WIDEPOINT CORP
Form 10-Q
August 14, 2008

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

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2008

OR

[_] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ____________________ to ____________________

Commission file number 000-23967

WIDEPOINT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	52-2040275
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
One Lincoln Centre, 18W140 Butterfield Road, Suite 1100, Oakbrook Terrace, Ill	60181
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: (630) 629-0003

Indicate by check whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes _X_ No___

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

Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer [ ] Smaller reporting company [X]

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

As of August 11, 2008, 58,090,697 shares of common stock, $.001 par value per share, were outstanding.

WIDEPOINT CORPORATION

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

WIDEPOINT CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2008	December 31, 2007
Consolidated Balance Sheets		
Assets	(unaudited)	
Current assets:		
Cash and cash equivalents	$ 4,808,203	$ 1,831,991
Accounts receivable	6,955,129	4,808,832
Prepaid expenses and other assets	810,860	328,539
Total current assets	12,574,192	6,969,362
Property and equipment, net	458,621	435,859
Goodwill	7,357,252	2,526,110
Intangibles, net	2,751,487	1,165,461
Other assets	239,431	167,164
Total assets	$ 23,380,983	$ 11,263,956

Liabilities and stockholders equity

Consolidated Balance Sheets	June 30, 2008	December 31, 2007
Current liabilities:		
Short-term borrowings	$ 2,540,567	$ --
Accounts payable	4,668,519	2,715,180
Accrued expenses	1,908,739	707,886
Deferred revenue	70,559	96,674
Short-term portion of capital lease obligation	110,631	118,246
Total current liabilities	9,299,015	3,637,986
Long-term debt, net of current portion	1,359,031	--
Capital lease obligation, net of current portion	112,610	162,976
Total liabilities	10,770,656	3,800,962
Stockholders equity:		
Common stock, $0.001 par value; 110,000,000 shares authorized; 58,090,697 and 52,558,697 shares issued and outstanding, respectively	58,091	52,559
Stock warrants	38,666	38,666
Additional paid-in capital	67,055,973	60,873,273
Accumulated deficit	(54,542,403)	(53,501,504)
Total stockholders equity	12,610,327	7,462,994
Total liabilities and stockholders equity	$ 23,380,983	$ 11,263,956

The accompanying notes are an integral part of these consolidated statements.

WIDEPOINT CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2008	2007	2008	2007
	(unaudited)			
Revenues, net	$ 9,264,073	$ 3,289,109	$ 16,414,638	$ 6,141,479
Cost of sales (including amortization and depreciation of $226,699, $110,069, $440,605, and $220,118, respectively)	7,647,258	2,137,267	13,693,560	4,261,547
Gross profit	1,616,815	1,151,842	2,721,078	1,879,932
Sales and marketing	246,828	219,947	412,531	400,182
General & administrative (including stock compensation expense 123 (r) of $104,378, $22,687, $476,080, and $86,663, respectively)	1,477,374	938,636	3,157,648	1,875,574

	Three Months Ended		Six Months Ended	
Depreciation expense	38,718	21,624	76,033	37,174
Loss from operations	(146,105)	(28,365)	(925,134)	(432,998)
Interest income	56,118	30,160	72,060	61,998
Interest expense	(86,554)	(2,567)	(186,127)	(5,872)
Other expense	(1,698)	--	(1,698)	--
Net loss before income tax	$ (178,239)	$ (772)	$ (1,040,899)	$ (376,872)
Income tax benefit, net	--	--	--	--
Net loss	$ (178,239)	$ (772)	$ (1,040,899)	$ (376,872)
Basic and diluted net loss per share	$ (0.01)	$ (0.00)	$ (0.02)	$ (0.01)
Basic and diluted weighted average shares outstanding	56,447,841	52,543,028	55,240,764	52,242,109

The accompanying notes are an integral part of these consolidated statements.

WIDEPOINT CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
	(unaudited)			
Cash flows from operating activities:				
Net loss	$ (178,239)	$ (772)	$ (1,040,899)	$ (376,872)
Adjustments to reconcile net loss to net cash provided by operating activities:				
Depreciation expense	50,172	30,586	100,286	55,077
Amortization	212,868	101,108	413,975	202,215
Amortization of deferred financing costs	2,143	--	4,286	--
Stock options expense	104,378	22,687	476,080	86,663
Changes in assets and liabilities (net of business combinations)				
Accounts receivable	509,938	479,775	2,064,059	3,407,073
Prepaid expenses and other current assets	(188,455)	91,779	(273,576)	1,764
Accounts payable and accrued expenses	(500,012)	4,581	522,114	(2,643,435)
Net cash provided by operating activities	$ 12,793	$ 729,744	$ 2,266,325	$ 732,485

	Three Months Ended June 30,		Six Months Ended June 30,	
Cashflows from investing activities:				
Purchase of subsidiary, net of cash acquired	--	--	(4,901,745)	--
Purchase of property and equipment	(36,063)	(106,241)	(63,586)	(128,630)
Software development costs	--	(63,809)	--	(63,809)
Net cash used in investing activities	$ (36,063)	$ (170,050)	$ (4,965,331)	$ (192,439)
Cashflows from financing activities:				
Borrowings on notes payable	37,750	--	3,837,750	--
Principal payments on notes payable	(1,435,469)	--	(2,044,940)	--
Principal payments under capital lease Obligation	(29,720)	(13,677)	(57,981)	(25,153)
Costs related to registration statement	--	(1,513)	--	(29,720)
Proceeds from exercise of stock options	--	8,600	14,400	34,710
Proceeds from issuance of stock	4,080,000	--	4,080,000	--
Costs related to issuance of stock	(140,298)	--	(140,298)	--
Costs related to financing purchase of Subsidiary	--	--	(13,713)	--
Net cash provided by (used in) financing activities	$ 2,512,713	$ (6,590)	$ 5,675,218	$ (20,163)
Net increase in cash	$ 2,489,443	$ 553,104	$ 2,976,212	$ 519,883
Cash and cash equivalents, beginning of period	$ 2,318,760	$ 2,741,592	$ 1,831,991	$ 2,774,813
Cash and cash equivalents, end of period	$ 4,808,203	$ 3,294,696	$ 4,808,203	$ 3,294,696
Supplementary Information:				
Promissory Note issued for iSYS acquisition	--	--	$ 2,000,000	--
Liabilities incurred but not yet paid relating to stock issuance	$ 41,949	$ --	41,949	$ --
Noncash investing and financing activity - capital leases for acquisition of property and equipment	--	16,386	--	16,386
Cash paid for interest	$ 38,393	$ 2,567	$ 81,793	5$,872

The accompanying notes are an integral part of these consolidated statements.

WIDEPOINT CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation, Organization and Nature of Operations

The consolidated balance sheet as of June 30, 2008, the condensed consolidated statements of operations for the three and six months ended June 30, 2008 and 2007, and the condensed consolidated statements of cash flows for the three and six months ended June 30, 2008 and 2007 have been prepared by the Company and are unaudited. The consolidated balance sheet as of December 31, 2007 was derived from the audited consolidated financial statements included in the Company s Annual Report on Form 10-K for the year ended December 31, 2007.

The unaudited condensed consolidated financial statements included herein have been prepared by the Company, pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC). Pursuant to such regulations, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. It is the opinion of management that all adjustments (which include normal recurring adjustments) necessary for a fair statement of financial results are reflected in the interim periods presented. Accordingly, these condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2007. The results of operations for the three and six months ended June 30, 2008 are not indicative of the operating results for the full year.

WidePoint Corporation (WidePoint or the Company) is a leading provider of advanced information technology products and services, including identity and information assurance management services, forensic informatics and wireless technology services. WidePoint has three material operational entities, Operational Research Consultants, Inc. (ORC), iSYS, LLC (iSYS), and WidePoint Ill, Inc. WidePoint enables organizations to deploy fully compliant IT services in accordance with government-mandated regulations and advanced system requirements. In January 2008, we completed the acquisition of iSYS. iSYS specializes in mobile telecommunications expense management services, forensic informatics, and information assurance services, predominately to the United States Government. ORC specializes in IT integration and secure authentication processes and software, and providing services to the United States Government. ORC has been at the forefront of implementing Public Key Infrastructure (PKI) technologies. PKI technology uses a class of algorithms in which a user can receive two electronic keys, consisting of a public key and a private key, to encrypt any information and/or communication being transmitted to or from the user within a computer network and between different computer networks. PKI technology is rapidly becoming the technology of choice to enable security services within and between different computer systems utilized by various agencies and departments of the U.S. Government.

WidePoint was incorporated in Delaware on May 30, 1997. Our staff consists of business and computer specialists who help our government and civilian customers augment and expand their resident technologic skills and competencies, drive technical innovation, and help develop and maintain a competitive edge in today s rapidly changing technological environment in business. Our organization emphasizes an intense commitment to our people, our customers, and the quality of our solutions offerings. As a services organization, our customers are our primary focus. We have developed thorough, comprehensive policies, procedures and controls to mitigate the threat, or potential threat, of intentional, unintentional, physical, natural or electronic compromise or disruption of any portion of our systems or services. The talent and technology are available, and the resident expertise is well-versed in working together, to ensure goals are achieved quickly and seamlessly. Contract agreements are already in place and a substantive reference base with an assortment of federal agencies is available.

We intend to continue to market and sell our technical capabilities into the governmental and commercial marketplace. Further, we are continuing to actively search out new synergistic acquisitions that we believe may further enhance our present base of business and service offerings, which has already been augmented by our acquisition of ORC and iSYS and our internal growth initiatives.

The Company has physical locations in Oakbrook Terrace, Illinois; Fairfax, Virginia; McLean, Virginia; Alexandria, Virginia; Chesapeake, Virginia; and Columbus, Ohio. The Company s employees are also deployed at various client locations throughout the upper Midwest and Mid Atlantic areas of the United States.

2. Significant Accounting Policies

Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of acquired entities since their respective dates of acquisition. All significant inter-company amounts have been eliminated in consolidation.

Use of Estimates

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

Reclassifications

Certain amounts in prior year financial statements have been reclassified to conform with the current year presentation.

Cash and Cash Equivalents

Investments purchased with original maturities of three months or less are considered cash equivalents for purposes of these consolidated financial statements. The Company maintains cash and cash equivalents with various major financial institutions. Included in the June 30, 2008 cash balances was $4,997,267 in interest bearing balances in one bank, mostly in excess of federally insured amounts, as compared to $1,592,228 in interest bearing balances in one bank for December 31, 2007. The Company places its temporary cash investments with high credit-quality financial institutions, and as a result, the Company believes that no significant credit risk exists with respect to these cash investments.

Accounts Receivable

The majority of the Company s accounts receivable are due from either United States governmental agencies or established companies in the following industries: manufacturing, healthcare, financial services and United States Federal government contractors. Credit is extended based on evaluation of a customer s financial condition and, generally, collateral is not required. Accounts receivable are due within 30 to 60 days and are stated at amounts due from customers net of an allowance for doubtful accounts if deemed necessary. Customer account balances outstanding longer than the contractual payment terms are reviewed for collectability and after 90 days are considered past due.

The Company determines its allowance by considering a number of factors, including the length of time trade accounts receivable are past due, the Company s previous loss history, the customer s current ability to pay its obligation to the Company, and the condition of the general economy and the industry as a whole. The Company writes off accounts receivable when they become uncollectible, and payments subsequently received on such receivables are credited to the allowance for doubtful accounts.

The Company has not historically maintained a bad debt reserve for our federal government or commercial customers as we have not witnessed any material or recurring bad debt charges and the nature and size of the contracts has not necessitated such bad debt reserve.

Unbilled accounts receivable on time-and-materials contracts represent costs incurred and gross profit recognized near the period-end but not billed until the following period. Unbilled accounts receivable on fixed-price contracts consist of amounts incurred that are not yet billable under contract terms. At June 30, 2008 and December 31, 2007, unbilled accounts receivable totaled $1,562,020 and $371,435, respectively.

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Revenue Recognition

A portion of the Company s revenues are derived from cost-plus, or time-and-materials contracts. Under cost-plus contracts, revenues are recognized as costs are incurred and include an estimate of applicable fees earned. For time-and-material contracts, revenues are computed by multiplying the number of direct labor-hours expended in the performance of the contract by the contract billing rates and adding other billable direct costs. In the event of a termination of a contract, all billed and unbilled amounts associated with those task orders where work has been performed would be billed and collected. The termination provisions of the contract would be accounted for at the time of termination. Any deferred and/or amortization cost would either be billed or expensed depending upon the termination provisions of the contract. Further, the Company has had no material history of losses nor has it identified any material specific risk of loss at June 30, 2008 or on December 31, 2007 due to termination provisions and thus has not recorded provisions for such events.

Additionally, revenues are derived from the delivery of non-customized software. In such cases revenue is recognized when there is persuasive evidence that an arrangement exists (generally a purchase order has been received or contract signed), delivery has occurred, the charge for the software is fixed or determinable, and collectibility is probable.

Revenue from our mobile telecom expense management services (MTEMS) is recognized upon delivery of services as they are rendered. Arrangements with customers on MTEMS related contracts are recognized ratably over a period of performance.

Revenue from the sale of PKI credentials is recognized when delivery occurs. Arrangements with customers on PKI related contracts may involve multiple deliverable elements. In these cases, the Company applies the principles prescribed in Emerging Issues Task Force Abstract (EITF) 00-21 Revenue Arrangements with Multiple Deliverables. The Company analyzes various factors, including a review of the nature of the contract or product sold, the terms of each specific transaction, the relative fair values of the elements required by EITF 00-21, any contingencies that may be present, its historical experience with like transactions or with like products, the creditworthiness of the customer, and other current market and economic conditions.

Should the sale of product or software involve an arrangement with multiple elements (for example, the sale of PKI Credential Seats along with the sale of maintenance, hosting and support to be delivered over the contract period), the Company allocates revenue to each component of the arrangement using the residual value method based on the fair value of the undelivered elements. The Company defers revenue from the arrangement equivalent to the fair value of the undelivered elements and recognizes the remaining amount at the time of the delivery of the product or when all other revenue recognition criteria have been met.

Significant Customers

For the quarter ended June 30, 2008, four customers, the Transportation Security Administration (TSA), the Department of Homeland Security (DHS), FSS DISA/DITCO-SCOTT (Defense Information Security Agency), and the Washington Headquarters Services (WHS), an agency of the Department of Defense (DoD) that provides services for many DoD agencies and organizations, represented approximately 25%, 17%, 12%, and 10% of revenues, respectively. Due to the nature of our business and the relative size of certain contracts, which are entered into in the ordinary course of business, the loss of any single significant customer could have a material adverse effect on results. For the quarter ended June 30, 2007, two customers, the United Space Alliance and XTEC Incorporated, represented approximately 29% and 13% of revenues, respectively. For the six-month period ended June 30, 2008 three customers, TSA, DHS, and WHS, represented approximately 26%, 19%, and 13% of revenues, respectively. For the six-month period ended June 30, 2007, one customer, the Defense Information Security Agency represented approximately 11% of revenues.

Fair value of financial instruments

The Company s financial instruments include cash equivalents, accounts receivable, accounts payable, short-term debt, long-term debt, and capital leases. The carrying values of cash equivalents, accounts receivable and accounts payable approximate their fair value because of the short maturity of these instruments. The carrying amounts of the Company s capital leases and bank borrowings under its credit facility approximate fair value because the interest rates are reset periodically to reflect current market rates.

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Concentrations of Credit Risk

Financial instruments potentially subject the Company to credit risk, which consist of cash and cash equivalents and accounts receivable. As of June 30, 2008, two customers, TSA and DHS , accounted for approximately 28% and 22% of accounts receivable, respectively. As of December 31, 2007, two clients, Headquarters Cryptologic Systems Group (HQ CPSG) and United Space Alliance, represented 24% and 14% of accounts receivable, respectively.

Income Taxes

The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards (SFAS) No. 109, Accounting for Income Taxes. Under SFAS No.109, deferred tax assets and liabilities are computed based on the difference between the financial statement and income tax bases of assets and liabilities using the enacted marginal tax rate. SFAS No. 109 requires that the net deferred tax asset be reduced by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some portion or all of the net deferred tax asset will not be realized. The Company has also adopted the provisions of Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes An interpretation of FASB Statement No. 109.

Property and Equipment

Property and equipment are stated at cost, net of accumulated depreciation and amortization. Property and equipment consisted of the following:

	June 30, 2008	December 31, 2007
Automobiles, computers, equipment and software	$ 780,931	$ 657,883
Less- Accumulated depreciation and amortization	(322,310)	(222,024)
	$ 458,621	$ 435,859

Depreciation expense is computed using the straight-line method over the estimated useful lives of between two and five years depending upon the classification of the property and/or equipment.

In accordance with the American Institute of Certified Public Accountants Statement of Position 98-1 Accounting for the Costs of Computer Software Developed or Obtained for Internal Use, the Company capitalizes costs related to software and implementation in connection with its internal use software systems.

Software Development Costs

WidePoint accounts for software development costs related to software products for sale, lease or otherwise marketed in accordance with SFAS No. 86, Accounting for the Costs of Computer Software to be Sold, Leased, or Otherwise Marketed. For projects fully funded by the Company, significant development costs are capitalized from the point of demonstrated technological feasibility until the point in time that the product is available for general release to customers. Once the product is available for general release, capitalized costs are amortized based on units sold, or on a straight-line basis over a six-year period or other such shorter period as may be required. WidePoint recorded approximately $14,000 of amortization expense for PKI-I, $31,000 for PKI-II, and $12,000 for PKI-III for the three month period ended June 30, 2008. WidePoint was awarded an Authority to Operate (ATO) under the guidelines associated with our PKI certificates in April of 2008 and initiated amortizing the expense for PKI-III in May of 2008 over an approximate three year life. Capitalized software costs, net, included in Intangibles, net, at June 30, 2008 and December 31, 2007 were approximately $0.6 million and $0.7 million, respectively.

Goodwill, Other Intangible Assets, and Long-Lived Assets

Goodwill represents costs in excess of fair values assigned to the underlying net assets acquired. The Company has adopted the provisions of SFAS No. 141, *Business Combinations*, and SFAS No. 142, *Goodwill and Other Intangible Assets.* These standards require the use of the purchase method of accounting for business combinations, set forth the accounting for the initial recognition of acquired intangible assets and goodwill and describe the accounting for intangible assets and goodwill subsequent to initial recognition. Under the provisions of these standards, goodwill is not subject to amortization and annual review is required for impairment. The impairment test under SFAS No. 142 is based on a two-step process involving (i) comparing the estimated fair value of the related reporting unit to its net book value and (ii) comparing the estimated implied fair value of goodwill to its carrying value. Impairment losses are recognized whenever the implied fair value of goodwill is less than its carrying value. The Company s annual impairment testing date is December 31.

The Company recognizes an acquired intangible apart from goodwill whenever the intangible arises from contractual or other legal rights, or when it can be separated or divided from the acquired entity and sold, transferred, licensed, rented or exchanged, either individually or in combination with a related contract, asset or liability. Such intangibles are amortized over their useful lives. Impairment losses are recognized if the carrying amount of an intangible subject to amortization is not recoverable from expected future cash flows and its carrying amount exceeds its fair value.

The Company reviews its long-lived assets, including property and equipment, identifiable intangibles, and goodwill annually or whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. To determine recoverability of its long-lived assets, the Company evaluates the probability that future undiscounted net cash flows will be less than the carrying amount of the assets.

Basic and Diluted Net Earnings (Loss) Per Share

Basic earnings or loss per share includes no dilution and is computed by dividing net earnings or loss by the weighted-average number of common shares outstanding for the period. Diluted earnings or 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. Outstanding options and warrants to purchase 8,009,457 and 7,052,257 common shares, respectively, for the quarters and six months ended at June 30, 2008 and 2007 have not been included in the calculation of the net loss per share as such effect would have been anti-dilutive. As a result of these items, the basic and diluted net loss per share for the quarters and six months ending June 30, 2008 and 2007, respectively, are presented as identical.

Stock-based compensation

In December 2004, the Financial Accounting Standards Board issued SFAS No. 123 (revised 2004), Share-Based Payment, (SFAS No. 123R). This statement requires that the costs of employee share-based payments be measured at fair value on the awards grant date and recognized in the financial statements over the requisite service period.

Effective January 1, 2006, the Company adopted the provisions of SFAS No. 123R using the modified prospective application transition method. Under this method, compensation cost for the portion of awards for which the requisite service has not yet been rendered that are outstanding as of the adoption date is recognized over the remaining service period. The compensation cost for that portion of awards is based on the grant-date fair value of those awards as calculated for pro forma disclosures under SFAS No. 123, as originally issued. All new awards that are modified, repurchased, or cancelled after the adoption date are accounted for under provisions of SFAS No. 123R. Prior periods have not been restated under this transition method. The Company recognizes share-based compensation ratably using the straight-line attribution method over the requisite service period. In addition, pursuant to SFAS No. 123R, the Company is required to estimate the amount of expected forfeitures when calculating share-based compensation, instead of accounting for forfeitures as they occur, which was the Company s practice prior to the adoption of SFAS 123R. As of January 1, 2006, the cumulative effect of adopting the estimated forfeiture method was not material.

The amount of compensation expense recognized under SFAS 123(R) during the three and six month periods ended June 30, 2008 and 2007, respectively, under our plans was comprised of the following:

	Three Months ended June 30 2008	Three Months ended June 30 2007	Six Months ended June 30 2008	Six Months ended June 30 2007
General and administrative expense	$ 104,378	$ 22,687	$ 476,080	$ 153,392
Share-based compensation before taxes	104,378	22,687	476,080	153,392
Share-based compensation expense	$ 104,378	$ 22,687	$ 476,080	$ 153,392
Net share-based compensation expenses per basic and diluted common share	$ 0.00	$ 0.00	$ 0.01	$ 0.00

Since we have cumulative operating losses as of June 30, 2008 for which a valuation allowance has been established, we recorded no income tax benefits for share-based compensation arrangements. Additionally, no incremental tax benefits were recognized from stock options exercised during the three and six months ended June 30, 2008, which would have resulted in a reclassification to reduce net cash provided by operating activities with an offsetting increase in net cash provided by financing activities.

The fair value of each option award is estimated on the date of grant using a Black-Scholes option pricing model (Black-Scholes model) that uses the assumptions of no dividend yield, risk free interest rates of between 2.61% and 4.83%, volatility of between 156% to 57%, and expected life in years of approximately 4 years. Expected volatilities are based on the historical volatility of our common stock. The expected term of options granted is based on analyses of historical employee termination rates and option exercises. The risk-free interest rates are based on the U.S. Treasury yield for a period consistent with the expected term of the option in effect at the time of the grant. Share-based compensation expense recognized during the period is based on the value of the portion of share-based payment awards that is ultimately expected to vest during the period. The estimated forfeiture rates are based on analyses of historical data, taking into account patterns of involuntary termination and other factors. A summary of the option activity under our plans during the six month periods ended June 30, 2008 and 2007 is presented below:

	# of Shares	Weighted average Grant date fair value per share
<u>OUTSTANDING AND NON -VESTED</u>		
Non-vested at January 1, 2008	457,044	$ 0.73
Granted	870,000	$ 0.77
Vested	(57,044)	$ 0.49
Forfeited	--	--
Non-vested at March 31, 2008	1,270,000	$ 0.77
Granted	--	--
Vested	(390,000)	$ 0.80
Forfeited	--	--
Non-vested at June 30, 2008	880,000	$ 0.76

Non-vested at January 1, 2007	753,477	$ 0.67
Granted	--	--
Vested	(323,183)	$ 0.58

Forfeited	(29,250)	$	0.43
Non-vested at March 31, 2007	401,044	$	0.76
Granted	--		--
Vested	--		--
Forfeited	--		--
Non-vested at June 30, 2007	401,044	$	0.76

<u>OUTSTANDING AND EXERCISABLE</u>

Total outstanding at January 1, 2008	7,085,211	$	0.37
Issued	870,000	$	0.90
Cancelled	--		--
Exercised	32,000	$	0.45
Total outstanding at March 31, 2008	7,923,211	$	0.42
Total exercisable at March 31, 2008	6,653,211	$	0.32
Issued	--		--
Cancelled	4,800	$	0.45
Exercised	--		--
Total outstanding at June 30, 2008	7,918,411	$	0.42
Total exercisable at June 30, 2008	7,038,411	$	0.35
Total outstanding at January 1, 2007	7,103,261	$	0.36
Issued	--		--
Cancelled	30,250	$	0.48
Exercised	75,800	$	0.34
Total outstanding at March 31, 2007	6,997,211	$	0.36
Total exercisable at March 31, 2007	6,596,167	$	0.32
Issued	--		--
Cancelled	--		--
Exercised	36,000	$	0.24
Total outstanding at June 30, 2007	6,961,211	$	0.36
Total exercisable at June 30, 2007	6,560,167	$	0.32

The aggregate remaining contractual lives in years for the options outstanding and exercisable on June 30, 2008 were 3.27 and 2.97, respectively.

Aggregate intrinsic value represents total pretax intrinsic value (the difference between WidePoint s closing stock price on June 30, 2008 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on June 30, 2008. This amount changes based on the fair market value of WidePoint s stock. The total intrinsic value of options outstanding as of June 30, 2008 was $5,116,222. The total intrinsic value of options exercisable on June 30, 2008 was $5,041,442. The total intrinsic value of options exercised for the second quarter of fiscal 2008 was $0. The Company issues new shares of common stock upon the exercise of stock options.

At June 30, 2008, 5,145,438 shares were available for future grants under the Company s 1997 Stock Compensation Plans. This includes options for 1,080,150 shares previously exercised through June 30, 2008, under the Company s 1997 Stock Compensation Plans. This does not include 3,999,999 warrants granted and vested to members of the senior management team that were not issued under the Company s 1997 Stock Compensation Plans.

At June 30, 2008, the Company had approximately $458,000 of total unamortized compensation expense, net of estimated forfeitures, related to stock option plans that will be recognized over the weighted average period of 3.27 years.

Recent Accounting Pronouncements

SFAS 157. In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standard (SFAS) No. 157, *Fair Value Measurements* (SFAS 157), which defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and expands disclosures about fair value measurements. SFAS 157 applies to other existing accounting pronouncements that require or permit fair value measurements, the FASB having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. While SFAS 157 does not require any new fair value measurements, its application may change the current practice for fair value measurements. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. On February 8, 2008, the FASB issued FSP FAS 157-2, *Effective Date of FASB Statement No. 157* , which delays the effective date of SFAS 157 for nonfinancial assets and liabilities to fiscal years beginning after November 15, 2008. The adoption of SFAS 157 for financial assets and liabilities in the first quarter of 2008 had no impact on our consolidated financial statements. We are currently evaluating the impact of SFAS 157 for non-financial assets and liabilities.

SFAS 159. In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities (SFAS 159) which permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. SFAS 159 is effective for the Company s current fiscal year ending December 31, 2008. The adoption of this statement did not have an impact on the Company s consolidated financial position, results of operations or cash flows.

SFAS 141(R). In December 2007, the FASB issued SFAS No. 141(R), Business Combinations (FAS 141(R)), to replace FAS 141, Business Combinations. FAS 141(R) requires use of the acquisition method of accounting, defines the acquirer, establishes the acquisition date and broadens the scope to all transactions and other events in which one entity obtains control over one or more other businesses. This statement is effective for financial statements issued for fiscal years beginning on or after December 15, 2008 with earlier adoption prohibited. While the Company does not expect that the adoption of FAS 141(R) will have a material impact on its consolidated financial statements for transactions completed prior to December 31, 2008, the impact of the accounting change could be material for business combinations which may be consummated subsequent thereto.

SFAS 160. In December 2007, the FASB issued Statement of FAS No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51 (FAS 160). FAS 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the retained interest and gain or loss when a subsidiary is deconsolidated. This statement is effective for financial statements issued for fiscal years beginning on or after December 15, 2008 with earlier adoption prohibited. The Company currently does not have any noncontrolling interests or deconsolidated subsidiaries and therefore FAS 160 will not have any impact on its consolidated financial statements.

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3. Debt

On January 2, 2008, WidePoint Corporation (the Company) entered into a Commercial Loan Agreement with Cardinal Bank relating to a $5,000,000 revolving credit facility and a $2,000,000 term loan. Advances under the revolving credit facility bear interest at a variable rate equal to the prime rate plus 0.25% with such variable rate dropping to the prime rate or the prime rate minus 0.25% depending upon the Company meeting certain performance conditions, with the repayment date for such facility being April 30, 2009. This new revolving credit facility replaces the Company s prior $2,000,000 revolving credit facility with Cardinal Bank. The term loan bears interest at 7.5% annually and the repayment date of such term loan is January 1, 2012. The balances for the revolving credit facility and the term loan were approximately $0 and $1.8 million, respectively, at June 30, 2008.

4. Goodwill and Intangible Assets

Effective January 1, 2002, WidePoint adopted SFAS No. 142, *Goodwill and Other Intangible Assets*. SFAS 142 requires, among other things, the discontinuance of goodwill amortization. Under SFAS 142, goodwill is to be reviewed at least annually for impairment; the Company has elected to perform this review annually on December 31st of each calendar year. These reviews have resulted in no adjustments in goodwill.

In January 2008, WidePoint completed the acquisition of iSYS, LLC. (iSYS). The purchase price allocation for the Company s acquisition of iSYS at this time is still preliminary and subject to final adjustments. The Company has engaged a subject matter expert consultant to assist it in its final purchase price allocation. As a result of a requirement in the purchase agreement between WidePoint and iSYS to measure iSYS s working capital and adjust it subsequent to the closing and after an audit had been performed, we determined that the minimum working capital of $2 million dollars was met and that an excess of approximately $143,000 existed, with such $143,000 being properly adjusted and paid during the second quarter of 2008. During 2004, WidePoint completed the acquisition of Operational Research Consultants, Inc. (ORC). The Company also has capitalized software development costs associated with its PKI initiative, established and/or has estimated the purchase price allocation of the assets acquired and allocated the purchase price of the components and software capitalization of goodwill and other intangibles as follows:

	Amortized Intangible Assets	As of June 30, 2008	
		Gross Carrying Amount	Accumulated Amortization
(1)	ORC Intangible (Includes customer relationships and PKI business opportunity purchase accounting preliminary valuations)	$1,145,523	$(810,620)
(2)	PKI-I Intangible (Related to internally generated software)	$334,672	$(213,414)
(3)	PKI-II Intangible (Related to internally generated software)	$649,991	$(354,585)
(4)	PKI-III Intangible (Related to internally generated software)	$211,680	$(11,760)
(5)	iSYS	$2,000,000	$(200,000)
	Total	$4,341,866	$(1,590,379)

Aggregate Amortization Expense:	
For quarter ended 6/30/08	$ 212,868
For the six months ended 6/30/08	$ 413,975

Estimated Amortization Expense:	
For year ended 12/31/08	$ 851,470
For year ended 12/31/09	$ 844,831
For year ended 12/31/10	$ 645,639
For year ended 12/31/11	$ 423,522

For year ended 12/31/12	$ 400,000

(1) The ORC intangible is made up of the purchase accounting associated with the valuation assigned by the Company to ORC s customer relationships and PKI business opportunity. The PKI business opportunity intangible has an estimated life of 6 years and ORC s customer relationships have an estimated life of 5 years. The PKI business opportunity was estimated based upon the contractual life assigned to the authority to issue PKI certificates by the federal government. The fair value of the PKI business opportunity was estimated using the expected present value of future cash flows estimated by the Company for ORC s PKI business opportunity. ORC s customer relationship intangible was estimated based upon an analysis of the historic life of ORC s present customer relationships and their present contract opportunities. A fair value was estimated using the expected present value of the estimated future cash flows generated from those relationships. The weighted average life of this intangible asset class is 3.5 years.

(2) The PKI-I intangible is related to internally generated software that was associated with ORC s PKI-I development of its phase 1 software offerings. ORC commenced sales of its PKI-I service in August of 2004. It has a weighted average life of 3.5 years and is based upon the contractual life assigned to the authority to issue PKI certificates by the federal government.

(3) The PKI-II intangible is related to a secondary PKI software development effort by ORC. ORC commenced sales of its PKI-II service in August of 2005. It has a weighted average life of 3.5 years and is based upon the contractual life assigned to the authority to issue PKI certificates by the federal government.

(4) The PKI-III intangible is related to an additional PKI software development by ORC to attain an Authority To Operate (ATO) under the guidelines associated with PKI certificates to be issued under a General Service Administration (GSA) credential program. ORC was issued its ATO by the GSA in April of 2008. It has a weighted average life of 3.0 years as based upon the contractual life assigned by its authority to operate and issue PKI certificates by the federal government.

(5) The iSYS intangible is made up of the preliminary estimated purchase accounting allocations associated with the valuation assigned by the Company to iSYS s customer relationships and mobile telecom expense management (MTEM) software. The MTEM software intangible has an estimated life of 5 years and iSYS s customer relationships have an estimated life of 5 years. The MTEM software was estimated based upon a preliminary estimate attributed to the most recent life attributable to the contractual life assigned to iSYS s most recent contract awards and terms. The preliminary estimated fair value of the MTEM software was estimated using the expected present value of future cash flows estimated by the Company for iSYS s software. iSYS s customer relationship intangible was estimated based upon an analysis of the historic life of iSYS s present customer relationships and their present contract opportunities. A preliminary fair value was estimated using the expected present value of the estimated future cash flows generated from those relationships. The weighted average life of this intangible asset class is 5.0 years. The Company has retained a subject matter expert consultant to conduct an independent analysis to determine the appropriate valuation of the intangibles and both the estimated life and value may change upon the completion of such independent analysis.

The total weighted average life of all of the intangibles is approximately 3.5 years.

There were no amounts of research and development assets acquired during the quarter and six months ended June 30, 2008 nor any written-off in the period.

The changes in the carrying amount of goodwill for the quarter ended June 30, 2008 and 2007 were as follows:

		Total
Balance as of January 1, 2007	$	2,526,110
Goodwill adjusted	$	--
Balance as of June 30, 2007	$	2,526,110
Balance as of January 1, 2008	$	2,526,110
Goodwill acquired	$	4,831,142
Balance as of June 30, 2008	$	7,357,252

The goodwill acquired is associated with the acquisition of iSYS in January of 2008. Management believes that the carrying value was not impaired as of June 30, 2008.

5. Income Taxes

The Company accounts for income taxes in accordance with SFAS No. 109, Accounting for Income Taxes. Under SFAS No.109, deferred tax assets and liabilities are computed based on the difference between the financial statement and income tax bases of assets and liabilities using the enacted marginal tax rate. SFAS No. 109 requires that the net deferred tax asset be reduced by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some portion or all of the net deferred tax asset will not be realized. The Company has further adopted the provisions of Interpretation No. 48 (FIN 48), Accounting for Uncertainty in Income Taxes An interpretation of FASB Statement No. 109. As required by FIN 48, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority.

The Company has determined that its net deferred tax asset did not satisfy the recognition criteria set forth in SFAS No. 109 and, accordingly, established a valuation allowance for 100 percent of the net deferred tax asset, less the deferred liability related to the Section 481(a) adjustment.

As of June 30, 2008, the Company had net operating loss carry forwards of approximately $20 million to offset future taxable income. These carry forwards expire between 2010 and 2027. Under the provisions of the Tax Reform Act of 1986, when there has been a change in an entity s ownership of 50 percent or greater, utilization of net operating loss carry forwards may be limited. As a result of WidePoint s equity transactions, the Company s net operating losses will be subject to such limitations and may not be available to offset future income for tax purposes. The Company adopted FIN 48 as of January 1, 2007. The adoption of FIN 48 has not had an impact on the Company s financial position or results of operations for the six months ended June 30, 2007 and 2008. The Company has no unrecognized tax benefit, as described in FIN 48, as of June 30, 2008 and our tax position has not materially changed since December 31, 2007.

6. Stockholders Equity

The Company is authorized to issue 110,000,000 shares of common stock, $.001 par value per share. During the six month period ended June 30, 2008, 32,000 shares of common stock were issued as the result of the exercise of employee stock options. As of June 30, 2008, there were 58,090,697 shares of common stock outstanding.

Common Stock

On April 29, 2008, the Company entered into a Common Stock Purchase Agreement (Purchase Agreement) with Deutsche Bank AG, London Branch, and related agreements, as part of a private equity financing to raise additional funds for working capital. Under the Purchase Agreement, Deutsche Bank AG agreed to purchase 2,500,000 shares of WidePoint common stock for a total purchase price of $2,550,000, or $1.02 per share. Pursuant to the Purchase Agreement, the Company issued 2,500,000 shares of its common stock to Deutsche Bank AG, London Branch on May 2, 2008. The offer and sale of the shares were not registered under the Securities Act of 1933, as amended, in reliance on the private offering exemption provided under Section 4(2) thereof.

On May 16, 2008, the Company entered into two Common Stock Purchase Agreements (collectively, the Endurance Purchase Agreements) with Endurance Partners, L.P. and Endurance Partners (Q.P), L.P., and related agreements, as part of a private equity financing to raise additional funds for working capital. Under the Endurance Purchase Agreements, Endurance Partners, L.P. agreed to purchase 428,954 shares of WidePoint common stock for a total purchase price of $437,533.08, or $1.02 per share, and Endurance Partners (Q.P.), L.P. agreed to purchase 1,071,046 shares of WidePoint common stock for a total purchase price of $1,092,466.92, or $1.02 per share. Pursuant to the Endurance Purchase Agreements, on May 19, 2008, the Company issued 428,954 shares of its common stock to Endurance Partners, L.P. and 1,071,046 shares of its common stock to Endurance Partners (Q.P.), L.P. The offer and sale of the shares were not registered under the Securities Act of 1933, as amended, in reliance on the private offering exemption provided under Section 4(2) thereof.

As a result of the capital raises that we had entered into during the 2nd quarter of 2008, the Company issued a combined cumulative total of 4,000,000 common shares of the Company which provided gross proceeds of $4,080,000 and net proceeds after various legal and other expenses of approximately $3,940,000.

Pursuant to the terms of a Membership Interest Purchase Agreement between the Company, iSYS, LLC and Jin Kang, the Company issued 1,500,000 shares of Company common stock at a stock price of $1.20 per common share of WidePoint Corporation for a value of $1,800,000. The Company also issued an additional 3,000,000 shares of Company common stock, which shares were delivered into escrow to be held subject to the satisfaction of certain earnout provisions under the Membership Interest Purchase Agreement, and which shares are subject to return to the Company in the event such earnout provisions are not achieved under the terms of the Membership Interest Purchase Agreement. Under the Membership Interest Purchase Agreement the initial $1.4 million in earnings before interest, taxes, depreciation and amortization (EBITDA) from iSYS is excluded from the earnout for the initial 3 years with 66% of the value in excess of the initial $1.4 million being paid to the former owner of iSYS, with 50% of the amount being paid in cash and 50% being valued and released in escrow shares. In the 4th year the value in excess of 50% is used instead of 66% with the total earnout capped at $6 million, with $ 3 million payable in cash and $3 million payable in the release of earnout shares. Performance of the earnout is measured annually and awarded within 30 days following the end of the Company s fiscal period and filing of the Company s Form 10-K. The value of the 1,500,000 shares of unregistered common stock issued was $1,800,000 and was determined based on the closing market price of the Company s common shares on January 8, 2008 of $1.20 per common share.

Stock Warrants

On November 1, 2005, the Company issued a warrant to purchase 54,878 shares of common stock at a price of $0.80 per share to Hawk Associates as part of a consulting agreement in which Hawk Associates agreed to act as the Company s investor relations representative. The warrant has a term of 5 years. We are accounting for this award in accordance with EITF 96-18.

On October 27, 2004 and November 22, 2004, the Company issued two warrants to purchase 30,612 shares and 5,556 shares of common stock at a price of $0.49 and $0.45 per share, respectively, to Liberty Capitol as part of a consulting agreement in which Liberty Capitol assisted the Company in arranging its senior debt financing with RBC-Centura Bank. The warrants have a term of 5 years. The Company used a fair-value option pricing model to value these stock warrants at approximately $14,291. This value has been reflected as part of stock warrants in the stockholders equity section of the consolidated balance sheet.

7. Segment reporting

Segments are defined by SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information, as components of a company in which separate financial information is available and is evaluated by the chief operating decision maker, or a decision making group, in deciding how to allocate resources and in assessing performance.

During 1998, the Company adopted SFAS No. 131 and until December 31, 2005 the Company was comprised of a single segment, which was comprised of our consulting services segment within our Commercial and Federal Government Marketplaces. As of January 1, 2006, the Company added a second segment, which consists of PKI credentialing and managed services. As of January 4, 2008, the Company added a third segment upon the acquisition of iSYS, LLC for mobile telecom expense management.

Segment operating income consists of the revenues generated by a segment, less the direct costs of revenue and selling, general and administrative costs that are incurred directly by the segment. Unallocated corporate costs include costs related to administrative functions that are performed in a centralized manner that are not attributable to a particular segment. These administrative function costs include costs for corporate office support, all office facility costs, costs relating to accounting and finance, human resources, legal, marketing, information technology and company-wide business development functions, as well as costs related to overall corporate management.

The following table presents information about reported segments along with the items necessary to reconcile the segment information to the totals reported in the accompanying consolidated financial statements:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	**2007**	**2008**	**2007**
Consulting services:				
Revenues	$ 3,431,705	$ 2,103,510	$ 5,335,682	$ 4,645,813
Operating income (loss)	159,671	(37,836)	300,233	(18,707)
Total assets	6,110,423	2,960,192	6,110,423	2,960,192
Mobile Telecom Managed Services:				
Revenues	$ 4,807,741	$ --	$ 9,294,904	$ --
Operating income	279,993	--	388,820	--
Total assets	4,047,140	--	4,047,140	--
PKI Credentialing and Managed Services:				

	Three Months Ended June 30,		Six Months Ended June 30,	
Revenues	$ 1,024,627	$ 1,185,599	$ 1,784,052	$ 1,495,666
Operating income (loss) (includes amortization expense of $57,598, $45,838, $103,435, and $91,675, respectively)	5,375	365,725	(267,770)	269,836
Total assets	1,534,940	1,816,719	1,534,940	1,816,719
Total Company				
Revenues	$ 9,264,073	$ 3,289,109	$ 16, 414,638	$ 6,141,479
Operating loss before depreciation expense	107,387(1)	6,741(2)	849,101(3)	395,824(4)
Depreciation expense	38,718	21,624	76,033	37,174
Interest income (expense), net	(30,436)	27,593	(114,067)	56,126
Net loss	$ (178,239)	$ (772)	$ (1,040,899)	$ (376,872)
Total Corporate assets	$ 11,688,480	$ 5,890,039	$ 11,688,480	$ 5,890,039
Total assets	$ 23,380,983	$ 10,666,950	$ 23,380,983	$ 10,666,950

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(1) Includes $55,270 in amortization expense in cost of sales associated with the purchase of ORC and $100,000 in amortization expense in cost of sales associated with the purchase of iSYS, which are not allocated among the segments and includes $397,156 in unallocated corporate costs in general and administrative expense of which $104,378 is comprised of stock options expense.

(2) Includes $55,270 in amortization expense in cost of sales associated with the purchase of ORC, which is not allocated among the segments and includes $279,360 in unallocated corporate costs in general and administrative expense.

(3) Includes $110,539 in amortization expense in cost of sales associated with the purchase of ORC and $200,000 in amortization expense in cost of sales associated with the purchase of iSYS, which are not allocated among the segments and includes $959,845 in unallocated corporate costs in general and administrative expense of which $476,080 is comprised of stock options expense.

(4) Includes $110,539 in amortization expense in cost of sales associated with the purchase of ORC, which is not allocated among the segments and includes $536,414 in unallocated corporate costs in general and administrative expense.

8. Litigation

The Company is not involved in any material legal proceedings.

9. iSYS Acquisition

Pursuant to the terms of the Membership Interest Purchase Agreement, the Company paid the following consideration at the closing: (i) $5,000,000 in cash, (ii) $2,000,000 principal amount in an Installment Cash Promissory Note, which bears simple annual interest at the initial rate of 7% through December 31, 2008, and thereafter the simple interest rate will increase to 10% from January 1, 2009 through the date of maturity, which will be on the earlier of either April 1, 2009 or the filing by the Company of its Annual Report on Form 10-K for the year ending December 31, 2008, and (iii) the issuance of 1,500,000 shares of Company common stock issued at a stock price of $1.20 per common share of WidePoint Corporation for a value of $1,800,000. The Company also issued an additional 3,000,000 shares of Company common stock, which shares were delivered into escrow to be held subject to the satisfaction of certain earnout provisions under the Membership Interest Purchase Agreement, and which shares are subject to return to the Company in the event such earnout provisions are not achieved under the terms of the Membership Interest Purchase Agreement. The aggregate purchase price was $9,046,132, including $102,722 of acquisition costs and without consideration for the contingent issuance of the 3,000,000 earnout shares. The value of the 1,500,000 unregistered common stock issued was $1,800,000 and was determined based on the closing market price of the Company s common shares on January 8, 2008 of $1.20 per common share. Subsequent to the closing and as a requirement of the purchase agreement between WidePoint and iSYS, an audit of the working capital of iSYS was performed to determine if the minimum requirement of $2 million dollars in working capital existed at the time of the closing of the purchase. It has been determined that an excess of approximately $143,000 existed. The excess working capital was therefore adjusted and paid and the purchase price has been subsequently adjusted.

The Company has not yet finalized the allocation of the purchase price. The following table summarizes the estimated fair values of the assets acquired and liabilities assumed based on the latest available information on iSYS, at January 8, 2008. The allocation of the purchase price was based upon management s estimates and assumptions:

	iSYS at January 8, 2008
Current assets	$ 4,670,801
Property, plant and equipment, net	59,463
Intellectual property	2,000,000
Goodwill	4,831,142
Other non current assets	12,117
Total assets acquired	$ 11,573,523
Current liabilities	$ 2,527,391
Total liabilities assumed	$ 2,527,391
Net	$ 9,046,132

The operations of iSYS were included in the Company s results of operations beginning on January 4, 2008, the acquisition date. The factors resulting in goodwill were iSYS s name, reputation, and established key personnel. None of the goodwill will be deductible for tax purposes.

10. Subsequent Events

On July 31, 2008, the Registrant entered into an Asset Purchase Agreement (the Purchase Agreement), by and among the Registrant, Protexx Acquisition Corporation, Protexx Incorporated (Protexx), Peter Letizia, Charles B. Manuel, Jr. and William Tabor, pursuant to which Protexx Acquisition Corporation, a wholly-owned subsidiary of the Registrant, purchased certain of the assets of Protexx, a provider of software-based authentication and encryption solutions to government, military, first responder and commercial enterprises. Protexx Acquisition Corporation acquired such assets in exchange for the payment of $1.00 and the assumption of approximately $330,000 of liabilities with most of those liabilities being funds that the Company had provided to Protexx under a short-term lending facility by and between WidePoint and Protexx. As of June 30, 2008, the balance under the lending facility was approximately $285,000 and classified within other current assets. Protexx also may be entitled to receive earnout payments under the Purchase Agreement in the event that the business conducted with the assets purchased from Protexx exceeds specified earnings targets in calendar years 2008 and 2009. Half of any earnout payment earned shall be paid in cash, with the other half to be paid in common stock.

The Company has not yet finalized the allocation of the purchase price. The operations of Protexx will be included in the Company s results of operations beginning on July 31, 2008. Protexx had no material assets and therefore it is anticipated that the majority of the purchase price will be allocated to goodwill and other intangible assets. The Company does not yet have a complete set of operating results for Protexx for the six months ended June 30, 2008.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion and analysis of the financial condition and results of operations of the Company should be read in conjunction with the financial statements and the notes thereto which appear elsewhere in this quarterly report and the Company s Annual Report on Form 10-K for the year ended December 31, 2007.

The information set forth below includes forward-looking statements. Certain factors that could cause results to differ materially from those projected in the forward-looking statements are set forth below. Readers are cautioned not to put undue reliance on forward-looking statements. The Company disclaims any intent or obligation to update publicly these forward-looking statements, whether as a result of new information, future events or otherwise.

Overview

WidePoint Corporation (WidePoint or the Company) is a leading provider of advanced information technology products and services, including identity and information assurance management services, forensic informatics, and wireless technology services. WidePoint has three material operational entities, Operational Research Consultants, Inc. (ORC), iSYS, LLC (iSYS), and WidePoint Ill, Inc. WidePoint enables organizations to deploy fully compliant IT services in accordance with government-mandated regulations and advanced system requirements. In January 2008, we completed the acquisition of iSYS. iSYS specializes in mobile telecommunications expense management services and forensic informatics, and information assurance services predominately to the United States Government. ORC specializes in IT integration and secure authentication processes and software, and providing services to the United States Government. ORC has been at the forefront of implementing Public Key Infrastructure (PKI) technologies. PKI technology uses a class of algorithms in which a user can receive two electronic keys, consisting of a public key and a private key, to encrypt any information and/or communication being transmitted to or from the user within a computer network and between different computer networks. PKI technology is rapidly becoming the technology of choice to enable security services within and between different computer systems utilized by various agencies and departments of the U.S. Government.

We intend to continue to market and sell our technical capabilities into the governmental and commercial marketplace. Further, we are continuing to actively search out new synergistic acquisitions that we believe may further enhance our present base of business and service offerings, which has already been augmented by our acquisition of ORC and iSYS and our internal growth initiatives.

With the addition of the customer base and the increase in revenues attributable from both the iSYS and ORC acquisitions, WidePoint s opportunity to leverage and expand further into the federal marketplace has improved dramatically. Both companies past client successes, top security clearances in their facilities and with their personnel, and additional breadth of management talent have expanded the Company s reach into markets that previously were not fully accessible to WidePoint. WidePoint intends to continue to leverage the synergies between the newly acquired operating subsidiaries and cross sell those technical capabilities into each separate marketplace serviced by its respective subsidiaries. Further, WidePoint is continuing to actively search out new synergistic acquisitions that we believe will further enhance the present base of business, which has already been augmented by our recent acquisitions activity and internal growth initiatives.

WidePoint s total revenues increased by approximately $5.9 million from $3.3 million for the three months ended June 30, 2007 to $9.2 million for the three months ended June 30, 2008. The increase in revenues during the three month period ending June 30, 2008 as compared to the same three month period ending June 30, 2007 was primarily a result of the acquisition of iSYS along with internal growth generated by our consulting services segment partially offset by a slight decline within our PKI credentialing segment. We anticipate gains throughout our three segments but those gains may at times be erratic as we experience slight delays in project phases on a quarter by quarter basis that may be outside of the control of the Company.

For the three months ended June 30, 2008, our Mobile Telecom Managed Services segment experienced revenue growth of approximately 500% from approximately $809,000 for the quarter ended June 30, 2007 (prior to acquisition by WidePoint), to approximately $4,808,000 for the quarter ended June 30, 2008. Our Mobile Telecom Managed Services segment provides a range of services that allow our customers to better manage all of their mobile devices through a proprietary application that allows real time inventory tracking, life cycle device management, and billing, auditing and cost optimization that provides for savings of up to 65% of their current telecommunication bills. We anticipate that this segment should continue to grow rapidly as the federal agencies continue to adopt the Company s services under the recent contract award associated with the Federal Strategic Sourcing Initiative (FSSI), by the General Services Administration. The FSSI contract will provide a purchasing vehicle for all federal agencies to purchase mobile telecom managed services from approved suppliers such as our wholly-owned subsidiary, iSYS. We believe that there are presently approximately six federal agencies or departments utilizing these managed services, with materially all of those agencies being supported by iSYS. We believe there are more than 40 federal agencies that can benefit from our services, with approximately 14 of those federal agencies presently actively engaged through the General Services Administration in reviewing and showing immediate interest in procuring such managed services. We are also performing work for various state and local governments, as well as institutions of advanced learning.

Our consulting services segment experienced revenue growth of approximately $1,328,000 from approximately $2,104,000 for the quarter ended June 30, 2007 as compared to approximately $3,432,000 for the quarter ended June 30, 2008. The increase in revenues for the quarter ended June 30, 2008 as compared to the quarter ended June 30, 2007 was materially the result of the acquisition of iSYS augmented by internally generated revenues tied to consulting services work associated with our PKI credentialing and managed services segment, partially offset by some slight declines within our commercial environment driven by recent negative economic conditions in our geographic markets.

For the three months ended June 30, 2008, our PKI credentialing and managed services segment experienced decreased revenue of approximately 18%, with revenues off approximately $161,000 from $1,186,000 for the quarter ended June 30, 2007, to $1,025,000 for the quarter ended June 30, 2008. We anticipate that credential sales and managed services sales will increase in the medium to long-term time horizons as we continue to fulfill contract wins and witness the expansion and adoption of The Federation for Identity and Cross-Credentialing Systems (FiXs) and External Certificate Authority (ECA) programs by the Department of Defense, the HSPD-12 program by the Federal Government agencies and departments, and other groups commencing the pilot programs and rollout associated with the expansion of programs which are being mandated by the Federal Government. During the short-term, we believe that sales associated with our PKI managed services segment could be erratic as they may be driven by delivery timeframes controlled by external Company partners and clients that may be outside the control of the Company. As a result of several recent programs that have been awarded and initiated in the 2nd quarter of 2008, we believe that the adoption of PKI credentialing will continue to expand and accelerate into 2009.

Based upon estimates provided by independent analyst and U.S. government estimates respectively, management believes there is a base of 5 million to 15 million users for the Company s PKI credentials that is comprised of U.S. Federal Government agencies employees and their contractors. The Company further believes that there is a developing market place for PKI credentials within state and local governments and other national programs that extend beyond the U.S. Federal Government agencies employees and their contractors. These other opportunities relate to the requirements underlying the mandates for the HSPD-12 program that effect state and local governments as well as other national programs. The Company s PKI credentials are currently priced from approximately $27.50 to $150.00 per user on government pricing schedules depending upon the quantity purchased and the level of managed services and support selected by the customer. Pricing of the Company s PKI credentials by user are driven by a competitive marketplace and may change at any time. The Company believes it is well-positioned to effectively compete within this market segment as a result of its past successes and experience within the PKI environment.

A number of factors, including the progress of contracts, revenues earned on contracts, the number of billable days in a quarter, the timing of the pass-through of other direct costs, the commencement and completion of contracts during any particular quarter, the schedule of the government agencies for awarding contracts, the term of each contract that we have been awarded, and general economic conditions may result in subjecting our revenues and operating results to periodic variations from quarter to quarter. Because a significant portion of our expenses, such as personnel and facilities costs, are fixed in the short term, successful contract performance, as well as timing differences in the volume of activity and the number of contracts commenced or completed during any quarter may cause significant variations in operating results from one quarter to the next.

With our acquisitions of iSYS and ORC we rely upon a larger portion of our revenues from the Federal Government, directly or as a subcontractor. The Federal Government s fiscal year ends September 30th of each calendar year. If a budget for the next fiscal year has not been approved by that date, our clients may have to suspend engagements that we are working on until a budget has been approved. Such suspensions may cause us to realize lower revenues in the fourth quarter and/or first quarter of the year. Further, a change in presidential administrations and in senior government officials may negatively affect the rate at which the Federal Government purchases the services that we offer.

As a result of the factors above, period-to-period comparisons of our revenues and operating results may not be meaningful. You should not rely on these comparisons as indicators of future performance as no assurances can be given that quarterly results will not fluctuate, causing a possible material adverse effect on our operating results and financial condition.

In addition, most of WidePoint s current costs consist primarily of the salaries and benefits paid to WidePoint s technical, marketing and administrative personnel. As a result of our plan to expand WidePoint s operations through a combination of internal growth initiatives and merger and acquisition opportunities, WidePoint expects such costs to increase. WidePoint s profitability also depends upon both the volume of services performed and the Company s ability to manage costs. As a significant portion of the Company s cost is labor related, WidePoint must effectively manage these costs to achieve and grow its profitability. To date, the Company has attempted to maximize its operating margins through efficiencies achieved by the use of its proprietary methodologies, and by offsetting increases in consultant salaries with increases in consultant fees received from its clients. The uncertainties relating to the ability to achieve and maintain profitability, obtain additional funding to partially fund the Company s growth strategy and provide the necessary investment to continue to upgrade its management reporting systems to meet the continuing demands of the present regulatory changes affect the comparability of the information reflected in the financial information presented above.

Results of Operations

Three Months Ended June 30, 2008 as Compared to Three Months Ended June 30, 2007

Revenues, net. Revenues for the three month period ended June 30, 2008 were approximately $9,264,000 as compared to approximately $3,289,000 for the three month period ended June 30, 2007. The increase in revenues was primarily attributable to the acquisition of iSYS and increases in our consulting services segment, partially offset by slight declines within our PKI managed services segment. Our Mobile Telecom Managed Services segment experienced revenue growth of approximately 500% from approximately $809,000 for the quarter ended June 30, 2007 (prior to acquisition by WidePoint), to approximately $4,808,000 for the quarter ended June 30, 2008. We anticipate that this segment should continue to grow rapidly as the federal agencies continue to adopt the Company s services under the recent contract award associated with the Federal Strategic Sourcing Initiative, or FSSI, by the General Services Administration. Our consulting services segment experienced revenue growth of approximately 63% with revenues increasing approximately $1,328,000 from $2,104,000 for the three month period ended June 30, 2007 as compared to $3,432,000 for the three month period ended June 30, 2008, as a result of the acquisition of iSYS and an expansion in federal business during the quarter partially offset by some slight declines in our commercial environment which has been attributed to the present negative geographically-biased economic environment.

Our PKI credentialing and managed services segment experienced slightly decreased revenue of approximately 18% with revenues decreasing approximately $161,000 from $1,186,000 for the three month period ended June 30, 2007, to $1,025,000 for the three month period ended June 30, 2008. We anticipate that our PKI credentialing and managed services segment will increase during the second half as a result of several new mandates and initiatives which occurred during the 2nd quarter of 2008 that further pressures Agencies and contractors to better comply with existing government regulations.

Cost of sales. Cost of sales for the three month period ended June 30, 2008, was approximately $7,647,000, or 83% of revenues, an increase of approximately $5,510,000 from cost of sales of approximately $2,137,000, or 65% of revenues, for the three month period ended June 30, 2007. The absolute increase in cost of sales was primarily attributable to an increase in revenues while the percentage-based increase in cost of sales was primarily attributable to higher costs in the work performed within our Mobile Telecom Managed Services segment. We anticipate improvements in our costs of sales on a percentage basis as our managed services segment adds economies of scale. We anticipate that cost of sales will decrease on a percentage basis in the near term as we move beyond the initial start-up phase and increase our product mix of PKI services which generally realizes higher margins in relation to our other segments.

Gross profit. As a result of the acquisition of iSYS, gross profit for the three month period ended June 30, 2008, was approximately $1,617,000, or 17% of revenues, an increase of approximately $465,000 over gross profit of approximately $1,152,000, or 35% of revenues, for the three month period ended June 30, 2007. The percentage of gross profit was lower in the second quarter of 2008 as compared to the second quarter of 2007 as a result of lower margins associated with a greater mix of items related to our recent purchase of iSYS in January of 2008. The margins associated with our work in our mobile telecom management segment we believe will be inherently lower than what we expect as compared to our PKI managed services segment. We anticipate gross profit as a percentage of revenues will increase in the near term as cost of sales as a percentage of revenues decreases due to a greater mix of higher margin services. We believe as revenues expand in the future there will be periods of variability in margin growth associated with changes in our product mix.

Sales and marketing. Sales and marketing expense for the three month period ended June 30, 2008, was approximately $247,000, or 3% of revenues, an increase of approximately $27,000, as compared to approximately $220,000, or 7% of revenues, for the three month period ended June 30, 2007. The slight increase was materially attributable to an initiative we are pursing to increase our sales and marketing capabilities and infrastructure. The absolute dollar amount of sales and marketing should expand in the near term as we expand our initiative to increase sales and marketing capabilities through the addition of several new hires and the addition of infrastructural improvements tied to improved tools and services. We believe that with our niche capabilities and the present latent demand for our services, the conscious investment in the Company s sales and marketing will support our ability to expand our revenues.

General and administrative. General and administrative expenses for the three month period ended June 30, 2008, were approximately $1,477,000, or 16% of revenues, an increase of approximately $538,000, as compared to approximately $939,000, or 29% of revenues, recorded by the Company for the three month period ended June 30, 2007. The increase in general and administrative expenses for the three months ended June 30, 2008, was primarily attributable to our acquisition of iSYS, as well as to expanded business development expenditures in the PKI segment.

Depreciation. Depreciation expense for the three month period ended June 30, 2008, was approximately $38,700, or less than 1% of revenues, an increase of approximately $17,100, as compared to approximately $21,600 of such expenses, or less than 1% of revenues, recorded by the Company for the three month period ended June 30, 2007. The increase in depreciation expense for the three month period ended June 30, 2008, was primarily attributable to greater amounts of depreciable assets.

Interest income. Interest income for the three month period ended June 30, 2008, was approximately $56,100, or less than 1% of revenues, an increase of approximately $25,900 as compared to approximately $30,200, or less than 1% of revenues, for the three month period ended June 30, 2007. The increase in interest income for the three month period ended June 30, 2007, was primarily attributable to greater amounts of invested cash and cash equivalents, partially offset by lower short-term interest rates, which were available to the Company on investments in interest bearing accounts.

Interest expense. Interest expense for the three month period ended June 30, 2008, was approximately $86,600, or less than 1% of revenues, an increase of approximately $84,000, as compared to approximately $2,600, or less than 1% of revenues, for the three month period ended June 30, 2007. The increase in interest expense for the three month period ended June 30, 2008 was primarily attributable to greater expenses associated with the debt instruments and an increase in capital leases held by the Company. We anticipate our interest expense will fall as a result of recent capital raises for which part of the proceeds were utilized to partially pay down outstanding debt balances.

Net loss. As a result of the above, the net loss for the three month period ended June 30, 2008, was approximately $178,000 as compared to the net loss of approximately $1,000 for the three months ended June 30, 2007.

Six Months Ended June 30, 2008 as Compared to Six Months Ended June 30, 2007

Revenues, net. Revenues for the six month period ended June 30, 2008 were approximately $16,415,000 as compared to approximately $6,141,000 for the six month period ended June 30, 2007. The increase in revenues was primarily attributable to the acquisition of iSYS. Our Mobile Telecom Managed Services segment experienced revenue growth of approximately 300% from approximately $3,378,000 for the six months ended June 30, 2007 (prior to acquisition by WidePoint), to approximately $9,294,000 for the six months ended June 30, 2008. We anticipate that growth of this segment should continue to increase as the federal agencies continue to adopt the Company s services under the recent contract award associated with the Federal Strategic Sourcing Initiative, or FSSI, by the General Services Administration. Our PKI credentialing and managed services segment experienced revenue growth of approximately 19% with revenues increasing approximately $288,000 from $1,496,000 for the six month period ended June 30, 2007 to $1,784,000 for the six month period ended June 30, 2008 as a result of various mandates to roll out credential programs to various agencies and contractors. Our consulting services segment experienced revenue growth of approximately 15% with revenues increasing approximately $690,000 from $4,646,000 for the six month period ended June 30, 2007 as compared to $5,336,000 for the six month period ended June 30, 2008 as a result of the acquisition of iSYS.

Cost of sales. Cost of sales for the six month period ended June 30, 2008, was approximately $13,694,000, or 83% of revenues, an increase of approximately $9,432,000 from cost of sales of approximately $4,262,000, or 69% of revenues, for the six month period ended June 30, 2007. The increase in cost of sales was materially attributable to the acquisition of iSYS. The higher percentage marginal cost of sales for the six month period ended June 30, 2008 as compared to June 30, 2007 was predictable, due to lower margins associated with our Mobile Telecom Managed Services segment as compared to those that we witness within our PKI credentialing and managed services segment. We believe that the Mobile Telecom Managed Services segment margins will continue to have comparatively lower margins as compared to those of the PKI credentialing and managed services segment and that, on balance, margin should increase as the PKI credentialing and managed services segment increases as a percentage of the total revenue mix along with increases in margin growth we anticipate as we witness greater economies of scale related to both segments.

Gross profit. As a result of the acquisition of iSYS, gross profit for the six month period ended June 30, 2008, was approximately $2,721,000, or 17% of revenues, an increase of approximately $787,000 over gross profit of approximately $1,879,000, or 31% of revenues, for the six month period ended June 30, 2007.

Sales and marketing. Sales and marketing expense for the six month period ended June 30, 2008, was approximately $413,000, or 3% of revenues, an increase of approximately $13,000, as compared to approximately $400,000, or 7% of revenues, for the six month period ended June 30, 2007. The increase was materially attributable to the expansion of our business development and sales efforts.

General and administrative. General and administrative expenses for the six month period ended June 30, 2008, were approximately $3,158,000, or 19% of revenues, an increase of approximately $1,282,000, as compared to approximately $1,876,000, or 31% of revenues, recorded by the Company for the six month period ended June 30, 2007. The absolute dollar increase in general and administrative expenses for the six months ended June 30, 2008, was primarily attributable to our acquisition of iSYS, including an increase of approximately $300,000 associated with our stock compensation expense for FAS 123R for options which were issued to key personnel of iSYS which were expensed in the first quarter and will not re-occur.

Depreciation expense. Depreciation expense for the six month period ended June 30, 2008, was approximately $76,000, or less than 1% of revenues, an increase of $38,800, as compared to approximately $37,200 of such expenses, or less than 1% of revenues, recorded by the Company for the six month period ended June 30, 2007. The increase in depreciation expenses for the six month period ended June 30, 2008, was primarily attributable to the increased pool of depreciable assets.

Interest income. Interest income for the six month period ended June 30, 2008, was approximately $72,100, or less than 1% of revenues, an increase of $10,100 as compared to approximately $62,000, or less than 1% of revenues, for the six month period ended June 30, 2007. The increase in interest income for the six month period ended June 30, 2008, was primarily attributable to greater amounts of cash and cash equivalents available to the Company over this time period.

Interest expense. Interest expense for the six month period ended June 30, 2008, was approximately $186,100, or less than 1% of revenues, an increase of $180,200 as compared to approximately $5,900, or less than 1% of revenues, for the six month period ended June 30, 2007. The increase in interest expense for the six month period ended June 30, 2008 was primarily attributable greater expenses associated with the debt instruments and an increase in capital leases held by the Company.

Net loss. As a result of the above, the net loss for the six month period ended June 30, 2008, was approximately $1,041,000 as compared to the net loss of approximately $377,000 for the six months ended June 30, 2007.

The following table sets forth selected segment and consolidated operating results and other operating data for the periods indicated. Segment operating income consists of the revenues generated by a segment, less the direct costs of revenue and selling, general and administrative costs that are incurred directly by the segment. Unallocated corporate costs include costs related to administrative functions that are performed in a centralized manner that are not attributable to a particular segment.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	**2007**	**2008**	**2007**
Consulting services:				
Revenues	$ 3,431,705	$ 2,103,510	$ 5,335,682	$ 4,645,813
Operating income (loss)	159,671	(37,836)	300,233	(18,707)
Total assets	6,110,423	2,960,192	6,110,423	2,960,192
Mobile Telecom Managed Services:				
Revenues	$ 4,807,741	$ --	$ 9,294,904	$ --
Operating income	279,993	--	388,820	--
Total assets	4,047,140	--	4,047,140	--
PKI Credentialing and Managed Services:				
Revenues	$ 1,024,627	$ 1,185,599	$ 1,784,052	$ 1,495,666
Operating income (loss) (includes amortization expense of $57,598, $45,838, $103,435, and $91,675, respectively)	5,375	365,725	(267,770)	269,836
Total assets	1,534,940	1,816,719	1,534,940	1,816,719
Total Company				
Revenues	$ 9,264,073	$ 3,289,109	$ 16, 414,638	$ 6,141,479
Operating loss before depreciation expense	107,387(1)	6,741(2)	849,101(3)	395,824(4)
Depreciation expense	38,718	21,624	76,033	37,174
Interest income (expense), net	(30,436)	27,593	(114,067)	56,126
Net loss	$ (178,239)	$ (772)	$ (1,040,899)	$ (376,872)
Total Corporate assets	$ 11,688,480	$ 5,890,039	$ 11,688,480	$ 5,890,039
Total assets	$ 23,380,983	$ 10,666,950	$ 23,380,983	$ 10,666,950

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(1) Includes $55,270 in amortization expense in cost of sales associated with the purchase of ORC and $100,000 in amortization expense in cost of sales associated with the purchase of iSYS, which are not allocated among the segments and includes $397,156 in unallocated corporate costs in general and administrative expense of which $104,378 is comprised of stock options expense.

(2) Includes $55,270 in amortization expense in cost of sales associated with the purchase of ORC, which is not allocated among the segments and includes $279,360 in unallocated corporate costs in general and administrative expense.

(3) Includes $110,539 in amortization expense in cost of sales associated with the purchase of ORC and $200,000 in amortization expense in cost of sales associated with the purchase of iSYS, which are not allocated among the segments and includes $959,845 in unallocated corporate costs in general and administrative expense of which $476,080 is comprised of stock options expense.

(4) Includes $110,539 in amortization expense in cost of sales associated with the purchase of ORC, which is not allocated among the segments and includes $536,414 in unallocated corporate costs in general and administrative expense.

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Liquidity and Capital Resources

The Company has, since inception, financed its operations and capital expenditures through the sale of preferred and common stock, seller notes, convertible notes, convertible exchangeable debentures, senior secured loans and the proceeds from the exercise of the warrants related to a convertible exchangeable debenture. During 2007 and through the period ended June 30, 2008, operations were materially financed with working capital, borrowings against the Company s credit facilities with Cardinal Bank and equity financing through the issuance of common stock. During the second quarter of 2008 the Company raised approximately $4.0 million dollars in additional equity financing through the sale of common stock with two institutional investors. During the first quarter of 2008 the Company modified its senior lending facility with Cardinal Bank for up to $5,000,000 through April 1, 2009 at a rate of prime plus 25 basis points. We have no outstanding balances on our line of credit and approximately $1.8 million outstanding on our 4 year installment note at June 30, 2008 with Cardinal Bank. Further, on November 5, 2007, the Company entered into a series of agreements with Protexx, Inc., that allowed for Protexx, Inc. with approval by WidePoint to borrow up to $330,000 from WidePoint on an installment basis between November 5, 2007 and July 31, 2008. The short-term borrowing facility was fully collateralized against all of the assets of Protexx, Inc. As of June 30, 2008, Protexx, Inc. had drawn down approximately $285,000 against the credit facility and on July 31, 2008, the Company purchased the assets of Protexx for $1.00 and the assumption of the credit facility.

Net cash provided by operating activities for the quarter ended June 30, 2008, was approximately $13,000, as compared to cash provided by operating activities of $730,000 for the quarter ended June 30, 2007. The decrease in cash generated from operating activities for the quarter ended June 30, 2008, was primarily a result of a reduction in accounts receivable attributable to increased collections of outstanding balances, partially offset by a substantial paydown of accounts payable and the reduction of accrued liabilities. Variability in Days Sales Outstanding and increases in revenue growth as a result of our acquisition of iSYS in January 2008 were contributing factors to these changes. Net cash used in investing activities for the quarter ended June 30, 2008, was approximately $36,000, as compared to $170,000 used in investing activities in the quarter ended June 30, 2007. The decrease in net cash used in investing activities primarily reflects lesser asset purchases made within the quarter. Net cash provided by financing activities amounted to approximately $2,513,000 in the quarter ended June 30, 2008, as compared to approximately $7,000 of net cash used in financing activities in the quarter ended June 30, 2007. The increase in net cash provided by financing activities primarily relates to the Company s recent equity raise of approximately $4.0 million during the quarter ended June 30, 2008, partially offset by the repayment of approximately $1.5 million in notes payable.

As of June 30, 2008, the Company had a net working capital of approximately $3,275,000. The Company s primary source of liquidity consists of approximately $4.8 million in cash and cash equivalents and approximately $7.0 million of accounts receivable. The Company s primary use of liquidity consists of $6.6 million in accounts payable and accrued expenses.

The Company s business environment is characterized by rapid technological change, periods of high growth and contraction and is influenced by material events such as mergers and acquisitions that can substantially change the Company s outlook.

The Company has embarked upon several new initiatives to expand revenue growth that have included a combination of organic growth and strategic merger and acquisition opportunities. The Company requires substantial working capital to fund the future growth of its business, particularly to finance accounts receivable, sales and marketing efforts, and capital expenditures.

Currently there are no material commitments for capital expenditures and software development costs. Future capital requirements will depend on many factors, including the rate of revenue growth, if any, the timing and extent of spending for new product and service development, technological changes and market acceptance of the Company s services.

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Management believes that its current cash position is sufficient to meet capital expenditure and working capital requirements for the near term. However, the growth and technological change of the market make it difficult to predict future liquidity requirements with certainty. Over the longer term, the Company must successfully execute its plans to increase revenue and income streams that will generate significant positive cash flows if it is to sustain adequate liquidity without impairing growth or requiring the infusion of additional funds from external sources.

Additionally, a major expansion, such as occurred with the acquisition of iSYS or any other potential new subsidiaries, might require external financing that could include additional debt or equity capital. The Company recently added to its working capital by selling shares of its common stock in private transactions. The approximate $4.0 million in proceeds during the 2nd quarter of 2008 has bolstered the Company s ability to finance working capital requirements and paydown debt allowing for the Company to integrate and expand our services offerings. There can be no assurance that additional financing, if required, will be available on acceptable terms, if at all, for future acquisitions and/or growth initiatives.

Off-Balance Sheet Arrangements

The Company has no existing off-balance sheet arrangements as defined under SEC regulations.

ITEM 4T. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance that material information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that the information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. We performed an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the existence of the material weaknesses in our internal control over financial reporting discussed below our management, including our Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were not effective at the reasonable assurance level as of the end of the period covered by this report.

We do not expect that our disclosure controls and procedures will prevent all errors and all instances of fraud. Disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Further, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and the benefits must be considered relative to their costs. Because of the inherent limitations in all disclosure controls and procedures, no evaluation of disclosure controls and procedures can provide absolute assurance that we have detected all our control deficiencies and instances of fraud, if any. The design of disclosure controls and procedures also is based partly 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.

Changes in Internal Control Over Financial Reporting

In our Management s Report on Internal Control Over Financial Reporting included in the Company s Form 10-K for the year ended December 31, 2007, management concluded that our internal control over financial reporting was not effective due to the existence of the material weaknesses as of December 31, 2007, discussed below. A material weakness is a control deficiency, or a combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Inadequate segregation of duties within a significant account or process. We did not have appropriate segregation of duties within our internal controls that would ensure the consistent application of procedures in our financial reporting process by existing personnel. This control deficiency could result in a misstatement to substantially all of our financial statement accounts and disclosures that would result in a material misstatement to the annual or interim financial statements that would not be prevented or detected. Accordingly, management has concluded that this control deficiency constitutes a material weakness.

Inadequate documentation of the components of internal control. We did not maintain documented policies and evidence of compliance with our internal controls that would ensure the consistent application of procedures in our financial reporting process by existing personnel. This control deficiency could result in a misstatement to substantially all of our financial statement accounts and disclosures that would result in a material misstatement to the annual or interim financial statements that would not be prevented or detected. Accordingly, management has concluded that this control deficiency constitutes a material weakness.

The material weaknesses described above comprise control deficiencies that we discovered in the fourth quarter of fiscal year 2007 and in the financial close process for fiscal year 2007.

Beginning during the fourth quarter of fiscal 2007 and in the first quarter of fiscal year 2008, we formulated a remediation plan and initiated remedial action to address those material weaknesses. We continue to work on the remedial action addressing those material weaknesses. The elements of the remediation plan are as follows:

Inadequate segregation of duties within a significant account or process. We commenced a thorough review of our accounting staff s duties and where necessary we have been segregating such duties with other personnel.
Inadequate documentation of the components of internal control. We commenced a thorough review of our documentation and where necessary we have put into place policies and procedures to document such evidence to comply with our internal control requirements. We have also retained a financial consultant to assist us in further reviewing and improving our internal control processes.

We believe that these measures, if effectively implemented and maintained, will remediate the material weaknesses discussed above.

The above remedial measures initiated during the fourth quarter of fiscal year 2007 and pursued in the quarters ended March 31, 2008 and June 30, 2008, have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 6. EXHIBITS.

EXHIBIT NO.	DESCRIPTION
10.1	Amendment, dated as of July 25, 2008, between the Registrant and Steven L. Komar (Incorporated herein by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K, filed July 31, 2008).*
10.2	Amendment, dated as of July 25, 2008, between the Registrant and James T. McCubbin (Incorporated herein by reference to Exhibit 10.2 to the Registrant s Current Report on Form 8-K, filed July 31, 2008).*
10.3	Asset Purchase Agreement, dated July 31, 2008, by and among WidePoint Corporation, Protexx Acquisition Corporation, Protexx Incorporated, Peter Letizia, Charles B. Manuel, Jr. and William Tabor. (Incorporated herein by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K, filed August 6, 2008).
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith).
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Filed herewith).
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Filed herewith).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WIDEPOINT CORPORATION

Date: August 14, 2008

/s/ STEVE L. KOMAR
Steve L. Komar
President and Chief Executive Officer

/s/ JAMES T. MCCUBBIN
James T. McCubbin
Vice President - Principal Financial
and Accounting Officer