

CREATIVE COMPUTER APPLICATIONS INC
Form S-4
October 03, 2005

As filed with the Securities and Exchange Commission on October 3, 2005

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form S-4

REGISTRATION STATEMENT

Under The Securities Act of 1933

CREATIVE COMPUTER APPLICATIONS, INC.

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

7373
(Standard Industrial
Classification Code No.)

95-3353465
(I.R.S. Employer
Identification No.)

26115-A Mureau Road

Calabasas, California 91302

(818) 880-6700

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Steven M. Besbeck

President and Chief Executive Officer

Creative Computer Applications, Inc.

26115-A Mureau Road

Calabasas, California 91302

(818) 880-6700

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Sheppard, Mullin, Richter & Hampton, LLP
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Santa Barbara, CA 93101
(805) 568-1151

Copies to:
Anahita Villafane
Chief Financial Officer
Creative Computer Applications, Inc.
26115-A Mureau Road
Calabasas, California 91302
(818) 880-6700

Samuel G. Elliott
Chief Executive Officer
StorCOMM, Inc.
7 Corporate Plaza, 8649 Baypine Rd.
Jacksonville, Florida 32256
(888) 731-0731

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions set forth in the Agreement and Plan of Reorganization, dated as of August 16, 2005, described in the enclosed joint proxy statement/prospectus have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Unit(2) | Proposed Maximum Aggregate Offering Price(3) | Amount of Registration Fee |
|--|----------------------------|---|--|----------------------------|
| Common Stock, no par value per share | 3,703,900 | \$0.00034 | \$51,461.24 | \$6.06 |

(1) Represents the maximum number of shares of Creative Computer Applications, Inc. common stock, no par value per share, that may be issued in connection with the merger described herein, equal to the product obtained by multiplying (i) 151,356,583, which represents the maximum number of shares of StorCOMM, Inc. common stock to be canceled in connection with the merger described herein assuming the exercise of all vested StorCOMM, Inc. options and warrants expected to be assumed by Creative Computer Applications, Inc. by (ii) the exchange ratio of 2.447 shares of Creative Computer Applications, Inc. common stock for every 100 shares of StorCOMM, Inc. common stock.

(2) Inasmuch as there is no market for the share of StorCOMM, Inc. common stock to be canceled in the merger and StorCOMM has an accumulated capital deficit, the maximum offering price per share and the maximum aggregate offering price are calculated using one-third of the par value of StorCOMM, Inc. common stock in accordance with Rule 457(f). The par value of StorCOMM, Inc.'s common stock is \$0.001 and one-third of which is equal to approximately \$0.00034 per share.

(3) Estimated solely for the purpose of computing the amount of the registration fee required by the Securities Act of 1933, as amended, and pursuant to Rule 457(f) of the Securities Act, equal to the product obtained by multiplying (i) \$0.00034, one-third of the par value of StorCOMM, Inc. common stock by (ii) 151,356,583, the maximum number of shares of common stock of StorCOMM, Inc. to be canceled in connection with the merger described herein.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

SUBJECT TO COMPLETION, DATED OCTOBER 3, 2005

The information in this prospectus is not complete and may be changed. Creative Computer Applications, Inc. may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Dear Creative Computer Applications, Inc. and StorCOMM, Inc. shareholders:

We are pleased to report that the boards of directors of Creative Computer Applications (CCA) and StorCOMM, Inc. (StorCOMM) have each unanimously approved the Agreement and Plan of Reorganization (referred to in this joint proxy statement/prospectus as the merger agreement) providing for a merger involving our two companies. Before we can complete the merger, we must obtain the approval of each of our company's shareholders. We are sending you this joint proxy statement/prospectus to ask you to vote in favor of the merger agreement, and various related matters.

Pursuant to the merger, CCA will acquire StorCOMM. StorCOMM shareholders will be entitled to receive 2.447 shares of CCA common stock for every 100 shares of StorCOMM common stock they own at the effective time of the merger (referred to in this joint proxy statement/prospectus as the exchange rate). As a result of this exchange, StorCOMM shareholders will become CCA shareholders and StorCOMM will become a wholly owned subsidiary of CCA. StorCOMM shareholders will receive cash instead of fractional shares of CCA common stock. Each outstanding share of CCA common stock will remain unchanged in the merger.

Prior to the merger, StorCOMM option holders will be given the opportunity to cancel their existing StorCOMM options. Those StorCOMM option holders that elect to cancel their options will receive the same number of CCA options that they would have received had they exchanged their options in the merger, except that the CCA options they will receive will have an exercise price equal to the fair market value of CCA common stock on the date of grant and a two-year vesting schedule. At the effective time of the merger, each outstanding option that is not voluntarily cancelled prior to the merger (referred to in this joint proxy statement/prospectus as assumed options) and all warrants to purchase shares of StorCOMM common stock will be assumed by CCA and converted into options or warrants to purchase shares of CCA common stock. The number of shares of CCA common stock subject to each assumed option and warrant will be determined on the same basis as the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole number (with no cash payable for any fractional share eliminated by such rounding). The exercise price of the assumed options or warrants will be equal to the exercise price per share under the original option or warrant divided by the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole cent. After adjusting the assumed options and warrants to reflect the application of the exchange rate and the assumptions by CCA, all other terms of the assumed options and warrants will remain unchanged.

Simultaneously with the closing of the merger, CCA will sell in a private placement up to 1,500,000 shares of its common stock and warrants to purchase up to 300,000 shares of its common stock. The shares of common stock and warrants will be sold in units, with each unit consisting of a single share of CCA common stock and 1/5 of a warrant to purchase one share of CCA common stock. The price per unit will be \$2.00 for an aggregate purchase price of \$3 million.

Assuming the merger had been completed as of September 15, 2005, CCA would have issued approximately 3,703,900 shares of common stock to the StorCOMM shareholders in the merger, on a fully diluted basis. Assuming further, the simultaneous sale of 1,500,000 units in the private placement immediately following the merger, StorCOMM shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company and CCA shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company, in both cases on a fully diluted basis, with the remainder owned by the investors in the private placement.

CCA common stock trades on the American Stock Exchange under the symbol CAP. Following the merger, CCA expects to change its trading symbol to APY following approval of the corporate name

change to Aspyra, Inc., as described herein. On _____, 2005, the closing price of CCA common stock, as reported by the American Stock Exchange, was \$ _____. StorCOMM is a private company and there is currently no public market for its securities.

CCA is taking this opportunity to call and hold its 2005 annual meeting of shareholders. At the CCA annual meeting, CCA is submitting the merger-related proposals as well as several additional proposals for the consideration and approval of its shareholders. At the CCA annual meeting, shareholders will vote on the following issues: FIRST, the merger agreement and the issuance and reservation for issuance of shares of CCA common stock pursuant to the merger agreement, SECOND, the issuance and reservation for issuance of shares of CCA common stock and warrants to purchase shares of CCA common stock in a private placement pursuant to the Common Stock and Warrant Purchase Agreement, THIRD, the amendment to CCA's Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc., FOURTH, the adoption of the 2005 Equity Incentive Plan, FIFTH, the election of the director nominees named in this joint proxy statement/prospectus, SIXTH, the ratification of the appointment of BDO Seidman, LLP as CCA's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005, and SEVENTH, the adjournment of the annual meeting, if necessary, if a quorum is present, to solicit additional proxies in favor of the proposals.

StorCOMM has also scheduled a special meeting for its shareholders to vote on the merger-related proposals. At the StorCOMM special meeting, the shareholders will vote on the following issues: FIRST, the merger agreement and SECOND, the adjournment of the special meeting, if necessary, if a quorum is present, to solicit additional proxies in favor of Proposal No. 1.

YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend your meeting, please take the time to vote by completing, signing, dating and returning the enclosed proxy card to us.

This document provides you with detailed information about the merger, the private placement, the non merger-related proposals of CCA and the meetings of CCA and StorCOMM. As described in the next few pages, you can also find more information about CCA from publicly available documents on file with the Securities and Exchange Commission.

We encourage you to read this entire joint proxy statement/prospectus carefully and we especially encourage you to read the section entitled Risk Factors beginning on page 15.

We enthusiastically support this combination, and we join with the members of our boards of directors in recommending that you vote **FOR** the merger agreement and the other proposals.

Bruce M. Miller
Chairman of the Board
Creative Computer Applications, Inc.

Samuel G. Elliott
Chief Executive Officer
StorCOMM, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the Creative Computer Applications, Inc. common stock to be issued pursuant to the terms set forth in this joint proxy statement/prospectus or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated _____, 2005 and is first being mailed to shareholders on or about _____, 2005.

CREATIVE COMPUTER APPLICATIONS, INC.

26115-A Mureau Road

Calabasas, CA 91302

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held November 11, 2005

To the Shareholders of
Creative Computer Applications, Inc.:

Notice is hereby given that the 2005 Annual Meeting of Shareholders of Creative Computer Applications, Inc. (CCA) will be held at CCA s offices at 26115-A Mureau Road, Calabasas, California 91302, on Friday, November 11, 2005, at 10:00 AM Pacific Time, for the following purposes:

- 1. Merger.** To approve the Agreement and Plan of Reorganization (referred to in this joint proxy statement/prospectus as the merger agreement), dated as of August 16, 2005, by and among StorCOMM, Inc. (StorCOMM), CCA and Xymed.com, Inc., a Delaware corporation and wholly owned subsidiary of CCA, and the issuance and reservation for issuance of shares of CCA common stock to StorCOMM shareholders pursuant to the merger agreement.
- 2. Private Placement.** To approve the issuance and reservation for issuance of up to 1,500,000 shares of CCA common stock and warrants to purchase up to 300,000 shares of CCA common stock in a private placement pursuant to the Common Stock and Warrant Purchase Agreement.
- 3. Amendment to the Articles of Incorporation.** To approve the amendment to the Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc.
- 4. 2005 Equity Incentive Plan.** To approve the 2005 Equity Incentive Plan.
- 5. Election of Directors.** To elect six members of CCA s board of directors to serve until the next annual meeting of shareholders and until their successors are elected and qualified.
- 6. Ratification of Appointment of Independent Registered Public Accounting Firm.** To ratify the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005.
- 7. Adjournment.** To adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposals.

In addition, the shareholders may transact any other business that properly may come before the annual meeting or any continuation, adjournment or postponement thereof.

While these proposals are being voted upon separately, each of the first two proposals must be approved in order for either of them to be implemented.

These proposals are more fully described in the accompanying joint proxy statement/prospectus, which we urge you to read very carefully. A copy of the merger agreement, the Common Stock and Warrant Purchase Agreement, the form of warrant, Registration Rights Agreement, the Amendment to the Articles of Incorporation and the 2005 Equity Incentive Plan are attached as Annex A, Annex B, Annex C, Annex D, Annex E and Annex G, respectively, to the joint proxy statement/prospectus.

Only CCA shareholders of record at the close of business on October 3, 2005, the record date, are entitled to notice of and to vote at the annual meeting or any adjournment or postponement of the annual meeting. A list of shareholders eligible to vote at the meeting will be available for your review during CCA s regular business hours at its headquarters in Calabasas, California for at least ten days prior to the annual meeting for any purpose related to the annual meeting.

The board of directors of CCA unanimously recommends that you vote FOR Proposal No. 1 for the merger agreement and the issuance and reservation for issuance of shares of CCA common stock pursuant to the merger agreement, FOR Proposal No. 2 for the issuance and reservation for issuance of shares of CCA common stock and warrants to purchase shares of CCA common stock in a private placement pursuant to the Common Stock and Warrant Purchase Agreement, FOR Proposal No. 3 for the amendment to the Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc., FOR Proposal No. 4 for the 2005 Equity Incentive Plan, FOR Proposal No. 5 for the election of the director nominees named in this joint proxy statement/prospectus, FOR Proposal No. 6 for the ratification of the appointment of BDO Seidman, LLP as CCA's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005, and FOR Proposal No. 7 to adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposals.

Whether or not you plan to attend the annual meeting in person, to ensure that your shares are represented at the annual meeting, we encourage you to submit your proxy by mail in the enclosed postage-paid envelope. Returning your proxy does not deprive you of your right to attend the annual meeting and to vote your shares in person. You may revoke your proxy in the manner described in this joint proxy statement/prospectus at any time before it has been voted at the annual meeting.

By Order of the Board of Directors,

James R. Helms
Secretary

STORCOMM, INC.
7 Corporate Plaza
8649 Baypine Road
Jacksonville, Florida 32256

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
To Be Held November 9, 2005

To the Shareholders of StorCOMM, Inc.:

Notice is hereby given that the Special Meeting of StorCOMM, Inc. (StorCOMM) will be held at StorCOMM s offices at 7 Corporate Plaza, 8649 Baypine Road, Jacksonville, Florida on Wednesday, November 9, 2005, at 10:00 AM Eastern Time, for the following purposes:

- 1. Merger.** To approve the Agreement and Plan of Reorganization (referred to in this joint proxy statement/prospectus as the merger agreement), dated as of August 16, 2005, by and among StorCOMM, Creative Computer Applications, Inc. (CCA) and Xymed.com (Xymed), a Delaware corporation and wholly owned subsidiary of CCA, pursuant to which StorCOMM will merge with Xymed and become a wholly owned subsidiary of CCA.
- 2. Adjournment.** To adjourn the special meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1.

These proposals are more fully described in the accompanying joint proxy statement/prospectus, which we urge you to read very carefully. A copy of the merger agreement is attached as Annex A to the joint proxy statement/prospectus.

Only StorCOMM shareholders of record at the close of business on October 3, 2005, the record date, are entitled to notice of and to vote at the special meeting or any adjournment or postponement of the special meeting. A list of shareholders eligible to vote at the meeting will be available for your review during StorCOMM s regular business hours at its headquarters in Jacksonville, Florida for at least ten days prior to the special meeting for any purpose related to the special meeting.

The board of directors of StorCOMM unanimously recommends that you vote FOR Proposal No. 1 for the merger agreement pursuant to which StorCOMM will merge with Xymed and become a wholly owned subsidiary of CCA, and FOR Proposal No. 2 to adjourn the special meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1.

Whether or not you plan to attend the special meeting in person, to ensure that your shares are represented at the special meeting, we encourage you to submit your proxy by mail in the enclosed postage-paid envelope. Returning your proxy does not deprive you of your right to attend the special meeting and to vote your shares in person. You may revoke your proxy in the manner described in this joint proxy statement/prospectus at any time before it has been voted at the special meeting.

By Order of the Board of Directors,

Samuel G. Elliott
Chief Executive Officer

Additional Information

This joint proxy statement/prospectus:

- Incorporates by reference important business and financial information about CCA that is not included in or delivered with this joint proxy statement/prospectus.
- Does not include some information included in the registration statement on Form S-4 filed with the Securities and Exchange Commission by CCA, of which this joint proxy statement/prospectus is a part, or information included in the exhibits to the registration statement.

This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in this joint proxy statement/prospectus or filed as exhibits to the registration statement by requesting them in writing or by telephone from CCA at the following address and telephone number:

Creative Computer Applications, Inc.

**26115-A Mureau Road
Calabasas, California 91302
Attention: Investor Relations
(818) 880-6700**

In order for you to receive timely delivery of the documents in advance of the meetings, CCA should receive your request no later than November 4, 2005, which is five business days before the date of CCA's annual meeting.

See "Where You Can Find More Information" on page 165.

If you have any questions about the merger, the private placement, the non merger-related proposals of CCA or the meetings of CCA and StorCOMM, including the procedures for voting your shares, or if you need additional copies of the joint proxy statement/prospectus or the enclosed proxy, please contact:

For CCA shareholders:

Creative Computer Applications, Inc.

26115-A Mureau Road
Calabasas, CA 91302
Attention: Investor Relations
(818) 880-6700

For StorCOMM shareholders:

StorCOMM, Inc.

7 Corporate Plaza
8649 Baypine Road
Jacksonville, Florida 32256
Attention: Investor Relations
(888) 731-0731

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The Creative Computer Applications and Aspyra family of related marks, images and symbols are the properties, trademarks and service marks of CCA.

The StorCOMM family of related marks, images and symbols are the properties, trademarks and service marks of StorCOMM.

Additional company and product names may be trademarks of their respective owners.

This joint proxy statement/prospectus is based on information provided by CCA, StorCOMM and other sources that CCA and StorCOMM believe to be reliable. This joint proxy statement/prospectus summarizes certain documents filed as exhibits hereto. For more information on how you can obtain copies of these documents, see "Where You Can Find More Information" on page 165.

**QUESTIONS AND ANSWERS
ABOUT THE MERGER, THE PRIVATE PLACEMENT,
THE CCA ANNUAL MEETING AND THE STORCOMM SPECIAL MEETING**

The following questions and answers are intended to address briefly some commonly asked questions regarding the CCA annual meeting and the StorCOMM special meeting, the merger and the private placement. These questions and answers may not address all of the information that may be important to you. Please refer to the more detailed information contained elsewhere in this joint proxy statement/prospectus and in the documents referred to or incorporated by reference in this joint proxy statement/prospectus.

Q: What is the merger?

A: CCA, Xymed.com (Xymed), a Delaware corporation and wholly owned subsidiary of CCA, and StorCOMM have entered into an Agreement and Plan of Reorganization, dated August 16, 2005, as the same may be amended from time to time (referred to in this joint proxy statement/prospectus as the merger agreement), that contains the terms and conditions of the proposed business combination of CCA and StorCOMM. Under the merger agreement, StorCOMM and Xymed will merge (referred to in this joint proxy statement/prospectus as the merger). StorCOMM will survive the merger as a wholly owned subsidiary of CCA. StorCOMM shareholders will be entitled to receive 2.447 shares of CCA common stock for every 100 shares of StorCOMM common stock they own at the completion of the merger (referred to in this joint proxy statement/prospectus as the exchange rate). StorCOMM shareholders will receive cash instead of fractional shares of CCA common stock. Each outstanding share of CCA common stock will remain unchanged in the merger.

Prior to the merger, StorCOMM option holders will be given the opportunity to cancel their existing StorCOMM options. Those StorCOMM option holders that elect to cancel their options will receive the same number of CCA options that they would have received had they exchanged their options in the merger, except that the CCA options they will receive will have an exercise price equal to the fair market value of CCA common stock on the date of grant and a two-year vesting schedule. At the effective time of the merger, each outstanding option that is not voluntarily cancelled prior to the merger (referred to in this joint proxy statement/prospectus as assumed options) and all warrants to purchase shares of StorCOMM common stock will be assumed by CCA and converted into options or warrants to purchase shares of CCA common stock. The number of shares of CCA common stock subject to each assumed option and warrant will be determined on the same basis as the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole number (with no cash payable for any fractional share eliminated by such rounding). The exercise price of the assumed options or warrants will be equal to the exercise price per share under the original option or warrant divided by the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole cent. After adjusting the assumed options and warrants to reflect the application of the exchange rate and the assumptions by CCA, all other terms of the assumed options and warrants will remain unchanged.

Assuming the merger had been completed as of September 15, 2005, CCA would have issued approximately 3,703,900 shares of common stock, on a fully diluted basis, to the StorCOMM shareholders in the merger. Assuming further, the simultaneous sale of 1,500,000 units in the private placement immediately following the merger, StorCOMM shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company and CCA shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company, in both cases on a fully diluted basis, with the remainder owned by the investors in the private placement. For a more complete description of the merger, see the section entitled The Merger on page 53.

Q: What is the private placement?

CCA has also entered into a Common Stock and Warrant Purchase Agreement, dated August 18, 2005, as the same may be amended from time to time (referred to in this joint proxy statement/prospectus as the Purchase Agreement and the transaction contemplated by the Purchase Agreement being referred to as the private placement), that contains the terms and conditions of the proposed sale of shares CCA common stock and warrants to the purchasers listed in the Purchase Agreement. Pursuant to the Purchase Agreement, simultaneously with the closing of the merger, CCA will sell up to 1,500,000 shares of its common stock and warrants to purchase up to 300,000 shares of its common stock. The shares of common stock and warrants will be sold in units, with each unit consisting of a single share of CCA common stock and 1/5 of a warrant to purchase one share of CCA common stock. The price per unit will be \$2.00 for a maximum aggregate purchase price of \$3 million. For a more complete description of the private placement, see the section entitled "The Private Placement" on page 66.

Q: Why are CCA and StorCOMM combining?

A: Both CCA and StorCOMM believe that combining the two companies will expand and better serve the addressable market and result in greater long-term growth opportunities than either company has operating alone. CCA and StorCOMM expect that completion of the merger will enable the combined company to:

- offer integrated applications and services to a broader sector of the healthcare provider market;
- have a broader sales and channel coverage than either company independently;
- take advantage of financial synergies;
- have the scale to better compete in the marketplace; and
- be led by an experienced management team.

Q: Why is CCA selling common stock and warrants in the private placement?

A: CCA anticipates that the private placement will provide working capital for the integration of the two companies and the implementation of the combined company's business plan. The simultaneous closing of the merger is a condition to the closing of the private placement.

Q: Why am I receiving this joint proxy statement/prospectus?

A: You are receiving this joint proxy statement/prospectus because you have been identified as a shareholder of either CCA or StorCOMM, and thus you may be entitled to vote at such company's annual or special meeting, as the case may be. This document serves as both a joint proxy statement of CCA and StorCOMM, used to solicit proxies for the meetings, and as a prospectus of CCA, used to offer shares of CCA common stock in exchange for shares of StorCOMM common stock pursuant to the terms of the merger agreement. This document contains important information about the merger, the private placement, the non merger-related proposals of CCA and the meetings of CCA and StorCOMM, and you should read it carefully.

Q: What is required to complete the merger?

A: To complete the merger, CCA shareholders must approve the issuance and reservation for issuance of shares of CCA common stock in connection with the merger and the issuance and reservation for issuance of up to 1,500,000 shares of CCA common stock and warrants to purchase up to 300,000 shares of CCA common stock in the private placement. In addition, StorCOMM shareholders must adopt the

merger agreement. In addition to obtaining shareholder approval, CCA and StorCOMM must satisfy or waive all other closing conditions set forth in the merger agreement.

Q: What is required to complete the private placement?

A. The closing of the private placement is conditioned on the closing of the merger. Accordingly, all of the items required to complete the merger, as discussed above, are also required to complete the private placement. In addition, CCA and the investors in the private placement must satisfy or waive all other closing conditions set forth in the Purchase Agreement.

Q: What will StorCOMM shareholders receive in the merger?

A. If the merger is completed, StorCOMM shareholders will be entitled to receive 2,447 shares of CCA common stock for every 100 shares of StorCOMM common stock they own at the completion of the merger (referred to in this joint proxy statement/prospectus as the exchange rate). The StorCOMM shareholders will receive cash instead of fractional shares of CCA common stock. Prior to the merger, StorCOMM option holders will be given the opportunity to cancel their existing StorCOMM options. Those StorCOMM option holders that elect to cancel their options will receive the same number of CCA options that they would have received had they exchanged their options in the merger, except that the CCA options they will receive will have an exercise price equal to the fair market value of CCA common stock on the date of grant and a two-year vesting schedule. At the effective time of the merger, each outstanding option that is not voluntarily cancelled prior to the merger and all warrants to purchase shares of StorCOMM common stock will be assumed by CCA and converted into options or warrants to purchase shares of CCA common stock. The number of shares of CCA common stock subject to each assumed option and warrant will be determined on the same basis as the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole number (with no cash payable for any fractional share eliminated by such rounding). The exercise price of the assumed options or warrants will be equal to the exercise price per share under the original option or warrant divided by the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole cent. After adjusting the assumed options and warrants to reflect the application of the exchange rate and the assumptions by CCA, all other terms of the assumed options and warrants will remain unchanged. Assuming the merger had been completed as of September 15, 2005, CCA would have issued approximately 3,703,900 shares of common stock, on a fully diluted basis, to the StorCOMM shareholders in the merger. Assuming further, the simultaneous sale of 1,500,000 units in the private placement immediately following the merger, StorCOMM shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company and CCA shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company, in both cases on a fully diluted basis, with the remainder owned by the investors in the private placement.

Q: Will all of the CCA directors elected at the annual meeting continue to serve if the merger is not completed?

A. No. If all of the nominees for CCA's board of directors are elected but the merger is not completed, Bradford G. Peters and C. Ian Sym-Smith will resign (leaving four CCA directors on the board of directors). The remaining CCA directors will select individuals to fill the resulting vacancies on the CCA board of directors, who will serve until the next annual meeting of CCA's shareholders or until such director's successor has been elected and qualified.

Q: How does CCA's board of directors recommend that CCA shareholders vote?

A: After careful consideration, CCA's board of directors unanimously recommends that CCA shareholders vote FOR Proposal No. 1 for the merger agreement and the issuance and reservation for issuance of shares of CCA common stock pursuant to the merger agreement, FOR Proposal No. 2 for the issuance and reservation for issuance of shares of CCA common stock and warrants to purchase shares of CCA common stock in a private placement pursuant to the Purchase Agreement, FOR Proposal No. 3 for the amendment to the Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc., FOR Proposal No. 4 for the 2005 Equity Incentive Plan, FOR Proposal No. 5 for the election of the director nominees named in this joint proxy statement/prospectus, FOR Proposal No. 6 for the ratification of the appointment of BDO Seidman, LLP as CCA's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005, and FOR Proposal No. 7 to adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposals. For a description of the reasons underlying the recommendations of CCA's board, see the sections entitled "The Merger Our Reasons for the Merger," and "Other Factors Considered by the CCA Board" on pages 38 and 39, the section entitled "CCA Proposal No. 1" on page 35 and the section entitled "CCA Proposal No. 2" on page 66.

Q: How does StorCOMM's board of directors recommend that StorCOMM shareholders vote?

A: After careful consideration, StorCOMM's board of directors unanimously recommends that the StorCOMM shareholders vote FOR Proposal No. 1 for the merger agreement pursuant to which StorCOMM will merge with Xymed and become a wholly owned subsidiary of CCA, and FOR Proposal No. 2 to adjourn the special meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1. For a description of the reasons underlying the recommendation of StorCOMM's board, see the sections entitled "The Merger Our Reasons for the Merger" and "Other Factors Considered by the StorCOMM Board" on pages 38 and 40.

Q: What shareholder approvals are required for CCA?

A: The affirmative vote of holders of a majority in voting power of the outstanding shares of CCA common stock, is required to approve Proposal No. 1 regarding the merger agreement and the issuance and reservation for issuance of shares of CCA common stock pursuant to the merger agreement, and Proposal No. 3 regarding the amendment to the Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc. The affirmative vote of holders of a majority of the shares of CCA common stock, present in person or represented by proxy at the annual meeting and entitled to vote (assuming that a quorum is present), is required to approve Proposal No. 2 regarding the issuance and reservation for issuance of shares of CCA common stock and warrants to purchase shares of CCA common stock in a private placement pursuant to the Purchase Agreement, Proposal No. 4 regarding the 2005 Equity Incentive Plan, Proposal No. 6 regarding the ratification of the appointment of BDO Seidman, LLP as CCA's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005, and Proposal No. 7 regarding the adjournment of the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposals. With respect to Proposal No. 5 regarding the election of the director nominees named in this joint proxy statement/prospectus, the candidates receiving the highest number of votes, up to the number of directors to be elected, will be elected.

Q: How many votes do CCA shareholders have?

A: Each holder of record of CCA common stock as of October 3, 2005 will be entitled to one vote for each share of common stock held on that date.

Q: Are there any CCA officers, directors or shareholders already committed to voting in favor of the merger?

A: Yes. Steven M. Besbeck, Bruce M. Miller and James R. Helms, the president and chief executive officer, chairman of the board and chief technology officer, and vice president operations and secretary of CCA, respectively, who hold an aggregate of approximately 21% of the voting power of CCA as of September 15, 2005, have entered into a shareholder support agreement with StorCOMM in which they have agreed to vote in favor of the merger agreement. This does not represent a sufficient number of shares of CCA capital stock to approve the merger agreement on behalf of the CCA shareholders. As of the record date, the directors and executive officers of CCA and their affiliates held 742,500 shares of CCA common stock representing 21.3% of the outstanding shares of CCA common stock.

Q: What shareholder approvals are required for StorCOMM?

A: The affirmative vote of holders of 90% of the voting power of StorCOMM's capital stock outstanding is required to approve Proposal No. 1 regarding the adoption of the merger agreement. The affirmative vote of holders of a majority of the shares of StorCOMM common stock present in person or represented by proxy at the special meeting and entitled to vote, is required to approve Proposal No. 2 regarding the adjournment of the special meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1.

Q: How many votes do StorCOMM shareholders have?

A: Each holder of record of StorCOMM common stock as of October 3, 2005 will be entitled to one vote for each share of common stock held on that date.

Q: Are there any StorCOMM officers, directors or shareholders already committed to voting in favor of the merger?

A: Yes. C. Ian Sym-Smith, the chairman of StorCOMM's board of directors, and Bradford G. Peters, a member of StorCOMM's board of directors and StorCOMM's largest shareholder, who hold an aggregate of approximately 90.7% of the voting power of StorCOMM as of September 15, 2005, have entered into a shareholder support agreement with CCA in which they have agreed to vote in favor of the merger agreement. Therefore, there are a sufficient number of shares of StorCOMM capital stock committed to approve the merger agreement on behalf of the StorCOMM shareholders. As of the record date, the directors and executive officers of StorCOMM and their affiliates held 137,245,118 shares of StorCOMM common stock representing 90.7% of the outstanding shares of StorCOMM common stock.

Q: Are there risks involved in undertaking the merger and the private placement?

A: Yes. The merger (including the possibility that the merger may not be consummated) and the private placement pose a number of risks. In addition, both CCA and StorCOMM are subject to various risks associated with their respective businesses and industries, certain of which may be heightened by the merger. These risks are discussed in greater detail under the caption "Risk Factors" beginning on page 17 below. We encourage you to read and

consider all of these risks carefully.

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Q: What do I need to do now?

A: We urge you to read this joint proxy statement/prospectus carefully and then vote your proxy for the relevant proposals. If you are a CCA shareholder, you may vote in person at the CCA annual meeting or vote by proxy using the enclosed proxy card.

- To vote in person, come to the annual meeting, and you will be given a ballot when you arrive.
- To vote by proxy, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card before the meeting, your shares will be voted as you direct.

If you are a StorCOMM shareholder, you may vote in person at the StorCOMM special meeting or vote by proxy using the enclosed proxy card.

- To vote in person, come to the special meeting, and you will be given a ballot when you arrive.
- To vote by proxy, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card before the meeting, your shares will be voted as you direct.

Please also see the instructions included with the enclosed proxy card. Regardless of whether you return your proxy card, you may attend the applicable meeting and vote your shares in person.

Q: What happens if I do not vote?

A: The failure of a CCA shareholder to vote in person or by proxy will have the effect of voting AGAINST CCA Proposal No. 1 and Proposal No. 3. The failure of a CCA shareholder to vote in person or by proxy will not affect the outcome of any of the other CCA Proposals but will reduce the number of votes required to approve these proposals. While Proposals No. 1 and No. 2 are being voted upon separately, each of Proposals No. 1 and 2 must be approved in order for either of them to be implemented.

The failure of a StorCOMM shareholder to vote in person or by proxy will have the effect of voting AGAINST StorCOMM Proposal No. 1. The failure of a StorCOMM shareholder to vote in person or by proxy will not affect the outcome of StorCOMM Proposal No. 2 but will reduce the number of votes required to approve this proposal.

Q: May I change my vote after I have submitted my proxy?

A: Yes. You may revoke your proxy at any time before your proxy is voted at the applicable meeting. You can do this in any of three ways:

- First, you can send a written, dated notice to the Secretary of CCA or StorCOMM, as applicable, stating that you would like to revoke your proxy.
- Second, you can complete, date and submit a new, later-dated proxy card.
- Third, you can attend the meeting and vote in person. Your attendance alone will not revoke your proxy.

If you have instructed a broker to vote your shares, you must follow directions received from your broker to change those instructions.

Q: If my shares of CCA common stock are held in street name by my broker, will my broker vote my shares for me?

A: Your broker will not be able to vote your shares of CCA common stock unless you provide your broker with instructions on how to vote your shares. You should follow the procedure provided by your broker and instruct your broker to vote your shares for your shares to be voted.

Q: What are the material federal income tax consequences of the merger to me?

A: The merger has been structured to qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. Assuming the merger qualifies as a reorganization, StorCOMM shareholders will not recognize gain or loss for United States federal income tax purposes upon the exchange of shares of StorCOMM common stock for shares of CCA common stock, except with respect to cash received in lieu of fractional shares of CCA common stock. Tax matters are very complicated, and the tax consequences of the merger to a particular shareholder will depend in part on such shareholder's circumstances. Accordingly, we urge you to consult your own tax advisor for a full understanding of the tax consequences of the merger to you, including the applicability and effect of federal, state, local and foreign income and other tax laws. For more information, see the section entitled "The Merger - Material United States Federal Income Tax Considerations" on page 7 and 49.

Q: Should I send in my StorCOMM stock certificates now?

A: No. After the merger is completed, you will receive written instructions from CCA or the exchange agent explaining how to exchange your shares of StorCOMM common stock for the merger consideration.

Q: When do you expect the merger to be completed?

A: CCA and StorCOMM are working toward consummating the merger as quickly as possible. We hope to consummate the merger during the fourth quarter of 2005 promptly following the approval of the merger by the shareholders of CCA and StorCOMM. However, the merger is subject to several conditions that could affect the timing of its consummation.

Q: Am I entitled to appraisal or dissenters' rights?

A: In connection with the merger, holders of StorCOMM common stock are entitled to appraisal rights under the Delaware General Corporation Law. However, holders of CCA common stock may only be entitled to dissenters' rights under California General Corporation Law if demands are made for payment with respect to five percent or more of the shares of CCA common stock. For more information, see the section entitled "The Merger - Appraisal and Dissenters' Rights" on page 51.

Q: How will the merger affect my stock options and warrants to acquire StorCOMM common stock?

A: Prior to the merger, StorCOMM option holders will be given the opportunity to cancel their existing StorCOMM options. Those StorCOMM option holders that elect to cancel their options will receive the same number of CCA options that they would have received had they exchanged their options in the merger, except that the CCA options they will receive will have an exercise price equal to the fair market value of CCA common stock on the date of grant and a two-year vesting schedule. At the effective time of the merger, each outstanding option that is not voluntarily cancelled prior to the merger and all warrants to purchase shares of StorCOMM common stock will be assumed by CCA and converted into options or warrants to purchase shares of CCA common stock. The number of shares of CCA common stock subject to each assumed option and warrant will be determined on the same basis as the

exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole number (with no cash payable for any fractional share eliminated by such rounding). The exercise price of the assumed

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options or warrants will be equal to the exercise price per share under the original option or warrant divided by the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole cent. After adjusting the assumed options and warrants to reflect the application of the exchange rate and the assumptions by CCA, all other terms of the assumed options and warrants will remain unchanged.

Q: Who is paying for this proxy solicitation?

A: CCA and StorCOMM are conducting this proxy solicitation and will bear the cost of soliciting proxies, including the preparation, assembly, printing and mailing of this joint proxy statement/prospectus, the proxy card and any additional information furnished to shareholders.

Q: Who can help answer my questions?

A: If you have any questions about the merger, the private placement, the non merger-related proposals of CCA or the meetings of CCA and StorCOMM, including the procedures for voting your shares, or if you need additional copies of the joint proxy statement/prospectus or the enclosed proxy, please contact:

If you are a CCA shareholder:
Creative Computer Applications, Inc.
26115-A Mureau Road
Calabasas, CA 91302
Attention: Investor Relations
(818) 880-6700

If you are a StorCOMM shareholder:
StorCOMM, Inc.
7 Corporate Plaza
8649 Baypine Road
Jacksonville, Florida 32256
Attention: Investor Relations
(888) 731-0731

You may also obtain additional information about CCA from the documents it files with the Securities and Exchange Commission or by following the instructions in the section entitled "Where You Can Find More Information" on page 165.

SUMMARY

The following summary highlights selected information from this joint proxy statement/prospectus and may not contain all of the information that is important to you. You should carefully read this joint proxy statement/prospectus and the other documents we refer to or incorporate by reference for a more complete understanding of the merger, the private placement and other proposals described in this summary. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions in the section entitled "Where You Can Find More Information" that begins on page 165 of this joint proxy statement/prospectus.

Creative Computer Applications, Inc.

26115-A Mureau Road
Calabasas, CA 91302
(818) 880-6700

CCA is a healthcare information technology and service provider that provides software and browser-based solutions, specializing in Clinical Information Systems for hospital and clinic-based laboratories, pharmacies, and radiology departments. Its primary products, CyberLAB[®], CyberMED[®] and CyberRAD[®] are highly functional, scalable, and can be deployed in a variety of healthcare settings. CCA's systems are deployed at more than 500 sites.

The common stock of CCA is traded on the American Stock Exchange under the symbol CAP. Following the merger and shareholder approval of the change of the company name to Aspyra, Inc., CCA expects to change its trading symbol to APY. Its website can be accessed at <http://www.ccainc.com>. The information on CCA's website is not a part of this joint proxy statement/prospectus.

StorCOMM, Inc.

7 Corporate Plaza
8649 Baypine Road
Jacksonville, Florida 32256
(888) 731-0731

StorCOMM is a leader in the design, development, implementation and support of highly scalable Picture Archive Communication Systems, or PACS, and Clinical Image Management Systems tailored to meet the needs of healthcare organizations in the United States and abroad. StorCOMM's Access.NET family of systems provides enterprise wide system solutions for imaging centers, orthopedic environments and hospitals. Access.NET systems are deployed at more than 180 sites in the United States and Europe.

StorCOMM is a private company and there is currently no public market for its securities. Its website can be accessed at <http://www.storcomm.com>. The information on StorCOMM's website is not a part of this joint proxy statement/prospectus.

The Merger (page 35)

In the merger, Xymed will merge with and into StorCOMM, and StorCOMM will become a wholly owned subsidiary of CCA. Holders of StorCOMM common stock, options and warrants will become holders of CCA common stock, options and warrants following the merger. The shares of CCA common stock issued to StorCOMM shareholders in connection with the merger are expected to represent approximately 40.4% of the outstanding shares of CCA common stock immediately following the closing of the merger and the private placement, based on the number of shares of CCA and StorCOMM common stock outstanding on September 15, 2005, in each case on a fully-diluted basis.

Merger Consideration. Upon completion of the merger, StorCOMM shareholders will be entitled to receive 2.447 shares of CCA common stock for every 100 shares of StorCOMM common stock they own at

the completion of the merger (referred to in this joint proxy statement/prospectus as the exchange rate). StorCOMM shareholders will receive cash instead of fractional shares of CCA common stock. Each outstanding share of CCA common stock will remain unchanged in the merger. Assuming the merger had been completed as of September 15, 2005, CCA would have issued approximately 3,703,900 shares of common stock, on a fully diluted basis, to the StorCOMM shareholders in the merger. Assuming further, the simultaneous sale of 1,500,000 units in the private placement immediately following the merger, StorCOMM shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company and CCA shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company, in both cases on a fully diluted basis, with the remainder owned by investors in the private placement.

Treatment of Stock Options and Warrants. Prior to the merger, StorCOMM option holders will be given the opportunity to cancel their existing StorCOMM options. Those StorCOMM option holders that elect to cancel their options will receive the same number of CCA options that they would have received had they exchanged their options in the merger, except that the CCA options they will receive will have an exercise price equal to the fair market value of CCA common stock on the date of grant and a two-year vesting schedule. At the effective time of the merger, each outstanding option that is not voluntarily cancelled prior to the merger and all warrants to purchase shares of StorCOMM common stock will be assumed by CCA and converted into options or warrants to purchase shares of CCA common stock. The number of shares of CCA common stock subject to each assumed option and warrant will be determined on the same basis as the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole number (with no cash payable for any fractional share eliminated by such rounding). The exercise price of the assumed options or warrants will be equal to the exercise price per share under the original option or warrant divided by the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole cent. After adjusting the assumed options and warrants to reflect the application of the exchange rate and the assumptions by CCA, all other terms of the assumed options and warrants will remain unchanged.

A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A. We urge you to read it carefully.

Our Reasons for the Merger (page 38)

CCA and StorCOMM believe that combining the two companies will expand and better serve the addressable market and result in greater long-term growth opportunities than either company has operating alone. In evaluating the reasons for the merger, the boards of directors of CCA and StorCOMM considered:

- the ability of the combined company to providing integrated applications and services to a broader sector of the healthcare provider market;
- the broader sales and channel coverage of the combined company;
- the expected financial synergies for the combined company;
- the scale of the combined company to better compete in the marketplace; and
- the experience of the combined company's management team.

Other Factors Considered by the CCA Board (page 39)

In the course of its deliberations, the CCA board, together with CCA's management and financial and legal advisors, considered other positive factors and considered a number of potentially negative factors regarding the merger. The CCA board considered a variety of factors such as its strategic plan; general and

financial market conditions; the potential benefits to shareholders as a result of growth opportunities; historical and current information about CCA and StorCOMM; the risks inherent in integrating the companies and that anticipated cost and product synergies will not be realized; the terms and conditions of the merger agreement; the possible loss of key management; and other possible adverse consequences in reaching its decision to support the merger.

Other Factors Considered by the StorCOMM Board (page 40)

In the course of its deliberations, the StorCOMM board, after consultation with StorCOMM's management and financial and legal advisors, considered other positive factors regarding the merger and considered a number of potentially negative factors regarding the merger. The StorCOMM board considered a variety of factors such as the consistency of CCA's long-term operating strategy with StorCOMM's long-term operating strategy to grow its business; general and financial market conditions; the historical and current information about CCA and StorCOMM; conditions in the healthcare industry; the nature of its competition; the terms and conditions of the merger agreement; the risks inherent in integrating the companies and the risk that anticipated cost and product synergies will not be realized; the possible loss of key management; the potential conflicts of interest of StorCOMM directors and officers in connection with the merger; and other possible adverse consequences in reaching its decision to support the merger.

Opinion of Financial Advisor to the Board of Directors of CCA (page 42 and Annex H)

Simon Financial, Inc. rendered its oral opinion on June 3, 2005, subsequently confirmed in writing on the same day, to the CCA board of directors that, as of such date, and based upon and subject to certain matters stated in its opinion, from a financial point of view, the exchange rate to be paid by CCA in the merger was fair to CCA. The full text of Simon Financial's written opinion, dated June 3, 2005, is attached as Annex H to this joint proxy statement/prospectus. Simon Financial provided its opinion for the use and benefit of the CCA board of directors in connection with its consideration of the merger. Simon Financial's opinion was not intended to be and did not constitute a recommendation to any shareholder of CCA or StorCOMM as to how such shareholder should vote with respect to the merger.

CCA Required Shareholder Vote (page 29)

Proposal No. 1: Approval of the merger agreement and the proposal to issue and reserve for issuance shares of CCA common stock in connection with the merger requires the affirmative vote of holders of a majority in voting power of the outstanding shares of CCA common stock.

Proposal No. 2: Approval of the proposal to issue and reserve for issuance shares of CCA common stock and warrants to purchase shares of CCA common stock in the private placement pursuant to the Purchase Agreement requires the affirmative vote of holders of a majority of the shares present in person or represented by proxy at the annual meeting and entitled to vote, so long as a quorum is present.

Proposal No. 3: Approval of the amendment to the Articles of Incorporation to change the name of the company to Aspyra, Inc., requires the affirmative vote of holders of a majority in voting power of the outstanding shares of CCA common stock.

Proposal No. 4: Approval of the 2005 Equity Incentive Plan requires the affirmative vote of holders of a majority of the shares present in person or represented by proxy at the annual meeting and entitled to vote, so long as a quorum is present.

Proposal No. 5: Election of the director nominees named in this joint proxy statement/prospectus, requires that the candidates receiving the highest number of votes, up to the number of directors to be elected, be elected.

Proposal No. 6: Approval of the ratification of the appointment of BDO Seidman, LLP as CCA's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005 requires the affirmative vote of holders of a majority of the shares present in person or represented by proxy at the annual meeting and entitled to vote, so long as a quorum is present.

Proposal No. 7: Approval of the proposal to adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies in favor of the proposals requires the affirmative vote of holders of a majority of the shares of CCA common stock present in person or represented by proxy at the annual meeting and entitled to vote.

While Proposals No. 1 and No. 2 are being voted upon separately, each of the first two proposals must be approved in order for either of them to be implemented. In addition, if all of the nominees for CCA's board of directors are elected but the merger is not completed, Bradford G. Peters and C. Ian Sym-Smith will resign (leaving four CCA directors on the board of directors). The remaining CCA directors will select individuals to fill the resulting vacancies on the CCA board of directors, who will serve until the next annual meeting of CCA's shareholders or until such director's successor has been elected and qualified.

StorCOMM Required Shareholder Vote (page 33)

Proposal No. 1: Approval of the merger agreement requires the affirmative vote of holders of 90% of the voting power of StorCOMM's capital stock outstanding.

Proposal No. 2: If a quorum is present, the vote upon an adjournment of the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1 requires the affirmative vote of holders of a majority of the shares of StorCOMM common stock present in person or represented by proxy at the special meeting and entitled to vote.

Voting CCA Shares Held by Your Broker in Street Name (page 29)

If your CCA shares are held in street name, your broker will vote your shares for you only if you provide instructions to your broker on how to vote your shares. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Your broker cannot vote your shares without specific instructions from you. Failure to instruct your broker on how to vote your shares on Proposal No. 1 will have the effect of voting AGAINST CCA Proposal No. 1 and Proposal No. 3. Failure to instruct your broker on how to vote your shares on any other proposal will have no effect on the outcome of such proposals, assuming that a quorum is present at the annual meeting, but will reduce the number of votes required to approve those proposals.

Changing Your Vote (pages 29 and 33)

If you submit a proxy, you may revoke it at any time before it is voted, by:

- delivering to the Secretary of your company a written notice, dated later than the proxy you wish to revoke, stating that the proxy is revoked;
- submitting to the Secretary of your company a new, signed proxy with a later date than the proxy you wish to revoke; or
- attending your annual or special meeting and voting in person (your attendance alone will not revoke your proxy).

Notices to the Secretary of CCA should be sent to 26115-A Mureau Road, Calabasas, CA 91302. Notices to the Secretary of StorCOMM should be sent to 7 Corporate Plaza, 8649 Baypine Road, Jacksonville, Florida 32256.

If you are a CCA shareholder and have instructed your broker to vote your shares, you must follow directions received from your broker to change those instructions.

Expected Timing of the Merger (page 53)

CCA and StorCOMM are working toward consummating the merger as quickly as possible. We hope to consummate the merger during the fourth quarter of 2005 promptly following the approval of the merger by the shareholders of CCA and StorCOMM. However, the merger is subject to several conditions that could affect the timing of its consummation.

Exchanging your StorCOMM Stock Certificates (page 55)

Promptly after the effective time of the merger, you will be directed to surrender your StorCOMM stock certificates to the exchange agent so that they may be canceled and exchanged for CCA common stock certificates and/or cash in lieu of fractional CCA shares. Please do not surrender your StorCOMM stock certificates until you receive the letter of transmittal from the exchange agent.

Interests of Certain StorCOMM Persons in the Merger (page 46)

In considering the StorCOMM board of directors' recommendation that you vote to adopt the merger agreement, you should be aware that some StorCOMM officers and directors may have interests in the merger that are different from, or in addition to, your interests. Among other things, these interests include:

- following the closing of the merger, Bradford G. Peters and C. Ian Sym-Smith, who are currently members of the StorCOMM board, will become members of CCA's board;
- following the closing of the merger, Samuel G. Elliott and William W. Peterson, who are currently members of the StorCOMM management, will become the chief international officer and the chief sales, marketing and product management officer, respectively, of CCA;
- CCA will enter into employment agreements with Samuel G. Elliott and William W. Peterson that will be effective upon the closing of the merger; and
- directors and officers of StorCOMM have rights to indemnification against specified liabilities that must be maintained by CCA and CCA is required to maintain directors' and officers' liability insurance for them. CCA has also agreed to indemnify the directors and officers of StorCOMM against liabilities arising from their service as directors or officers of StorCOMM including liabilities in connection with the merger and the merger agreement.

Conditions to Completion of the Merger (page 62)

The completion of the merger depends on a number of conditions being satisfied, including but not limited to the following:

- the issuance and reservation for issuance of shares of CCA common stock in connection with the merger;
- the merger agreement shall have been adopted by the shareholders of StorCOMM and CCA;
- the shares of CCA common stock to be issued in the merger and to be reserved for issuance in connection with the merger shall have been approved for listing on the American Stock Exchange;
- the Form S-4, of which this joint proxy statement/prospectus is a part, shall have been declared effective by the Securities and Exchange Commission, or the SEC, under the Securities Act;

- CCA shall have simultaneously closed the private placement;
- the parties' respective representations and warranties contained in the merger agreement must be true and correct, subject in certain cases to exceptions that would not have a material adverse effect;
- the parties must each be in compliance in all material respects with their respective covenants contained in the merger agreement;
- Messrs. Besbeck, Miller and Helms, holders of an aggregate of approximately 21% of the voting power of CCA as of September 15, 2005 shall have executed a shareholder support agreement in which they have agreed to vote in favor of the merger and Messrs. Sym-Smith and Peters, holders of an aggregate of approximately 90.7% of the voting power of StorCOMM as of September 15, 2005, shall have executed a shareholder support agreement in which they have agreed to vote in favor of the merger.
- except for no more than \$1 million of unsecured debt, all debt held by StorCOMM shareholders and all preferred stock held by StorCOMM shareholders shall be converted to common stock of StorCOMM on terms approved by CCA; and
- no more than \$1 million of unsecured debt will remain on StorCOMM's books.

This is not a complete list of all conditions to the closing of the merger. Each of the conditions to the merger may be waived by the company entitled to assert the condition except to the extent that the condition must be satisfied in order to comply with applicable law or regulatory requirements.

Termination of the Merger Agreement; Fees Payable (page 64)

CCA and StorCOMM may jointly agree to terminate the merger agreement without completing the merger. In addition, either CCA or StorCOMM may terminate the merger agreement if any of the following events occur:

- the merger shall not have occurred on or before January 31, 2006, but this termination right is not available to a party whose failure to comply with the merger agreement resulted in the failure to complete the merger by that date;
- any governmental entity shall have issued a final and nonappealable order, decree or ruling or taken any other action permanently restraining, enjoining or otherwise prohibiting the merger, or shall have failed to issue an order, decree or ruling, or to take any other action, necessary to fulfill any conditions to the merger; but this termination right is not available to a party whose failure to comply with the merger agreement has been the cause of, or resulted in, the action or inaction;
- the shareholders do not adopt the merger agreement (in the case of StorCOMM), or do not adopt the merger agreement and approve the issuance of common stock in connection with the merger (in the case of CCA);
- the other party's board of directors has withdrawn or adversely modified its recommendation in favor of the matters to be voted upon by such party's shareholders;
- the other party breaches its obligation to hold its shareholder meeting to vote on the adoption of the merger agreement (in the case of StorCOMM), or on the approval of the merger and the issuance of common stock in connection with the merger (in the case of CCA); or
- the other party has breached any of its representations, warranties or covenants so that the conditions set forth in the merger agreement cannot be satisfied.

A termination fee not to exceed \$250,000 may be payable by either CCA or StorCOMM to the other party upon the termination of the merger agreement under several circumstances. For more information regarding termination of the merger agreement see the section entitled "The Merger Agreement - Completion and Effectiveness of the Merger" on page 53.

Fees and Expenses (page 65)

All fees and expenses incurred in connection with the merger agreement and the merger will be paid by the party incurring such expenses. All fees and expenses associated with the filing and printing of the registration statement and this joint proxy statement/prospectus will be borne equally by CCA and StorCOMM. CCA will also pay Dominick & Dominick LLP a fee equal to three percent of the value of the shares of CCA common stock being issued to StorCOMM shareholders in the merger based on the closing price of such shares as listed on the American Stock Exchange on the closing date of the merger as consideration for the financial advisory services provided to CCA in connection with the merger.

No Solicitation (page 59)

CCA and StorCOMM have agreed that they will not solicit, encourage or facilitate any alternative transaction proposal. They have also agreed to notify each other of inquiries, proposals or offers that constitute alternative transaction proposals. CCA and StorCOMM have agreed to prohibit their officers, directors, employees, agents, advisors and other representatives from soliciting, encouraging or facilitating any alternative transaction proposal. However, if either party receives an unsolicited alternative transaction proposal that is superior, so long as certain conditions are satisfied, that party may engage in negotiations with respect to the superior alternative transaction proposal.

Material United States Federal Income Tax Considerations (page 49)

The merger has been structured to qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. Assuming the merger qualifies as a reorganization, StorCOMM shareholders will not recognize gain or loss for United States federal income tax purposes upon the exchange of shares of StorCOMM common stock for shares of CCA common stock, except with respect to cash received in lieu of fractional shares of CCA common stock. None of CCA, Xymed or StorCOMM will recognize gain or loss as a result of the merger.

Anticipated Accounting Treatment (page 51)

The merger will be accounted for as a purchase transaction by CCA for financial reporting and accounting purposes under United States generally accepted accounting principles. After the merger, the results of operations of StorCOMM will be included in the consolidated financial statements of CCA. The purchase price, which is equal to the aggregate merger consideration, will be allocated based on the fair values of the StorCOMM assets acquired and the StorCOMM liabilities assumed. These allocations will be made based upon valuations and other studies that have not yet been finalized.

Appraisal and Dissenters' Rights (page 51)

In connection with the merger, holders of StorCOMM common stock are entitled to appraisal rights under the Delaware General Corporation Law. However, holders of CCA common stock may only be entitled to dissenters' rights under California General Corporation Law if demands are made for payment with respect to five percent or more of the shares of CCA common stock. For more information, see the section entitled "The Merger - Appraisal and Dissenters' Rights" on page 51.

Governmental and Regulatory Matters (page 52)

To complete the merger, CCA must comply with applicable federal and state securities laws and the rules and regulations of the American Stock Exchange in connection with the issuance of the CCA common stock pursuant to the merger and the filing of this joint proxy statement/prospectus with the SEC.

Forward-Looking Statements May Prove Inaccurate (page 25)

Each of CCA and StorCOMM has made forward-looking statements in this document (and in documents that are incorporated herein by reference) that are subject to risks and uncertainties. Forward-looking statements include expectations concerning matters that are not historical facts. Also, when CCA or StorCOMM uses words such as believes, expects, anticipates or similar expressions, CCA or StorCOMM is making a forward-looking statement. For more information regarding factors that could cause actual results to differ from these expectations, you should refer to the specific risks described under Risk Factors beginning on page 15 and to the documents referred to under Documents Incorporated by Reference on page 164.

Where You Can Find More Information (page 165)

If you have any questions about the merger, the private placement, the non merger-related proposals of CCA or the meetings of CCA and StorCOMM, including the procedures for voting your shares, or if you need additional copies of the joint proxy statement/prospectus or the enclosed proxy, please contact:

For CCA shareholders:

Creative Computer Applications, Inc.
26115-A Mureau Road
Calabasas, CA 91302
Attention: Investor Relations
(818) 880-6700

For StorCOMM shareholders:

StorCOMM, Inc.
7 Corporate Plaza
8649 Baypine Road
Jacksonville, Florida 32256
Attention: Investor Relations
(888) 731-0731

Summary Selected Historical Consolidated Financial Data of CCA

The following information is provided to aid you in your analysis of the financial aspects of the merger. This information has been derived from CCA's audited consolidated financial statements for the years ended August 31, 2002, 2003 and 2004, unaudited transition period beginning on September 1, 2004 and ending on December 31, 2004, and unaudited consolidated financial statements for the six months ended June 30, 2005 and 2004.

This information is only a summary. You should read it along with CCA's historical financial statements and related notes and the section titled Management's Discussion and Analysis of Financial Condition and Results of Operations of CCA contained in this joint proxy statement/prospectus and in CCA's annual reports on Form 10-KSB, quarterly reports on Form 10-QSB and other information on file with the Securities and Exchange Commission and incorporated by reference into this document. Please refer to the section of the joint proxy statement/prospectus entitled "Where You Can Find More Information" beginning on page 165.

| Statement of Operations Data: | Six Months Ended June 30, 2005 (Unaudited) | 2004 | Transition Period Four Months Ended December 31, 2004 (Unaudited) | Year Ended August 31, | | 2002 |
|---|---|--------------|---|-----------------------|--------------|--------------|
| | | | | 2004 | 2003 | |
| NET SYSTEM SALES AND SERVICE REVENUE: | | | | | | |
| System sales | \$ 883,707 | \$ 1,617,851 | \$ 844,069 | \$ 3,295,708 | \$ 3,144,293 | \$ 3,723,551 |
| Service revenue | 2,497,588 | 2,135,843 | 1,547,173 | 4,360,264 | 4,236,828 | 4,107,466 |
| | 3,381,295 | 3,753,694 | 2,391,242 | 7,655,972 | 7,381,121 | 7,831,017 |
| COSTS OF PRODUCTS AND SERVICES SOLD: | | | | | | |
| System sales | 824,568 | 976,539 | 610,294 | 1,913,745 | 2,099,738 | 2,118,221 |
| Service revenue | 824,693 | 806,563 | 542,151 | 1,592,801 | 1,470,861 | 1,467,940 |
| Total costs of products and services sold | 1,649,261 | 1,783,102 | 1,152,445 | 3,506,546 | 3,570,599 | 3,586,161 |
| Gross profit | 1,732,034 | 1,970,592 | 1,238,797 | 4,149,426 | 3,810,522 | 4,244,856 |
| OPERATING EXPENSES | | | | | | |
| Selling, general and administrative | 1,599,977 | 1,319,074 | 1,099,279 | 1,014,235 | 901,564 | 790,609 |
| Research and development | 558,940 | 514,880 | 406,214 | 2,855,703 | 2,780,214 | 2,730,107 |
| Total operating expenses | 2,158,917 | 1,833,954 | 1,505,493 | 3,869,938 | 3,681,778 | 3,520,716 |
| Operating income (loss) | (426,883) | 136,638 | (266,696) | 279,488 | 128,744 | 724,140 |
| INTEREST AND OTHER INCOME | | | | | | |
| INTEREST EXPENSE | (7,761) | (1,685) | (2,020) | (3,704) | (8,863) | (15,471) |
| Income (Loss) before provision for income taxes | (425,502) | 136,811 | (264,127) | 280,387 | 139,657 | 721,159 |
| PROVISION FOR INCOME TAXES | | | | | | |
| NET INCOME (LOSS) | \$ (425,502) | \$ 136,811 | \$ (264,127) | \$ 162,624 | \$ 94,101 | \$ 431,659 |
| EARNINGS (LOSS) PER SHARE: | | | | | | |
| Basic | \$ (.13) | \$.04 | \$ (.08) | \$.05 | \$.03 | \$.13 |
| Diluted | (.13) | .04 | (.08) | .05 | .03 | .13 |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: | | | | | | |
| Basic | 3,368,567 | 3,318,900 | 3,319,650 | 3,318,900 | 3,294,108 | 3,243,317 |
| Diluted | 3,368,567 | 3,423,240 | 3,319,650 | 3,467,939 | 3,526,681 | 3,310,286 |

| Balance Sheet Data: | June 30, 2005 (Unaudited) | Transition Period Ended December 31, 2004 (Unaudited) | Year Ended August 31, | | 2002 |
|----------------------------------|--------------------------------------|--|------------------------------|--------------|--------------|
| | | | 2004 | 2003 | |
| Cash | \$ 1,354,505 | \$ 1,655,063 | \$ 1,574,377 | \$ 1,075,323 | \$ 1,027,810 |
| Receivables, net | 710,560 | 1,736,768 | 1,722,340 | 2,063,311 | 2,089,274 |
| Capitalized software costs, net | 1,693,358 | 1,531,573 | 1,492,661 | 1,360,374 | 1,365,763 |
| Total assets | 5,827,635 | 6,591,471 | 6,351,465 | 6,281,343 | 6,292,376 |
| Notes payable to bank | 200,000 | 300,000 | | | |
| Accounts payable | 309,419 | 377,768 | 185,869 | 207,624 | 224,418 |
| Deferred service contract income | 838,747 | 1,235,032 | 1,175,509 | 1,115,366 | 973,931 |
| Deferred revenue on system sales | 369,896 | 226,111 | 244,882 | 501,507 | 561,385 |
| Total liabilities | 2,253,672 | 2,684,006 | 2,182,873 | 2,275,375 | 2,429,159 |
| Shareholders' equity | 3,573,963 | 3,907,465 | 4,168,592 | 4,005,968 | 3,863,217 |

Summary Selected Historical Consolidated Financial Data of StorCOMM

The following information is provided to aid you in your analysis of the financial aspects of the merger. This information has been derived from StorCOMM's audited consolidated financial statements for the years ended December 31, 2004 and 2003 and from StorCOMM's unaudited consolidated financial statements for the six months ended June 30, 2005 and 2004.

This information is only a summary. You should read it along with StorCOMM's historical financial statements and related notes included elsewhere in this document.

| Statement of Operations Data: | Six Months Ended June 30, | | Year Ended December 31, | |
|--|---------------------------|---------------|-------------------------|-----------------|
| | 2005 (Unaudited) | 2004 | 2004 | 2003 |
| REVENUES | \$ 3,447,587 | \$ 4,334,034 | \$ 7,364,930 | \$ 4,542,993 |
| COSTS OF REVENUE: | | | | |
| Cost of sales equipment | 651,356 | 1,238,758 | 1,725,662 | 511,229 |
| Cost of sales support, training | 952,897 | 800,980 | 1,767,533 | 1,828,583 |
| Cost of sales amortization of cap software | 111,366 | 111,367 | 222,735 | 18,561 |
| Total costs of goods sold | 1,715,619 | 2,151,105 | 3,715,930 | 2,358,373 |
| Gross profit | 1,731,968 | 2,182,929 | 3,649,000 | 2,184,620 |
| OPERATING EXPENSES | | | | |
| Sales and marketing | 611,029 | 617,749 | 1,186,148 | 1,103,114 |
| Research and product development | 509,544 | 546,506 | 1,123,357 | 902,013 |
| General and administrative | 760,926 | 650,917 | 1,256,803 | 1,091,239 |
| Total operating costs | 1,881,499 | 1,815,172 | 3,566,308 | 3,096,366 |
| Operating income (loss) | (149,531) | 367,757 | 82,692 | (911,746) |
| INTEREST EXPENSE | (591,274) | (603,710) | (1,141,162) | (1,467,963) |
| NET LOSS | \$ (740,805) | \$ (235,953) | \$ (1,058,470) | \$ (2,379,709) |

| Balance Sheet Data: | June 30, 2005 | Year Ended December 31, | |
|---|---------------|-------------------------|---------------|
| | (Unaudited) | 2004 | 2003 |
| Cash and cash equivalents | \$ 381,923 | \$ 68,325 | \$ 142,991 |
| Accounts receivable | 596,204 | 607,562 | 592,654 |
| Capitalized software costs, net | 761,013 | 872,379 | 1,095,114 |
| Total assets | 1,907,645 | 1,763,308 | 2,071,704 |
| Accrued interest | 1,787,585 | 1,228,998 | 4,126,588 |
| Unearned revenues | 1,665,326 | 1,018,470 | 1,769,336 |
| Notes payable | 649,754 | 774,291 | 991,808 |
| Notes payable (related parties) | 2,256,116 | 2,191,116 | 3,282,078 |
| Convertible notes payable | 850,594 | 850,594 | 850,594 |
| Convertible notes payable (related parties) | 9,368,085 | 9,368,085 | 8,226,092 |
| Total liabilities | 17,644,830 | 16,754,641 | 20,900,439 |
| Convertible Series D Preferred Stock(1) | 5,644,564 | 5,411,779 | |
| Shareholders' deficit | (21,381,749) | (20,403,112) | (18,828,735) |

(1) All of the outstanding shares of convertible Series D Preferred Stock were converted into 42,030,238 shares of common stock of StorCOMM on September 27, 2005.

Summary Selected Unaudited Pro Forma Condensed Combined Financial Information

The following unaudited pro forma condensed combined financial information gives effect to the merger between Xymed, a wholly owned subsidiary of CCA, and StorCOMM (using the purchase method of accounting), the private placement, the conversion of certain StorCOMM debt to shares of StorCOMM common stock, and CCA's change in fiscal year end to December 31st. The pro forma combined statement of operations data gives effect to the merger as if it had occurred as of January 1, 2004. The pro forma combined balance sheet data gives effect to the merger as if it had occurred on the last day of the period presented. The information is based upon the historical financial statements of CCA and StorCOMM. The information should be read in conjunction with such historical financial statements, the related notes and other information contained elsewhere or incorporated by reference in this document. Certain items derived from CCA's and StorCOMM's historical financial statements have been reclassified to conform to the pro forma combined presentation.

The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and is not necessarily indicative of what the actual combined financial position or results of operations would have been had the foregoing transactions been completed on the dates set forth therein, nor does it give effect to (1) any transaction other than the merger, the private placement, the conversion of certain StorCOMM debt to shares of StorCOMM common stock, and CCA's change in the fiscal year end to December 31st, (2) CCA's or StorCOMM's results of operations since June 30, 2005, (3) certain synergies, cost savings and one-time charges expected to result from the merger or (4) the results of final valuations of the assets and liabilities of StorCOMM, including property, equipment and intangible assets. We are currently developing plans to integrate the operations of CCA and StorCOMM, which may involve various costs, including severance and other charges, which may be material. The allocation of the purchase price is preliminary. We will also revise the allocation of the purchase price when the final appraisal and valuation is completed. Accordingly, the pro forma combined financial information does not purport to be indicative of the financial position or results of operations as of the date of this document, as of the effective date of the merger, any period ending at the effective date of the merger or as of any other future date or period. The foregoing matters could cause both CCA's pro forma financial position and results of operations, and CCA's actual future financial position and results of operations, to differ materially from those presented in the following unaudited pro forma combined financial information.

| Statement of Operations Data: | Six Months Ended June 30, 2005 | Year Ended December 31, 2004 |
|---|---|---|
| Total revenues | \$ 6,826,399 | \$ 14,852,890 |
| Total costs of products and services sold | 3,340,752 | 7,222,674 |
| Operating loss | (837,111) | (540,788) |
| Net loss | \$ (861,194) | \$ (594,676) |
| Basic and diluted loss | \$ (.10) | \$ (.07) |
| Weighted average shares basic and diluted | 8,368,786 | 8,319,369 |

| Balance Sheet Data: | June 30, 2005 |
|----------------------------------|----------------------|
| Cash and cash equivalents | \$ 3,681,428 |
| Receivables, net | 1,306,764 |
| Capitalized software costs, net | 2,454,371 |
| Goodwill | 8,327,912 |
| Intangible assets | 2,823,422 |
| Total assets | 19,837,947 |
| Accounts payable | 653,201 |
| Deferred service contract income | 838,747 |
| Deferred revenue on system sales | 1,255,470 |
| Notes payable | 849,754 |
| Total liabilities | 5,110,209 |
| Shareholders' equity | 14,727,738 |

Comparative Per Share Data

The following table presents: (1) historical per share data for CCA; (2) unaudited pro forma per share data of the combined company after giving effect to the merger; and (3) historical and unaudited equivalent pro forma per share data for StorCOMM.

The combined company unaudited pro forma per share data was derived by combining information from the historical consolidated financial statements of CCA and StorCOMM using the purchase method of accounting for the merger after giving effect to the private placement and the conversion of certain StorCOMM debt to shares of StorCOMM common stock. The following data assumes 2,447 shares of CCA common stock will be issued in exchange for every 100 shares of StorCOMM common stock in connection with the merger after conversion of a majority of StorCOMM debt to equity. The StorCOMM unaudited equivalent pro forma per share data was derived by multiplying the CCA and StorCOMM combined pro forma amounts by the exchange ratio of .02447 shares of CCA common stock for each share of StorCOMM common stock.

Historical book value per share has been calculated by dividing shareholders' equity by the number of shares of common stock outstanding at June 30, 2005.

You should read this table together with the historical consolidated financial statements of StorCOMM and CCA contained elsewhere or that are filed by CCA with the Securities and Exchange Commission and incorporated by reference into this document. Please refer to the section of the joint proxy statement/prospectus entitled "Where You Can Find More Information" beginning on page 165. You should not rely on the pro forma per share data as being necessarily indicative of actual results had the merger occurred prior to the dates indicated below.

| | Historical | | Pro Forma CCA and StorCOMM Combined | StorCOMM Equivalent |
|--|------------|----------|--|------------------------|
| | CCA | StorCOMM | | |
| Net income (loss) per share: | | | | |
| Year ended August 31, 2004 for CCA and December 31, 2004 for StorCOMM and pro forma: | | | | |
| Basic | \$.05 | (.14) | \$ (.07) | |
| Diluted | \$.05 | (.14) | \$ (.07) | |
| Net income (loss) per share: | | | | |
| Six months ended June 30, 2005: | | | | |
| Basic | \$ (.13) | (.10) | \$ | |