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MAGIC COMMUNICATIONS INC  
Form 10KSB  
March 27, 2007

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

Form 10-KSB

(Mark One)

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

For the fiscal year ended December 31, 2006

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 333-117495

MAGIC COMMUNICATIONS, INC.

-----  
(Name of Small Business Issuer in its Charter)

Delaware

13-3926203

-----  
(State or other jurisdiction of  
incorporation or organization)

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

5 West Main Street  
Elmsford, New York

10523

-----  
(Address of principal Executive Offices)

-----  
(Zip Code)

Issuer's Telephone Number: (914) 391-5549

Securities registered under Section 12(b) of the Act: Common Stock par value \$.0001 per share

Securities registered under Section 12(g) of the Act: None

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

Yes No X

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form and will not be contained, to the best of 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.

State Issuer's revenues for its most recent year: \$ 52,976 as of December 31, 2006.

The number of shares outstanding of each of the Registrant's classes of common stock, as of February 28, 2007 is 3,414,000 shares, all of one class, \$.0001 par

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value per share. Of this number, 1,632,900 shares were held by non-affiliates of the Registrant.

The Company's common stock has not traded on the OTCBB or elsewhere and, accordingly, there is no aggregate "market value" to be indicated for such shares. The "value" of the 1,632,900 shares held by non-affiliates, based upon the book value as of February 28, 2007 is \$-0-.

\*Affiliates for the purpose of this item refers to the Registrant's officers and directors and/or any persons or firms (excluding those brokerage firms and/or clearing houses and/or depository companies holding Registrant's securities as record holders only for their respective clienteles' beneficial interest) owing 5% or more of the Registrant's common stock, both of record and beneficially.

### ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS

Check whether the issuer has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.

Yes\_\_\_\_\_No\_\_\_\_\_ NOT APPLICABLE

### DOCUMENTS INCORPORATED BY REFERENCE

The following documents are herewith incorporated by reference: NONE

Transitional Small Business Disclosure Format

Yes  No

Indicate whether the issuer is a shell company [As defined in Rule 12b-2 of the Exchange Act]

Yes  No

### PART I

#### Item 1. Description of Business

The Company was originally formed as a New York corporation on January 16, 1997 (and reincorporated as a Delaware corporation in November 2002) for the purpose of offering Internet kiosks where the public could access the Internet for a fee. The internet Kiosks business proposals remain in their embryonic and developmental stages, have not been activated and the Company has no current plans to further pursue such activities. Since June 1997 the Company has engaged in the business of contracting with various locations such as malls, gas stations, stores and office buildings to install pay phones that are an alternative to those provided by the primary local service provider (Verizon). The Company places its phones by offering larger payments to the store owner or property owner than Verizon pays to retail location operators. The Company realizes net revenues through the difference between what is in the coin box when it is emptied and what it must pay to the property owner, Verizon and long distance and local service providers as well as payments from others for toll free calls. The Company's net revenues are principally comprised of: (i) the difference between what the Company charges for local calls (\$.25 in New York and \$.35 in New Jersey and Pennsylvania for a three minute call) and the \$.042 that the Company pays to Verizon for each three (3) minute call; (ii) the difference between the fixed rate per call that the Company pays to Qwest for each long distance call and the rates which the Company charges for long

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distance calls (as established by the Company); (iii) a commission of 50% paid by Qwest (long distance carrier) on operator assisted services, such as collect, reverse charges or credit card long distance calls made on the Company's phones; and (iv) a payment of \$.249 on each toll-free (800) call from Company phones by major long distance carriers, such as: AT&T, MCI, Qwest, Sprint, etc., through a contract with a call aggregator, Private Payphone Owners' Network ("PPON") which computes all toll free calls made from Company phones and pays the Company directly. The Company's expenses include the marketing expense to place telephones, the cost of the phones and phone maintenance. The Company does not have a written agreement with Verizon, but has a written agreement with Qwest as well as the aggregator (PPON). Copies of such written Agreements were annexed as Exhibits 99.01 and 99.02 to the Company's Form 10-KSB for year ended December 31, 2002.

As of December 31, 2006, the Company had approximately 80 pay phones placed in locations in New York, New Jersey and Pennsylvania. These phones are marketed through the Company's own employees, principally the Company's President, through word-of-mouth. The Company filed a Registration Statement on Form 10-SB because Management believes that as a reporting Company with the potential of trading on the NASD Electronic Bulletin Board ("OTCBB") the Company will be better able to attract investment capital. No assurance is given that investment capital can ever be raised.

The Company currently purchases its phones from North Atlantic Marketing and during the calendar year ended December 31, 2006 purchased no additional telephones. The price for phones in the twelve month period ending December 31, 2006 averaged \$1,000 for each individual telephone, which comprises: (i) the purchase price from independent suppliers for all hardware; and (ii) wall installation, but does not include wiring which is done by Verizon. In addition, the Company arranges for the installation of the phones at the customers' place of business and pays Verizon to connect the wires to the phones. The Company's marketing is conducted primarily through the personal efforts of its President and through "word of mouth" in order to obtain customer leads.

### Competition

The Company continues to encounter substantial competition in its efforts to locate pay telephones from both the local telephone company (Verizon) and from other pay phone operators such as the Company. Many of these entities have greater experience, resources and managerial capabilities than the Company. The Company tries to compete primarily on the terms that it offers to location owners. The Company's ability to place phones and the revenues derived from each phone may be impaired by a general perception on the part of many consumers that independent coin phone companies, such as the Company, charge higher rates to consumers.

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### Employees

The Company currently has 1 full time employee and 2 part time employees. Its full time employee is engaged in sales and marketing and a service technician as well as the Company's Secretary are employed part time. The Company's employees do not have any collective bargaining agreement and management believes that the Company's relations with its employees are satisfactory.

### Description of Property

The Company currently leases 350 square feet of office space pursuant to a month to month lease from a related party at a nominal cost. The Company believes that

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its offices are sufficient for its current and short term anticipated needs and that similar space is available in the general vicinity of its offices for similar prices should the need arise.

Item 3. Legal Proceedings.

None

Item 4. Submission of Matters to a Vote of Security Holders.

None

### PART II

Item 5. Market for Common Equity and Stockholder Matters.

The Company became subject to '34 Exchange Act reporting requirements as of January 13, 2003. To date there has been no established trading market for the Company's common stock. No symbol has been assigned for its securities and its securities have not been listed on any Exchange to date.

A. Holders.

As of the close of business on February 28, 2007 there were 96 stockholders of record of the Registrant's Common Stock and 3,414,000 shares were issued and outstanding.

B. Dividends.

The payment by the Registrant of dividends, if any, in the future rests within the discretion of its Board of Directors and will depend, among other things, upon the Company's earnings, its capital requirements and its financial condition, as well as other relevant factors. The Registrant has not paid or declared any dividends upon its Common Stock since its inception and, by reason of its present financial status and its contemplated financial requirements, does not contemplate or anticipate paying any dividends upon its Common Stock in the foreseeable future.

Item 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

Year Ended December 31, 2006 vs. Year Ended December 30, 2005

Net sales decreased from \$92,292 for the year ended December 31, 2005 to \$52,976 for the year ended December 31, 2006. This decrease is attributable to the continuance less reliance on pay phones in the cell phone era. The company also earned \$12,500 in consulting fees in 2005 and \$0 consulting fees in 2006. Operating expenses decreased from \$177,080 to \$110,503. The change in operating expenses was due to the following items: (i) a decrease in salaries from \$54,405 in 2005 to \$14,855 in 2006; (ii) a decrease in general and administrative expenses of \$20,046 from \$61,892 for the year ended December 31, 2005 to \$41,846 for the year ended December 31, 2006; and (iii) an increase in professional fees of \$5,712 from \$43,503 in the year ended December 31, 2005 to \$49,215 in the year ended December 31, 2006. Since sales decreased and operating expenses decreased, the Company's net loss decreased from (\$84,788) in the year ended December 31, 2005 to (\$57,527) in the year ended December 31, 2006. The number of pay telephones in service was approximately 80 telephones during the year ended December 31, 2005 and 80 telephones during the year ended December 31, 2006.

Liquidity and Capital Resources

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On December 31, 2006 the Company had only \$907 of cash on hand. Current funds having been expended and with managements' assumption that the Company may not generate sufficient revenues from operations, the Company will (a) be dependent upon management to fund operations and/or (b) be dependent upon some form of debt or equity financing, if available, and if available, under terms deemed reasonable to management. The management of the Company has orally committed to fund the Company on an "as needed" basis. The Company's auditors have included a "going concern" opinion in their report on the Company's financial statements.

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### Need for Additional Financing

The Company believes that its existing capital will be insufficient to meet the Company's cash needs, including costs of compliance with the continuing reporting requirements of the Securities Exchange Act of 1934, as amended. The Company may rely upon issuance of its securities to pay for services necessary to meet reporting requirements.

### Forward-Looking Statements

When used in this form 10-KSB, or in any document incorporated by reference herein, the words or phrases "will likely result", "are expected to," "will continue," "is anticipated," "estimate," "project," or similar expressions are intended to identify "forward looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks and uncertainties including changes in economic conditions in the Company's market area, changes in policies by regulatory agencies, fluctuations in interest rates, demand for loans in the Company's market area and competition, that could cause actual results to differ materially from historical earnings, if any, and those presently anticipated or projected. The Company wishes to caution readers not to place undue reliance on any such Forward- looking statements, which speak only as to the date made. The Company wishes to advise readers that the factors listed above, or in its 10-SB Registration Statement Risk Factor Section, could affect the Company's financial performance and could cause the Company's actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any current statements. The Company does not undertake, and specifically disclaims any obligation, to publicly release the result of any revisions which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

### Item 7. Financial Statements

The financial statements filed as part of this Annual Report on Form 10-KSB are set forth starting on page 11.

Item 8. Changes in and Disagreements with accountants on accounting and financial disclosure.

None

### Item 8A. Controls And Procedures

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Our President currently serves as both our Chief Executive Officer and Chief Financial Officer (collectively, the "Certifying Officer") and is responsible for establishing and maintaining disclosure controls and procedures for us. He has concluded (based upon his evaluation of these controls and procedures as of a date within 90 days of the filing of this report) that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in this report is accumulated and communicated to management, including our principal executive officers as appropriate, to allow timely decisions regarding required disclosure.

The Certifying Officer also has indicated that there were no significant changes in our internal controls or other factors that could significantly affect such controls subsequent to the date of his evaluation, and there were no corrective actions with regard to significant deficiencies and material weaknesses.

### Item 8B. Other Information

None.

## PART III

### Item 9. Directors And Executive Officers Of The Registrant

Set forth below is certain information concerning each current director and executive officer of the Registrant, including age, position(s) with the Registrant, present principal occupation and business experience during the past five years.

Name	Age	Position Held
----	---	-----
Stephen D. Rogers	56	President, Chief Executive Officer, Chief Financial Officer and Director
Maureen Rogers	50	Vice President and Director

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The directors named above will serve until the next annual meeting of the Company's stockholders. Thereafter, directors will be elected for one-year terms at the annual stockholders' meeting. Officers will hold their positions at the pleasure of the board of directors, absent any employment agreement, of which none currently exists or is contemplated. There is no arrangement or understanding between the directors and officers of the Company and any other person pursuant to which any director or officer was or is to be selected as a director or officer.

### Biographical Information

**STEPHEN D. ROGERS:** President, has been in the communications business since 1997 along with his wife Maureen. He has installed and maintained hundreds of Public Pay Phones and public access equipment including Internet kiosks in hotels, hospitals, truck stops and multiple other locations. Prior to working in the communication field, Mr. Rogers was a principal and founder in Magic Restaurants, and its subsidiaries from September 1985 until December 1994, which owned and operated over 30 restaurants throughout the Northeast. He graduated from Queens College in 1971 with a Bachelors degree in Psychology and Education and is currently living in Westchester with his wife and 3 children.

**MAUREEN ROGERS:** Vice President and Secretary (the latter until late November 2002) has been in the communications business since January 1997 along with her husband Stephen. In addition to the communications field, Mrs. Rogers

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is the principal and founder of Just Desserts, a small baking business which she continues to own and operate since 1992. She was born and raised in England and is currently living in Westchester, New York with her husband and 3 children.

### Item 10. Executive Compensation

There are no written agreements or oral understandings as relates to executive compensation. To date, there has not been any executive compensation paid or accrued other than \$21,000 paid to our Vice President and \$6,900 paid to the our President for the fiscal year ended December 31, 2006.

### Item 11. Security Ownership Of Certain Beneficial Owners And Management And Related Stockholder Matters

The following table sets forth certain information regarding beneficial ownership of the Common Stock as of February 28, 2007 (except where otherwise noted) with respect to (a) each person known by the Registrant to be the beneficial owner of more than five percent of the outstanding shares of Common Stock, (b) each director of the Registrant, (c) the Registrant's executive officers and (d) all officers and directors of the Registrant as a group. Except as may be indicated in the footnotes to the table, all such shares of Common Stock are owned with sole voting and investment power. The title of class of all securities indicated below is Common Stock with \$.0001 par value per share.

Name and Address of Beneficial Owner (1) -----	Number of Shares Beneficially Owned (2) -----	Percent -----
Maureen Rogers	240,000	
Stephen D. Rogers	0	
Boulder Hill, Inc.(4)	210,000	
Karen Glenn	240,000	
Suzanne Keating	5,000	
First Southwest Company(5)	252,000	
National Financial Services LLC(6)	200,000	
All officers and directors as a group (4 persons)	245,010	

(1) The address for each person is c/o Magic Communications, Inc., 5 West Main Street, Elmsford, New York 10523

(2) Unless otherwise indicated, the Company believes that all persons named in the table have sole voting and investment power with respect to all shares of the Common Stock beneficially owned by them. A person is deemed to be the beneficial owner of securities which may be acquired by such person within 60 days from the date indicated above upon the exercise of options, warrants or convertible securities. Each beneficial owner's percentage ownership is determined by assuming that options, warrants or convertible securities that are held by such person (but not those held by any other person) and which are exercisable within 60 days of the date indicated above, have been exercised.

(3) Represents less than 1% of the 3,414,000 outstanding shares of common stock.

(4) Boulder Hill, Inc. is a New York Corporation formed in March 1998 and its sole shareholder is Georgia Rogers.

(5) First Southwest Company is located at 325 N. St. Paul, Suite 800, Dallas, Texas 75201.

(6) National Financial Services LLC mailing address is P.O. Box 3731, Church Street Station, New York, New York 10281.

Management has no plans to issue any additional securities to management, promoters or their affiliates or associates and will do so only if such issuance is in the best interests of shareholders of the Company and complies with all applicable federal and state securities rules and regulations.

Item 12. Certain Relationships and Related Transactions

The Company had a 2 year oral consulting agreement with Magic Consulting Group, Inc., a company owned by Barbara Bennett, the adult niece of the Company's President which provides consulting services. This is an oral agreement and no payments have been made to date, however, the Company has accrued a payable of \$52,306 for services performed. Magic Consulting was hired to assist and consult in finding locations for communications equipment including public payphones and public Internet terminals (kiosks). It assisted in designing a marketing package as well as setting up appointments with various hotels in the New York metropolitan area. The Company's President disclaims any beneficial interest in this Agreement.

The Company also has a payable to its President's brother in the amount of \$31,594 and a payable to its President in the amount \$3,100. During the year ended December 31, 2006, Boulder Hill, a related party, advanced the Company money to pay for various expenses. At December 31, 2006, the Company owes Boulder Hill \$30,645. These transactions are unsecured and non-interest bearing and have no specified payment terms.

Item 13. Exhibits

a. Exhibits

31.1 Certification of Chief Executive Officer and Principal Accounting Officer Pursuant To Section 302 of The Sarbanes-Oxley Act of 2002

32.1 Certification of Chief Executive Officer and Principal Accounting Officer Pursuant Section 906 of The Sarbanes-Oxley Act of 2002

Item 14. Principal Accountant Fees And Services

During 2006 the Company incurred professional service fees of \$31,000 for audit and audit related services provided by the principal accountant. During 2005 these fees totaled \$31,000. These fees included the cost of the annual audit and reviews of the quarterly and annual filings with the Securities and Exchange Commission.

Signatures

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

MAGIC COMMUNICATIONS, INC.

March 27, 2007

By: /s/ Stephen D. Rogers



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Stephen D. Rogers, President,  
Chief Executive Officer,  
Chief Financial Officer and Director

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

Signatures -----	Title -----	Date -----
Stephen D. Rogers	President/CEO/CFO/Director	March 27, 2007
Maureen Rogers	Vice President/Director	March 27, 2007

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MAGIC COMMUNICATIONS GROUP, INC.

FINANCIAL STATEMENTS

December 31, 2006 and 2005

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors  
Magic Communications, Inc.

We have audited the accompanying balance sheet of Magic Communications, Inc. as of December 31, 2006 and the related statements of operations, stockholders' equity and cash flows for the years ended December 31, 2006 and 2005. 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.

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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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly we express no such opinion. 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 that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Magic Communications, Inc. as of December 31, 2006 and the results of their operations and their cash flows for the years ended December 31, 2006 and 2005, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has incurred significant losses as more fully described in Note 2. These issues raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/Sherb & Co., LLP  
Certified Public Accountants

New York, New York  
March 22, 2007

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MAGIC COMMUNICATIONS GROUP, INC.

BALANCE SHEET

December 31, 2006

ASSETS

CURRENT ASSETS:

Cash

TOTAL CURRENT ASSETS

EQUIPMENT, net

DUE FROM RELATED PARTY

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LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES:

Accounts payable and accrued expenses  
Loan payable  
Due to related parties

TOTAL CURRENT LIABILITIES

STOCKHOLDERS' DEFICIT:

Preferred stock, \$.0001 par value; authorized 1,000,000 shares;  
issued and outstanding -0- shares  
Common stock, \$.0001 par value; authorized 50,000,000 shares;  
issued and outstanding 3,414,000 shares  
Additional paid-in capital  
Accumulated deficit

TOTAL STOCKHOLDERS' DEFICIT

The accompanying notes are an integral part of the unaudited  
financial statements.

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MAGIC COMMUNICATIONS GROUP, INC.

STATEMENTS OF OPERATIONS

	For the Years	
	-----	
	2006	
	-----	
REVENUES	\$	52,97
		-----
OPERATING EXPENSES:		
Depreciation		4,58
Salaries		14,85
Professional fees		49,21
General and administrative		41,84
		-----
TOTAL OPERATING EXPENSES		110,50

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NET LOSS	\$	(57,52)
BASIC AND DILUTED NET LOSS PER SHARE	\$	(0.0)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING Basic and Diluted		3,191,33

The accompanying notes are an integral part of the unaudited financial statements.

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MAGIC COMMUNICATIONS GROUP, INC.

STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT

	Common Stock		Additional Paid-In Capital	Accumu Defi
	Shares	Amount		
Balance, January 1, 2005	2,780,000	\$ 278	\$ 63,875	\$
Shares issued for cash	300,000	30	59,970	
Net loss	-	-	-	
Balance, December 31, 2005	3,080,000	308	123,845	
Shares issued for cash	334,000	33	49,967	
Net loss	-	-	-	
Balance, December 31, 2006	3,414,000	\$ 341	\$ 173,812	\$

The accompanying notes are an integral part of the financial statements.

MAGIC COMMUNICATIONS GROUP, INC.

STATEMENTS OF CASH FLOWS

	For the Years
	-----
	2006
	-----
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	\$ (57,52)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation	4,58
Changes in assets and liabilities:	
Accounts payable	(3,16)
TOTAL ADJUSTMENTS	1,42
NET CASH USED IN OPERATING ACTIVITIES	(56,10)
CASH FLOWS FROM FINANCING ACTIVITIES:	
Cash overdraft	(6,48)
Proceeds from related parties	13,50
Stock issued for cash	50,00
NET CASH PROVIDED BY FINANCING ACTIVITIES	57,01
NET INCREASE (DECREASE) IN CASH	90
CASH, BEGINNING OF YEAR	
CASH, END OF YEAR	\$ 90
Cash paid for:	
Interest	\$
Taxes	\$ 17

The accompanying notes are an integral part of the unaudited financial statements.

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## NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005

### 1. DESCRIPTION OF BUSINESS:

Magic Communications Group, Inc. ("Magic" or the "Company") was incorporated in New York on January 16, 1997. The Company was originally formed for the purpose of offering Internet kiosks where the public could access the Internet for a fee. The Company did not develop that business and the financial statements do not include any amounts related to it. The Company's operations consist primarily of owning and operating pay phones in New York, New Jersey and Pennsylvania. This business commenced on February of 1997.

In November 2002 the Company was merged into a Delaware corporation which was created for the purpose of reincorporating the Company accounted for as a reorganization of entities under common control.

Effective December 28, 2006, Magic Communications, Inc. (the "Company") entered into a memorandum of understanding with Post Tension of Nevada, Inc., a Nevada corporation in which Post Tension of Nevada, Inc., will be merged with and into the Company. The Company and Post Tension of Nevada, Inc. shall memorialize the terms and conditions of the memorandum of understanding in a definitive agreement.

The consideration to be paid by the Company includes Post Tension of Nevada, Inc.'s existing shareholders receiving (pro rata) 27,312,000 shares of Magic Communications, Inc. The parties intend, by executing this Agreement, to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and to cause the Merger to qualify as a reorganization under the provisions of Sections 368 of the Code, so that such exchange will constitute a tax-free share exchange under the Code.

### 2. GOING CONCERN:

The Company's financial statements as of December 31, 2006 have been prepared on a going-concern basis, which presumes that the Company will be able to continue to meet its obligations and realize its assets in the normal course of business.

As shown in the accompanying financial statements, the Company has a history of losses with an accumulated deficit of \$370,528 at December 31, 2006 and, as of that date, a working capital deficiency of \$190,240. These conditions would raise substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to ultimately attain profitable operations, generate sufficient cash flow to meet its obligations, and obtain additional financing as may be required.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

- A. 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 reported amounts of assets and liabilities and disclosure of contingent

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assets and liabilities at the date of the financial statements and the reporting amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

- B. Cash - The Company considers all highly liquid temporary cash investments with an original maturity of three months or less when purchased, to be cash equivalents.
- C. Revenue recognition - The Company realizes net revenues through the difference between what is in the coin box when it is emptied and what it must pay to the property owner, Verizon and long distance and local service providers as well as payments from others for toll free calls.
- D. Equipment - Equipment is recorded at cost. Expenditures for major additions and betterment's are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation of equipment is computed by the straight-line method over the assets estimated useful lives of ten years. Upon sale or retirement of plant and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in operations.
- E. Fair value of financial instruments - The carrying amounts reported in the balance sheet for accounts payable, loans payable and due to/from related parties are approximate fair value based on the short-term maturity of these instruments.
- G. Income taxes - Income taxes are accounted for in accordance with the provisions of SFAS No. 109. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized, but no less than quarterly.

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- H. Stock based compensation - In December 2004, the Financial Accounting Standards Board ("FASB") issued SFAS No. 123(R), "Share-Based Payment," which replaces SFAS No. 123 and supersedes APB Opinion No. 25. Under SFAS No. 123(R), companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees are required to provide services. Share-based compensation arrangements include stock options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans. In March 2005 the SEC issued

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Staff Accounting Bulletin No. 107, or "SAB 107". SAB 107 expresses views of the staff regarding the interaction between SFAS No. 123(R) and certain SEC rules and regulations and provides the staff's views regarding the valuation of share-based payment arrangements for public companies. SFAS No. 123(R) permits public companies to adopt its requirements using one of two methods. On April 14, 2005, the SEC adopted a new rule amending the compliance dates for SFAS 123R. Companies may elect to apply this statement either prospectively, or on a modified version of retrospective application under which financial statements for prior periods are adjusted on a basis consistent with the pro forma disclosures required for those periods under SFAS 123. Effective January 1, 2006, the Company has fully adopted the provisions of SFAS No. 123R and related interpretations as provided by SAB 107 prospectively. As such, compensation cost is measured on the date of grant as its fair value.

- I. New Accounting Pronouncements - Management does not believe that recently issued, but not yet effective accounting pronouncements if currently adopted would have a material effect on the accompanying financial statements.

4 EQUIPMENT:

Equipment consists of the following at December 31, 2006:

Payphones	\$	172,790
Less: accumulated depreciation		(172,790)
		-----
	\$	-
		=====

Depreciation expense for the years ended December 31, 2006 and 2005 was \$4,587 and \$17,280, respectively.

5. LOAN PAYABLE:

On August 14, 2003, the Company signed a promissory note for \$50,000. The note is due on demand and bears interest at a rate of 4% per annum. As per the terms of the note the Company was supposed to issue 25,000 shares which have not been issued as of the above balance sheet date. The Company has accrued interest of \$6,750 from the date of the note to December 31, 2006.

6. COMMITMENTS:

The Company rents office space from a related party on a month - to - month basis at a nominal cost.

The Company has entered into third party agreements with Verizon, Qwest and property or store owners of payphone locations. Verizon services the local telephone calls made on the payphones owned and operated by the Company. The Company pays Verizon \$0.042 per minute for each call. Qwest services the long-distance phone calls made on the payphones owned and operated by the Company. The Company pays Qwest between \$0.03 to \$0.04 per minute on each long-distance call. The Company pays Verizon and Qwest on a monthly basis. There is no expiration date on the agreement with Verizon and the Qwest agreement renews annually. The property or store owners allow the Company to place its phones on their locations for a percentage of the money in the coin box of the



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payphone.

### 7. DUE TO RELATED PARTIES:

At December 31, 2006, the Company has a payable to Magic Consulting of \$52,306 for consulting services performed. The Company also has payable to a related party in the amount of \$31,594, a receivable from an officer in the amount \$3,500, and a payable to another officer in the amount of \$3,100. During the year ended December 31, 2006, Boulder Hill, a related party, advanced the Company money to pay for various expenses. At December 31, 2006, the Company owes Boulder Hill \$30,645. These transactions are unsecured and non-interest bearing and have no specified payment terms.

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### 8. CONSULTING AGREEMENT

Apple Industries has hired the Company as a consultant to research locations that could be profitable to Apple using a pay for internet kiosk using time as the criteria. If implemented, the Company would arrange for the DSL connection. The Company recorded \$12,500 in revenues for the year ended December 31, 2005 and \$0 in 2006. All of the revenue was earned in the third quarter of 2005. The Consulting agreement was not renewed in 2006.

### 9. STOCK OPTION PLAN:

The board of directors, on November 24, 2002, adopted the Company's 2002 Non-Statutory Stock Option Plan ("Plan") so as to provide a critical long-term incentive for employees, non-employee directors, consultants, attorneys and advisors of the Company and its subsidiaries, if any. The board of directors believes that the Company's policy of granting stock options to such persons will continue to provide it with a critical advantage in attracting and retaining qualified candidates. In addition, the Plan is intended to provide the Company with maximum flexibility to compensate plan participants. It is expected that such flexibility will be an integral part of the Company's policy to encourage employees, non-employee directors, consultants, attorneys and advisors to focus on the long-term growth of stockholder value. The board of directors believes that important advantages to the Company are gained by an option program such as the 2002 Plan which includes incentives for motivating employees of the Company, while at the same time promoting a closer identity of interest between employees, non-employee directors, consultants, attorneys and advisors on the one hand, and the stockholders on the other. As of December 31, 2005, no options have been issued.

### 10. Income Taxes

The Company accounts for income taxes under Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes ("SFAS No.109"). SFAS No.109 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax loss and tax credit carry-forwards. SFAS No. 109 additionally requires the establishment of a valuation allowance to reflect the likelihood of

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realization of deferred tax assets. Prior to 2003, the Company and its stockholders elected to be taxed under subchapter S of the Internal Revenue Code. As a result, all income and losses were reported by the Company's stockholders. The following is a reconciliation of income taxes computed using the statutory Federal rate to the income tax expense in the financial statements for December 31, 2006.

Income tax (benefit) computed at statutory rate	\$ (22,000)
State income tax (benefit), net of federal benefit	(3,000)
Change in valuation allowance	25,000
	-----
Provision for income taxes	\$ -
	=====

As of December 31, 2006, the Company has net operating losses for Federal income tax purposes totaling approximately \$193,000, expiring at various times through December 31, 2026.

The following is a schedule of deferred tax assets as of December 31, 2006:

Net operating loss	\$ 73,340
Valuation allowance	(73,340)
	-----
Net deferred tax asset	\$ -
	=====

### 10. STOCKHOLDERS' DEFICIT:

From March 24, 2005 through June 3, 2005, the Company sold 300,000 shares of its common stock (100,000 shares on March 24, 2005 for \$20,000 and 200,000 shares on June 3, 2005 for \$40,000). All securities were sold for cash for aggregate gross proceeds of \$60,000.

In August 2006, the Company sold 334,000 of its common shares for \$50,000.