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

FORM 10-Q

(Mark One)

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

For the period ended June 30, 2009

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT

For the transition period from _____ to _____

Commission file number: 0-27865

ICEWEB, INC.

(Exact name of small business issuer as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-2640971

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

22900 Shaw Road, Suite 111

Sterling, VA 20166

(Address of principal executive offices)

(571) 287-2388

(Issuer's telephone number)

205 Van Buren Street, Suite 150

Herndon, VA 20170

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: At August 13, 2009, there were 53,769,617 outstanding shares of common stock, \$.001 par value per share.

Transitional Small Business Disclosure Format (Check one): Yes No

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

This quarterly report contains forward-looking statements. These forward-looking statements are subject to risks and uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from the results, performance or achievements expressed or implied by the forward-looking statements. You should not unduly rely on these statements. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They use words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “project,” “contemplate,” “would,” “should,” “could,” or “may.” With respect to any forward-looking statement that includes a statement of its underlying assumptions or bases, we believe such assumptions or bases to be reasonable and have formed them in good faith, assumed facts or bases almost always vary from actual results, and the differences between assumed facts or bases and actual results can be material depending on the circumstances. When, in any forward-looking statement, we express an expectation or belief as to future results, that expectation or belief is expressed in good faith and is believed to have a reasonable basis, but there can be no assurance that the stated expectation or belief will result or be achieved or accomplished. All subsequent written and oral forward-looking statements attributable to us, or anyone acting on our behalf, are expressly qualified in their entirety by the cautionary statements.

OTHER PERTINENT INFORMATION

When used in this quarterly report, the terms “IceWEB”, the “Company”, “we”, “our,” and “us” refers to IceWEB, Inc., a Delaware corporation, and our subsidiaries. The information which appears on our web site at www.iceweb.com is not part of this quarterly report.

ICEWEB, INC. AND SUBSIDIARIES
FORM 10-Q
QUARTERLY PERIOD ENDED JUNE 30, 2009

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PART I - FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

ICEWEB, Inc.
Consolidated Balance Sheet
June 30, 2009
(Unaudited)

	<u>June 30,</u> <u>2009</u>	<u>September</u> <u>30, 2008 (1)</u>
CURRENT ASSETS:		
Cash	\$ 25,339	\$ 4,780
Accounts receivable, net of allowance for doubtful accounts of \$9,000	859,623	3,094,110
Inventory, net	107,204	400,312
Other current assets	28,704	21,572
Prepaid expenses	43,106	55,155
	<u>1,063,976</u>	<u>3,575,929</u>
OTHER ASSETS:		
Property and equipment, net of accumulated depreciation of \$1,505,014	993,079	1,169,369
Deposits	74,571	61,418
Intangible assets, net of accumulated amortization of \$303,862	850,816	1,132,612
Total Assets	<u>\$ 2,982,442</u>	<u>\$ 5,939,328</u>
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	\$ 1,277,169	\$ 7,762,872
Notes payable	1,773,445	1,372,565
Deferred revenue	11,101	13,164
	<u>3,061,715</u>	<u>9,148,601</u>
Long-Term Liabilities		
Notes Payable	<u>1,252,085</u>	<u>956,520</u>
Total Liabilities	<u>4,313,800</u>	<u>10,105,121</u>
Stockholders' Deficit		
Preferred stock (\$.001 par value; 10,000,000 shares authorized) Series A convertible preferred stock (\$.001 par value; 0 shares issued and outstanding)	—	—
Series B convertible preferred stock (\$.001 par value; 1,253,334 shares issued and outstanding)	1,253	1,253
Common stock (\$.001 par value; 1,000,000,000 shares authorized; 49,767,950 shares issued and 49,605,250 shares outstanding at June 30, 2009 and 24,688,088 shares issued and 24,425,588 outstanding at September 30, 2008)	49,770	24,690
Additional paid in capital	17,648,572	15,953,221
Accumulated deficit	(19,017,953)	(20,131,957)
Treasury stock, at cost, (162,500 shares)	(13,000)	(13,000)
Total stockholders' deficit	<u>(1,331,358)</u>	<u>(4,165,793)</u>
Total Liabilities and stockholders' deficit	<u>\$ 2,982,442</u>	<u>\$ 5,939,328</u>

(1) Derived from audited financial statements

See accompanying notes to unaudited consolidated financial statements

ICEWEB, Inc.
Consolidated Statements of Operations
(Unaudited)

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>June 30</u>		<u>June 30</u>	
	<u>2009</u>	<u>2008</u>	<u>2009</u>	<u>2008</u>
Sales	\$ 826,182	\$ 5,981,083	\$ 3,936,472	\$14,095,946
Cost of sales	404,641	5,249,906	2,478,707	12,127,796
Gross profit	<u>421,541</u>	<u>731,177</u>	<u>1,457,765</u>	<u>1,968,150</u>
Operating expenses:				
Marketing and selling	18,266	50,208	48,778	138,927
Depreciation and amortization	85,793	259,933	432,839	412,297
Research and development	94,020	121,906	250,450	207,636
General and administrative	1,027,484	2,369,286	2,554,898	5,187,547
Total Operating Expenses	<u>1,225,563</u>	<u>2,801,333</u>	<u>3,286,965</u>	<u>5,946,407</u>
Loss From Operations	<u>(804,022)</u>	<u>(2,070,156)</u>	<u>(1,829,200)</u>	<u>(3,978,257)</u>
Other income (expenses):				
Gain from sale of subsidiary	—	—	3,452,236	—
Interest income	—	682	1,142	3,266
Interest expense	(144,884)	(196,450)	(510,178)	(481,457)
Total other income (expenses)	<u>(144,884)</u>	<u>(195,768)</u>	<u>2,943,200</u>	<u>(478,191)</u>
Net income (loss)	<u>\$ (948,906)</u>	<u>\$ (2,265,924)</u>	<u>\$ 1,114,000</u>	<u>\$ (4,456,448)</u>
Basic income (loss) per common share	\$ (0.02)	\$ (0.12)	\$ 0.03	\$ (0.28)
Diluted income (loss) per common share	\$ (0.02)	\$ (0.12)	\$ 0.03	\$ (0.28)
Weighted average common shares outstanding-basic	38,794,632	19,172,959	35,431,837	16,162,168
Weighted average common shares outstanding-diluted	38,794,632	19,172,959	37,637,725	16,162,168

See accompanying notes to unaudited consolidated financial statements

ICEWEB, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended	
	June 30,	
	2009	2008
NET CASH PROVIDED (USED) IN OPERATING ACTIVITIES	<u>\$ (1,408,644)</u>	<u>\$ (385,319)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(28,318)	(65,923)
Cash used in acquisitions, net	—	(1,311,318)
NET CASH USED IN INVESTING ACTIVITIES	<u>(28,318)</u>	<u>(1,377,241)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of equipment financing	(45,114)	(60,068)
Repayment of notes payable - related party	—	(115,767)
Proceeds from notes payable	7,060,871	7,092,685
Payments on notes payable	(6,122,036)	(6,476,876)
Common stock issued for services rendered	12,500	—
Proceeds from exercise of common stock options	454,300	198,450
Proceeds from sale of common stock	97,000	80,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>1,457,521</u>	<u>718,424</u>
NET INCREASE (DECREASE) IN CASH	20,559	(1,044,136)
CASH - beginning of year	4,780	1,092,470
CASH - end of period	<u>\$ 25,339</u>	<u>\$ 48,334</u>
Supplemental disclosure of cash flow information:		
Cash paid for :		
Interest	<u>\$ 365,294</u>	<u>\$ 463,245</u>
Income taxes	<u>—</u>	<u>—</u>
Non-cash transactions affecting investing and financing activities:		
Conversion of shares of preferred stock to shares of common stock	<u>—</u>	<u>1,037,000</u>
Acquisition details:		
Liabilities assumed	<u>\$ —</u>	<u>\$ 614,668</u>
Common stock issued	<u>\$ —</u>	<u>\$ 276,8456</u>
Direct costs	<u>—</u>	<u>740,000</u>
Fair value of assets acquired	<u>\$ —</u>	<u>\$ 3,904,245</u>
Cash paid	<u>\$ —</u>	<u>\$ 2,412,731</u>

See accompanying notes to unaudited consolidated financial statements

ICEWEB, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2009

NOTE 1 - NATURE OF BUSINESS

IceWEB, Inc. was originally founded to serve the commercial and federal markets with network security products and proprietary on-line software solutions. In 2008, the Company narrowed its focus and expanded its capabilities by acquiring INLINE Corporation, a data storage company specializing in custom designed, short-production run storage solutions for the Geospatial Information Systems (GIS) market.

In fiscal year 2009, through the third quarter ended June 30, 2009 the Company had three lines of business: Storage & GIS products, IT solutions and Online Services.

In March, 2009, the Company sold IceWEB Virginia, Inc., its IT solutions business, to an unrelated third party. As a result, the Company is now focused exclusively on Storage and GIS products, and Online Services. The Company plans to focus and grow its revenues and profits in the Storage and Online Services market.

Storage and GIS Products. These products simplify how enterprises retain, access, manage and protect their data. Demand for data storage is ever-growing and ubiquitous as data files in all market sectors have become larger and richer with video and multimedia content. This growth is particularly strong in the already billion dollar GIS market that is projected to grow ten-fold over the next decade. Therefore, IceWEB's strategic direction is to grow its share and profits in this market based upon its own proprietary designs and its strategic relationships with its GIS software OEMs such as ESRI, the world-wide leader in GIS application software.

IceWEB and ESRI have collaborated to create ultra-high performance INLINE/ESRI GIS systems that allow customers to analyze data in ways never before possible. IceWEB designs, manufactures and, in concert with its OEM partners, markets these systems to organizations all over the world.

In addition to the Company's line of hardware/software storage products, customers can choose from a broad range of warranty and service programs. INLINE products range from storage servers, to NAS (Network Attached Storage) and SAN (Storage Area Network) solutions. OEM/Custom products are focused on the GIS markets.

<u>Core Products</u>	<u>Models</u>	<u>GIS</u>
Servers	Enterprise & Workgroup	GIS Server, GIS Workgroup Server GIS MLP
SAN	Fibre Channel and IP	
NAS	Engines – Gateways into storage subsystems.	GIS Data Appliance MLP Data Appliance
	Appliances – Fully bundled NAS with storage	GIS Appliance GIS Database
	<i>GIS products utilize the latest storage server, SAN and NAS technology</i>	

Online Services. In December 2005, IceWEB launched IceMAIL™ a packaged software service that provides network – hosted groupware, email, calendaring and collaboration functionality. Customers are organizations wishing to use Microsoft Exchange and Outlook without having to procure, maintain and manage their own equipment and software. Online services were subsequently expanded to include IcePORTAL™ which provides customers with a complete Intranet portal and IceSECURE™ a hosted email encryption service. These products continue to provide predictable monthly revenues for the Company; however the Company has no plans to make new investments in this business in 2009.

ICEWEB, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2009

NOTE 2 - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Our interim consolidated financial statements included herein have been prepared by us, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles in the United States ("GAAP") have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, the interim consolidated financial statements reflect all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the statement of the results for the interim periods presented. These interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto, as well as the accompanying Management's Discussion and Analysis of Financial Condition and Results of Operations for the year ended September 30, 2008 included in our Annual Report on Form 10-KSB. Interim financial results are not necessarily indicative of the results that may be expected for a full year.

Reclassifications

Certain reclassifications have been made to previously reported amounts to conform to fiscal 2009 amounts.

Going Concern

The Company's auditors stated in their report on the consolidated financial statements of the Company for the years ended September 30, 2008 and 2007 that the Company is dependent on outside financing and has had losses since inception that raise doubt about its ability to continue as a going concern. For the nine months ended June 30, 2009, the Company had net income of \$1,114,000 which included noncash expenses of \$1,333,303, and noncash income from the gain on sale of its subsidiary of \$3,452,236. Cash used in operations totaled \$1,408,644. The consolidated financial statements do not include any adjustments related to the recovery and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

Management has established plans intended to increase the sales of the Company's products and services. Management intends to seek new capital from new equity securities offerings to provide funds needed to increase liquidity, fund growth, and implement its business plan. However, no assurances can be given that the Company will be able to raise any additional funds.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates in 2009 and 2008 include the allowance for doubtful accounts, the valuation of stock-based compensation, the useful life of intangible assets and property and equipment, and the valuation of goodwill.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents.

ICEWEB, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2009

NOTE 2 - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(continued)

Accounts Receivable

Accounts receivable consists of normal trade receivables. The Company recorded a bad debt allowance of \$9,000 as of June 30, 2009. Management performs ongoing evaluations of its accounts receivable. Management believes that all remaining receivables are fully collectable. Bad debt expense amounted to \$0 and \$0 for the nine months ended June 30, 2009 and 2008, respectively.

Intangible Assets

Intangible assets, net consists of the cost of acquired customer relationships and the value of Federal contracts that the Company acquired in the acquisition of Inline Corporation. The Company capitalizes and amortizes the cost of acquired intangible assets over their estimated useful lives on a straight-line basis. The estimated useful lives of the Company's acquired customer relationships and Federal government contracts are three to five years.

Property and Equipment

Property and equipment is stated at cost, net of accumulated depreciation. Depreciation is provided by using the straight-line method over the estimated useful lives of the related assets.

Long-lived Assets

In accordance with Statement of Financial Accounting Standards (SFAS) No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets", the Company reviews the carrying value of intangibles and other long-lived assets for impairment at least annually or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of long-lived assets is measured by comparison of its carrying amount to the undiscounted cash flows that the asset or asset group is expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the property, if any, exceeds its fair market value.

Revenue Recognition

The Company follows the guidance of the Securities and Exchange Commission's Staff Accounting Bulletin 104 for revenue recognition. In general, the Company records revenue when persuasive evidence of an arrangement exists, services have been rendered or product delivery has occurred, the sales price to the customer is fixed or determinable, and collectability is reasonably assured. The following policies reflect specific criteria for the various revenue streams of the Company:

Revenues from sales of products are generally recognized when products are shipped unless the Company has obligations remaining under sales or licensing agreements, in which case revenue is either deferred until all obligations are satisfied or recognized ratably over the term of the contract.

Revenue from services is recorded as it is earned. Commissions earned on third party sales are recorded in the month in which contracts are awarded. Customers are generally billed every two weeks based on the units of production for the project. Each project has an estimated total which is based on the estimated units of production and agreed upon billing rates. Amounts billed in advance of services being provided are recorded as deferred revenues and recognized in the consolidated statement of operations as services are provided.

ICEWEB, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2009

NOTE 2 - BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(continued)

Earnings per Share

The Company computes earnings per share in accordance with Statement of Accounting Standards No. 128, "Earnings per Share ("SFAS No. 128"). Under the provisions of SFAS No. 128, basic earnings per share is computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing the net income (loss) for the period by the weighted average number of common and potentially dilutive common shares outstanding during the period. Potentially dilutive common shares consist of the common shares issuable upon the exercise of stock options and warrants (using the treasury stock method) and upon the conversion of convertible preferred stock (using the if-converted method). Potentially dilutive common shares are excluded from the calculation if their effect is anti-dilutive. At June 30, 2009, there were Series B convertible preferred stock, options and warrants to purchase 2,393,066 shares of common stock which could potentially dilute future earnings per share.

Stock-Based Compensation

Prior to January 1, 2005, the Company accounted for stock options issued under the Plan under the recognition and measurement provisions of APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations, as permitted by FASB Statement No. 123, *Accounting for Stock-Based Compensation* ("SFAS No. 123").

Effective January 1, 2005 we adopted the fair value recognition provisions of FASB Statement No. 123 (revised 2004), "*Share-Based Payment*", ("SFAS 123(R)") which requires the measurement and recognition of compensation expense for all stock-based payment awards made to employees and directors, including employee stock options, based on estimated fair values. We had previously applied Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," ("APB 25") and related Interpretations and provided the required pro forma disclosures of Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123") which was superseded by SFAS 123(R). The Company has also applied the provisions of Staff Accounting Bulletin No. 107 ("SAB 107") in the adoption of SFAS 123(R).

We elected to adopt the modified prospective application transition method as provided by SFAS 123(R). In accordance with the modified prospective transition method, consolidated financial statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123(R). Under that transition method, compensation cost recognized in the three months ended December 31, 2008 includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of December 31, 2008, based on the grant date fair value estimated in accordance with the original provisions of Statement 123, and (b) compensation cost for all share-based payments granted subsequent to October 1, 2005, based on the grant-date fair value estimated in accordance with the provisions of Statement 123(R).

ICEWEB, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2009

NOTE 3 - PROPERTY AND EQUIPMENT

At June 30, 2009 and September 30, 2008, property and equipment consisted of the following:

	<u>Estimated Life</u>	<u>June 30, 2009</u>	<u>September 30, 2008</u>
Office equipment	5 years	\$ 639,420	\$ 628,080
Computer software	3 years	599,229	713,876
Vehicles	3 years	17,330	17,330
Furniture and fixtures	5 years	261,385	261,385
Leasehold improvements	5 years	1,005,750	999,050
		<u>2,523,114</u>	<u>2,619,721</u>
Less: accumulated depreciation		<u>(1,530,035)</u>	<u>(1,450,352)</u>
		<u>\$ 993,079</u>	<u>\$ 1,169,369</u>

Depreciation expense for the nine months ended June 30, 2009 and 2008 was \$204,608 and \$206,882 respectively.

NOTE 4 - INVENTORY

Inventory consisted of the following:

	<u>June 30, 2009</u>	<u>September 30, 2008</u>
Raw materials	\$ 117,093	\$ 351,579
Work in progress	21,955	65,921
Finished goods	7,318	21,974
	<u>146,366</u>	<u>439,474</u>
Less: reserve for obsolescence	<u>(39,162)</u>	<u>(39,162)</u>
	<u>\$ 107,204</u>	<u>\$ 400,312</u>

ICEWEB, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2009

NOTE 5 - ACQUISITION AND DISPOSITIONS

On December 22, 2007, we acquired 100% of the outstanding stock of Inline for \$2,412,731 in cash, plus 503,356 shares of IceWEB common stock valued at \$276,846, the fair market value on the date of acquisition. The acquisition was accounted for using the purchase method of accounting. The results of operations are included in the financial statements of operations from the date of acquisition. Inline is a leading provider of intelligent enterprise data storage solutions and services for the geospatial intelligence marketplace. Inline's proprietary products include reliable, high performance Storage Area Network Solutions, Network Attached Storage, and Direct Attached Storage and the rapidly expanding OEM Storage Centric Appliances. Today, Inline has developed its fifth generation of advanced data storage solutions, marketed under the brands *TruEnterprise* and *FileStorm*. All Inline systems function in a heterogeneous operating system environment, including Windows, UNIX and Linux. The purchase of Inline Corporation included the acquisition of assets of \$3,904,245, and liabilities of \$614,668. The aggregate purchase price consisted of the following:

Cash payment to seller	\$ 2,412,731
Fair value of common stock issued to seller	276,846
Estimated direct transaction fees and expenses	600,000
	<u>\$ 3,289,577</u>

The following table summarizes the estimated fair values of Inline's assets acquired and liabilities assumed at the date of the acquisition:

Cash	\$ 487,603
Accounts Receivable	866,455
Lease Deposits	20,500
Inventory, net	394,863
Property and equipment, net	919,374
Intangible assets	1,215,450
Accounts payable and accrued expenses	(614,668)
	<u>\$ 3,289,577</u>

Intangible assets acquired from Inline were assigned the following values: value of manufacturing GSA schedule with an assigned value of \$750,000 amortized straight line over five years; value of customer relationships with an assigned value of \$465,450 amortized straight line over five years. Intangible assets acquired from Inline had the following unamortized values at June 30, 2009: value of manufacturing GSA schedule of \$525,000; value of customer relationships of \$325,815.

ICEWEB, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2009

NOTE 5 - ACQUISITION AND DISPOSITIONS (continued)

On March 30, 2009, the Company completed the sale of IceWEB Virginia, Inc., a wholly owned subsidiary, to ABC Networks, Inc., ("ABC") a privately held U.S. company. Pursuant to the terms of the transaction, ABC acquired 100% of the outstanding common stock of IceWEB, Virginia, Inc.

The aggregate sales price consisted of the following:

Common stock issued to purchaser	\$ 80,000
Net book value of disposed subsidiary	<u>(3,532,236)</u>
	<u><u>\$ (3,452,236)</u></u>

The following table summarizes the estimated fair values of IceWeb Virginia's assets and liabilities disposed of at the date of the sale:

Intangible assets, net	\$ (53,565)
IceWEB, Inc. common stock	(80,000)
Accounts payable and accrued liabilities	<u>3,585,801</u>
Estimated gain on the sale	<u><u>\$ 3,452,236</u></u>

The following table summarizes the required disclosures for IceWEB, as if the disposition of IceWEB Virginia, Inc. had occurred at October 1, 2007.

	For the Nine Months Ended June 30,	
	<u>2009</u>	<u>2008</u>
Revenues, net	\$ 2,094,965	\$ 809,558
Net loss, excluding gain from sale in 2009	(1,721,188)	(2,843,280)
Net income (loss) per common share – basic and diluted	\$ (0.05)	\$ (0.18)

The above unaudited pro forma results have been prepared for comparative purposes only and do not purport to be indicative of results of operations that actually would have resulted had the acquisition occurred at October 1, 2006, nor is it necessarily indicative of future operating results.

NOTE 6 - NOTES PAYABLE

Sand Hill Finance, LLC

On December 19, 2005, the Company entered into a Financing Agreement with Sand Hill Finance, LLC pursuant to which, together with related amendments, the Company may borrow up to 80% on the Company's accounts receivable balances up to a maximum of \$1,800,000. In conjunction with the acquisition of Inline Corporation in December, 2007, the lending limit on the credit facility was increased to \$2,750,000. In addition, the Company and Sand Hill Finance, LLC entered into a 36 month term note agreement in the amount of \$1,000,000, due November 30, 2011. Amounts borrowed under the Financing Agreement are secured by a first security interest in substantially all of the Company's assets. At June 30, 2009, the principal amount due under the Financing Agreement amounted to \$1,726,751.

ICEWEB, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2009

NOTE 6 - NOTES PAYABLE (continued)

In November, 2008, in connection with the term note the Company executed a convertible debenture agreement with Sand Hill Finance, LLC in the amount of \$1,170,767. The debenture bears interest at 18% and will allow Sand Hill Finance, LLC to convert the outstanding obligation into shares of IceWEB common stock at a fixed floor conversion price of \$0.30 per share. The principal amount due under the convertible debenture amounted to \$1,252,085 at June 30, 2009.

Interest on the accounts receivable-based borrowings is payable at a rate of 2% per month on the average loan balance outstanding during the year, equal to an annual interest of approximately 24% per year. The Company also agreed to pay an upfront commitment fee of 1% of the credit line upon signing the Financing Agreement, half of which was due and paid upon signing (amounting to \$9,000) and half of which is due on the first anniversary of the Financing Agreement. In addition, the Company is obligated to pay a commitment fee of 1% of the credit limit annually, such amounts are payable on the anniversary of the agreement.

In connection with the Financing Agreement, the Company issued Sand Hill Finance, LLC, a seven-year common stock purchase warrant to purchase 25,000 shares of our common stock at an exercise price of \$1.00 per share. The exercise price was subsequently reduced to \$0.50 per share pursuant to Warrant Amendment Agreement which was executed in conjunction with the convertible debenture. The warrant contains a cashless exercise provision which means that at the option of the holder, the warrant is convertible into a number of shares of our common stock as determined by dividing the aggregate fair market value of the Company's common stock minus the aggregate exercise price of the warrant by the fair market value of one share of common stock. The number of shares issuable upon the exercise of the warrant and the exercise price are subject to adjustment in the event of stock dividends, stock splits and reclassifications. The fair value of the warrant of \$16,250 has been recorded as an addition to paid-in capital and interest expense during the year ended September 30, 2007.

In connection with the term note, the Company issued Sand Hill Finance, LLC a seven-year common stock purchase warrant to purchase 120,000 shares of our common stock at an exercise prices \$1.00 per share. The exercise price was subsequently reduced to \$0.50 per share pursuant to Warrant Amendment Agreement which was executed in conjunction with the convertible debenture. The warrant contains a cashless exercise provision which means that at the option of the holder, the warrant is convertible into a number of shares of our common stock as determined by dividing the aggregate fair market value of the Company's common stock minus the aggregate exercise price of the warrant by the fair market value of one share of common stock. The number of shares issuable upon the exercise of the warrant and the exercise price are subject to adjustment in the event of stock dividends, stock splits and reclassifications. The fair value of the warrant of \$13,589 has been recorded as an addition to paid-in capital and deferred finance costs during the year ended September 30, 2008.

The Financing Agreement has a term of one year, subject to mutual extension by both parties. As a result, the balance due to Sand Hill Finance, LLC is classified as a current liability on the accompanying consolidated balance sheet.

The terms of the Financing Agreement also restrict the Company from undertaking certain transactions without the written consent of the creditor including (i) permit or suffer a change in control involving 20% of its securities, (ii) acquire assets, except in the ordinary course of business, involving payment of \$100,000 or more, (iii) sell, lease, or transfer any of its property except for sales of inventory and equipment in the ordinary course of business, (iv) transfer, sell or license any intellectual property, (v) declare or pay a dividend on stock, except payable in the form of stock dividends (vi) incur any indebtedness other than trade credit in the ordinary course of business and (vii) permit any lien or security interest to attach to any collateral.

ICEWEB, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2009

NOTE 6 - NOTES PAYABLE (continued)

Third party guarantee - In November 2006, the Company sold its interest in one of its subsidiaries (Integrated Power Solutions, Inc. or IPS) to a shareholder of the Company and related party. IPS is a party to the Financing Agreement and can borrow against receivables transferred to Sand Hill Finance, LLC under the terms of the Financing Agreement. The Company remains liable for any such amounts borrowed under the Financing Agreement by IPS which is no longer under the Company's control. To date, IPS has not borrowed any funds under the Financing Agreement.

In August, 2008, the Company borrowed \$187,500 from an accredited investor. The note bears interest at 16% and had a term of four months, and can be repaid in either cash or IceWEB common stock. As of December 31, 2008 the Company had repaid the full amount of the note through the sale of 2,226,101 shares of Iceweb common stock.

NOTE 7 - EQUIPMENT FINANCING PAYABLE

On July 6, 2006, the Company entered into what is in essence a sale and leaseback agreement with respect to certain computer and office equipment. The Company received gross proceeds of \$300,000 from the sale of the equipment to a third party. As part of the same transaction, the Company entered into an agreement to lease the equipment back from the third party for 36 monthly rent payments of \$10,398 until August 2009. The Company is accounting for this equipment financing arrangement as a capital lease. In connection with the agreement, the Company made an initial security deposit of \$30,000 and is included in deposits in the balance sheet at June 30, 2009. The equipment had a net book value of \$37,846 on the date of the transaction. In connection with the financing, the Company did not record any gain or loss. Imputed interest on this financing is 20% per annum. At June 30, 2009, the amount due under this equipment financing arrangement amounted to \$46,693, which is reflected as a current liability on the accompanying balance sheet.

NOTE 8 - CONCENTRATION OF CREDIT RISK

Bank Balances

The Company maintains its cash bank deposits at various financial institutions which, at times, may exceed federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. At June 30, 2009, the Company had no balances in excess of FDIC insured limits. The Company has not experienced any losses in such accounts.

NOTE 9 - STOCKHOLDERS' DEFICIT

During the nine months ended June 30, 2009 in connection with the payment on a note payable discussed in Note 6, the Company issued 1,959,601 shares of common stock. The shares were valued at \$152,273, the fair market value in the date of issuance.

During the nine months ended June 30, 2009, in connection with the exercise of 8,540,000 stock options, the Company issued 8,540,000 shares of common stock for cash proceeds of \$454,300.

During the nine months ended June 30, 2009, Sand Hill Finance, LLC converted \$45,000 of their outstanding convertible debenture into 300,000 shares of common stock.

ICEWEB, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2009

NOTE 9 - STOCKHOLDERS' DEFICIT (continued)

During the nine months ended June 30, 2009 the Company issued 225,000 shares of common stock to consultants for services rendered which were valued at \$12,500, the fair market value at the time of the issuance.

During the nine months ended June 30, 2009 the Company issued 10,154,961 shares of common stock to employees, valued at \$365,688. The shares were issued at between \$0.03 and \$0.04 per share, the fair market value at the time of issuance, as compensation in lieu of salary.

During the nine months ended June 30, 2009, in connection with the sale of IceWEB Virginia, Inc. the Company issued 1,000,000 shares of common stock to the purchaser.

On June 3, 2009 we sold 1,400,000 shares of common stock at a per share price of \$0.03, valued at \$42,000 to an accredited investor, and the issuance was exempt from registration under the Securities Act of 1933 in reliance on an exemption provided by Section 4(2) of that act.

On June 3, 2009 we sold 1,000,000 shares of common stock at a per share price of \$0.04, valued at \$40,000 to an accredited investor, and the issuance was exempt from registration under the Securities Act of 1933 in reliance on an exemption provided by Section 4(2) of that act.

On June 8, 2009 we sold 500,000 shares of common stock at a per share price of \$0.03, valued at \$15,000 to an accredited investor, and the issuance was exempt from registration under the Securities Act of 1933 in reliance on an exemption provided by Section 4(2) of that act.

Common Stock Warrants

A summary of the status of the Company's outstanding common stock warrants as of June 30, 2009 and changes during the period ending on that date is as follows:

	<u>Number of Warrants</u>	<u>Weighted Average Exercise Price</u>
<u>Common Stock Warrants</u>		
Balance at beginning of year	300,000	\$ 1.94
Granted	—	—
Exercised	—	—
Forfeited	—	—
Balance at end of period	<u>300,000</u>	<u>\$ 1.94</u>
Warrants exercisable at end of period	<u>300,000</u>	<u>\$ 1.94</u>
Weighted average fair value of warrants granted or re-priced during the period		<u>\$ 0.50</u>

The following table summarizes information about common stock warrants outstanding at June 30, 2009:

<u>Range of Exercise Price</u>	<u>Warrants Outstanding</u>			<u>Warrants Exercisable</u>	
	<u>Number Outstanding at June 30, 2009</u>	<u>Weighted Average Remaining Contractual Life</u>	<u>Weighted Average Exercise Price</u>	<u>Number Exercisable at June 30, 2009</u>	<u>Weighted Average Exercise Price</u>
0.50	145,000	5.30 Years	0.50	145,000	0.50
0.65	75,000	0.17 Years	0.65	75,000	0.65

2.00	5,000	2.06 Years		2.00	5,000	2.00
4.00	37,500	0.50 Years		4.00	37,500	4.00
8.00	37,500	0.50 Years		8.00	37,500	8.00
	<u>300,000</u>		\$	1.94	<u>300,000</u>	<u>\$ 1.94</u>

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ICEWEB, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2009

NOTE 10 - STOCK OPTION PLAN

In August 2000, the Board of Directors adopted the 2000 Management and Director Equity Incentive and Compensation Plan (the "Plan") for directors, officers and employees that provides for non-qualified and incentive stock options to be issued enabling holders thereof to purchase common shares of the Company at exercise prices determined by the Company's Board of Directors. The Plan was approved by the Company's stockholders in August 2001.

The purpose of the Plan is to advance the Company's interests and those of its stockholders by providing a means of attracting and retaining key employees, directors and consultants. In order to serve this purpose, the Company believes the Plan encourages and enables key employees, directors and consultants to participate in its future prosperity and growth by providing them with incentives and compensation based on its performance, development and financial success. Participants in the Plan may include the Company's officers, directors, other key employees and consultants who have responsibilities affecting our management, development or financial success.

Awards may be made under the Plan in the form of Plan options, shares of the Company's common stock subject to a vesting schedule based upon certain performance objectives ("Performance Shares") and shares subject to a vesting schedule based on the recipient's continued employment ("restricted shares"). Plan options may either be options qualifying as incentive stock options under Section 422 of the Internal Revenue Code of 1986, as amended or options that do not so qualify. Any incentive stock option granted under the Plan must provide for an exercise price of not less than 100% of the fair market value of the underlying shares on the date of such grant, but the exercise price of any incentive option granted to an eligible employee owning more than 10% of our common stock must be at least 110% of such fair market value as determined on the date of the grant. Only persons who are officers or other key employees are eligible to receive incentive stock options and performance share grants. Any non-qualified stock option granted under the Plan must provide for an exercise price of not less than 50% of the fair market value of the underlying shares on the date of such grant.

As amended in April, 2007 and again in February, 2009, the Plan permits the grant of options and shares for up to 20,000,000 shares of the Company's common stock. The Plan terminates 10 years from the date of the Plan's adoption by the Company's stockholders.

The term of each Plan option and the manner in which it may be exercised is determined by the Board of Directors, provided that no Plan option may be exercisable more than three years after the date of its grant and, in the case of an incentive option granted to an eligible employee owning more than 10% of the Company's common stock, no more than five years after the date of the grant. The exercise price of the stock options may be paid in either cash, or delivery of unrestricted shares of common stock having a fair market value on the date of delivery equal to the exercise price, or surrender of shares of common stock subject to the stock option which has a fair market value equal to the total exercise price at the time of exercise, or a combination of the foregoing methods.

The fair value of stock options granted was estimated at the date of grant using the Black-Scholes options pricing model. The Company used the following assumptions for determining the fair value of options granted under the Black-Scholes option pricing model:

	June 30,	
	2009	2008
Expected volatility	87% - 149%	76% - 107%
Expected term	1 - 5 Years	3 - 5 Years
Risk-free interest rate	2.34% - 2.45%	4.39% - 4.96%
Forfeiture Rate	0% - 45%	0% - 35%
Expected dividend yield	0%	0%

ICEWEB, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2009

NOTE 10 - STOCK OPTION PLAN (continued)

The expected volatility was determined with reference to the historical volatility of the Company's stock. The Company uses historical data to estimate option exercise and employee termination within the valuation model. The expected term of options granted represents the period of time that options granted are expected to be outstanding. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury rate in effect at the time of grant.

For the nine months ended June 30, 2009 total stock-based compensation charged to operations for option-based arrangements amounted to \$352,025. At June 30, 2009, there was approximately \$816,900 of total unrecognized compensation expense related to non-vested option-based compensation arrangements under the Plan.

A summary of the status of the Company's outstanding stock options as of June 30, 2009 and changes during the period ending on that date is as follows:

	Number of Options	Weighted Average Exercise Price
<u>Stock options</u>		
Balance at beginning of year	6,583,827	\$ 0.45
Granted	13,420,000	0.064
Exercised	(8,540,000)	0.053
Forfeited	(849,344)	0.275
Balance at end of period	10,614,483	\$ 0.29
Options exercisable at end of period	8,564,000	\$ 0.30
Weighted average fair value of options granted during the year		\$ 0.064

The following table summarizes information about employee stock options outstanding at June 30, 2009:

	Options Outstanding			Options Exercisable	
	Range of Exercise Price	Number Outstanding at June 30, 2009	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable at June 30, 2009
\$ 0.001-0.25	6,430,000	0.89 Years	\$ 0.09	5,189,100	\$ 0.07
0.30-0.48	635,000	2.74 Years	0.46	539,400	0.46
0.54-0.60	2,531,608	3.06 Years	0.58	1,855,408	0.58
0.61-0.80	1,017,500	2.11 Years	0.71	979,717	0.71
1.44-3.80	375	0.29 Years	3.80	375	3.80
	10,614,483		\$ 0.29	8,564,000	\$ 0.30

ICEWEB, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2009

NOTE 11 - SEGMENT REPORTING

SFAS No. 131, Disclosure about Segments of an Enterprise and Related Information, establishes standards for the reporting by business enterprises of information about operating segments, products and services, geographic areas, and major customers. The method for determining what information to report is based on the way that management organizes the operating segments with IceWEB for making operational decisions and assessments of financial performance.

IceWEB's chief operating decision-maker is considered to be the chief executive officer (CEO). The CEO reviews financial information presented on a consolidated basis for purposes of making operating decisions and assessing financial performance. The financial information reviewed by the CEO is identical to the information presented in the accompanying consolidated statements of operations. Therefore, IceWEB has determined that it operates in a single operating segment, specifically, the manufacture and sales of IT storage products. For the nine months ended June 30, 2009 and 2008 all material assets and revenues of IceWEB were in the United States.

NOTE 12 - SUBSEQUENT EVENTS

For the period from July 1, 2009 through August 12, 2009, the Company issued 375,000 share of its common stock related to the exercise of 375,000 common stock options, for proceeds of \$15,000.

On July 29, 2009 the Company entered into a Preferred Stock Purchase Agreement (the "Purchase Agreement") with Optimus Technology Capital Partners, LLC (the "Investor"), which provides that, upon the terms and subject to the conditions set forth therein, the Investor is committed to purchase up to \$3,000,000 of our Series C Preferred Stock. Under the terms of the Purchase Agreement, from time to time until July 23, 2010 and at our sole discretion, we may present the Investor with a notice to purchase such Series C Preferred Stock (the "Notice"). The Investor is obligated to purchase such Series C Preferred Stock on the tenth trading day after the Notice date, subject to satisfaction of certain closing conditions. The Investor will not be obligated to purchase the Series C Preferred Stock (i) in the event the closing price of our common stock during the nine trading days following delivery of a Notice falls below 75% of the closing price on the trading day prior to the date such Notice is delivered to the Investor, or (ii) to the extent such purchase would result in the Investor and its affiliates beneficially owning more than 9.99% of our common stock.

On the date of delivery of each Notice under the Purchase Agreement, we will also issue to the Investor warrants to purchase our common stock at an exercise price equal to the closing price of our common stock on the trading day prior to the delivery date of the Notice. The number of shares issuable upon exercise of the warrant will be equal in value to 135% of the purchase price of the Series C Preferred Stock to be issued in respect of the related Notice, and shall have a term of two years, or four years if the exercise price is below the closing sale price of the common stock on the date of the Notice. Each warrant will be exercisable on the earlier of (i) the date on which a registration statement registering for resale the shares of common stock issuable upon exercise of such warrant becomes effective and (ii) the date that is six months after the issuance date of such warrant.

The Series C Preferred Stock is redeemable after the fifth anniversary of the date of its issuance and is subject to repurchase by us (i) at any time at our election, or (ii) following the consummation of certain fundamental transactions by us, at the option of a majority of the holders of the Series C Preferred Stock.

Holders of Series C Preferred Stock will be entitled to receive dividends, which will accrue in shares of Series C Preferred Stock on an annual basis at a rate equal to 10% per annum from the issuance date. Accrued dividends will be payable upon redemption of the Series C Preferred Stock. The Series C Preferred Stock ranks, with respect to dividend rights and rights upon liquidation:

- senior to our common stock; and
- on parity with our Series B Preferred Stock.

The Series C Preferred Stock and warrants and the common stock issuable upon exercise of the warrants will not be or have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The following analysis of our consolidated financial condition and results of operations for the three and nine months ended June 30, 2009 and 2008 should be read in conjunction with the consolidated financial statements, including footnotes, appearing elsewhere in this quarterly report.

OVERVIEW

IceWEB, through our Inline Corporation subsidiary is a leading provider of high-performance storage products that simplify the way enterprises retain, access, manage and protect their data. Our products are designed specifically for mid-sized enterprises that have complex storage needs but cannot justify the high procurement and ongoing management costs of other storage area network, or SAN, alternatives. Our products are offered in an integrated, all-inclusive package that combines resilient disk storage with a comprehensive suite of intelligent storage management software.

In addition, we offer small and medium sized businesses ("SMBs") hosted access to enterprise-class applications delivered via the Internet for a reasonable monthly fee. These rapidly growing SaaS offerings include such hosted applications as Microsoft Exchange Server, Sharepoint, BlackBerry Enterprise Server, Good Messaging Server, SPAM and Virus protection, and advanced Email Encryption services. Our current customer base consists of nearly 900 organizations worldwide in both the public and private sectors.

Our storage product architecture employs innovative, proprietary virtualization software that severs the traditional tie between stored data and disk drive hardware. This virtualization software masks the complexity of the underlying storage configuration and enables our storage arrays to cooperate with one another to automatically share resources and balance workloads. Our products are based on the iSCSI network protocol, which utilizes widely-deployed Internet Protocol, or IP, networks. As a result, our customers can cost-effectively install, expand and modify their data storage resources.

Beginning in 2001, we began a series of strategic acquisitions and divestitures which have resulted in our current business and operations and impacted our financial statements for fiscal 2008 and 2007, including:

- in June 2001, we acquired the assets of Learning Stream, Inc., a provider of digital content streaming services, which coincided with the transition of our business model to a focus on e-learning. Learning Stream had developed custom streaming solutions which we believed were more efficient and effective than the solutions we had implemented at that time. We considered the software we acquired to be competitive because it helped remove the complexity and unnecessary cost from the implementation of the streaming technology,
- in June 2003, we acquired all of the outstanding stock of Interlan Corporation, a provider of data communications and networking solutions for business, government, and education. Interlan provided technical services including presales design and consulting, installation, troubleshooting, and long term maintenance and support contracts,
- in June 2003, we also acquired all of the outstanding stock of The Seven Corporation, a provider of network engineering services to commercial and government customers throughout the United States,
- in October 2003, we acquired the software ownership rights and customers of Iplicity, Inc. of Virginia. Iplicity had developed a complete content management software platform based on open source architecture to run in any operating environment. In this transaction we acquired software licenses, source code, potential patents and trademarks,

- in May 2004 we acquired substantially all of the assets of DevElements, Inc. of Virginia, a professional IT consultancy firm that designs, develops and implements web-based productivity solutions for its customers. In this transaction we acquired software licenses, source code, potential patents and trademarks, as well as some cash and tangible assets, and
- in March 2006, the Company, through its wholly-owned subsidiary, IceWEB Online, Inc., completed the acquisition of substantially all of the assets and some liabilities of PatriotNet, Inc.

In August 2006, after multiple quarters of collapsing revenue and higher than anticipated losses in fiscal 2006, our Board of Directors and senior management implemented a strategy of re-focusing the Company on hosted software services and network security sales. The Company determined, through a detailed analysis of operations, that the PatriotNet and Integrated Power Solutions activities were not profitable or in line with the Company's core focus and competencies. In addition, the Company believes we can focus our limited sales and marketing budgets on the remaining core business activities to achieve more success.

- On November 15, 2006, the Company acquired the assets of True North Federal Solutions Group for \$350,000 of which \$250,000 was paid in cash and \$100,000 due upon future terms of the agreement. Under the terms of the agreement, IceWEB acquired the customer database, forecast, contract renewals, and GSA schedule of True North Federal. The revenue generated to IceWEB from this division since the acquisition, exceeded the revenue from the discontinued PatriotNet and IPS operations.
- On December 1, 2006, we sold the assets of PatriotNet to Leros Technologies, a third party, for \$150,000 in cash and the assumption of \$60,000 in liabilities. On September 30, 2007 we recorded goodwill impairment of \$180,000 related to this transaction. The PatriotNet services constituted 9.5% of revenue in fiscal 2006.
- On December 1, 2006, we sold 100% of the capital stock of our wholly-owned subsidiary, Integrated Power Solutions, Inc. to John Younts, a related party, for the assumption of approximately \$200,000 in liabilities. In fiscal 2006, revenues for Integrated Power Solutions accounted for approximately \$400,000 or 7% of our total IceWEB revenues.
- On December 22, 2007, we acquired 100% of the outstanding stock of Inline Corporation for \$2,412,731 in cash, plus 503,356 shares of IceWEB common stock valued at \$276,846, the fair market value on the date of acquisition. The acquisition was accounted for using the purchase method of accounting. The results of operations are included in the financial statements from the date of acquisition. Inline is a leading provider of intelligent enterprise data storage solutions and services for the geospatial intelligence marketplace. Inline's proprietary products include reliable, high performance Storage Area Network Solutions, Network Attached Storage, and Direct Attached Storage and the rapidly expanding OEM Storage Centric Appliances. Today, Inline has developed its fifth generation of advanced data storage solutions, marketed under the brands *TruEnterprise* and *FileStorm*. All Inline systems function in a heterogeneous operating system environment, including Windows, UNIX and Linux. The purchase of Inline Corporation included the acquisition of assets of \$2,688,795, and liabilities of \$614,668.
- On March 30, 2009, the Company completed the sale of IceWEB Virginia, Inc., a wholly owned subsidiary, to ABC Networks, Inc., ("ABC") a privately held U.S. company. Pursuant to the terms of the transaction, ABC acquired 100% of the outstanding common stock of IceWEB, Virginia, Inc.

The aggregate sales price consisted of the following:

Common stock issued to purchaser	\$ 80,000
Net book value of disposed subsidiary	<u>(3,532,236)</u>
	<u>\$ (3,452,236)</u>

The following table summarizes the estimated fair values of IceWeb Virginia's assets and liabilities disposed of at the date of the sale:

Intangible assets, net	\$ (53,565)
IceWEB, Inc. common stock	(80,000)
Accounts payable and accrued liabilities	<u>3,585,801</u>
Estimated gain on the sale	<u>\$ 3,452,236</u>

We generate revenues from the manufacture and sale of data storage appliances and servers, the sale of software services, application development, network integrated technology, and third party hardware sales. We believe that the key factors to our continued growth and profitability include the following:

- Continued focus on the GIS market and expanding our channels of distribution with OEM partners
- Continued investment in product development and research efforts
- Raising approximately \$3 million of additional working capital to expand our marketing, research and development, and restructure our debt.
- Hiring additional qualified, technical employees, and
- Improving our internal financial reporting systems and processes.

CRITICAL ACCOUNTING POLICIES

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

A summary of significant accounting policies is included in Note 1 to the audited consolidated financial statements included for the year ended September 30, 2008 and notes thereto contained on Form 10-KSB of the Company as filed with the Securities and Exchange Commission. Management believes that the application of these policies on a consistent basis enables us to provide useful and reliable financial information about the Company's operating results and financial condition.

Financial Reporting Release No. 60, which was released by the U.S. Securities and Exchange Commission, encourages all companies to include a discussion of critical accounting policies or methods used in the preparation of financial statements. Our consolidated financial statements include a summary of the significant accounting policies and methods used in the preparation of our consolidated financial statements. Management believes the following critical accounting policies affect the significant judgments and estimates used in the preparation of the financial statements.

Use of Estimates - Management's Discussion and Analysis or Plan of Operations is based upon our unaudited consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, management evaluates these estimates, including those related to allowances for doubtful accounts receivable, the carrying value of property and equipment and long-lived assets, and the value of stock-option based compensation. Management bases these estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Accounting for Stock Based Compensation - Effective October 1, 2005, we adopted Statement of Financial Accounting Standards No. 123 (revised 2004), *Share Based Payment* ("SFAS No. 123R"). SFAS No. 123R establishes the financial accounting and reporting standards for stock-based compensation plans. As required by SFAS No. 123R, we recognize the cost resulting from all stock-based payment transactions including shares issued under our stock option plans in the financial statements.

Revenue Recognition - The Company follows the guidance of the Securities and Exchange Commission's Staff Accounting Bulletin 104 for revenue recognition. In general, the Company records revenue when persuasive evidence of an arrangement exists, services have been rendered or product delivery has occurred, the sales price to the customer is fixed or determinable, and collectability is reasonably assured. The following policies reflect specific criteria for the various revenues streams of the Company:

- Revenues from sales of products are generally recognized when products are shipped unless the Company has obligations remaining under sales or licensing agreements, in which case revenue is either deferred until all obligations are satisfied or recognized ratably over the term of the contract.
- Revenue from services is recorded as it is earned. Commissions earned on third party sales are recorded in the month in which contracts are awarded. Customers are generally billed every two weeks based on the units of production for the project. Each project has an estimated total which is based on the estimated units of production and agreed upon billing rates.
- Amounts billed in advance of services being provided are recorded as deferred revenues and recognized in the consolidated statement of operations as services are provided.

THREE AND NINE MONTHS ENDED JUNE 30, 2009 COMPARED TO THE THREE AND NINE MONTHS ENDED JUNE 30, 2008

The following table provides an overview of certain key factors of our results of operations for the three and nine months ended June 30, 2009 as compared to the three and nine months ended June 30, 2008:

	Three months ended June 30,		Nine months ended June 30,	
	2009	2008	2009	2008
Net Revenues	\$ 826,182	5,981,083	3,936,472	14,095,946
Cost of sales	404,641	5,249,906	2,478,707	12,127,796
Operating Expenses:				
Marketing and selling	18,266	50,208	48,778	138,927
Depreciation and amortization	85,793	259,933	432,839	412,297
Research and development	94,020	121,906	250,450	207,636
General and administrative	1,027,484	2,369,286	2,554,898	5,187,547
Total operating expenses	1,225,563	2,801,333	3,286,965	5,946,407
Loss from operations	(804,022)	(2,070,156)	(1,829,200)	(3,978,257)
Total other income (expense)	(144,884)	(195,768)	2,943,200	(478,191)
Net income (loss)	(948,905)	(2,265,924)	1,114,000	(4,456,448)

Other Key Indicators:

	Three months ended June 30,		Nine months ended June 30,	
	2009	2008	2009	2008
Cost of sales as a percentage of revenues	48.98%	87.78%	62.97%	86.04%
Gross profit margin	51.02%	12.22%	37.03%	13.96%
General and administrative expenses as a percentage of revenues	124.37%	39.61%	64.90%	36.80%
Total operating expenses as a percentage of revenues	148.34%	46.84%	83.50%	42.19%

Nine Month Period ended June 30, 2009

Revenues

For the nine months ended June 30, 2009, we reported revenues of \$3,936,472 as compared to revenues of \$14,095,946 for the nine months ended June 30, 2008, a decrease of \$10,159,474 or approximately 72%. The decrease is primarily due to the Company's focus on our high margin data storage business unit and the related decrease in our third party product sales through IceWEB Solutions Group. Storage revenue accounted for approximately 53% of our revenue. Revenues from the Solutions Group business accounted for 41% of our revenue and our online services accounted for 5.5% of our revenue during the nine months ended June 30, 2009.

Cost of Sales

Our cost of sales consists of products purchased for resale, and component parts for the manufacture of our storage products. For the nine months ended June 30, 2009, cost of sales was \$2,478,707, or approximately 63% of revenues, compared to \$12,127,796, or approximately 86% of revenues, for the nine months ended June 30, 2008. The decrease in costs of sales as a percentage of revenue and the corresponding increase in our gross profit margin for the nine months ended June 30, 2009 as compared to the nine months ended June 30, 2008 was the result of improved mix of higher margin storage products during the nine months ended June 30, 2009 as a percentage of total revenue. We anticipate that our gross profit margins will continue to improve through the balance of fiscal 2009, as IceWEB storage product revenue will make up a larger percentage of total revenue, primarily through sales of Inline storage products.

Total Operating Expenses

Our total operating expenses decreased approximately 45% to \$3,286,965 for the nine months ended June 30, 2009 as compared to \$5,946,407 for the nine months ended June 30, 2008. These changes include:

- **Marketing and Selling.** For the nine months ended June 30, 2009, marketing and selling costs were \$48,778 as compared to \$138,927 for the nine months ended June 30, 2008, a decrease of \$90,149 or approximately 65%. The decrease was due to a decrease in IceWEB Online web marketing, advertising and print advertising during the nine months ended June 30, 2009.
- **Depreciation and amortization expense.** For the nine months ended June 30, 2009, depreciation and amortization expense amounted to \$432,839 as compared to \$412,297 for the nine months ended June 30, 2008, an increase of \$20,542 or 5%. The increase in depreciation and amortization was primarily attributable to the amortization of leasehold improvements, manufacturing GSA schedule, and other fixed assets acquired as part of the acquisition of Inline Corporation in December, 2007.
- **General and administrative expense.** For the nine months ended June 30, 2009, general and administrative expenses were \$2,554,898 as compared to \$5,187,547 for the nine months ended June 30, 2008, a decrease of \$2,632,649 or approximately 50.7%. For the nine months ended June 30, 2009 and 2008 general and administrative expenses consisted of the following:

	Fiscal Q2 2009	Fiscal Q2 2008
Occupancy	32,476	236,990
Consulting	70,415	127,325
Employee compensation	2,054,779	3,360,317
Professional fees	137,602	62,792
Internet/Phone	48,086	70,890
Travel/Entertainment	28,214	103,436
Investor Relations	49,278	862,177
Other	134,048	363,620
	<u>2,554,898</u>	<u>5,187,547</u>

- For the nine months ended June 30, 2009, Occupancy expense decreased to \$32,476 as compared to \$236,990. Occupancy expense is lower due to the Company's consolidation of office locations and the relocation to its manufacturing facility in Dulles, Virginia.
- For the nine months ended June 30, 2009, Consulting expense decreased to \$70,415 as compared to \$127,325. Consulting expense decreased as a result of general cost-cutting measures put in place by the Company.
- For the nine months ended June 30, 2009, salaries and related expenses decreased to \$2,054,779 as compared to \$3,360,317. Employee compensation is lower due to lower headcount and the resulting lower salaries paid. In addition, the deferred compensation expense related to employee stock options decreased by \$271,384 from the prior year.
- For the nine months ended June 30, 2009, Professional fees expense increased to \$137,602 as compared to \$62,792. Professional fees expense increased as a result of legal fees incurred related to the Company's fund-raising efforts.
- For the nine months ended June 30, 2009, travel and entertainment expense decreased to \$28,214 as compared to \$103,436. Travel and entertainment expense decreased as a result of lower headcount, limited travel by sales and marketing, and general cost-cutting measures put in place by the Company.
- For the nine months ended June 30, 2009 Other expense amounted to \$134,048 as compared to \$363,620 for the nine months ended June 30, 2008, a decrease of 229,572. The decrease was primarily due to lower hosting expense of \$45,105, lower web development expense of \$38,035, lower credit card fees of \$26,378, lower repairs and maintenance expense of \$10,387, and lower postage and miscellaneous office expenses of \$42,638.
- For the nine months ended June 30, 2009 Investor relations expense decreased to \$49,278 as compared to \$862,177 for the nine months ended June 30, 2008. The decrease is due to a decreased number of road shows and a general decrease in investor relations activity, as well as one time investor relations activity that occurred in the prior year.

We anticipate that general and administrative expenses will continue to remain flat during the balance of fiscal 2009, with the exception of share-based payments that the Company may incur from time to time.

LOSS FROM OPERATIONS

We reported a loss from operations of \$1,829,200 for the nine months ended June 30, 2009 as compared to a loss from operations of \$3,978,257 for the nine months ended June 30, 2008, an improvement of \$2,149,057 or approximately 54%.

OTHER INCOME (EXPENSES)

Gain from sale of subsidiary. The gain on sale of subsidiary of \$3,452,236 resulted from the sale of IceWEB Virginia, Inc. in March, 2009.

Interest Income. Interest income for the nine months ended June 30, 2009 amounted to \$1,142 and represented interest earned on interest bearing cash accounts. This compares to \$3,266 in interest income in the comparable period in fiscal 2008.

Interest Expense. For the nine months ended June 30, 2009, interest expense amounted to \$510,178 as compared to \$481,457 for the nine months ended June 30, 2008, an increase of \$28,271 or 5.9%. The increase in interest expense is primarily attributable to the increase in borrowings. Also, during the nine months ended June 30, 2009, we amortized deferred financing costs of \$21,108, as compared to \$2,265 during the nine months ended June 30, 2008.

NET INCOME/ LOSS

Our net income was \$1,114,000 for the nine months ended June 30, 2009 compared to a net loss of \$4,456,448 for the nine months ended June 30, 2008.

Three Month Period ended June 30, 2009

Revenues

For the three months ended June 30, 2009, we reported revenues of \$826,182 as compared to revenues of \$5,981,083 for the three months ended June 30, 2008, a decrease of \$5,154,901 or approximately 86%. The decrease is primarily due to the Company's focus on our high margin data storage business unit and the related decrease in our third party product sales through IceWEB Solutions Group. For the three months ended June 30, 2008, storage revenue accounted for approximately 93% of our revenue. Revenues from the Solutions Group business accounted for 0% of our revenue and our online services accounted for 7% of our revenue during the three months ended June 30, 2009.

Cost of Sales

Our cost of sales consists of products purchased for resale, and component parts for the manufacture of our storage products. For the three months ended June 30, 2009, cost of sales was \$404,641, or approximately 49% of revenues, compared to \$5,249,906, or approximately 88% of revenues, for the three months ended June 30, 2008. The decrease in costs of sales as a percentage of revenue and the corresponding increase in our gross profit margin for the three months ended June 30, 2009 as compared to the three months ended June 30, 2008 was the result of improved mix of higher margin storage products during the three months ended June 30, 2009 as a percentage of total revenue.

Total Operating Expenses

Our total operating expenses decreased approximately 56% to \$1,225,563 for the three months ended June 30, 2009 as compared to \$2,801,333 for the three months ended June 30, 2008. These changes include:

- Marketing and Selling. For the three months ended June 30, 2009, marketing and selling costs were \$18,266 as compared to \$50,208 for the three months ended June 30, 2008, a decrease of \$31,942 or approximately 64%. The decrease was due to a decrease in IceWEB Online web marketing, advertising and print advertising during the three months ended June 30, 2009.
- Depreciation and amortization expense. For the three months ended June 30, 2009, depreciation and amortization expense amounted to \$85,793 as compared to \$259,933 for the three months ended June 30, 2008, a decrease of \$174,140 or 67%. The decrease in depreciation and amortization was primarily attributable to recording in the prior year of additional expense related to the amortization of leasehold improvements, manufacturing GSA schedule, and other fixed assets acquired as part of the acquisition of Inline Corporation.
- Research and development expense. For the three months ended June 30, 2009, research and development expense amounted to \$94,020 as compared to \$121,906 for the three months ended June 30, 2008, a decrease of \$27,886 or 23%. The decrease was primarily attributable to lower headcount in fiscal 2009 as compared to the prior year.

• General and administrative expense. For the three months ended June 30, 2009, general and administrative expenses were \$1,027,484 as compared to \$2,369,286 for the three months ended June 30, 2008, a decrease of \$1,341,802 or approximately 57%. For the three months ended June 30, 2009 and 2008 general and administrative expenses consisted of the following:

	<u>Fiscal Q2 2009</u>	<u>Fiscal Q2 2008</u>
Occupancy	24,408	82,484
Consulting	10,273	42,249
Employee compensation	762,112	1,401,807
Professional fees	123,408	8,224
Internet/Phone	8,579	16,518
Travel/Entertainment	14,299	29,089
Investor Relations	29,500	674,701
Other	54,905	114,214
	<u>1,027,484</u>	<u>2,369,286</u>

- For the three months ended June 30, 2009, Occupancy expense decreased to \$24,408 as compared to \$82,484. Occupancy expense is lower due to the Company's consolidation of locations and relocation to its manufacturing facility in Dulles, Virginia.
- For the three months ended June 30, 2009, Consulting expense decreased to \$10,273 as compared to \$42,249. Consulting expense decreased as a result of general cost-cutting measures put in place by the Company.
- For the three months ended June 30, 2009, salaries and related expenses decreased to \$762,112 as compared to \$1,401,807. Employee compensation is lower due to lower headcount and the resulting lower salaries paid.
- For the three months ended June 30, 2009, Professional fees expense increased to \$123,408 as compared to \$8,224. Professional fees expense increased as a result of legal fees incurred primarily related to the Company's fundraising efforts.
- For the three months ended June 30, 2009, travel and entertainment expense decreased to \$14,299 as compared to \$29,089. Travel and entertainment expense decreased as a result of limited travel by sales and marketing and general cost-cutting measures put in place by the Company.
- For the three months ended June 30, 2009 Other expense amounted to \$54,905 as compared to \$114,214 for the three months ended June 30, 2008, a decrease of 59,309. The decrease was due to a general cost-cutting measures implemented by the Company and lower headcount-driven expenses such as supplies, and the non-recurring expenses related to absorbing the acquisition of Inline in the three months ended June 30, 2008. In addition, web development expense was lower in the three months ended June 30, 2009 versus the year-ago period.
- For the three months ended June 30, 2009 Investor relations expense decreased to \$29,500 as compared to \$674,701 for the three months ended June 30, 2008. The decrease is due to a decreased number of road shows and a general decrease in investor relations activity.

LOSS FROM OPERATIONS

We reported a loss from operations of \$804,021 for the three months ended June 30, 2009 as compared to a loss from operations of \$2,070,156 for the three months ended June 30, 2008, an improvement of \$1,266,135 or approximately 60%.

OTHER INCOME (EXPENSES)

Interest Income. Interest income for the three months ended June 30, 2009 amounted to \$0 compared to \$682 in interest income in the comparable period in fiscal 2008.

Interest Expense. For the three months ended June 30, 2009, interest expense amounted to \$144,884 as compared to \$196,450 for the three months ended June 30, 2008, a decrease of \$51,566 or 26%. The decrease in interest expense is primarily attributable to the decrease in borrowings and certain interest bearing liabilities related to the acquisition of Inline Corporation.

NET LOSS

Our net loss was \$948,905 for the three months ended June 30, 2009 compared to a net loss of \$2,265,924 for the three months ended June 30, 2008.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity is the ability of a company to generate funds to support its current and future operations, satisfy its obligations and otherwise operate on an ongoing basis. The following table provides an overview of certain selected balance sheet comparisons between June 30, 2009 and September 30, 2008:

	June 30, 2009	September 30, 2008	\$ Change	% Change
Working Capital	(1,997,739)	(5,572,672)	3,574,933	64.2%
Cash	25,339	4,780	20,559	430.1%
Accounts receivable, net	859,623	3,094,110	(2,234,487)	(72.2%)
Inventory	107,204	400,312	(293,108)	(73.2%)
Total current assets	1,063,976	3,575,930	(2,511,954)	(70.2%)
Property and equipment, net	993,079	1,169,369	(176,290)	(15.1%)
Intangibles, net	850,815	1,132,612	(281,797)	(24.9%)
Total assets	2,982,441	5,939,327	(2,956,886)	(49.8%)
Accounts payable and accrued liabilities	1,277,169	7,762,872	(6,485,703)	(83.5%)
Notes payable-current	1,773,445	1,372,565	400,881	29.2%
Deferred revenue	11,101	13,164	(2,063)	(15.7%)
Total current liabilities	3,061,715	9,148,601	(6,086,886)	(66.5%)
Notes payable-long term	1,252,085	956,519	295,566	30.9%
Total liabilities	4,313,800	10,105,120	(5,791,320)	(57.3%)
Accumulated deficit	(19,017,953)	(20,131,957)	1,114,004	(5.5%)
Stockholders' deficit	(1,331,358)	(4,165,793)	2,834,435	(68.0%)

Net cash used in operating activities was \$1,408,644 for the nine months ended June 30, 2009 as compared to net cash used in operating activities of \$385,319 for the nine months ended June 30, 2008, an increase of \$1,023,325. For the nine months ended June 30, 2009, we had net income of \$1,114,000 and non-cash items such as depreciation and amortization expense of \$432,838, share-based compensation expense of \$855,357, amortization of deferred finance costs of \$21,108, offset by the gain on sale of our IceWEB Virginia subsidiary in the amount of \$3,398,671, and decreases from changes in assets and liabilities of \$457,278. During the nine months ended June 30, 2009 we experienced a decrease in accounts receivable of \$2,234,488, which was offset by a decrease in accounts payable during the period of \$2,953,466. For the nine months ended June 30, 2008, we used cash to fund our net loss of \$4,540,382 offset by non-cash items such as depreciation and amortization expense of \$409,261, share-based compensation expense of \$1,873,089, and offset by changes in assets and liabilities of \$806,470. Also during the nine months ended June 30, 2008 we experienced a decrease in accounts receivable of \$1,014,880, and an increase in accounts payable and accrued expenses during the period of \$1,717,612.

Net cash used in investing activities for the nine months ended June 30, 2009 was \$28,318 as compared to net cash used in investing activities of \$1,377,241 for the nine months ended June 30, 2008. During the nine months ended June 30, 2009, we used cash of \$28,318 for property and equipment purchases. During the nine months ended June 30, 2008, we used net cash of \$1,311,318 as partial consideration in our acquisition of Inline. Additionally, we used cash of \$65,923 for property and equipment purchases.

Net cash provided by financing activities for the nine months ended June 30, 2009 was \$1,457,520 as compared to net cash provided of \$718,424 for the nine months ended June 30, 2008. For the nine months ended June 30, 2009, net cash provided by financing activities related to proceeds received from notes payable of \$7,060,871 which were advances under our factoring line with Sand Hill Finance LLC, proceeds from the exercise of common stock options of \$454,300, and proceeds from the sale of common stock of \$97,000, offset by repayments on notes payable of \$(6,122,036) which were to pay down the balance on the Sand Hill Finance LLC factoring line, and repayments of equipment financing of \$45,114. For the nine months ended June 30, 2008, net cash provided by financing activities related to proceeds received from notes payable of \$7,092,685 which were advances under our factoring line with Sand Hill Finance LLC, offset by repayments on notes payable of \$6,476,876 which were to pay down the balance on the Sand Hill Finance LLC factoring line, payments on related party advances of \$115,767 and repayments of equipment financing of \$44,136.

At June 30, 2009 we had a working capital deficit of \$1,997,739 and an accumulated deficit of \$19,017,953. The report from our independent registered public accounting firm on our audited financial statements for the fiscal year ended September 30, 2008 contained an explanatory paragraph regarding doubt as to our ability to continue as a going concern as a result of our net losses in operations. While our sales decreased significantly during the nine months ended June 30, 2009, our gross profit margin was approximately 37.0% and our sales were not sufficient to pay our operating expenses. We reported net income of \$1,114,000 for the nine months ended June 30, 2009. There are no assurances that we will report income from operations in any future periods.

Historically, our revenues have not been sufficient to fund our operations and we have relied on capital provided through the sale of equity securities, and various financing arrangements and loans from related parties. At June 30, 2009 we had cash on hand of \$25,339. In fiscal 2006, we entered into a receivable factoring agreement with Sand Hill Finance, LLC under which we can sell certain accounts receivable to the lender on a full recourse basis at 80% of the face amount of the receivable up to an aggregate of \$3.0 million. At June 30, 2009 we owed Sand Hill Finance, LLC \$1,726,751 under this accounts receivable line.

We do not have any commitments for capital expenditures. In connection with our annual report for our fiscal year ending September 30, 2009 our management will be required to provide an assessment of the effectiveness of our internal control over financial reporting, including a statement as to whether or not internal control over financial reporting is effective. In order to comply with this requirement we will need to engage a consulting firm to undertake an analysis of our internal controls. We have yet to engage such a consulting firm and are unable at this time to predict the costs associated with our compliance with Section 404 of Sarbanes-Oxley Act of 2002. We do not presently have any external sources of working capital other than what may be available under the factoring agreement with Sand Hill Finance and loans from related parties. Our working capital needs in future periods are dependent primarily on the rate at which we can increase our revenues while controlling our expenses and decreasing the use of cash to fund operations. Additional capital may be needed to fund acquisitions of additional companies or assets, although we are not a party to any pending agreements at this time and, accordingly, cannot estimate the amount of capital which may be necessary, if any, for acquisitions.

As long as our cash flow from operations remains insufficient to completely fund operations, we will continue depleting our financial resources and seeking additional capital through equity and/or debt financing. In December 2005 we sold shares of our Series B Convertible Preferred Stock. The designations of these shares included a restriction that so long as the shares are outstanding, we cannot sell or issue any common stock, rights to subscribe for shares of common stock or securities which are convertible or exercisable into shares of common stock at an effective purchase price of less than the then conversion value which is presently \$0.2727 for the Series B Convertible Preferred Stock. Under the terms of the Series B Convertible Preferred Stock transaction, we also agreed not to issue any convertible debt or preferred stock. Finally, under the terms of the financing agreement with Sand Hill Finance, LLC we agreed not to incur any additional indebtedness other than trade credit in the ordinary course of business. These covenants may limit our ability to raise capital in future periods.

There can be no assurance that acceptable financing can be obtained on suitable terms, if at all. Our ability to continue our existing operations and to continue growth strategy could suffer if we are unable to raise the additional funds on acceptable terms which will have the effect of adversely affecting our ongoing operations and limiting our ability to increase our revenues and maintain profitable operations in the future. If we are unable to secure the necessary additional working capital as needed, we may be forced to curtail some or all of our operations.

Recent Accounting Pronouncements

None.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

None.

Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures. Our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) have evaluated the effectiveness of our disclosure controls and procedures (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by the Quarterly Report (the “evaluation date”). They have concluded that, as of the evaluation date, these disclosure controls and procedures were effective to ensure that material information relating to us and our consolidated subsidiaries would be made known to them by others within those entities and would be disclosed on a timely basis.

Changes in internal control over financial reporting. There were no changes to internal controls over financial reporting that occurred during the nine months ended June 30, 2009, that have materially affected, or are reasonably likely to materially impact, our internal controls over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed under the heading "Risk Factors" in our Annual Report on Form 10-KSB/A filed on January 9, 2009, which could materially affect our business operations, financial condition or future results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business operations and/or financial condition. There have been no material changes to our risk factors since the filing of our Form 10-KSB/A.

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

In March, 2009, in conjunction with the sale of its subsidiary IceWEB Virginia, Inc., the Company issued 1,000,000 shares of IceWEB common stock to the purchaser.

In March, 2009, the Company issued 125,000 shares of its common stock to two service providers. The shares were valued at \$6,500, the fair market value of the stock on the dates the stock were issued.

In June, 2009 the Company sold 1,000,000 shares of its common stock to an accredited investor. The shares were restricted and were sold at \$0.04/share, the market value at the time of the transaction.

In June, 2009 the Company sold 1,900,000 shares of its common stock to two accredited investors. The shares were restricted and were sold at \$0.03/share, the market value at the time of the transaction.

In June, 2009, the Company issued 100,000 shares of its common stock to a service provider. The shares were valued at \$6,000, the fair market value of the stock on the dates the stock were issued.

Item 3. Defaults Upon Senior Securities

None.

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

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Description
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *

* Filed herein

SIGNATURES

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

ICEWEB, INC.

August 14, 2009

By: /s/ John R. SignorelloJohn R. Signorello,
Chief Executive Officer, principal executive officer

August 14, 2009

By: /s/ Mark B. LuckyMark B. Lucky
Chief Financial Officer, principal financial and accounting
officer

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