SOYO GROUP INC
Form 10-Q/A
April 20, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A

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

For the fiscal quarter ended September 30, 2006

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

For the transition period from _________________ to __________________

Commission File Number 333-42036

SOYO GROUP, INC.

(Exact Name of Registrant as specified in its Charter)

Nevada	95-4502724
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

1420 South Vintage Avenue, Ontario, California 91761-3646

(Address of Principal Executive Offices) (Zip Code)

(909) 292-2500

(Issuer's Telephone Number, Including Area Code)

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

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

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 an accelerated filer (as defined in Rule 12b-2 of the Act). Yes [ ] No [X]

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

Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer [X]

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

Indicate the number of shares outstanding of each of the Registrant's classes of Common Stock as of the latest practicable date.

As of November 14, 2006, there were 49,025,511 shares Outstanding.

Documents Incorporated by Reference: None

SOYO GROUP, INC. AND SUBSIDIARY

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SIGNATURES

SOYO Group, Inc. and Subsidiary
Condensed Consolidated Balance Sheets

	September 30, 2006 (Unaudited)	December 31, 2005
ASSETS		
CURRENT		
Cash and cash equivalents	$ 1,355,869	$ 828,294
Accounts receivable, net of allowance for doubtful accounts of $256,203 and $589,224 at September 30, 2006 and December 31, 2005, respectively	7,003,019	7,278,520
Inventories	5,151,859	7,991,030
Prepaid expenses	0	20,984
	13,510,747	16,118,828
Property and equipment	976,570	867,122
Less: accumulated depreciation and amortization	(194,976)	(115,480)
	781,594	751,642
Deposits	414,726	36,920

	$14,707,067	$16,907,390
	==========	==========

(continued)

SOYO Group, Inc. and Subsidiary

Condensed Consolidated Balance Sheets (continued)

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	September 30, 2006	December 31, 2005
	(Unaudited)	
LIABILITIES		
CURRENT		
Accounts payable	11,544,635	13,977,579
Accrued liabilities	282,182	1,287,108
Note payable	100,000	165,000
	11,926,817	15,429,687
SHAREHOLDERS' DEFICIENCY		
Preferred stock, $0.001 par value Authorized - 10,000,000 shares Issued and outstanding - 3,000,940 shares of Class B Convertible Preferred Stock, (2,788,948 shares in 2005) $1.00 per share stated liquidation value ($2,500,000 aggregate liquidation value)	1,860,431	1,702,486
Preferred Stock Backup Withholding	(132,383)	(84,999)
Common stock, $0.001 par value Authorized - 75,000,000 shares Issued and outstanding -		

49,025,511 shares, (48,681,511 in 2005)	49,026	48,682
Additional paid-in capital	17,743,758	17,225,738
Accumulated deficit	(16,740,582)	(17,414,204)
	2,780,520	1,477,703
	$14,707,067	$16,907,390

See accompanying notes to condensed consolidated financial statements.

SOYO Group, Inc. and Subsidiary
Condensed Consolidated Statements of Operations (Unaudited)

	Three Months Ended September 30,	
	2006	2005
Net revenues	$ 10,005,084	$ 9,233,430
Cost of revenues	7,771,723	9,026,659
Gross margin	2,233,361	206,771
Costs and expenses:		
Sales and marketing	231,272	256,259
General and administrative	1,427,441	886,500
Provision for doubtful accounts	20,635	0
Adjustment of Allowance	0	(462,234)
Depreciation and amortization	27,107	8,653
Total costs and expenses	1,706,455	689,178
Income (loss) from operations	526,906	(482,407)
Other income (expense):		
Interest income	0	1,202
Interest expense	(200,939)	(36,353)
Miscellaneous revenue	(6,399)	137,766
State Tax Refund	0	17,600
Other income (expense), net	(207,338)	120,215
Income before provision for Income taxes	319,568	(362,192)
Provision for income taxes	--	--
Net income (loss)	$ 319,568	$ (362,192)

Less: Dividends on Class B Convertible Preferred Stock	(55,491)	(42,935)
Net Income attributable to Common Shareholders	$264,077	$ (405,127)
Net income per common share –		
Basic	$0.01	($ 0.01)
Diluted	$0.01	($ 0.01)
Weighted average number of common shares outstanding –		
Basic	49,025,511	47,461,999
Diluted	58,591,295	47,461,999

SOYO Group, Inc. and Subsidiary
Condensed Consolidated Statements of Operations (Unaudited)

	Nine Months Ended September 30,	
	2006	2005
Net revenues	$32,340,785	$21,690,260
Cost of revenues	26,149,583	18,444,348
Gross margin	6,191,202	3,245,912
Costs and expenses:		
Sales and marketing	628,286	619,753
General and administrative	4,182,118	2,701,828
Provision for doubtful accounts	123,819	34,513
Depreciation and amortization	79,496	26,740
Total costs and expenses	5,013,719	3,382,834
Income from operations	1,177,483	(136,922)
Other income (expense):		
Interest income	6,607	1,202
Interest expense	(351,408)	(59,731)
Miscellaneous revenue	(1,115)	304,452
State Tax Refund	--	17,600
Other income (expense), net	(345,916)	263,523
Income before provision for income taxes	831,567	126,601
Provision for income taxes	-	-

Net income	$ 831,567	$ 126,601
Less: Dividends on Class B Convertible Preferred Stock	(157,945)	(119,648)
Net Income attributable to Common Shareholders	$673,622	$6,953
Net income per common share -		
Basic	$0.01	$0.00
Diluted	$0.01	$0.00
Weighted average number of common shares outstanding -		
Basic	49,025,511	47,461,999
Diluted	58,591,295	51,785,230

See accompanying notes to condensed consolidated financial statements.

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SOYO Group, Inc. and Subsidiary
Condensed Consolidated Statements of Cash Flows (Unaudited)

	Nine Months Ended September 30,	
	2006	2005
OPERATING ACTIVITIES		
Net income	$ 831,567	$ 126,601
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	79,496	26,740
Provision for doubtful accounts	123,819	(623,092)
Stock Based Compensation	398,484	--
Non cash payments for Director's compensation	37,110	--
Non cash payments for public Relations and promotion	82,770	--
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Accounts receivable	151,682	(3,126,009)
Inventories	2,839,171	(503,567)
Prepaid expenses	20,984	5,958
Deposits	(377,806)	1,670
Increase (decrease) in:		
Accounts Payable- SOYO		

Computer Inc.	--	(1,314,910)
Accounts payable-other	(2,432,944)	1,324,672
Accrued liabilities	(1,004,926)	(323,402)
Income taxes payable	--	--
Net cash provided by (used in) Operating activities	749,407	(4,405,339)
INVESTING ACTIVITIES		
Purchase of property and equipment	(109,448)	35,935
Proceeds from sale of equipment		--
Net cash provided by (used in) Investing activities	(109,448)	35,935

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(continued)

SOYO Group, Inc. and Subsidiary

Condensed Consolidated Statements of Cash Flows (Unaudited) (continued)

	Nine Months Ended September 30,	
	2006	2005
FINANCING ACTIVITIES		
Advances from officer, director and major shareholder	--	$ (215,000)
Proceeds from issuance of Note payable	--	200,000
Payment of note payable	(65,000)	--
Payment of backup withholding tax on accreted dividends on preferred stock	(47,384)	--
Proceeds from issuance of Common Stock	--	3,559,246
Net cash provided by (used in) Financing activities	(112,384)	3,544,246
CASH AND CASH EQUIVALENTS		
Net decrease	527,575	(825,158)
At beginning of period	828,294	1,288,351
At end of period	$ 1,355,869	$ 463,193

NON-CASH INVESTING AND FINANCING ACTIVITIES

Conversion of Business Loan of $913,750 and accrued interest of $51,552 to common stock	965,302	
Conversion of accounts payable Of $554,871 to common stock	554,871	
Accretion of discount on preferred stock	157,945	$119,648

See accompanying notes to condensed consolidated financial statements.

SOYO Group, Inc. and Subsidiary
Notes to Condensed Consolidated Financial Statements (Unaudited)
Three Months and Nine Months Ended September 30, 2006 and 2005

1. Organization and Basis of Presentation

Organization - Effective October 24, 2002, Vermont Witch Hazel Company, Inc., a Nevada corporation ("VWHC"), acquired SOYO, Inc., a Nevada corporation ("SOYO Nevada"), from SOYO Computer, Inc., a Taiwan corporation ("SOYO Taiwan), in exchange for the issuance of 1,000,000 shares of convertible preferred stock and 28,182,750 shares of common stock, and changed its name to SOYO Group, Inc. ("SOYO"). The 1,000,000 shares of preferred stock were issued to SOYO Taiwan and the 28,182,750 shares of common stock were issued to certain members of SOYO Nevada management.

Subsequent to this transaction, SOYO Taiwan maintained an equity interest in SOYO, continued to be the primary supplier of inventory to SOYO, and was a major creditor. In addition, there was no change in the management of SOYO and no new capital invested, and there was a continuing family relationship between certain members of the management of SOYO and SOYO Taiwan. As a result, this transaction was accounted for as a recapitalization of SOYO Nevada, pursuant to which the accounting basis of SOYO Nevada continued unchanged subsequent to the transaction date. Accordingly, the pre-transaction financial statements of SOYO Nevada are now the historical financial statements of the Company.

In conjunction with this transaction, SOYO Nevada transferred $12,000,000 of accounts payable to SOYO Taiwan to long-term payable, without interest, due December 31, 2005. During the three months ended March 31, 2004, the Company

agreed with a third party to convert the long-term payable into convertible preferred stock.

On December 9, 2002, SOYO's Board of Directors elected to change SOYO's fiscal year end from July 31 to December 31 to conform to SOYO Nevada's fiscal year end.

On October 24, 2002, the primary members of SOYO Nevada management were Ming Tung Chok, the Company's President, Chief Executive Officer and Director, and Nancy Chu, the Company's Chief Financial Officer. Ming Tung Chok and Nancy Chu are husband and wife. Andy Chu, the President and major shareholder of SOYO Taiwan, is the brother of Nancy Chu.

Unless the context indicates otherwise, SOYO and its wholly-owned subsidiary, SOYO Nevada, are referred to herein as the "Company".

Basis of Presentation - The accompanying condensed consolidated financial statements include the accounts of SOYO and SOYO Nevada. All significant intercompany accounts and transactions have been eliminated in consolidation. The condensed consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles.

Interim Financial Statements - The accompanying interim condensed consolidated financial statements are unaudited, but in the opinion of management of the Company, contain all adjustments, which include normal recurring adjustments, necessary to present fairly the financial position at September 30, 2006, the results of operations for the three and nine months ended September 30, 2006 and 2005, and cash flows for the nine months ended September 30, 2006 and 2005. The condensed consolidated balance sheet as of December 31, 2005 is derived from the Company's audited consolidated financial statements.

Certain information and footnote disclosures normally included in financial statements that have been prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission, although management of the Company believes that the disclosures contained in these condensed consolidated financial statements are adequate to make the information presented therein not misleading. For further information, refer to the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, as filed with the Securities and Exchange Commission.

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, 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. Significant estimates primarily relate to the realizable value of accounts receivable, vendor programs and inventories. Actual results could differ from those estimates.

The results of operations for the three and nine months ended September 30, 2006 are not necessarily indicative of the results of operations to be expected for the full fiscal year ending December 31, 2006. The largest part of the Company's business, the importing and resale of consumer electronic products, is a seasonal business. The busiest time of the year is the holiday season, which occurs at the end of the year. Accordingly, sales for the year should improve as

the year passes, culminating in strongest sales in the fourth quarter.

Business - The Company sells products under three different product lines: 1) Computer Components and Peripherals 2) Consumer Electronics and 3) Communications Equipment and Services. The products are sold to distributors and retailers primarily in North and South America.

Earnings Per Share - Statement of Financial Accounting Standards No. 128, "Earnings Per Share", requires presentation of basic earnings per share ("Basic EPS") and diluted earnings per share ("Diluted EPS"). Basic income per share is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted income per share gives effect to all dilutive potential common shares outstanding during the period. Potentially dilutive securities consist of the outstanding shares of preferred stock and options.

Potentially dilutive securities consisted of 3,061,051 and 2,614,195 shares of Class B Convertible Preferred Stock at September 30, 2006 and September 30, 2005, respectively, with a stated liquidation value of $1.00 per share that are convertible into common stock at fair market value, but not less than $0.25 per share.

As of September 30, 2006, 9,565,784 shares of common stock were issuable upon conversion of the Class B Convertible Preferred Stock, based on the closing price of $0.32 per common share at September 30, 2006.

As of September 30, 2005, 2,970,676 shares of common stock were issuable upon conversion of the Class B Convertible Preferred Stock, based on the closing price of $0.88 per common share at September 30, 2005.

The Company applies the treasury stock method to each individual compensation grant. If a grant is out-of-the-money based on the stated exercise price, the effects of including any component of the assumed proceeds associated with that grant in the treasury stock method calculation would be antidilutive. A holder would not be expected to exercise out-of-the money awards. For the period ended September 30, 2006, out-of-the-money awards are not included in the computation of diluted EPS.

Comprehensive Income (Loss) - The Company displays comprehensive income or loss, its components and accumulated balances in its consolidated financial statements. Comprehensive income or loss includes all changes in equity except those resulting from investments by owners and distributions to owners. The Company did not have any items of comprehensive income (loss) during the three or nine months ended September 30, 2006 and 2005.

Significant Risks and Uncertainties - The Company operates in a highly competitive industry subject to aggressive pricing practices, pressures on gross margins, frequent introductions of new products, rapid technological advances, continual improvement in product price/performance characteristics, and changing consumer demand.

As a result of the dynamic nature of the business, it is possible that the Company's estimates with respect to the realizability of inventories and accounts receivable may be materially different from actual amounts. These differences could result in higher than expected allowance for bad debts or inventory reserve costs, which could have a materially adverse effect on the Company's financial position and results of operations.

Stock-Based Compensation - The Company has adopted Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("SFAS No. 123"), which establishes a fair value method of accounting for stock-based compensation plans, as amended by Statement of Financial Accounting Standard No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure" ("SFAS No. 148").

SFAS No. 123(R) requires that companies recognize all share-based payments to employees, including grants of employee stock options, in the financial statements. The cost will be based on the fair value of the equity or liability instruments issued and recognized over the respective vesting period of the stock option. Pro forma disclosure of this cost will no longer be an alternative under SFAS No. 123(R). SFAS 123(R) is effective for public companies at the beginning of the first fiscal year that begins after June 15, 2005.

Transition methods available to public companies include either the modified prospective or modified retrospective adoption. The modified prospective transition method requires that compensation cost be recognized beginning on the effective date, or date of adoption if earlier, for all share-based payments granted after the date of adoption and for all unvested awards existing on the date of adoption. The modified retrospective transition method, which includes the requirements of the modified prospective transition method, additionally requires the restatement of prior period financial information based on amounts previously recognized under SFAS No. 123 for purposes of pro-forma disclosures. The Company adopted SFAS No. 123(R) effective January 1, 2006. The Company adopted the modified prospective method. As a result, the Company recognized a charge against earnings of $126,924 for the three months ended September 30, 2006. For further information, refer to note 4, Stock based Compensation on page 14.

On March 7, 2005, the Company registered its 2005 Stock Compensation Plan on Form S-8 with the Securities and Exchange Commission, registering on behalf of our employees, officers, directors and advisors up to 5,000,000 shares of our common stock purchasable by them pursuant to common stock options granted under our 2005 Stock Compensation Plan. The plan was approved by shareholder vote during a special meeting of shareholders on February 17, 2006. However, since Mr. Chok and Ms. Chu, husband and wife, are directors who own more than 50% of the Company, shareholder approval is essentially a formality, hence the grant date of the stock options is July 22, 2005.

On July 22, 2005, the Company issued 2,889,000 option grants to employees at a strike price of $.75. One third of those options will vest and be available for purchase on July 22, 2006, one third on July 22, 2007, and one third on July 22, 2008. The grants will expire if unused on July 22, 2010.

As of September 30, 2006, 10 employees who had been granted stock options had left the Company, and grants totaling 462,000 options were returned to the Company. As of September 30, 2006, the Company has not issued any option grants to employees other than the 2,889,000 option grants issued on July 22, 2005.

2. Short Term Loan

In October 2005, the Company borrowed $165,000 from an individual for working capital purposes. As of September 30, 2006, $65,000 of the loan had been repaid, and $100,000 is still outstanding.

3. Equity-Based Transactions

Effective December 30, 2003, SOYO Taiwan entered into an agreement with an unrelated third party to sell the $12,000,000 long-term payable due it by the Company. As part of the agreement, SOYO Taiwan required that the purchaser would be limited to collecting a maximum of $1,630,000 of the $12,000,000 from the Company without the prior consent of SOYO Taiwan. In substance, SOYO Taiwan forgave debt in an amount equal to the difference between the $12,000,000 and the value of the preferred stock issued in settlement of this debt. This forgiveness of debt was treated as a capital transaction. Payment from the third party was received by SOYO Taiwan in February and March 2004. An agreement was reached during the three months ended March 31, 2004 whereby 2,500,000 shares of Class B preferred stock would be issued by the Company to the unrelated third party in exchange for the long-term payable.

The Class B preferred stock has a stated liquidation value of $1.00 per share and a 6% dividend, payable quarterly in arrears, in the form of cash, additional shares of preferred stock, or common stock, at the option of the Company. The Class B preferred stock has no voting rights. The shares of Class B preferred stock are convertible, in increments of 100,000 shares, into shares of common stock based on the $1.00 stated value, at any time through December 31, 2008, based on the fair market value of the common stock, subject, however, to a minimum conversion price of $0.25 per share. No more than 500,000 shares of Class B preferred stock may be converted into common stock in any one year. On December 31, 2008, any unconverted shares of Class B preferred stock automatically convert into shares of common stock based on the fair market value

of the common stock, subject, however, to a minimum conversion price of $0.25 per share. Beginning one year after issuance, upon ten days written notice, the Company or its designee will have the right to repurchase for cash any portion or all of the outstanding shares of Class B preferred stock at 80% of the liquidation value ($0.80 per share). During such notice period, the holder of the preferred stock will have the continuing right to convert any such preferred shares pursuant to which written notice has been received into common stock without regard to the conversion limitation. The Class B preferred stock has unlimited piggy-back registration rights, and is non-transferrable.

The Company recorded the issuance of the Class B preferred stock at its fair market value on March 31, 2004 of $1,304,000, which was determined by an independent investment banking firm. The $10,696,000 difference between the $12,000,000 long-term payable and the $1,304,000 fair market value of the Class B preferred stock was credited to additional paid-in capital. The difference between the fair market value and the liquidation value of the Class B preferred stock is being recognized as an additional dividend to the Class B preferred stockholder, and as a reduction to earnings available to common stockholders, and will be accreted from April 1, 2004 through December 31, 2008.

4. Stock-Based Compensation

Prior to January 1, 2006, the Company accounted for employee stock-based compensation using the intrinsic value method supplemented by pro forma disclosures in accordance with APB 25 and SFAS 123 "Accounting for Stock-Based Compensation" ("SFAS 123"). Under the intrinsic value based method, compensation cost is the excess, if any, of the quoted market price of the stock at grant date or other measurement date over the amount an employee must pay to acquire the stock.

Effective January 1, 2006 the Company adopted SFAS 123R using the modified prospective approach and accordingly prior periods have not been restated to reflect the impact of SFAS 123R. Under SFAS 123R, stock-based awards granted prior to its adoption will be expensed over the remaining portion of their vesting period. These awards will be expensed under the straight line amortization method using the same fair value measurements which were used in calculating pro forma stock-based compensation expense under SFAS 123. For stock-based awards granted on or after January 1, 2006, the Company will amortize stock-based compensation expense on a straight-line basis over the requisite service period, which is generally a three-year vesting period.

SFAS 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from initial estimates. Stock-based compensation expense has been recorded net of estimated forfeitures for the period ended September 30, 2006 such that expense was recorded only for those stock-based awards that are expected to vest. Previously under APB 25 to the extent awards were forfeited prior to vesting, the corresponding previously recognized expense was reversed in the period of forfeiture.

If the fair value based method under FAS123 had been applied in measuring stock-based compensation expense for the nine-month period ended September 30, 2005, the pro forma net income and net income per share would have been as follows:

	Nine-month Period ended September 30,2005
Net income, as reported	$ 126,601
Add: Stock-based employee compensation expense included in reported net income, net of related tax effect	-
Deduct: Total stock-based employee compensation expense determined under fair-value based method for all awards not included in net income	(89,968)
Pro forma net income	$ 36,633
Income (loss) per share:	
Basic/diluted - as reported	$0.00 / $0.00
Basic/diluted - pro forma	$0.00 / $0.00

5. Significant Concentrations

a. Customers

The Company sells to both distributors and retailers. Revenues through such distribution channels are summarized as follows:

Three Months Ended Sept. 30, Nine Months Ended Sept. 30,

	2006	2005	2006	2005
Revenues				
Distributors	$ 7,570,129	$ 1,113,584	$ 23,113,748	$ 4,701,601
Retailers	2,068,429	8,094,398	8,264,126	17,216,232
Others	366,526	25,448	962,911	(227,573)
	$10,005,084	$ 9,233,430	$ 32,340,785	$21,690,260

During the three months ended September 30, 2006 and 2005, the Company offered price protection to certain customers under specific programs aggregating $95,752 and $7,142, respectively, which reduced net revenues and accounts receivable accordingly.

Information with respect to customers that accounted for 10% or more of the Company's revenues is presented below.

During the three months ended September 30, 2006, the Company had one customer that accounted for revenues of $1,319,350, equivalent to 13.2% of net revenues. The customer was D & H Distributing, Inc. The customer is a distributor who sells the Company's products to retailers in the United States.

b. Geographic Segments

Financial information by geographic segments is summarized as follows:

	Three Months Ended Sept. 30,		Nine Months Ended Sept. 30,	
	2006	2005	2006	2005
Revenues				
United States	$ 5,292,158	$ 4,868,531	$22,751,676	$ 10,162,922
Canada	1,660,253		2,500,052	
Central and South America	3,046,713	365,239	6,790,067	893,791
Other locations	5,960	3,999,660	298,990	10,633,547
	$10,005,084	$ 9,233,430	$ 32,340,785	$ 21,690,260

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NOTE: Prior to 2006, the Company reported all United States and Canadian revenue as a single line item under the caption North America. As such, the breakout between US and Canadian revenue is not available. The 2005 revenue reported as US revenue includes sales to Canada.

c. During the quarter ended June 30, 2006, the Company began calculating net revenue by product line for financial reporting purposes. 2006 sales by product line are as follows:

Three Months Ended Sept. 30,		Nine Months Ended Sept. 30,	
2006	2005	2006	2005

Revenues				
Consumer Electronics	$7,803,431	NOT	$ 27,093,098	NOT
Computer Products	1,760,853	AVAILABLE	4,862,719	AVAILABLE
VOIP	440,800		384,968	
	$10,005,084		$ 32,340,785	

d. Suppliers

Of the products the Company sold in 2005, no more than 39% of the products were produced by any one vendor. The Company is working to reduce that dependency and expects that no more than 25% of any products sold in 2006 will be produced by one vendor.

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

Cautionary Statement Pursuant to Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995:

This Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, including statements that include the words "believes", "expects", "anticipates", or similar expressions. These forward-looking statements include, but are not limited to, statements concerning the Company's expectations regarding its working capital requirements, financing requirements, business prospects, and other statements of expectations, beliefs, future plans and strategies, anticipated events or trends, and similar expressions concerning matters that are not historical facts. The forward-looking statements in this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 involve known and unknown risks, uncertainties and other factors that could cause the actual results, performance or achievements of the Company to differ materially from those expressed in or implied by the forward-looking statements contained herein.

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Background and Overview:

Historically, the Company has sold computer components and peripherals to distributors and retailers primarily in North, Central and South America. The Company operated in one business segment. A substantial majority of the Company's products were purchased from SOYO Taiwan pursuant to an exclusive distribution agreement effective through December 31, 2005, and were sold under the "SOYO" brand.

Effective October 24, 2002, Vermont Witch Hazel Company, Inc., a Nevada corporation ("VWHC"), acquired SOYO, Inc., a Nevada corporation ("SOYO Nevada"), from SOYO Computer, Inc., a Taiwan corporation ("SOYO Taiwan), in exchange for the issuance of 1,000,000 shares of convertible preferred stock and 28,182,750 shares of common stock, and changed its name to SOYO Group, Inc. ("SOYO"). The 1,000,000 shares of preferred stock were issued to SOYO Taiwan and the 28,182,750 shares of common stock were issued to certain members of SOYO Nevada

management. During October 2002, certain members of the management of SOYO Nevada also separately purchased 6,026,798 shares of the 11,817,250 shares of common stock of VWHC outstanding prior to VWHC's acquisition of SOYO Nevada, for $300,000 in personal funds. The 6,026,798 shares represented 51% of the outstanding shares of VWHC common stock. Accordingly, SOYO Taiwan and SOYO Nevada management currently own 34,209,548 shares of the Company's common stock outstanding.

Subsequent to this transaction, SOYO Taiwan maintained an equity interest in SOYO, continued to be the primary supplier of inventory to SOYO, and was a major creditor. In addition, there was no change in the management of SOYO and no new capital invested, and there was a continuing family relationship between certain members of the management of SOYO and SOYO Taiwan. As a result, for financial reporting purposes, this transaction was accounted for as a recapitalization of SOYO Nevada, pursuant to which the accounting basis of SOYO Nevada continued unchanged subsequent to the transaction date. Accordingly, the pre-transaction financial statements of SOYO Nevada are now the historical financial statements of the Company.

Unless the context indicates otherwise, SOYO and its wholly-owned subsidiary, SOYO Nevada, are referred to herein as the "Company".

In 2004, the Company decided to make a significant change in the core offerings for sale. The emphasis switched from motherboards and hardware to peripherals, leading to a more diverse product offering. Also in 2004, the Company introduced its VoIP products. In 2005, SOYO Group, Inc. entered the LCD display market with the introduction of 17- and 19-inch LCD monitors, and 32 and 37 inch LCD televisions. Both products were introduced in the second quarter of 2005. Currently, the Company sells products under three different product lines: 1) Computer Components and Peripherals 2) Consumer Electronics and 3) Communications Equipment and Services. The products are sold to distributors and retailers primarily in North, Central and South America.

Financial Outlook:

On August 29, 2006, the Company issued a press release announcing a multi-million dollar agreement with GE Capital Solutions to provide both manufacturing and retailer finance options. The agreement is the first major financing commitment the Company has secured. The Company continues to negotiate with outside parties to secure additional financing and product commitments.

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Since October 24, 2002, the date that SOYO Nevada became a wholly-owned subsidiary of VWHC, SOYO has attempted to implement various measures designed to improve its operating results, cash flows and financial position, including the following:

- The Company has changed its product mix substantially in the past two years, and has changed its sales plan to focus on higher margin products.

- The Company has expanded the number and credit quality of its customer accounts.

- The Company is negotiating with additional suppliers, but the ability to buy goods from those suppliers is reliant on cash flows.

- The Company moved its office and warehouse operations into a larger, more efficient facility in September 2003.

- The Company is attempting to increase its operating liquidity by exploring the availability of outside debt and equity financing; to the extent such funding is available under reasonable terms and conditions.

There can be no assurances that these measures will result in an improvement in the Company's operations or liquidity. To the extent that the Company's operations and liquidity do not improve, the Company may be forced to reduce operations to a level consistent with its available working capital resources. The Company may also have to consider a formal or informal restructuring or reorganization.

Critical Accounting Policies:

The Company prepared its condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management periodically evaluates the estimates and judgments made. Management bases its estimates and judgments on historical experience and on various factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates as a result of different assumptions or conditions.

The Company operates in a highly competitive industry subject to aggressive pricing practices, pressures on gross margins, frequent introductions of new products, rapid technological advances, continual improvement in product price/performance characteristics, and changing consumer demand.

As a result of the dynamic nature of the business, it is possible that the Company's estimates with respect to the realizability of inventories and accounts receivable may be materially different from actual amounts. These differences could result in higher than expected allowance for bad debts or inventory reserve costs, which could have a materially adverse effect on the Company's financial position and results of operations.

The following critical accounting policies affect the more significant judgments and estimates used in the preparation of the Company's condensed consolidated financial statements.

Vendor Programs:

Firm agreements with vendors for price protection, product rebates, marketing and training, product returns and promotion programs are generally recorded as adjustments to product costs, revenue or sales and marketing expenses according to the nature of the program. The Company records estimated reductions to revenues for incentive offerings and promotions. Depending on market conditions, the Company may implement actions to increase customer incentive offerings, which may result in an incremental reduction of revenue at the time the incentive is offered. The Company records the corresponding effect in cost or expense at the time it has a firm agreement with a vendor.

Accounts Receivable:

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable, and collectibility is probable.

The Company records estimated reductions to revenue for incentive offerings and promotions. Depending on market conditions, the Company may implement actions to increase customer incentive offerings, which may result in an incremental reduction of revenue at the time the incentive is offered. The Company records the corresponding effect on receivable and revenue when the Company offers the incentive to customers. All accruals estimating sales incentives, warranties, rebates and returns are based on historical experience and the Company management's collective experience in anticipating customers actions. These amounts are reviewed and updated each month when financial statements are generated.

Complicating these estimates is the Company's different return policies. The Company does not accept returns from customers for refunds, but does repair merchandise as needed. The cost of the shipping and repairs may be borne by the customer or the Company, depending on the amount of time that has passed since the sale and the product warranty.

The Company has different return policies with different customers. While the Company does not participate in "guaranteed sales" programs, the Company has begun to sell products to several national retail chains. Some of these chains have standard contracts which require the Company to accept returns for credit within standard return periods, usually sixty days. While these return policies are more generous than the Company usually offers, management has made the decision to accept the policies and sell the products to these national chains for both the business volume and exposure such sales generate. These sales have been taking place since late 2005, and returns have consistently been below management's expectations. Therefore, no adjustments to the financial statements have been necessary.

Each month, management reviews the accounts receivable aging report and adjusts the allowance for bad debts based on that review. The adjustment is made based on historical experience and management's evaluation of the collectibility of outstanding accounts receivable over 90 days. At all times, the allowance for bad debts is large enough to cover all receivables that management is not certain it will collect, plus another one percent of the net accounts receivable. At September 30, 2006, the allowance was $256,203. Since the net A/R balance was approximately $7.0 million, the amount the Company considered uncollectible was under $180,000.

Inventories:

Inventories are stated at the lower of cost or market. Cost is determined by using the average cost method. The Company maintains a perpetual inventory system which provides for continuous updating of average costs. The Company evaluates the market value of its inventory components on a regular basis and reduces the computed average cost if it exceeds the component's market value.

Income Taxes:

The Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. In the event the Company

was to determine that it would be able to realize its deferred tax assets in the future in excess of its recorded amount, an adjustment to the deferred tax assets would be credited to operations in the period such determination was made. Likewise, should the Company determine that it would not be able to realize all or part of its deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to operations in the period such determination was made.

Prior Year's Purchases and Discounts

Soyo negotiated with its suppliers for discounts and allowances related to purchases made in 2004. Soyo and its suppliers settled their differences in 2005. Soyo accounted in 2005 for the settlement as a gain contingency, in accordance with FAS 5, Accounting for Contingencies.

Soyo also accounted in 2005 for its settlement with suppliers of discounts and allowances as a reduction of cost of goods sold because purchase discounts and allowances are of a "character typical of the customary business activities of the entity" in accordance with APB 9, as amended by APB 30, Reporting the Results of Operations--Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions.

Results of Operations:

Three Months Ended September 30, 2006 and 2005:

Net Revenues. Net revenues increased by $771,654 or 8.4%, to $10,005,084 in the three months ended September 30, 2006, as compared to $9,233,430 in 2005. The increase in the net revenues was due to the Company's strong sales of consumer electronics. The Company began to sell the LCD products during the second quarter of 2005, and in the past year has greatly expanded its distribution channel. The Company continues to sell products to new customers. Customers who bought products from the Company in the three months ended September 30, 2006 that had not previously purchased our products included 4Sure.com, Shop NBC, Time Import Corporation, Boston Inc. and DBL Distributing, Inc.

Gross Margin. Gross margin was $2,233,361 or 22.3% in 2006, as compared to $206,771 or 2.2% in 2005. The increase in the gross margin as a percentage of sales can be attributed entirely to the consumer electronics products, which were sold at a high margin. The Company believes that gross margins will stabilize around 16% in the future.

Sales and Marketing Expenses. Selling and marketing expenses decreased by $24,987 to $231,272 in 2006, as compared to $256,259 in 2005. The decrease is entirely due to the Company sponsoring fewer sales programs in 2006. The market demand is strong enough that large rebate programs and other sales incentives are not needed to generate sales.

General and Administrative Expenses. General and administrative expenses increased by $540,941 to $1,427,441 in 2006, as compared to $886,500 in 2005. The increase can be explained by three distinct factors.

The first factor in the increased G&A costs was the Company's mandatory implementation of SFAS No. 123(R). In December 2004, the FASB issued Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment

("SFAS No. 123(R)") which replaces SFAS No. 123, Accounting for Stock-Based Compensation and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. SFAS No. 123(R) requires that companies recognize all share-based payments to employees, including grants of employee stock options, in the financial statements. The cost will be based on the fair value of the equity or liability instruments issued and recognized over the respective vesting period of the stock option. Pro forma disclosure of this cost will no longer be an alternative under SFAS No. 123(R). SFAS 123(R) was effective for public companies at the beginning of the first fiscal year that begins after June 15, 2005.

The Company adopted SFAS No. 123(R) effective January 1, 2006.The Company adopted the modified prospective method. As a result, the Company recognized a charge against earnings of $126,924 for the three months ended September 30, 2006.

The second factor leading to increased costs during the quarter were legal fees. The Company's fees for legal expenses rose by $141,000 during the quarter. The fees were due to work performed on the Normandan case (see legal proceedings) and additional work done for state regulators regarding the Company's rebate programs.

The 3rd factor that led to increased costs during the quarter is increased use of consultants and contractors. The Company's business is growing rapidly, and the Company is actively searching for additional financing opportunities. The Company has also begun to set up quality control checkpoints in Asia to ensure that all goods purchased meet Company quality requirements. Lastly, the Company has hired a consultant to review and evaluate the Company's sales efforts and efficiency. Taken together, the Company spent over $100,000 during the quarter on these projects, but management believes the efforts are required to manage the Company's growth.

These three items accounted for over $400,000 additional expenses over the comparable quarter in 2005.

Provision for Doubtful Accounts. The Company recorded a provision for doubtful accounts of $20,635 in the three months ended September 30, 2006. The Company did not record a provision for doubtful accounts for the three months ended September 30, 2005. As of September 30, 2006, the Company believes its provision for doubtful accounts is adequate.

Depreciation and Amortization. Depreciation and amortization of property and equipment was $27,107 for the three months ended September 30, 2006, as compared to $8,653 in 2005. The increase is a result of the use of leasehold improvements provided by the landlord after the move from Fremont to Ontario, CA, and depreciable assets purchased in December 2005 in China for the VoIP business.

Income from Operations. The income from operations was $526,906 for the three months ended September 30, 2006, as compared to a loss from operations of

$482,407 for the three months ended September 30, 2005. This is a result of the improved sales volume and strong operating margins described above.

Miscellaneous Income. Miscellaneous income was a loss of $6,399 for the three months ended September 30, 2006. Miscellaneous income was $137,766 in the three months ended September 30, 2005.

Interest Income. The Company earned no interest income in the three months ended September 30, 2006. Interest income in 2005 was $1,202.

Interest Expense. Interest expense was $200,939 for the three months ended September 30, 2006. Interest expense was $36,353 for the three months ended September 30, 2005. The increase was due to several factors. The Company is factoring all receivables to improve cash flow and has also entered into a new financing arrangement with GE Capital. Both of these programs are extremely expensive, but were necessary to guarantee the uninterrupted flow of goods from our suppliers overseas.

Provision for Income Taxes. There was no provision for income taxes in 2006 or in 2005.

Net Income. Net income was $319,568 for the three months ended September 30, 2006, as compared to a loss of $362,192 for the three months ended September 30, 2005.

Nine Months Ended September 30, 2006 and 2005:

Net Revenues. Net revenues increased by $10,650,525 or 49.1%, to $32,340,785 in 2006, as compared to $21,690,260 in 2005. The large increase in the net revenues was due entirely to the Company's consumer electronics business. Sales of LCD televisions exceeded $5,000,000 during the quarter, and sales of LCD monitors exceeded $2,600,000 during the quarter.

Gross Margin. Gross margin was $6,191,202 or 19.1% for the nine months ended September 30, 2006, as compared to $3,245,912 or 14.9% in 2005. The 2005 gross margin was negatively affected by the settlement of a dispute with a vendor, resulting in large returns during the period that depressed the gross margin. The Company believes that as the LCD market becomes more mature, gross margin is likely to stabilize in the 15-16% range.

Sales and Marketing Expenses. Selling and marketing expenses increased by $8,533 to $628,286 in 2006, as compared to $619,753 in 2005. The increase of approximately 1% is insignificant. The Company has added sales representatives and spent additional funds on travel to customers and road shows, but those costs have been offset by reduced costs of direct sales incentive plans.

General and Administrative Expenses. General and administrative expenses increased by $1,480,290 to $4,182,118 in 2006, as compared to $2,701,828 in 2005. The increase is primarily due to five factors.

First, the cost of the annual audit increased by approximately $75,000 over the prior year. The increase was primarily due to the Company's untimely loss of accounting personnel as described in Item 9A of report 10K dated December 31, 2005. The Company believes the problem has been solved, and expects that the cost of future audits will be in line with prior years.

Second, on April 14, 2005 a lawsuit was filed in Superior Court of the State of California, County of San Bernardino, entitled Afshin Pourvajdi v. SOYO Group, Inc., Nancy Chu and various Doe defendants. Case RCV 086992. The complaint

alleged causes of action for: 1) Double damages for violation of labor code Section 970; 2) Misrepresentation; 3) Intentional Infliction of Emotional

Distress; 4) Breach of Contract. The prayer for relief in the Complaint sought damages of no less than $200,000 on the first and second causes of action, plus an unspecified amount of punitive damages and an unspecified amount of general and punitive damages on the third cause of action and an unspecified amount of general and punitive damages on the fourth cause of action. Plaintiff also sought to recover all costs and attorney fees. The case arose from a consultant who worked for the Company in 2004 and whose contract was not renewed. During the second quarter, the Company settled the case for $70,000, which it believed to be less than the cost of the upcoming trial. As a result, the entire settlement amount was accrued and expensed during the quarter, and the legal fees spent preparing for the case were paid and expensed during the period as well.

The third factor leading to increased costs during the nine months were a large increase in other legal fees. The Company's fees for legal expenses rose by $141,000 during the 3rd quarter alone. The fees were due to work performed on the Normandan case (see legal proceedings) and additional work done for state regulators regarding the Company's rebate programs.

The 4th factor that led to increased costs during the year is increased use of consultants and contractors. The Company's business is growing rapidly, and the Company is actively searching for additional financing opportunities. The Company has also begun to set up quality control checkpoints in Asia to ensure that all goods purchased meet Company quality requirements. Lastly, the Company has hired a consultant to review and evaluate the Company's sales efforts and efficiency. Taken together, the Company spent over $100,000 during the 3rd quarter on these projects, and has spent almost $200,000 in the first three quarters of the fiscal year. Management believes the efforts are required to manage the Company's growth.

The biggest factor in the increased G&A costs was the Company's mandatory implementation of SFAS No. 123(R). In December 2004, the FASB issued Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment ("SFAS No. 123(R)") which replaces SFAS No. 123, Accounting for Stock-Based Compensation and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. SFAS No. 123(R) requires that companies recognize all share-based payments to employees, including grants of employee stock options, in the financial statements. The cost will be based on the fair value of the equity or liability instruments issued and recognized over the respective vesting period of the stock option. Pro forma disclosure of this cost will no longer be an alternative under SFAS No. 123(R). SFAS 123(R) was effective for public companies at the beginning of the first fiscal year that begins after June 15, 2005.

The Company adopted SFAS No. 123(R) effective January 1, 2006.The Company adopted the modified prospective method. As a result, the Company recognized a charge against earnings of $134,952 for the three months ended March 31, 2006, $121,573 for the three months ended June 30, 2006, and $126,924 for the three months ended September 30,2006. The complete effect of the adoption was a non cash charge against earnings of approximately $380,000 over the nine month period.

Provision for Doubtful Accounts. The Company recorded a provision for doubtful accounts of $123,819 for the nine months ended September 30, 2006. The Company recorded a provision for doubtful accounts of $34,513 for the nine months ended September 30, 2005.The increase in the provision is directly attributable to the large sales increase. The Company

believes that the provision for doubtful accounts is sufficient as of September 30, 2006.

Depreciation and Amortization. Depreciation and amortization of property and equipment was $79,496 for the nine months ended September 30, 2006, as compared to $26,740 in 2005. The increase is a result of the purchase of depreciable equipment in December 2005 in China for the VoIP business.

Income from Operations. The income from operations was $1,177,483 for the nine months ended September 30, 2006, as compared to a loss from operations of $136,922 for the nine months ended September 30, 2005. This is a direct result of the increased sales volumes and strong margins.

Miscellaneous Income. Miscellaneous income was a loss of $1,115 for the nine months ended September 30, 2006. Miscellaneous income was $304,452 for the nine months ended Septmeber 30, 2005.

Interest Income. Interest income was $6,607 for the nine months ended September 30, 2006, as opposed to $1,202 in 2005.

Interest Expense. Interest expense was $351,408 for the nine months ended September 30, 2006. Interest expense was $59,731 for the nine months ended September 30, 2005. The increase was due to several factors. The Company has been aggressively borrowing funds on a short term basis as needed to support its growth. The Company is factoring all receivables to improve cash flow and has entered into a long term financing arrangement with GE Capital. Both of these programs were necessary to guarantee the uninterrupted flow of goods from our suppliers overseas. The sale of all invoices is done with recourse, which means that if the factor is not paid, they can charge back the Company for the unpaid invoice plus interest.

Provision for Income Taxes. There was no provision for income taxes in 2006 or in 2005.

Net Income. Net income was $831,567 for the nine months ended September 30, 2006, as compared to $126,601 for the nine months ended September 30, 2005. The 2006 numbers include the charges for the adoption of SFAS 123R. Looking at the numbers on a comparable basis, the 2006 numbers are significantly better, which is a result of strong sales volume and strong operating margins.

Financial Condition - September 30, 2006:

Liquidity and Capital Resources:
On August 29, 2006, the Company issued a press release announcing a multi-million dollar agreement with GE Capital Solutions to provide both manufacturing and retailer finance options. The agreement is the first major financing commitment the Company has secured. The Company continues to negotiate with outside parties to secure financing and product commitments.

On December 27, 2006, the Company filed Form 8-K detailing SOYO's agreements with vendors Eastech and Corion regarding SOYO's payment of trade debts. The Company had several issues with the quality of the merchandise received from both vendors, and refused to pay for the merchandise without concessions in regard to price, RMA, and other factors. Ultimately, the Company was able to come to mutually agreeable terms with both vendors. The end result is that the Company will pay both vendors over time, which results in a portion of each debt being reclassified to long term debt, and helps the Company's liquidity. The Company does not expect that any other trade receivables or payables will be

settled in such a manner.

Operating Activities. The Company generated cash of $749,407 in operating activities during the nine months ended September 30, 2006, as compared to utilizing cash of $4,405,339 in operating activities during the nine months ended September 30, 2005.

At September 30, 2006, the Company had cash and cash equivalents of $1,355,869, as compared to $828,294 at December 31, 2005.

The Company had working capital of $1,583,930 at September 30, 2006, as compared to working capital of $689,141 at December 31, 2005, resulting in current ratios of 1.13:1 and 1.04:1 at September 30, 2006 and December 31, 2005, respectively.

Accounts receivable decreased to $7,003,019 at September 30, 2006, as compared to $7,278,520 at December 31, 2005, a decrease of $275,501. The Company's provision for doubtful accounts stood at $256,203 as of September 30, 2006, as compared to $589,224 at December 31, 2005.

Inventories decreased to $5,151,859 at September 30, 2006, as compared to $7,991,030 at December 31, 2005, a decrease of $2,839,171 or 35.5%. As detailed in this report, the Company signed a financing agreement during the quarter with GE Capital Solutions for the financing of inventory. The Company continues to negotiate with outside parties to establish credit lines for inventory purchasing.

Accounts payable decreased to $11,544,635 at September 30, 2006, as compared to $13,977,579 at December 31, 2005, a decrease of $2,432,944, as a direct result of reduced inventory purchases. The decrease in payables is comparable to the decrease in inventory levels as older purchases were paid for and newer purchase volumes declined.

Accrued liabilities decreased to $282,182 at September 30, 2006, as compared to $1,287,108 at December 31, 2005, a decrease of $1,004,926 or 78%. The main reason for the decrease is reduced accruals for RMA. Now that the Company has been selling the LCD products for a full year, the Company has a track record at estimating returns and repairs. The Company believes its current accruals are sufficient to handle all expected returns and reserves.

Financing Activities. In October 2005, the Company borrowed $165,000 from an individual for working capital purposes. As of September 30, 2006, $100,000 is owed to that individual.

Principal Commitments:

A summary of the Company's contractual cash obligations as of September 30, 2006 is as follows:

	Payments Due By Period			
Contractual	Less than	Between	Between	After

Cash Obligations	Total	1 year	1-2 years	3-5 years	5 years
Operating leases	$ 456,748	$ 212,692	$ 244,056	$ --	$ --
Note payable	100,000	100,000	--	--	--
Purchase Commitments	2,682,012	2,682,012	--	--	--
Total contractual cash obligations	$3,238,760	$2,994,704	$ 244,056	$ --	$ --

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Purchase Commitments:

At September 30, 2006, the Company had purchased inventory costing $2,682,012 that had not yet arrived in the warehouse. The Company had no other long-term or short-term purchase commitments.

Off-Balance Sheet Arrangements:

At September 30, 2006, the Company did not have any transactions, obligations or relationships that could be considered off-balance sheet arrangements.

Commitments and Contingencies:

At September 30, 2006, the Company did not have any material commitments for capital expenditures.

Recent Accounting Pronouncements:

In May 2005, FASB issued SFAS No. 154, Accounting Changes and Error Corrections, a replacement of APB Opinion No. 20 and FASB Statement No. 3. SFAS 154 applies to all voluntary accounting principle changes as well as the accounting for and reporting of such changes. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005.

SFAS 154 requires voluntary changes in accounting principle be retrospectively applied to financial statements from previous periods unless such application is impracticable. Changes in depreciation, amortization, or depletion for long-lived, non-financial assets are accounted for as a change in accounting estimate that is affected by a change in accounting principle, under the newly issued standard.

SFAS 154 replaces APB Opinion No. 20 and SFAS 3. SFAS 154 carries forward many provisions of Opinion 20 and SFAS 3 without change including those provisions related to reporting a change in accounting estimate, a change in reporting entity, correction of an error and reporting accounting changes in interim financial statements. The FASB decided to completely replace Opinion 20 and SFAS 3 rather than amending them in keeping to the goal of simplifying U.S. GAAP. The provisions of SFAS No. 154 are not expected to have a material effect on the Company's consolidated financial position or results of operation.

In December 2004, the FASB issued SFAS No. 153, "Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 29". SFAS 153 addresses the measurement of exchanges of nonmonetary assets. It eliminates the exception from fair value measurement for nonmonetary exchanges of similar productive assets in paragraph 21(b) of APB Opinion No. 29, Accounting forNonmonetary Transactions, and replaces it with an exception for exchanges that do not have commercial substance. SFAS 153 specifies that a nonmonetary exchange has commercial

substance if the future cash flows of the entity are expected to change significantly as a result of the exchange.

The exception under APB 29 required that some nonmonetary exchanges, although commercially substantive, be recorded on a carryover basis. SFAS 153 eliminates the exception to fair value for exchanges of similar productive assets and replaces it with a general exception for exchange transactions that do not have commercial substance--that is, transactions that are not expected to result in significant changes in the cash flows of the reporting entity.

SFAS 153 is effective on January 1, 2006. The adoption of SFAS 153 is not expected to have an impact on the Company's consolidated financial statements or disclosures.

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment ("SFAS No. 123(R)") which replaces SFAS No. 123, Accounting for Stock-Based Compensation and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. SFAS No. 123(R) requires that companies recognize all share-based payments to employees, including grants of employee stock options, in the financial statements. The cost will be based on the fair value of the equity or liability instruments issued and recognized over the respective vesting period of the stock option. Pro forma disclosure of this cost will no longer be an alternative under SFAS No. 123(R). SFAS 123(R) is effective for public companies at the beginning of the first fiscal year that begins after June 15, 2005.

Transition methods available to public companies include either the modified prospective or modified retrospective adoption. The modified prospective transition method requires that compensation cost be recognized beginning on the effective date, or date of adoption if earlier, for all share-based payments granted after the date of adoption and for all unvested awards existing on the date of adoption. The modified retrospective transition method, which includes the requirements of the modified prospective transition method, additionally requires the restatement of prior period financial information based on amounts previously recognized under SFAS No. 123 for purposes of pro-forma disclosures. The Company adopted SFAS No. 123(R) effective January 1, 2006.The Company adopted the modified prospective method. As a result, the Company recognized a charge against earnings of $383,449 for the nine months ended September 30, 2006.

In November 2004, the FASB issued SFAS No. 151, "Inventory Costs, an amendment of ARB No. 43, Chapter 4." SFAS 151 amends the guidance in ARB No. 43, Chapter 4, "Inventory Pricing," to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). Paragraph 5 of ARB 43, Chapter 4, previously stated that ". . . under some circumstances, items such as idle facility expense, excessive spoilage, double freight, and rehandling costs may be so abnormal as to require treatment as current period charges. . . ." SFAS 151 requires that those items be recognized as current-period charges regardless of whether they meet the criterion of "so abnormal." In addition, SFAS 151 requires that allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities.

SFAS 151 is effective on January 1, 2006. Earlier application is permitted for inventory costs incurred beginning January 1, 2005. The provisions of SFAS 151 shall be applied prospectively. The adoption of SFAS 151 is not expected to have

an impact on the Company's consolidated financial statements or disclosures.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company does not have any market risk with respect to such factors as commodity prices, equity prices, and other market changes that affect market risk sensitive investments.

As the Company's debt obligations at September 30, 2006 are primarily short-term in nature and non-interest bearing, the Company does not have any risk from an increase in interest rates. However, to the extent that the Company arranges new interest-bearing borrowings in the future, an increase in current interest rates would cause a commensurate increase in the interest expense related to such borrowings.

The Company does not have any foreign currency risk, as its revenues and expenses, as well as its debt obligations, are denominated and settled in United States dollars.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure and Control Procedures

Based on a current evaluation under the supervision and with the participation of the Company's management, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures as defined in rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act) were not effective as of September 30, 2006 and did not ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Based on that evaluation, that as of such date, the Company's disclosure controls and procedures were not adequate. In addition, the Company's automated financial reporting systems are overly complex, poorly integrated and inconsistently implemented.

The Company's Chief Executive Officer and Chief Financial Officer arrived at this conclusion based on a number of factors, including the fact that the Company's system of internal control requires considerable manual intervention to do the following: (1) to properly record accounts payable to vendors for purchases of inventory, (2) to properly record adjustments to inventory per the general ledger to physical inventory balances, (3) to properly record inventory adjustments to the lower of cost or market using the average inventory method, (4)to have adequate controls over interim physical inventory procedures, and 5) to generate timely and accurate financial information to allow for the preparation of timely and complete financial statements. The Company did not have an adequate financial reporting process because of the aforementioned material weaknesses, including the difficulty in identifying and assembling relevant contemporaneous documentation for ongoing business transactions, and significant turnover in the Company's financial staff. Accordingly, the Company's Chief Executive Officer and Chief Financial Officer concluded that there were significant deficiencies, including material weaknesses, in the Company's internal controls over its financial reporting at the end of the period ended September 30, 2006.

A significant deficiency should be classified as a material weakness if, by itself or in combination with other control deficiencies, it results in more than a remote likelihood that a material misstatement in the company's annual or interim financial statements will not be prevented or detected.

To address these significant deficiencies and material weaknesses, the Company took the following corrective actions:

>> The Company hired a new Accounting Manager, then replaced the Accounting Manager with a more qualified candidate. That employee recently left the Company to return overseas for a family emergency. The employee will not be returning to the Company, which means that as of September 30, 2006, the Company is operating without an Accounting Manager or Controller. While the Company is searching for a replacement, the Company has retained a financial consultant and former CPA to oversee the day to day management of the accounting department. The Company has recently added additional personnel to complete the day to day accounting tasks. The Company needs and is seeking to immediately hire an Accounting Manager and additional personnel to focus on financial accounting and reporting issues.

>> Each month, the Company's Accounting Manager supervises the reconciliation of the accounts payable subsidiary ledgers with the general ledger, and approves adjustments to inventory based on reconciliation of the general ledger to physical inventory counts. Each quarter, the Accounting Manager records inventory adjustments to the lower of cost or market. These tasks will be supervised by the financial consultant until the new Accounting Manager is hired.

>> Every month, the Accounting Manager reconciles the bank accounts and compares the bank reconciliation with the balance per general ledger and the daily cash report, reviews the recording of accounts payable to vendors for purchases of inventory, and prepares financial statements with a complete set of adjustments. These tasks will be supervised by the financial consultant until the new Accounting Manager is hired.

>> A complete inventory is physically counted and reconciled at the end of every month.

Changes in Internal Control over Financial Reporting
We made changes during our most recently completed fiscal quarter in our internal control over financial reporting that have materially affected , or are reasonably likely to materially affect, our internal control over financial reporting.

In light of the foregoing, in 2006, management took the following actions to rectify the significant deficiencies and material weaknesses as described above.

>> Management hired experts to assist with the financial reporting required, and to train Company employees to perform such tasks in the future.

>> Management hired experts to assist in the evaluation and implementation of new accounting software. The evaluation was completed, and the software has been paid for. The Company has been testing and customizing the software for the last few months, and expects that the software will be installed and operational during the first quarter of 2007.

In conjunction with the audit review of the Company's financial statements for the quarter ended September 30, 2006, the Company's Chief Executive Officer and its Chief Financial Officer reviewed and evaluated the corrective actions listed

above. The officers believed that such corrective actions minimize the risk of material misstatement, but the corrective actions continued to have significant deficiencies.

As of September 30, 2006, the Company is working quickly to hire additional finance personnel. The Chief Executive Officer and the Chief Financial Officer are satisfied that with the personnel in place, and with the additional efforts of the Financial Consultant/ CPA, that the books and records portray a completely accurate picture of the Company's financial position and that all transactions are being captured and reported as required. The Company believes that once the new software is installed and operational, all significant deficiencies will have been addressed and corrected.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On August 2, 2004, a lawsuit was filed in California Superior Court entitled Gerry Normandan. et al, v. SOYO Inc. Case No. RCV 082128. The case seeks class action status and alleges defects in motherboards which Soyo distributes, and that the Company misrepresented and omitted material facts concerning the motherboards. The plaintiff seeks restitution and disgorgement of all amounts obtained by defendant as a result of alleged misconduct, plus interest, actual damages, punitive damages and attorneys' fees. The Company is vigorously defending the lawsuit and believes that it will be resolved with no material adverse effect on the Company.

There are no other legal proceedings that have been filed against the Company.

None of the Company's directors, officers or affiliates, or owner of record of more than five percent (5%) of its securities, or any associate of any such director, officer or security holder, is a party adverse to the Company or has a material interest adverse to the Company in reference to pending litigation.

ITEM 1A: RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2005, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

ITEM 2. CHANGES IN SECURITIES, USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY SECURITIES

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

A list of exhibits required to be filed as part of this report is set forth in the Index to Exhibits, which immediately precedes such exhibits, and is incorporated herein by reference.

(b) Reports on Form 8-K

None

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.

SOYO GROUP, INC.

(Registrant)

DATE: April 20, 2007

By: /s/ Ming Tung Chok

Ming Tung Chok
President and Chief
Executive Officer

DATE: April 20, 2007

By: /s/ Nancy Chu

Nancy Chu
Chief Financial Officer

DATE: April 20, 2007

By /s/ Paul F. Risberg

Name: Paul F. Risberg
Title: Director

DATE: April 20, 2007

By /s/ Chung Chin Keung

Name: Chung Chin Keung
Title: Director

DATE: April 20, 2007

By /s/ Zhi Yang Wu

Name: Zhi Yang Wu
Title: Director

INDEX TO EXHIBITS

Exhibit Number	Description of Document
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Ming Tung Chok
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Nancy Chu
32	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Ming Tung Chok and Nancy Chu