

CENTENE CORP
Form PRE 14A
March 06, 2015
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CENTENE CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

Edgar Filing: CENTENE CORP - Form PRE 14A

- 1) Title of each class of securities to which transaction applies:

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:

4) Date Filed:

SEC 1913 (11-01) **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 control number.**

Table of Contents

PRELIMINARY COPY

Notice of Annual Meeting
of Stockholders and
2015 Proxy Statement

March 16, 2015

Table of Contents

PRELIMINARY COPY

CENTENE CORPORATION

Centene Plaza

7700 Forsyth Boulevard

St. Louis, Missouri 63105

March 16, 2015

Dear Fellow Stockholders:

Our 2015 Annual Meeting of Stockholders will be held at Centene Plaza, 7700 Forsyth Boulevard, St. Louis, Missouri, at 10:00 A.M., central daylight savings time, on Tuesday, April 28, 2015. Annual meetings play an important role in maintaining communications and understanding among our management, Board of Directors and stockholders, and I hope that you will be able to join us.

We are pleased to continue taking advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their stockholders over the Internet. We believe that this e-proxy process expedites stockholders' receipt of proxy materials, lowers the costs and reduces the environmental impact of our annual meeting. On or about March 16, 2015, we will begin mailing to our stockholders a proxy notice containing instructions on how to access our Proxy Statement, Annual Review and Annual Report on Form 10-K, and vote on-line. Information concerning the matters to be considered and voted upon at the Annual Meeting is set forth in the Notice of 2015 Annual Meeting of Stockholders and Proxy Statement. The Proxy Statement contains instructions on how you can receive a paper copy of the Proxy Statement, Annual Review and Annual Report on Form 10-K, if you only received a proxy notice by mail.

If you are a stockholder of record you may vote:

i via internet;

i by telephone;

i by mail; or

i in person at the meeting.

To vote by internet or telephone, please follow the instructions on the proxy notice. To vote by mail, request a set of proxy materials as instructed on the proxy notice. You may attend the meeting and vote in person even if you have

previously voted.

If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions from the holder of record that you must follow in order for your shares to be voted.

Sincerely,

Michael F. Neidorff

Chairman, President and

Chief Executive Officer

**THE ABILITY TO HAVE YOUR VOTE COUNTED AT THE MEETING IS AN IMPORTANT
STOCKHOLDER RIGHT, AND I HOPE YOU WILL CAST YOUR VOTE IN PERSON
OR BY PROXY REGARDLESS OF THE NUMBER OF SHARES YOU HOLD.**

Table of Contents

PRELIMINARY COPY

CENTENE CORPORATION

CENTENE PLAZA

7700 FORSYTH BOULEVARD

ST. LOUIS, MISSOURI 63105

NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS

Time and Date	10:00 A.M., central daylight savings time, on Tuesday, April 28, 2015
Place	Centene Plaza 7700 Forsyth Boulevard St. Louis, Missouri 63105 Centene Auditorium
Items of Business	At the meeting, we will ask you and our other stockholders to consider and act upon the following matters: (1) to elect three Class II Directors to three-year terms; (2) advisory resolution to approve executive compensation; (3) to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015; (4) to ratify an amendment to the Company's By-Laws to include a forum selection clause; and (5) to transact any other business properly presented at the meeting.
Record Date	You may vote if you were a stockholder of record at the close of business on February 27, 2015.
Proxy Voting	It is important that your shares be represented and voted at the meeting. Whether or not you plan to attend the meeting, please vote by internet, telephone or mail. You may revoke your proxy at any time before its exercise at the meeting. Please reference the proxy notice for additional information.
Stockholder List	A list of stockholders entitled to vote will be available at the meeting. In addition, you may contact our Secretary, Keith H. Williamson, at our address as set forth above, to make arrangements to review a copy of the stockholder list at our offices located at 7700 Forsyth Boulevard, St. Louis, Missouri, before the meeting, between the hours of 8:00 A.M. and

Edgar Filing: CENTENE CORP - Form PRE 14A

5:00 P.M., central daylight savings time, on any business day from April 14, 2015, up to one hour prior to the time of the meeting.

Attending the Annual Meeting

If you would like to attend the meeting, please bring evidence to the meeting that you own common stock, such as a stock certificate, or, if your shares are held by a broker, bank or other nominee, please bring a recent brokerage statement or a letter from the nominee confirming your beneficial ownership of such shares. You must also bring a form of personal identification.

By order of the Board of Directors,
Keith H. Williamson
Secretary

St. Louis, Missouri

March 16, 2015

Table of Contents

Table of Contents

<u>Information About the Meeting</u>	1
<u>Proposal One: Election of Directors</u>	3
<u>Nominees and Continuing Directors</u>	3
<u>Corporate Governance and Risk Management</u>	6
<u>Compensation Committee Interlocks and Insider Participation</u>	7
<u>Related Party Transactions</u>	7
<u>Director Independence</u>	8
<u>Board of Directors Committees</u>	8
<u>Director Candidates</u>	12
<u>Communicating with Independent Directors</u>	13
<u>Director Compensation</u>	14
<u>Proposal Two: Advisory Resolution to Approve Executive Compensation</u>	16
<u>Proposal Three: Ratification of Appointment of Independent Registered Public Accounting Firm</u>	17
<u>Proposal Four: Ratification of an amendment to the Company's By-Laws to Include a Forum Selection Clause</u>	19
<u>Audit Committee Report</u>	20
<u>Information About Executive Compensation</u>	22
<u>Compensation Committee Report</u>	22
<u>Compensation Discussion and Analysis</u>	23
<u>Equity Compensation Plan Information</u>	43
<u>Summary Compensation Table</u>	44
<u>Grants of Plan-Based Awards Table</u>	45
<u>Outstanding Equity Awards at Fiscal Year-End Table</u>	46
<u>Option Exercises and Stock Vested Table</u>	47
<u>Nonqualified Deferred Compensation Table</u>	48
<u>Potential Payments Upon Termination or Change in Control</u>	49
<u>Other Matters</u>	52
<u>Information About Stock Ownership</u>	52
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	54
<u>Submission of Future Stockholder Proposals</u>	54
<u>Householding</u>	55
<u>Appendix A</u>	56

In February 2015, the Board of Directors declared a two-for-one split of Centene's common stock in the form of a 100% stock dividend distributed on February 19, 2015 to stockholders of record on

February 12, 2015. All share, per share and stock price information presented in this proxy statement, including EPS performance targets, has been adjusted for the two-for-one stock split.

Table of Contents

2015 NOTICE OF MEETING AND PROXY STATEMENT

PRELIMINARY COPY

Information About the Meeting

We have sent you a notice of this proxy statement because our Board of Directors is soliciting your proxy to vote at our 2015 Annual Meeting of Stockholders or any adjournment or postponement of the meeting.

When and where is the annual meeting?

When: Tuesday, April 28, 2015 at 10:00 a.m., central daylight savings time

Where: Centene Plaza, 7700 Forsyth Boulevard, St. Louis, Missouri.

- i THIS PROXY STATEMENT summarizes information about the proposals to be considered at the meeting and other information you may find useful in determining how to vote.
- i THE PROXY CARD is the means by which you actually authorize another person to vote your shares in accordance with the instructions.

Our Directors, officers and employees may solicit proxies in person or by telephone, mail, electronic mail or facsimile. We will pay the expenses of soliciting proxies, although we will not pay additional compensation to these individuals for soliciting proxies. We will request banks, brokers and other nominees holding shares for a beneficial owner to forward copies of the proxy materials to those beneficial owners and to request instructions for voting those shares. We will reimburse these banks, brokers and other nominees for their related reasonable expenses. The Company has retained Morrow & Co., LLC to assist in the solicitation of proxies at an estimated cost of \$12,500, plus expenses.

We are making this proxy statement, our 2014 Annual Review and our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 available to stockholders for the first time on or about March 16, 2015.

Who is entitled to vote at the meeting?

Holders of record of our common stock at the close of business on February 27, 2015 are entitled to one vote per share on each matter properly brought before the meeting. The proxy notice states the number of shares you are entitled to vote.

You may vote your shares at the meeting in person or by proxy:

- i **TO VOTE IN PERSON**, you must attend the meeting, and then complete and submit the ballot provided at the meeting. If your shares are held in the name of a bank, broker or other nominee holder, you will receive instructions from the holder of record explaining how your shares may be voted. Please note that, in such an event, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the meeting.

- i **TO VOTE BY PROXY**, you must follow the instructions on the proxy notice and then vote by means of the internet, telephone or, if you received your proxy materials by mail, mailing the proxy card in the enclosed postage-paid envelope. Your proxy will be valid only if you vote before the meeting. By voting, you will direct the designated persons to vote your shares at the meeting in the manner you specify. If, after requesting paper materials, you complete the proxy card with the exception of the voting instructions, then the designated persons will vote your shares in accordance with the instructions contained therein, and if no choice is specified, such proxies will be voted in favor of the matters set forth in the accompanying Notice of 2015 Annual Meeting of Stockholders. If any other business properly comes before the meeting, the designated persons will have the discretion to vote your shares as they deem appropriate.

Centene Corporation 1

Table of Contents

**2015 NOTICE OF MEETING AND PROXY STATEMENT
INFORMATION ABOUT THE MEETING**

Even if you vote by means of the internet, telephone, or complete and return a proxy card, you may revoke it at any time before it is exercised by taking one of the following actions:

- i send written notice to Keith H. Williamson, our Secretary, at our address as set forth in the accompanying Notice of 2015 Annual Meeting of Stockholders;
- i submit a new vote by means of the mail, internet or telephone; or
- i attend the meeting, notify our Secretary that you are present, and then vote by ballot.

What do I need to do if I plan to attend the meeting in person?

If you would like to attend the meeting, please bring evidence to the meeting that you own common stock, such as a stock certificate, or, if your shares are held by a broker, bank or other nominee, please bring a recent brokerage statement or a letter from the nominee confirming your beneficial ownership of such shares. You must also bring a form of personal identification.

At the close of business on February 27, 2015, 118,837,141 shares of our common stock were outstanding, net of treasury shares. Our By-Laws require that a majority of the shares of our common stock issued and outstanding on that date be represented, in person or by proxy, at the meeting in order to constitute the quorum we need to transact business. We will count abstentions and broker non-votes in determining whether a quorum exists. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

In the election of directors, the three nominees receiving the greatest number of votes cast **FOR** shall be elected as directors, unless otherwise determined in accordance with our majority voting policy. This policy states that in an uncontested election, any Director nominee who receives a greater number of votes **withheld** for his or her election than **FOR** votes, the Director nominee must tender his or her resignation promptly following certification of the stockholder vote. The Nominating and Governance Committee is required to make a recommendation to the Board of Directors with respect to any such tendered resignation. The Board of Directors will act on the tendered resignation within 90 days from the certification of the vote and will publicly disclose its decision, including an explanation of its decision. Broker non-votes will have no effect on the voting outcome with respect to the election of directors.

The affirmative vote of the holders of a majority of the votes cast at the meeting is necessary to ratify the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015, to approve on an advisory non-binding basis, the Company's executive compensation and to ratify the amendment to our By-laws to include a forum selection clause. Abstentions and broker non-votes with respect to each of these proposals will not be considered as votes cast with respect to the matter and thus will have no effect on the vote.

Our Board of Directors is not aware of any matters that are expected to come before the meeting other than those referred to in this proxy statement. If any other matter should properly come before the meeting, the persons appointed

as proxies by the Board of Directors intend to vote the proxies in accordance with their best judgment.

The chairperson of the meeting may refuse to allow the transaction of any business not presented beforehand, or to acknowledge the nomination of any person not made, in compliance with the below procedures.

2 Centene Corporation

Table of Contents

2015 NOTICE OF MEETING AND PROXY STATEMENT
PROPOSAL ONE: ELECTION OF DIRECTORS

Proposal One: Election of Directors

Nominees and Continuing Directors

Our Certificate of Incorporation provides that the Board is to be divided into three classes serving for staggered three-year terms. Under our By-Laws, our Board of Directors has the authority to fix the number of Directors, provided that the Board must have between five and eleven members. The first proposal on the agenda for the meeting is the election of three nominees to serve as Class II Directors for three-year terms beginning at the meeting and ending at our 2018 Annual Meetings of Stockholders.

No Director, including any Director standing for election, or any associate of a Director, is a party adverse to us or any of our subsidiaries in any material proceeding or has any material interest adverse to us or any of our subsidiaries. No Director, including any Director standing for election, is related by blood, marriage or adoption to any other Director or any Executive Officer.

The Board has nominated Robert K. Ditmore, Frederick H. Eppinger and David L. Steward, current Class II Directors, for re-election to the Board. We expect that Mr. Ditmore, Mr. Eppinger and Mr. Steward will be able to serve if elected. If any of them are not able to serve, proxies may be voted for a substitute nominee or nominees. **The Board believes the election of these three nominees is in our best interest and the best interest of our stockholders and recommends a vote FOR the election of the three nominees.**

Class II Director Continuing in Office Standing for Election for a Term Expiring in 2018

Robert K. Ditmore

Principal Occupation: Retired President and Chief Operating Officer of United Healthcare Corporation

First Became Director: 1996

Age: 80

Mr. Ditmore is a retired President and Chief Operating Officer of United Healthcare Corporation (managed care industry), now known as UnitedHealth Group Inc. Mr. Ditmore also served as a Director of UnitedHealth Group Inc.

Qualifications: Mr. Ditmore's range of experience includes, in particular, Chief Executive Officer roles and extensive healthcare and service industry expertise.

Frederick H. Eppinger

Principal Occupation: Director, President and Chief Executive Officer of
The Hanover Insurance Group, Inc.

First Became Director: April 2006

Age: 56

Mr. Eppinger has served as a Director, President and Chief Executive Officer of The Hanover Insurance Group, Inc. (insurance and financial services industries) since 2003.

Qualifications: Mr. Eppinger's range of experience includes, in particular, Chief Executive Officer roles, as well as organizational development and insurance industry expertise.

Centene Corporation 3

Table of Contents

**2015 NOTICE OF MEETING AND PROXY STATEMENT
PROPOSAL ONE: ELECTION OF DIRECTORS**

David L. Steward

Principal Occupation: Founder and Chairman of World Wide Technology, Inc.

First Became Director: May 2003

Age: 63

Mr. Steward is the founder of World Wide Technology, Inc. (systems integration industry) and has served as its Chairman since its founding in 1990. In addition, Mr. Steward has served as Chairman of Telcobuy.com (an affiliate of World Wide Technology, Inc.), since 1997. He also served as Director of First Banks, Inc., a registered bank holding company from 2000 to 2013.

Qualifications: Mr. Steward's range of experience includes, in particular, Chief Executive Officer roles, political and regulatory relationships, as well as technology expertise.

Class I Directors Term Expiring in 2017

Michael F. Neidorff

Principal Occupation: Chairman and Chief Executive Officer of Centene Corporation

First Became Director: May 1996

Age: 72

Mr. Neidorff has served as our Chairman and Chief Executive Officer since May 2004. From May 1996 to May 2004, Mr. Neidorff served as President, Chief Executive Officer and as a member of our Board of Directors. Mr. Neidorff also serves as a director of Brown Shoe Company, Inc.

Qualifications: Mr. Neidorff's range of experience includes, in particular, experience as a Chief Executive Officer, as well as healthcare, investment banking and organizational development expertise.

Richard A. Gephardt

Principal Occupation: Chief Executive Officer and President of Gephardt Group, LLC;

Former Majority Leader of the U.S. House of Representatives

First Became Director: December 2006

Age: 74

Mr. Gephardt has served as Chief Executive Officer and President of Gephardt Group, LLC (consulting business) since 2005. Mr. Gephardt served as a Member of the U.S. House of Representatives from 1977 to 2005; he was House Majority Leader from 1989 to 1995 and Minority Leader from 1995 to 2003. He also serves as a Director for Spirit Aerosystems, Inc., CenturyLink, Ford Motor Company, and US Steel Corporation.

Qualifications: Mr. Gephardt's range of experience includes, in particular, political and regulatory relationships as well as investment banking and healthcare expertise.

Table of Contents

2015 NOTICE OF MEETING AND PROXY STATEMENT
PROPOSAL ONE: ELECTION OF DIRECTORS

John R. Roberts

Principal Occupation: Retired Regional Managing Partner, Arthur Andersen LLP

First Became Director: March 2004

Age: 73

Mr. Roberts has been a Director since March 2004. Mr. Roberts is a retired Managing Partner, Mid-South Region, Arthur Andersen LLP. He also serves as a Director and Chairman of the audit committee of Energizer Holdings, Inc. Mr. Roberts previously served as a Director for Regions Financial Corporation.

Qualifications: Mr. Roberts' range of experience includes, in particular, organizational development expertise as well as experience in financial service industries and public accounting.

Class III Directors Continuing in Office Term Expiring in 2016

Orlando Ayala

Principal Occupation: Corporate Vice President, Chairman, Emerging Markets and

Chief Strategist, National Competitiveness for Microsoft Corporation

First Became Director: September 2011

Age: 58

Mr. Ayala serves as Corporate Vice President, Chairman, Emerging Markets and Chief Strategist, National Competitiveness for Microsoft Corporation (software and services industries). Mr. Ayala joined Microsoft in 1991 as Senior Director of the Latin America region. For more than 30 years, Mr. Ayala has held increasingly senior leadership roles in the technology sector.

Qualifications: Mr. Ayala's range of experience includes, in particular, technology and organizational development expertise.

Pamela A. Joseph

Principal Occupation: Vice Chairman of U.S. Bancorp and Chairman and
Chief Executive Officer of Elavon, Inc.

First Became Director: September 2007

Age: 56

Ms. Joseph has served as Vice Chairman of U.S. Bancorp (banking and financial services industries) and Chairman and Chief Executive Officer of Elavon, Inc. (a subsidiary of U.S. Bancorp) since 2004. She also serves as a Director for Paychex Inc.

Qualifications: Ms. Joseph's range of experience includes, in particular, experience as a Chief Executive Officer, as well as technology and service industry expertise.

Centene Corporation 5

Table of Contents

2015 NOTICE OF MEETING AND PROXY STATEMENT
PROPOSAL ONE: ELECTION OF DIRECTORS

Tommy G. Thompson

Principal Occupation: Retired Partner in the law firm of Akin Gump Strauss Hauer & Feld LLP;

Former Governor of the State of Wisconsin; Former Health and Human Services Secretary

First Became Director: April 2005

Age: 73

Mr. Thompson served as Partner in the law firm of Akin Gump Strauss Hauer & Feld LLP in Washington, D.C. from March 2005 to January 2012 and as President of Logistics Health, Inc. from 2005 to June 2011. From 2001 to January 2005, Mr. Thompson served as secretary of U.S. Department of Health & Human Services. From 1987 to 2001, Mr. Thompson served as Governor of the State of Wisconsin. He also serves as a Director for C.R. Bard, Inc., Cytori Therapeutics, Inc., TherapeuticsMD Inc., Physicians Realty Trust and United Therapeutics Corp. Mr. Thompson previously served as a Director for AGA Medical Corp., Cancer Genetics, CareView Communications and CNS Response. Mr. Thompson has expressed his intention to the Company to reduce his participation to a total of five boards, including Centene, by the end of 2015.

Qualifications: Mr. Thompson's range of experience includes, in particular, experience as a Chief Executive Officer, political and regulatory relationships and healthcare expertise.

Corporate Governance and Risk Management

We believe that good corporate governance is important to ensure that we are managed for the long term benefit of our stockholders. We also recognize the connection between good corporate governance and our ability to create and sustain value for our stockholders. Our Corporate Ethics and Compliance Program provides methods by which we further enhance operations, safeguard against fraud and abuse and help assure that our values are reflected in everything we do. We have also reviewed and believe we are in compliance with the provisions of the Sarbanes-Oxley

Act of 2002, the rules of the SEC, and the listing standards of the New York Stock Exchange (NYSE). Our Board of Directors has adopted Corporate Governance Guidelines addressing, among other things, Director qualifications and responsibilities, responsibilities of key Board committees, Director compensation and management succession. A current copy of the Corporate Governance Guidelines is posted on our website, www.centene.com.

Our Board of Directors has adopted a Code of Business Conduct and Ethics which is applicable to all Directors, Officers and employees of the Company, including the Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer. While no code of conduct can replace the thoughtful behavior of an ethical Director, officer or employee, we believe the Code of Business Conduct and Ethics will, among other things, focus our Board and management on areas of ethical risk, provide guidance in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct and generally help foster a culture of honesty and accountability. Any amendment or waiver of the Code of Business Conduct and Ethics may only be made by the Board or a committee of the Board. A current copy of the Code of Business Conduct and Ethics is posted on our website, www.centene.com. Any future amendments or waivers of the Code of Business Conduct and Ethics will be promptly disclosed on our website.

Our policy concerning pre-approval of related party transactions is incorporated in the provisions of our Code of Business Conduct and Ethics regarding conflicts of interest. As part of our Code of Business Conduct and Ethics, our Directors, officers and employees are responsible for disclosing any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Corporate Compliance Officer of the Company or the Board of Directors, in the case of an Executive Officer or Director, who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

6 Centene Corporation

Table of Contents

2015 NOTICE OF MEETING AND PROXY STATEMENT

PROPOSAL ONE: ELECTION OF DIRECTORS

The Board of Directors oversees the Company's enterprise-wide risk management processes, with assistance provided by Board committees. Management executes risk management activities, which includes identifying, assessing, and aligning actions necessary to manage risk consistent with the Company's strategy.

The oversight responsibility of the Board of Directors and its committees is enabled by quarterly risk reporting to the Board from executive management, designed to provide visibility about the identification, assessment and management of critical risks, including strategic, operational, financial, compensation, public policy, compliance, regulatory, investment, information security and other risks. Furthermore, the Board of Directors and its committees are routinely informed of emerging risks that could affect the Company's risk profile.

As noted above, the Board uses its committees to assist in its risk oversight function:

- i Our Audit Committee assists in the oversight of our financial and reporting risks, disclosure risk and procedures, code of business conduct and ethics risks, investment, and risk assessment and management policies. The Company's Senior Vice President of Internal Audit, who reports to the Audit Committee and Chief Executive Officer, assists the Company in identifying and evaluating risk management controls and methodologies to address risks and provides reports to the Audit Committee quarterly. The Audit Committee meets privately with representatives from the Company's independent registered public accounting firm and the Company's Senior Vice President of Internal Audit.
- i Our Compensation Committee assists in the oversight of risks associated with our compensation plans and policies. Please see the discussion in the Compensation Discussion & Analysis, or CD&A, under the heading Risk Disclosure for a discussion of elements intended to mitigate excessive risk taking by our employees.
- i Our Nominating and Governance Committee assists in the oversight of Board processes and corporate governance related risk.

Compensation Committee Interlocks and Insider Participation

Robert K. Ditmore (Chair), Orlando Ayala, Pamela A. Joseph, David L. Steward and Tommy G. Thompson were members of the Compensation Committee during 2014. During 2014, none of our executive officers served as a Director or member of the Compensation Committee, or other committee serving an equivalent function, of any other entity that has one or more of its executive officers serving as a member of our Board of Directors or Compensation

Committee. During 2014, no member of the Compensation Committee had a relationship that must be described under the SEC rules relating to disclosure of related person transactions. None of the current members of our Compensation Committee has ever been an officer or employee of Centene or any of our subsidiaries.

Related Party Transactions

None.

Centene Corporation 7

Table of Contents

2015 NOTICE OF MEETING AND PROXY STATEMENT
PROPOSAL ONE: ELECTION OF DIRECTORS

Director Independence

Our Board of Directors has affirmatively determined that all Directors except Michael F. Neidorff, our Chairman, President and Chief Executive Officer, as well as all of the members of each of the Board's committees, are independent as defined under the rules of the NYSE, including, in the case of all members of the Audit Committee, the independence requirements contemplated by Rule 10A-3 under the Exchange Act and in the case of all members of the Compensation Committee, the enhanced independence requirements under the rules of the NYSE. In the course of the Board's determination regarding the independence of each non-employee Director, it considered any transactions, relationships and arrangements as required by the rules of the NYSE. In particular, with respect to each of the most recent three completed fiscal years, the Board evaluated:

- i Mr. Ayala's position as a Vice President of Microsoft Corporation, from whom the Company licenses certain software, and determined that the payments made pursuant to such licenses from 2012-2014 were under 2% of Microsoft's annual revenues during the respective years.
- i Ms. Joseph's position as an Executive Officer of U.S. Bancorp, serving as a lender under the Company's revolving credit facility, and determined that payments to the lender from 2012-2014 were under 2% of the lender's annual revenues during the respective years.
- i Mr. Roberts' position as an independent director of a bank serving as a lender under the Company's revolving credit facility and determined payments to the lender from 2012-2014 were under 2% of the lender's annual revenues during the respective years. In addition, the board evaluated his position on the Board of the Missouri History Museum and determined that contributions made by the Company from 2012-2014 to the Missouri History Museum are less than 2% of the Museum's consolidated gross revenues during the respective years.

All Directors, excluding Michael F. Neidorff, have no direct or indirect material relationship with us except for their role as a Director or stockholder. The Board also broadly considers what it deems to be all relevant facts and circumstances in determining the independence of its members.

Board of Directors Committees

Our Board of Directors has established three committees: Audit, Compensation, and Nominating and Governance each of which operates under a charter that has been approved by our Board. Current copies of each committee's charter are posted on our website, www.centene.com. Our Board of Directors has also established a Government and Regulatory Affairs Committee, which is co-chaired by Richard A. Gephardt and Tommy G. Thompson; a Technology Committee chaired by Orlando Ayala; and a Compliance Committee chaired by Michael Neidorff. The composition of the primary committees is provided in the following table.

8 Centene Corporation

Table of Contents

2015 NOTICE OF MEETING AND PROXY STATEMENT
PROPOSAL ONE: ELECTION OF DIRECTORS

Board Member	Board of Directors	Audit Committee	Compensation Committee	Nominating and Governance Committee
Michael F. Neidorff	Chairman			
Orlando Ayala	ü		ü	
Robert K. Ditmore	Presiding Director		Chairman	ü
Frederick H. Eppinger	ü	ü		
Richard A. Gephardt	ü			
Pamela A. Joseph	ü	ü	ü	
John R. Roberts	ü	Chairman		
David L. Steward	ü		ü	Chairman
Tommy G. Thompson	ü		ü	ü
Meetings held in 2014	17	4	5	1

All of our Directors attended 75% or more of the meetings of the Board and of any committees thereof on which they served. Our corporate governance guidelines provide that Directors are expected to attend the 2015 Annual Meeting of Stockholders. All Directors, with the exception of Mr. Gephardt, attended the 2014 Annual Meeting of Stockholders.

Board of Directors

Our Board of Directors has responsibility for establishing broad corporate policies and reviewing our overall performance rather than day-to-day operations. The Board's primary responsibility is to oversee the management of the Company and, in doing so, serve the best interests of the Company and its stockholders. The Board selects, evaluates and provides for the succession of executive officers and, subject to stockholder election, Directors. It reviews and approves corporate objectives and strategies, and evaluates significant policies and proposed major commitments of corporate resources. Management keeps the Directors informed of its activities through regular written reports and presentations at Board and committee meetings.

The Board currently combines the role of Chairman of the Board with the role of Chief Executive Officer, coupled with a Presiding Director position to further strengthen the governance structure. The Board believes this provides an efficient and effective leadership model for the Company. Combining the Chairman and CEO roles fosters clear accountability, effective decision-making, and alignment on corporate strategy. The Board periodically reviews its leadership structure. To assure effective independent oversight, the Board has adopted a number of governance practices, including:

- i a strong, independent, clearly-defined Presiding Director role;
- j executive sessions of the independent Directors in connection with every Board meeting; and

annual performance evaluations of the Chairman and CEO by the independent Directors. Our Board of Directors has appointed Robert K. Ditmore, Presiding Director, to preside at all executive sessions of non-management Directors, as defined under the rules of the NYSE. The Presiding Director's role includes leading the Board's processes for selecting and evaluating the Chief Executive Officer and presiding at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent Directors.

Centene Corporation 9

Table of Contents

2015 NOTICE OF MEETING AND PROXY STATEMENT

PROPOSAL ONE: ELECTION OF DIRECTORS

Our corporate governance guidelines require the Board to conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee receives comments from all directors and reports annually to the Board with an assessment of the Board’s performance. This is discussed with the full Board following the end of each fiscal year. The assessment focuses on the Board’s contribution to the Company and specifically focuses on areas in which the Board or management believes that the Board could improve.

Audit Committee

The Audit Committee’s responsibilities include:

- i appointing, retaining, evaluating, terminating, approving the compensation of, and assessing the independence of our independent registered public accounting firm;
- i overseeing the work of our independent registered public accounting firm, including through the receipt and consideration of certain reports from the independent registered public accounting firm;
- i reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures;
- i monitoring our internal control over financial reporting, disclosure controls and procedures and code of business conduct and ethics;
- i overseeing our internal audit function;

		i discussing our		
		risk m	4,511,658	772,437
TOTAL LIABILITIES AND STOCKHOLDERS’ EQUITY	\$	6,958,150	\$	1,672,429

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

ATLAS TECHNOLOGY GROUP, INC.
(Formerly Tribeworks, Inc.)

UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2007	2006	2007	2006
REVENUES	\$ 409,584	\$ 24,734	\$ 127,868	\$ 24,734
COST OF SALES	269,091	—	75,400	—
GROSS PROFIT	140,493	24,734	52,468	24,734
OPERATING EXPENSES				
IT software development and support	1,021,404	656,130	379,068	282,034
Sales and marketing	204,840	80,009	72,909	35,485
Depreciation and amortization	261,400	—	126,922	—
General and administrative	885,168	654,662	307,312	278,291
	2,372,812	1,390,801	886,211	595,810
INCOME (LOSS) FROM OPERATIONS	(2,232,319)	(1,366,067)	(833,743)	(571,076)
Interest income	28,094	7,439	26,028	6,318
Interest expense	(84,219)	—	(53,357)	(411)
Other financing charges and amortization	(3,599,486)	—	(2,184,305)	—
	(3,655,611)	7,439	(2,211,634)	5,907
INCOME (LOSS) BEFORE INCOME TAXES	(5,887,930)	(1,358,628)	(3,045,377)	(565,169)
INCOME TAXES	(304)	(1,902)	(279)	(1,877)
NET INCOME (LOSS) AFTER TAXES from continuing operations	(5,888,234)	(1,360,530)	(3,045,656)	(567,046)
Gain from discontinued operations	—	192,685	—	192,685
OTHER COMPREHENSIVE INCOME (LOSS)				
Foreign Exchange translation gains (losses)	(248,531)	—	(102,457)	\$ —
COMPREHENSIVE INCOME (LOSS)	\$ (6,136,765)	\$ (1,167,845)	\$ (3,148,113)	\$ (374,361)
EARNINGS (LOSS) PER COMMON SHARE, BASIC AND DILUTED				
Continuing Operations	\$ (0.21)	\$ (0.06)	\$ (0.09)	\$ (0.03)
Discontinued Operations	\$ —	\$ 0.01	\$ —	\$ 0.01
	29,401,805	22,329,420	33,853,472	22,329,420

WEIGHTED AVERAGE
NUMBER OF COMMON SHARES
OUTSTANDING, BASIC AND
DILUTED

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

4

ATLAS TECHNOLOGY GROUP, INC.
(Formerly Tribeworks, Inc.)
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended September 30,	
	2007	2006
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (Loss)	(5,888,234)	(1,360,628)
Net gain after taxes from discontinued operations	—	284,032
	(5,888,234)	(1,076,596)
Adjustments to reconcile net loss to net cash (used) by operating activities:		
Depreciation and amortization	261,400	—
Equity issued for financing expense	3,599,486	—
Changes in assets and liabilities		
(Increase) decrease in accounts receivable	(55,207)	25,812
(Increase) decrease in VAT receivable	19,605	—
(Increase) decrease in prepaid expenses	(15,612)	(6,859)
Increase (decrease) in accounts payable	359,350	(410,780)
Increase (decrease) in accrued expenses	245,080	—
Increase (decrease) in taxes payable	(3,049)	(5,539)
Total adjustments	4,411,053	(397,366)
Net cash provided (used) by operating activities	(1,477,181)	(1,473,962)
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash acquired in acquisition of assets	414	—
Purchase of equipment	(24,723)	(89,067)
Software development costs	(329,222)	(312,581)
Net cash provided (used) by investing activities	(353,531)	(401,648)
CASH FLOWS FROM FINANCING ACTIVITIES		
Term loans	5,000,000	—
Restricted cash	(4,028,265)	—
Short term loans	51,287	181,233
Increase in note payable, net	9,000	—
Net proceeds from issue of shares and application monies received	1,012,000	1,715,985
Net cash provided (used) by financing activities	2,044,022	1,897,218
NET INCREASE (DECREASE) IN CASH	213,310	21,608
Gain (Loss) on foreign exchange	(180,926)	92,281
CASH, BEGINNING OF PERIOD	130,991	177,799
CASH, END OF PERIOD	\$ 163,375	\$ 291,688

SUPPLEMENTAL CASH FLOW INFORMATION:

	Sept. 30, 2007	Sept. 30, 2006
Interest paid	\$ 11,749	\$ 3,898

Income taxes paid	\$	3,299	\$	—
NON-CASH TRANSACTIONS:				
Acquisition of IT Technology	\$	505,121	\$	835,192
Acquisition of customer list and trademarks	\$	555,312	\$	—

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

ATLAS TECHNOLOGY GROUP, INC.
(Formerly Tribeworks, Inc.)
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2007

NOTE A — PRINCIPLES OF PRESENTATION AND GOING CONCERN

The accompanying unaudited financial statements of Atlas Technology Group, Inc. (formerly Tribeworks, Inc.) (the “Company”) have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements, although the Company believes that the disclosures are adequate to make the information presented not misleading. In the opinion of management, all adjustments necessary for a fair presentation of the Company’s financial position at September 30, 2007, and its results of operations for the three and nine months ended September 30, 2007 and 2006, and the operations and cash flows for the nine months ended September 30, 2007 have been made. However, operating results for the interim periods noted are not necessarily indicative of the results that may be expected for the year ending December 31, 2007. This report should be read in conjunction with the Company’s financial statements and notes thereto contained in the Company’s Annual Report on Form 10-KSB for the year ended December 31, 2006.

Following the acquisition of Atlas Technology Group Holdings Ltd. (see Note B below), the services performed by the Company have been considered our new operating business. The services previously offered by the Company that were transferred into the Tribeworks Development Corporation (“TDC”) and later sold on September 14, 2006 have been treated as discontinued operations. As the acquisition of Atlas Technology Group Holdings Ltd. took place on January 20, 2006 all of the 2006 comparative figures relate to the parent company, previously called Tribeworks, Inc. and the new Atlas Technology Group Holdings Ltd. line of business are hereinafter collectively described as “AtlasTG”.

On January 26, 2007 the Company acquired all of the assets (but not the liabilities) including its IT technology, trademarks and 700 customers of BLive Networks Inc., (“BLive”) in exchange for the issuance of 1,150,000 shares of restricted common stock of the Company (the “Common Stock”). 150,000 of these shares of Common Stock were for an M&A Advisory Fee. Additionally, in consideration of the payment by Petroleum Corp. of Canada Inc. (“Petroleum Corp.”) of \$100,010, the Company agreed to issue to Petroleum Corp. 100,000 fully paid shares of Common Stock and a warrant to purchase 300,000 shares of Common Stock exercisable for a period of two years at a strike price of \$1.25 per share. Included in the assets acquired from BLive Networks Inc was 49% of a Canadian company called InfoBuild Networks (Canada) Inc., and subsequent to the initial acquisition an option to purchase the remaining 51% of InfoBuild Networks (Canada) Inc was exercised. The assets acquired have been transferred into InfoBuild Networks (Canada) Inc. and the name of InfoBuild Networks (Canada) Inc it has been changed to BLive Networks Inc. The assets acquired have been consolidated into these financial statements along with the results of BLive from January 26, 2007.

The accompanying consolidated financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate the continuation of the Company as a going concern. The Company reported net losses in both calendar years 2006 and 2005 and had a working capital deficiency of \$694,336 and \$365,431 for year’s ended December 31, 2006 and 2005, respectively. The Company has reported a further operating loss of \$2,232,319 for the first nine months of 2007 and an operating loss of \$833,743 for the third quarter ended September 30, 2007, compared to losses of \$613,091 and \$785,485 for the first and second quarters of 2007 for the continuing business.

The recoverability of the recorded assets and satisfaction of the liabilities reflected in the accompanying balance sheets is dependent upon continued operation of the Company, which is in turn dependent upon the Company’s ability

to succeed in its future operations. There can be no assurance that management will be successful in implementing its plans. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

In June 2007 the Company entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with West Coast Opportunity Fund, LLC, a Delaware limited liability company ("WCOF"). Pursuant to the terms of the Securities Purchase Agreement, a subsidiary of the Company, issued to WCOF two senior secured non-convertible promissory notes totalling \$5,000,000 with \$4,000,000 being placed in escrow with Wells Fargo Bank, N.A. until the Company or any of its subsidiaries enters into contracts with certain entities. \$1,500,000 will be released from escrow upon the Company entering into contracts with certain entities totalling \$1,000,000 in annual, non-contingent future revenues prior to 5:00 p.m. on December 31, 2007. An additional \$2,500,000 will be released from escrow upon the Company entering into contracts with certain entities totalling \$5,000,000 in annual, non-contingent revenues prior to 5:00 P.M. on December 31, 2007. The first promissory note for \$2,500,000 was made on June 15, 2007, with \$1,500,000 placed in escrow and the second promissory note for \$2,500,000 was made on July 11, 2007, and all of these funds were placed in escrow. This is further explained in Note D.

As a result of the transaction with WCOF, which had both a loan and equity component, and other equity placements explained in Notes D and F, the Company had an equity surplus of \$4,511,658 at September 30, 2007, which is an increase from December 31, 2006, when the equity surplus was \$772,437 and the equity surplus of \$3,594,696 held at June 30, 2007. Having entered into the Securities Purchase Agreement with WCOF and provided the conditions of the escrow can be met, the Company should have sufficient funding for the next twelve months to complete the development of its suite of software tools and market these to sufficient customers to achieve the Company's revenue targets.

NOTE B - NATURE OF BUSINESS

The Company acquired Atlas Technology Group Holdings Ltd, a Malta Corporation that was established in September 2004, to provide external Information Technology (“IT”) application support services for organizations with large IT functions, as a wholly owned subsidiary on January 20, 2006. At the annual general meeting of the Company on July 12, 2007, the name of the Company was changed from Tribeworks, Inc. to Atlas Technology Group, Inc.

Our old line of services provided through our TDC subsidiary during 2006 was sold to its former management on September 14, 2006.

Our initial support centers are based in Malta and Wellington, New Zealand, with technical support from a small staff in Redmond, Washington, creating “follow-the-sun” 24 hour coverage. As business grows, additional locations will be added to increase capacity, as needed. State of the art VoIP, call tracking and monitoring technology provide each employee with leverage needed to maximize support delivery to the fullest possible extent.

The Company continues to test and harden its new software tools and is now beginning to implement its plan of selling software support services, and is pursuing sales in the western US, the European Union (“EU”), specifically the United Kingdom and Italy. The Company now has support contracts with four customers in the US. The Company will continue to target customers in Italy, the UK and the west coast of the US before it later expands its sales efforts worldwide. The Company is initially marketing to four targeted groups of potential clients:

- 1) Directly to initial pilot customers, who will serve as final beta test opportunities for the Company's systems, software monitoring and incident management systems;
- 2) Agent companies, who are strategic partners and will represent the Company in specific regions in defining strategic reseller and onboarding partners;
- 3) Onboarding partners who have the internal capabilities to select and technically audit, harden, stress-test and document complex software systems; and
- 4) Reseller channel partners who will be the backbone of the Company's sales strategy. With existing large customer bases of large and complex software systems, resellers will be provided the advanced AtlasTG tools and systems to monitor and support highly complex software systems on an ongoing basis.

On January 26, 2007 the Company acquired all of the assets and 700 customers of BLive, further expanding the Company's capability of delivering high quality outsourced support into the annual IT Support market. Prior to our acquisition of BLive, BLive developed and operated interactive support tools for companies providing IT support worldwide. Utilizing proprietary technology, BLive's systems are used by companies for remote technical support and sales, both externally, and for internal corporate ‘Helpdesk’ support departments. This technology enables service providers to deliver faster response times and a personal connection with users and is complimentary to the tools developed by the Company and is generating revenue.

NOTE C — BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation

The financial statements of the Company are presented on a consolidated basis and include the Company and its wholly owned subsidiaries, TDC (sold September 14, 2006), and since the first quarter of 2006, Atlas Technology Group Holdings Limited (formerly TakeCareofIT Holdings Limited), a Malta corporation; TakeCareofIT Limited, a Malta corporation; Atlas Technology Group (NZ) Limited, a New Zealand corporation; Atlas Technology Group (US), Inc., a Delaware corporation; and Atlas Technology Group Consulting Inc., a Delaware corporation. Following the acquisition of Atlas Technology Group Holdings Ltd. the consolidated income statement has included the income and expenses of both the old TDC business and the newly acquired business. As the acquisition of AtlasTG business was January 20, 2006, the 2006 comparative figures include the AtlasTG business, while the business and assets of TDC have been treated as discontinued operations.

On January 26, 2007 the Company acquired all of the assets (but not the liabilities), (including IT Technology, trademarks and 700 customers of BLive Networks Inc.) in exchange for 1,150,000 shares of Common Stock of the Company. Included in these assets purchased from BLive Networks Inc was 49% of a Canadian company called InfoBuild Networks (Canada) Inc., and subsequent to the initial acquisition an option to purchase the remaining 51% of InfoBuild Networks (Canada) Inc was exercised. The assets acquired have been injected into this company and the name of it has been changed to BLive Networks Inc. and the business has continued to trade through this company and this business is referred to as “BLive”. The assets acquired have been consolidated into these financial statements and the results of BLive from January 26, 2007.

All material intercompany transactions have been eliminated.

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 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 period. Actual results could differ from those estimates. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the consolidated financial statements in the period they are determined.

Foreign Currency Translation

The Company reports in United States Dollars (“USD”) but through its subsidiaries does business in the USA, Malta, and New Zealand. BLive does business both in US and Canadian dollars, but primarily in USD. The Company seeks to borrow in USD to match with the reporting currency, but business units outside of the US receive some revenue and incur expenses and credit in foreign currencies. Transactions denominated in foreign currencies are translated at the rates of exchange ruling on the dates of the transactions. Monetary assets and liabilities expressed in foreign currencies are translated at the rates of exchange prevailing at the end-of-period exchange rates and the translation differences are reported as other comprehensive income.

Net Earnings (Loss) Per Share of Common Stock

Basic earnings per share (“EPS”) is computed based on net income (loss) divided by the weighted average number of shares of Common Stock outstanding. Diluted EPS is computed based on net income (loss) divided by the weighted average number of shares of common stock and potential common stock equivalents outstanding.

Software Development Costs

From January 1, 2006, the Board of Directors has adopted Statement of Financial Accounting Standards No. 86, "Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed" ("SFAS 86") and has capitalized certain development costs that meet the requirements of SFAS 86.

As a result of the adoption of SFAS 86, \$293,222 of development costs have been capitalized for the first nine months ended September 30, 2007 (as compared to \$312,581 for the nine months ended September 30, 2006). These capitalized costs will be amortized over three years from the date on which the software goes into full commercialization. Not all of the development costs for the period meet the requirements of SFAS 86, and those costs which do not meet the criteria to be capitalized have been expensed in the period as part of IT software development and support as shown in the Consolidated Statement of Operations and Comprehensive Loss.

IT Technology

As part of the acquisition of Atlas Technology Group Holdings Ltd, the Company acquired various software that had been developed at the date of acquisition. This software was valued at \$835,192 and treated as IT Technology and will be amortized over three years from the date on which the new software support business goes into full commercialization. In addition with the acquisition of BLive, the Company acquired IT Technology valued at \$505,121. As BLive had already commercialized their IT technology and is generating revenue, the IT Technology acquired from BLive will be amortized over the next three years.

Customer List and Trademarks

As part of the acquisition of BLive, the Company acquired 700 customers and various trademarks and has valued this customer list and trademarks by way of the value of the future revenue these customers can generate over the next three years with an allowance for their diminishing value. Again as BLive had already commercialized their technology and is generating revenue, this customer list and trademarks acquired from BLive will be amortized over the next three years.

The Company's intangible assets are summarized as follows:

	September 30, 2007	December 31, 2006
Software Development	748,164	454,942
IT Technology Acquired	1,340,313	835,192
Customer List and Trademarks	555,312	—
Less: Accumulated Amortization	(236,302)	(33,215)
	\$ 2,407,487	\$ 1,256,919

Stock-Based Awards

Previously the Company had accounted for stock based awards to employees under its "Equity Incentive Plan" as compensatory in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25"). The Company also issues stock-based awards for services performed by consultants and other non-employees and accounts for them in accordance with Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123"). In December 2002, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure" (hereinafter "SFAS No. 148"). SFAS No. 148 amends SFAS No. 123, "Accounting for Stock-Based Compensation," to provide alternative methods of transition for a voluntary change to the fair value based

method of accounting for stock-based employee compensation. In addition, the statement amends the disclosure requirements of SFAS No. 123 to require prominent disclosure in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The provisions of the statement are effective for financial statements for fiscal years ending after December 15, 2002. The Company has adopted SFAS No 123(R).

The Company did not grant any options to purchase shares of the Company's Common Stock during the three months ended September 30, 2007, or during the same period in 2006.

NOTE D — LOANS, ADVANCES AND NOTE PAYABLE

On March 30, 2005, the Company announced a plan of reorganization, intended to allow the Company to maintain its public reporting requirements, reduce its debt, and explore new business directions. The plan of reorganization included the transfer of most assets and liabilities to the Company's operating subsidiary, TDC. As part of this initial reorganization the balance of an earlier Note issued on January 21, 2001 was acquired by a financier who agreed to provide under a new note agreement ("Note") which provided for unsecured borrowing at 4% in an amount of up to \$100,000 to help cover reorganization costs.

During 2006, the Note was renegotiated with the lender agreeing to take 100,000 shares of Common Stock of the Company at \$1.00 per share plus a warrant to purchase 50,000 shares of Common Stock of the Company exercisable for two years at a price of \$1.25 per new share as part repayment with the balance plus accrued interest then owing, with the balance being converted into a new note issued for \$120,000 repayable on March 30, 2007. This repayment date has subsequently been extended to September 30, 2007 in exchange for the issuance of 25,000 fully paid shares of Common Stock of the Company and a warrant exercisable for two years to purchase 50,000 shares of Common Stock of the Company at an exercise price of \$1.00 per share. As a result of these issuances of shares and warrants, a financing charge of \$35,275 was accrued and half of this was expensed in the three months ended June 30, 2007 and the other half will be expensed in the three months ending September 30, 2007. This Note was further extended at September 30, 2007 as a term of the previous renegotiation with the accrual of \$9,000 of penalty interest (increasing the total amount outstanding at September 30, 2007 to \$129,000) and interest will continue to accrue at 10% per annum until the Note is repaid from the funds released from the WCOF Escrow.

The loans repayable of \$121,869 comprise advances from stockholders and related parties and have no fixed repayment dates, but are considered to be of a short-term nature.

An advance of \$150,000 was made to the Company by an existing stockholder on March 29, 2007, and two further advances of \$225,000 and \$250,000 were made during the three months ended June 30, 2007. These advances initially incurred a 5% arrangement fee and were evidenced by promissory notes totalling \$656,250. The holder of these promissory notes converted \$500,000 of the debt into 650,000 shares of Common Stock and a warrant exercisable for three years to purchase 650,000 shares of Common Stock of the Company at an exercise price of \$1.30 per share. As a result of these transactions the Company took expense financing charges totalling \$314,917 in the June quarter. The remaining \$156,250 of debt was repaid in cash.

On June 15, 2007, Atlas Technology Group (US), Inc., a Delaware corporation ("Atlas US"), and a wholly -owned subsidiary of the Company, entered into a Securities Purchase Agreement with WCOF. Pursuant to the terms of the Securities Purchase Agreement, Atlas US agreed to issue and sell to WCOF two senior secured non-convertible promissory notes in the initial amount of \$2,500,000 (the "Initial Note") which was issued on June 15, 2007 and a second promissory note in the amount of \$2,500,000 (the "Second Note" and together with the Initial Note, the "Promissory Notes"), which was issued on July 11, 2007.

Interest on the Promissory Notes will be calculated at an annual rate of 5% and is due and payable bi-annually. The Promissory Notes must be repaid in full by November 30, 2008.

In connection with the issuance of the Initial Promissory Note, pursuant to the Securities Purchase Agreement, the Company issued WCOF a warrant to purchase 3,250,000 shares of Common Stock of the Company and upon the issuance of the Second Promissory Note, the Company issued WCOF an additional warrant for the purchase of 3,250,000 shares of Common Stock of the Company. These warrants are exercisable for a period of five years at a price of \$2.60 per share. The Company is also permitted to force the exercise of these warrants if the Common Stock of the Company closes at a price above \$10.00 per share for 20 out of 30 days, certain trading volume requirements are satisfied and the resale of the Common Stock underlying these warrants have been registered with the U.S.

Securities and Exchange Commission (the "SEC") and such registration statement has been declared effective.

10

NOTE D — LOANS, ADVANCES AND NOTE PAYABLE (Continued)

In connection with the issuance of the Promissory Notes, the Company and all of its subsidiaries (other than Atlas US) signed a Guaranty Agreement (the "Guaranty") that provides WCOF with a guarantee to repay the Promissory Notes on behalf of Atlas US if Atlas US fails to repay the Promissory Notes. In addition to the Guaranty, the Company and all of its subsidiaries provided WCOF a first lien security interest in all of each entity's assets pursuant to the terms of a Pledge and Security Agreement (the "Security Agreement").

Of the \$2,500,000 paid by WCOF for the Initial Note on June 15, 2007, Atlas US received \$1,000,000 less certain fees and expenses and \$1,500,000 was placed into escrow pursuant to the terms of an escrow agreement (the "Escrow Agreement") between Atlas US, WCOF and Wells Fargo Bank, N.A. Pursuant to the terms of the Escrow Agreement, the amount of \$1,500,000 will not be released from escrow, unless Atlas US, the Company or any of its subsidiaries enters into contracts with certain customer entities, totalling \$1,000,000 in annual, non-contingent future revenues prior to 5:00 p.m. on December 31, 2007. In addition, the entire proceeds of the Second Note were also placed into the escrow account and will not be released from escrow, unless Atlas US, the Company or any of its subsidiaries enters into contracts with certain customer entities, totalling \$5,000,000 in non-contingent future revenues prior to 5:00 p.m. on December 31, 2007.

In the event that Atlas US, the Company or any of its subsidiaries has not entered into the contracts described above, the amounts in the escrow account will be returned to WCOF and will be applied to the repayment of the Promissory Notes.

Subject to certain grace periods, the Promissory Notes provide the following events of default (among others):

- Failure of Atlas US to enter into contracts with certain entities, totalling \$1,000,000 in annual, non-contingent future revenues to any of Atlas US, the Company or any of its subsidiaries prior to 5:00 p.m. Redmond, Washington time on December 31, 2007;
- Failure of Atlas US to pay principal and interest when due;
- Any form of bankruptcy or insolvency proceeding is instituted by or against Atlas US, the Company or any of its subsidiaries that is not withdrawn within 90 days;
- A breach by the Company or Atlas US of any material representation or warranty made in the Securities Purchase Agreement;
- An uncured breach by the Company or Atlas US of any material covenant, term or condition in the Securities Purchase Agreement or the Promissory Notes; and
- Any event of default set forth in the Security Agreement.

Subject to certain grace periods, the Security Agreement provides the following events of default (among others):

- Any event of default set forth in the Promissory Notes;
- A breach by Atlas US, the Company or any of its subsidiaries of any material representation or warranty made in the Security Agreement; and

- Failure of Atlas US, the Company or any of its subsidiaries to observe or perform any of its obligations under the Security Agreement.

NOTE D — LOANS, ADVANCES AND NOTE PAYABLE (Continued)

Upon the occurrence of an event of default, the payment of the principal amounts under the Promissory Notes may be accelerated and the interest rate applicable to the principal amounts is increased to 7.5% per annum during the period the default exists.

As further consideration for the purchase of the Initial Note, the Company issued and sold 3,250,000 shares of Common Stock of the Company to WCOF, for a purchase price of \$1,000 pursuant to the terms of the Securities Purchase Agreement. Upon the issuance of the Second Note, the Company issued and sold an additional 3,250,000 shares of Common Stock to WCOF for a purchase price of \$1,000.

As a result of the issuance of these shares of Common Stock and warrants associated with the Initial Note the Company and Atlas US incurred and expensed financing charges of \$854,375 for the three months ended June 30, 2007 and also booked as discount on debt of \$2,429,775. With the drawdown of the Second Note on July 11, 2007 a further \$1,082,071 of financing charges were taken up in the three months ended September 30, 2007 and \$814,606 of the total discount of \$5 million dollars was amortized. The remaining discount of \$4,115,168 will be amortized over the remaining term of the loan to the repayment date of November 30, 2008 and the net effect is shown in the Consolidated Balance Sheet at September 30, 2007. The corresponding credit was booked to additional paid-in capital and is included in the Stockholder's equity in the balance sheet.

Members of the Company's management team and certain of its stockholders executed a lock-up agreement with WCOF that prohibits them from selling any of their holdings of Common Stock until ninety (90) days following the repayment of the Promissory Notes.

The Company paid its placement agent, Equity Source Partners, LLC ("ESP"), an NASD member investment firm, cash commissions of approximately \$80,000 on the closing date for the Initial Note and issued 5 year warrants to purchase 30,769 shares of common stock of the Company on equal terms to the warrants issued to WCOF. Atlas US also agreed to pay the legal fees of counsel to WCOF in an amount not to exceed \$15,000. ESP will receive further commissions equal to 8% of any funds released from escrow and issued warrants on similar terms as for the first funds release. The Company has also reimbursed ESP for its reasonable expenses incurred in connection with the WCOF financing transaction.

NOTE E — FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments include cash, loans payable and income taxes payable for which the Company believes that the fair value approximates their carrying amounts.

NOTE F — COMMON STOCK AND WARRANT ISSUANCES

During the quarter ended September 30, 2007, the Company issued:

- a) 3,250,000 shares of Common Stock and a warrant exercisable for five years to purchase 3,250,000 shares of Common Stock at an exercise price of \$2.60 per share were issued to WCOF as part of the Securities Purchase Agreement. The warrant expires on July 11, 2012. This transaction is described in more detail on our Current Report on Form 8-K filed on June 19, 2007.
- b) 10,000 shares of Common Stock with regard to the exercise of 10,000 warrants.

- c) 25,000 shares of Common Stock and a warrant exercisable for two years to purchase 50,000 shares of Common Stock at an exercise price of \$1.00 per share were issued with regard to the extension of the repayment terms of a Note Payable. The warrant expires on July 26, 2009.

In addition \$200,000 was paid to the Company on September 28, 2007 for 571,429 shares of Common Stock and a Warrant exercisable for three years to purchase 285,715 shares of Common Stock at an exercise price of \$0.70 per share. These warrants expire on September 28, 2010. Financing charges of \$273,003 were booked with regard to these shares and warrant in the three months ended September 30, 2007.

The fair value for warrants was estimated at the issuance date based upon using a Black-Scholes option pricing model with the following assumptions: risk free interest rate of 4-5%, expected volatility of 48%, expected option life of 3-5 years and dividend yield of \$0.00

As of September 30, 2007 the total number of shares of Common Stock issued and outstanding was 33,856,805.

The Company also entered into a registration rights agreement with WCOF (the “Registration Rights Agreement”) requiring the Company to register the resale of the shares of Common Stock and the resale of the shares underlying the warrants (the “Registrable Securities”) issued to WCOF under the Securities Act of 1933, as amended (the “Securities Act”). Pursuant to the terms of the Registration Rights Agreement, the Company must file a registration statement to register the Registrable Securities with the SEC within ninety (90) days of June 15, 2007. In addition, the registration statement must be declared effective by the Securities and Exchange Commission no later than one hundred-fifty (150) days after June 15, 2007. In the event that the registration statement is not filed within ninety (90) days of June 15, 2007 or the effectiveness of the registration statement is not maintained, the Company is obligated to pay to WCOF certain payments described in the Registration Rights Agreement. The Registration Rights Statement covering a portion of WCOF’s registrable securities has been filed with the SEC and was declared effective on November 7, 2007.

NOTE G — DEFERRED COMPENSATION ARRANGEMENT, DISPUTE WITH FORMER EMPLOYEE AND SALE OF TDC

Effective July 1, 2004, the Company entered into one-year compensation arrangements with two of its then executive officers. The arrangements provide for annualized salaries of \$120,000 and \$110,000 for the Company’s Chief Executive Officer and Chief Financial Officer, respectively. As part of the arrangement, any of this compensation accrued but not paid can be converted, at the option of the applicable executive officer, into shares of Common Stock of the Company at any time through June 30, 2007. The conversion rate is equal to the accrued amount divided by the average closing bid of the Company’s Common Stock for the 20 trading days previous to the election date. The Company will hold any issued shares in escrow for one year following the date of conversion. Termination of employment during the one-year period causes the issued stock to be forfeited and returned to the Company and, as such, the outstanding salary underlying the forfeited stock is no longer owed.

On April 12, 2006, Robert Davidorf, a former director and officer of the Company, and on that date a director and officer of TDC, resigned. In his letter of resignation, Mr. Davidorf made certain claims for payment of approximately \$130,000 in accrued salaries (including \$95,388 relating to the above deferred compensation arrangement) and expenses allegedly owed to him. This matter was settled without payment of any extra compensation as part of the sale of the Company’s wholly owned subsidiary, TDC, which was completed on September 14, 2006 by way of a sale to 541368 LLC, a California limited liability company, purchasing 100% of the stock of TDC for an aggregate consideration of \$100 and the settlement of certain disputes between the Company and certain members of the management of 541368 LLC, who formerly served as the management of the Company and TDC. In addition, the Company agreed to make a one-time cash payment of \$44,500 to TDC in full satisfaction of the Company’s obligations under an existing Support Agreement dated as of August 1, 2005 between the Company and TDC, and the Support Agreement was terminated pursuant to the sale agreement. The sale agreement also contained customary representations, warranties, covenants and mutual indemnity provisions.

The assets and liabilities disposed of from the discontinued operations of TDC at June 30, 2006 (the financial statements used in the sale) are as follows:

Assets:

Accounts Receivable	108,661
Prepayments	4,291
Computers and equipments, net	811
Total assets	113,763

Liabilities:

Bank overdraft	14,810
----------------	--------

Accounts payable and accruals	373,676
Total Liabilities	388,486

13

In June 2002, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" (hereinafter "SFAS No. 146"). SFAS No. 146 addresses significant issues regarding the recognition, measurement, and reporting of costs associated with exit and disposal activities, including restructuring activities. SFAS No. 146 also addresses recognition of certain costs related to terminating a contract that is not a capital lease, costs to consolidate facilities or relocate employees, and termination benefits provided to employees that are involuntarily terminated under the terms of a one-time benefit arrangement that is not an ongoing benefit arrangement or an individual deferred-compensation contract. SFAS No. 146 was issued in June 2002, effective December 31, 2002 with early adoption encouraged. The effect on the Company's financial statement of the adoption of SFAS No. 146 is reflected in discontinued operations.

The Company's financial results of prior periods have been reclassified to reflect the discontinued operations of TDC. Condensed results of discontinued segments are as follows:

	September 30, 2006	December 31, 2005
Net Sales	\$ 122,370	\$ 401,614
Net Income (Loss)	\$ 192,685	\$ (12,555)

In August 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" (hereinafter "SFAS No. 144"). SFAS No. 144 replaces SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of." This standard establishes a single accounting model for long-lived assets to be disposed of by sale, including discontinued operations to include a "component of an entity" (rather than a segment of a business). A component of an entity comprises operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the entity. A component of an entity that is classified as held for sale, or has been disposed of, is presented as a discontinued operation if the operations and cash flows of the component will be (or have been) eliminated from the ongoing operations of the entity and the entity will not have any significant continuing involvement in the operations of the component.

In accordance with SFAS No. 144 effective August 1, 2001, the operating results of TDC, which was disposed of during the third quarter of 2006, are included in discontinued operations. Assets and liabilities of TDC have been removed from the financial statements for the period ended September 30, 2006 as sold and restated as net assets and liabilities from discontinued operations for the period ended December 31, 2005.

NOTE H — CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On January 20, 2006 the Company acquired Atlas Technology Group Holdings Ltd. and its subsidiaries, which had over the previous 18 months been developing its new software system for providing external IT application support services for organizations with large IT functions. This work is being carried out by both employees of the Company and specialist consultants engaged to prepare modules of this new system. Some of these consultants are engaged through WebConsult Inc., a registered Microsoft vendor, and they continue to carry out such work on normal commercial terms. Robert Altinger a director of the Company was formerly a consultant to WebConsult Inc. Robert Altinger's wife is an officer of WebConsult Inc.

Since the beginning of the second quarter of 2006 the three executive directors of the Company have been paid or had fees accrued of \$10,000 (or in one case 10,000 Euros) each per month to themselves or to their consulting companies in lieu of salary as compensation for their time until contracts are negotiated. In July 2006, Michael Murphy was engaged as COO and the three executive directors plus the COO have together been paid or had accrued a total of \$428,000 for the nine months to September 30, 2007.

NOTE I — ACQUISITION OF ATLAS TECHNOLOGY GROUP

On January 20, 2006, the Company acquired 100 percent of the issued capital of TakeCareofIT Holdings Limited (now renamed Atlas Technology Group Holdings Limited), a Malta corporation, and its subsidiaries, who have been collectively doing business as Atlas Technology Group for \$37,235 in cash and assumed \$1,143,780 of current liabilities (of which \$1,073,744 plus interest was due to Tribeworks). Atlas Technology Group Holdings Limited was established in September 2004 to provide external Information Technology (IT) application support services for organizations with large IT functions. See Note B above.

The acquisition was accounted for using the purchase method of accounting. The purchase price was allocated to the tangible and intangible net assets acquired based on the management's evaluation of their respective replacement values on the acquisition date in accordance with SFAS No. 141. Upon acquisition, Atlas Technology Group Holdings Limited became a wholly owned subsidiary of Tribeworks, Inc.

The purchase price was allocated as follows:

Cash	\$ 93,273
VAT receivable	22,596
Deposits/Prepays	4,924
Equipment	225,030
IT Technology	835,192
	\$ 1,181,015

NOTE J — ACQUISITION OF BLIVE

On January 19, 2007, the Company entered into an Asset and Stock Purchase Agreement (the "BLive Agreement") with BLive, Forte Finance Limited, a Maltese limited liability company ("Forte") and Petroleum Corporation of Canada Limited, an Alberta corporation ("Petroleum Corp."), pursuant to which the Company purchased substantially all of the assets of BLive in exchange for 1,000,000 fully paid shares of Common Stock in the Company. This agreement was closed on January 26, 2007.

Additionally, in consideration of the payment by Petroleum Corp. of \$100,010, the Company agreed to issue to Petroleum Corp. 100,000 fully paid shares of the Company's Common Stock and a warrant to purchase 300,000 shares of Common Stock of the Company at \$1.25 per share exercisable for a period of two years. The shares issued in connection with this transaction have been issued to Petroleum Corp., as a creditor of BLive. In addition, 150,000 shares of Common Stock have been issued to Forte as an M&A fee for the transaction ("Advisory Shares"). The shares issued in connection with this transaction are "restricted securities" (as defined in the Securities Act of 1933, as amended, (the "Act")). In connection with the BLive Agreement, the Company also entered into an escrow agreement with the following parties with the following terms: (a) an Escrow Agreement between Petroleum Corp. and the Company, whereby 300,000 shares of Common Stock will be held in escrow until the receipt of certain Canadian tax refunds owed to InfoBuild (refunds since received); and (b) an Escrow Indemnification Agreement between Forte and the Company, whereby the 150,000 shares of Common Stock issued to Forte will be held in escrow until the expiration of a twelve month indemnity period that was signed pursuant to an agreement with Forte, dated January 19, 2007.

As part of the BLive Agreement, the Company has also acquired a 49% ownership interest in BLive's Canadian affiliate, InfoBuild Networks (Canada) Inc. InfoBuild Networks (Canada) Inc has subsequently been renamed BLive Networks Inc., and the business is now trading through this entity. The Company subsequently exercised an option agreement to purchase the remaining 51%.

The offering of these unregistered securities were exempt from registration pursuant to Rule 506 promulgated under the Securities Act of 1933. Each of these investors represented to us, in writing, that it was an “accredited investor” as that term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933. The proceeds from these sales of unregistered securities are being used for general working capital purposes.

The purchase price was allocated as follows:

Cash	\$	414
Accounts Receivable, net (since collected)		150,520
Computer equipment		57,204
Customer list and Trademarks		555,312
IT Technology		505,121
		1,268,571
Less Creditors		(6,448)
	\$	1,262,123

NOTE K — SUBSEQUENT EVENTS

There have been no material events subsequent to September 30, 2007.

16

Item 2. Management’s Discussion and Analysis or Plan of Operation.

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

In addition to historical information, the following discussion contains statements that plan for or anticipate the future. These forward-looking statements include statements about our future business plans and strategies, future actions, future performance, costs and expenses, interest rates, outcome of contingencies, financial condition, results of operations, liquidity, objectives of management, and other such matters, as well as certain projections and business trends, and most other statements that are not historical in nature, that are "forward-looking" within the meaning of the Private Securities Litigation Reform Act of 1995.

The Private Securities Litigation Reform Act of 1995 provides a “safe harbour” for forward-looking information to encourage companies to provide prospective information about themselves without fear of litigation so long as that information is identified as forward-looking and is accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those projected in the information. Forward-looking information may be included in this Quarterly Report or may be incorporated by reference from other documents we have filed with the Securities and Exchange Commission (the “SEC”). You can identify these forward-looking statements by the use of words like “may,” “will,” “could,” “should,” “project,” “believe,” “anticipate,” “expect,” “estimate,” “forecast,” “potential,” “intend,” “continue” and variations of these words or comparable words. Forward-looking statements do not guarantee future performance, and because forward-looking statements involve future risks and uncertainties, there are factors that could cause actual results to differ materially from those expressed or implied. These risks and uncertainties include, without limitation, those detailed from time to time in our filings with the SEC.

We have based the forward-looking statements relating to our operations on management's current beliefs, expectations, estimates, and projections about us and the industry in which we operate, as well as assumptions and information currently available to us. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that we cannot predict. In particular, we have based many of these forward-looking statements on assumptions about future events that may prove to be inaccurate. Because forward-looking statements involve future risks and uncertainties, there are several important factors that could cause actual results to differ materially from historical results and percentages and from the results anticipated by these forward-looking statements.

For example, a few of the uncertainties that could affect the accuracy of forward-looking statements include, without limitation:

- Whether or not our products are accepted by the marketplace and the pace of any such acceptance;
- Our ability to continue to grow our Tools and Enterprise businesses;
- Improvements in the technologies of our competitors;
- Changing economic conditions; and
- Other factors, some of which will be outside of our control.

Our business model is primarily focused on delivering IT support services. We are leveraging the recent advances in software, IT monitoring systems, and communications, to build a new, leading edge, global support infrastructure, providing 24x7 software support to large and medium sized companies. The new application onboarding and monitoring processes that we have developed should allow for cost savings over existing IT service providers. We believe the IT support offerings offered using our software, systems and processes will provide a quality product to a wide range of business enterprises and provide a maximum return on our investment.

RISK FACTORS

We wish to caution you that there are risks and uncertainties that could cause our actual results to be materially different from those indicated by forward-looking statements that we make from time to time in filings with the SEC, news releases, reports, proxy statements, registration statements and other written communications, as well as oral forward-looking statements made from time to time by representatives of our Company. These risks and uncertainties include, but are not limited to, those listed in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2006. These risks and uncertainties and additional risks and uncertainties not presently known to us or that we currently deem immaterial may cause our business, financial condition, operating results and cash flows to be materially adversely affected. Except for the historical information contained herein, the matters discussed in this analysis are forward-looking statements that involve risks and uncertainties, including but not limited to general business conditions, the impact of competition, and other factors which are often beyond the control of the Company. The Company does not undertake any obligation to update forward-looking statements except as required by law. You should refer to and carefully review the information in future documents we file with the SEC.

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We experienced a net operating loss (EBIT) of \$833,743 for the quarter ended September 30, 2007 compared to a net operating loss of \$571,076 from continuing operations for the same quarter in 2006. This brings us to a net operating loss (EBIT) of \$2,232,319 for the nine months ended September 30, 2007 compared to a net operating loss from continuing operations of \$1,366,067 for the first nine months of 2006.

2006 was a transitional year for us with the acquisition of AtlasTG on January 20, 2006 and the sale of our previous business, operated from within TDC, on September 14, 2006. With the sale of TDC the results of TDC for the first half of 2006 have been treated as discontinued operations in the first nine months of 2006 financial statements and as a result the net gain from the sale of TDC of \$192,685 has not been included in the comparative operating loss of \$1,366,067 above. The results of operations from TDC will be included in comparative figures stated below and comment will be made about the impact of the now discontinued revenues and expenses of TDC where appropriate.

On January 26, 2007 the Company acquired all of the assets (but not the liabilities) and 700 customers of BLive Networks, Inc., for a consideration of 1,150,000 shares of common stock of the Company ("Common Stock"). Additionally, in consideration of the payment by Petroleum Corp. of Canada of \$100,010, the Company issued to Petroleum Corp 100,000 fully paid shares of the Company's Common Stock and a warrant to purchase 300,000 shares of Common Stock of the Company at \$1.25 per share exercisable for a period of two years (see Note J to the consolidated interim financial statements located elsewhere in this report for further detail of this acquisition). Included with these assets was a Canadian company called InfoBuild Networks (Canada) Inc. and the assets acquired have been injected into this company and the name of it has been changed to BLive Networks Inc. ("BLive") and the business has continued to trade through this company. The assets acquired have been consolidated into these financial statements and the results of BLive from January 26, 2007 have been included after making adjustments for certain pre-acquisition and post-acquisition events.

At the annual general meeting of the Company on July 12, 2007, the name of the Company was changed from Tribeworks, Inc. to Atlas Technology Group, Inc. and as of August 16, 2007, the Company's Common Stock now trades under the ticker symbol ATYG.OB with the new CUSIP number of 049432 107 and new ISIN number of US0494321070.

Revenues

Total revenues were \$409,584 for the nine months ended September 30, 2007, compared to \$24,734 for the nine months ended September 30, 2006. It should be noted that \$24,734 was our first revenue of the new business stream and was all booked in the third quarter of 2006).

The revenue of \$409,584 can be split into three categories: a) revenue from consulting services and placing consultants with third parties of \$183,944; b) sales support services software through our BLive operations of \$63,406 for the eight months following the acquisition of BLive; and c) \$162,234 of onboarding and support sales. The onboarding and support revenue in the current year is the first revenue generated by our new mainstream business and will build over coming months as new customers are onboarded and become mainstream support customers. The consulting services are being provided to potential software support customers from our Redmond office and the provision of consultants is through a joint venture with Breard LLC where we are operating a staff augmentation consulting service for potential support customers as a first step in developing a relationship with these potential customers.

While the revenue in the first quarter came from the provision of consulting services and from our new BLive operation, the bulk of the increase in our revenue for the second and third quarters came primarily from onboarding and support to our first IT support customers that we began providing services to in March 2007. We completed the onboarding to our first customer, Mobile Content Networks, Inc. ("MCN"), in Palo Alto, California in March 2007. MCN provides real-time mobile search solutions to 3GSM mobile telephone networks such as D2 of Japan and Total Access Communications Plc ("DTAC") of Thailand. At the end of 2006, D2 Communications, the largest mobile advertising agency in the world, released its FM Radio Search service to DoCoMo handset users providing listeners of FM radio with one click access to ringtones, music downloads, CDs and DVDs through MCN's MobileSearch.net platform. MCN is currently working with over twenty partners in ten countries who are developing solutions based on its platform.

We are currently onboarding our third, fourth and fifth IT application support customers, Shoe Pavilion Inc ("Shoe Pavilion"), Operative, Inc ("Operative") and PayPlusBenefits, Inc ("PayPlus"), using our own staff, and we expected to start generating support revenue from these customers before year end.

Shoe Pavilion is a Sherman Oaks, CA, based independent off-price footwear retailer with 108 stores in locations in the Western and South-western United States. Operative is a New York, NY, provider of ad operations software, technology and outsourcing services. PayPlus is a Pasco, WA, based nationally recognized, award-winning Professional Employer Organization, who outsources human resources administration and payroll functions for companies.

We are also in discussions with a major international IT company to provide our application support services and will hopefully enter into a preliminary agreement with this company in the fourth quarter of 2007.

We anticipate that revenue from our new IT support services will increase during the year as new customers are recruited and onboarded by our newly appointed sales and onboarding partners. To date, we have appointed Universal Information Technology Group, Ltd ("UniTech") and PA Consulting from the UK and the Italian IT consulting company Bizmatica Sistemi s.r.l., as onboarding partners for our software services and IT support. We are currently negotiating with another party in Europe and are close to finalizing an agreement with a large international consulting firm to also become our onboarding partner in the United States.

With the acquisition of the business of BLive in January 2007, we acquired 700 customers and an established annual revenue base of approximately \$250,000. We are planning to integrate the BLive business and proprietary support tools to strengthen our remote technical support and sales, both externally, and for our internal corporate Helpdesk

support departments and to upgrade the BLive product. BLive targets users within the worldwide Helpdesk support market, which diversifies our revenue base.

Cost of Sales

Our cost of sales for the nine months of 2007 was \$269,091 compared to \$193,691 for the first six months to June 30, 2007 and \$83,711 in the first three months to March 31, 2007. There are no comparable cost of sales for 2006 as AtlasTG was still developing its software tools and BLive was acquired in January 2007. Cost of sales includes an allocation of salary costs related to the consulting work performed and BLive support services provided, as well as the salaries and engagement fees for the consultants provided to third parties and the share of income for our joint venture partner. The salary costs for our mainstream support services are included under operating expenses with the IT software development and support line.

While the Gross Margin for the nine months to September 30, 2007 was \$140,493 (Nil for 2006) as we are still getting systems established it is too early to predict what gross margin percentages of revenue will be going forward.

Operating Expenses

During the 2006 year, we developed our new software tools for onboarding and monitoring of our customer's software applications. Part of these costs have been capitalized in accordance with Statement of Financial Accounting Standards No. 86, "Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed" ("SFAS 86") and the balance has been treated as an operating expense. In the first nine months of 2007, \$293,222 was capitalized (compared to \$312,581 in the first nine months of 2006) with \$1,021,404 of IT development and support costs being expensed compared to \$656,130 in the first nine months of 2006. In the third quarter of 2007, \$379,068 was expensed compared to \$282,034 in the third quarter of 2006. With our software now going into production with real-time customers, the amount being capitalized in future periods will substantially decline in future periods as more of our costs will be directed at our support functions rather than development functions. Also during 2007 and more particularly in the second and third quarters of 2007, as the value of the US dollar has fallen against both the Euro and the New Zealand dollar, the cost of our operations in both Malta and New Zealand have increased in US dollar terms and adversely impacted our results, even though the local costs in Malta and New Zealand have not increased substantially.

Sales and marketing expenses for the nine months ended September 30, 2007 were \$204,840 (which is in line with the level of expenditure in the first two quarters of 2007) compared to \$80,009 for the nine months ended September 30, 2006. Sales and marketing expenses for the quarter ended September 30, 2007 were \$72,909 compared to \$35,485 for the quarter ended September 30, 2006 and increased in the quarter as we employed additional staff resource into this area. Sales and marketing expense consists primarily of compensation and benefits for our sales and marketing team, plus advertising expenses which are primarily the costs incurred in the design, development, and printing of our literature and marketing materials. We expense all advertising expenditures as incurred. Sales and marketing expenses will continue to grow as we move into the growth stage and as we continue to expand our market presence in 2007.

Depreciation and amortization expense increased substantially in the second and third quarters and for the nine months ended September 30, 2007 it was \$261,400 with \$176,273 (\$88,137 in the previous quarter) being amortized off the IT technology and customer lists that we purchased as part of the BLive assets, which are being amortized over the next three years. When this is deducted, the remaining depreciation charge for the nine months ended September 30, 2007 at \$85,127, which is in line with the depreciation charge for the first two quarters of 2007. There are no relevant comparables for 2006 as the business and software were in the development phase. As we move into the full support phase in the coming months, the amortization of the capitalized software over three years will begin and this will also become a significant expense in future periods, which will offset the increase in revenue from our application support operations.

General and administrative expenses consist primarily of compensation and benefits, fees for professional services such as legal and audit, as well as overhead. General and administrative expenses were \$885,168 for the nine months ended September 30, 2007 compared to \$654,662 for the nine months ended September 30, 2006. General and administrative expenses were \$307,312 for the quarter ended September 30, 2007 compared to \$278,291 for the quarter ended September 30, 2006. The differences between the two years is attributed to an increase in administrative costs associated with an increasing number of executives; additional costs that are attributed to an increase in employees and rental expenses associated with our additional operating location we added in Redmond, Washington, in the middle of 2006 and additional legal expense associated with the WCOF financing transaction. In addition, three members of the executive team worked without compensation in the first quarter of 2006. It is expected that general and administrative costs will be reduced from the present level during the remainder of 2007.

Loss from Operations

The loss from operations for the continuing business for the nine months ended September 30, 2007 was \$2,232,319 compared to a loss of \$1,366,067 for the nine months ended September 30, 2006. This increased loss was due to additional support cost, sales and marketing expense and depreciation and amortization as detailed above. For the quarter ended September 30, 2007 the loss was \$833,743 compared to a loss of \$571,076 for the third quarter of 2006. Again the main factors causing the increased loss were additional support cost, sales and marketing expense and depreciation and amortization. As revenue increases the loss from operations will reduce as we have sufficient office space in all three locations to accommodate our immediate needs and to accommodate additional staff we need to hire. In addition general and administrative costs will remain at the same levels as we build up revenue over the coming twelve months.

Interest Income, Expense and other financing charges

Interest expense was \$84,219 for the nine months ended September 30, 2007 and \$53,357 for the quarter ended September 30, 2007. The increase is due to the accrual of interest on the WCOF term loan and also the accrual of \$9,000 of penalty interest on the Note Payable that fell due on September 30, 2007 when the repayment date was extended.

Interest income the nine months ended September 30, 2007 was \$28,094 compared to \$7,439 for the first nine months of 2006. Interest income for the three months ended September 30, 2007 was \$26,028 compared to \$6,318 in the third quarter of 2006. The increase in the third quarter of 2007 is primarily attributable to the accrual of interest on the \$4,000,000 borrowed from WCOF as detailed in Note D to the financial statements above and held in the escrow deposit. Interest expense will be an increasing cost for the remainder of 2007 as interest expense is accrued and paid on the full WCOF facility of \$5 million at an interest rate of 5%. Some of this expense will be offset by interest income on the escrow deposit which accounted for the bulk of the interest income in the period.

Following the issuance to WCOF of 6,500,000 shares of Common Stock in the form of "yield enhancement shares" and the warrants exercisable for five years to purchase 6,500,000 shares of Common Stock at an exercise price of \$2.60 per share (see Notes D and F to the financial statements above) and other associated transactions, we have been required to carry out a series of Black-Scholes valuations to fair value the various securities that have been issued and then to account for them as additional paid in capital that has then been either expensed as to \$1,082,071 (in addition to the \$769,150 expensed in the second quarter) plus the amortization of the capitalized amounts of \$814,607 during the quarter ended September 30, 2007 (\$70,225 in the second quarter of 2007) .

In total \$3,599,486 of other financing charges have been expensed or amortized during the nine months ended September 30, 2007 (nil 2006), with \$2,184,305 of these being expensed or amortized during the three months ended September 30, 2007, \$1,893,678 relates to the WCOF financing transaction. These prepaid financing charges are being amortized over the 17 months to the repayment date of the WCOF debt on November 30, 2008.

The offering of these unregistered securities were exempt from registration pursuant to Rule 506 promulgated under the Securities Act of 1933. WCOF represented to us in writing that it was an “accredited investor” as that term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933.

The proceeds from the sale of unregistered securities are being used for general working capital purposes as will the WCOF Escrow once it is released from Escrow.

21

Provision for Income Taxes

Income taxes for the nine months ended September 30, 2007 were \$304 (being State income taxes and withholding taxes deducted from interest income). The comparative figures for the nine months ended September 30, 2006 were \$1,902 and again primarily State taxes. Income tax for the three months ended September 30, 2007 was \$279 compared to \$1,877 for the three months ended September 30, 2006.

Net Income (Loss)

In summary and discussed above, we experienced a net operating loss (EBIT) of \$2,232,319 for the nine months ended September 30, 2007 compared to a net operating loss of \$1,366,067 for the first nine months of 2006. The net operating loss for the quarter ended September 30, 2007 was \$833,743 compared with a net operating loss of \$571,076 for the quarter ended September 30, 2006. When our net operating loss is added to our net interest and other financing charges of \$3,655,611, taxes of \$304 and foreign exchange translation losses of \$248,531, our comprehensive loss for the nine months ended September 30, 2007 is \$6,136,765 compared to a comprehensive loss of \$1,167,845 for the nine months ended September 30, 2006. The comprehensive net loss for the quarter ended September 30, 2007 was \$3,148,113 compared with a comprehensive loss from continuing operations of \$567,046 for the quarter ended September 30, 2006. We do not expect to be profitable during 2007, but we expect our level of operating losses to reduce as we gain new application support customers and increase our revenue throughout the year.

Liquidity and Capital Resources

At September 30, 2007 we had total cash resources of \$163,375 compared to \$581,470 at June 30, 2007, \$214,766 at March 31, 2007 and \$130,991 at December 31, 2006. Cash has been used to finance the losses incurred by the Company as it gets its new business stream established. At September 30, 2007, the Company also had \$4,028,265 of restricted cash in a restricted escrow account at Wells Fargo N.A.

The WCOF facility yielded us a medium term loan in the amount of \$5,000,000 which is repayable on November 30, 2008. \$4,000,000 of this loan was placed into an escrow account with Wells Fargo Bank, N.A. and has accrued interest income of \$28,265. Pursuant to the terms of the Escrow Agreement, the amount of \$1,500,000 will not be released from escrow, unless one of our subsidiaries enters into contracts with certain customer entities, totalling \$1,000,000 in annual, non-contingent future revenues prior to 5:00 p.m. on December 31, 2007. In addition, the entire proceeds of the Second Note were also placed into the escrow account and will not be released from escrow, unless Atlas US, the Company or any of its subsidiaries enters into contracts with certain customer entities, totalling \$5,000,000 in non-contingent future revenues prior to 5:00 p.m. on December 31, 2007.

This arrangement is further detailed in Note D to the financial statements above.

We arranged a further \$200,000 of new equity from an existing stockholder at the end of the third quarter. The funds were held as subscription monies at September 30, 2007 and the shares will be issued during the fourth quarter of 2007.

Related Party Transactions

As of September 30, 2007, we have not entered into any contractual arrangements with related parties other than as shown in Note H of the consolidated financial statements above and a short term advance from a stockholder who is a director. There are no other currently proposed transactions, or series of the same, to which we are a party, in which the amount involved exceeds \$60,000 and in which, to our knowledge, any director, executive officer, nominee, 5% stockholder or any member of the immediate family of any of the foregoing persons have or will have a direct or indirect material interest.

Recently Issued Financial Accounting Pronouncements

None.

Off-Balance Sheet Arrangements

We have no 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 is material to investors.

Item 3. Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation required by Rule 13a-15(b) promulgated under the Exchange Act, that as of September 30, 2007 our disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Exchange Act) are effective in alerting them on a timely basis to material information relating to us (including our consolidated subsidiaries) required to be included in our periodic filings under the Exchange Act, and include controls and procedures designed to ensure that information required to be disclosed by us in such periodic filings is accumulated and communicated to our management, including our Chief Executive Officer, as appropriate to allow timely decisions regarding required disclosure. Since September 30, 2007, there have not been any significant changes in our disclosure controls and procedures or in other factors that could significantly affect such controls.

There were no significant changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) promulgated under the Exchange Act that occurred during the fiscal quarter ended September 30, 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION**Item 1. Legal Proceedings**

None.

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

During the quarter ended June 30, 2007 the Company issued:

- a) 3,250,000 shares of Common Stock and a warrant exercisable for five years to purchase 3,250,000 shares of Common Stock at an exercise price of \$2.60 per share were issued to WCOF as part of the Securities Purchase Agreement, dated July 11, 2007, between the Company, all of its subsidiaries and WCOF. These warrants expire on July 11, 2012. This transaction is described in more detail on our Current Report on Form 8-K filed on June 19, 2007.
- b) 25,000 shares of Common Stock and a warrant exercisable for two years to purchase 50,000 shares of Common Stock at an exercise price of \$1.00 per share were issued in exchange for the extension of the repayment terms of a Note Payable. These warrants expire on July 26, 2009.
- c) 10,000 shares of Common Stock were issued upon the exercise of a warrant exercisable at \$1.00 per share

The offering of these securities were exempt from registration pursuant to Rule 506 promulgated under the Securities Act of 1933. Each of these investors represented to us, in writing that it was an “accredited investor” as that term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933. The proceeds from these sales of unregistered securities are being used for general working capital purposes.

Item 3. Defaults upon Senior Securities.

None.

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

The following table summarizes the votes at the Annual Meeting of our stockholders held on July 12, 2007:

Matter	For	Against	Withheld	Abstain	Non-Vote
Election of Directors:					
Robert Altinger.	18,132,829	—	—	—	—
Andrew Berger	18,132,829	—	—	—	—
W. Gordon Blankstein	18,132,829	—	—	—	—
Robert C. Gardner	18,132,829	—	—	—	—
Peter B. Jacobson	18,132,829	—	—	—	—
B.S.P. Marra	18,132,829	—	—	—	—
Ratification of the appointment of Williams &	18,132,829	—	—	—	—

Webster, P.S. as Independent
Auditors for the Company for
2007

Amendment of the Company's
Certificate of Incorporation for
Purposes of Changing the
Name of the Company to
Atlas Technology Group, Inc.

18,132,829

—

—

—

—

Item 5. Other Information.

None.

24

Item 6. Exhibits.

(a) The following exhibits are included in this report or incorporated by reference into this report:

EXHIBIT

NUMBER DESCRIPTION OF EXHIBITS

- 10.1 Securities Purchase Agreement, dated June 15, 2007 by and among Tribeworks, Inc., all of its subsidiaries and West Coast Opportunity Fund, LLC (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.2 Form of Senior Secured Non-Convertible Promissory Note, dated July 11, 2007, issued by Atlas Technology Group (US), Inc. to West Coast Opportunity Fund, LLC (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.3 Pledge and Security Agreement, dated June 15, 2007, by and among Tribeworks, Inc., all of its subsidiaries and West Coast Opportunity Fund, LLC (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.4 Secured Guaranty, dated June 15, 2007, by and among Tribeworks, Inc. all of its subsidiaries except Atlas Technology Group (US), Inc. and West Coast Opportunity Fund, LLC (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.5 Escrow Agreement, dated June 15, 2007, by and among Atlas Technology Group (US), Inc., West Coast Opportunity Fund, LLC and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.6 Registration Rights Agreement, dated June 15, 2007, between Tribeworks, Inc. and West Coast Opportunity Fund, LLC (incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.7 Form of Warrant, dated July 11, 2007, to purchase 3,250,000 shares of Common Stock of Tribeworks, Inc. issued to West Coast Opportunity Fund, LLC (incorporated by reference to Exhibit 10.7 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.8 Form of Lock-Up Agreement, dated June 15, 2007, between West Coast Opportunity Fund, LLC and certain stockholders of Tribeworks, Inc. (incorporated by reference to Exhibit 10.8 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*

31.1

Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and 15d-14(a).

31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and 15d-14(a).

32.1 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.

32.2 Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.

* Previously filed

25

SIGNATURES

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

TRIBEWORCS, INC.,
a Delaware corporation

Date: November 14, 2007

By:

/s/ Peter B Jacobson

Peter B Jacobson
Chief Executive Officer

Date: November 14, 2007

By:

/s/ B. S. P. Marra

B. S. P. Marra
Chief Financial Officer

Index to Exhibits

EXHIBIT

NUMBER DESCRIPTION OF EXHIBITS

- 10.1 Securities Purchase Agreement, dated June 15, 2007 by and among Tribeworks, Inc., all of its subsidiaries and West Coast Opportunity Fund, LLC (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.2 Form of Senior Secured Non-Convertible Promissory Note, dated July 11, 2007, issued by Atlas Technology Group (US), Inc. to West Coast Opportunity Fund, LLC (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.3 Pledge and Security Agreement, dated June 15, 2007, by and among Tribeworks, Inc., all of its subsidiaries and West Coast Opportunity Fund, LLC (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.4 Secured Guaranty, dated June 15, 2007, by and among Tribeworks, Inc. all of its subsidiaries except Atlas Technology Group (US), Inc. and West Coast Opportunity Fund, LLC (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.5 Escrow Agreement, dated June 15, 2007, by and among Atlas Technology Group (US), Inc., West Coast Opportunity Fund, LLC and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.6 Registration Rights Agreement, dated June 15, 2007, between Tribeworks, Inc. and West Coast Opportunity Fund, LLC (incorporated by reference to Exhibit 10.6 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.7 Form of Warrant, dated July 11, 2007, to purchase 3,250,000 shares of Common Stock of Tribeworks, Inc. issued to West Coast Opportunity Fund, LLC (incorporated by reference to Exhibit 10.7 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 10.8 Form of Lock-Up Agreement, dated June 15, 2007, between West Coast Opportunity Fund, LLC and certain stockholders of Tribeworks, Inc. (incorporated by reference to Exhibit 10.8 to the Registrant's Current Report on Form 8-K filed June 19, 2007)*
- 31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and 15d-14(a).

- 31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and 15d-14(a).
- 32.1 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.
- 32.2 Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.

* Previously filed

27
