OHIO VALLEY BANC CORP
Form 4
November 15, 2006

FORM 4

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

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS ROGER D

(Last) (First) (Middle)

420 3RD AVE., P.O. BOX 240

(Street)

GALLIPOLIS, OH 45631-0240

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
OHIO VALLEY BANC CORP [OVBC]

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/15/2006		J (1)		4.0456	A	$ 25.4499	609.6657	I	By Wife

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)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS ROGER D 420 3RD AVE. P.O. BOX 240 GALLIPOLIS, OH 45631-0240	X			

Signatures

Deborah A. Carhart - Power of Attorney	11/15/2006
**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).

(1) Shares acquired through OVBC's Dividend Reinvestment Plan (DRIP).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. inion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period ended June 30, 2012 are not necessarily indicative of the results that can be expected for the full year.

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GROVEWARE TECHNOLOGIES LTD.
Condensed Balance Sheets
(unaudited)

ASSETS	June 30, 2012 (unaudited)	December 31, 2011
CURRENT ASSETS		
Cash	$—	$89
Accounts receivable	43,748	5,553
Prepaid expenses	4,500	5,500
Total Current Assets	48,248	11,142
TOTAL ASSETS	$48,248	$11,142
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$128,828	$92,669
Accrued expenses - related parties	308,829	146,858
Sales tax payable	12,476	9,845
Deferred income	36,802	39,167
Notes payable	247,597	206,548
Bank overdraft	4,563	—
Total Current Liabilities	739,095	495,087
STOCKHOLDERS' DEFICIT		
Preferred stock: 50,000,000 shares authorized, $0.001 par value, with -0- shares issued and outstanding	—	—
Common stock: 500,000,000 shares authorized, $0.001 par value, 307,500,000 and 280,000,000 shares issued and outstanding, respectively	307,500	280,000
Additional paid-in capital	(307,500)	(280,000)
Retained deficit	(690,847)	(483,945)
Total Stockholders' Deficit	(690,847)	(483,945)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$48,248	$11,142

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

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GROVEWARE TECHNOLOGIES LTD.
Condensed Statements of Operations
(unaudited)

	For the Three Months Ended June 30, 2012	2011	For the Six Months Ended June 30, 2012	2011
REVENUES	$40,608	$8,715	$71,089	$17,430
OPERATING EXPENSES				
Professional fees	3,649	2,944	6,480	7,598
Rent	11,523	11,790	22,944	24,345
General and administrative	121,139	24,740	234,369	77,576
Total Operating Expenses	136,311	39,474	263,793	109,519
LOSS FROM OPERATIONS	(95,703)	(30,759)	(192,704)	(92,089)
OTHER EXPENSES				
Interest expense	—	(22,028)	(41,049)	(112)
Total Other Expenses	—	(22,028)	(41,049)	(112)
NET LOSS BEFORE TAXES	(95,703)	(52,787)	(233,753)	(92,201)
Income taxes	—	—	—	—
NET LOSS	$(95,703)	$(52,787)	$(233,753)	$(92,201)
BASIC AND DILUTED LOSS PER SHARE	$(0.00)	$(0.00)	$(0.00)	$(0.00)
BASIC AND DILUTED WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	151,629,834	280,000,000	252,182,320	280,000,000

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

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GROVEWARE TECHNOLOGIES LTD.
Condensed Statements of Cash Flows
(unaudited)

	For the Six Months Ended June 30, 2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$(233,753)	$(92,201)
Adjustments to reconcile net income to net cash used by operating activities:		
Bad debt expense	—	—
Changes to operating assets and liabilities:		
Accounts receivable	(38,195)	(139,205)
Related-party receivables	—	(38,026)
Prepaid assets	1,000	—
Accrued expenses - related parties	161,972	3,486
Accounts payable and accrued expenses	77,208	3,332
Accrued sales taxes	2,631	—
Bank overdrafts	4,563	—
Deferred income	24,485	163,105
Net Cash Used in Operating Activities	(89)	(99,509)
CASH FLOWS FROM INVESTING ACTIVITIES	—	—
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from note payable	—	—
Repayment of factoring line	—	136,436
Proceeds from factoring line	—	(36,900)
Net Cash Provided by Financing Activities	—	99,536
NET INCREASE IN CASH	(89)	27
CASH AT BEGINNING OF YEAR	89	23
CASH AT END OF YEAR	$—	$50
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
CASH PAID FOR:		
Interest	$—	$—
Income Taxes	$—	$—

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

Explanation of Responses:

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GROVEWARE TECHNOLOGIES LTD.

Notes to Condensed Financial Statements

June 30, 2012 and December 31, 2011

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at June 30, 2012, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's December 31, 2011 audited financial statements. The results of operations for the period ended June 30, 2012 and 2011 are not necessarily indicative of the operating results for the full year.

NOTE 2 - GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities 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.

Recent Accounting Pronouncements

The Company has evaluated recent accounting pronouncements and their adoption has not had or is not expected to have a material impact on the Company's financial position or statements.

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NOTE 4 - RELATED PARTY PAYABLES AND RECEIVABLES

Since its inception in 2008 the Company has transacted a significant amount of business with various closely related-party entities, whereby expenses were paid on behalf of the Company, cash was transferred to the Company, services were provided for the Company, and various other resources were provided to the Company. These transactions have been recorded and aggregated into related-party payables. The Company also accrues a royalty equal to 20% of net revenues for the license of its technology. The outstanding balances of related-party payables totaled $308,829 and $146,858 as of June 30, 2012 and December 31, 2011, respectively.

NOTE 5 – COMMON STOCK

On April 6, 2012, the Company, entered into an Agreement and Plan of Merger (the “Merger Agreement”) with GroveWare Technologies Ltd., a privately held Delaware corporation (“GroveWare”) and ePhoto Acquisition Corp., a Nevada corporation and wholly-owned subsidiary of the Company (“Acquisition Sub”), pursuant to which GroveWare merged with and into Acquisition Sub (the “Merger”) with the filing of the Articles of Merger with the Nevada Secretary of State on April 9, 2012 and became a wholly-owned subsidiary of the Company. In accordance with the terms of the Merger Agreement, at the closing an aggregate of 4,000,000 shares of the Company’s common stock were issued to the holders of GroveWare’s common stock in exchange for their 100 shares of GroveWare. Immediately following the closing of the Merger Agreement, under the terms of an Assignment of Assets Agreement (the “Assignment Agreement”), the Company transferred all of its pre-merger assets and liabilities (the “Split-Off”) to its former officer and director, Yong Feng Sara Yi, and shareholder, Namuun Ganbaatar, in exchange for certain indemnifications, waivers and releases, along with the cancellation of an aggregate of 5,600,000 shares of the Company’s common stock and the cancellation of related party loans in the amount of $39,154.

NOTE 6 – SIGNIFICANT EVENTS

On May 14, 2012, with the unanimous consent of the board of directors, the Company changed its fiscal year end from April 30 to December 31, the fiscal year end of GroveWare Technologies Ltd., the company acquired by reverse merger on April 6, 2012. In addition, on May 14, 2012 a majority shareholder and the board of directors approved an amendment to the Articles of Incorporation for the purpose of changing the Company’s name to “GroveWare Technologies Ltd.” and to increase the total authorized shares from 100,000,000 to 500,000,000 shares.

Concurrently with the name change and increase in authorized stock described above, the board of directors approved a forward split whereby each shareholder will be issued fifty common shares in exchange for each one common share of their currently issued common stock.

Prior to approval of the forward split the Company had a total of 6,150,000 issued and outstanding shares of common stock, par value $0.001. On the effective date of the forward split, the Company had 307,500,000 issued and outstanding shares of common stock, par value $0.001. The accompanying financial statements have been restated to reflect the forward stock split on a retro-active basis.

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NOTE 7 – SUBSEQUENT EVENTS

On August 2, 2012, the Company filed a Certificate of Designation with the Secretary of State of the State of Nevada to create a class of preferred stock designated as “Class A Convertible Preferred Stock.” The Class A Convertible Preferred Stock consists of 10,000,000 shares of the 50,000,000 authorized shares of the Company’s preferred stock, has super voting rights of 100 votes for each share held of record on all matters submitted to a vote of holders of the Company’s common stock, including the election of directors, and converts into shares of the Company’s common stock at a conversion rate of one share of common stock for every one share of Class A Convertible Preferred Stock.

On August 1, 2012, the Company executed an employment agreement with Mr. Hrair Achkarian (“Achkarian”). Pursuant to the terms and conditions of the Agreement:

· Achkarian will serve as the Company’s President and Chief Executive Officer. While employed by the Company, Achkarian will use his best efforts to promote the Company’s success;

· Achkarian will receive an annual base salary of US$250,000 and receive stock grants of 3,000,000 shares of the Company’s common stock and an option to purchase 1,000,000 shares of the Company’s Class A Convertible Preferred Stock at the current fair market value;

· Achkarian will also be entitled to a performance benefits, car allowance, paid time off, health and other benefits;

· Achkarian will be subject to confidentiality provisions and non-competition restrictions; and

· Upon termination of Achkarian’s employment, Achkarian will be entitled to severance as provided under the Agreement.

Also on August 1, 2012, the Company executed an employment agreement with W. Scott Boyes (“Boyes”). Pursuant to the terms and conditions of the Agreement:

· Boyes will serve as the Company’s Chief Financial Officer, Treasurer and Secretary. While employed by the Company, Boyes will use his best efforts to promote the success of the Company;

· Boyes will receive an annual base salary of US$1.00 and receive a stock award of 1,500,000 shares of the Company’s common stock within 30 days of the executed employment agreement. The shares shall be fully paid and non-assessable upon issuance.

· Boyes will also be entitled to paid time off, health and other benefits;

· Boyes will be subject to confidentiality provisions and non-competition restrictions; and

· Upon termination of Boyes's employment, Boyes will be entitled to severance as provided under the Agreement.

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

Forward-Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words "believes," "project," "expects," "anticipates," "estimates," "intends," "strategy," "plan," "may," "will," "would," "will be," "will continue," "will likely result," and similar expressions. such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

Overview

The modern world of communications technology is an arena of constant and rapid evolution. There is no greater evidence of this change than in the accelerating adoption of sophisticated wireless devices to streamline and facilitate the exchange of voice and data communication. Over the past two decades, we have witnessed the successive introduction of hardwired cellular phones, handheld "dumbphones", the handheld Palm™ computers and then a revolution with the advent of the BlackBerry® smartphone followed by the iPhone® and a myriad of similar devices utilizing the Android™ smartphone platform developed by Google©. During the last few years, we have seen the emergence and incredible growth of tablet technologies led by Apple's iPad®, Research in Motion's Playbook™, and a variety of tablet devices utilizing the Android™ and Windows Mobile™ mobile operating systems.

Wireless devices are changing how people communicate and exchange information. The wireless revolution has brought about monumental changes to global politics, to the scale and complexity of social interaction, to the accessibility of information and has simplified consumer transactions such as banking, advertising and the buying and selling of goods and services.

Smartphone and wireless tablet devices are now being discovered by business and government as transformational tools for the collection, transfer and utilization of information and for streamlining business-to-business (B2B) transactions. The adoption of wireless technologies, and in particular of wireless tablet devices, is expected to far exceed the use of conventional PC's over the next five years.

It is in this rapidly changing business environment that GroveWare has positioned itself. GroveWare's products are uniquely suited to helping companies, governments and institutions gather and exchange data. In an environment where all commercial and government entities are seeking to find cost-saving and efficiency-gaining productivity tools, the increasingly sophisticated smartphone and tablet hardware can now be paired with GroveWare's software to generate productivity enhancements on a level not seen since the advent of micro-computers over 30 years ago.

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GroveWare provides Commercial Off-the Shelf–based (COTS) SmartForm, advanced workflow technology and mobile solutions for automating and mobilizing business processes at the enterprise level. Such technology greatly helps organizations to move away from "paper-based" operations to smart, dynamic, mobile electronic "e-forms," thus enabling enterprises to achieve operational efficiencies by extending their enterprise ERP functions from the "back office" to a "field application" seamlessly.

Our company specializes in the rapidly-growing Mobile Business Process Management (BPM) marketplace. It has developed an advanced e-form-centric mobile application, "MobiTask™" for all of the mainstream wireless operating systems used by smartphones and tablets such as: Apple iOS®, Android™, BlackBerry® and Windows™. GroveWare's MobiTask™ is a single platform application compatible with all wireless devices such as: iPhone®, iPad®, Samsung Galaxy®, BlackBerry® Playbook™, etc. and employs a powerful core technology that has helped our company to become a leader in the field of "Rapid Mobile Application Development" for enterprises.

GroveWare believes it is uniquely positioned to take advantage of the transformation that is currently taking place in the enterprise space, i.e. the massive shift from laptops to wireless tablets devices and the rush to develop productivity applications for enterprise use.

GroveWare's eXFORMA™ middleware and MobiTask™ client applications are at the heart of the solution offered. It is a process automation platform that can be configured to dynamically capture data utilizing web-based forms integrated with a sophisticated workflow engine. The application is delivered on thin client mobile devices. The system resides on numerous industry-standard back-end databases and is supported by flexible reporting capabilities.

Results of Operations for the Three and Six Months Ended June 30, 2012 and 2011

Revenues

We generated $40,608 in revenues for the three months ended June 30, 2012, as compared with $8,715 for the three months ended June 30, 2011. We generated $71,089 in revenues for the six months ended June 30, 2012, as compared with $17,430 for the six months ended June 30, 2011.

Our revenues for all periods resulted primarily from the provision of professional services and user subscriptions to smaller enterprises and from proof-of-concept and trial installations with several state and federal government agencies.

As the company implements its sales and marketing plan during the second half of 2012, we expect that our business model will generate revenue from four primary sources:

1. License Sales - eXFORMA BPM Server and MTM Server license as well as per seat licenses for MobiTask.

MobiTask, eXFORMA and MTM license fees are expected to be generated from traditional, paid-up software licenses primarily sold as a result of referral from non-carrier partners and from leads generated by our inside sales team. Software license fee revenue is projected to grow from $155,000 in 2012 to $390,000 by 2015. The average enterprise software license fee for eXFORMA is $49,000 per server installation. MTM is sold as a combination server component and per user license. The average server cost is $8,000 per implementation and $120-$150 perpetual license per MobiTask seat.

2. License Subscription Sales – Primarily through the carrier channel, annual and multi-year subscriptions provide us with recurring revenue based on a monthly per user fee.

The U.S. outbound Business Development Managers will primarily support and develop leads initiated or referred through the carrier relationship, initially Verizon Wireless, but anticipated to expand to the other major U.S. carriers. Monthly software license fees are targeted at $19.99 to $24.99 per user based on a two year subscription. We are currently negotiating with Verizon to have these fees collected by the carrier together with its other wireless charges and remitted to us monthly en masse. Initially, we expect monthly subscription sales to be minimal, with the hope of 2,000 monthly by Q4 2012.

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Gross revenues from carrier channel subscription sales are projected to grow rapidly to $3.5 million in 2013 and increasing to in excess of $7.8 million by 2015. Management believes that these numbers are very conservative given the size of the carriers’ enterprise customer base and the overall market potential.

3. Support Fees - Annual recurring revenue from maintenance, subscription fees, seat upgrades and product support services.

Recurring revenue is expected to be generated from annual technical support and maintenance fees (including seat upgrade fees) and service fees. Recurring revenue from these sources is projected to grow from $31,000 in 2012 to slightly less than $80,000 by 2015.

Technical Support and Maintenance fees will apply to the traditional paid-up licenses, calculated at a rate of 20% of the license fees. The subscription fees will apply to the hosted model and will be earned based on the number of seats. Over the course of time it is expected that customers will increase the number of end-users (seats) within their organizations, purchasing incremental subscriptions or seat licenses.

4. Professional Service Fees - For customization, configuration, development and deployment in support of eXFORMA BPM, MTM and MobiTask.

Service fees include services provided directly to end-user organizations and to channel partners primarily for implementation services and ongoing consulting services. Due to the nature of the BPM market initial implementation often requires considerable professional services and service revenue will be approximately equal to 10%-15% of license fees revenue. The type of services provided will include business analysis, design and implementation, as MobiTask, eXFORMA and MTM will be implemented to interact with enterprise applications and to meet specific task requests of the customer. Although paid for by the customer, the IP associated with each customization of the platform remains with us and is available for resale to other clients significantly reducing the direct cost to us of future product development.

Professional Service revenue is expected to increase commensurate with software sales growing from $350,000 in 2012 to in excess of $7.8 million by 2015.

We consider service delivery to be an important component to our success and with every success we will be adding a new stream of future revenue as clients consider expanding the use of the technology to other areas of their organizations.

With successful funding initiatives and sound execution of our business plan, management anticipates total revenues of $450,000 in 2012 increasing to $20.7 million in 2015.

Revenue Mix

During 2012, we expect that 74.9% of revenue will be generated through direct sales, technical support and professional services billings, while only 25.1% of revenue will result from subscription sales through the Verizon partnership. By the end of 2015, carrier-based subscription sales as a percentage of total revenue are projected to level out to the 60% range.

Expenses

We incurred $136,311 in operating expenses for the three months ended June 30, 2012, as compared with operating expenses of $39,474 for the three months ended June 30, 2011. Our general and administrative expenses of $121,139 for the three months ended June 30, 2012, as compared with general and administrative expenses of $24,740 for the three months ended June 30, 2011 are the primary reason for the vast difference in operating expenses comparatively.

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We incurred $263,793 in operating expenses for the six months ended June 30, 2012, as compared with operating expenses of $109,519 for the six months ended June 30, 2011. Our general and administrative expenses of $234,369 for the six months ended June 30, 2012, as compared with general and administrative expenses of $77,576 for the six months ended June 30, 2011 are the primary reason for the vast difference in operating expenses comparatively.

We incurred $41,049 in interest expenses for the three months ended June 30, 2012, as compared with $22,028 for the three months ended June 30, 2011. We incurred $41,049 in interest expenses for the six months ended June 30, 2012, as compared with $112 for the three months ended June 30, 2011.

As a result of our channel partner distribution strategy, the business model is highly leveraged. Therefore, we expect to maintain a low level of fixed corporate overhead leading to projections of breakeven profitability beginning in Q1 - 2013.

Cost of Service/Sales

The cost of service/sales expense is associated with delivery of a sales unit, including direct labor cost associated with the delivery of implementation and consulting services provided directly to end-users or to distribution partners and sales commissions. The cost of service/sales is projected to be approximately 6% of total revenue.

Sales and Marketing

Sales and marketing expenses include the costs to market products and to manage and support the channel partners and direct sales team. Initially in 2011, this includes staffing to recruit distribution partners. Subsequently, staffing grows to provide adequate support, service and account management services. Sales and marketing expenses also include expenses to recruit distribution partners as well as costs for product promotion. Sales and marketing expenses, exclusive of commissions, are expected to be approximately 29% of total revenue in 2012 but declining to 7.5% by 2015 as revenue increases and more normative cost-efficiencies are experienced.

We expect that sales staff at the end of beginning in Q1 - 2013 will include only the newly-engaged VP of Sales, three regional sales reps (focused on the Verizon relationship) for the Northeast, Western and Central U.S) one inside sales rep and one sales support person, the latter two both based in Toronto. We further expect the sales roster to expand to eight by the end of 2013 and the complement will be adjusted gradually as dictated by revenue growth.

Product Development, R&D and Technical Support

Product development expense primarily includes the costs of direct in-house labor associated with the staffing requirement for development, maintenance and upgrades of the software product. Product development expenses are expected to approximately average 21% of total revenue in 2012, but will rapidly decline to 5% by 2015 as revenue increases and more normative cost-efficiencies are experienced.

General and Administrative (G&A)

The general and administrative costs represent the labor expense of corporate support staff of both fixed and semi-variable natures, which will increase with additional product sales. G&A also includes other items such as recruitment and insurance costs associated with our growth. General and administrative expenses are projected to be approximately 39% of total revenue in 2012 but again declining rapidly to 6.5% by 2015 as revenue increases and more normative cost-efficiencies are experienced.

Royalties

We have acquired an exclusive license from GroveWare Technologies Inc. to market and support MobiTask, eXFORMA, eXFORMA BPM SUITE and MTM throughout the United States. We are also permitted under the license to further develop and improve these and other product offerings to U.S. customers.

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As compensation for these exclusive marketing and development rights, we currently pay a royalty equal to 20% of all revenue generated from the sale of the licensed products. The terms of the royalty arrangement are detailed in an Exclusive Software Master License Agreement executed between the parties on December 31, 2009.

The Master License Agreement is currently under renegotiation and the attached projections assume that the royalty rate will be reduced to 15% of revenue and will be levied only on revenue generated from the sales of software licenses and subscriptions and will no longer include professional services and technical support revenue. As well, royalties will be paid as subscription revenue is recognized on our books.

Depreciation and Amortization

These expenses include depreciation of general office equipment and computer equipment, based on estimated useful lives of five years for furniture and office equipment, and three years for computer related equipment. We have capitalized the costs associated with the development of the software product but not the costs to enhance the existing product.

Earnings

We had a net loss of $95,703 for the three months ended June 30, 2012, as compared with a net loss of $52,787 for the three months ended June 30, 2011. We had a net loss of $233,753 for the six months ended June 30, 2012, as compared with a net loss of $92,201 for the six months ended June 30, 2011.

As with most enterprise software sales, gross margins are very attractive at 76%. We expect that EBITDA margins will be negative through the end of 2012, but are projected to increase from 40.1% in 2013 to a very favorable 57% by 2015. We further expect net earnings before taxes will increase from a loss of $360,000 in 2012 to a profit of over $11.7 million by 2015, primarily because of increasing sales over moderating expense levels.

The break-even monthly sales level of $350,000 are forecast for Q1 of 2013 with cash flows becoming positive at sales levels of less than $400,000, expected to be achieved in early Q2 of 2013.

We are projecting a pre-tax loss in 2012 because of the Q4 closing of the company's re-financing and the subsequent ramp of sales activity with a rapid increase of pre-tax earnings in 2013 and 2014 to $2.9 million and $7.4 million respectively.

An assumed moderate 25% growth rate in 2015 and 2016 may result in projected recognized revenues of $20.8 and $24.9 million with pre-tax earnings of $11.6 and $14.9 million, respectively.

Liquidity and Capital Resources

We had $48,248 in current assets and $739,095 in current liabilities as of June 30, 2012. We therefore had a working capital deficit of $690,847.

Operating activities used $89 for the six months ended June 30, 2012. Our net loss of 233,753 and accounts receivable of $38,195 accounted for our negative operating cash flow, offset primarily by related party accrued expenses of $161,972 and accounts payable and accrued expenses of $77,208.

Loans and Debt Service

We have no existing bank debt. At June 30, 2012, $247,597 was owed to a factoring company. We are currently seeking an investment of a minimum of $2,000,000 either in the form of subordinated debt or through the issue of common or preferred equity

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Capital Requirements: 2011-2012

We are seeking to raise an additional $2.0 - $5.0 million in capital. Operating expenses before interest is expected to gradually increase, based on the sales growth and related support requirements, to approximately $ 325,000 per month by the end of Q1. Initial pro forma profits beginning in Q1 2013 and cash flow breakeven occurs in Q2 2013.

The proceeds of our capital raise will be used to fund additional market development, sales & marketing & services staffing, product enhancement and new development, receivable funding, G&A and to reduce debt obligations.

We are projecting to be cash flow positive in Q2 2013. However, to give further assurance of adequate growth capital, we will explore the financing of our accounts receivable, securing an additional bank line of credit or a capital lease line to assist with funding its monthly cash flow fluctuations and other working capital requirements.

The revenue projections are based on the best conservative estimate of management. While market acceptance and pricing are not likely to present any material challenges to revenue growth, sales cycles within the enterprise and institutional sectors tend to be less predictable and timing of sales growth may ultimately be slower or faster than forecast. As a result, cash flow projections may be negatively or positively impacted. The investment capital currently being solicited will be adequate to meet any interim cash flow shortfalls if the ramp-up of revenue is slower than projected or to fund more rapid growth if revenue growth is accelerated.

Critical Accounting Policies

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. A complete summary of these policies is included in the notes to our financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

Future Financings

We will continue to rely on equity sales of our common shares in order to continue to fund our business operations. Issuances of additional shares will result in dilution to existing stockholders. There is no assurance that we will achieve any additional sales of the equity securities or arrange for debt or other financing to fund planned acquisitions and exploration activities.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

A smaller reporting company is not required to provide the information required by this Item.

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Item 4. Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of June 30, 2012. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2012, our disclosure controls and procedures are not effective. There have been no significant changes in our internal controls over financial reporting during the quarter ended June 30, 2012 that have materially affected or are reasonably likely to materially affect such controls.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Limitations on the Effectiveness of Internal Controls

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

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 1A: Risk Factors

A smaller reporting company is not required to provide the information required by this Item.

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

On April 6, 2012, we entered into an Agreement and Plan of Merger (the "Merger Agreement") with GroveWare Technologies Ltd., a privately held Delaware corporation ("GroveWare") and ePhoto Acquisition Corp., a Nevada corporation and wholly-owned subsidiary of the Company ("Acquisition Sub"), pursuant to which GroveWare merged with and into Acquisition Sub (the "Merger") with the filing of the Articles of Merger with the Nevada Secretary of State on April 9, 2012 and became a wholly-owned subsidiary of our Company. In accordance with the terms of the Merger Agreement, at the closing an aggregate of 4,000,000 shares of our common stock were issued to the holders of GroveWare's common stock in exchange for their shares of GroveWare.

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These issuances were deemed to be exempt under rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933, as amended, since, among other things, the transactions did not involve a public offering, the investors were accredited investors and / or qualified institutional buyers, the investors had access to information about the Company and their investment, the investors took the securities for investment and not resale, and the Company took appropriate measures to restrict the transfer of the securities.

Item 3. Defaults upon Senior Securities

None

Item 4. Mine Safety Disclosure

N/A

Item 5. Other Information

None

Item 6. Exhibits

Exhibit Number	Description of Exhibit
10.1	Exclusive Master License Agreement, dated December 31, 2009[(1)]
10.2	Factoring and Security Agreement, dated October 21, 2010[(1)]
31.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(1) Incorporated by reference on Form 8-K filed with the Securities and Exchange Commission on April 10, 2012

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SIGNATURES

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

GroveWare Technologies Ltd.

Date: August 20, 2012

By: /s/ Hrair Achkarian

Hrair Achkarian

Title: **Chief Executive Officer**

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Explanation of Responses: