

MOBILEPRO CORP  
Form 10-Q  
August 09, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

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

For the Quarterly Period Ended June 30, 2007

Commission File Number 000-51010

MOBILEPRO CORP.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of  
incorporation or organization)

87-0419571

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

6701 Democracy Boulevard, Suite 202, Bethesda, MD

(Address of principal executive offices)

20817

(Zip Code)

(301) 315-9040

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 (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 ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of August 3, 2007, the Company had 775,079,608 outstanding shares of its common stock, \$0.001 par value per share.

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**PART I**  
**FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**MOBILEPRO CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>June 30, 2007 (unaudited)</b>	<b>March 31, 2007</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 1,746,910	\$ 1,993,781
Restricted cash	400,000	400,000
Accounts receivable, net	2,683,099	3,222,726
Prepaid expenses and other current assets	681,541	693,717
Assets of companies held for sale	51,221,301	52,316,429
<b>Total Current Assets</b>	<b>56,732,851</b>	<b>58,626,653</b>
<b>FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION</b>	<b>7,800,953</b>	<b>8,414,561</b>
<b>OTHER ASSETS</b>		
Customer contracts and relationships, net of amortization	1,214,322	1,333,516
Other assets	875,324	934,191
	<b>2,089,646</b>	<b>2,267,707</b>
<b>TOTAL ASSETS</b>	<b>\$ 66,623,450</b>	<b>\$ 69,308,921</b>

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

**MOBILEPRO CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(CONTINUED)**

	<b>June 30, 2007 (unaudited)</b>	<b>March 31, 2007</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Current portion of convertible debentures	\$ 9,790,425	\$ 15,101,081
Note payable	1,100,000	-
Accounts payable and accrued expenses	9,003,708	8,557,629
Deferred revenue	600,000	600,000
Liabilities of companies held for sale	20,432,399	20,199,192
<b>Total Current Liabilities</b>	<b>40,926,532</b>	<b>44,457,902</b>
<b>LONG-TERM LIABILITIES</b>		
Convertible debentures, net of unamortized debt discount and current portion	6,389,095	2,892,751
<b>Total Long-Term Liabilities</b>	<b>6,389,095</b>	<b>2,892,751</b>
<b>TOTAL LIABILITIES</b>	<b>47,315,627</b>	<b>47,350,653</b>
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$.001 par value, 20,035,425 shares authorized, 35,378 shares issued and outstanding at June 30, 2007 and March 31, 2007	35	35
Common stock, \$.001 par value, 1,500,000,000 shares authorized, 775,079,608 and 692,477,518 shares issued and outstanding at June 30, 2007 and March 31, 2007	775,080	695,592
Additional paid-in capital	100,792,618	98,533,886
Accumulated deficit	(82,259,910)	(77,271,245)
<b>Total Stockholders' Equity</b>	<b>19,307,823</b>	<b>21,958,268</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 66,623,450</b>	<b>\$ 69,308,921</b>

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

**MOBILEPRO CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(unaudited)

	<b>For the Three Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
<b>REVENUES</b>	\$ 5,967,820	\$ 8,197,498
<b>OPERATING COSTS AND EXPENSES</b>		
Cost of services (exclusive of depreciation and amortization)	3,564,786	4,770,713
Payroll, professional fees and related expenses (exclusive of stock compensation)	3,590,133	4,152,514
Office rent and expenses	152,373	205,139
Other general and administrative expenses	385,243	254,200
Depreciation and amortization	717,181	760,737
Stock compensation	200,553	485,091
Restructuring charges	-	281,635
<b>Total Operating Costs and Expenses</b>	<b>8,610,269</b>	<b>10,910,029</b>
<b>OPERATING LOSS</b>	<b>(2,642,449)</b>	<b>(2,712,531)</b>
<b>INTEREST AND OTHER EXPENSE, NET</b>	<b>(630,725)</b>	<b>(503,651)</b>
<b>LOSS ON EXTINGUISHMENT OF DEBT</b>	<b>-</b>	<b>(409,601)</b>
<b>LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES</b>	<b>(3,273,174)</b>	<b>(3,625,783)</b>
<b>Provision for Income Taxes</b>	<b>-</b>	<b>-</b>
<b>LOSS FROM CONTINUING OPERATIONS</b>	<b>(3,273,174)</b>	<b>(3,625,783)</b>
<b>DISCONTINUED OPERATIONS</b>		
Loss from operations of discontinued operations	(1,715,491)	(1,111,724)
Income tax benefit	-	-
<b>LOSS FROM DISCONTINUED OPERATIONS</b>	<b>(1,715,491)</b>	<b>(1,111,724)</b>
<b>NET LOSS APPLICABLE TO COMMON SHARES</b>	<b>\$ (4,988,665)</b>	<b>\$ (4,737,507)</b>
<b>NET LOSS PER SHARE</b>		
Basic	\$ (0.0066)	\$ (0.0082)
Diluted	\$ (0.0066)	\$ (0.0082)
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</b>	<b>754,536,951</b>	<b>580,059,290</b>

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

**MOBILEPRO CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(unaudited)

	<b>For the Three Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (4,988,665)	\$ (4,737,507)
Loss from discontinued operations	1,715,491	1,111,724
Loss from continuing operations	(3,273,174)	(3,625,783)
<b>Items that reconcile net loss to net cash (used in) operating activities:</b>		
Depreciation and amortization	717,181	760,737
Noncash interest expense and loss on debt extinguishment	304,239	644,535
Common stock issued for services	200,553	521,091
Restructuring charges	-	281,635
Gain on the sale of fixed assets	(21,300)	-
<b>Changes in assets and liabilities</b>		
Decrease in accounts receivable	539,627	725,522
Decrease in other assets	71,054	238,424
(Increase) decrease in net assets of companies held for sale	(143,700)	500,033
Increase (decrease) in accounts payable and and accrued expenses	493,822	(2,318,254)
Increase in deferred revenue	-	600,000
	2,161,476	1,953,723
<b>Net cash (used in) operating activities</b>	<b>(1,111,698)</b>	<b>(1,672,060)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capital expenditures, net	84,162	(328,735)
Purchase of certificate of deposit	-	(50,000)
Investing activities of discontinued operations	(87,013)	(1,931,651)
<b>Net cash (used in) investing activities</b>	<b>(2,851)</b>	<b>(2,310,386)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net proceeds from common stock issuances	-	6,661,669
Borrowings/(payments) of debt, net	1,070,164	(3,600,000)
Financing activities of discontinued operations	(543,595)	(78,125)
<b>Net cash provided by financing activities</b>	<b>526,569</b>	<b>2,983,544</b>

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

**MOBILEPRO CORP. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(CONTINUED)**  
**(unaudited)**

	<b>For the Three Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	\$ (587,980)	\$ (998,902)
<b>CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD</b>	3,430,844	5,397,881
<b>CASH AND CASH EQUIVALENTS - END OF PERIOD</b>	2,842,864	4,398,979
<b>LESS CASH AND CASH EQUIVALENTS OF DISCONTINUED OPERATIONS</b>	(1,095,954)	(2,241,883)
<b>CASH AND CASH EQUIVALENTS OF CONTINUING OPERATIONS</b>	\$ 1,746,910	\$ 2,157,096
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash paid during the period for interest	\$ 6,614	\$ 1,006,018
<b>SUPPLEMENTAL DISCLOSURE OF NONCASH ACTIVITIES:</b>		
Amendment to convertible debenture maturity schedules	\$ 5,288,656	\$ -
Retirement of convertible debentures and accrued interest with common stock	\$ 1,967,908	\$ -
Amortization of SEDA deferred financing fees	\$ -	\$ 147,000

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

**MOBILEPRO CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2007**  
**(unaudited)**

**NOTE 1-ORGANIZATION**

**Overview**

MobilePro Corp., incorporated under the laws of the State of Delaware in July 2000, is an integrated telecommunication services company that has delivered a comprehensive suite of voice and data communications services to its customers, including local exchange, long distance, enhanced data, Internet, cellular, and wireless broadband, through operations in three industry segments - voice services, Internet services and wireless networks. Together with its consolidated subsidiaries, Mobilepro Corp. is hereinafter referred to as "Mobilepro" or the "Company".

The Company's voice services segment has included the operations of CloseCall America, Inc. ("CloseCall"), a Stevensville, Maryland-based competitive local exchange carrier (a "CLEC"), Davel Communications, Inc. ("Davel"), a Cleveland, Ohio-based independent payphone provider, and American Fiber Network, Inc. ("AFN"), a CLEC based in Overland Park, Kansas. The Company's Internet services segment has included DFW Internet Services, Inc. ("DFW", doing business as Nationwide Internet), an Irving, Texas-based Internet services provider, its acquired Internet service provider subsidiaries, and InReach Internet L.L.C. ("InReach"), an Internet service provider based in Stockton, California. The Company's municipal wireless networks operations were conducted primarily by a wholly owned subsidiary, NeoReach, Inc. ("NeoReach"), and its subsidiary, Kite Networks, Inc. ("Kite Networks", formerly known as NeoReach Wireless, Inc.). The wireless networks segment also included the operations of the Company's subsidiary, Kite Broadband, LLC ("Kite Broadband"), a broadband wireless service provider. Both Kite Networks and Kite Broadband are based in Ridgeland, Mississippi. . The corporate segment has included our Internet gaming subsidiary, ProGames Network, Inc. ("ProGames"), that we founded in December 2005.

On June 30, 2007, the Company entered into a Purchase Agreement (the "USA Agreement") with United Systems Access, Inc. ("USA"), pursuant to which USA agreed to acquire all of the outstanding shares of CloseCall and AFN (the Company's "CLEC Business", which was previously included in the voice services business segment) and all of the outstanding shares of DFW and InReach (together these companies have comprised the Company's Internet services provider business segment, or "ISP Business" - see Note 3).

On July 8, 2007, the Company entered into a Purchase Agreement (the "Gobility Agreement") with Gobility, Inc. ("Gobility"), pursuant to which Gobility acquired all of the outstanding shares of NeoReach and Kite Networks, and all of the outstanding membership interests in Kite Broadband (together these companies have comprised the Company's wireless networks business segment, or "Wireless Networks" - see Note 3).

**Going Concern Uncertainty**

The Company has historically lost money. The Company's accumulated deficit at June 30, 2007 was \$82,259,910. In the three months ended June 30, 2007, the Company incurred a net loss of \$4,988,665. In the fiscal years ended March 31, 2007, 2006 and 2005, the Company sustained net losses of \$45,898,288, \$10,176,407 and \$5,359,722, respectively. Over these periods, most of the acquired businesses of Mobilepro have experienced declining revenues. Although restructuring measures have reduced other operating expenses, the Company has been unable to reduce the corresponding costs of services. In addition, the Company has funded the start-up and operations of the municipal wireless networks and online gaming businesses without these companies achieving expected revenues. As a result, the amounts of cash used in operations during the three months ended June 30, 2007 and the fiscal year ended March 31, 2007 were \$1,111,698 and \$6,558,708, respectively. Future losses are likely to occur. Accordingly, the Company



will continue to experience liquidity and cash flow problems if it is unable to improve its operating performance, to sell assets for cash, or to raise additional capital as needed and on acceptable terms.

In December 2006, the Company engaged an investment banking firm to assist in evaluating strategic alternatives for the wireless networks business conducted by its Kite Networks and Kite Broadband subsidiaries. Efforts to secure investment capital for this business or to find a willing buyer resulted in the Company selling these companies to Gobility. Despite obtaining lease financing and deferring payments to several large vendors, the Company was required to fund the operations of these businesses through the date of the sale. For the three months ended June 30, 2007, the net loss of this business segment was \$1,983,293.

In March 2007, the Company announced that it had signed a definitive agreement for the merger of ProGames, its online gaming subsidiary, with and into Winning Edge International, Inc. Consummation of the transaction was subject to a number of closing conditions including the arrangement of financing that would have sustained the operations of the combined entity. Financing has not been arranged. As a result, the merger agreement was terminated and the Company continues to fund the operating costs of ProGames. The net loss incurred by ProGames in the three months ended June 30, 2007 was \$232,289.

The operating losses incurred by Davel continue to adversely affect the consolidated operating results of the Company. As a result, we have intensified efforts to sell groups of payphones to other operators and to remove remaining unprofitable payphones. In June 2007, the Company sold approximately 730 operating payphones and received in excess of \$200,000 in cash proceeds. Despite these actions, Davel incurred a net loss of \$1,505,161 for the three months ended June 30, 2007.

To date, Cornell Capital Partners, L.P. ("Cornell Capital") has been a significant source of capital for the Company, providing financing in several forms. During the fiscal year ended March 31, 2007, the Company borrowed funds under a series of convertible debentures. The total principal and accrued interest amounts owed to Cornell Capital under the debentures at June 30, 2007 were \$16,199,650 and \$428,789, respectively. Using shares of its common stock registered on Form S-3 in November 2006, the Company made principal and interest payments on the debentures that totaled \$4,880,489 during the fiscal year ended March 31, 2007, and that totaled \$1,967,908 from April 2007 through May 2007. However, the supply of shares registered that related to the convertible debentures has been exhausted. Cornell Capital has agreed to delay additional installment payments until January 1, 2008 when the Company will be obligated to resume making total weekly principal payments of \$375,000 plus accrued interest. Unless additional shares are registered by the Company under the Securities Act of 1933 (the "Securities Act"), shares acquired by Cornell Capital are tradable under Rule 144 of the Securities Act, or shares of the Company's common stock are otherwise freely tradable by Cornell Capital without restriction, the Company will be required to make these payments in cash. However, in the event that the Company or Cornell Capital receives a legal opinion that Cornell Capital is eligible to sell shares of the Company's common stock under Rule 144, the Company will be required to resume making weekly payments of principal and accrued interest with shares of its common stock in September 2007.

In April 2007, the Company announced that its Board of Directors had decided to explore potential strategic alternatives for the entire Company, and that it had received inquiries from potential buyers regarding the purchase of portions of its business. This initiative was undertaken with the goals of maximizing the value of the Company's assets, returning value to the Company's stockholders and eliminating the Company's debt, particularly amounts payable to Cornell Capital.

The Company received letters of interest regarding the acquisition of the CloseCall, AFN and the Internet service provider businesses. As disclosed above, on June 30, 2007, the Company entered into an agreement to sell the CLEC and ISP Businesses to USA. The total purchase price of \$30 million includes cash proceeds of approximately \$21.9 million and convertible preferred stock valued at \$8.1 million.

With the cash proceeds expected to be received by the Company from the sale of the CLEC and ISP Businesses, the Company intends to retire the Cornell Capital debentures, plus accrued interest, at the time that cash proceeds are received. In May 2007, the Company borrowed \$1,100,000 from Cornell Capital under a promissory note in order to help bridge the Company's cash flow shortfall until the sale of the CLEC Business is completed.

If the Company fails to permanently eliminate the cash requirements represented by the Wireless Networks Business, Davel and ProGames, and if a sale of the Wireline Business is not consummated on its negotiated terms by December 31, 2007, the Company will not have the ability to continue as a going concern beyond the third quarter of the current fiscal year without additional capital and a significant restructuring of the Cornell Capital debt. Although the consolidated financial statements have been prepared on a going-concern basis, the Company recorded substantial impairment charges at March 31, 2007 related to the goodwill of the Wireless Networks and ISP Businesses and certain fixed and intangible assets of Davel and Kite Networks.

### **Companies Held for Sale**

The assets and liabilities of the businesses covered by the purchase agreements described above, including the Wireless Networks, CLEC and ISP Businesses, are summarized and classified as "held for sale" in the accompanying balance sheets at June 30, 2007 and March 31, 2007. In addition, the operating results of these businesses are included in discontinued operations in the accompanying statements of operations for the three months ended June 30, 2007 and 2006.

## **NOTE 2-SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Financial Statement Presentation**

The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant inter-company accounts and transactions have been eliminated in consolidation. Certain prior-period financial statement balances have been reclassified to conform to the June 30, 2007 presentation.

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

These financial statements are unaudited and have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission regarding interim financial reporting. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements, and it is suggested that these financial statements be read in conjunction with the financial statements, and notes thereto, included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2007. In the opinion of management, the comparative financial statements for the periods presented herein include all adjustments that are normal and recurring, and that are necessary for a fair presentation of results for the interim periods. The results of operations for the three months ended June 30, 2007 are not necessarily indicative of the results that will be achieved for the fiscal year ending March 31, 2008.

### **Restricted Cash**

The Company is required to maintain letters of credit collateralized by cash as additional security for the performance of obligations under certain service agreements. The cash collateral is restricted and is not available for the Company's general working capital needs. The letters of credit expire at various dates through September 2008.



### **Revenue Recognition**

The Company derives a material portion of its revenues through the provision of local telephone, long distance, wireless calling and Internet access services to subscribers. The Company recognizes revenue related to these telecommunications services when such services are rendered and collection is reasonably assured; it defers revenue for services that the Company bills in advance. Revenue related to service contracts covering future periods is deferred and recognized ratably over the periods covered by the contracts.

A material amount of the Company's revenues is also generated from the use of Davel's payphones. Davel derives its payphone revenue from two principal sources: coin calls and non-coin calls. Revenue related to all calls, including dial-around compensation and operator service revenue, is recognized in the periods that the customers place the calls. Any variations between recorded amounts of revenue and actual cash receipts are accounted for at the time of receipt.

Non-coin operator service calls are handled by independent operator service providers. These carriers assume billing and collection responsibilities for operator-assisted calls originating on Davel's payphone network and pay commissions to Davel based upon gross revenue. Davel recognizes revenue related to operator service calls in amounts equal to the commissions that it is entitled to receive in the periods that the services are rendered.

Davel also recognizes revenue related to non-coin dial-around calls that are initiated from a Company payphone in order to gain access to a specific long distance company or to make a standard toll free call. Revenue related to such dial-around calls is recognized initially based on estimates. The inter-exchange carriers have historically paid for fewer dial-around calls than are actually made and the collection period for dial-around revenue is generally four to six months, but can be in excess of one year. Most dial-around receivable amounts are received early in each calendar quarter from an industry clearinghouse organization, one quarter in arrears. For example, Davel received its dial-around receipts related to the quarter ended March 31, 2007 in July 2007, allowing it to adjust the first calendar quarter dial-around receivable amount included in the balance sheet at June 30, 2007 based on the actual collection experience. Davel's estimate of revenue for the most recent calendar quarter is based on the historical analysis of calls placed and amounts collected. These analyses are updated on a periodic basis. Recorded amounts of revenue may be adjusted based on actual receipts and/or the subsequent revision of prior estimates. Total dial-around revenue amounts for the three months ended June 30, 2007 and 2006 were approximately \$1,245,717 and \$1,620,274, respectively.

In connection with the right to provide cellular-based services to users of personal data assistants ("PDAs"), the Company has the right to resell PDA equipment, software and related maintenance agreements to such customers. As the Company has no continuing obligations to the purchasers of such products, the Company generally records revenue related to the delivery of such products upon shipment.

### **Accounts Receivable**

Dial-around receivable amounts included in the balance sheets at June 30, 2007 and March 31, 2007 were \$2,471,043 and \$2,856,629, respectively. During all periods presented, credit losses, to the extent identifiable, were generally within management's overall expectations.

### **Financing Fees**

The financing fees paid in May 2004 to Cornell Capital and others related to the negotiation of the Standby Equity Distribution Agreement (the "SEDA") were deferred and, in the prior year, were amortized against additional paid-in-capital on a straight-line basis over the twenty-four (24) month term of the SEDA. These fees were paid with the issuance of 8,000,000 shares of Mobilepro common stock valued in the amount of \$1,760,000. The Company recorded amortization of approximately \$147,000 in the three months ended June 30, 2006, completing the amortization of the cost of the deferred asset.



**Accounting for Stock Options and Warrants**

The Company adopted SFAS 123R, effective April 1, 2006. The amounts of related compensation expense recorded and presented in the accompanying statements of operations for the three-month periods ended June 30, 2007 and 2006 were \$200,553 and \$485,091, respectively.

**Property, Plant and Equipment**

Depreciation expense is computed using the straight-line method during the estimated useful life of each asset. The amounts of depreciation related to continuing operations and included in the condensed consolidated statements of operations for the three months ended June 30, 2007 and 2006 were approximately \$586,274 and \$603,532, respectively.

**Customer Location Contracts**

Intangible assets include amounts paid to property location owners in connection with payphone installation contracts with net balances of \$1,007,769 and \$1,174,205 at June 30, 2007 and March 31, 2007, respectively. These other assets are amortized on a straight-line basis over their estimated useful lives based on contract terms (generally 5 years). Accumulated amortization related to these contracts at June 30, 2007 and March 31, 2007 was \$1,352,367 and \$1,261,428, respectively. Amortization expense related to location contracts was \$130,908 and \$157,206, respectively, for the three months ended June 30, 2007 and 2006.

**Investments**

During the year ended March 31, 2005, the Company provided certain management services to two emerging technology firms. As consideration, the Company received a non-affiliate equity interest in each firm. These investments were recorded in the amounts of \$300,000 and \$150,000, respectively, approximating the value of the services provided. The shares of common stock held by the Company are considered to be available-for-sale securities. If a decline in the fair value of these securities is judged by management to be other than temporary, the cost basis of the securities would be written down to fair value at that time. The cost basis of the common stock included in other assets at June 30, 2007 and March 31, 2007 was \$443,281 and \$450,000, respectively.

**Accounts Payable and Accrued Liabilities**

The accounts payable and accrued liabilities of continuing operations consisted of the following at the indicated dates:

	<b>June 30, 2007</b>	<b>March 31, 2007</b>
Accounts payable	\$ 3,868,470	\$ 4,169,687
Accrued location usage fees	2,185,891	1,800,991
Accrued restructuring costs	100,218	100,218
Accrued compensation	501,874	449,021
Accrued interest expense	446,871	161,950
Other accrued liabilities	1,900,384	1,875,762
<b>Totals</b>	<b>\$ 9,003,708</b>	<b>\$ 8,557,629</b>

### **NOTE 3-DISPOSITION OF BUSINESSES**

#### **Sale of the ISP and CLEC Businesses**

On June 30, 2007, the Company entered into a Purchase Agreement with USA, pursuant to which USA agreed to acquire all of the outstanding shares of CloseCall, AFN, DFW and InReach. The USA Agreement was subsequently amended to extend the closing date for the sale of the ISP Business until July 17, 2007. The closing for the CLEC Business will take place following receipt of the necessary regulatory approvals. Until the closing, USA will manage the CLEC Business pursuant to a management agreement entered into with USA (the "USA Management Agreement").

The total purchase price for the ISP and CLEC Businesses is \$30.0 million, consisting of \$21.9 million in cash and \$8.1 million in convertible preferred stock of USA (the "USA Preferred"). The 8,100 shares of USA Preferred is convertible into 7.5% of the outstanding common stock of USA and can be redeemed for \$8.1 million in cash, at the option of the Company, anytime following the third anniversary of the closing of the CLEC Business. Prior to that time, USA has the option to redeem all of the unconverted USA Preferred for \$12,960,000.

Upon the closing of the sale of the ISP Business on July 18, 2007, the Company received \$2.5 million in cash, a \$2 million note, which is payable upon the earlier of the closing of the CLEC Business or January 1, 2008, and the \$8.1 million of USA Preferred. The loss incurred in connection with this sale, if any, is not expected to be significant.

#### **Sale of the Wireless Networks Business**

On July 8, 2007, the Company entered into a Purchase Agreement with Gobility, pursuant to which Gobility acquired all of the outstanding shares of Neoreach and Kite Networks, and all of the outstanding membership interests in Kite Broadband. The purchase price was \$2.0 million, paid in the form of a debenture that is convertible into shares of Gobility common stock (the "Gobility Debenture") at a rate of \$5.00 per share, or such lower price, if Gobility issues common stock or securities convertible into common stock at a price that is less than \$5.00 per share. Unless converted, the Gobility debenture is due July 8, 2009 with annual interest at 8%. The Company expects to recognize a gain on the sale of Wireless Networks of approximately \$1.1 million, net of income tax, in the second fiscal quarter ending September 30, 2007.

Under the terms of the Gobility Debenture, Gobility is required to raise at least \$3.0 million in cash no later than August 15, 2007. If Gobility defaults on the financing obligation under the Gobility Debenture, the Company will have the right but not the obligation to repurchase the Wireless Networks business with the surrender of the Gobility Debenture and the payment of nominal additional consideration. In this case, the gain described above would be reversed.

#### **Discontinued Operations**

Revenues, operating costs and expenses, and other income and expense attributable to the Wireless Networks, ISP and CLEC Businesses have been aggregated to a single line, loss from discontinued operations, in the condensed consolidated statements of operations for all periods presented. The Company has no income taxes due to operating losses incurred for tax purposes. No interest expense, other than amounts relating to the capital leases or other debt recorded by the discontinued businesses, has been allocated to discontinued operations.



The revenues and the net losses of discontinued operations were as follows:

	<b>Three Months Ended June 30,</b>	
	<b>2007</b>	<b>2006</b>
Revenues	\$ 15,010,201	\$ 15,145,288
Loss from discontinued operations before disposal	\$ (1,715,491)	\$ (1,111,724)
Estimated loss on disposal	—	—
Loss from discontinued operations	\$ (1,715,491)	\$ (1,111,724)

Assets and liabilities associated with the Wireless Networks, ISP and CLEC Businesses have been segregated from continuing operations and presented separately as assets of companies held for sale and liabilities of companies held for sale in the condensed consolidated balance sheets at June 30, 2007 and March 31, 2007. The major classifications of such assets and liabilities were as follows:

	<b>June 30 2007</b>	<b>March 31 2007</b>
Cash and cash equivalents	\$ 1,095,954	\$ 1,437,063
Restricted cash	1,904,864	1,798,200
Accounts receivable, net	5,191,255	5,387,772
Prepaid expenses and other current assets	2,423,693	2,401,464
Fixed assets, net	9,804,550	10,368,844
Goodwill, net of impairment	29,547,074	29,547,074
Customer contracts and relationships, net	495,179	593,734
Other assets	758,732	782,278
Assets of companies held for sale	\$ 51,221,301	\$ 52,316,429
Accounts payable and accrued expenses	\$ 11,806,070	\$ 11,222,807
Deferred revenue	3,666,480	3,864,518
Notes payable and other long-term liabilities	4,959,849	5,111,867
Liabilities of companies held for sale	\$ 20,432,399	\$ 20,199,192

#### **NOTE 4-IMPAIRMENT OF GOODWILL AND LONG-LIVED ASSETS**

The goodwill included in assets of companies held for sale at June 30, 2007 and March 31, 2007 was recorded in connection with the series of acquisitions completed by the Company since January 1, 2004. Generally accepted accounting principles require that the Company assess the fair value of goodwill amounts relating to acquired entities at least annually in order to identify any impairment in the values. However, on a quarterly basis, management is alert for events or circumstances that would indicate that, more likely than not, the fair value amounts of goodwill for reporting segments have been reduced below the corresponding carrying amounts. If there is a determination that the fair value of an acquired entity is less than the corresponding net assets amount, including goodwill, an impairment loss would be identified and recorded at that time.

During the fiscal year ended March 31, 2007, the Wireless Networks business, the ISP Business and Davel did not perform as expected. In addition, as discussed above, the Company was engaged in negotiations for the sale of all of these businesses. As a result, management reviewed the carrying values of the assets of these businesses at March 31, 2007 and determined that adjustments for goodwill and other asset impairment were appropriate. The Company recorded impairment charges in the total amount of \$25,185,098 at March 31, 2007, including \$17,745,303 representing the entire amount of goodwill and other intangible assets related to Wireless Networks, \$4,384,000 relating to the goodwill of the ISP Business, \$1,482,000 relating to certain deployed wireless network equipment of Kite Networks, and \$1,573,795 relating to certain payphone equipment and location contracts of Davel. The Company

had previously recorded goodwill impairment charges related to the ISP Business including \$348,118 in the fiscal quarter ended June 30, 2006; this amount is included in the loss from discontinued operations for the three months ended June 30, 2006. Management does not believe that additional goodwill impairment charges are required at June 30, 2007.

**NOTE 5-DEBT****Debt Maturities**

A summary of the balances owed under the debentures, capital leases, notes payable, and other long-term liabilities of continuing operations at June 30, 2007 and March 31, 2007 was as follows:

	June 30, 2007	March 31, 2007
Amended Debenture issued to Cornell Capital	\$ 12,578,828	\$ 12,649,650
Secured Debentures issued to Cornell Capital	3,620,822	5,500,000
Notes payable to Cornell Capital	1,100,000	-
Other notes payable and long-term obligations	118,500	138,500
	17,418,150	18,288,150
Less: Unamortized debt discounts	(138,630)	(294,318)
Less: Amounts due within one year	(10,890,425)	(15,101,081)
Long-term portion of debt	\$ 6,389,095	\$ 2,892,751

Based on the current terms of the Cornell Capital debentures, as amended, the entire long-term portion of debt at June 30, 2007 will become due for payment in the twelve-month period ending June 30, 2009.

**The Secured Debenture Agreement**

On August 28, 2006, the Company entered into a financing agreement with Cornell Capital that provided \$7.0 million in debt financing with the proceeds received in a series of four closings (the "Secured Debenture Agreement"). At each closing, the Company issued Cornell Capital a 7.75% secured convertible debenture in the gross amount for the closing, convertible into shares of common stock at \$0.174 per share. The Company received cash proceeds of \$6,495,000, net of financing fees of \$505,000. In addition, Cornell Capital was issued warrants to purchase 10,000,000 additional shares of common stock at an exercise price of \$0.174 per share, as amended.

The debentures issued pursuant to the Secured Debenture Agreement were recorded in the balance sheet net of unamortized debt discounts reflecting the fair market values of the debentures on the dates of issuance after allocating a like amount of proceeds to the related warrants. The discount amounts are being amortized as charges to interest expense over the terms of the related debentures. The total unamortized amount of debt discounts at June 30, 2007 was \$16,914.

Under conditions similar to those included in the Amended Debenture (see discussion below), the Company had the right to make any and all such principal and interest payments by issuing shares of its common stock to Cornell Capital with the amount of such shares based upon the lower of \$0.174 per share or 93% of the average of the two lowest daily volume weighted average per share prices of its common stock during the five days immediately following the scheduled payment date. Through March 31, 2007, the Company issued 42,598,498 shares of its common stock in satisfaction of \$1,500,000 in principal and \$198,654 in accrued interest. From April 1, 2007 through May 10, 2007, the Company issued an additional 78,091,157 shares of its common stock in satisfaction of \$1,849,343 in principal and \$47,743 in accrued interest. The Company used cash to pay \$29,836 in principal and \$6,614 in interest on May 10, 2007.

Under the terms of the Secured Debenture Agreement, as amended, the Company has agreed to make weekly principal payments of at least \$125,000 in satisfaction of the remaining principal commencing January 1, 2008, with interest on the outstanding principal balance payable at the same time. However, in the event that the Company or Cornell Capital receives a legal opinion that Cornell Capital is eligible to sell shares of the Company's common stock under Rule 144 of the Securities Act of 1933, the Company will be required to resume making weekly payments of principal and accrued interest with shares of its common stock in September 2007.

### **The Amended Debenture**

On May 13, 2005, the Company issued a 7.75% secured convertible debenture (the "Debenture") to Cornell Capital in the aggregate amount of \$15,500,000. The Company used most of the proceeds to pay in full the remaining \$13,000,000 balance of a note payable that bore interest at the rate of 23% and was due on November 15, 2005; the retired note was the source of bridge financing for the Company's acquisition of Davel.

The outstanding balance of the Debenture at March 31, 2006 of \$15,000,000 was due and payable in a series of installment payments through May 15, 2008, including \$1,500,000 due on May 15, 2006 and \$1,000,000 due on August 15, 2006.

On June 30, 2006, the Company entered into an amended secured convertible debenture in the amount of \$15,149,650 with Cornell Capital (the "Amended Debenture"), replacing the Debenture. The Company has the right to make any and all principal and interest payments by issuing shares of its common stock to Cornell Capital provided that all such shares may only be issued by the Company if such shares are tradable under Rule 144 of the Securities Act of 1933 (the "Securities Act"), are registered for sale under the Securities Act, or are freely tradable by Cornell Capital without restriction. The amount of such shares shall be based upon the lower of \$0.275 per share or 93% of the average of the two lowest daily volume weighted average per share prices of the Company's common stock during the five days immediately following the scheduled payment date. Cornell Capital may convert all or any part of the unpaid principal and accrued interest owed under the Amended Debenture into shares of our common stock at a conversion price of \$0.275 per share. The Amended Debenture is secured by a blanket lien on our assets. Like the Debenture, the Amended Debenture bears interest at an annual rate of 7.75%. The conversion price of the Amended Debenture may be adjusted if the Company issues additional equity or instruments convertible into equity in connection with a transaction such as a stock dividend or a stock split pursuant to a formula included in the Amended Debenture.

In connection with the issuance of the Debenture, the Company issued to Cornell Capital a five-year warrant, as modified, to purchase 15,000,000 shares of its common stock at an exercise price of \$0.20 per share (the "Warrant"). In connection with the issuance of the Amended Debenture, Cornell Capital was issued a warrant, as modified, to purchase 13,750,000 shares of the Company's common stock at a purchase price of \$0.20 per share (the "Additional Warrant"). This Additional Warrant will expire in November 2007.

The face amount of the Amended Debenture was recorded initially in the balance sheet net of unamortized debt discount of \$319,000. During the quarter ended September 30, 2006, the fair value of the Additional Warrant was recalculated based on its reset terms resulting in an increase to such value of \$192,500. The net amount of the Amended Debenture at March 31, 2007 reflected the fair market value after allocating additional proceeds in the amount of \$192,500 to the Additional Warrant. The increased discount on the Amended Debenture is being amortized as a charge to interest expense over the term of the Amended Debenture. The unamortized debt discount amount at June 30, 2007 was \$121,714.

The Debenture was recorded in the accounts net of unamortized debt discount reflecting the fair value on the date of issuance of the related the Warrant. The net carrying amount of the Debenture and the related amount of accrued interest, \$14,590,399 and \$149,650, respectively, were eliminated from the accounts in connection with the issuance of the Amended Debenture and the retirement of the Debenture, resulting in a loss on the extinguishment of the Debenture debt in the amount of \$409,601 in June 2006.

Through March 31, 2007, the Company issued 50,578,702 shares of its common stock in satisfaction of \$2,500,000 in principal and \$681,827 in accrued interest. On May 10, 2007, the Company issued 4,510,933 shares of its common stock in satisfaction of \$70,822 in principal.

Under the terms of the Amended Debenture, as revised, the Company has agreed to make weekly scheduled principal payments of at least \$250,000 commencing January 1, 2008 with interest on the outstanding principal balance payable at the same time. However, in the event that the Company or Cornell Capital receives a legal opinion that Cornell Capital is eligible to sell shares of the Company's common stock under Rule 144 of the Securities Act of 1933, the Company will be required to resume making weekly payments of principal and accrued interest with shares of its common stock in September 2007.

#### **Availability of Registered Shares**

The Company filed a registration statement on Form S-3 on October 12, 2006 covering the resale of a total of 404,474,901 shares of the Company's common stock by various selling stockholders, including 55,089,635 shares that may be issued to Cornell Capital under the Amended Debenture, 120,689,655 shares related to convertible debentures issued under the Secured Debenture Agreement, and 38,750,000 shares related to the corresponding stock warrants. This registration statement was declared effective by the SEC, enabling the Company's use of common stock to make installment payments to Cornell Capital under the various debentures. As of May 10, 2007, the Company has issued all of the approximately 175,779,000 shares covered by the registration statement relating to the convertible debentures. At June 30, 2007, the total remaining principal balance payable to Cornell Capital under the convertible debentures and the total amount of related accrued interest were \$16,199,650 and \$428,789, respectively.

#### **The Debentures - Interest Expense**

For the three months ended June 30, 2007 and 2006, the amounts of interest expense related to the debentures issued to Cornell Capital, and included in the accompanying condensed consolidated statements of operations based on the stated interest rates, were \$321,196 and \$289,829, respectively.

Interest expense amounts included in the accompanying consolidated statements of operations for the current and prior year periods also included total debt discount amortization related to the debentures issued to Cornell Capital. Such amounts were \$155,689 and \$97,139, respectively, for the three months ended June 30, 2007 and 2006.

The discounts provided to Cornell Capital in connection with the issuance of shares of common stock in satisfaction of principal and interest payments due under the convertible debentures were charged to interest expense. Such interest expense was \$131,551 for the three months ended June 30, 2007.

#### **Notes Payable to Cornell Capital**

In May 2007, the Company borrowed \$1,100,000 from Cornell Capital under a one-year promissory note that bears an annual interest rate of 12% for the first six months of its term and an annual rate of 15% thereafter. This promissory note and the accrued interest were repaid in July 2007. Interest expense was \$18,082 for the three months ended June 30, 2007.

During the two-year period ended March 31, 2006, the Company borrowed amounts from Cornell Capital that totaled \$31,500,000 pursuant to a series of promissory notes with maturities of one-year or less and annual interest rates ranging from 8% to 12%. A remaining total principal balance of \$3,600,000, plus accrued interest of \$392,953, was owed to Cornell Capital at March 31, 2006. These amounts were paid during the quarter ended June 30, 2006 with cash provided by the Company's operating units. Interest expense related to the notes payable to Cornell Capital, based on the stated rates of interest and included in the accompanying consolidated statements of operations for the three months ended June 30, 2006 was \$25,074.

**Capital Leases of Discontinued Operations**

Mobilepro Corp. remains the co-lessee on certain capital equipment leases of Kite Networks that were assumed by Gobility under the terms of the Gobility Agreement. The lease terms range from 24 to 36 months. The outstanding principal amounts of the capital leases are included in liabilities of companies held for sale at June 30, 2007 and March 31, 2007 in the accompanying balance sheets. In the event that Kite Networks defaults on the leases, it is probable that the lessors will demand payment from Mobilepro Corp.

At June 30, 2007, a summary of the future scheduled payments of the capital leases was as follows:

**The twelve months ending —**

June 30, 2008	\$	2,559,645
June 30, 2009		2,209,772
June 30, 2011		377,958
		5,147,375
Less - Interest portions		(628,226)
Capital leases - principal portions	\$	4,519,149

Aggregate lease proceeds in the amount of approximately \$1,188,000 were used to purchase certificates of deposit (including \$126,000 in April 2007) that are pledged to secure the lease obligations; these amount are included in the balance of assets of companies held for sale in the condensed consolidated balance sheets at June 30, 2007 and March 31, 2007.

**NOTE 6-STOCKHOLDERS' EQUITY****Standby Equity Distribution Agreement (the "SEDA")**

On May 13, 2004, the Company entered into the SEDA with Cornell Capital that provided, generally, that Cornell Capital would purchase up to \$100 million of the common stock of Mobilepro over a two-year period, with the time and amount of such purchases, if any, at the Company's discretion. Cornell Capital was entitled to purchase the shares at a 2% discount to a weighted-average market price of the common stock. The Company was obligated to pay a fee to Cornell Capital and other advisors at the time of each draw. On May 19, 2006, the SEDA expired.

The discounts under this arrangement that were provided to Cornell Capital upon the sale of shares of common stock amounted to \$137,795 in the three months ended June 30, 2006, and were included in interest expense.

**Common Stock Transactions in the Three Months Ended June 30, 2007**

In the three months ended June 30, 2007, the Company issued 82,602,090 shares of its common stock in satisfaction of \$1,920,164 in principal and \$47,743 in accrued interest owed to Cornell Capital pursuant to various debentures.

**Common Stock Transactions in the Three Months Ended June 30, 2006**

During the three months ended June 30, 2007, the Company issued 22,000,000 shares of common stock to the escrow agent under the requirements of the SEDA. The termination of the SEDA in May 2006 resulted in the return of 3,413,367 shares of common stock to the Company by Cornell Capital. The return of the shares was recorded in October 2006.

In April 2006, the Company issued 6,021,624 shares of its common stock to a former officer pursuant to the exercise of a stock warrant.

In June 2006, the Company issued 200,000 shares of its common stock, valued at \$36,000, in connection with an agreement with an investment banking firm.

### **Stock Options and Warrants**

The stockholders of the Company have approved the issuance of 30,000,000 shares of common stock in connection with stock options granted pursuant to the 2001 Equity Performance Plan (the “2001 Plan”). In addition, the Company has issued options and warrants to purchase common stock to key personnel pursuant to specific authorization of the board of directors outside the scope of the 2001 Plan. The following tables summarize the stock option activity and the warrant activity for the three months ended June 30, 2007:

<b>Stock Options —</b>	<b>Number of Options</b>	<b>Weighted-Average Exercise Price</b>
Outstanding - March 31, 2007	3,877,000	\$ 0.2170
Granted	-	\$ -
Exercised	-	\$ -
Cancelled	(133,334)	\$ 0.2600
Outstanding - June 30, 2007	3,743,666	\$ 0.2034
Exercisable - June 30, 2007	2,475,306	\$ 0.2164

<b>Stock Warrants —</b>	<b>Number of Warrants</b>	<b>Weighted-Average Exercise Price</b>
Outstanding - March 31, 2007	122,905,634	\$ 0.1597
Granted	-	\$ -
Exercised	-	\$ -
Cancelled	-	\$ -
Outstanding - June 30, 2007	122,905,634	\$ 0.1597
Exercisable - June 30, 2007	111,987,242	\$ 0.1650

Options to purchase common stock that are awarded pursuant to the terms of the 2001 Plan expire ten years from the date of grant. The options typically vest over two to three year periods according to a defined schedule set forth in the individual stock option agreement. Certain portions of the stock options granted in the fiscal year ended March 31, 2006 were set to vest based on the achievement of individual and Company objectives during the year. Warrants to purchase shares of common stock vest over periods that range from eleven to thirty-three months. The vesting of warrants awarded to certain of the Company’s officers were set to occur upon the achievement of individual and/or Company objectives. Warrants typically expire on the ten-year anniversary of the date of grant.



Most of the stock options and warrants related to Company objectives were cancelled at March 31, 2007.

Effective April 1, 2006, the Company adopted the provisions of SFAS 123R that require companies to record the compensation cost associated with stock options and warrants. As required by SFAS 123R, the Company determined the appropriate fair value model to be used for valuing share-based payments, the amortization method for compensation cost and the transition method to be used at date of adoption. The model used by the Company in order to determine the fair values of the stock options and warrants awarded since April 1, 2006 and those previously awarded options and warrants with unvested portions at March 31, 2006 continues to be the Black-Scholes model. The Company used the prospective method in order to adopt this accounting standard. Accordingly, the operating results for the prior-year periods were not restated. Compensation expense is being recorded related to new awards and the unvested stock options and warrants at March 31, 2006 on a straight-line basis over the applicable vesting periods. Such expense was \$200,553 and \$485,091 for the three months ended June 30, 2007 and 2006, respectively.

The fair value of each option is estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions used for grants during the three months ended June 30, 2007 and 2006:

	2007	2006
Dividend yield	-%	-%
Expected volatility	60%	60%
Risk-free interest rate	4.00%	4.00%
Expected term (in years)	10.00	10.00

#### **NOTE 7-BASIC AND DILUTED INCOME (LOSS) PER SHARE**

Basic income (loss) per share includes no dilution and is computed by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding for the year. Diluted income (loss) per share includes the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. The effects of the assumed exercise of outstanding stock options and warrants and the assumed conversion of the Debenture and other convertible notes payable for the three-month periods ended June 30, 2007 and 2006 were anti-dilutive as the Company incurred net losses in these periods.

#### **NOTE 8-LITIGATION**

During the three months ended June 30, 2007, the Company was party to the following material legal proceedings.

1) At the time that the Company acquired 95.2 % of the stock of Davel, Davel was a defendant in a civil patent infringement lawsuit captioned Gammino v. Cellco Partnership d/b/a Verizon Wireless, et al., filed in the United States District Court for the Eastern District of Pennsylvania. The case is in the discovery phase of the litigation. The plaintiff claims that Davel and other defendants allegedly infringed its patent involving the prevention of fraudulent long-distance telephone calls and is seeking damages in connection with the alleged infringements. Davel does not believe that the allegations set forth in the complaint are valid and Davel filed a Motion for Summary Judgment, which remains pending before the court. According to the terms of the Davel acquisition agreement, the former secured lenders, subject to certain limitations, have agreed to reimburse the Company for the litigation costs and any losses resulting from the Gammino lawsuit from future regulatory receipts that were assigned previously to them by Davel. Any such regulatory receipts are deposited into a third-party escrow account and are used to reimburse the Company for costs incurred. The secured lenders are not required to fund the escrow account or otherwise reimburse the Company for amounts, if any, in excess of actual regulatory receipts collected. Any amount remaining in the escrow account at the conclusion of the litigation is to be returned to the former secured lenders. The Company has received significant regulatory receipts that are being held in escrow. These funds can be used to reimburse the Company for costs, including legal fees, incurred in the defense or settlement of this litigation. The Company believes

that there are sufficient funds in the escrow account to pay both its legal defense costs and any potential judgment that the Company believes could reasonably be expected. This \$7.5 million claim represents exposure to the Company in the event that escrowed regulatory receipts are insufficient to cover any potential judgment against the Company should it be found liable for the full monetary amount of the claim.

2) On August 6, 2006, the Company was served with a summons and complaint filed in the Superior Court of the State of Arizona in Maricopa County in the matter captioned Michael V. Nasco, et. al. vs. MobilePro Corp., et. al. which makes claims arising out of the acquisition by the Company of Transcordia, LLC. The plaintiff alleges breach of contract, fraud, relief rescission, failure to pay wages and unjust enrichment and seeks damages in excess of \$3 million. On or about November 7, 2006, the Company filed a motion to dismiss arguing lack of standing and corporate existence. The motion to dismiss was subsequently denied by the Court and the matter is in the discovery stage. The Company believes that it has meritorious defenses to the alleged claims and intends to vigorously defend itself in this matter. Notwithstanding the foregoing, in the event that its defenses were not successful, the Company believes that any potential exposure related to the claims alleged against the Company is not likely to be material.

3) On April 17, 2007, the Supreme Court of the United States issued an opinion in the case captioned Global Crossing Telecommunications, Inc. v. Metrophones Telecommunications, Inc. on Certiorari from the United States Court of Appeals for the Ninth Circuit (the "Ninth Circuit" and the "Metrophones Case"), No. 05-705, in which it upheld the Ninth Circuit's decision that independent payphone providers have a private right of action to pursue recovery in federal court from telecommunication carriers who fail to pay dial around compensation. The ruling in the Metrophones Case permits litigation to resume that has been pending in federal district court against AT&T Corporation, Sprint Communications Company, LP and Qwest Communications, Inc. (the "Defendants") for non-payment of dial around compensation. Davel Communications, Inc. and certain of Davel's subsidiaries (collectively, the "Davel Entities") are directly or indirectly plaintiffs in the federal district court cases against the Defendants. Although the federal district court case has been pending since 1999, the litigation remains in its preliminary phases. As a result, the Company cannot predict the likelihood of success on the merits, the costs associated with the pursuit of the claims, the timing of any recovery or the amount of recovery, if any. However, the industry representing a group of independent payphone providers, including the Davel Entities, has recently prevailed in a similar Federal Communications Commission administrative proceeding against another carrier for non-payment of dial-around compensation using a similar damages model which was accepted and pursuant to which the Federal Communications Commission assessed pre-judgment interest (the "Similar Litigation"). The Similar Litigation is being appealed to the U.S. Court of Appeals for the District of Columbia. Based upon our damages model in the Similar Litigation, we estimate that the amount in controversy for the Davel Entities against the Defendants extends well into the eight figures, but any recovery is conditioned on, among other things (i) prevailing on the merits at trial; (ii) having the Davel Entities' damages model and other claims approved in whole or in large part; and (iii) prevailing on any appeals that the Defendants may make. As evidenced by the eight years that this litigation has been in process, the Defendants have shown an interest in stretching the duration of the litigation and have the means to do so. Although the Davel Entities could ultimately benefit (in an absolute sense, although not necessarily on a present value basis) from this delay in the event that pre-and/or post-judgment interest (awarded at 11.25% per annum in the Similar Litigation) is assessed against the Defendants and the potential award of attorneys' fees and/or other remedies (in addition to compensatory damages) if the Davel Entities prevail, such delay will result in a deferral of the receipt of any cash to the Davel Entities.

## **Item 2. Management's Discussion and Analysis of Results of Operations and Financial Condition.**

The following is a discussion and analysis of our results of operations for the three-month periods ended June 30, 2007 and 2006, our financial condition at June 30, 2007 and factors that we believe could affect our future financial condition and results of operations. Historical results may not be indicative of future performance.

This discussion and analysis should be read in conjunction with our consolidated financial statements and the notes thereto included elsewhere in this Form 10-Q. Our consolidated financial statements are prepared in accordance with Generally Accepted Accounting Principles in the United States ("GAAP"). All references to dollar amounts in this section are in United States dollars.

### **Forward Looking Statements**

This Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties. The statements contained in this document that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including without limitation statements regarding our expectations, beliefs, intentions or strategies regarding our business, and the level of our expenditures and savings for various expense items and our liquidity in future periods. We may identify these statements by the use of words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "i," "may," "might," "plan," "potential," "predict," "project," "should," "will," "would" and other similar expressions. All forward-looking statements included in this document are based on information available to us on the date hereof, and we assume no obligation to update any such forward-looking statements, except as may otherwise be required by law. Our actual results could differ materially from those anticipated in these forward-looking statements.

### **Background**

Beginning in early calendar year 2004, we built a broadband wireless, telecommunications, and integrated data communication services company that, at June 30, 2007, delivered a comprehensive suite of voice and data communications services, including local exchange, long distance, enhanced data, Internet, wireless and broadband services to our end-user customers.

At June 30, 2007, we marketed and sold our integrated communications services through nine branch offices in seven states and we serviced over 123,000 billed accounts representing over 211,000 equivalent subscriber lines including approximately 110,000 local and long-distance telephone lines, approximately 38,000 dial-up lines, approximately 5,000 DSL lines, approximately 25,000 fixed and mobile wireless lines, approximately 6,000 cellular lines and the remaining are other Internet-related accounts. We own and operate approximately 22,200 payphones located predominantly in 44 states and the District of Columbia. Most of our subscribers are residential customers.

Historically, our revenues have been generated through three of our four business reporting segments:

**W i r e l e s s Networks** Our broadband wireless network deployment efforts have been conducted by our wholly owned subsidiary, NeoReach, Inc., ("NeoReach"), and its subsidiary, Kite Networks, Inc. ("Kite Networks," formerly, NeoReach Wireless, Inc.). This segment has also included the operations of Kite Broadband, LLC ("Kite Broadband"), a wireless broadband Internet service provider located in Ridgeland, Mississippi.

**Voice Services**

Our voice services segment has been led by CloseCall America, Inc. (“CloseCall”), a competitive local exchange carrier (“CLEC”, which is a term applied under the Telecommunications Act of 1996 to local telephone companies which compete with incumbent local telephone companies) based in Stevensville, Maryland; American Fiber Network, Inc. (“AFN”), a CLEC based in Overland Park, Kansas; and Davel Communications, Inc. (“Davel”), an independent payphone provider based in Cleveland, Ohio. CloseCall offers its customers a full array of telecommunications products and services including local, long-distance, 1-800-CloseCall anytime/anywhere calling, digital wireless, high-speed telephone (voice over IP), and dial-up and DSL Internet services. AFN is licensed to provide local access, long distance and/or Internet services throughout the United States. Davel is one of the largest independent payphone operators in the United States.

**Internet Services** Our Internet services segment included DFW Internet Services, Inc. (“DFW”, doing business as Nationwide Internet), an Internet services provider (“ISP”) based in Irving, Texas, its acquired Internet service provider subsidiaries and InReach Internet, Inc. (“InReach”), a full service ISP located in Stockton, California that we acquired on November 1, 2005. Our Internet services segment provides dial-up and broadband Internet access, web-hosting services, and related Internet services to business and residential customers in many states.

**Corporate** Our corporate reporting segment serves as the holding company of the operating subsidiaries that are divided among the other three business reporting segments, provides senior executive and financial management, and performs corporate-level accounting, financial reporting, and legal functions. This segment also includes our Internet gaming subsidiary, ProGames Network, Inc. (“ProGames”) that we founded in December 2005.

Prior to January 2004, we were a development stage company. Although we were incorporated approximately seven years ago, we have undergone a number of changes in our business strategy and organization. In June 2001, we focused our business on the integration and marketing of complete mobile information solutions to meet the needs of mobile professionals. In April 2002, we acquired NeoReach and shifted our focus toward solutions supporting the third generation wireless market that provides broadband to allow faster wireless transmission of data, such as the viewing of streaming video in real time. We shifted our business strategy again in December 2003 with a new management team, expanding significantly the scope of our business activity to include Internet access services, local and long distance telephone services and the ownership and operation of payphones. In 2005, we began to invest in the business of deploying broadband wireless networks and providing wireless network access services in wireless access zones to be primarily located in municipality-sponsored areas. As indicated above, we entered these businesses primarily through acquisitions. We completed twenty-two (22) acquisitions during this period.

Mobilepro Corp. (“Mobilepro”) was incorporated under the laws of Delaware in July 2000 and, at that time, was focused on the integration and marketing of complete mobile information solutions that satisfied the needs of mobile professionals. In June 2001, Mobilepro merged with and into CraftClick.com, Inc. (“CraftClick”), with CraftClick remaining as the surviving corporation. The name of the surviving corporation was subsequently changed to Mobilepro Corp. on July 9, 2001. CraftClick had begun to cease its business operations in October 2000, and ultimately disposed of substantially all of its assets in February 2001.

On March 21, 2002, Mobilepro entered into an Agreement and Plan of Merger with NeoReach, a private Delaware company, pursuant to which a newly formed, wholly owned subsidiary of Mobilepro merged into NeoReach in a tax-free transaction. The merger was consummated on April 23, 2002. As a result of the merger, NeoReach became a wholly owned subsidiary of Mobilepro.

DFW has been the principal operating subsidiary within our Internet services division. On January 20, 2004, we acquired DFW. From that time, we acquired nine additional Internet service businesses that have operated as subsidiaries of DFW and, on November 1, 2005, we acquired the business of InReach.

On October 15, 2004, we closed our acquisition of CloseCall. One month later, we closed our acquisition of Davel. On June 30, 2005, we acquired AFN.



In June 2005, we participated in the formation of Kite Broadband, a wireless broadband Internet service provider, resulting in an initial 51% ownership of this venture. On January 31, 2006, we acquired the remaining 49% of Kite Broadband and 100% of the outstanding common stock of Kite Networks, Inc.

On March 31, 2006, we merged Kite Networks, Inc. with and into NeoReach Wireless, Inc. and changed the name of the combined entity to Kite Networks, Inc. ("Kite Networks").

Our principal executive offices are located at 6701 Democracy Boulevard, Suite 202, Bethesda, MD 20817 and our telephone number at that address is (301) 315-9040. We maintain a corporate Web site at [www.mobileprocorp.com](http://www.mobileprocorp.com). We make available free of charge through our Web site our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports, as soon as reasonably practicable after we electronically file or furnish such material with or to the SEC. The contents of our Web site are not a part of this report. The SEC also maintains a Web site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements, and other information regarding Mobilepro.

### **Geographic Markets**

Through our various businesses, we provide service to customers located throughout the United States. However, certain portions of our consolidated business are concentrated in certain geographic markets. For example, the business of CloseCall is concentrated in the mid-Atlantic region of the country. Although Davel has payphones located across the United States 13,800 or 62.2%, of the payphones are located in warm climate states of the southwest, southeast and west; 8,400 or 37.8% of the payphones are located in midwest, northwest, and northeast sections of the country, with usage during the winter months thereby negatively affected by the cold climate. The Internet services business provides service to customers that are primarily located in the states of Texas, Arizona, Louisiana, Kansas, Missouri, Wisconsin, Ohio, Washington and California.

### **Current Business Conditions**

Our acquisition strategy of the last four years was executed with one primary objective being the establishment of a viable telecommunications company with sufficient credibility to be considered for selection by cities for the deployment, ownership and management of broadband wireless networks. The effectiveness of our business plan execution was initially confirmed by the selection by Tempe, Arizona, of Kite Networks (formerly NeoReach Wireless) for its network. Subsequently, we were selected by several other cities for the deployment, ownership, and management of such networks and have substantially completed city-wide wireless networks deployments in Farmers' Branch, Texas, and Longmont, Colorado

However, most of our acquired businesses experienced declining revenues. Although restructuring measures helped to control other operating expenses, we have been unable to reduce the corresponding costs of services sufficiently to maintain profitability. In addition, we have funded the start-up and operations of the municipal wireless networks and online gaming businesses without these companies achieving expected revenues.

As a result, our business has historically lost money. Our accumulated deficit at June 30, 2007 was \$82,259,910. In the quarter ended June 30, 2007, we sustained a net loss of \$4,988,665. In the fiscal years ended March 31, 2007, 2006 and 2005, we sustained net losses of \$45,898,288, \$10,176,407 and \$5,359,722, respectively. As a result, the amounts of cash used in operations during the fiscal quarter ended June 30, 2007 and the fiscal year ended March 31, 2007 were \$1,111,698 and \$6,558,708, respectively. Future losses are likely to occur. Accordingly, we are likely to continue to experience liquidity and cash flow problems if we are unable to improve the Company's operating performance, to raise additional capital as needed and on acceptable terms, or to sell assets for cash.

The ramp-up time from selection to the completion of a municipal wireless network deployment can be protracted. As a result, we incur significant costs related to each deployment before any significant revenues are expected. Generally,



the addition of wireless network subscribers has occurred more slowly than expected. As a result, we have realized that it may take up to 2 years or more for deployed networks to achieve positive cash flows. There can be no assurance that any deployment will achieve positive cash flow. Although this business contributed revenues of \$133,318 in the current quarter (revenues were insignificant in the prior year), operating costs for Kite Networks were approximately \$1,274,000 in the quarter ended June 30, 2007 before depreciation expense. The capital equipment costs for the completed networks in Tempe, Arizona; Farmers' Branch, Texas; Longmont, Colorado, and other scheduled deployments have approximated \$13.0 million. To date, the cash needs of this business have been substantially funded through borrowings by Mobilepro Corp. from Cornell Capital under a variety of debt instruments and over \$5 million in equipment lease financing. Kite Networks has also been provided extended payment terms by certain significant equipment suppliers. However, we realized that sufficient funds will not be available from these existing sources for Kite Networks to effectively continue the execution of its current business plan. As a result, we commenced the search for capital as described below during the fourth quarter of the fiscal year 2007.

The business of Kite Broadband is experiencing declining revenues. Revenues for the most recent quarter were approximately \$2,573,000 representing a 24.0% decline over the last 21 months. Costs of sales consist substantially of payments due Sprint for network services, which costs are mostly fixed. Although a substantial portion of the management cost of this business is now borne by Kite Networks, the declining revenues and the fixed costs of the services provided by Sprint have adversely affected the cash flows of this business.

In December 2006, we engaged an investment banking firm to assist in evaluating strategic alternatives for the wireless networks business conducted by its Kite Networks and Kite Broadband subsidiaries. Efforts to secure investment capital for this business or to find a willing buyer resulted in the sale of the wireless networks business to Gobility, Inc. ("Gobility") on July 8, 2007. The purchase price was \$2.0 million, paid with a debenture convertible into shares of common stock of Gobility. However, under the terms of the debenture, Gobility is required to raise at least \$3.0 million in cash no later than August 15, 2007. If Gobility defaults on the financing obligation under the debenture, we will have the right but not the obligation to repurchase the wireless networks business with the surrender of the debenture and the payment of a nominal additional amount.

Many of the other companies that we have acquired have also experienced declining revenues. For example, over 80% of the customers of our Internet services business are subscribers to dial-up service. The revenues of this business segment have declined from a level of approximately \$4,220,433 for the three months ended June 30, 2006, to approximately \$3,193,000 for the three months ended June 30, 2007, a decline of approximately 24.3%. Likewise, the pay telephone business is declining due primarily to the public's increasing usage of competitive technologies. Revenues for Davel for the quarter ended June 30, 2007 were approximately \$5,968,000 compared with revenues of approximately \$8,197,000 for the corresponding quarter of the prior year, a decline of 27.2%.

The declining revenues of these businesses, without proportional decreases in the costs of such services, and the operating costs of Kite Networks are the major causes of our operating losses and unfavorable cash flows from operations. As a result and as discussed above, we are engaged in various stages of negotiation with parties who have expressed interest in acquiring certain other portions of our business.

During the fourth quarter of the prior year, we also engaged in extensive negotiations with a company that intended to purchase Davel, the Company's payphone operator. The negotiations did not result in a transaction. As a result, the losses incurred by Davel continue to adversely affect our consolidated operating results. However, in June 2007, we completed the sale of approximately 730 operating payphones to an unaffiliated payphone operator and received over \$200,000 in cash proceeds. Currently, we are engaged in negotiations for the sale of additional operational payphones.

In March 2007, we announced that we had signed a definitive agreement for the merger of ProGames, our online gaming subsidiary, with and into Winning Edge International, Inc. Consummation of the transaction was subject to a number of closing conditions including the arrangement of financing that would have sustained the operations of the combined entity. Financing has not been arranged. As a result, the merger agreement was terminated and we continue to fund the operating costs of ProGames.

To date, Cornell Capital Partners, L.P. ("Cornell Capital") has been a significant source of capital for us, providing financing in several forms. During fiscal 2007, we borrowed funds under a series of convertible debentures. The total amount owed to Cornell Capital under the debentures at March 31, 2007 was \$18,149,650. In May 2007, we borrowed \$1,100,000 from Cornell Capital under a promissory note in order to help bridge our cash flow shortfall during the first quarter. This promissory note and accrued interest were repaid in July 2007. Using shares of our common stock registered on Form S-3 in November 2006, we made principal and interest payments on the debentures that totaled \$4,880,489 during the fiscal year ended March 31, 2007, and that totaled \$1,967,908 from April 2007 through May 2007. However, the supply of registered shares available for the conversion of the debentures has been exhausted. Cornell Capital has agreed to delay additional installment payments until January 2008 when we will be obligated to resume making total weekly principal payments of \$375,000 plus accrued interest. Unless additional shares are registered by the Company under the Securities Act of 1933 (the "Securities Act"), shares acquired by Cornell Capital

are tradable under Rule 144 of the Securities Act, or shares of our common stock are otherwise freely tradable by Cornell Capital without restriction, we will be required to make these payments in cash. However, in the event that the Company or Cornell Capital receives a legal opinion that Cornell Capital is eligible to sell shares of the Company's common stock under Rule 144, the Company will be required to resume making weekly payments of principal and accrued interest with shares of its common stock in September 2007.

### **Strategic Direction**

In April 2007, we announced that our Board of Directors had decided to explore potential strategic alternatives for the entire Company, and that it had received inquiries from potential buyers regarding the purchase of portions of its business. This initiative was undertaken with the goals of maximizing the value of our assets, returning value to our stockholders and eliminating the Company's debt, particularly amounts owed to Cornell Capital which exceeded \$17.7 million at June 30, 2007.

We received letters of interest regarding the acquisition of the CloseCall, AFN and the Internet service provider businesses (the "Wireline Businesses") and several potential purchasers conducted due diligence activities. This process resulted in the execution of an agreement to sell the Wireline Businesses to United Systems Access, Inc. ("USA") on June 30, 2007 (the "USA Purchase Agreement"). Pursuant to the USA Purchase Agreement, we closed the sale of the Internet service provider companies to USA on July 18, 2007, and received cash proceeds of \$2,500,000, a promissory note for \$2,000,000 and preferred stock of USA convertible into 7.5% of the fully diluted shares of USA's common stock valued at \$8.1 million. Simultaneously, we used \$2,000,000 of this cash to pay down principal and accrued interest owed to Cornell Capital under the promissory note and debentures.

The sale of CloseCall and AFN requires the receipt of certain state regulatory approvals before it can be completed. The receipt of all of the approvals may not occur until the end of calendar 2007. In the meantime and pursuant to a management agreement that was signed in July 2007 (the "USA Management Agreement"), USA shall operate the businesses, retain any cash provided by the operations of these companies and fund any cash requirements of the companies until the sale of these companies is completed. In addition, USA shall reimburse us for the amount of interest expense that accrues during the term of the USA Management Agreement related to the Cornell Capital debentures.

Upon the close and pursuant to the terms of the USA Purchase Agreement, we shall receive additional cash proceeds of \$19.4 million, including payment of the \$2.0 million promissory note. Using cash proceeds from the sale of the remainder of the Wireline Business, we expect to be in a position to retire the Cornell Capital debentures plus accrued interest.

If the sale of the Wireline Businesses is not completed in accordance with the negotiated terms, the Company will not have the ability to continue as a going concern beyond the third quarter of the current fiscal year without a significant restructuring of the Cornell Capital debt.

### **Discontinued Operations**

In connection with the activities summarized above, we have reclassified the assets and liabilities of the Wireline Business and the wireless networks business as assets and liabilities related to companies held for sale in the consolidated condensed balance sheets at June 30, 2007 and March 31, 2007. In addition, we have classified the results of operations of these companies in discontinued operations in the consolidated condensed statements of operations for the three months ended June 30, 2007 and 2006.

### **Critical Accounting Policies**

We consider the accounting policies related to the disposal of long-lived assets, discontinued operations, the valuation of goodwill and other intangible assets, transactions related to our debt and equity financing activity, and revenue and related cost recognition to be critical to the understanding of our results of operations. Critical accounting policies include the areas where we have made what we consider to be particularly subjective or complex judgments in making estimates and where these estimates can significantly impact our financial results under different assumptions and conditions. We prepare our financial statements in conformity with U.S. generally accepted accounting principles. As such, we are required to make certain estimates, judgments, and assumptions that we believe are reasonable based upon the information available. These estimates, judgments, and assumptions affect the reported amounts of assets and liabilities at the date of the financial statement and the reported amounts of revenue and expenses during the periods presented. Actual results could be different from these estimates.

### **Results of Operations and Financial Condition**

We realize that effective analysis of our operations with an approach of comparing results for a current period with the results of a corresponding prior period may be difficult due to the number of acquisitions that we have completed and the significant number of shares of our common stock that we have issued to the former owners of acquired companies and Cornell Capital. In order to analyze ourselves, we focus not only on achieving increasing amounts of net income and EBITDA, but emphasize the change of net income/(loss) per share.

#### **The Three Months Ended June 30, 2007 and 2006**

Consolidated revenues of continuing operations (representing the revenues of Davel and ProGames) for the quarter ended June 30, 2007 were \$5,967,820 compared with revenues of \$8,197,498 in the prior year quarter, a decrease of 27.2%. Davel derives most of its operating revenues from coin revenue and “dial-around” revenues (intercarrier compensation paid to us by the providers of 800 and other toll-free numbers at the rate of 49.4 cents per call) that are generated by our communications services.

The proliferation of cell phone use by consumers has caused a continuous reduction in the use of payphones. As a result, the revenues of Davel continue to decline. In addition, the location of a significant number of payphones in areas of the country that are subject to severe winter weather contributes to the seasonality of this business. In order to attempt to maintain operating margins, we have reduced the number of payphones by removing those phones receiving minimal use and thereby eliminating the costs to support and maintain those phones. For example, Davel had an average of 24,911 payphones in operation during the quarter ended June 30, 2007, compared with an average of 34,208 payphones in operation during the quarter ended June 30, 2006, a decline of approximately 27.2%. Nonetheless, the cost of services for Davel (excluding depreciation and amortization) for the quarter ended June 30, 2007, expressed as a percentage of corresponding revenues, was 59.7% compared with a percentage of 58.2% in the first quarter of the prior fiscal year. The average monthly revenues per average payphone for the fiscal quarters ended June 30, 2007 and 2006 were \$76.76 and \$78.44, respectively, representing a decline of 2.1% between years.

The total operating costs and expenses of continuing operations for the quarter ended June 30, 2007, excluding the cost of services, depreciation and amortization, were \$4,328,302, representing approximately 72.3% of consolidated revenues for the current quarter. Comparable operating costs and expenses of continuing operations for the quarter ended June 30, 2006, were \$5,096,944, or 62.2% of consolidated revenues for the corresponding period. Included in the operating costs and expenses for each quarter were stock compensation expense amounts (recorded pursuant to the requirements of FAS 123R) of \$200,553 and \$485,091, respectively. Such costs for the prior year quarter also included a charge related to the write-off of investment banking fees of approximately \$166,000. Depreciation and amortization expenses were \$717,181 and \$760,737 in the quarters ended June 30, 2007 and 2006, respectively, representing primarily the depreciation of the costs of deployed payphones and the amortization of payphone location

contracts. The operating costs and expenses of ProGames for the three months ended June 30, 2007 and 2006 were approximately \$207,000 and \$88,000, respectively.

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Interest and other expense, net, was \$630,725 for the quarter ended June 30, 2007 compared with \$503,651 in the corresponding quarter of the prior fiscal year. During the current quarter, we retired principal owed under the Cornell Capital debentures in the amount of \$1,950,000. However, in May 2007, we borrowed \$1,100,000 from Cornell Capital pursuant to a promissory note bearing an annual interest rate of 12%. During the prior year quarter, we completed the retirement of notes payable to Cornell Capital. The major components of net interest and other expense for quarters ended June 30, 2007 and 2006 are presented in the following schedule.

Type of Debt	2007	2006
Convertible debentures (at stated rates)	\$ 321,196	\$ 289,829
Convertible debentures (debt discount amortization)	155,689	97,139
Convertible debentures (stock issuance discounts)	131,551	-
SEDA draw discounts	-	137,795
Notes payable to Cornell Capital	18,082	25,074
Other, net	4,207	(46,186)
Interest and Other Expense, net	\$ 630,725	\$ 503,651

The losses from continuing operations for the three months ended June 30, 2007 and 2006 were \$3,273,174 and \$3,625,783, respectively. The prior year quarter amount included a loss incurred on the extinguishment of debt in the amount of \$409,601.

The losses from discontinued operations for the three months ended June 30, 2007 and 2006 were \$1,715,491 and \$1,111,724, respectively. The prior year quarter results included a charge for goodwill impairment of \$348,118.

We reported a net loss of \$4,988,665 for the quarter ended June 30, 2007, or \$0.0066 per share, compared with a net loss of \$4,737,507 for the quarter ended June 30, 2006, or \$0.0082 per share. Corporate expenses were \$1,767,995 in the current quarter, including \$658,673 in net interest and other expenses and \$207,275 in ProGames operating expenses. Corporate expenses were \$2,559,159 in the prior year quarter, including \$540,643 in net interest and other expenses, \$281,635 of restructuring charges, the loss on the debt extinguishment in the amount of \$409,601, the write-off of \$166,000 in previously deferred investment banking fees and \$88,000 of ProGames organizational costs.

### Liquidity and Capital Resources

We have forecasted our operating cash requirements through the end of calendar 2007 based on several important assumptions. We have not forecasted the use of cash that would be required to repay the transferred liabilities of the wireless networks business in the event that Gobility fails to raise sufficient capital. Mobilepro Corp. is co-obligor on the capital leases transferred to Gobility. The total principal balance of these leases was approximately \$4,519,000 at June 30, 2007. Monthly lease payments on these capital leases total approximately \$213,000. In addition, Mobilepro Corp. was a co-purchaser of certain wireless network equipment obtained by Kite Networks. The amount owed to the supplier of this equipment for the purchase of this equipment, and included in the accounts payable of Kite Networks at June 30, 2007, approximates \$1,591,000.

We have also assumed additional sales of operational payphones and the reduction of corresponding Davel operating costs such that additional funding of this business by Mobilepro Corp. would not be required.

If the Company fails to eliminate the cash requirements represented by the wireless network business, Davel and ProGames as planned, the Company's will not have sufficient cash to sustain operations until the completion of the Wireline Business sale without raising additional capital.

During the quarter ended June 30, 2007, the balance of unrestricted cash and cash equivalents relating to continuing operations decreased by \$246,871 to \$1,746,910. The decrease in the current quarter relating to discontinued operations was \$341,109.

Net cash used in operations during the quarter ended June 30, 2007 was \$1,111,698, reflecting the funding of operating expenses incurred by Davel and the corporate segment and including \$143,700 used in the operating activities of discontinued operations. There were reductions in the accounts receivable and the accounts payable and accrued liabilities of continuing operations in the amounts of \$539,627 and \$493,822, respectively.

We used net cash of \$2,851 in connection with investing activities during the current quarter, reflecting \$87,013 related to the investing activities of discontinued operations. We made capital expenditures during the current quarter relating to continuing operations in the approximate amount of \$183,000. Offsetting this amount was over \$200,000 in cash proceeds related to the sale of payphones in the current quarter.

Our financing activities during the current quarter provided net cash of \$526,569. Cash provided to us by Cornell Capital pursuant to a promissory note issued by us in May 2007 was \$1,100,000. We used \$29,836 in cash to retire principal amounts owed to Cornell Capital under the debentures. The financing activities of discontinued operations used \$543,595 in cash.

On May 19, 2006, the SEDA expired without renewal. The SEDA was important to the growth of our Company. However, we came to believe that the potential additional issuances of common stock pursuant to the SEDA resulted in an overhang that was depressive to the trading price of our common stock. At the time, we believed that less expensive financing alternatives would be available to us. However, the successful pursuit of alternative sources of capital was very difficult. Our group of businesses, our history of net losses, our lack of a sufficient corporate credit history with significant suppliers and the uncertain payback associated with investments in municipal wireless networks proved to be significant obstacles to overcome in our search for capital.

Despite the expiration of the SEDA, Cornell Capital has continued to support the Company. On June 30, 2006, we issued an amended 7.75% secured convertible debenture in the amount of \$15,149,650 to Cornell Capital, replacing the convertible debenture with an outstanding principal amount of \$15,000,000 (and accrued interest payable at June 30, 2006 of approximately \$149,650) that was issued to Cornell Capital in May 2005. With the issuance of the Amended Debenture, we deferred a cash requirement of \$4,500,000 (the amount of the originally scheduled principal payments in the twelve month period ending March 31, 2007) relating to fiscal year 2007.

On August 28, 2006, the Company entered into a financing agreement with Cornell Capital that provided \$7.0 million in funding with the proceeds received upon the issuance of a series of secured, convertible debentures. At each closing, the Company issued Cornell Capital a 7.75% secured convertible debenture in the principal amount for that closing, convertible into common stock at \$0.174 per share and paid a transaction fee equal to 7% of the proceeds. On August 30, 2006, the first closing provided gross cash proceeds of \$2,300,000. During the quarter ended December 31, 2006, additional gross cash proceeds of \$3,525,000 were received. Pursuant to the final closing under this agreement, we received gross proceeds of \$1,175,000 on February 1, 2007.

Using shares of our common stock registered on Form S-3 in November 2006 and as permitted by the terms of the debentures, the Company made principal and interest payments on the debentures issued to Cornell Capital that totaled \$4,880,489 during the fiscal year ended March 31, 2007, and that totaled \$1,967,908 from April 2007 through May 2007. However, the supply of shares registered and related to the convertible debentures has been exhausted. Cornell Capital has agreed to delay additional installment payments until early January 2008 when the Company will be obligated to make total weekly principal payments of \$375,000 plus accrued interest. Unless additional shares are registered by the Company under the Securities Act of 1933 (the "Securities Act"), shares acquired by Cornell Capital are tradable under Rule 144 of the Securities Act, or shares of the Company's common stock are otherwise freely tradable by Cornell Capital without restriction, the Company will be required to make these payments in cash.



However, in the event that the Company or Cornell Capital receives a legal opinion that Cornell Capital is eligible to sell shares of the Company's common stock under Rule 144, the Company will be required to resume making weekly payments of principal and accrued interest with shares of its common stock in September 2007.

During the prior year, we were successful in obtaining lease financing covering certain municipal wireless network equipment. On June 28, 2006, the Company executed a master equipment lease agreement intended to provide financing for the acquisition of qualifying municipal wireless network equipment. On June 30, 2006, the Company received \$2,000,000 in gross cash proceeds from the sale of certain municipal wireless network equipment that is deployed in Tempe, Arizona, and is leasing back the equipment pursuant to the master lease agreement. The leaseback period is 36 months and the terms include a fair-market-value purchase option at the end of the lease term. However, in order to satisfy concerns about our credit worthiness, we were required to purchase certificates of deposit totaling \$700,000 that serve as collateral for the benefit of the lessor. On December 26, 2006, we completed the receipt of approximately \$1,207,000 in gross cash proceeds from the sale of certain wireless network equipment deployed in Farmers' Branch, Texas, and commenced a leaseback of the equipment under the master lease agreement. As above, the leaseback period is thirty-six months and the terms include a fair-market-value purchase option at the end of the lease term. The Company was required to purchase certificates of deposit totaling approximately \$362,000 in order to collateralize this transaction.

On October 10, 2006, the Company signed a master equipment lease agreement with a different lease financing firm that may provide up to \$3 million in lease financing capital for future wireless network equipment purchases. The commitment is available only for equipment manufactured by Cisco Systems. Fifty percent of the commitment is designated for core network infrastructure equipment. The remainder of the commitment is available for transmission equipment purchases and can be used to finance up to 50% of the cost of such purchases. The lease term for each equipment purchase is 24 months. Pursuant to this arrangement and since December 2006, the Company has recorded capital lease transactions covering equipment with a total cost of approximately \$1,950,000.

Currently, our major challenge is to assure the funding of current operations during the next two quarters. As discussed above, if we obtain the necessary regulatory approvals, we expect to complete the sale of the Wireline Business by the end of calendar year 2007 providing us with sufficient cash to retire the Cornell Capital debentures and related accrued interest.

### **Inflation**

Our monetary assets, consisting primarily of cash and receivables, and our non-monetary assets, consisting primarily of intangible assets and goodwill, are not affected significantly by inflation. We believe that replacement costs of equipment, furniture, and leasehold improvements will not materially affect our operations. However, the rate of inflation affects our expenses, such as those for employee compensation and costs of network services, which may not be readily recoverable in the price of services offered by us.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

Our exposure to market risk for changes in interest rates relates primarily to our purchase of certificates of deposit to secure letters of credit and capital leases. In addition, we own common stock issued by two companies, one of which is a publicly-traded security. The carrying value of these investments approximated \$443,000 at June 30, 2007. The difference between the total carrying value of these investments and the current market value of the publicly traded securities was not material. Further, we do not use derivative financial instruments in our investments. Accordingly, we do not believe that there is any material market risk exposure with respect to derivative or other financial instruments that would require disclosure in this item.

### **Item 4. Controls and Procedures.**

#### **Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our Chief Executive Officer (CEO) and Chief Accounting Officer (CAO), we conducted an evaluation of our disclosure controls and procedures (as

defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based upon that evaluation, our CEO and our CAO have concluded that the design and operation of our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive and financial officers, to allow timely decisions regarding required disclosure. Our quarterly evaluation of disclosure controls includes an evaluation of some components of our internal control over financial reporting, and internal control over financial reporting is also separately evaluated on an annual basis for purposes of providing the management report, which is set forth below.

## **Management Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention of timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Management assessed our internal control over financial reporting as of March 31, 2007, the end of our most recently completed fiscal year. Management based its assessment on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included evaluation of elements such as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, and our overall control environment. This assessment was supported by testing and monitoring performed by both our outsourced internal auditing firm and certain of our own finance and accounting personnel.

Based on our assessment, management concluded that our internal control over financial reporting was ineffective as of the end of the fiscal year to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles except as described below. We reviewed the results of management's assessment with the Audit Committee of our Board of Directors. In addition, on a quarterly basis we will evaluate any changes to our internal control over financial reporting to determine if material change has occurred.

Our independent registered public accounting firm, Bagell, Josephs, Levine & Company L.L.C. ("Bagell"), audited management's assessment and independently assessed the effectiveness of the company's internal control over financial reporting and issued an attestation report concurring with management's assessment, which was included in Part II, Item 8, of our Annual Report on Form 10-K for the fiscal year ended March 31, 2007.

## **Material Weaknesses in Internal Controls**

Bagell provided us with an unqualified report on our consolidated financial statements for the fiscal year ended March 31, 2007. However, during the conduct of our assessment of internal control over financial reporting, we identified material weaknesses in the design of certain general controls governing computer processing activities and have advised the audit committee that the following material weaknesses existed at March 31, 2007. As defined by the Public Company Accounting Oversight Board Auditing Standard No. 2, a material weakness is a significant control deficiency or a combination of significant deficiencies that results in a more than remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

The material weaknesses exist in the design and execution of certain general controls governing computer processing ("I/T") activities. Most significantly, the management of the customer information database utilized by the customer care and customer billing functions of one of our companies is performed offsite by a subcontracted consultant without proper controls over access to the data or changes to the system. In addition, we do not have processes established to document the control over changes made to certain proprietary information systems that supply transactions amounts. Finally, we do not have the proper processes in place at all subsidiaries for the establishment and maintenance of individual access codes and passwords.



While these material weaknesses did not have an effect on our reported results or result in the restatement of any previously issued financial statements or any other related disclosure, they nevertheless constituted deficiencies in our controls. In light of these material weaknesses and the requirements enacted by the Sarbanes-Oxley Act of 2002, and the related rules and regulations adopted by the SEC, our CEO and CAO concluded that, as of March 31, 2007, our controls and procedures needed improvement and were not effective at a reasonable assurance level. Despite those deficiencies in our internal controls, management believes that there were no material inaccuracies or omissions of material fact in this quarterly report.

Since the discovery of the material weaknesses in I/T internal controls described above, management is strengthening the Company's oversight over the I/T functions and its attendant controls, procedures, documentation and security beyond what has existed in prior years. Specifically, we have taken, and plan to take, whatever additional steps necessary to improve our I/T controls and procedures and eliminate the identified material weaknesses. Management has prepared for publication within the Company a set of information security program standards that shall provide requirements to the I/T staff members throughout the Company in a wide range of I/T areas including IT governance, computer operations, system changes and information security.

The elimination of the material weaknesses identified above is among our highest priorities. We have discussed our corrective actions and future plans with our audit committee and Bagell as of the date of this annual report, and believe the planned actions should serve to correct the above listed material weaknesses to our internal controls. However, we cannot provide assurance that neither we nor our independent auditors will in the future identify further material weaknesses or significant deficiencies in our internal control over financial reporting that we have not discovered to date.

#### **Inherent Limitations on Effectiveness of Controls**

The Company's management, including the CEO and CAO, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions of deterioration in the degree of compliance with policies or procedures.

#### **Changes in Internal Control over Financial Reporting**

There have been no changes in our internal controls over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## **PART II**

### **OTHER INFORMATION**

#### **Item 1. Legal Proceedings.**

In addition to certain other litigation arising in the normal course of its business that we believe will not materially affect our financial position or operating results, we were involved with the following legal proceedings during the fiscal quarter ended June 30, 2007.

1) At the time that we acquired Davel, there was existing litigation brought against Davel and other defendants regarding a claim associated with certain alleged patent infringements. Davel has been named as a defendant in a civil action captioned Gammino v. Cellco Partnership d/b/a Verizon Wireless, et al., C.A. No. 04-4303 filed in the United States District Court for the Eastern District of Pennsylvania. The plaintiff claims that Davel and other defendants allegedly infringed its patent involving the prevention of fraudulent long-distance telephone calls. The plaintiff is seeking monetary relief of at least \$7,500,000. Davel does not believe that the allegations set forth in the complaint are valid and Davel filed a Motion for Summary Judgment, which remains pending before the court. In a similar action filed by the plaintiff in the United States District Court of Texas against Southwestern Bell Telephone, LP and SWBT Texas, LLC the Court recently granted the defendants' Motion for Summary Judgment and dismissed the case with prejudice based upon that court's finding that the Gammino Patents were invalid. The decision of the United States District Court of Texas has been appealed.

According to the terms of the Davel acquisition, the former secured lenders of Davel, subject to certain limitations addressed below, have agreed to reimburse the Company for the litigation cost and any losses resulting from the Gammino lawsuit. The former secured lenders have agreed to fund such costs from future regulatory receipts that were assigned to them by Davel. The regulatory receipts are being deposited into a third-party escrow account and used to reimburse the Company for costs incurred in connection with the litigation. The secured lenders are not required to fund the escrow account or otherwise reimburse the Company for amounts, if any, in excess of actual regulatory receipts collected. Any amount remaining in the escrow account at the conclusion of the litigation is to be distributed to the former secured lenders. Subsequent to March 31, 2005, the Company has received significant regulatory receipts, which are being held in escrow. These funds can be used to reimburse the Company for costs, including legal fees, incurred in defending or settling the litigation matter. We believe that there are sufficient funds in the escrow account to pay both our legal costs in defending against this plaintiff's infringement claims and any potential judgment that could be reasonably expected in our view. There is a potential exposure of the Company to the \$7,500,000 claim in the event that the regulatory receipts that are being held in escrow are insufficient to cover any potential judgment against the Company should it be found liable for the full monetary amount the plaintiff is seeking.

2) On August 6, 2006, we were served with a summons and complaint filed in the Superior Court of the State of Arizona in Maricopa County in the matter captioned Michael V. Nasco, et. al. vs. MobilePro Corp., et. al. which makes claims arising out of the acquisition by the Company of Transcordia, LLC. The plaintiff alleges breach of contract, fraud, relief rescission, failure to pay wages and unjust enrichment and seeks damages in excess of \$3 million. On or about November 7, 2006, we filed a motion to dismiss arguing lack of standing and corporate existence. The motion to dismiss was subsequently denied by the Court and the matter is in the discovery stage. We believe that we have meritorious defenses to the alleged claims and intend to vigorously defend ourselves in this matter. In the event that our defenses were not successful, we believe that any potential exposure related to the claims alleged against the Company is not likely to be material.

3) On April 17, 2007, the Supreme Court of the United States issued an opinion in the case captioned Global Crossing Telecommunications, Inc. v. Metrophones Telecommunications, Inc. on Certiorari from the United States Court of Appeals for the Ninth Circuit (the "Ninth Circuit" and the "Metrophones Case"), No. 05-705, in which it upheld the Ninth Circuit's decision that independent payphone providers have a private right of action to pursue recovery in

federal court from telecommunication carriers who fail to pay dial around compensation. The ruling in the Metrophones Case permits litigation to resume that has been pending in federal district court against AT&T Corporation, Sprint Communications Company, LP and Qwest Communications, Inc. (the "Defendants") for non-payment of dial around compensation. Davel Communications, Inc. and certain of Davel's subsidiaries (collectively, the "Davel Entities") are directly or indirectly plaintiffs in the federal district court cases against the Defendants. Although the federal district court case has been pending since 1999, the litigation remains in its preliminary phases. As a result, we cannot predict the likelihood of success on the merits, the costs associated with the pursuit of the claims, the timing of any recovery or the amount of recovery, if any. However, the industry representing a group of independent payphone providers, including the Davel Entities, has recently prevailed in a similar Federal Communications Commission administrative proceeding against another carrier for non-payment of dial-around compensation using a similar damages model which was accepted and pursuant to which the Federal Communications Commission assessed pre-judgment interest (the "Similar Litigation"). The Similar Litigation is being appealed to the U.S. Court of Appeals for the District of Columbia. Based upon our damages model in the Similar Litigation, we estimate that the amount in controversy for the Davel Entities against the Defendants extends well into the eight figures, but any recovery is conditioned on, among other things (i) prevailing on the merits at trial; (ii) having the Davel Entities' damages model and other claims approved in whole or in large part; and (iii) prevailing on any appeals that the Defendants may make. As evidenced by the eight years that this litigation has been in process, the Defendants have shown an interest in stretching the duration of the litigation and have the means to do so. Although the Davel Entities could ultimately benefit (in an absolute sense, although not necessarily on a present value basis) from this delay in the event that pre-and/or post-judgment interest (awarded at 11.25% per annum in the Similar Litigation) is assessed against the Defendants and the potential award of attorneys' fees and/or other remedies (in addition to compensatory damages) if the Davel Entities prevail, such delay will result in a deferral of the receipt of any cash to the Davel Entities.



## Item 1A. Risks Factors

*Investing in our securities involves a high degree of risk. Before investing in our securities, you should carefully consider the risks and uncertainties described below and those included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2007, and the other information contained in this report. Our future results may also be impacted by other risk factors listed from time to time in our future filings with the SEC, including, but not limited to, our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q. If any of these risks or uncertainties actually occurs, our business, financial condition or future operating results could be materially harmed. In such an event, the trading price of our common stock could decline and you could lose part or all of your investment.*

### **The Sale of Portions of Our Business May Not Be Concluded and We May Not Have Sufficient Cash to Continue Operations**

We have forecasted our operating cash requirements through the end of calendar 2007 based on several important assumptions. We have assumed that Gobility will succeed in obtaining sufficient funding for its operations enabling Kite Networks to make the scheduled payments on its liabilities including the capital equipment leases.

We have also assumed additional sales of operational payphones and the reduction of corresponding Davel operating costs such that additional funding of this business by Mobilepro Corp. would not be required.

If the Company fails to permanently eliminate the cash requirements represented by the wireless network business and Davel as planned, the Company's will not have sufficient cash to sustain operations until the completion of the Wireline Business sale without raising additional capital.

Included in its audit report on our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2007, our independent registered public accounting firm included a paragraph describing that there is substantial doubt about the Company's ability to continue as a going concern.

### **The Failure of Gobility to Raise Capital May Result in Our Payment of Transferred Liabilities**

In December 2006, we engaged an investment banking firm to assist in evaluating strategic alternatives for the wireless networks business conducted by its Kite Networks and Kite Broadband subsidiaries. Efforts to secure investment capital for this business or to find a willing buyer resulted in the sale of the wireless networks business to Gobility on July 8, 2007. The purchase price was \$2.0 million, paid with a debenture convertible into shares of common stock of Gobility. However, under the terms of the debenture, Gobility is required to raise at least \$3.0 million in cash no later than August 15, 2007. If Gobility defaults on the financing obligation under the debenture, we will have the right to repurchase the wireless networks business with the surrender of the debenture and the payment of a nominal additional amount.

Mobilepro Corp. is co-obligor on the capital leases transferred to Gobility. The total principal balance of these leases was approximately \$4,519,000 at June 30, 2007. Monthly lease payments on these capital leases total approximately \$213,000. In addition, Mobilepro Corp. was a co-purchaser of certain wireless network equipment obtained by Kite Networks. The amount owed to the supplier of this equipment for the purchase of this equipment, and included in the accounts payable of Kite Networks at June 30, 2007, approximates \$1,591,000.

Although Gobility has represented to us that it has identified \$8 million of potential funding, we understand that Gobility has not yet closed on any funding and that it is behind in making scheduled lease payments. If Gobility fails to raise capital and make the required payments on the liabilities described above, it is likely that the creditors described above will demand payment from Mobilepro Corp. and they may find Mobilepro Corp. to be in default on these obligations.

### **Failure to Complete the Sale of the Wireline Businesses to USA Will Result in Our Inability to Retire the Cornell Capital Debentures**

On June 30, 2007, we executed an agreement to sell the Wireline Businesses (including CloseCall, AFN and the Internet service provider companies) to USA. Pursuant to the USA Purchase Agreement, we closed the sale of the Internet service provider companies to USA on July 18, 2007 and received cash proceeds of \$2,500,000, a promissory note for \$2,000,000 and preferred stock convertible into 7.5% of the fully diluted shares of USA's common stock valued at \$8.1 million. Simultaneously, we used \$2,000,000 of this cash to pay down principal and accrued interest owed to Cornell Capital under the debentures.

The sale of CloseCall and AFN requires the receipt of certain state regulatory approvals before it can be completed. The receipt of all of the approvals may not occur until the end of calendar 2007. Upon the close and pursuant to the terms of the USA Purchase Agreement, are scheduled to receive additional cash proceeds of \$19.4 million, including payment of the \$2.0 million promissory note. Using cash proceeds from the sale of the remainder of the Wireline Business, we expect to be in a position to retire the Cornell Capital debentures plus accrued interest.

If the sale of the Wireline Businesses is not completed pursuant to the negotiated terms by December 31, 2007, the Company will not have the ability to continue as a going concern beyond the third quarter of the current fiscal year without a significant restructuring of the Cornell Capital debt.

### **We Have Lost Money Historically Which Means That We May Not Be Able to Continue Operations**

The Company has historically lost money. The Company's accumulated deficit at June 30, 2007 was \$82,259,910. In the three months ended June 30, 2007, the Company incurred a net loss of \$4,988,665. In the years ended March 31, 2007, 2006 and 2005, the Company sustained net losses of \$45,898,288, \$10,176,407 and \$5,359,722, respectively. During these periods, most of the acquired businesses of Mobilepro have experienced declining revenues. Although restructuring measures have reduced other operating expenses, the Company has been unable to reduce the corresponding costs of services. In addition, the Company has funded the start-up and operations of the municipal wireless networks and online gaming businesses without these companies achieving expected revenues. As a result, the amounts of cash used in operations during the fiscal quarter ended June 30, 2007 and the fiscal year ended March 31, 2007 were \$1,111,698 and \$6,558,708, respectively. Future losses are likely to occur. Accordingly, the Company will continue to experience liquidity and cash flow problems if it is unable to improve its operating performance, to sell assets for cash, or to raise additional capital as needed and on acceptable terms.

### **We Do Not Have Enough Registered Shares to Cover the Scheduled Debenture Payments with Our Common Stock**

To date, Cornell Capital has been a significant source of capital for the Company, providing financing in several forms. Most recently, the Company has borrowed funds under a series of convertible debentures. The total amount

owed to Cornell Capital under the debentures at March 31, 2007 was \$18,149,650. Using shares of its common stock registered on Form S-3 in November 2006, the Company made principal and interest payments on the debentures that totaled \$4,880,489 during the fiscal year ended March 31, 2007, and that totaled \$1,967,908 from April 2007 through May 2007. However, the supply of shares registered for Cornell Capital's benefit related to the convertible debentures has been exhausted. Cornell Capital has agreed to delay additional installment payments until January 2008 when the Company will be obligated to make total weekly principal payments of \$375,000 plus accrued interest. Unless additional shares are registered by the Company under the Securities Act of 1933 (the "Securities Act"), shares acquired by Cornell Capital are tradable under Rule 144 of the Securities Act, or shares of the Company's common stock are otherwise freely tradable by Cornell Capital without restriction, the Company will be required to make these payments in cash. However, in the event that the Company or Cornell Capital receives a legal opinion that Cornell Capital is eligible to sell shares of the Company's common stock under Rule 144, the Company will be required to resume making weekly payments of principal and accrued interest with shares of its common stock in September 2007.

Because of the decline in the total market value of the outstanding shares of our common stock, we are not now eligible to use Form S-3 for primary issuances of shares of our common stock. As a result, we may be required to use a more extensive and time-consuming process in order to register additional shares of our common stock in the future.

The Company may not have the ability to continue as a going concern beyond the third quarter of the current fiscal year without the closing of the CLEC portion of the sale of the Wireline Businesses described above or a significant restructuring of the Cornell Capital debentures.

### **Legal Actions May Be Required by Us in order to Enforce Certain Legal Rights**

The telecommunications industry includes hundreds of companies, many with substantially greater infrastructure, financial, personnel, technical, marketing, and other resources, and larger numbers of established customers and more prominent name recognition than us. We transact business with certain of these companies. In addition, certain of our businesses operate in areas of the industry that are subject to federal and/or state regulations. As a result, in order to enforce rights under negotiated contracts with transaction partners or to obtain the benefits of certain government regulations, we may be forced to initiate or to participate in legal action. For example, as discussed in the third matter included in the “Legal Proceedings” section of this report, Davel is engaged in a lengthy and expensive legal process relating to the nonpayment of dial-around compensation by large, long distance carriers. Using their greater resources, defendants may take actions that stretch the duration of litigation and substantially delay our receipt of the benefits of favorable legal decisions.

### **Federal Regulators Have Taken and May Take Positions in the Future with Which We Disagree or Which We Believe are Contrary to Existing Law and Regulation, Which May Impose Substantial Litigation Costs on Our Business, Impede Our Access to Capital and/or Force Us to Seek a Merger Partner or Cease Operations**

As a publicly traded telecommunications company, we are subject to the regulatory scrutiny of both the FCC and the SEC. Both agencies are so-called “administrative agencies” with statutory authority to implement and enforce laws passed by the U.S. Congress. Despite this limited scope, both the FCC and SEC have the ability to use discretion in certain cases both in interpreting what the laws passed by Congress mean and when to enforce such laws. The FCC and/or SEC may even take positions with which we disagree or which we believe are unfounded in statute, regulation, or prior agency guidance and which are adverse to Mobilepro. For instance, the FCC has been repeatedly overruled by federal courts in recent years for misinterpretations of the 1996 Telecom Act. In order to contest such behavior, Mobilepro may be forced to resort to litigation. In the context of the SEC, Mobilepro’s ability to have any registration statement “go effective” may be impeded if in its comments to a future registration statement the SEC were to take a position with which we disagree based on prior law, regulation or prior SEC interpretative guidance. The registration process that resulted in our Form S-3 becoming effective in November 2006 commenced in September 2005 with the filing of Form SB-2. The protracted registration process included the filing of several registration statement amendments in order to incorporate changes from the SEC received in a series of comment letters. If we were to encounter similar difficulties and a prolonged registration process in connection with a future registration statement, it could materially impair Mobilepro’s access to the capital markets, potentially force Mobilepro to incur substantial litigation related costs and may force Mobilepro to seek a merger with another company or cease operations.

**Our Payphone Division is Experiencing Intense Competition That Has Resulted in Revenue Declines That Will Likely Continue**

Through our Davel subsidiary, we compete with other independent pay telephone providers and large local exchange carriers for the locations where we install and operate pay telephones. Many of these competitors have substantially greater financial, marketing and other resources than us.

Additionally, Davel indirectly competes with other telecommunications providers, including providers of wireless services and prepaid calling card companies, for end users to utilize our pay telephones to make local and long distance calls. The proliferation of wireless communication devices has continued to reduce the use of pay telephones. For example, the cellular telephone business of CloseCall represents indirect competition for Davel. Furthermore, certain providers of wireless communication devices have continued to introduce rate plans, including pre-paid rate plans, that are competitively priced with certain of the products offered by us and have negatively impacted the usage of pay telephones throughout the nation. The effect on our business is that revenues of Davel are steadily declining. Davel's revenues were \$30,028,114 for the fiscal year ended March 31, 2007 compared with \$40,305,697 for the corresponding period of the prior year, a decline of 25.5%.

If the revenues continue to decline, it is likely that additional consolidated operating losses will be incurred by Davel and anticipated proceeds from additional sales of groups of payphones may not be realized.

**If Cornell Capital or Other Large Stockholders Sell Part or All of Their Shares of Common Stock in the Market, Such Sales May Cause Our Stock Price to Decline**

From time to time, Cornell Capital and other selling stockholders may sell in the public market up to all of the shares of common stock owned at that time.

In November 2006, we filed a registration statement on Form S-3 covering the resale by selling stockholders of up to 404,474,901 shares of common stock that was declared effective by the SEC. To date, we have issued 175,779,290 shares of our common stock to Cornell Capital that were covered by the registration statement. The remaining number of shares registered in this offering represents approximately 33.0% of the total number of shares of common stock outstanding at March 31, 2007. In the event that the selling stockholders dispose of some or all of the remaining shares of common stock covered by this registration statement, such sales may cause our stock price to decline.

The offering registered a large percentage of the shares of common stock held by current and former executive officers and directors. While we are not aware of any plans of any current officer or director to sell shares, it is likely that former officers of the Company whose service with us is being terminated in connection with the business disposition transactions described herein may sell shares held by them.

Any significant downward pressure on our stock price caused by the sale of stock by large selling stockholders could encourage short sales by third parties. Such short sales could place further downward pressure on our stock price.

**If Our Previous Capital Raising Transactions with Cornell Capital Were Held to Be in Violation of the Securities Act of 1933, We Could Experience Significant Negative Consequences**

During its review of Amendment No. 1, filed on November 30, 2005, to our Registration Statement on Form SB-2, originally filed on September 30, 2005 and withdrawn by us on September 22, 2006, the SEC issued a comment stating that it believed that the repayment of promissory notes to Cornell Capital using proceeds from advances under the SEDA may have somehow violated Section 5 of the Securities Act of 1933 (the "Securities Act"). We requested guidance from the SEC regarding these transactions and how the transactions we had completed implicated Section 5. The only guidance we received was a reference to Section VIII of the Commission's Current Issues and Rulemaking Projects Quarterly Update dated March 31, 2001 (the "Quarterly Update"). We analyzed each requirement for an equity

line to comply with the Securities Act set forth in the Quarterly Update. We believe that we fully complied with the SEC's guidance and that the guidance does not explicitly or implicitly prohibit or in any way limit the use of proceeds under the SEDA to repay debt obligations to Cornell Capital or any other party or limit any other use of proceeds. We are not aware of any other law, regulation or interpretive guidance on this subject and have not been advised of the existence of any by the SEC. Once we became aware of the new position of the staff of the SEC on this issue, however, we nevertheless immediately changed our repayment of notes issued to Cornell Capital to ensure that such repayments of debt were made only from cash generated by our operations or provided from other sources. Furthermore, all such notes payable to Cornell Capital were repaid during the quarter ended June 30, 2006, and no such notes were payable to Cornell Capital at March 31, 2007.

Accordingly, we do not believe that these transactions constitute a violation of the Securities Act. However, the SEC could commence an enforcement action against us, and if these transactions were held by a court to be in violation of the Securities Act, we could experience a material adverse effect and the market price of our common stock could decline, which could force us to sell or merge the company because our ability to raise additional financing would be significantly compromised. Any claim would be bound by the one-year statute of limitations under Section 13 of the Securities Act.

We do not believe we have violated the Securities Act, and we would contest vigorously any claim that a violation of the Securities Act occurred.

### **The Federal and State Regulations under Which We Operate Could Change, Resulting in Harm to Our Business**

The enactment of the Telecommunications Act of 1996 significantly altered the regulatory landscape in which our businesses operate. In addition, state regulators maintain jurisdiction over certain of our services. We cannot predict whether future FCC or state regulatory decisions may adversely affect our ability to operate certain of our business or impact our profitability.

Although the Telecommunications Act of 1996, as implemented by the FCC, addressed certain historical inequities in the payphone marketplace, uncertainties relating to the impact and timing of the implementation of this framework still exist. The uncertainty with the greatest potential financial impact relates to revenue from and collectibility of access code calls and toll-free dialed calls, or dial around compensation. Dial around compensation accounts for a material percentage of our revenues. Historically, many parties legally obligated by the FCC to pay dial around compensation have nevertheless failed to do so. We believe that such failures exist today. While we believe that we would have the right to sue in order to collect amounts owed, such efforts may consume management time and attention and our cash, and there can be no assurance that such efforts would result in the collection of any additional amounts. Consequently, such illegal nonpayment activities may adversely affect our cash flows, receivable collectibility, and future business profitability.

### **Our Payphone Division's Revenue Is Subject to Seasonal Variations**

Davel's revenue from pay telephone operations is affected by seasonal variations. Since many of its pay telephones are installed outdoors, weather patterns have differing effects on our revenue depending upon the region of the country where the pay telephones are located. For example, the pay telephones installed and operated throughout the Midwestern and eastern United States produce their highest call volumes during the second and third calendar quarters, when the climate tends to be more favorable. Currently, approximately 25% of our payphones are located in these regions of the country. Unusually severe weather in these regions could exacerbate the seasonal variations in revenues resulting in adverse effects on our business. In addition, changes in the geographic distribution of Davel's pay telephones in the future may result in differing seasonal variations in our operating results.

### **Our Common Stock Is Deemed to Be "Penny Stock," Which May Make It More Difficult for Investors to Resell Their Shares Due to Suitability Requirements**

Our common stock is deemed to be "penny stock" as that term is defined in Rule 3a51-1 promulgated under the Securities Exchange Act of 1934. A penny stock has the following characteristics:

- It is traded at a price of less than \$5.00 per share;

- It is not traded on a “recognized” national exchange;
- Its price is not quoted on the Nasdaq automated quotation system (Nasdaq-listed stock must still have a price of not less than \$5.00 per share); or
- Its issuer has net tangible assets less than \$2.0 million (if the issuer has been in continuous operation for at least three years) or \$5.0 million (if in continuous operation for less than three years), or has average annual revenues of less than \$6.0 million for the last three years.

Trading of our stock may be restricted by the SEC’s penny stock regulations that may limit a stockholder’s ability to buy and sell our stock.

The penny stock rules impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and “accredited investors.” The term “accredited investor” refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer’s account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer’s confirmation. Moreover, broker/dealers are required to determine whether an investment in a penny stock is a suitable investment for a prospective investor. The penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser’s written agreement to the transaction.

These disclosure requirements may have the effects of reducing the number of potential investors and the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. This may make it more difficult for investors in our common stock to sell shares to third parties or to otherwise dispose of them. This could cause our stock price to decline. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

In addition, the National Association of Securities Dealers, or NASD, has adopted sales practice requirements that may also limit a stockholder’s ability to buy and sell our stock. Before recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives and other information. Under interpretations of these rules, the NASD believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The NASD requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit investors’ ability to buy and sell our stock and have an adverse effect on the market for our shares.

## **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**



In the period November 27, 2006 through May 10, 2007, the Company issued a total of 55,089,635 unregistered shares of its common stock to Cornell Capital in satisfaction of its obligation under the Amended Debenture to make weekly installment principal payments plus interest in the total amount of \$3,252,649.

In the period January 11, 2007 through May 10, 2007, the Company issued a total of 120,689,655 unregistered shares of its common stock to Cornell Capital in satisfaction of its obligation under the Amended Debenture to make weekly installment principal payments plus interest in the total amount of \$3,595,740.

Except as otherwise noted, the securities described in this Item were issued pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933 and/or Regulation D promulgated under the Securities Act. Each such issuance was made pursuant to individual contracts that are discrete from one another and are made only with persons who were sophisticated in such transactions and who had knowledge of and access to sufficient information about Mobilepro Corp. to make an informed investment decision. Among this information was the fact that the securities were restricted securities.

**Item 3. Defaults upon Senior Securities.**

There were no defaults upon senior securities during the three months ended June 30, 2007. Please see the Risk Factor presented above titled "The Failure of Gobility to Raise Capital May Result in Our Payment of Transferred Liabilities".

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

There were no matters submitted to the stockholders for a vote during the three months ended June 30, 2007.

**Item 5. Other Information.**

Not applicable.

**Item 6. Exhibits.**

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

<b>Exhibit No.</b>	<b>Description</b>	<b>Location</b>
2.1	Asset Purchase Agreement, dated as of December 29, 2006, by and among TeleCommunication Systems, Inc., Mobilepro Corp., and CloseCall America, Inc.	Incorporated by reference to Exhibit 10.01 to the Registrant's Current Report on Form 8-K filed on January 10, 2007
2.2	Purchase Agreement, dated as of June 29, 2007, by and between Mobilepro Corp. and United Systems Access, Inc.	Incorporated by reference to Exhibit 10.01 to the Registrant's Current Report on Form 8-K filed on July 6, 2007
2.3	Amendment to the Purchase Agreement by and between Mobilepro Corp. and United Systems Access, Inc., dated July 6, 2007	Incorporated by reference to Exhibit 10.02 to the Registrant's Current Report on Form 8-K filed on July 6, 2007
2.4	Second Amendment to the Purchase Agreement by and between Mobilepro Corp. and United Systems Access, Inc., dated July 13, 2007	Incorporated by reference to Exhibit 10.03 to the Registrant's Current Report on Form 8-K filed on July 19, 2007
2.5	Third Amendment to the Purchase Agreement by and between Mobilepro Corp. and United Systems Access, Inc., dated July 13, 2007	Incorporated by reference to Exhibit 10.04 to the Registrant's Current Report on Form 8-K filed on July 19, 2007
2.6	Management Agreement, dated as of July 18, 2007, by and between Mobilepro Corp., United Systems Telecom Access, Inc. and United Systems Access, Inc.	Incorporated by reference to Exhibit 10.05 to the Registrant's Current Report on Form 8-K filed on July 19, 2007
2.7	Purchase Agreement, dated as of July 8, 2007, by and between Mobilepro Corp. and Gobility, Inc.	Incorporated by reference to Exhibit 10.01 to the Registrant's Current Report on Form 8-K filed on July 10, 2007
2.8	Convertible Debenture issued to Mobilepro Corp. by Gobility, Inc., made as of July 8, 2007	Incorporated by reference to Exhibit 10.02 to the Registrant's Current Report on Form 8-K filed on July 10, 2007
3.1	Certificate of Incorporation, dated April 20, 2001, of Registrant	Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-8 filed on May 11, 2001

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| 3.2 | Certificate of Amendment of Certificate of Incorporation of Mobilepro Corp dated November 16, 2001. | Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-8 filed on December 4, 2001 |
| 3.3 | Certificate of Amendment to Certificate of Incorporation of Mobilepro Corp. dated March 11, 2003    | Incorporated by reference to Exhibit 3.11 to the Registrant's Registration Statement on Form SB-2 filed on May 6, 2003    |
| 3.4 | By-Laws of Registrant   | Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-8 filed on May 11, 2001     |

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4.1	2001 Equity Performance Plan	Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 filed on December 4, 2001
4.2	Amended and Restated 2001 Equity Performance Plan	Incorporated by reference to Exhibit 4.2 to the Registrant's Annual Report on Form 10-KSB filed on June 29, 2004
10.1	Executive Employment Agreement, dated December 15, 2003, between Jay O. Wright and the Company	Incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-QSB filed on February 13, 2004
10.2	Executive Employment Agreement, dated April 15, 2004 between Jay O. Wright and the Company	Incorporated by reference to Exhibit 10.15 to the Amendment to Registrant's Registration Statement on Form SB-2 filed on May 14, 2004
10.3	Amended and Restated Executive Employment Agreement, dated June 9, 2004 between Jay O. Wright and the Company	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 15, 2004
10.4	Amended and Restated Executive Employment Agreement, dated June 16, 2005 between Jay O. Wright and the Company	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 20, 2005
10.5	Standby Equity Distribution Agreement, dated May 13, 2004 between the Company and Cornell Capital	Incorporated by reference to Exhibit 10.20 to the Registrant's Registration Statement on Form SB-2 filed on May 14, 2004
10.6	Registration Rights Agreement, dated May 13, 2004 between the Company and Cornell Capital	Incorporated by reference to Exhibit 10.21 to the Registrant's Registration Statement on Form SB-2 filed on May 14, 2004
10.7	Placement Agent Agreement, dated May 13, 2004 between the Company and Newbridge Securities Corporation	Incorporated by reference to Exhibit 10.22 to the Registrant's Registration Statement on Form SB-2 filed on May 14, 2004

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| 10.8  | Escrow Agreement, dated May 13, 2004 between the Company and Cornell Capital   | Incorporated by reference to Exhibit 10.23 to the Registrant's Registration Statement on Form SB-2 filed on May 14, 2004 |
| 10.9  | Employment Agreement dated February 28, 2005 between Davel Communications, Inc. and Tammy L. Martin                  | Incorporated by reference to Exhibit 10.28 to the Registrant's Annual Report on Form 10-KSB filed on June 28, 2005       |
| 10.10 | Amendment No. 1 to Employment Agreement between Davel Communications, Inc. and Tammy L. Martin, dated April 20, 2005 | Incorporated by reference to Exhibit 10.29 to the Registrant's Annual Report on Form 10-KSB filed on June 28, 2005       |

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10.11	Amendment No. 2 to Employment Agreement between Davel Communications, Inc. and Tammy L. Martin, dated May 26, 2005	Incorporated by reference to Exhibit 10.30 to the Registrant's Annual Report on Form 10-KSB filed on June 28, 2005
10.12	Securities Purchase Agreement, dated as of May 13, 2005, by and between the Company and Cornell Capital	Incorporated by reference to Exhibit 10.35 to the Registrant's Annual Report on Form 10-KSB filed on June 28, 2005
10.13	Secured Convertible Debenture, issued on May 13, 2005 by the Company to Cornell Capital	Incorporated by reference to Exhibit 10.36 to the Registrant's Annual Report on Form 10-KSB filed on June 28, 2005
10.14	Amended and Restated Collateral Assignment of Intellectual Property Rights, made as of May 13, 2005, by and among the Company, the Company subsidiaries identified therein and Cornell Capital	Incorporated by reference to Exhibit 10.37 to the Registrant's Annual Report on Form 10-KSB filed on June 28, 2005
10.15	Amended and Restated Security Agreement, dated May 13, 2005, by and among the Company, the subsidiaries identified therein and Cornell Capital	Incorporated by reference to Exhibit 10.38 to the Registrant's Annual Report on Form 10-KSB filed on June 28, 2005
10.16	Investor Registration Rights Agreement, dated as of May 13, 2005 by and between the Company and Cornell Capital	Incorporated by reference to Exhibit 10.39 to the Registrant's Annual Report on Form 10-KSB filed on June 28, 2005
10.17	Amended and Restated Guaranty Agreement, dated as of May 13, 2005, made by each of the direct and indirect subsidiaries of the Company in favor of Cornell Capital	Incorporated by reference to Exhibit 10.40 to the Registrant's Annual Report on Form 10-KSB filed on June 28, 2005
10.18	Warrant issued by the Company to Cornell Capital	Incorporated by reference to Exhibit 10.41 to the Registrant's Annual Report on Form 10-KSB filed on June 28, 2005
10.19	Master Agreement for Services between Sprint Communications Company L.P. and Kite Broadband, LLC, dated May 20, 2005*	Incorporated by reference to Exhibit 2.1 to the Registrant's Form 10-QSB filed November 14, 2005

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| 10.20 | Agreement between the City of Tempe and NeoReach, Inc. for the Use of City Property in Connection with the Operation of a WiFi Network, dated August 17, 2005 | Incorporated by reference to Exhibit 10.48 to the Registrant's Annual Report on Form 10-KSB filed on June 29, 2006 |
| 10.21 | Executive Employment Agreement dated February 1, 2006, between Jerry M. Sullivan, Jr. and the Company   | Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed February 13, 2005   |
| 10.22 | Secured Convertible Debenture, issued on June 30, 2006 by the Company to Cornell Capital  | Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed July 7, 2006        |



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10.23	Warrant issued by the Company to Cornell Capital	Incorporated by reference to Exhibit 10.40 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006
10.24	Master Lease Agreement dated June 28, 2006 between JTA Leasing Co., LLC, Mobilepro Corp., and NeoReach, Inc.	Incorporated by reference to Exhibit 10.41 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006
10.25	Letter Agreement between American Fiber Network, Inc. and FSH Communications LLC, dated June 30, 2006*	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, dated July 11, 2006
10.26	Securities Purchase Agreement, dated as of August 28, 2006, by and between the Company and Cornell Capital	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 30, 2006
10.27	Secured Convertible Debenture, issued on August 28, 2006, by the Company to Cornell Capital	Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on August 30, 2006
10.28	Investor Registration Rights Agreement, dated as of August 28, 2006, by and between the Company and Cornell Capital	Incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on August 30, 2006
10.29	Irrevocable Transfer Agent Instructions dated August 28, 2006 among the Company, Interwest Transfer Company, Inc. and David Gonzalez, Esq., as Escrow Agent	Incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed on August 30, 2006
10.30	Warrant issued by the Company to Cornell Capital	Incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on August 30, 2006
10.31	Amendment No. 1 to the Securities Purchase Agreement, dated September 20, 2006, between the Company and Cornell Capital, and the related Convertible Debenture	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on September 21, 2006
10.32	Amendment No. 2 to the Securities Purchase Agreement, dated October 23,	Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on

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2006, between the Company and Cornell Capital      Form 8-K filed on October 24, 2006

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| 10.33 | Master Equipment Lease dated September 27, 2006, between Data Sales Co., Mobilepro Corp., and Kite Networks, Inc.           | Incorporated by reference to Exhibit 10.46 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 |
| 10.34 | Amendment No. 1 to Convertible Debentures issued to Cornell Capital, dated January 17, 2007                                 | Incorporated by reference to Exhibit 10.01 to the Registrant's Current Report on Form 8-K filed on January 23, 2007                   |
| 10.35 | Amendment No. 2 to Convertible Debenture issued to Cornell Capital, dated February 20, 2007<br>(the \$15,149,650 debenture) | Incorporated by reference to Exhibit 10.01 to the Registrant's Current Report on Form 8-K filed on February 26, 2007                  |

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10.36	Amendment No. 2 to Convertible Debentures issued to Cornell Capital, dated February 20, 2007 (the \$7,000,000 debentures)	Incorporated by reference to Exhibit 10.02 to the Registrant's Current Report on Form 8-K filed on February 26, 2007
10.37	Amendment No. 3 to Convertible Debentures issued to Cornell Capital, dated April 2, 2007 (the \$7,000,000 debentures)	Incorporated by reference to Exhibit 10.02 to the Registrant's Current Report on Form 8-K filed on April 5, 2007
10.38	Consent and Waiver Agreement dated March 30, 2007 with Cornel Capital	Incorporated by reference to Exhibit 10.01 to the Registrant's Current Report on Form 8-K filed on April 5, 2007
10.39	Amendment No. 4 to Convertible Debentures issued to Cornell Capital, dated May 11, 2007 (the \$7,000,000 debentures)	Incorporated by reference to Exhibit 10.01 to the Registrant's Current Report on Form 8-K filed on May 15, 2007
10.40	Promissory Note, dated May 11, 2007, issued to Cornell Capital	Incorporated by reference to Exhibit 10.02 to the Registrant's Current Report on Form 8-K filed on May 15, 2007
10.41	Amendment No. 5 to Convertible Debentures issued to Cornell Capital, dated July 18, 2007 (the \$7,000,000 debentures)	Incorporated by reference to Exhibit 10.01 to the Registrant's Current Report on Form 8-K filed on July 19, 2007
10.42	Amendment No. 3 to Convertible Debenture issued to Cornell Capital, dated July 18, 2007 (the \$15,149,650 debenture)	Incorporated by reference to Exhibit 10.02 to the Registrant's Current Report on Form 8-K filed on July 19, 2007
21.1	Subsidiaries of Registrant	Incorporated by reference to Exhibit 21.1 to the Registrant's Annual Report on Form 10-KSB filed on June 29, 2006
31.1	Certification by Jay O. Wright, Chief Executive Officer, pursuant to Rule 13a-14(a)	Provided herewith
31.2	Certification by Richard H. Deily, Principal Financial Officer, pursuant to Rule 13a-14(a)	Provided herewith

32.1      Certification by Jay O. Wright and      Provided herewith  
Richard H. Deily, pursuant to 18 U.S.C.  
Section 1350, as adopted pursuant to  
Section 906 of the Sarbanes-Oxley Act of  
2002\*\*

\* Confidential treatment has been requested for certain portions of this document pursuant to an application for confidential treatment sent to the Securities and Exchange Commission. Such portions are omitted from this filing and filed separately with the Securities and Exchange Commission.

\*\* These certifications are not deemed filed by the SEC and are not to be incorporated by reference in any filing of the Registrant under the Securities Act of 1933 or the Securities Exchange Act of 1934, irrespective of any general incorporation language in any filings.

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**SIGNATURES**

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

**MOBILEPRO CORP.**

Date: August 9, 2007

By: /s/ Jay O. Wright

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Jay O. Wright, Chief Executive Officer

Date: August 9, 2007

By: /s/ Richard H. Deily

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Richard H. Deily, Chief Accounting Officer