asset was transferred. The revenue was recognized when the software was transferred to the customer in accordance with paragraph 8 of SOP 97-2, and a corresponding receivable for the barter credits was recorded at that time. The advertising expense will be recognized as the ads are placed. The value of any remaining barter credits will be reviewed at the end of each fiscal year for possible impairment, and any such impairment loss will be recorded at that time.

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Investing activities used \$16,000 for the year ended December 31, 2004, as compared to \$1,000 for the comparable prior year period. The increase in the cash used for investing activities for the current period was due to the purchase of leasehold improvements associated with our office relocation (approximately \$11,000) and the purchase of equipment to manufacture our new prepackaged products (approximately \$5,000).

Financing activities provided \$112,000 in cash for the year ended December 31, 2004, as compared to \$152,000 for the comparable prior year period. The decrease in cash provided by financing activities was due a decrease in issuance of common stock for cash during the year ended 2004. During the year we issued 588,000 shares of common stock for gross proceeds of \$112,000.

Management anticipates that our primary uses of cash in the next year will be allocated to continue to satisfy delinquent obligations and for general operating purposes. Our business strategy is to increase working capital by internal growth through the development of joint venture projects as discussed in the Business Strategy section above, continued hosting of our existing customers, sale of licenses for our Roswell products, maintenance of these licenses, and sales of our prepackaged products, as well as externally through the sale of potentially dilutive securities. We may also continue to incur debt as needed to meet our operating needs. In addition, we may be forced to issue additional equity compensation to employees and outside consultants to meet payroll and pay for needed legal and other services.

At December 31, 2004, we had an outstanding balance on a line of credit with Los Alamos National Bank (LANB) which was originally due on July 24, 2002. The outstanding principal amount due at that date was \$300,000, plus interest of \$10,545. We negotiated a three month extension on the repayment of the outstanding balance of the line of credit by reducing the principal amount of the debt with the payment of \$50,000 and the payment of the interest due on July 24, 2002. We were able to negotiate an extension of the amount due on the line of credit until April 24, 2003, by paying \$25,000 of the principal amount due and \$4,555 in interest due at October 24, 2002. On April 24, 2003, we paid \$12,224 of principal and \$12,768 of interest, and we negotiated another six-month extension to October 20, 2003. On October 20, 2003 we negotiated an extension of the amount due until April 23, 2004 by paying \$25,000 in principal and \$7,500 in interest. On March 27, 2004, we received a letter from LANB extending the note until October 15, 2004, with payment of \$25,000 of principal and approximately \$6,000 of interest due on April 15, 2004. On April 5, 2004, we paid the \$25,000 of principal and \$6,000 of interest as agreed. On October 4, 2004, we received a letter from LANB extending the note until April 15, 2005 upon payment of \$25,000 of principal and approximately \$6,000 of interest, which we paid on October 8, 2004. The outstanding principal balance was \$138,168 at December 31, 2004. The company has the necessary cash to continue to reduce the note under these circumstances. Our inability to retire this debt, negotiate an extension of the payment amount and/or date, or obtain an alternative loan would likely have a material negative impact on our business, and could impair our ability to continue operations if the bank foreclosed on the note. However, the bank has continued to extend the note six months at a time, providing we pay an agreed-upon amount of principal and interest at the time of the extension. We believe that LANB will continue to work with us in this manner.

We do not currently have material commitments for capital expenditures and do not anticipate entering into any such commitments during the next twelve months. Our current commitments consist primarily of lease obligations for office space.

Management anticipates that the capital requirements for operations for the next twelve months will be approximately \$1,500,000 - \$1,800,000, based on cash flow projections. The company currently has contracts which provide for recurring revenues of approximately \$700,000 over the next twelve months. Although one annual contract for software maintenance for 2005 was prepaid at the end of 2004, the remaining software maintenance contracts provide a monthly cash flow of approximately \$45,000. Based on the prior two years' licensing and custom programming revenue, we can expect these services to generate an additional \$250,000 - \$350,000 over the next twelve months. We have four projects in process (combined maintenance and custom programming) that will generate additional cash flow of approximately \$30,000 per month plus initial custom programming fees of approximately \$300,000. We anticipate that new clients and our new products will provide the remaining necessary cash flow for the next year.

We have received a non-binding letter of intent from a fiduciary trust, In God We Trust, to invest up to \$500,000 in the company through December 31, 2005. These funds, if made available, would provide additional working capital necessary for operations over the next twelve months and to retire long-term debt and past-due payroll taxes. The letter of intent does not require the investor to fund. To date, we have not received any financing from this investor. However, we have had a long-term relationship with this investor and believe that the investor has the willingness and wherewithal to provide funds should our cash requirements exceed our abilities to generate cash elsewhere. Through a combination of increased marketing efforts and continued reduction of expenses, management anticipates positive working cash flow during 2005.

ITEM 7. FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors

NMXS.com, Inc.

Las Vegas, Nevada

We have audited the Statements of Operations, Stockholders' Equity, and Cash Flows for the year ended December 31, 2003 of NMXS.com, Inc. (A Delaware Corporation). These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial

statements based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement presentation. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the results of NMXS.com's operations and cash flows for the year ended December 31, 2003, in conformity with generally accepted accounting principles in the United States of America.

Beckstead and Watts, LLP

March 29, 2004

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board

of NMXS.com, Inc.:

We have audited the accompanying consolidated balance sheet of NMSX.com, Inc. and subsidiaries as of December 31, 2004 and the related statements of operations, stockholders' equity and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of NMXS.com, Inc. and subsidiaries as of December 31, 2004, and the consolidated results of its operations and cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ Epstein, Weber & Conover, PLC

Scottsdale, Arizona

April 13, 2005

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(Rounded to the nearest thousand)

| | December 31, | |
|---|--------------|------------|
| | 2004 | 2003 |
| Assets | | |
| Current assets: | | |
| Cash and equivalents | \$ (11,000) | \$ 11,000 |
| Accounts receivable, net | 433,000 | 450,000 |
| Inventory | 7,000 | 3,000 |
| Prepaid expenses and other assets | 26,000 | 21,000 |
| Officer advances | - | - |
| Total current assets | 455,000 | 485,000 |
| Furniture, equipment and improvements, net | 85,000 | 141,000 |
| Security deposits | 11,000 | 39,000 |
| Goodwill, net | - | 75,000 |
| | \$ 551,000 | \$ 740,000 |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 111,000 | \$ 122,000 |
| Accrued expenses | 448,000 | 465,000 |
| Deferred revenue | 86,000 | 70,000 |
| Subscriptions payable | 130,000 | - |
| Notes payable | 276,000 | 276,000 |
| Total current liabilities | 1,051,000 | 933,000 |
| Stockholders' equity: | | |
| Preferred stock, \$0.001 par value, 500,000 shares authorized, 135 and 135 shares issued and outstanding as of 12/31/04 and 12/31/03, respectively | - | - |
| Common stock, \$0.001 par value, 50,000,000 shares authorized, 32,834,458 and 29,392,256 shares issued and outstanding as of 12/31/04 and 12/31/03, respectively | 33,000 | 29,000 |
| Additional paid-in capital | 9,279,000 | 8,861,000 |

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| | | |
|----------------------------|-------------|-------------|
| Deferred compensation | (161,000) | (135,000) |
| Accumulated (deficit) | (9,651,000) | (8,948,000) |
| Total stockholders' equity | (500,000) | (193,000) |
| | \$ 551,000 | \$ 740,000 |

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NMXS.com, Inc. and Subsidiaries
Consolidated Statements of Operations
(Rounded to the nearest thousand)

| | For the years ended | |
|--------------------------------------|---------------------|------------|
| | December 31, | |
| | 2004 | 2003 |
| Revenue | | |
| Software sales and maintenance | \$ 572,000 | \$ 841,000 |
| Custom programming | 63,000 | 224,000 |
| License fees | 142,000 | 60,000 |
| Scanning services | 181,000 | 168,000 |
| Other | 60,000 | 7,000 |
| | 1,018,000 | 1,300,000 |
| Operating costs and expenses: | | |
| Cost of services | 374,000 | 330,000 |
| General and administrative | 992,000 | 1,678,000 |
| Research and development | 207,000 | 112,000 |
| Impairment of goodwill | 75,000 | - |
| Total operating costs and expenses | 1,648,000 | 2,120,000 |
| Net operating (loss) | (630,000) | (820,000) |

| | | | | |
|--|----|------------|----|------------|
| Other income (expense): | | | | |
| Interest income | | | - | - |
| Interest (expense) | | (73,000) | | (64,000) |
| (Loss) on disposal of fixed assets | | - | | - |
| Total other income (expense) | | (73,000) | | (64,000) |
| Net (loss) | \$ | (703,000) | \$ | (884,000) |
| Weighted average number of | | | | |
| common shares outstanding - basic and | | | | |
| fully diluted | | 30,744,304 | | 26,794,295 |
| Net (loss) per share - basic and fully diluted | \$ | (0.02) | \$ | (0.03) |

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NMXS.com, Inc. and Subsidiaries
Consolidated Statements of Stockholders' Equity
(Rounded to the nearest thousand)

| | Preferred Stock | | Common Stock | | Additional | Deferred | Accumulated | Total |
|--|-----------------|--------|--------------|--------|--------------------|--------------|-------------|-------------------------|
| | Shares | Amount | Shares | Amount | Paid-in Capital | Compensation | (Deficit) | Stockholders' Equity |
| Balance, December 31, 2002 | - | - | 24,757,726 | 25,000 | 8,184,000 | - | (8,064,000) | 145,000 |
| Issuance of common stock for salaries | | | 590,076 | | 89,000 | | | 89,000 |

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| | | | | | | |
|--|-----|-----------|-------|---------|-----------|---------|
| Issuance of common stock for services | | 1,016,954 | 1,000 | 102,000 | | 103,000 |
| Issuance of options for services | | | | 83,000 | | 83,000 |
| Issuance of common stock for services to be rendered | | 2,750,000 | 3,000 | 162,000 | (165,000) | - |
| Issuance of warrants for services | | | | 67,000 | | 67,000 |
| Issuance of preferred stock for cash | 135 | - | | 135,000 | | 135,000 |
| Compensation expense | | | | | 30,000 | 30,000 |
| Issuance of common stock for cash | | 250,000 | | 28,000 | | 28,000 |
| Issuance of common stock for bonuses | | 27,500 | | 11,000 | | 11,000 |
| Net (loss) For the year | | | | | | |

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| | | | | | | | | |
|---|-----|------|------------|-----------|--------------|--------------|----------------|--------------|
| ended December 31, 2003 | | | | | | | (884,000) | (884,000) |
| Balance, December 31, 2003 | 135 | \$ - | 29,392,256 | \$ 29,000 | \$ 8,861,000 | \$ (135,000) | \$ (8,948,000) | \$ (193,000) |
| Issuance of common stock for services | | | 90,000 | - | 22,000 | | | 22,000 |
| Issuance of common stock for services to be rendered | | | 1,425,000 | 1,000 | 85,000 | (86,000) | | - |
| Cash received for exercise of warrants | | | | | | | | - |
| Compensation earned | | | | | | 60,000 | | 60,000 |
| Cancellation of common stock for bonus correction | | | (22,500) | | (9,000) | | | (9,000) |
| Issuance of common stock for cash | | | 243,000 | 1,000 | 60,000 | | | 61,000 |
| Issuance of common stock | | | | | | | | |

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| | | | | | | | | |
|---|-----|-----------|------------|-----------|--------------|--------------|----------------|--------------|
| for exercise of warrants/options | | 345,000 | 1,000 | 50,000 | | | | 51,000 |
| Issuance of common stock for cashless exercise of warrants | | 309,000 | - | - | | | | - |
| Issuance of common stock for salaries | | 1,052,702 | 1,000 | 210,000 | | | | 211,000 |
| Common stock issuable for services | | | | | | | | - |
| Net (loss) For the year ended December 31, 2004 | | | | | | | (703,000) | (703,000) |
| | 135 | \$ - | 32,834,458 | \$ 33,000 | \$ 9,279,000 | \$ (161,000) | \$ (9,651,000) | \$ (500,000) |

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| | For the years ended | |
|---|---------------------|--------------|
| | December 31, | |
| | 2004 | 2003 |
| Cash flows from operating activities | | |
| Net (loss) | \$ (703,000) | \$ (884,000) |
| Adjustments to reconcile net (loss) to | | |
| net cash provided (used) by operating activities: | | |
| Common stock issued for salaries | 211,000 | 89,000 |
| Common stock issued for services | 82,000 | 133,000 |
| Common stock issued/(cancelled) for bonuses | (9,000) | 11,000 |
| Stock options issued for services | - | 83,000 |
| Warrants issued for services | - | 67,000 |
| Depreciation and amortization | 72,000 | 86,000 |
| Impairment of goodwill | 75,000 | - |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 17,000 | 193,000 |
| Inventory | (4,000) | (3,000) |
| Prepaid expenses and other assets | (5,000) | 21,000 |
| Officer advances | - | 1,000 |
| Security deposits | 28,000 | - |
| Accounts payable | (11,000) | (193,000) |
| Accrued expenses | (17,000) | 147,000 |
| Subscriptions payable | 130,000 | - |
| Deferred revenue | 16,000 | 70,000 |
| Net cash (used) by operating activities | (118,000) | (179,000) |
| Cash flows from investing activities | | |
| Acquisition of fixed assets | (16,000) | (1,000) |
| Net cash (used) by investing activities | (16,000) | (1,000) |
| Cash flows from financing activities | | |
| Proceeds from notes payable | 50,000 | 33,000 |
| Repayment of note payable | (50,000) | (44,000) |
| Net proceeds from the issuance of preferred stock | - | 135,000 |
| Net proceeds from the issuance of common stock | 61,000 | 28,000 |
| Net proceeds from warrants/options exercised | 51,000 | - |
| Net cash provided by financing activities | 112,000 | 152,000 |
| Net (decrease) in cash equivalents | (22,000) | (28,000) |
| Cash equivalents - beginning | 11,000 | 39,000 |
| Cash equivalents - ending | \$ (11,000) | \$ 11,000 |

Supplemental disclosures:

| | | | | |
|---------------|----|--------|----|--------|
| Interest paid | \$ | 12,000 | \$ | 15,000 |
|---------------|----|--------|----|--------|

Supplemental schedule of noncash investing and financing activities:

| | | | | |
|---|----|--------|----|---|
| Exercise of warrants through cashless transaction | \$ | 38,000 | \$ | - |
|---|----|--------|----|---|

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NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE A - ORGANIZATION AND OPERATIONS

NMXS.com, Inc. and its wholly-owned subsidiaries New Mexico Software, Inc. ("NMS") and Working Knowledge, Inc. ("WKI") (collectively "the Company"), each operating as a business segment that develop and market proprietary internet technology-based software for the management of digital high- resolution graphic images, video clips and audio recordings. The Company believes that its software has applications for the media, advertising, publishing, medical, entertainment, e-commerce and university markets.

In August 1999, the Company effected a reverse merger in which NMXS.com, Inc. acquired all of the outstanding common stock of NMS.

NMS, a New Mexico corporation, was formed in April 1996. NMS develops and markets proprietary internet technology-based software.

During April 2000, the Company purchased 100% of the capital stock of WKI, a Kansas corporation located in California, for a total price of \$152,000. The business combination has been accounted for using the purchase method.

Tangible assets purchased were of nominal value. WKI provides services which are necessary to prepare, enter, and maintain the customer's data on the Company's digital asset management system. The Company recorded goodwill of \$150,000 in connection with the acquisition.

The Company has received a non-binding letter of intent from a fiduciary trust, In God We Trust, to invest up to \$500,000 in the Company through December 31, 2005. These funds, if made available, would provide additional working capital necessary for operations over the next twelve months and to retire long-term debt and past-due payroll taxes. Subsequent to December 31, 2004, the investor has placed \$150,000 in escrow subject to clearance of a registration by state securities regulators. The Company has had a long-term relationship with this investor and believe that the investor has the willingness and wherewithal to provide funds should our cash requirements exceed our abilities to generate cash elsewhere.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Principles of consolidation:

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All material inter-company accounts and transactions have been eliminated.

[2] Revenue recognition:

Our revenues are generally classified into three main categories: software license revenue, custom software development revenue, and maintenance and hosting revenue. The Company recognizes revenue in accordance with Statement of Position 97-2 "Software Revenue Recognition".

Revenue from proprietary software sales that does not require further commitment from the company is recognized upon shipment. These sales are generally direct purchases of a software product and there is no other involvement by the Company.

The Company offers with certain sales of its software products a software maintenance, upgrade and support arrangement. These contracts may be elements in a multiple-element arrangement or may be sold in a stand-alone basis. Revenues from maintenance and support services are recognized ratably on a straight-line basis over the term that the maintenance service is provided. Maintenance contracts typically provide for 12-month terms with maintenance contracts. The Company typically charges 17% to 21% of the software purchase price for a 12-month contract with discounts available for longer-term agreements. Charges for hosting are likewise spread ratably over the

term of the hosting agreement, with the typical hosting agreement having a term of 12 months, with renewal on an annual basis. Hosting

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NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

services do not require the customer to purchase the software license, and the customer does not have the right or the ability to operate the software on its own.

Should the sale of its software involve an arrangement with multiple elements (for example, the sale of a software license along with the sale of maintenance and support to be delivered over the contract period), the Company allocates revenue to each component of the arrangement using the residual value method based on the fair value of the undelivered elements. The Company defers revenue from the arrangement equivalent to the fair value of the undelivered elements and recognizes the remaining amount at the time of the delivery of the product or when all other revenue recognition criteria have been met. Fair values for the ongoing maintenance and support obligations are based upon separate sales of renewals of maintenance contracts. Fair value of services, such as training or consulting, is based upon separate sales of these services to other customers. Thus, these types of arrangements require us to make judgments about the fair value of undelivered arrangements.

For contracts and revenues related exclusively to custom software development services, the Company recognizes revenue and profit as work progresses on custom content service contracts using the percentage-of-completion method. This method relies on estimates of total expected contract revenue and costs as each job progresses throughout the relevant contract period. The Company follows this method since reasonably dependable estimates of the costs applicable to various stages of a custom content service contract can be made.

From time to time, the Company effects sales of its enterprise-level software in return for barter credits for advertising. The software is valued at the same price it would have been valued if it had been sold for cash. The revenue is recognized when the software is transferred to the customer, along with a corresponding receivable for the barter credits. The advertising expense is recognized as the ads are placed. The value of any remaining barter credits is reviewed at the end of each fiscal year for possible impairment, and any such impairment loss is recorded at that time. During the fiscal year ended December 31, 2004, the Company recognized \$135,000 in revenue from barter transactions. At December 31, 2004, the Company had \$135,000 in barter credits receivable.

The Company also derives revenue from the sale of third party hardware and software. Revenue from installation, training and consulting services is recognized when the services are rendered. License revenue is recognized ratably over the term of the license.

Amounts collected prior to satisfying the above revenue recognition criteria are included in deferred revenue.

Due to uncertainties inherent in the estimation process it is at least reasonably possible that completion costs for contracts in progress will be further revised in the near- term.

The cost of services, consisting of staff payroll, outside services, equipment rental, communication costs and supplies, is expensed as incurred.

[3] Cash and cash equivalents:

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents.

[4] Inventory:

Inventory, which is composed of component parts and finished goods, is valued at cost on a specific identity basis for those items with serial numbers. The remainder of the inventory is valued at the lower of first-in-first-out (FIFO) cost or market. On a quarterly basis, management compares the inventory on hand with our records to determine whether write-downs for excess or obsolete inventory are required.

NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[5] Furniture, equipment and improvements:

Furniture, equipment and improvements are recorded at cost. The cost of maintenance and repairs is charged against results of operations as incurred. Depreciation is charged against results of operations using the straight-line method over the estimated economic useful life. Leasehold improvements are amortized on a straight-line basis over the life of the related lease.

[6] Income taxes:

The Company recognizes 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 on the basis of the differences between the tax basis of assets and liabilities and their respective financial reporting amount ("temporary differences") at enacted tax rates in effect for the years in which the differences are expected to reverse.

[7] Per share data:

The basic and diluted per share data has been computed on the basis of the net loss available to common stockholders for the period divided by the historic weighted average number of shares of common stock. All potentially dilutive

securities have been excluded from the computations since they would be antidilutive, however, these dilutive securities could potentially dilute earnings per share in the future. Options and warrants exercisable for 5,865,092 shares of common stock have been excluded from the diluted loss per share calculation for the year ended December 31, 2004, because inclusion of such would be antidilutive.

[8] Research and development expenses:

Costs of research and development activities are expensed as incurred.

[9] Advertising expenses:

The Company expenses advertising costs which consist primarily of direct mailings, promotional items and print media, as incurred. Advertising expenses amounted to \$33,000 and \$188,000 for the years ended December 31, 2004 and 2003, respectively.

[10] Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

[11] Stock-based compensation:

Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123") allows companies to either expense the estimated fair value of stock options and warrants, or to continue following the intrinsic value method set forth in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25") but disclose the pro forma effects on net loss had the fair value of the options and warrants been expensed. The Company has elected to apply APB 25 in accounting for grants to employees under its stock based incentive plans. Equity instruments issued to non-employees are measured based on their fair values.

NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[11] Stock-based compensation: (Continued)

Statement of Financial Accounting Standards No. 148 "Accounting for Stock-Based Compensation - Transition and Disclosure" ("SFAS 148") provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, SFAS 148 amends the disclosure requirements of SFAS 123 to require more prominent and more frequent disclosures in financial statements about the effects of stock-based compensation.

Series A convertible preferred stock:

The Series A convertible preferred shares are convertible at any time by the shareholder at a rate equal to 70% of the average bid price of the common stock on the conversion date, at a minimum of \$0.05 and a maximum of \$.25 per share. The Series A convertible preferred stock has no preference with respect to dividends declared by New Mexico Software.

During the year ended December 31, 2003, the Company effected the following preferred convertible stock transactions:

The Company received a total of \$135,000 from four individuals to purchase 135 shares of the Company's \$0.001 par value preferred stock. As of August 31, 2003, the Company closed the preferred stock offering and all of the shareholders have received their preferred stock.

During the year ended December 31, 2004, the Company effected no transactions involving preferred convertible stock.

Common stock:

During the year ended December 31, 2003, the Company effected the following stock transactions:

The Company issued a total of 590,076 shares of its \$0.001 par value common stock to its employees in lieu of salary which was valued at \$89,000.

The Company issued a total of 1,016,954 shares of its \$0.001 par value common stock to independent contractors for services rendered which were valued at \$103,000.

The Company issued 250,000 shares of its \$0.001 par value common stock to a director of the Company for a cash payment of \$28,000.

The Company issued a total of 27,500 shares of its \$0.001 par value common stock to its employees as bonuses which were valued at \$11,000. The Company issued 22,500 shares in error to an employee and the shares will be returned to the Company in 2004, the amount is considered due from employee in the amount of \$9,000.

The Company issued a total of 2,750,000 shares of its \$0.001 par value common stock to Brian McGowan as part of a five-year consulting agreement in the amount of \$165,000. The amount is considered deferred compensation. During the year ended December 31, 2003, \$30,000 of the compensation was earned.

During the year ended December 31, 2004, the Company effected the following stock transactions:

The Company issued a total of 1,052,702 shares of the Company's \$0.001 par value common stock to employees in lieu of salary and bonuses which were valued at \$211,000.

NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[11] Stock-based compensation: (Continued)

The Company issued a total of 1,425,000 shares of its \$0.001 par value common stock to Brian McGowan of the Company as part of a five-year consulting agreement in the amount of \$86,000. The amount is considered deferred compensation. During the year ended December 31, 2004, \$60,000 of the compensation was earned.

The Company issued a total of 90,000 shares the Company's \$0.001 par value common stock to outside contractors in exchange for services rendered of \$22,000.

The Company cancelled 22,500 shares of its \$0.001 par value common stock that was erroneously issued to an employee as a bonus on December 10, 2003.

The Company issued a total of 243,000 shares of the Company's \$0.001 par value common stock in exchange for cash of \$61,000.

The Company issued a total of 345,000 shares of the Company's \$0.001 par value common stock which were related to the exercise of options/warrants in exchange for \$51,000 cash.

The Company issued a total of 309,000 shares of its \$0.001 par value common stock to First Mirage for the cashless exercise of warrants. In return for the shares, First Mirage agreed to surrender 170,483 of their remaining warrants which were valued at \$25,000. The Company originally issued 1,000,000 warrants to First Mirage in August 2003; therefore, First Mirage retains a total of 520,517 warrants as of December 31, 2004.

Commons stock issued in these noncash transactions are valued at the trading price of the Company's shares at the time the agreements are entered into.

Warrants:

During the year ended December 31, 2003, the Company effected the following transactions:

The Company issued 1,000,000 warrants to First Mirage (FM) at the rate of one warrant for each common share. The warrants have an exercise price of \$0.08 per share and a five-year contractual life from date of issuance. The fair value of the warrants has been estimated on the date of grant using the Black-Scholes option pricing model. The weighted average fair value of these warrants was \$0.06. The following assumptions were used in computing the fair value of these warrants: weighted average risk-free interest rate of 3.35%, zero dividend yield, volatility of the Company's common stock of 181% and an expected life of the warrants of five years. Approximately \$67,000 of expense was included in the statement of operations for the year ended December 31, 2003.

During the year ended December 31, 2004 there were no warrants issued and 664,483 warrants exercised. These warrants were exercised on a cashless basis resulting in 309,000 shares being issued in the transaction.

The following is a summary of warrants outstanding as of December 31, 2004:

| <u>Number of Warrants</u> | <u>Exercise Price</u> | <u>Expiration Date</u> |
|---------------------------|-----------------------|------------------------|
| 1,161,545 | \$0.21 | July 24, 2012 |
| 520,517 | \$0.08 | August 29, 2008 |

NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[11] Stock-based compensation: (Continued)

Stock options:

In 1999 the Company adopted a Stock Option Plan which permits the grant of options exercisable for shares of common stock to corporate officers, directors, employees, and consultants upon such terms, including exercise price and conditions and timing of exercise, as may be determined by the Board of Directors. The plan authorizes the grants of awards up to a maximum of 3,000,000 shares of common stock. In 2002, the Company granted 352,686 stock options under the plan. In 2003, the Company granted 2,603,475 stock options under the plan. In 2004, the Company granted no stock options under the plan. At December 31, 2004, 2,993,030 options remained outstanding and unexercised. Of these outstanding options, 2,288,697 had vested.

In 2001 the Company adopted a Stock Issuance Plan. The plan as amended permits the grant of shares of common stock to employees, non-employee members of the board, and consultants and other independent advisors who provide services to the Company, upon such terms and conditions as may be determined by the Board of Directors. The plan as amended authorizes the grants of awards up to a maximum of 5,700,000. In 2003 the Company granted 4,069,530 shares under the plan. At December 31, 2004, an aggregate of 5,518,973 shares had been granted under the plan, all of which were fully vested upon issuance.

In 2004 the Company adopted a new Stock Issuance Plan. The plan permits the grant of shares of common stock to employees, non-employee members of the board, and consultants and other independent advisors who provide services to the Company, upon such terms and conditions as may be determined by the Board of Directors. The plan authorizes the grants of awards up to a maximum of 3,000,000. In 2004 the Company granted 2,203,712 shares under the plan. At December 31, 2004, an aggregate of 2,203,712 shares had been granted under the plan, all of which were fully vested upon issuance.

Disclosures required by Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("SFAS No. 123"), including pro forma operating results had the Company prepared its financial statements in accordance with the fair value based method of accounting for stock-based compensation prescribed therein are shown below. Exercise prices and weighted-average contractual lives of stock options outstanding as of December 31, 2004 are as follows:

| Exercise Prices | Options Outstanding | | Weighted Average Exercise Prices | Options Exercisable | |
|-----------------|-----------------------|---|--|-----------------------|--|
| | Number Outstanding | Weighted Average Remaining Contractual Life | | Number Exercisable | Weighted Average Exercise Price |
| \$0.05-\$0.30 | 3,963,030 | 6.11 | \$0.06 | 3,258,697 | \$0.06 |
| \$0.31-\$0.50 | 160,000 | 4.38 | \$0.36 | 160,000 | \$0.36 |
| \$0.54-\$0.83 | 60,000 | 1.33 | \$0.61 | 60,000 | \$0.61 |

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NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[11] Stock-based compensation: (Continued)

Summary of Options Granted and Outstanding:

For the Years Ended December 31,

2004

2003

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| | Shares | Weighted Average Exercise Price | Shares | Weighted Average Exercise Price |
|----------------------------------|-------------|---------------------------------------|-------------|---------------------------------------|
| Options: | | | | |
| Outstanding at beginning of year | 6,042,824 | \$0.09 | 4,136,921 | \$0.37 |
| Granted | - | \$ - | 3,933,920 | \$0.06 |
| Cancelled | (1,699,794) | \$0.10 | (2,028,017) | \$0.60 |
| Exercised | (160,000) | \$0.08 | 0 | |
| Outstanding at end of year | 4,183,030 | \$0.08 | 6,042,824 | \$0.09 |

During the year ended December 31, 2003, the Company granted the following stock options:

The Company granted 200,000 stock options to employees with an exercise price of \$0.06, equal to the fair value of the common stock, with a contractual life of ten years and a two year vesting period, 50% at the end of each one year period from the date of grant. The fair value of the options has been estimated on the date of grant using the Black-Scholes option pricing model. The weighted average fair value of these options was \$0.04. The following assumptions were used in computing the fair value of these option grants: weighted average risk-free interest rate of 4.00%, zero dividend yield, volatility of the Company's common stock of 163% and an expected life of the options of ten years.

The Company granted 1,000,000 stock options to the Company's legal counsel, with an exercise price of \$0.06, equal to the fair value of the common stock, with a contractual life of ten years and the options vest immediately. The fair value of the options has been estimated on the date of grant using the Black-Scholes option pricing model. The weighted average fair value of these options was \$0.03. The following assumptions were used in computing the fair value of these option grants: weighted average risk-free interest rate of 5.84%, zero dividend yield, volatility of the Company's common stock of 177%, and an expected life of the options of ten years. Approximately \$65,000 of expense was included in the statement of operations for the year ended December 31, 2003.

The Company granted 713,475 stock options to employees with an exercise price of \$0.06, equal to the fair value of the common stock, with a contractual life of ten years and a two year vesting period, 50% at the end of each one year period from the date of grant. The fair value of the options has been estimated on the date of grant using the Black-Scholes option pricing model. The weighted average fair value of these options was \$0.04. The following assumptions were used in computing the fair value of these option grants: weighted average risk-free interest rate of 4.27%, zero dividend yield, volatility of the Company's common stock of 181% and an expected life of the options of ten years.

The Company granted 500,000 stock options to a director with an exercise price of \$0.06, equal to the fair value of the common stock, with a contractual life of ten years and a two year vesting period, 50% at the end of each one year period from the date of grant. The fair value of the options has been estimated on the date of grant using the Black-Scholes option pricing model. The weighted average fair value of these

NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[11] Stock-based compensation: (Continued)

options was \$0.04. The following assumptions were used in computing the fair value of these option grants: weighted average risk-free interest rate of 4.09%, zero dividend yield, volatility of the Company's common stock of 182% and an expected life of the options of ten years.

The Company granted 60,000 stock options to a contractor with an exercise price of \$0.11, equal to the fair value of the common stock, with a contractual life of five years and the options vest immediately. The fair value of the options has been estimated on the date of grant using the Black-Scholes option pricing model. The weighted average fair value of these options was \$0.09. The following assumptions were used in computing the fair value of these option grants: weighted average risk-free interest rate of 4.23%, zero dividend yield, volatility of the Company's common stock of 184% and an expected life of the options of five years.

The Company granted 130,000 stock options to an independent contractor for consulting services, with an exercise price of \$0.09, equal to the fair value of the common stock, with a contractual life of five years and the options vest immediately. The fair value of the options has been estimated on the date of grant using the Black-Scholes option pricing model. The weighted average fair value of these options was \$0.07. The following assumptions were used in computing the fair value of these option grants: weighted average risk-free interest rate of 4.27%, zero dividend yield, volatility of the Company's common stock of 181%, and an expected life of the options of five years. Approximately \$10,500 of expense was included in the statement of operations for the year ended December 31, 2003.

During the year ended December 31, 2004, the Company granted no stock options.

The following table summarizes the pro forma operating results of the Company for December 31, 2004 and 2003 had compensation costs for the stock options granted to employees been determined in accordance with the fair value based method of accounting for stock based compensation as prescribed by SFAS No. 123.

| | 2004 | 2003 |
|---|-------------|---------------|
| Net (loss) - as reported | (\$703,000) | (\$884,000) |
| Pro forma effects of stock-based compensation | (30,000) | (195,000) |
| Net (loss) - pro forma | (\$733,000) | (\$1,079,000) |
| | | |
| (Loss) per share - as reported | (\$0.02) | (\$0.03) |
| Pro forma effects of stock-based compensation | - | (\$0.01) |
| (Loss) per share - pro forma | (\$0.02) | (\$0.04) |

As of December 31, 2004, the Company has reserved 1,000,000 shares of its common stock for issuance upon exercise of stock options and warrants.

[12] Software development:

The Company accounts for computer software development costs in accordance with Statement of Financial Accounting Standards No. 86, "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed". As such, all costs incurred prior to the product achieving technological feasibility are expensed as research and development costs. Technological feasibility is generally achieved upon satisfactory beta test results. Upon achieving technological feasibility, programming costs are capitalized and amortized over the economic useful live which is estimated to be two years. There were no capitalized software development costs as of December 31, 2004 and 2003.

NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[13] Goodwill:

The Financial Accounting Standards Board ("FASB") recently issued Statements of Financial Accounting Standards Nos. 141 "Business Combinations", 142 "Goodwill and Other Intangible Assets" and 144 "Accounting for the Impairment or Disposal of Long-Lived Assets". ("SFAS 141", "SFAS 142" and "SFAS 144"). All of these pronouncements are effective for fiscal years beginning after December 31, 2001. Under SFAS 141, a company must use the purchase method of accounting for all business acquisitions. SFAS 142 requires a company to periodically evaluate for impairment (as opposed to amortize) goodwill and intangible assets.

Goodwill resulting from the acquisition of Working Knowledge, Inc., accounted for as a purchase, was being amortized on a straight-line basis over 5 years through December 31, 2001. The Company adopted SFAS No. 142 effective January 1, 2002 and as such, has tested the goodwill balance for impairment at least on an annual basis. Such analysis has been based upon the expected future cash flows of Working Knowledge, Inc. In December 2004, based upon the Company's impairment analysis, the remainder of the goodwill was written off; therefore, there was \$75,000 and \$0 as impairment of goodwill as of December 31, 2004 and 2003.

[14] Recent pronouncements:

In November 2002, the FASB issued FASB Interpretation ("FIN") No. 45, "Guarantors Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees and Indebtedness of Others", an interpretation of FIN No. 5, 57 and 107, and rescission of FIN No. 34, "Disclosure of Indirect Guarantees of Indebtedness of Others". FIN 45 elaborates on the disclosures to be made by the guarantor in its interim and annual financial statements about its obligations under certain guarantees that it has issued. It also requires that a guarantor recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing the guarantee. The initial recognition and measurement provisions of this interpretation are applicable on a prospective basis to guarantees issued or modified after December 31, 2002; while, the provisions of the disclosure requirements are effective for financial statements of interim or annual periods ending after December 15, 2002. The company believes that the adoption of such interpretation will not have a material impact on its financial position or results of operations and has adopted such interpretation during fiscal year 2003, as required.

In January 2003, the FASB issued FIN No. 46, "Consolidation of Variable Interest Entities", an interpretation of Accounting Research Bulletin No. 51. FIN No. 46 requires that variable interest entities be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity's activities or is entitled to receive a majority of the entity's residual returns or both. FIN No. 46 also requires disclosures about variable interest entities that companies are not required to consolidate but in which a company has a significant variable interest. The consolidation requirements of FIN No. 46 will apply immediately to variable interest entities created after January 31, 2003. The consolidation requirements will apply to entities established prior to January 31, 2003 in the first fiscal year or interim period beginning after June 15, 2003. The disclosure requirements will apply in all financial statements issued after January 31, 2003. The company will begin to adopt the provisions of FIN No. 46 during the first quarter of fiscal 2003 and the Company believes that the adoption of such interpretation will not have a material impact on its financial position or results of operations.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity." SFAS No. 150 changes the classification in the statement of financial position of certain common financial instruments from either equity or mezzanine presentation to liabilities and requires an issuer of those financial statements to recognize changes in fair value or redemption amount, as applicable, in earnings. SFAS No. 150 is effective for financial instruments

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NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[14] Recent pronouncements: (Continued)

entered into or modified after May 31, 2003, and with one exception, is effective at the beginning of the first interim period beginning after June 15, 2003. The effect of adopting SFAS No. 150 will be recognized as a cumulative effect of an accounting change as of the beginning of the period of adoption. Restatement of prior periods is not permitted. SFAS No. 150 did not have any impact on the Company's financial position or results of operations.

In December 2004 the FASB issued a revised Statement 123 (SFAS 123R), "Accounting for Stock-Based Compensation" requiring public entities to measure the cost of employee services received in exchange for an award of equity instruments based on grant date fair value. The cost will be recognized over the period during which an employee is required to provide service in exchange for the award -- usually the vesting period. The effective date for this statement is as of the first interim period that begins after June 15, 2005. The Company is evaluating the impact of this new pronouncement and has not yet estimated the effect of implementation on the Company's financial statements.

NOTE C - ACCOUNTS RECEIVABLE

During the year ended December 31, 2003, the Company elected to write off \$500,000 of accounts receivable to bad debt due to one customer. The Company is no longer doing business with this customer.

NOTE D - FURNITURE, EQUIPMENT, AND IMPROVEMENTS

Furniture, equipment, and improvements as of December 31, 2004 consisted of the following:

| | |
|-----------------------------------|------------------|
| Computers | \$ 304,000 |
| Furniture, fixtures and equipment | 105,000 |
| Automobiles | 38,000 |
| Leasehold improvements | <u>18,000</u> |
| | 465,000 |
| Accumulated depreciation | <u>(380,000)</u> |
| | <u>\$ 85,000</u> |

NOTE E - NOTE PAYABLE

During January 2001, the Company borrowed \$300,000. The loan is collateralized by substantially all of the Company's assets and personally guaranteed by an officer of the Company. The note was renewed with a due date of

July 24, 2002 at a current interest rate of 7%. On July 24, 2002, the Company paid \$50,000 of principal and \$10,525 of interest. The remaining \$250,000 of principal was extended to October 24, 2002 at a current interest rate of 7%. On October 24, 2002 the Company paid \$25,000 of principal and \$4,555 of interest. The remaining \$225,000 of principal was extended until April 24, 2003 at a current interest rate of 7%. On April 24, 2003, the Company paid \$12,224 of principal and \$12,768 of interest. The remaining \$212,776 of principal was extended until October 15, 2003 at a current interest rate of 7%. On October 20, 2003, the Company has negotiated a payment of \$25,000 in principal and \$7,500 in interest and extended the note to April 23, 2004. As of December 31, 2003, the Company had a balance due of \$188,000. On March 27, 2004, the Company received a notice from the bank to extend the note to October 15, 2004 upon payment of an additional \$25,000 of principal and approximately \$6,000 of accrued interest. On October 8, 2004, the Company paid \$25,000 of principal and \$6,000 of interest. The remaining \$138,168 was extended until April 15, 2005. As of December 31, 2004, the Company had a balance due of \$138,000 plus accrued interest of \$2,000.

On April 22, 2002, the Company borrowed \$50,000. The loan is due on April 23, 2003 at a current interest rate of 10% per annum. This note is secured by 500,000 shares of the Company's \$0.001 par

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NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE E - NOTE PAYABLE (CONTINUED)

value common stock. As of December 31, 2004, the Company is in default and is negotiating with the note holder. The lender filed a complaint for Breach of Contract on a Promissory Note against us on November 25, 2003 (see Note K for discussion of legal proceedings).

In April 2002, the Company borrowed \$12,500. The loan is due on demand and bears no interest. As of December 31, 2004, the Company had a balance due of \$12,500.

On March 1, 2003, the Company borrowed \$25,000. The loan was due on September 30, 2003 at a current interest rate of 7% per annum until the due date and 18% per annum thereafter. On August 29, 2003, the note was extended to December 31, 2003. On December 31, 2003, the note was extended to April 15, 2004. On April 15, 2004, the note was extended to June 30, 2004. As of December 31, 2004, the Company had a balance due of \$25,000, plus accrued interest of \$5,000. On May 21, 2004, the Company borrowed an additional \$50,000. The loan was due on demand at a current interest rate of 8% per annum. As of December 31, 2004, the total amount owed on the two loans was \$82,000 of which \$75,000 is principal and \$7,000 is interest.

NOTE F - INCOME TAXES

The Company accounts for income taxes using the liability method, under which deferred tax liabilities and assets are determined based on the difference between the financial statement carrying amounts and the tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse.

As of December 31, 2004, the Company had net operating loss carryforwards of approximately \$8,754,000, which expire in varying amounts between 2016 and 2024. Realization of this potential future tax benefit is dependent on generating sufficient taxable income prior to expiration of the loss carryforward. The deferred tax asset related to this potential future tax benefit has been offset by a valuation allowance in the same amount. The amount of the deferred tax asset ultimately realizable could be increased in the near term if estimates of future taxable income during the carryforward period are revised.

Deferred income tax assets of \$3,501,600 and \$24,000 at December 31, 2004 relate to the net operating loss carryforward and deferred compensation, respectively. The total deferred income tax asset of \$3,525,600 is offset by an equal valuation allowance. The valuation allowance was increased by \$286,800 in the year ended December 31, 2004.

The difference between the statutory federal income tax rate on the Company's pre-tax loss and the Company's effective income tax rate and the valuation allowance is summarized as follows:

| | Rate | Valuation Allowance |
|--|---------|---------------------|
| Statutory federal and state income tax | (34.0%) | (287,600) |
| Increase in valuation allowance | 34.0% | 286,800 |
| Other | 0.0% | 800 |
| Effective income tax | 0.0% | 0 |

NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE G - RELATED PARTY TRANSACTIONS

Consulting agreement:

The Company entered into a consulting agreement with a stockholder to advise the CEO on business strategy and to formulate marketing ideas. The term of the employment agreement is for approximately five years commencing on July 1, 2003 and terminating on December 31, 2008. The shareholder will receive a total of 5,500,000 shares of the Company's \$0.001 par value common stock valued at \$330,000. As of December 31, 2004, the shareholder was paid a total of 4,175,000 shares of common stock, but he has earned only 1,500,000 shares and the difference of 2,675,000 shares is considered prepaid compensation. During the years ended December 31, 2004 and December 31, 2003, respectively, the Company has expensed \$60,000 and \$30,000 in consulting fees.

NOTE H - MAJOR CUSTOMERS

During the year ended December 31, 2004, five customers accounted for 55% of the Company's revenue. During the year ended December 31, 2003, seven customers accounted for 85% of the Company's revenue.

As of December 31, 2004, balances due from two customers comprised 50% of total accounts receivable. As of December 31, 2003, balances due from four customers comprised 75% of total accounts receivable.

NOTE I - REPORTABLE SEGMENTS

Management has identified the Company's reportable segments based on separate legal entities. NMS derives revenues from the development and marketing proprietary internet technology-based software and WKI provides data maintenance services related to NMS digital asset management system. Information related to the Company's reportable segments for 2004 is as follows:

| | NMS | WKI | Total |
|----------------------------|-----------|-----------|-------------|
| Revenue | \$982,000 | \$ 36,000 | \$1,018,000 |
| Cost of services | 335,000 | 39,000 | 374,000 |
| General and administrative | 826,000 | 166,000 | 992,000 |
| Research and development | 207,000 | - | 207,000 |
| Impairment of goodwill | 0 | 75,000 | 75,000 |
| Operating income (loss) | (386,000) | (244,000) | (630,000) |
| Total assets | \$528,000 | \$ 23,000 | \$ 551,000 |

WKI revenue consists primarily of software maintenance and scanning services.

A reconciliation of the segments' operating loss to the consolidated net loss/comprehensive loss is as follows:

| | |
|--|--------------------|
| Segment's operating loss | <u>\$(630,000)</u> |
| Other income (expense) | <u>(73,000)</u> |
| Consolidated net loss/comprehensive loss | <u>\$(703,000)</u> |

Prior to acquisition of Working Knowledge, Inc., in April 2000, the Company operated within one business segment.

NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE I - REPORTABLE SEGMENTS (CONTINUED)

For the year ended December 31, 2004, amortization and depreciation expense amounted to \$50,000 and \$22,000 for NMS and WKI, respectively. Total fixed asset additions amounted to \$16,000 and \$0 for NMS and WKI, respectively.

For the year ended December 31, 2003, amortization and depreciation expense amounted to \$62,000 and \$24,000 for NMS and WKI, respectively. There were no fixed asset additions or disposals.

NOTE J - COMMITMENTS AND CONTINGENCIES

Leases:

The Company leases office space in New Mexico and California expiring through April 30, 2009. The Company also leases copier equipment and one automobile. Future minimum lease payments as of December 31, 2004 are as follows:

| <u>Year</u> | <u>Amount</u> |
|-------------|---------------|
| 2005 | 92,000 |

| | |
|------|--------|
| 2006 | 73,000 |
| 2007 | 60,000 |
| 2008 | 60,000 |
| 2009 | 20,000 |

Rent expense for the years ended December 31, 2004 and 2003 amounted to \$85,000 and \$124,000, respectively.

Employment agreement:

The Company entered into an employment and non-competition agreement with a stockholder to act in the capacity of President and Chief Executive Officer (CEO). The term of the employment agreement is for three years commencing on January 1, 2003. The agreement allows for a one-year renewal option unless terminated by either party. Base salary is \$44,000 per annum with available additional cash compensation as defined in the agreement. Compensation under this agreement of \$44,000 is included in general and administrative expenses for the year ended December 31, 2004. The non-competition agreement commences upon the termination of the employment agreement for a period of one year. As of December 31, 2004, there was a total of \$107,000 in accrued payroll for this executive.

Outstanding Payroll Taxes:

The Company has estimated unpaid Federal and State payroll taxes totaling \$283,000 as of December 31, 2004, including estimated penalties and interest. The penalties and interest associated with this liability is estimated to be in excess of 20% of the total payroll taxes due, and the Company has accrued \$75,000 in penalties and interest.

On June 1, 2003, the Company settled with the State of New Mexico and agreed to pay \$1,000 per month of past due payroll taxes plus the current amount due. During the year ended December 31, 2004, the Company paid a total of \$12,000 of past due payroll taxes.

On October 17, 2003, the Company settled with the IRS and agreed to pay \$5,000 per month of past due payroll taxes plus the current amount due. During the year ended December 31, 2004, the Company paid a total of \$65,000 of past due payroll taxes.

NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE K - LEGAL PROCEEDINGS

Grossman Lawsuit: Kurt Paul Grossman and Ann Grossman filed a complaint for Breach of Contract on a Promissory Note against us on November 25, 2003, in the Superior Court of California, Orange County Division, case # 03CC14074. There was a question of whether the complaint was properly served and whether the California courts have jurisdiction over us. The Grossmans filed an Application for Writ of Attachment which was denied on January 30. The Grossmans asked for \$55,000 (\$50,000 on the promissory note plus \$5,000 interest); \$304.40 in costs; and \$24,000 in attorney's fees. The Grossmans, through a separate entity, Doctors Telehealth Network, purchased software from us, and it has not been paid for. We filed a motion to quash the service of summons for lack of personal jurisdiction and to vacate a default judgment against us. The court tentatively ruled in favor of the Grossmans. However, after our oral argument on April 23, 2004, the court withdrew its tentative ruling and ruled in favor of us. Specifically, the court ruled that we do not have sufficient contact with California to warrant the exercise of personal jurisdiction. Based on this ruling, there is no action pending against us at this time.

Internal Revenue Service Payments: In October 2003 we entered into an interim agreement with the Internal Revenue Service concerning the repayment of federal tax deposits which we failed to pay for the six operating quarters ended September 30, 2003. We have agreed to pay \$5,000 per month beginning November 1, 2003. During this interim period the IRS has agreed to withhold the filing of a federal tax lien. Consideration of filing a lien in the future will be based upon a determination of how long it may take to pay the taxes. Also, our failure to make timely federal tax deposits will default this interim agreement and necessitate the filing of the lien. Our unpaid tax returns for these quarters are being assessed by the IRS, and we expect to receive an assessment notice for each period upon completion of this assessment. We estimate that these assessments will total approximately \$269,000, including penalties and interest.

Manhattan Scientifics Lawsuit: On March 9, 2004, our legal counsel received a letter from an attorney representing Manhattan Scientifics. The letter threatened litigation against us for alleged breach of contract and against Richard Govatski for alleged tortious interference with contract. This is based on the fact that we were alleged to have declined to honor Manhattan Scientifics' request for a cashless exercise of 150,000 of our Common Stock Purchase Warrants (the "Warrants") allegedly issued to Manhattan Scientifics. It is our position that the Warrants, among other things, were issued in a transaction that was not an arms-length transaction and therefore, the Warrants should be cancelled, and that in any event, the alleged cashless exercise was not properly done and itself is a nullity. In May

2004, Manhattan Scientifics filed a suit in Federal Court in New York against us and Mr. Govatski for damages in this matter. The case was dismissed by the Federal Court due to a lack of diversity jurisdiction. On June 25, 2004, we were served with a complaint filed in the Supreme Court of the State New York, County of New York, Index No. 601793/04, asserting the same claims. Manhattan Scientifics seeks damages against us for an alleged breach of contract for failure to allow the cashless exercise, in an amount of \$1.5 million, and alleges a tortious interference claim against Mr. Govatski.

We served our Answer to the Complaint on August 16, 2004. Mr. Govatski is seeking dismissal of the claim against him for lack of personal jurisdiction and for failure to state a claim. Mr. Govatski's motion to dismiss has been fully submitted to the court, but has not yet been decided. Along with our Answer, we are asserting Counterclaims against Manhattan Scientifics for monies owed by Manhattan Scientifics and for a declaratory judgment, and against a former Company Director, Marvin Maslow for fraud and breach of fiduciary duty due to his persuading the Company to enter into the Warrant transaction with Manhattan Scientifics, which we contend was done for the benefit of Maslow and Manhattan Scientifics, and not for the benefit of the Company. We believe that due to the fact that Mr. Maslow and a second former Company director (Scott Bach), were also Directors of Manhattan Scientifics at the time of the transactions in dispute, and constituted two of the Company's three Directors at the time, Mr. Maslow and Mr. Bach should have excused themselves from participating in negotiating and voting on the issue of whether to approve the Warrants. Messrs. Maslow and Bach resigned as our Directors in December 2002. It is our position that such financial conflicts include Mr. Maslow's causing the Company to pay for

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NMXS.com, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE K - LEGAL PROCEEDINGS (CONTINUED)

third-party consulting services provided to Manhattan Scientifics, while stating that such services would be provided to, and were needed by, the Company as part of the transaction. It is our position that Mr. Maslow also misrepresented the fairness of the transaction in dispute at the time to us, which we contend was being done for the benefit of Mr. Maslow and Manhattan Scientifics, to the detriment of the Company. In our counterclaims, we are seeking, among other relief, a determination that the Warrants should be declared null and void from inception, plus damages against Mr. Maslow. It is further our position that even if the Warrants were properly issued (we contend they were not), the Warrants were never properly exercised by Manhattan Scientifics. Manhattan Scientifics and Mr.

Maslow have moved to dismiss certain of our Counterclaims alleged against them. That motion too has been fully submitted to the court, but not yet decided.

NOTE L - SUBSEQUENT EVENTS

In March 2005, the Company received a demand for repayment of a note payable of \$75,000 to First Mirage, Inc. An Officer of the Company had pledged 400,000 of his personal shares as collateral to secure the note. In order to effect settlement of the demand in the most expeditious manner, the Company and the Officer chose to surrender those shares as repayment of the loan and all accumulated interest. The Company will issue 400,000 shares of restricted stock to the Officer to replace the shares surrendered.

In September 2004, the Company received \$25,000 from an investor to purchase common stock. The amount is included in subscriptions payable at December 31, 2004. In February 2005, the Company authorized an outside consultant to transfer 125,000 of his personal shares to the investor in order to satisfy the subscription payable in a timely manner. The Company will issue shares to the outside consultant at a rate to be determined to compensate him for the transferred shares.

During the first quarter of 2005, two preferred shareholders converted their preferred shares into common shares. The following table summarizes the conversion activity:

| Preferred Shares | Preferred Value | Conversion Rate | Common Shares issued |
|------------------|-----------------|-----------------|----------------------|
| 10 | \$10,000.00 | \$0.25 | 40,000 |
| 30 | 30,000.00 | 0.05 | 600,000 |

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

During the two most recent fiscal years, there have been no disagreements with Beckstead and Watts, LLP, our independent auditor for the year ended December 31, 2003, nor with Epstein, Weber and Conover, PLC, our independent auditor for the year ended December 31, 2004 on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

ITEM 8A. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

Our Chief Executive Officer and Chief Financial Officer (collectively the "Certifying Officers") maintain a system of disclosure controls and procedures that is designed to provide reasonable assurance that information, which is required to be disclosed, is accumulated and communicated to management timely. The Certifying Officers have concluded that the disclosure controls and procedures are effective at the "reasonable assurance" level. Under the supervision and with the participation of management, as of December 31, 2004, the Certifying Officers evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule [13a-15(e)/15d-15(e)] under the Exchange Act). Furthermore, the Certifying Officers concluded that our disclosure controls and procedures in place were designed to ensure that information required to be disclosed by us, including our consolidated subsidiaries, in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported on a timely basis in accordance with applicable Commission rules and regulations; (ii) accumulated and communicated to our management, including our Certifying Officers and other persons that perform similar functions, if any, to allow us to make timely decisions regarding required disclosure in our periodic filings.

Changes in internal controls

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In connection with our evaluation of our internal controls during the period ended December 31, 2004, our Certifying Officers have not identified any material deficiencies or weaknesses or other factors that have materially affected or are reasonably likely to materially affect these controls, and therefore, we have not made any changes to these controls.

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PART III

**ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS:
COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT**

Our directors and officers, as of April 11, 2005, are set forth below. The directors hold office for their respective term and until their successors are duly elected and qualified. Vacancies in the existing board are filled by a majority vote of the remaining directors. The officers serve at the will of the board of directors. The following is a biographical summary of our directors and officers:

Name

Age

Position

Director Since

Richard Govatski

60

Chairman, President & CEO

1999

Teresa B. Dickey

61

Director, Secretary & Treasurer

2003

John E. Handley

43

Director

2003

Set forth below is certain biographical information regarding our executive officers and directors:

RICHARD GOVATSKI has been the President of NMXS.com, Inc. since August 1999, and has been chairman, CEO, and President of New Mexico Software, Inc., since 1996. Mr. Govatski founded New Mexico Software in 1995 after identifying market inefficiencies in how intellectual property owners managed their image assets. Prior to New Mexico Software, Mr. Govatski spent 18 years in systems integration and publishing, both in sales management and software development. Mr. Govatski led the sales teams for Popular Electronics, Computer Shopper, Shutterbug, and MacWeek. Later he sold numerous solutions for vendors, including Kodak, Apple Computer, and Sun Microsystems. Mr. Govatski also spent several years in systems development as President of Media Publishing Group and built graphic applications for companies including Ferrari Color, Time Magazine, New York Daily News, and Getty Images. He received a Bachelor of Science Degree in Communications from Butler University, located in Indianapolis, Indiana in 1968.

TERESA B. DICKEY has been the Secretary/Treasurer of our company since August 1999. She became a member of our Board of Directors on December 19, 2002 and has held such position since such time. From 1988 until 1999 she was employed by Sandia National Laboratory as art director. Sandia National Laboratory is a U.S. Department of Energy national security laboratory. In 1964, Ms. Dickey received her Bachelor of Professional Arts from the Art Center College of Design in Pasadena, California.

JOHN E. HANDLEY has been our director since January 2003. He has been self-employed since September 2002 as a telecommunications consultant. From August 1987 until August 2002 he was employed, as an associate partner (from September 1997 until August 2000) and as a partner (September 2000 until August 2002), by Accenture LLP, a business and technology consulting and outsourcing company. He received his Bachelor of Arts degree in Psychology and Business from Roanoke College in 1983. Thereafter, he received his Masters in Business Administration from Virginia Tech in 1987.

CERTAIN LEGAL PROCEEDINGS

No director, nominee for director, or executive officer of the Company has appeared as a party in any legal proceeding material to an evaluation of his ability or integrity during the past five years.

Section 16(a) Beneficial Ownership Reporting Compliance

We have made all required filings for the fiscal year ended December 31, 2004.

ITEM 10. EXECUTIVE COMPENSATION

Compensation of Executive Officers

Summary Compensation Table. The following table sets forth information concerning the annual and long-term compensation awarded to, earned by, or paid to the named executive officer for all services rendered in all capacities to our company, or any of its subsidiaries, for the years ended December 31, 2004, 2003 and 2002:

SUMMARY COMPENSATION TABLE

Annual Compensation

Long-Term Compensation

| Name and Principal Position | Year | Salary | Bonus | Other Annual Compensation | Restricted Stock Awards | Securities Underlying Options |
|---------------------------------------|------|------------------|-------|---------------------------|-------------------------|-------------------------------|
| Richard Govatski President and CEO | 2004 | \$44,000 (4) | -0- | \$0 | -0- | -0- |
| | 2003 | \$20,000 (3) | -0- | \$0 | -0- | -0- |
| | 2002 | \$120,000 (1) | -0- | \$3,600 (2) | -0- | -0- |

(1) Mr. Govatski did not receive payment of any of his 2002 salary, but he did apply \$26,000 of the amount of this payable toward the satisfaction of a like amount advanced by us to him in prior years. The remaining \$94,000 has been booked as an account payable to him.

(2) Mr. Govatski is afforded the use of a company automobile.

(3) Mr. Govatski agreed to forgo most of his salary in 2003. In lieu thereof, Mr. Govatski received a salary of \$20,000.

(4) Mr. Govatski agreed to forgo most of his salary in 2004. In lieu thereof, Mr. Govatski received a salary of \$44,000.

Option Grants Table. The following table sets forth information concerning individual grants of stock options to purchase our common stock made to the executive officer named in the Summary Compensation Table during fiscal 2004.

OPTIONS GRANTS IN LAST FISCAL YEAR

(Individual Grants)

| Name | Number of securities underlying options granted (#) | Percent of total options granted to employees in last fiscal year | Exercise or base price (\$/Share) | Expiration date |
|------------------|---|---|-----------------------------------|-----------------|
| Richard Govatski | -0- | N/A | N/A | N/A |

Aggregated Option Exercises and Fiscal Year-End Option Value Table. The following table sets forth certain information regarding stock options exercised during fiscal 2004 and held as of December 31, 2004, by the executive officer named in the Summary Compensation Table.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

| Name | Shares acquired on exercise (#) | Value realized (\$) | Number of securities underlying unexercised options at fiscal year-end (#) Exercisable/Unexercisable | Value of unexercised in-the-money options at fiscal year-end (\$) (1) Exercisable/Unexercisable |
|------------------|---------------------------------------|------------------------|---|--|
| Richard Govatski | -0- | N/A | 500,000/0 | \$55,000/\$0 (2) |

(1) Value is based on the closing sale price of the Common Stock on December 31, 2004, the last trading day of fiscal 2004 (\$0.17), less the applicable option exercise price.

(2) Of these options, 500,000 were exercisable at \$0.06 per share.

Employment Contracts

The Company entered into an employment and non-competition agreement with Mr. Govatski to act in the capacity of President and Chief Executive Officer (CEO). The term of the employment agreement is for three years commencing on January 1, 2003. The agreement allows for a one-year renewal option unless terminated by either party. Base salary is \$44,000 per annum with available additional cash compensation as defined in the agreement. The non-competition agreement commences upon the termination of the employment agreement for a period of one year.

Compensation of Directors

Directors are permitted to receive fixed fees and other compensation for their services to the company, but they are not permitted to receive compensation for their services as directors. The Board of Directors has the authority to fix the compensation of directors. No amounts have been paid to, or accrued to, directors in such capacity.

Stock Option and Stock Issuance Plans

Our 1999 Stock Option Plan permits the grant of options exercisable for shares of our common stock to corporate officers, directors, employees, and consultants upon such terms, including exercise price and conditions and timing of exercise, as may be determined by the Board of Directors. The plan authorizes the grants of awards up to a maximum of 3,000,000 shares of our common stock. In 2002, we granted 352,686 stock options under the plan. In 2003, we granted 2,603,475 stock options under the plan. In 2004, we granted no stock options under the plan. At December 31, 2004, 2,993,030 remained outstanding and unexercised. Of these outstanding options, 2,538,697 had vested.

Our 2001 Stock Issuance Plan, as amended, permits the grant of shares of our common stock to employees of our company and any of its subsidiaries, non-employee members of our board or non-employee members of the board of directors of any of our subsidiaries, and consultants and other independent advisors who provide services to us or any of our subsidiaries, upon such terms and conditions as may be determined by the Board of Directors. The plan as amended authorizes the grants of awards up to a maximum of 5,700,000. In 2003 we granted 4,069,530 shares under the plan. At December 31, 2004, an aggregate of 5,518,973 shares had been granted under the plan, all of which were fully vested upon issuance.

Our 2004 Stock Issuance Plan, permits the grant of shares of our common stock to employees of our company and any of its subsidiaries, non-employee members of our board or non-employee members of the board of directors of any of our subsidiaries, and consultants and other independent advisors who provide services to us or any of our subsidiaries, upon such terms and conditions as may be determined by the Board of Directors. The plan authorizes the grants of awards up to a maximum of 3,000,000. In 2004, we granted 2,528,712 shares under the plan. At December 31, 2004, an aggregate of 2,528,712 shares had been granted under the plan, all of which were fully vested upon issuance.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information derived from the named person, or from the transfer agent, concerning the ownership of common stock as of December 31, 2004, of (i) each person who is known to us to be the beneficial owner of more than 5 percent of the common stock; (ii) all directors and executive officers; and (iii) directors and executive officers as a group:

| Name and Address of Beneficial Owner | Amount and Nature of Beneficial Ownership (1) | Percent of Class (1) |
|--|--|------------------------------------|
| Richard Govatski | 4,445,500 | 13.54% |
| 5021 Indian School Rd. NE Albuquerque, NM 87110 | 4,945,500 (2) (including 500,000 options) | 15.06% |
| Teresa B. Dickey | 107,563 | * |
| | 807,563 (3) (including 700,000 options) | 2.46% |
| John Handley | 265,000 (4) | * |
| | 765,000 (4) (including 500,000 options) | 2.33% |
| Executive Officers and Directors as a Group (3 Persons) | 4,818,063 | 14.67% |
| | 6,518,063 (including the options set forth above) | 19.85% on a fully diluted basis |

* - Represents beneficial ownership of less than 1% of the total number of shares of common stock outstanding.

(1) All of the persons are believed to have sole voting and investment power over the shares of common stock listed or share voting and investment power with his or her spouse, except as otherwise provided. Percentage is based on 32,834,458 shares outstanding as of December 31, 2004. Fully diluted percentage includes 1,424,453 options.

(2) This number of shares includes options to purchase 500,000 shares, which options have vested and are currently exercisable. The shares underlying these options are included in the table and are considered to be outstanding for purposes of computing the percentage interest held by Mr. Govatski. The number of shares also includes 400,000 shares pledged by Mr. Govatski to First Mirage, Inc. to secure a loan to the company which was due and payable on June 30, 2004. Such shares are presently in the name of David A. Rapaport, President of First Mirage, Inc. Mr.

Govatski retains the right to vote these shares until foreclosure under the terms of the pledge agreement. However, subsequent to December 31, 2004, the shares were foreclosed on by First Mirage, Inc. Therefore, Mr. Govatski's shareholdings have been reduced accordingly.

(3) This number of shares includes 107,563 shares issued to Ms. Dickey and options to purchase 700,000 shares, which options have vested and are currently exercisable. The shares underlying these options are included in the table and are considered to be outstanding for purposes of computing the percentage interest held by Ms. Dickey.

(4) This number of shares includes 265,000 shares issued to Mr. Handley and options to purchase 500,000 shares. Fifty percent of these options have vested and are currently exercisable. The remaining 50% will vest in 2005. The shares underlying these options are included in the table and are considered to be outstanding for purposes of computing the percentage held by Mr. Handley.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Richard Govatski, our president, director, and principal shareholder, may be deemed a promoter or founder in relation to the organization of our business. In connection with the acquisition of New Mexico Software, Mr. Govatski exchanged all 1,000 of his shares of New Mexico Software for 5,597,000 shares in the public company.

In January 2001 our wholly owned subsidiary, New Mexico Software, Inc., entered into a line of credit agreement with Los Alamos National Bank in the maximum principal amount of \$300,000. It also issued a promissory note dated January 24, 2001, in the principal amount of \$300,000, representing the amount that it borrowed under the line of credit. The note is secured by all of New Mexico Software's furniture, fixtures, equipment, inventory, accounts, chattel paper, tangibles and general intangibles, and a letter of credit in the amount of \$250,000 issued by another bank and provided by Murray Kelly. We issued 250,000 shares to Mr. Kelly for providing this letter of credit as collateral on this note. The note was originally due on or before July 24, 2001, and was extended to July 24, 2002. At July 24, 2002, we negotiated a three-month extension until October 24, 2002, by paying \$50,000, plus accrued interest. At or about October 24, 2002, we were able to negotiate an extension of the note until April 24, 2003, by paying \$25,000, plus interest. The bank has continued to extend the note for six-month intervals upon payment of \$25,000 of principal plus accrued interest. The note bears interest at 7%. Mr. Govatski has personally guaranteed to the bank repayment of \$50,000 of this line of credit. The lease payments for our office space in Albuquerque, New Mexico, of \$47,000 and improvements of approximately \$28,000 were provided through the payment of 75,000 shares of our common stock to the landlord by Richard Govatski, our president, a director, and a principal shareholder. In March 2001 we issued 75,000 shares to Mr. Govatski for providing his shares to the landlord.

In March 2001 we issued 1,500,000 Series C Warrants to Manhattan Scientifics, Inc., one of our 5% shareholders. These warrants were issued in consideration of Manhattan Scientifics issuing 150,000 of its common shares to a consultant for services performed by the consultant for us.

We have granted options to Mr. Govatski under our option plan to purchase an aggregate of 500,000 shares of common stock. The options were granted in August 1999 and vest at the rate of 20% per year. Of the total options, 500,000 are exercisable at \$0.06 per share.

We have granted options under our option plan to Teresa Dickey, one of our executive officers, to purchase an aggregate of 700,000 shares. Of the total options, 56,000 were granted in January 2000 and are exercisable at \$0.06 per share; 56,000 were granted in July 2000 and are exercisable at \$0.06 per share; 3,000 were granted in January 2001 and are exercisable at \$0.06 per share; 400,000 were granted in October 2001 and are exercisable at \$0.06 per share; 3,780 were granted in January 2002 and are exercisable at \$0.06 per share, and 181,220 were granted in August 2003 and are exercisable at \$0.06 per share. The options vest at the rate of 50% per year.

In March 2003 we borrowed \$25,000 from an outside lender. To secure repayment of this loan Mr. Govatski pledged 400,000 of his personal shares as collateral. In March 2005, we received a demand notice for repayment of the loan. In order to settle the matter in the most expeditious manner, Mr. Govatski agreed to surrender his shares as repayment in full of the loan and all accumulated interest (approximately \$82,000). New Mexico Software will issue 400,000 restricted shares to Mr. Govatski to replace the surrendered shares.

PART IV

ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K

(a) The following documents are filed as part of this report:

1. Financial statements; see index to financial statement and schedules in Item 7 herein.
2. Financial statement schedules; see index to financial statements and schedules in Item 7 herein.
3. Exhibits: None

(a) Reports on Form 8-K.

There were no Form 8-K's filed with the SEC during the fourth quarter of 2004.

Item 14. Principal Accountant Fees and Services

Audit Fees

For our fiscal year ended December 31, 2004 and 2003, respectively, we were billed approximately \$30,000 and \$20,000 for professional services rendered for the audit of our financial statements. We also were billed approximately \$8,000 for the review of financial statements included in our periodic and other reports filed with the Securities and Exchange Commission for our year ended December 31, 2004 and 2003, respectively.

Tax Fees

For our fiscal years ended December 31, 2004 and 2003, we were billed approximately \$5,000 and \$0 for professional services rendered for tax compliance, tax advice, and tax planning.

All Other Fees

We did not incur any other fees related to services rendered by our principal accountant for the fiscal year ended December 31, 2004.

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, there unto duly authorized.

NMXS.COM, Inc.

Date: October 18, 2005

By /s/ Richard Govatski

Richard Govatski

President, Chief Executive Officer and Chairman of the

Board of Directors

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: October 18, 2005

/s/ Richard Govatski

Richard Govatski, President, Chief Executive Officer

and Chairman of the Board of Directors

Date: October 18, 2005

/s/ Teresa B. Dickey

Teresa B. Dickey, Director, Secretary, Treasurer and

Principal

Financial Officer

Date: October 18, 2005

/s/ John Handley

John E. Handley, Director