

HU LIMIN  
Form 4  
April 03, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HU LIMIN

2. Issuer Name and Ticker or Trading Symbol  
ELLIE MAE INC [ELLI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O ELLIE MAE, INC., 4155  
HOPYARD ROAD, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)  
04/02/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exe VP/ChiefTech Off

(Street)  
PLEASANTON, CA 94588

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	04/02/2012		S		6,667	D	\$ 11.0884
							(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
HU LIMIN C/O ELLIE MAE, INC. 4155 HOPYARD ROAD, SUITE 200 PLEASANTON, CA 94588			Exe VP/ChiefTech Off		

## Signatures

By: LeeAnn C. Linck, Attorney-in-fact For:  
Limin Hu

04/03/2012

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The price reported is a weighted average price. The shares were sold in multiple transactions ranging from \$10.96 to \$11.14, inclusive.

- (1) The reporting person undertakes to provide to Ellie Mae, Inc., any security holder of Ellie Mae, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Other current assets

Reporting Owners

	--
	3,639
	3,639
Restricted cash and other assets	
	267,500
	(5,003)
	262,497
Accounts payable	
	(109,957)
	232,933
	122,976
Explanation of Responses:	3

Accrued expenses and other current liabilities

(208,467)

(14,274)

(222,741)

Net cash used in operating activities

(175,482)

(168,045)

(343,527)

Cash flows from investing activities

Proceeds from sale of property and equipment

--

500

500

Decrease in other assets

1,760

--

1,760

Net cash provided by investing activities

1,760

500

Explanation of Responses:

5

	2,260
Cash flows from financing activities	
Principal Payments Under Capital Lease Obligations	--
	(5,280)
	(5,280)
Additional Paid In Capital	
	108,177
	--
Explanation of Responses:	6

	108,177
Net Cash used in financing activities	
	108,177
	(5,280)
	102,897
Net increase (decrease) in cash and cash equivalents	
	(65,545)
	(172,825)
	(238,370)
Cash and cash equivalents, beginning of period	
	65,545

238,370

238,370

Cash and cash equivalents, end of period

\$

--

\$

65,545

\$

--

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



**DOCUCON, INCORPORATED**

**(A DEVELOPMENT STAGE COMPANY)**

**Notes To Financial Statements**

***Note 1. Description, background and going concern consideration***

Docucon, Incorporated (the Company) was incorporated under the laws of the State of Delaware on October 11, 1988 and is the successor by merger to a Texas corporation organized in 1986. In May 2000, the Company sold substantially all of its operating assets to TAB Products Co. (TAB). Before it sold substantially all of its operating assets to TAB, the Company was in the business of converting paper documents into electronic files for storage and archive purposes.

After it sold substantially all of its operating assets to TAB, the Company discontinued its document conversion business operations. As of December 31, 2000, the company reverted to a development stage company in accordance to Statement of Financial Accounting Standards No. 7. The Company has not generated any revenue from any continued business operations since the

TAB sale. The Company has incurred and continues to incur general and administrative expenses in order to maintain its existence and pursue the business plan management adopted as a result of the TAB sale. At all times since the TAB sale, that business plan has been to engage in a merger or acquisition transaction with a suitable candidate for the benefit of the Company's stockholders and other constituents.

On December 28, 2001, the Company, DocuconMerger, L.P., a Texas Limited Partnership and then intended to-be wholly-owned subsidiary of the Company, Digital Vision Systems, Inc., a Nevada corporation (DVS), and the stockholders of DVS entered into a (definitive) Agreement and Plan of Merger (the DVS Merger Agreement). If the merger had occurred as agreed, DVS, a then on-going business engaged in the manufacture and distribution of video surveillance systems, would have merged into the Company's then wholly-owned subsidiary, which in turn would have then owned and operated DVS's video surveillance business as a going concern. The Company's preferred and common stockholders approved and adopted the DVS Merger Agreement at a special meeting of stockholders on June 18, 2002.

The proposed merger was subject to many conditions. Importantly among them, DVS was to obtain \$2.5 million additional operating capital before the merger was consummated. Between September 30, 2002 and December 31, 2002, it became clear that DVS would not obtain the required operating capital. Moreover, between June 18, 2002 and December 31, 2002, DVS suffered serious business reversals. As a result, it discontinued its business operations and terminated its employees. Contemporaneously, DVS's creditors seized its then remaining assets. For all intents and purposes, the seizure of DVS's remaining assets was equivalent to its forcible and permanent liquidation.

As a result, the Company terminated the DVS Merger Agreement and the merger contemplated by it was abandoned.

The Company's audited financial statements have been prepared assuming that it will continue as a going concern. As stated above, the Company sold substantially all of its operating assets to TAB in May 2000, at which time it discontinued its document conversion business operations. The Company has not earned any revenue from any continued business operations since the TAB sale. The Company has incurred and continues to incur general and administrative expenses in order to maintain its existence and pursue its business plan to engage in a merger or acquisition transaction with a suitable candidate for the benefit of the Company's stockholders and other constituents.

Furthermore, at December 31, 2002, the Company had a net loss of (134,824) and an aggregate accumulated deficit of approximately \$10,628,887 (accumulated deficit of \$10,071,822 and accumulated deficit during the development stage of \$557,065). For fiscal year ended December 31, 2002, the Company had negative cash flows of approximately \$134,824. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company's audited financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Management's plans to mitigate these adverse conditions and events include:

Since the DVS merger was abandoned, the Company has focused its efforts on engaging in a merger or acquisition transaction with a different and more suitable candidate for the benefit of the Company's stockholders and other constituents. See Note 12 Subsequent events.

***Note 2. Summary of significant accounting policies***

*Cash and Cash Equivalents*

The Company has maintained a minimal cash balance with financial institutions that has not exceeded insured limits during the reporting period. The Company has not experienced any losses in such accounts.

*Property and Equipment Held for Disposal*

At December 31, 2002, the Company had furniture, fixtures and computer hardware being held for disposal at a book value of approximately \$10,000. They were abandoned in the fourth quarter of fiscal year ended December 31, 2002, and, therefore, their book value has been written off. As of this report ended December 31, 2002, the Company does not have any property and equipment.

*Revenue Recognition*

The Company had no revenue-producing operations and hence no revenue from operations for the reporting period ended December 31, 2002.

*Earnings (loss) per Common Share ( EPS )*

The Company complies with Statement of Financial Accounting Standards ( SFAS ) No. 128, Earnings Per Share, which requires dual presentation of basic and diluted earnings per share. Basic EPS excludes dilution and is computed by dividing income (loss) available to common stockholders by the weighted-average common shares outstanding for the year. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common

stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity.

*Income Taxes*

The Company complies with SFAS No. 109, Accounting for Income Taxes, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed for differences between the financial statement and tax bases of assets and liabilities that will result in future taxable or deductible amounts based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred income tax assets to the amounts expected to be realized.

*Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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.

*New Accounting Pronouncements*

In June 2001, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 141, Business Combinations, and SFAS No. 142, Goodwill and Other Intangible Assets, effective for fiscal years beginning after December 15, 2001. SFAS No. 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. Under SFAS No. 142, goodwill and intangible assets that have indefinite useful lives are no longer subject to amortization over their estimated useful life. Rather, goodwill and indefinite-lived intangible assets are subject to at least an annual assessment for impairment applying a fair-value based test. Intangible assets with finite useful lives will continue to be amortized over their useful lives. Additionally, an acquired intangible asset should be separately recognized if the benefit of the intangible asset is obtained through contractual or other legal rights, or if the intangible asset can be sold, transferred, licensed, rented or exchanged, regardless of the acquirer's intent to do so. The Company adopted both statements on January 1, 2002. The Company believes the adoption of these statements had no material effect on the Company's financial position or results of operations for fiscal year ended December 31, 2006.

FASB subsequently issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. The provisions of SFAS No. 144 supersede the provisions of SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be disposed of, and will take effect during the Company's fiscal year ended December 31, 2002. At that time, the Company will ensure existing policies are consistent with the provisions of SFAS No. 144. Management does not anticipate that the adoption of any other recent pronouncements will have a significant effect on earnings or the financial position of the Company.

***Note 3. Impairment of long-lived assets***

As stated above, the Company had furniture, fixtures and computer hardware being held for disposal at a book value of approximately \$10,000. They were abandoned in the fourth quarter of fiscal year ended December 31, 2002, and, therefore, their book value has been written off.

***Note 4. Discontinued operations and related contingency***

As stated above, in May 2000, the Company sold substantially all of its operating assets to TAB. After it sold substantially all of its operating assets to TAB, the Company discontinued business operations. At all times since the TAB sale, the Company's business plan has been to engage in a merger or acquisition transaction with a suitable candidate for the benefit of the Company's stockholders and other constituents..

***Note 5. Notes payable***

In September 1999, two directors of the Company made advances to the Company totaling \$325,000. The Company's obligation to repay these advances is evidenced by two notes payable. The balance due under these notes payable at December 31, 2002 totaled \$108,334. See Note 12 Subsequent events.

***Note 6. Other balance sheet items***

Current liabilities at December 31, 2002, which totaled approximately \$261,000, included accounts payable for accounting, legal and transfer agent fees incurred to solicit proxies for and hold the June 18, 2002 special meeting of the Company's stockholders discussed above, accrued expenses of \$37,834 in settlement of amounts due under a business consulting agreement between the Company and a former employee and executive officer of the Company, and \$108,334 due under the two notes payable discussed above.

***Note 7. Leases***

At December 31, 2002, the Company had no operating leases.

***Note 8. Stock options***

On June 18, 2002, effective that date, the Company's stockholders approved and adopted the 2002 Non-Qualified Stock Option Plan and reserved a total of 375,000 shares of its common stock for issue pursuant to the plan. The plan is designed to attract, retain and motivate officers, directors and employees of the Company.

Since it was adopted on June 18, 2002, no options have been granted pursuant to the Company's 2002 Non-Qualified Stock Option Plan. Therefore no pro forma information is presented in these notes.

***Note 9. Stockholders Deficit***

The Certificate of Designation of the rights, preferences and limitations of the Company's Series A Convertible Preferred Stock provides that each share of the Company's Series A Convertible Preferred Stock (\$25,000 stated value) is convertible into 8,333 shares of common stock (approximately 556 shares on a split-adjusted basis) and earns cash dividends of eleven percent (11.0%) per year. Each share of Series A Convertible Preferred Stock is entitled to vote the equivalent of 8,333 (approximately 556 shares on a split-adjusted basis) common shares and has a liquidation preference of \$25,000 per share. The Certificate of Designation of the rights, preferences and limitations of the Company's Series A Convertible Preferred Stock also provides that the Company may not pay dividends on its common stock until all accrued but unpaid dividends on such preferred stock have been paid. At December 31, 2002 cumulative undeclared dividends on the seven shares of the Company's Series A Convertible Preferred Stock then issued and outstanding were approximately \$236,500 and \$217,250, respectively. As the cumulative dividends are undeclared, they have not been recorded as a reduction of the Company's equity. In August 2002, in connection with the Company's then proposed and subsequently abandoned merger with DVS, the Company and the holders of the Company's Series A Convertible Preferred Stock entered into agreements which would have resulted in the surrender and cancellation of all issued and outstanding shares of such preferred stock, and the release of the Company from any obligation to declare or pay any accrued dividends on such preferred stock. For all intents and purposes, these agreements were contingent upon the consummation of the Company's proposed merger with DVS, which, as stated above, did not occur. See Note 12 Subsequent events.

The Certificate of Designation of the rights, preferences and limitations of the Company's Series B Non-Convertible, Cumulative, Non-Voting, Redeemable Preferred Stock provides that the Company may issue up to 476,200 shares of Series B Non-Convertible, Cumulative, Non-Voting, Redeemable Preferred Stock, par value \$1.00 per share, which shall earn dividends at the rate of fifteen percent (15.0%) per year. Declaration and payment of dividends are at the sole discretion of the Company's Board of Directors, and are not mandatory. The Certificate of Designation of the rights, preferences and limitations of the Company's Series B Non-Convertible, Cumulative, Non-Voting, Redeemable Preferred Stock also provides that the Company may not pay dividends on its common stock until all accrued but unpaid dividends on such preferred stock have been paid. At December 31, 2002, there were no issued and outstanding shares of such preferred stock.

The authorized common stock is 243,918 shares at 0.01 par value. In February 2005, the Company effectuated a 1-for-15 reverse stock split which has been applied to these financial statements on retroactive basis. See Note 12, Subsequent Events.

***Note 10. Income taxes***

At December 31, 2002, the Company had, subject to the limitations discussed below, net operating loss carryforwards for tax purposes of approximately \$10,628,887. These loss carryforwards are available to reduce future taxable income and will expire during this fiscal year and through 2021 if not utilized.

Uncertainties exist as to the future realization of the deferred tax asset under the criteria set forth under SFAS No. 109. In light of these uncertainties, no valuation allowance has been established or reported in the Company's financial statements for fiscal year ended December 31, 2002.



***Note 11. Other contingency***

On February 2, 1999, the Company contacted the Department of Defense's Voluntary Disclosure Program Office to request admission into its Voluntary Disclosure Program. The Company's request for admission was the result of an internal review that indicated that a Company billing practice reflected in certain invoices submitted to the Department of Defense ( DOD ) between September 1996 and July 1997 might be perceived as a technical violation of DOD billing procedures. The DOD Inspector General formally admitted the Company into the

Voluntary Disclosure Program in June 1999 and began its investigation of the Company's voluntary disclosure in the second half of that year. In February 2000, the Company's previous legal counsel was advised informally that the DOD's investigation was complete and that criminal prosecution had been declined. Neither the DOD nor any other department or agency of the federal government has made a claim against the Company for civil damages or other remedies relating to the billing practices that were the subject of the Company's voluntary disclosure or any other matter. The Company's previous legal counsel has informed us that the making of any such claims today is remote and probably time-barred by the statute of limitations governing the making of any such claims. Based on the opinion of the Company's legal counsel, the Company considers the matter of these billing practices closed, and no reserve for this contingency has been recorded, nor will any reserve for this contingency be established in the absence of changed information or circumstances.

***Note 12. Subsequent events***

The authorized common stock is 243,918 shares at 0.01 par value. In February 2005, the Company effectuated a 1-for-15 reverse stock split which has been applied to these financial statements on retroactive basis.

On September 17 2007 the Company entered into a promissory note with Mr. Balbirnie in the amount of \$24,000 for various obligations the Company was party to, including former legal counsel, former transfer agent and tax obligations with the state of Delaware. The note carries interest in the amount of 8% per annum and must be repaid by the Company on or before November 31, 2007.

On September 21, 2007 the Company entered into a letter of Intent with My EDGAR, Inc. Under the proposed reverse merger: Tax-free reorganization under Internal Revenue Code ss.368 (a)(1)(A) by means of the merger of My EDGAR into a Company wholly owned by Docucon ("Merger Sub ") Whereby the surviving entity will be My EDGAR with and into the Merger Sub and would be maintained as a separate wholly-owned subsidiary of Docucon. Docucon would have no other business other than the business of My EDGAR. Docucon's name would then change to reflect the new business entity.

Under the terms of the Letter of Intent, Docucon will exchange 100% of the common shares of My EDGAR for 97% of the total issued and outstanding of Docucon upon closing. The total amount of issued and outstanding shares of both Docucon and My EDGAR are subject to adjustments, splits, or reverse prior to close or at close of definitive

merger agreement.

On September 25, 2007, the Company entered into a settlement agreement with the former legal counsel to the Company in the amount of \$15,000. The legal firm was previously owed \$27,738 for services dating back to 2004. The previous invoices outstanding were \$10,330 for services in 2004 and \$17,398 for services in 2005 and 2006. The payment under settlement was funded directly from the proceeds under the promissory note payable dated September 21, 2007.

On September 26, 2007, the Company entered into a settlement agreement with the former transfer agent to the Company in the amount of \$4,000, the transfer agent was previously owed \$19,760 for services dating back to 2002. The payment under settlement was funded directly from the proceeds under the promissory note payable dated September 21, 2007.

On September 28, 2007, the companies Board of Directors unanimously elected Mr. Brian R. Balbirnie to serve on the Company's Board until its next annual meeting.

On September 30, 2007, the Company entered into settlement agreements with two former note holders and directors of the Company. Both Edward P. Gistaro and Chauncey E. Schmidt collectively were owed \$108,334 or \$54,167 each. Each party agreed to convert amounts owed without interest into the Company's common stock at a conversion rate of \$0.50 per share, for a total of 216,668 common shares.

On September 30, 2007, the Company entered into a settlement agreement with a former officer for previous amounts owed under an employment agreement in the amount of \$37,834. The party agreed to convert its obligation into the Company's common stock at a conversion rate of \$0.50 per share, for a total of 75,668 common shares.

On September 30, 2007, the Company entered into a settlement agreement with a former consultant for previous amounts owed in the amount of \$53,325. The party agreed to convert its obligation into the Company's common stock at a conversion rate of \$0.50 per shares, for a total of 106,650 common shares.

Between October 16 and 17, 2007 the State of Delaware was paid \$3378 in taxes and re-instatement fees related to the corporation and its good standing. These funds were paid under the September 21 2007 promissory note from and directly by Balbirnie.

#### *Change of certifying accountant*

Effective September 28, 2007, the Company retained De Joya Griffith & Company, LLC (the Accountant) as the principal independent auditors of the Registrant effective immediately to review or audit, as the case may be, its financial statements beginning fiscal year ended December 31, 2005. Before engaging De Joya Griffith & Company, the Company did not consult with the accounting firm regarding the application of accounting principles to a specific transaction; or the type of audit opinion that might be rendered on the Company's financial statements; or regarding any matter that were the subject of any disagreement between or reportable event regarding the Company and any of its former principal independent accountants.

#### **ITEM 8.**

#### **CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

On September 25, 2001, the Company filed a Current Report on Form 8-K, dated September 21, 2001, reporting that, effective September 21, 2001, the Company had dismissed Rothstein, Kass & Company, P.C. as the Company's principal independent accountant, and retained Ernst & Young LLP to serve as its principal independent accountant to review or audit, as the case may be, its financial statements beginning the third quarter ended September 30, 2001. On October 9, 2001, the Company filed an amendment on Form 8-K/A amending its September 21, 2001 Current Report

to include as an exhibit to this report a certain letter from Rothstein, Kass & Company, P.C., dated October 9, 2001, stating that Rothstein, Kass & Company, P.C. was in agreement with the Company's disclosure regarding its dismissal that was contained in its September 21, 2001 Current Report. The report and its amendment are incorporated by reference.

Subsequent event - On September 15, 2003, the Company filed a Current Report on Form 8-K, dated September 5, 2003, reporting that, effective September 5, 2003, Ernst & Young LLP had resigned as the Company's principal independent accountant. This current report contained the following statement: No accountant's report on the financial statements of the Company prepared by Ernst & Young LLP contained an adverse opinion or was modified as to uncertainty, audit scope, or accounting principles. On September 18, 2003, the Company filed a first amendment on Form 8-K/A amending its September 5, 2003 Current Report to supplement the statement quoted above as follows:

Ernst & Young LLP did disclaim its opinion in its audit report filed in the Company's 2001 Form 10-KSB by stating that the accompanying financial statements have been prepared assuming that the Company will continue as a going concern. On September 30, 2003, the Company filed a second amendment on Form 8-K/A amending its September 5, 2003 Current Report to include as an exhibit to this report a certain letter from Ernst & Young LLP, dated September 18, 2003, stating that Ernst & Young LLP was in agreement with the Company's disclosure regarding its resignation that was contained in its September 5, 2003 Current Report as first amended on September 18, 2003. The report and both of its amendments are incorporated by reference.

As previously reported in connection with the dismissal Rothstein, Kass & Company, P.C., the appointment of Ernst & Young LLP, and the subsequent resignation of Ernst & Young LLP, and in all quarterly and annual reports of the Company filed or to be filed with SEC and containing financial statements for or within fiscal years ended December 31, 2002, 2001 and 2000, none of the Company's former or current principal accountants' reports on such financial statements contained an adverse opinion or disclaimer of opinion, or was modified as to uncertainty, audit scope or accounting principles, nor has the Company had any disagreement with its former or current principal independent accountants on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if it had not been resolved to any such former or current accountant's satisfaction, would have caused any of them to make reference to the subject matter of the disagreement(s) in connection with any of their reports.

**ITEM 8A.**

**CONTROLS AND PROCEDURES**

*Management's quarterly report regarding internal disclosure controls and procedures*

We re-evaluated the effectiveness of the Company's internal disclosure controls and procedures as of the date of this report with the participation of Robert W. Schwartz, who, as of the date of this report, was the Company's only principal executive officer and only principal financial officer. Based on that evaluation, we concluded that as of the date of this report, the Company's internal disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it will subsequently file or submit to the SEC will be recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and include, without limitation, controls and procedures designed to provide reasonable assurance that such information is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

**ITEM 8B.**

**OTHER INFORMATION**

None

**PART III****ITEM 9.****DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT***Directors and executive officers*

At December 31, 2002, the names, ages, positions of office of all of the Company's directors and executive officers and all persons nominated or chosen to become such were:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Edward P. Gistaro	67	Director, Chairman of the Board of Directors, member of Audit Committee
		Mr. Gistaro is an independent director as defined by Rule 4200(A)(15) of the NASD.
Robert W. Schwartz	57	Director President, Chief Executive Officer, Chief Financial Officer
Douglas P. Gill	53	Director
Ralph Brown	68	Director, Secretary
Al R. Ireton	67	Director, member of Audit Committee
Chauncey E. Schmidt	71	Director, member of Audit Committee

Since 1998 until his death on October 5, 2002, Mr. Douglas Gill served the Company as Director. No replacement was named as the Company did not have current operations to warrant adding an additional member to the board of directors.

Both Mr. Brown and Mr. Ireton resigned as members of the board of directors and their respective positions at the end of December 31, 2002.

Explanation of Responses:

*Biographical information*

Edward P. Gistaro has served as Chairman of the Board of Directors of the Company since 1990. He served as Chief Executive Officer of the Company from June 4, 1988 until April 1998, when the Board of Directors accepted his recommendation that he be replaced by Douglas P. Gill as Chief Executive Officer. Mr. Gistaro also served as President of the Company from 1988 until 1991. Mr. Gistaro was employed by Datapoint Corporation, a Company involved in the manufacturing of computer systems, in various managerial positions from 1973 until 1987. From 1982 to 1985, Mr. Gistaro served as the President and Chief Operating Officer of Datapoint Corporation, and he served from 1985 to 1987 as its President and Chief Executive Officer.

Robert W. Schwartz was elected to the Board of Directors of the Company in 1998. Mr. Schwartz founded Schwartz Heslin Group, Inc. ( SHG ), a corporate planning, and mergers and acquisition advisory firm, in 1985. As Managing Director of SHG, Mr. Schwartz specializes in corporate planning, finance, and mergers and acquisitions. From 1980 to 1985, he was founder, a director, and President and Chief Operating Officer of Coradian Corporation. He also served as Vice President and Chief Financial Officer of Garden Way Manufacturing Corporation from 1975 to 1980 and 1970 to 1975, respectively. The Company has retained SHG in the past to provide investment and financial advice.

Douglas P. Gill was elected to the Board of Directors of the Company on May 19, 2000. From April 1998 to May 2000, he served as the Company's President and Chief Executive Officer. Mr. Gill was a general partner of Foster Management Company, a venture capital firm, from 1994 until 1998. From 1984 to 1994, Mr. Gill served as First Vice President of Janney Montgomery Scott, Inc., a regional investment banking and brokerage firm, and in various management capacities at Scott Paper Company from 1975 to 1984. Mr. Gill also served as a senior auditor at Arthur Andersen & Co. from 1972 to 1975. Mr. Gill died on October 5, 2002.

Ralph Brown, an attorney in private practice since 1968, served as a director and as Secretary of the Company from May 1987 through December 2002. From 1987 to 1989, he also served as Treasurer of the Company. Mr. Brown has also served since 1975 as President of Cherokee Ventures, Inc., a real estate leasing firm; since 1978 as President of East Central Development Corporation; and since 1982 as President of southeast Suburban Properties, Inc. The latter two businesses are real estate development firms. Mr. Brown resigned as both a director and as Secretary of the Company effective January 1, 2003.

Al R. Ireton was elected to the Board of Directors of the Company in May 1993. Mr. Ireton has been Chairman of Manchester Partners, an investment and growth strategy advisory organization providing capital and strategic assistance to growing companies, since October 1988. From 1985 through September 1988, he served as President and Chief Executive Officer of Texet Corporation, a desktop publishing Company. Mr. Ireton has 25 years experience serving as executive officers of growth-oriented companies and has served on several corporate boards. Mr. Ireton resigned as a director effective January 1, 2003.

Chauncey E. Schmidt was elected to the Board of Directors of the Company in February 1993. He has been Chairman of C.E. Schmidt & Associates, an investment firm, since April 1989. From 1987 to March 1989, he was Vice Chairman of the Board of AMFAC, Inc., a New York Stock Exchange-listed Company engaged in diversified businesses. He has previously served as President of The First National Bank of Chicago and Chairman of the Board of Directors and Chief Executive Officer of The Bank of California, N.A. Mr. Schmidt is on the Board of Trustees of the U.S. Naval War College Foundation and is active in several civic and charitable organizations.

#### *Significant employees*

As disclosed in Item 1 of this report, at December 31, 2002, and as of the date of this report, the Company had no full- or part-time employees with the exception of its non paid Chief Executive Officer.

#### *Family relationships*

During fiscal year ended December 31, 2002, there were no family relationships among the Company's directors, executive officers, or persons nominated or chosen by the Company to become directors or executive officers.

#### *Involvement in certain legal proceedings*



During fiscal year ended December 31, 2002 and otherwise during the five years immediately preceding the date of this report, none of following events occurred that were or are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, promoter or control person of the Company: any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring suspending or otherwise limiting such person's involvement in any type of business, securities or banking activities; or being found by a court of competent jurisdiction (in a civil action), or the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

*Audit committee financial expert*

As disclosed in Item 5 of this report, the Company has not been a listed issuer as defined in Rule 10A-3 since May 23, 2003. Nevertheless, the Company's Board of Directors has determined that at December 31, 2002 it had at least one audit committee financial expert serving on its audit committee. As disclosed in the table above in this Item 9, that person was Chauncey E. Schmidt, who was also independent as that term is used in Item 7(d)(3)(iv) of Schedule 14A and pursuant to Rule 4200(A)(15) of the NASD.

*Identification of audit committee*

As disclosed in Item 5 of this report, the Company has not been a listed issuer as defined in Rule 10A-3 since May 23, 2003. Nevertheless, at December 31, 2002, the Company's Board of Directors had a separately-designated standing audit committee in accordance with Section 3(a)(58) of Exchange Act. As disclosed in the table above in this Item 9, the members of the Company's standing audit committee at December 31, 2002 were Edward P. Gistaro, Al R. Ireton and Chauncey E. Schmidt, all of whom were independent as that term is used in Item 7(d)(3)(iv) of Schedule 14A and pursuant to Rule 4200(A)(15) of the NASD.

*Material changes to procedures for nominating directors*

There have been no material changes to the procedures by which the Company's security holders may recommend nominees to the Company's Board of Directors since the Company last provided disclosure in this regard.

*Section 16(a) Beneficial Reporting Compliance*

Under the Exchange Act, directors, executive officers and persons holding more than 10% of any class of a reporting Company's equity securities must report their initial ownership of such securities and any changes in that ownership on reports which they must file with the SEC. The SEC has designated specific deadlines for the filing of these reports, and the Company must identify in this report those persons who did not file these reports when due.

Based upon information provided to the Company by its directors, executive officers and persons holding more than 10% of any class of its equity securities, we believe that Robert W. Schwartz inadvertently failed to file a Statement of Changes in Beneficial Ownership of Securities on Form 4 in connection with him receiving common stock of the Company during its fiscal year ended December 31, 2001. In addition, we believe that Douglas P. Gill, Ralph Brown and Al R. Ireton inadvertently failed to file their Annual Statements of Beneficial Ownership of Securities on Form 5 for fiscal year ended December 31, 2002. Furthermore, we believe that Mr. Schwartz, Edward P. Gistaro and Chauncey E. Schmidt inadvertently filed late their Annual Statements of Beneficial Ownership of Securities on Form 5 for fiscal year ended December 31 2002.

*Code of Ethics*

As of December 31, 2002, the Company had not adopted a code of ethics that applied to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. As of December 31, 2002, the Company had not adopted such a code of ethics because it was then not yet required to do so in order for the OTCBB to continue listing quotations in its common stock. Subsequently, when on May 23, 2003 the OTCBB stopped listing quotations in the Company's stock as disclosed in Item 5 of this report, the matter was temporarily rendered moot.

As disclosed in Item 1 of and elsewhere throughout this report, the Company has had no business operations since selling substantially all of its operating assets to TAB in May 2000. At all times since December 31, 2002, the Company has intended to adopt a code of ethics before resuming business operations or before seeking to have its common stock listed on a national exchange or in a national market, whichever is to occur first.

## **ITEM 10.**

### **EXECUTIVE COMPENSATION**

#### *Summary*

The Company awarded no executive compensation during fiscal year ended December 31, 2002. The information summarized in the table below is for the named executive officers Robert W. Schwartz, who, at December 31, 2002, was the Company's President, Chief Executive Officer and Chief Financial Officer, and the Company's only executive officer; and Douglas P. Gill, Warren D. Barratt and Paul N. Nunley, who, at December 31, 2002, were former executive officers of the Company and the only persons other than Mr. Schwartz who, at December 31, 2002, qualified as executive officers of the Company for whom disclosure is required by Item 402 of Regulation S-B.

## Summary Compensation Table for Docucon, Incorporated

Name and Principal Position	Year (Dec 31 <sup>st</sup> )	Long-Term Compensation						
		Annual Compensation			Awards	Payouts		All Other Compensation (\$)
		Salary	Bonus (\$)	Other Annual Compensation (\$) <sup>10</sup>	Restricted Stock Awards (\$)	Securities Underlying Options/SARs	LTIP Payouts	
Robert W. Schwartz, President, Chief Executive Officer, Chief Financial Officer	2002	0	0	0	0	0	0	
	2001	0	0	15,750 <sup>11</sup>	0	0	0	0
Douglas P. Gill, director, former President, former Chief Executive Officer <sup>12</sup>	2002	0	0	0	0	0	0	0
	2001	0	0	0	0	0	0	0
Warren D. Barratt, Former Sr. Vice President, Chief Financial Officer, Treasurer <sup>12</sup>	2000	94,770	0	0	0	0	0	96,666
Paul M. Nunley, Former Vice President, Operations and technology <sup>12</sup>	2002	0	0	0	0	0	0	0
	2001	0	0	0	0	0	0	0
	2000	56,287	0	0	0	0	0	42,430
	2000	46,795	0	0	0	0	0	39,604

<sup>10</sup> Aggregate perquisites and other personal benefits awarded to Messrs. Schwartz, during the Company's fiscal years ended December 31, 2002, 2001 and 2000 did not exceed the lesser of either \$50,000 or 10% of the total annual salary and bonus awarded to each of them in each such year.

<sup>11</sup> In its Annual Reports on Form 10-KSB for its fiscal years ended December 31, 2001 and 2000, and in its amended Definitive Proxy Statement on Schedule 14A dated May 16, 2002, the Company reported that, in May 2000, it authorized the issue of 150,000 shares (10,000 shares on a split-adjusted basis) of the Company's common stock to Mr. Schwartz as consideration for his agreement to serve as the Company's President and Chief Executive Officer beginning May 19, 2000. In each of these reports, these shares were categorized as Long-Term Compensation, Restricted Stock Awards awarded in the Company's fiscal year ended December 31, 2000. While the Company's Board of Directors authorized the issue of these shares in May 2000, they were not issued by the Company's transfer agent until May 2001. Furthermore, the shares should not have been categorized as Long-Term Compensation, Restricted Stock Awards in the Company's earlier reports. The shares were issued to induce Mr. Schwartz to become the Company's President and Chief Executive Officer. They were not issued as an incentive to him to serve in that position on a long-term basis, nor as an incentive for him to lead and manage the Company in accordance with performance goals or objectives established by the Company's Board of Directors. Hence, in this report, the issue of these shares has been re-categorized as Annual Compensation, Other Annual Compensation awarded in the Company's fiscal year ended December 31, 2001. To determine the fair market dollar value of the issued shares for the purposes of this report, the Company multiplied the number of shares issued by the bid price per share of the Company's then publicly trading shares of common stock as quoted by the OTCBB on May 25, 2001, the date the shares were actually issued by the Company's transfer agent to the Schwartz Heslin Group, Inc. Profit Sharing Plan and Trust on behalf of and at the direction of Mr. Schwartz. Mr. Schwartz is an owner, but not the sole owner, and a managing director of the Schwartz Heslin Group, Inc.

<sup>12</sup> Effective March 31, 2000, the Company terminated its employment agreements with Messrs. Gill, Barratt and Nunley, and entered into an Employment Agreement Settlement Agreement with each of them. Under the terms of these settlement agreements, the Company agreed to pay each of them thirty percent (30%) of the amounts that each of them would have been entitled to receive as severance under their respective employment agreements, plus their unpaid wages and accrued vacation pay through April 30, 2000. Two-thirds of the amounts that the Company agreed to pay to Messrs. Gill, Barratt and Nunley were paid at the closing of the Company's sale of substantially all of its assets to TAB in May 2000. The balance owed to each of them was to be paid, if at all, from the funds, if any, released to the Company from the Escrow Fund that was established in connection the Company's sale of substantially all of its assets to TAB, less any reasonable provision for additional costs to wind-down operations of the Company or to dispose of its then remaining assets (see Item 3 of this report for a more detailed discussion of the establishment and termination of the Escrow Fund). Upon termination of the Escrow Fund on December 9, 2002, there were no funds available to distribute to Messrs. Gill, Barratt and Nunley. Therefore, pursuant to the settlement agreements between each of them and the Company, the Company's obligations to pay them additional compensation were forever extinguished. The compensation information contained in the table with respect to compensation paid to Messrs. Gill, Barratt and Nunley during the Company's fiscal year ended December 31, 2000 includes all amounts paid to them before and after their employment agreements were terminated on March 31, 2000, whether under or pursuant to those agreements or under or pursuant to the settlement agreements which superseded them. Although his employment as President and Chief Executive Office of the Company was terminated effective March 31, 2000, Mr. Gill continued to serve as a director of the Company until his death on October 5, 2002.

*Option/SAR grants in last fiscal year*

The Company did not grant any options or SARs to Messrs. Schwartz, Gill, Barratt or Nunley, or to any other executive officer or to anyone else during fiscal year ended December 31, 2002. The table for reporting this information in this report has therefore been omitted.

*Aggregate Option/SAR exercises in last fiscal year and FY-End Option/SAR values*

At December 31, 2002, the Company had no outstanding options or SARs. The table for reporting this information in this report has therefore been omitted.

*Long-Term Incentive Plans awards in last fiscal year*

The Company did not grant any Long-Term Incentive Plan ( LTIP ) Awards to Messrs. Schwartz, Gill, Barratt or Nunley, or to any other executive officer or to anyone else during fiscal year ended December 31, 2002. The table for reporting this information in this report has therefore been omitted.

*Compensation of directors*

At December 31, 2002, there were no arrangements, standard or otherwise, pursuant to which any director of the Company was compensated for any service he or she provided as a director, including, without limitation, any additional amounts payable to any director for committee participation or special assignments. During fiscal year ended December 31, 2002, there were no arrangements, including, without limitation, consulting contracts, pursuant to which any director of the Company was compensated for any service he or she provided as a director, and/or otherwise entered into in consideration of any director's service on the Company's Board of Directors.

*Employment contracts and termination of employment and change-in-control arrangements*

As disclosed in Note 12 to the above table, effective March 31, 2000, the Company terminated its employment contracts with Messrs. Gill, Barratt and Nunley. At December 31, 2002, there was no employment contract between the Company and Mr. Schwartz.

*Report on re-pricing of Options/SARs*

During fiscal year ended December 31, 2002, the Company had no outstanding options or SARs

**ITEM 11.**

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

*Securities authorized for issuance under equity compensation plans*

As previously reported in the Company's Annual Report on Form 10-KSB for fiscal year ended December 31, 2000, the Company's 1993 Employee Stock Purchase Plan expired on December 31, 2001.

Effective April 10, 2002, the Company terminated the following equity compensation plans: 1988 Stock Option Plan; 1991 Director Non-Statutory Stock Option Plan; 1998 Employee Stock Option Plan; and 1998 Executive Non-Statutory Plan.

Other than the Company's 2002 Non-Qualified Stock Option Plan, between January 1, 2002 and the date of this report, the Company has not authorized, approved or adopted any compensation plan or individual compensation arrangement under or pursuant to which equity securities of the Company were or are authorized for issue to employees or non-employees (such as directors, consultants, advisors, vendors, customers, suppliers or lenders) in exchange for consideration in the form of goods or services. Nevertheless, the Company has from time to time issued, and anticipates that it will in the future issue, shares of its common stock to employees and non-employees (such as directors, consultants, advisors, vendors, customers, suppliers or lenders) in exchange for consideration in the form of goods or services for reasons it considers appropriate. Other than the shares of common stock reserved for issue under the Company's 2002 Non-Qualified Stock Option Plan, the Company believes that any securities which by charter it is authorized to issue, and which have not been previously issued, may be issued or made subject to options, warrants or other rights as permitted by law.

*Security ownership of certain beneficial owners*

The following table contains the name, address and other information regarding the holdings of any person or group who was known to the Company to be the beneficial owner of more than five percent (5.0%) of any class of the Company's voting securities at December 31, 2002.

**Security Ownership of Certain Beneficial Owners of Docucon, Incorporated at December 31, 2002**



<b>Title and Class</b>	<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class</b>
Common Stock par value \$0.01 per share	Edward P. Gistaro	217,078	5.84%

*Security ownership of management*

The following tables contain the name, address and other information regarding the holdings of any class of the Company's voting securities by any director, nominee for director and executive officer at December 31, 2002, i.e., the most recent practicable date preceding the date of this report, and at December 31, 2002, respectively.

## Security Ownership of Management of Docucon, Incorporated at December 31, 2002

Title and Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common Stock par value \$0.01 per share	Edward P. Gistaro		
	Director, Chairman of the Board of Directors and member of Audit Committee	217,078	5.84%
	Robert W. Schwartz		
	Director, President, Chief Executive Officer, Chief Financial Officer	164,667	4.43%
	Chauncey E. Schmidt		
	Director, member of Audit Committee Directors and Executive Officers as a Group	21,333	0.57%
	Douglas P. Gill		
	Director	92,451	2.49%
	Ralph Brown		
Director, Secretary	53,833	1.45%	
Al R. Ireton			
Director, member of Audit	21,333	0.57%	
Committee			
Directors and Executive Officers as a Group	570,695	15.36%	

*Changes in control*

As previously disclosed in the Company's May 16, 2002 amended Definitive Proxy Statement under the heading SUMMARY OF THE AGREEMENT AND PLAN OF MERGER, subheading *Merger Consideration; Conversion of Securities*, and in the un-audited *pro forma* combined condensed financial statements of the Company and DVS and

notes to them included in that proxy statement, if the Company's then planned merger with DVS had been consummated, all issued and outstanding pre-merger shares of DVS's common stock would have been canceled and converted into the right to receive 0.3737 shares of the Company's authorized but previously unissued post-split common stock. This exchange ratio was agreed by the parties so that, immediately upon the consummation of the planned merger, the pre-merger common stockholders of DVS would hold 92.5% of the issued and outstanding post-split, post-merger common stock of the Company, and, correspondingly, the pre-merger common stockholders of the Company would hold 7.5% of the issued and outstanding post-split, post-merger common stock of the Company. As disclosed in Item 1 of this report, the merger was not consummated. At December 31, 2002, other than as disclosed with respect to the DVS Merger Agreement, there were no arrangements which might result in a change of control of the Company. Additional information regarding subsequent events in this regard is disclosed in Item 13 of this report and also in the notes to the Company's financial statements included in this report.

## **ITEM 12.**

### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

As disclosed in Item 1 of this report, the Company's planned merger with DVS was not consummated. As a result, Messrs. Schwartz, Gistaro, Schmidt and Hobgood did not receive further cash or share considerations. Additional information regarding subsequent events in this regard is disclosed in Item 13 of this report and also in the notes to the Company's financial statements included in this report.

#### *Parent or Subsidiary Company relationships*

At December 31, 2002, the Company had no parent or subsidiary Company's.

*Transactions with promoters*

At December 31, 2002, the Company had been organized for more than five years. Disclosure regarding transactions with promoters has therefore been omitted.

**ITEM 13.**

**EXHIBITS**

The following exhibits are furnished as part of this report:

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. SECTION 1350)

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. SECTION 1350)

Exhibit 32.

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. SECTION 1350)

**ITEM 14.**

**PRINCIPAL ACCOUNTANT FEES AND SERVICES**

*Audit fees, audit-related fees, tax fees and all other fees*

Explanation of Responses:

The following table contains information regarding aggregate fees billed by the Company's former or current principal accountants for professional services, and assurance and related services, in each of the identified categories, in each of the Company's fiscal years ended December 31, 2002 and 2001.

**Principal Accountant Fees and Services Information for Docucon, Incorporated**

	December 31,		December 31,	
	2002		2001	
Audit Fees	\$	--	\$	15,500
Audit-Related Expenses		--		0
Tax Fees		--		7,500
All Other Fees		--		12,000
Total	\$	--	\$	35,000

Unless otherwise indicated, the category "tax fees" consists of fees billed by professional accounting firms for professional services rendered for tax compliance and tax advice. All services for 2001 in this category were performed and billed by Ernst & Young LLP.

Unless otherwise indicated, the category "all other fees" consists primarily of assistance rendered by professional accounting firms for the preparation of and assistance with the filing of reports with the SEC.

*Audit committee's pre-approval policies and procedures*

The audit committee of the Company's Board of Directors is responsible for evaluating the qualifications and independence, engaging, setting compensation and overseeing the work of any accountant engaged to audit the Company's financial statements, or engaged to provide the Company audit-related assurance and related services or non-audit services.

An accountant may not be engaged to audit the Company's financial statements, or provide audit-related assurance and related services or non-audit services, without the prior written approval of the audit committee. Regardless of source, any request to engage an accountant to audit the Company's financial statements, or provide audit-related assurance and related services or non-audit services, must be considered by the audit committee. As of the date of this report, the Company has not found it necessary or appropriate to establish policies or procedures that would permit the pre-approval of any request for any such engagement.



**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**DOCUCON, INCORPORATED**

November 6, 2007

By: /s/ Robert W. Schwartz

Robert W. Schwartz

President, Chief Executive Officer, Chief Financial Officer

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

November 6, 2007

By: /s/ Robert W. Schwartz

Robert W. Schwartz

President, Chief Executive Officer,

Chief Financial Officer

Director

November 6, 2007

By: /s/ Edward P. Gistaro

Edward P. Gistaro

Director

November 6, 2007

By: /s/ Chauncey E. Schmidt

Chauncey E. Schmidt

Director

