

P COM INC
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REGISTRATION STATEMENT NUMBER 333-124453.**

Dated May 26, 2005

P COM

24,134,880 SHARES

P-COM, INC.

COMMON STOCK

This prospectus relates to the offering of 24,134,880 shares of our common stock that may be sold from time to time by the selling stockholders named in this prospectus. The shares covered by this prospectus include the following shares that were previously registered on our Form S-1:

- o 5,569,524 shares that are currently outstanding;
- o 4,365,214 shares that may be issued upon conversion of our outstanding convertible preferred stock;
- o 3,945,072 shares that may be issued upon exercise of outstanding warrants; and
- o 1,362,499 shares that the Company is required to reserve and register for resale under an agreement between the Company and the holders of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, the Series D Convertible Preferred Stock and the Series C Warrants.

The shares covered by this Prospectus also include:

- o 2,892,571 shares that may be issued upon exercise of outstanding warrants or warrants that will be outstanding prior to the effectiveness of the registration statement of which this prospectus is a part; and
- o 6,000,000 shares that may be issued as payment of principal and interest due under our outstanding promissory notes.

As of May 19, 2005, the total number of shares of common stock that are issued and outstanding and reserved for issuance under all plans and commitments of P-Com, is approximately 11,827,426 shares.

The selling stockholders are offering the shares of common stock pursuant to this prospectus. The selling stockholders may sell all or any portion of the shares from time to time in market transactions through any market on which our common shares are then traded, in negotiated transactions or otherwise, and at prices and on terms that will be determined by the then prevailing market price or at negotiated prices directly or through a broker or brokers, who may act as agent or as principal or by a combination of such methods of sale. The timing and amount of any sale are within the sole discretion of the selling stockholders. For additional information on the methods of sale, you should refer to the section entitled "Plan of Distribution".

The selling stockholders will receive all proceeds from the sale of the common stock. We will not receive any of the proceeds from the sale of the shares of common stock by the selling stockholders. We may receive proceeds from the exercise of warrants held by the selling stockholders if they opt to pay the exercise price in cash rather than executing a cashless exercise. Any net proceeds that we receive from the exercise of warrants will be used for general corporate purposes, including working capital for our business.

Our common stock is quoted on the OTC Bulletin Board of the National Association of Securities Dealers, Inc. under the symbol "PCMC." The last sale price of our common stock, as report on the OTC Bulletin Board on May 19, 2005, was \$0.03 per share.

AN INVESTMENT IN THE SHARES OFFERED BY THIS PROSPECTUS ENTAILS A HIGH DEGREE OF RISK, INCLUDING THE RISK THAT THE COMPANY MAY NOT BE ABLE TO CONTINUE AS A GOING CONCERN. BEFORE PURCHASING ANY OF THE SHARES COVERED BY THIS PROSPECTUS, YOU SHOULD CAREFULLY READ AND CONSIDER THE RISKS AND UNCERTAINTIES DISCUSSED IN THE SECTION ENTITLED "RISK FACTORS" BEGINNING ON PAGE 6.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is May 26, 2005.

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YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS DOCUMENT OR TO WHICH WE HAVE REFERRED YOU. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT. THIS DOCUMENT MAY ONLY BE USED WHERE IT IS LEGAL TO SELL THESE SECURITIES. THE INFORMATION IN THIS DOCUMENT MAY ONLY BE ACCURATE ON THE DATE OF THIS DOCUMENT.

STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that involve substantial risks and uncertainties. In some cases you can identify these statements by forward-looking words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "should," "will," and "would" or similar words. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. The factors discussed in the section entitled "Risk Factors," as well as any other cautionary language in this prospectus and the information incorporated by reference into this prospectus (see the section entitled "Incorporation by Reference"), provide examples of risks, uncertainties and events that may cause our actual results to differ materially from any expectations that we describe. Some of the risks, uncertainties and other factors that may cause the actual results or outcomes to differ materially from those predicted in our forward-looking include the following:

- o our ability to continue as a going concern given our deteriorating cash position and receivables;
- o our need to raise additional equity capital during the next ninety days and whether that capital is available on acceptable terms, if at all;
- o our dependence on the sale of refurbished licensed radio products in connection with our repair and maintenance business, and the risk that this business will substantially decline over time;
- o our current sales levels and sales trends;
- o our ability to achieve positive cash flow given our existing and anticipated operating and other costs, and current sales trends;
- o our ability to increase sales in our unlicensed product lines;
- o the risk that any of our customers may seek alternative suppliers to provide repair and maintenance services for their existing products;
- o competitive market conditions, including the lack of diversity in our product lines;
- o our reliance upon subcontractors; and
- o the timing of new technology and product introductions.

Given these uncertainties, you should not place undue reliance on these forward-looking statements. These forward-looking statements represent our estimates and assumptions only as of the date of this prospectus. We do not intend to update any of these forward-looking statements to reflect circumstances or events that occur after the statement is made.

You should read this prospectus and the documents that we reference in this prospectus and have filed as exhibits to the registration statement, of which this prospectus is a part, completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. This summary is not complete and it may not contain all of the information that you should consider before investing in the securities offered by this prospectus. You should read this entire prospectus carefully, including the section entitled "Risk Factors" and the information incorporated by reference into to this prospectus (see the section entitled "Incorporation by Reference") before making an investment decision.

THE COMPANY

We develop, manufacture and market licensed exempt, next generation wireless mesh routers and other licensed and unlicensed point-to-point, spread spectrum and point-to-multipoint radio systems to carriers, systems integrators and value added resellers, and provide repair, maintenance and other services to our licensed and other customers worldwide.

On April 28, 2005, we announced a restructuring plan that will significantly curtail current spending, and substantially reduce liabilities and operating and other costs (the "Restructuring Plan"). The Restructuring Plan was adopted in response to the substantial operating losses incurred by P-Com, and management's assessment that substantial operating losses would continue in the short term absent a plan to restructure the business, and substantially reduce its cost structure. In addition, absent such a plan, P-Com would likely be unable to attract financing on reasonable terms, if at all.

The Restructuring Plan includes the divestiture of certain unprofitable product lines, which includes certain of our licensed point-to-point microwave products. P-Com will, however, continue the sale of its unlicensed radio products, and certain of its licensed radio products, including refurbished licensed products in connection with our repair and maintenance business. The Restructuring Plan also currently includes a reduction in work force from approximately 130 full and part-time employees to approximately 60 employees worldwide by the end of the third quarter 2005. Management currently anticipates that the Restructuring Plan will be completed by the end of the third quarter 2005.

Our executive offices are located at 3175 S. Winchester Boulevard, Campbell, California 95008, and our telephone number is (408) 866-3666. In this prospectus, references to "P-Com," the "Company," "we," "us" and "our" refer to P-Com, Inc. and its subsidiaries.

THIS OFFERING

Shares offered by the selling Stockholders	24,134,880 shares of common stock, including 5,569,524 shares currently outstanding, 4,365,214 shares issuable upon conversion of outstanding convertible preferred stock, 6,837,643 shares issuable upon exercise of outstanding warrants and warrants that will be outstanding prior to the effectiveness of the registration statement of which this prospectus is a part, and 6,000,000 shares that may be issued as payment of principal and interest due under outstanding promissory notes.
Plan of Distribution	The selling stockholders are offering these shares of common stock. The selling stockholders may sell all or any portion of the shares from time to time in market transactions through any market on which our common shares are then traded, in negotiated transactions or otherwise, and at prices and on terms that will be determined by the then prevailing market price or at negotiated prices directly or through a broker or brokers, who may act as agent or as principal or by a combination of such methods of sale. The timing and amount of any sale are within the sole discretion of the selling stockholders. See the section entitled "Selling Stockholders" on page 16 and the section entitled "Plan of Distribution" on page 23.
Use of proceeds	The selling stockholders will receive all proceeds from the sale of the common stock. We will not receive any of the proceeds from the sale of the shares of common stock by the selling stockholders. We may receive proceeds from the exercise of warrants held by the selling stockholders if they opt to pay the exercise price in cash rather than executing a cashless exercise. Any net proceeds that we receive from the exercise of warrants will be used for general corporate purposes, including working capital for our business.
Risk factors	The purchase of our common stock involves a high degree of risk, including the risk that the Company may not be able to continue as a going concern. You should carefully review and consider "Risk Factors" beginning on page 6.
OTC Bulletin Board Trading Symbol	"PCMC"

Our selected financial data, set forth below, should be read in conjunction with our "Consolidated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2004, incorporated by reference into this prospectus. All share and per share amounts have been restated to reflect the one for thirty reverse stock split effective July 19, 2004.

STATEMENT OF OPERATIONS DATA
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	2004	2003 (2)	2002 (3)	2001(4)	2000(5) (6)
Sales	\$ 24,175	\$ 20,841	\$ 29,686	\$ 73,236	\$ 183,606
Cost of sales	18,720	20,604	30,777	94,890	160,965
Gross profit (loss)	5,455	237	(1,091)	(21,654)	22,641
Operating expenses:					
Research and development	4,976	6,099	12,745	19,800	20,241
Selling and marketing	6,772	3,557	6,621	7,636	11,371
General and administrative	4,552	5,607	10,750	26,070	18,181
Goodwill impairment / amortization	--	--	11,409	8,034	19,550
Restructuring and other charges	--	3,712	--	--	--
Total operating expenses	16,300	18,975	41,525	61,540	69,343
Income (loss) from operations	(10,845)	(18,733)	(42,616)	(83,194)	(46,702)
Interest expense	(687)	(2,249)	(2,457)	(1,946)	(4,629)
Gain on sale of a subsidiary(8)	--	--	--	9,814	--
Gain on redemption of notes	--	6,499	1,393	--	1,890
Other income (expense), net	8,252	3,739	(1,312)	(619)	(3,736)
Income (loss) from continuing operations before income taxes, and cumulative effect of change in accounting principle	(3,280)	(10,749)	(44,992)	(75,945)	(53,177)
Provision (benefit) for income taxes	--	--	(470)	(618)	10,917
Loss from continuing operations before cumulative effect of change in accounting principle	(3,280)	(10,749)	(44,522)	(75,327)	(64,094)
Discontinued operations(9):					
Loss from operations	(40)	(581)	(4,284)	(211)	(4,321)
Loss on disposal	--	(1,556)	--	--	--
	(3,320)	(12,886)	(48,806)	(75,538)	(68,415)
Cumulative effect of change in accounting principle(3)	--	--	(5,500)	--	(1,534)
Net loss	(3,320)	(12,886)	(54,306)	(75,538)	(69,949)
Preferred Stock accretions	(2,392)	(1,521)	--	--	--
Preferred Stock dividends	(156)	--	--	--	--
Net loss attributable to Common Stockholders	\$ (5,868)	\$ (14,407)	\$ (54,306)	\$ (75,538)	\$ (69,949)
Basic income (loss) from Continuing Operations (1)(10)	\$ (.56)	\$ (6.80)	\$ (52.28)	\$ (136.54)	\$ (123.15)
Diluted income (loss) from Continuing Operations (1)(10)	\$ (.56)	\$ (6.80)	\$ (52.28)	\$ (136.54)	\$ (123.15)
Basic net loss applicable to Common Stockholders (1)(10)	\$ (.56)	\$ (7.98)	\$ (63.77)	\$ (136.92)	\$ (134.40)
Diluted net loss applicable to Common Stockholders (1)(10)	\$ (.56)	\$ (7.98)	\$ (63.77)	\$ (136.92)	\$ (134.40)

BALANCE SHEET DATA (IN THOUSANDS)

	2004	2003	2002 (3)	2001 (4)	2000 (5)(6)
Cash and cash equivalents	\$ 2,280	\$ 6,185	\$ 1,616	\$ 7,103	\$ 27,541
Working capital	1,283	(2,075)	(2,356)	(10,185)	76,823
Total assets	25,423	34,565	35,723	92,234	216,219
Long-term debt	0	0	24,488	769	30,290
Mandatory redeemable referred Stock	6,106	4,231	--	--	--
Mandatory Redeemable Common Stock Warrants	--	--	--	--	--
Accumulated deficit	(368,885)	(363,174)	(348,766)	(294,460)	(218,922)
Stockholders' equity (deficit)	7,508	\$ 9,753	\$ (15,350)	\$ 24,256	\$ 95,247

(1) See Note 10 of Notes to Consolidated Financial Statements for an explanation of the method used to determine share and per share amounts.

(2) In 2003, we recorded charges to cost of sales of approximately \$3.4 million related to excess and obsolete inventory, offset by credits of \$1.8 million related to write-back of accounts payable and purchase commitment liabilities arising from vendor settlements.

(3) In 2002, we recorded charges of approximately \$5.8 million related to excess and obsolete inventory and a write-down of goodwill carrying value relating to services business of \$16.9 million.

(4) In 2001, we recorded charges of approximately \$30 million related to excess inventory and inventory purchase commitments, \$5.8 million related to a write-down of goodwill and other intangibles, and a \$11.6 million increase in bad debt expense related to a customer bankruptcy.

(5) We recorded a non-cash charge of approximately \$1.5 million on January 1, 2000 to account for the cumulative effect of the accounting change made to comply with SAB 101. See Note 2 of Notes to Consolidated Financial Statements.

(6) In 2000, we recorded charges of approximately \$21.7 million related to excess inventory and inventory purchase commitments, \$15.0 million related to a write-down of goodwill, and a \$9.9 million increase in the valuation allowance against the carrying value of deferred tax assets.

(8) The gain on disposal in 2001 was from the sale of RT Masts in February 2001.

(9) The Company discontinued its services business unit, P-Com Network Services in the first quarter of 2003, and accordingly reported its results on one line as a discontinued operations.

(10) The per share numbers have been adjusted to reflect the one for thirty reverse stock split effective July 19, 2004.

CERTAIN RISK FACTORS AFFECTING P-COM

An investment in our Common Stock is subject to many risks. You should carefully consider the risks described below, together with all of the other information included in this Prospectus, including the financial statements and the related notes, before you decide whether to invest in our Common Stock. Our business, operating results and financial condition could be harmed by any of the following risks. The trading price of our Common Stock could decline due to any of these risks, and you could lose all or part of your investment.

RISKS RELATED TO P-COM'S FINANCIAL CONDITION AND OPERATIONS

WE NEED ADDITIONAL FINANCING.

Our core business product sales are still significantly below levels necessary to achieve positive cash flow, and are anticipated to decline significantly as a result of the execution of the Restructuring Plan. From inception to December 31, 2004, our aggregate net loss is approximately \$368 million. Our cash position has declined to \$1.2 million at March 31, 2005. We had negative working capital of \$6.2 million as of March 31, 2005. In November 2004, we obtained a commitment for an additional \$5.0 million in debt financing (the "Debenture Facility"), and have borrowed \$4.5 million as of May 5, 2005 under the Debenture Facility. To continue as a going concern, we will be required to secure additional debt or equity capital. To address our liquidity requirements, we are aggressively reducing expenses in connection with the implementation of our Restructuring Plan. We also currently plan to raise additional equity and/or debt capital prior to the end of the third quarter of 2005. No assurances can be given that we will be successful in our Restructuring Plan, or in our attempts to raise additional debt or equity financing.

OUR CURRENT BUSINESS AND FINANCIAL CONDITION RAISE DOUBTS ABOUT OUR ABILITY TO CONTINUE AS A GOING CONCERN.

Our independent accountants' opinion on our 2004 consolidated financial statements includes an explanatory paragraph indicating substantial doubt about our ability to continue as a going concern. The financial statements incorporated in this prospectus by reference have been prepared assuming that we will continue as a going concern. The financial statements do not include adjustments that might result if we were required to cease operations. These adjustments would include, among other things, a write-down in the value of our assets from book value to liquidation value. To continue as a going concern, we will have to significantly increase our sales, and we may be required to raise additional equity and/or debt financing. We may not accomplish these tasks. If we are unable to raise additional debt or equity financing, we may not be able to continue as a going concern.

OUR PROSPECTS FOR OBTAINING ADDITIONAL FINANCING ARE UNCERTAIN AND FAILURE TO OBTAIN NEEDED FINANCING MAY AFFECT OUR ABILITY TO CONTINUE AS A GOING CONCERN.

In the event we are unable to raise additional debt or equity financing, or otherwise improve our liquidity position, we will not be able to continue as a going concern. Our future capital requirements will depend upon many factors, including the success of our Restructuring Plan, the continuation of our RMA Business, development costs of new products and related software, potential acquisition opportunities, maintenance of adequate manufacturing facilities and contract manufacturing agreements, progress of research and development efforts, expansion of marketing and sales efforts, and status of competitive products. Additional financing may not be available in the future on acceptable terms or at all. Our history of substantial operating losses could also severely limit our ability to raise additional financing.

WE MAY NOT BE ABLE TO REPAY OUR EXISTING DEBT AND ANY REPAYMENT OF OUR DEBT WITH SHARES OR BY RAISING ADDITIONAL FUNDS MAY RESULT IN SIGNIFICANT DILUTION TO OUR STOCKHOLDERS.

At March 31, 2005, we owed, excluding accrued but unpaid interest, an aggregate amount of \$4.15 million to SDS Capital Group SPC, Ltd ("SDS"), and it is anticipated that such indebtedness will increase to \$5.0 million prior to the end of the second quarter of 2005. Interest accrues on such debt at an annual interest rate of 7%, increasing to 8% on July 1, 2005 and 10% on April 1, 2006 through the maturity date of the loan, December 31, 2006. If we are unable to generate sufficient cash flow from our operations, secure funds from the capital markets or lenders or restructure our debt to SDS, we will not be able to continue as a going concern.

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We may make the principal and interest payments under our Debenture Facility in either shares of our common stock, cash or a combination of both. The number of shares of common stock that may be used to pay the quarterly installments is capped at 6,000,000 shares of common stock. We currently do not have enough cash to make the required payments under the Debenture Facility and anticipate making the vast majority if not all of the payments in shares of our common stock. In addition, given the recent price for our common stock, if we make the required amortization payments on the Debenture Financing using our common stock, or raise additional funds by issuing equity securities, additional significant dilution to our stockholders will result.

WE MAY NOT BE ABLE TO REPAY THE DEBENTURE FACILITY INSTALLMENT PAYMENTS IN SHARES OF OUR COMMON STOCK.

Under our Debenture Facility, we may not issue shares of common stock to make the quarterly installment payments if the issuance of such shares would result in SDS beneficially owning (as determined in accordance with Section 13(d) of the Exchange Act) more than 9.9% of all of the common stock outstanding at such time. SDS may waive this ownership blocker but it is not obligated to do so. In the event that we are prevented from making an installment payment in shares of common stock due to the ownership blocker and SDS does not waive compliance with this provision, then we may be required to issue preferred stock, or default on our payment obligations under the Debenture Facility. Also, the terms of the Debenture Facility limit the number of shares of common stock that we may issue as quarterly installment payments to 6,000,000 shares. If we make the required payments in shares of common stock, given the Company's current stock price, we will exceed the share cap. In such event, if SDS does not waive the share cap, then we may default on our payment obligations under the Debenture Facility.

AS A RESULT OF THE RESTRUCTURING PLAN, OUR REVENUE WILL DECREASE SUBSTANTIALLY.

As a result of the Restructuring Plan, our revenue is anticipated to decrease substantially. While we believe that a consequence of the Restructuring Plan will be to ultimately return P-Com to profitability, no assurances can be given that we will achieve the objectives of the Restructuring Plan, or that the sales in our remaining product lines can sufficiently increase to allow us to achieve positive cash flow from operations. Until sales levels in our remaining product lines can sufficiently increase, our business, financial condition and results of operations will continue to be adversely affected.

WE RELY ON A LIMITED NUMBER OF CUSTOMERS FOR A MATERIAL PORTION OF OUR SALES. THE LOSS OF OR REDUCTION IN SALES TO ANY OF OUR CUSTOMERS COULD HARM OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATION.

For the quarter ended March 31, 2005, sales to our top four customers accounted for 56% of total sales. We expect that a limited number of customers will continue to account for a significant portion of our sales for the foreseeable future. The loss of any one of these customers would have an immediate and material adverse effect on our sales. If we are unsuccessful in obtaining significant new customers or if one of our top customers or several small customers cancel or delay their orders for our products, then our business and prospects could be harmed which may cause the price of our common stock to decline. Our customer concentration also results in concentration of credit risk. As of March 31, 2005, five customers accounted for 84% of our total accounts receivable balances. If any one of these customers is unable to fulfill its payment obligations to us, our revenue could decline significantly.

AS A RESULT OF THE RESTRUCTURING PLAN, WE ARE SUBSTANTIALLY DEPENDENT ON THE SALE OF REFURBISHED LICENSED PRODUCTS, AND A REDUCTION IN SUCH SALES WILL MATERIALLY HARM P-COM'S RESULTS OF OPERATIONS.

For the year ended December 31, 2004, and for the quarter ended March 31, 2005, sales of refurbished licensed products was \$1.3 million and \$3.5 million, or 52% and 51% of total sales, respectively. As a percentage of total sales and total sales of licensed products, sales of refurbished licensed products will substantially increase in 2005 relative to 2004 as a result of the substantial decrease in sales of new licensed products anticipated in 2005 as a result of the Restructuring Plan. Total sales of refurbished licensed products will decline over time as our customers replace existing radios with new product, rather than send them to us for continued repair and maintenance. In addition, our customers may elect to source refurbished licensed products from third parties rather than us, as was the case in the fourth quarter of 2004 when one of our customers elected to contract with a third party for its refurbished licensed product requirements. Although we were ultimately able to recapture that customer's business, no assurances can be given that we will not lose customers in the future, or that customers will not elect to purchase new licensed products rather than send them to us for repair and maintenance. In the event of a reduction in the sale of refurbished licensed products, our results of operations will be materially harmed.

OUR OPERATING RESULTS IN THE PAST ARE NOT ANTICIPATED TO REFLECT OUR OPERATING RESULTS IN THE FUTURE, WHICH MAKES OUR RESULTS OF OPERATIONS DIFFICULT TO PREDICT.

As a result of Restructuring Plan, our future operating results will vary significantly from our past operating results. Factors that will significantly affect our operating results include the following:

- o the divestiture of certain licensed product lines, that in the year ended December 31, 2004, and quarter ended March 31, 2005, contributed approximately \$10.2 million and \$.2 million in revenue to P-Com, respectively;
- o the increased reliance on our RMA Business, that in the year ended December 31, 2004, and quarter ended March 31, 2005, contributed approximately \$11.2 million and \$1.3 million in revenue to P-Com, respectively; and
- o the increased reliance on the sale of unlicensed radio products, that in the year ended December 31, 2004, and quarter ended March 31, 2005, contributed approximately \$2.8 million and \$.8 million in revenue to P-Com, respectively.

As we execute our Restructuring Plan, these factors will cause our operating expenses to be disproportionately high or our gross revenues to be substantially lower in future periods.

P-COM FACES SUBSTANTIAL COMPETITION AND MAY NOT BE ABLE TO COMPETE EFFECTIVELY.

We face intense competition worldwide from a number of leading telecommunications equipment and technology suppliers. These companies offer a variety of competitive products and services. These companies include Alcatel Network Systems, Alvarion, Stratex Networks, Ceragon, Ericsson Limited, Harris Corporation-Farion Division, NEC, Sagem, Nortel, Nokia Telecommunications, SIAE, Siemens, and Proxim. Many of these companies have greater installed bases, financial resources and production, marketing, manufacturing, engineering and other capabilities than P-Com. We face actual and potential competition not only from these established companies, but also from start-up companies that are developing and marketing new commercial products and services. Some of our current and prospective customers and partners have developed, are currently developing or could manufacture products competitive with our products.

The principal elements of competition in our market and the basis upon which customers may select our systems include price, performance, software functionality, perceived ability to continue to be able to meet delivery requirements, and customer service and support. Recently, certain competitors have announced the introduction of new competitive products, including related software tools and services, and the acquisition of other competitors and competitive technologies. We expect competitors to continue to improve the performance and lower the price of their current products and services and to introduce new products and services or new technologies that provide added functionality and other features. New product and service offerings and enhancements by our competitors could cause a decline in our sales or loss of market acceptance of our systems. New offerings could also make our systems, services or technologies obsolete or non-competitive. In addition, we are experiencing significant price competition and we expect that competition will intensify.

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P-COM'S OPERATING RESULTS HAVE BEEN ADVERSELY AFFECTED BY DETERIORATING GROSS MARGINS AND SALES VOLUMES.

The intense competition for our licensed products has resulted in a continued reduction in average selling prices. These reductions have not been offset by a corresponding decrease in cost of goods sold, resulting in deteriorating gross margins in some of our product lines. These deteriorating gross margins will continue in the short term. Reasons for the decline include the maturation of the systems, the effect of volume price discounts in existing and future contracts, the intensification of competition, and the recent decrease in sales volumes.

If we cannot significantly reduce costs, develop new products in a timely manner or in the event we fail to achieve increased sales of new products at a higher average selling price, then we will be unable to offset declining average selling prices in many of our product lines. If we are unable to offset declining average selling prices, or achieve corresponding decreases in manufacturing operating expenses, our gross margins will continue to decline.

P-COM DOES NOT HAVE THE CUSTOMER BASE OR OTHER RESOURCES OF MORE ESTABLISHED COMPANIES, WHICH MAKES IT DIFFICULT FOR IT TO ADDRESS THE LIQUIDITY AND OTHER CHALLENGES IT FACES.

Although we have installed and have in operation over 150,000 radio units globally, we have not developed a large installed base of our equipment or the kind of close relationships with a broad base of customers of a type enjoyed by larger, more developed companies, which would provide a base of financial performance from which to launch strategic initiatives and withstand business reversals. In addition, we have not built up the level of capital often enjoyed by more established companies, so from time to time, it faces serious challenges in financing its continued operations. We may not be able to successfully address these risks.

WE RELY ON THIRD PARTY MANUFACTURERS AND SUPPLIERS AND ANY FAILURE OF OR INTERRUPTION IN THE MANUFACTURING, SERVICES OR PRODUCTS PROVIDED BY THESE THIRD PARTIES COULD HARM OUR BUSINESS.

We rely on third-party manufacturers for the manufacturing, repair and maintenance of a substantial portion of our products. We have limited internal manufacturing, repair and maintenance capacity, which may not be sufficient to fulfill customers' requirements. Our contract service providers may not be able to react to our demands on a timely basis. In addition, certain components and subassemblies necessary for the manufacture of our systems are obtained from a sole supplier or a limited group of suppliers.

Our reliance on third-party manufacturers, service providers and suppliers involves risks. From time to time, we have experienced an inability to obtain, or to receive in a timely manner, an adequate supply of finished products and required components and subassemblies. This inability has been due to a variety of factors, including, in some cases, our financial condition. As a result of our reliance on these third parties, we have reduced control over the price, timely delivery, reliability and quality of finished products, components and subassemblies. Any failure by us, or our contract manufacturers to repair, maintain, manufacture, assemble and ship systems and meet customer demands on a timely and cost-effective basis could damage relationships with customers and have a material adverse effect on our business, financial condition and results of operations.

P-COM'S BUSINESS DEPENDS ON THE ACCEPTANCE OF ITS PRODUCTS AND SERVICES, AND IT IS UNCERTAIN WHETHER THE MARKET WILL ACCEPT AND DEMAND ITS PRODUCTS AND SERVICES AT LEVELS NECESSARY FOR SUCCESS.

Our future operating results depend upon the continued growth and increased availability and acceptance of our products in the U.S. and internationally. The volume and variety of wireless telecommunications services or the

markets for and acceptance of the services may not continue to grow as expected. The growth of these services may also fail to create anticipated demand for our systems. Predicting which segments of these markets will develop and at what rate these markets will grow is difficult.

DUE TO OUR INTERNATIONAL SALES AND OPERATIONS, WE ARE EXPOSED TO BUSINESS, POLITICAL, REGULATORY, OPERATIONAL, FINANCIAL AND ECONOMIC RISKS, ANY OF WHICH COULD INCREASE OUR COSTS AND HINDER OUR GROWTH.

As a result of our current heavy dependence on international markets, especially in the United Kingdom, the European continent, the Middle East, China, and Latin America, we face business, political, regulatory, operational, financial and economic risks that are often more volatile than those commonly experienced in the United States. Approximately 92% and 89% of our sales in the year ended December 31, 2003 and December 31, 2004, respectively, were made to customers located outside of the United States.

Due to political and economic instability in new markets, economic, political and foreign currency fluctuations may be even more volatile than conditions in developed countries. Countries in the Asia/Pacific, African, and Latin American regions have in recent years experienced weaknesses in their currency, banking and equity markets. These weaknesses have adversely affected and could continue to adversely affect demand for our products.

WE FACE RISKS ASSOCIATED WITH CURRENCY EXCHANGE RATE FLUCTUATIONS.

Approximately 89% and 92% of our sales in the year ended December 31, 2004 and the quarter ended March 31, 2005 were made to customers located outside of the United States and a larger portion of our revenues is denominated in foreign currencies. Historically, our international sales have been denominated in British pounds sterling, Euros or United States dollars. Conducting business in currencies other than U.S. dollars subjects us to fluctuations in currency exchange rates that could have a negative impact on our reported operating results. Fluctuations in the value of the U.S. dollar relative to other currencies impact our revenues, cost of revenues and operating margins and result in foreign currency translation gains and losses. For example, a decrease in the value of British pounds or Euros relative to United States dollars, if not hedged, will result in an exchange loss for us if we have Euro or British pounds sterling denominated sales. Conversely, an increase in the value of Euro and British pounds sterling will result in increased margins for us on Euro or British pounds sterling denominated sales as our functional currency is in United States dollars. For international sales that we would require to be United States dollar-denominated, such a decrease in the value of foreign currencies could make our systems less price-competitive if competitors choose to price in other currencies and could adversely affect our financial condition. We fund our Italian subsidiary's operating expenses, which are denominated in Euros. Historically, we have not engaged in exchange rate-hedging activities. Although we may implement hedging strategies to mitigate this risk, these strategies may not eliminate our exposure to foreign exchange rate fluctuations and involve costs and risks of their own, such as ongoing management time and expertise, external costs to implement the strategy and potential accounting implications.

GOVERNMENTAL REGULATIONS AFFECTING MARKETS IN WHICH P-COM COMPETES COULD ADVERSELY AFFECT ITS BUSINESS AND RESULTS OF OPERATIONS.

Radio communications are extensively regulated by the United States and foreign governments as well as by international treaties. P-Com's systems must conform to a variety of domestic and international requirements established to, among other things, avoid interference among users of radio frequencies and to permit interconnection of equipment. Historically, in many developed countries, the limited availability of radio frequency spectrum has inhibited the growth of wireless telecommunications networks. Each country's regulatory process differs. To operate in a jurisdiction, P-Com must obtain regulatory approval for its systems and comply with differing regulations.

Regulatory bodies worldwide continue to adopt new standards for wireless telecommunications products. The delays inherent in this governmental approval process may cause the cancellation, postponement or rescheduling of the installment of communications systems by P-Com's customers and P-Com. The failure to comply with current or future regulations or changes in the interpretation of existing regulations could result in the suspension or cessation of operations. Those regulations or changes in interpretation could require P-Com to modify its products and services and incur substantial costs in order to comply with the regulations and changes.

In addition, P-Com is also affected by domestic and international authorities' regulation of the allocation and auction of the radio frequency spectra. Equipment to support new systems and services can be marketed only if permitted by governmental regulations and if suitable frequency allocations are auctioned to service providers. Establishing new regulations and obtaining frequency allocation at auction is a complex and lengthy process. If PCS operators and others are delayed in deploying new systems and services, P-Com could experience delays in orders. Similarly, failure by regulatory authorities to allocate suitable frequency spectrum could have a material adverse effect on P-Com's results. In addition, delays in the radio frequency spectra auction process in the United States could delay P-Com's ability to develop and market equipment to support new services. P-Com operates in a regulatory environment subject to significant change. Regulatory changes, which are affected by political, economic and technical factors, could significantly impact P-Com's operations by restricting its development efforts and those of its customers, making current systems obsolete or increasing competition. Any such regulatory changes, including changes in the allocation of available spectra, could have a material adverse effect on P-Com's business, financial condition and results of operations. P-Com may also find it necessary or advisable to modify its systems and services to operate in compliance with these regulations. These modifications could be expensive and time-consuming.

P-COM MAY ENTER INTO AGREEMENTS TO MERGE OR CONSOLIDATE WITH OTHER COMPANIES, AND IT MAY INCUR SIGNIFICANT COSTS IN THE PROCESS, WHETHER OR NOT THESE TRANSACTIONS ARE COMPLETED.

P-Com is currently evaluating options to consolidate, seek a strategic partner or engage in some other corporate transaction intended to increase stockholder value, any of which could be material to our business, operating results and financial condition. Corporate transactions, including mergers and acquisitions, are risky, are subject to a lengthy process to close and could divert management's time and focus from operating our business. P-Com may not be able to close any strategic transaction on the timetable it anticipates, if at all. If P-Com is unable to complete a corporate transaction, P-Com will incur significant non-recoverable expenses that may have a material adverse effect on P-Com's financial position. If a transaction is completed, it could result in unanticipated operating difficulties and expense and the anticipated benefits of the transaction may not materialize.

OUR BUSINESS AND GROWTH MAY SUFFER IF WE ARE UNABLE TO HIRE AND RETAIN KEY PERSONNEL WHO ARE IN HIGH DEMAND.

We depend on the continued contributions of our senior management and other key personnel, including Daniel W. Rumsey, the Chief Restructuring Officer, and Don Meiners, the Company's President. The loss of the services of any of either of these executives, or any of our key personnel could harm our business. We do not maintain key person life insurance policies on any of our executive officers. Competition for senior management in our industry is intense and we may not be able to retain our senior management or attract and retain new personnel in the future. Volatility or lack of performance in our stock price may also affect our ability to attract and retain our key personnel. Our future success also depends on our ability to identify, attract and retain highly skilled technical, managerial, finance and marketing personnel. Qualified individuals are in high demand, and we may incur significant costs to attract them. If we are unable to attract or retain the personnel we need to succeed, our business may suffer.

THIRD PARTIES MAY SUE US FOR INTELLECTUAL PROPERTY INFRINGEMENT THAT, IF SUCCESSFUL, COULD REQUIRE US TO PAY SIGNIFICANT DAMAGE AWARDS OR LICENSING FEES.

We cannot be certain that we do not and will not infringe the intellectual property rights of others. We may be subject to legal proceedings and claims in the ordinary course of our business and third parties may sue us for intellectual property infringement or initiate proceedings to invalidate our intellectual property. Any intellectual property claims, whether or not meritorious, could result in costly litigation and could divert management resources and attention. Moreover, should we be found liable for infringement, we may be required to enter into licensing agreements (if available on acceptable terms or at all), pay damages or limit or curtail our product or service offerings. Moreover, we may need to redesign some of our products to avoid future infringement liability. Any of the foregoing could prevent us from competing effectively and harm our business and results of operations.

IF WE FAIL TO KEEP PACE WITH RAPIDLY CHANGING TECHNOLOGIES, WE COULD LOSE CUSTOMERS AND OUR SALES MAY DECLINE.

The telecommunications equipment industry is characterized by rapidly changing technologies, evolving industry standards, frequent new product and service introductions and changing customer demands. The introduction of new products and services embodying new technologies and the emergence of new industry standards and practices can render existing products and services obsolete and unmarketable or require unanticipated investments in technology. Our future success will depend on our ability to internally develop, source or license leading technologies to enhance our existing products and services, to develop new products and services that address the changing demands of our customers, and to respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. We may experience difficulties that could delay or prevent the successful design, development, introduction or marketing of new products and services. Any new products, services or enhancement that we develop will need to meet the requirements of our current and prospective customers and may not achieve significant market acceptance.

RISK RELATING TO CAPITAL MARKETS AND P-COM COMMON STOCK

THE NASDAQ SMALL CAP MARKET HAS DELISTED OUR STOCK AND OUR COMMON STOCK IS DEEMED TO BE "PENNY STOCK," WHICH MAY SEVERELY LIMIT THE ABILITY OF STOCKHOLDERS TO SELL OUR COMMON STOCK.

NASDAQ moved our stock listing from the NASDAQ National Market to the NASDAQ Small Cap Market effective August 27, 2002 due to our failure to meet certain listing requirements, including a minimum bid price of \$1.00 per share. We subsequently failed to meet certain NASDAQ Small Cap Market quantitative listing standards, including a minimum \$1.00 per share bid price requirement, and the NASDAQ Listing Qualifications Panel determined that our stock would no longer be listed on the NASDAQ Small Cap Market. Effective March 10, 2003, our Common Stock commenced trading electronically on the OTC Bulletin Board of the National Association of Securities Dealers, Inc. This move could result in a less liquid market available for existing and potential stockholders to trade shares of our Common Stock and could ultimately further depress the trading price of our Common Stock.

Our Common Stock is subject to the Securities Exchange Commission's "penny stock" regulation. For transactions covered by this regulation, broker-dealers must make a special suitability determination for the purchase of the securities and must have received the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, the rules generally require the delivery, prior to the transaction, of a risk disclosure document mandated by the SEC relating to the penny stock market. The broker-dealer is also subject to additional sales practice requirements. Consequently, the penny stock rules may restrict the ability of broker-dealers to sell the company's Common Stock and may affect the ability of holders to sell the Common Stock in the secondary market, and the price at which a holder can sell the Common Stock.

OUR STOCK PRICE HAS BEEN VOLATILE AND HAS EXPERIENCED SIGNIFICANT DECLINE, AND MAY CONTINUE TO BE VOLATILE AND DECLINE.

Our common stock currently trades sporadically on the OTC Bulletin Board. The market for our common stock may continue to be an inactive market, and the market price of our common stock may experience significant volatility. In recent years, the stock market in general, and the market for shares of small capitalization technology stocks in particular, have experienced extreme price fluctuations. These fluctuations have often negatively affected small cap companies such as ours, and may impact our ability to raise equity capital in periods of liquidity crunch. Companies with liquidity problems also often experience downward stock price volatility. We believe that factors such as announcements of developments related to our business (including any financings or any resolution of liabilities), announcements of technological innovations or new products or enhancements by us or our competitors, developments in the emerging countries' economies, sales by competitors, sales of significant volumes of our

Common Stock into the public market, developments in our relationships with customers, partners, lenders, distributors and suppliers, shortfalls or changes in revenues, gross margins, earnings or losses or other financial results that differ from analysts' expectations, regulatory developments, fluctuations in results of operations could and have caused the price of our Common Stock to fluctuate widely and decline over the past two years. The market price of our Common Stock may continue to decline, or otherwise continue to experience significant fluctuations in the future, including fluctuations that are unrelated to our performance, and our stockholders may not be able to resell shares of our Common Stock at or above the price paid for those shares.

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ISSUING SECURITIES AS A MEANS OF RAISING CAPITAL AND THE FUTURE SALES OF THESE SECURITIES IN THE PUBLIC MARKET COULD LOWER P-COM'S STOCK PRICE AND ADVERSELY AFFECT ITS ABILITY TO RAISE ADDITIONAL CAPITAL IN SUBSEQUENT FINANCINGS.

P-Com has traditionally relied on debt and equity financings to meet its working capital needs including the issuances of Series B Convertible Preferred Stock in August 2003 and Series C Convertible Preferred Stock in October and December 2003. In addition, as a result of borrowings under the Debenture Facility, P-Com anticipates issuing up to an additional 6.0 million shares of Common Stock in connection with the scheduled amortization payments. When the shares of Common Stock that are issuable upon conversion of our preferred stock, or paid in connection with required amortization payments, are subsequently sold in the public market, the trading price of P-Com Common Stock may be negatively affected. As of December 31, 2004, the last reported sale price of P-Com common stock was \$0.44. Future sales of P-Com's Common Stock or the perception that future sales will occur could have a significant negative effect on the market price of P-Com's Common Stock. If the market price of P-Com Common Stock continues to decrease, P-Com may not be able to conduct additional financings in the future on acceptable terms or at all, and its ability to raise additional capital will be significantly limited.

In March, May and July 2003, P-Com issued warrants to purchase approximately 293,333 shares of its Common Stock. In August 2003, P-Com's remaining 7% Convertible Subordinated Notes due 2005 were converted into approximately one million shares of Series B Convertible Preferred Stock, of which approximately 891,594 shares were converted into approximately 3.1 million shares of Common Stock in December 2003. The remaining outstanding shares of Series B Convertible Preferred Stock are convertible into approximately 381,916 shares of P-Com Common Stock.

In October and December 2003, P-Com issued approximately 10,000 shares of Series C Convertible Preferred Stock together with warrants to purchase approximately 4.64 million shares of Common Stock. These shares of Series C Convertible Preferred Stock are convertible into approximately 5.8 million shares of Common Stock. In December 2003, P-Com issued 2,000 shares of Series D Convertible Preferred Stock, which, in turn, are convertible into approximately 444,444 million shares of Common Stock. The conversion or exercise of these securities will result in substantial dilution to P-Com's existing stockholders.

In December 2003, P-Com also issued 2,116,667 shares of its Common Stock in connection with the SPEEDCOM Acquisition. This issuance resulted in substantial dilution to P-Com's existing stockholders. P-Com may issue additional shares of common stock in the future, which would further dilute its stockholders.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have international sales and facilities and are, therefore, subject to foreign currency rate exposure. Historically, our international sales have been denominated in British pounds sterling, Euro and U.S. dollars. The functional currencies of our wholly-owned foreign subsidiaries are the local currencies. Assets and liabilities of these subsidiaries are translated into U.S. dollars at exchange rates in effect at the balance sheet date. Income and expense items are translated at average exchange rates for the period. Accumulated net translation adjustments are recorded in stockholders' equity. Foreign exchange transaction gains and losses are included in the results of operations, and were not material for all periods presented. Based on our overall currency rate exposure at March 31, 2005, a near-term 10% appreciation or depreciation of the U.S. dollar would have an insignificant effect on our financial position, results of operations and cash flows over the next fiscal year. We do not use derivative financial instruments for speculative or trading purposes.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures. As of the end of the quarter ended March 31, 2005, the Company's management, including its chief restructuring officer, has evaluated the effectiveness of the Company's

disclosure controls and procedures, as such term is defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). Based on that evaluation, the Company's chief restructuring officer concluded that the Company's disclosure controls and procedures were effective as of March 31, 2005 to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

(b) Changes in internal control over financial reporting. There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation required by Exchange Act Rule 13a-15(d) that occurred during the most recent fiscal quarter that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.

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USE OF PROCEEDS

We will not receive any of the proceeds from the sale of our common stock by the selling stockholders. If and when our outstanding convertible preferred stock is converted by the selling stockholders into shares of our common stock, we will not receive any proceeds from the conversion. If and when the warrants are exercised by the selling stockholders for shares of our common stock, we will receive the proceeds from the exercise of those warrants, but only to the extent that the exercise price of the warrants is paid in cash. The warrants held by the selling stockholders may be exercised through a cashless exercise, in which event, we will not receive any proceeds from the exercise. If these warrants are exercised and the exercise price is paid in cash, we will receive net proceeds of approximately \$1.2 million, which we will use for general corporate purposes, including working capital for our business.

SELLING STOCKHOLDERS

The following table sets forth the names of the selling stockholders and the number of shares of common stock being registered for sale as of the date of this prospectus and sets forth the number of shares of common stock known by us to be beneficially owned by the selling stockholders. The following table assumes that each selling stockholder will sell all of the shares of common stock being offered by this prospectus for its account. However, we are unable to determine the exact number of shares that will actually be sold. The shares of common stock offered by this prospectus may be offered from time to time by the selling stockholders. This information is based upon information provided by the selling stockholders, and is not necessarily indicative of beneficial ownership for any other purpose. The number of shares of common stock beneficially owned by the selling stockholders is determined in accordance with the rules of the Securities and Exchange Commission.

For some of the selling stockholders, the number of shares of common stock being sold in the offering will be greater than the number of shares of common stock beneficially owned prior to the offering. This is due to a limitation on the number of shares of common stock that these selling stockholders can hold at any given time. Under the terms of our convertible preferred stock and some of our warrants, no holder of these securities may convert or exercise these securities into shares of our common stock, and we may not issue shares of our common stock to any of these holders, if the conversion or exercise would cause the holder or any of its affiliates, individually or in the aggregate, to beneficially own more than 4.99% or 9.999%, as the case may be, of our outstanding common stock. Due to this limitation, some of the selling stockholders do not beneficially own all of the shares of common stock that are issuable upon conversion of their convertible preferred stock or upon exercise of some of their warrants. However, regardless of this limitation, we are obligated to register the resale of all of the shares of common stock that are issuable upon conversion or exercise of these securities. Consequently, some of the selling stockholders are shown in the table below as selling a greater number of shares of common stock than they beneficially own.

Except with respect to George Roberts, our Chairman of the Board, Sam Smookler, our former Chief Executive Officer, two of our directors, Fred Fromm and R. Craig Roos, and one former director, Brian Josling, none of the selling stockholders has had a material relationship with us within the past three years other than as a result of the ownership of our securities.

The term "selling stockholder" includes the stockholders listed below and their transferees, assignees, pledgees, donees or other successors. The percent of beneficial ownership for each selling stockholder is based on 11,810,280 shares of common stock outstanding as of January 10, 2005. Shares of common stock subject to warrants, options and other convertible securities that are currently exercisable or exercisable within 60 days of January 10, 2005, are considered outstanding and beneficially owned by the selling stockholder who holds those warrants, options or other convertible securities for the purpose of computing the percentage ownership of that selling stockholder but are not treated as outstanding for the purpose of computing the percentage ownership of any other selling stockholder.

NAME OF SELLING STOCKHOLDER	SHARES BENEFICIALLY OWNED PRIOR TO THE OFFERING		SHARES OF COMMON STOCK BEING SOLD IN THE OFFERING		
	NUMBER (2)	%	COMMON STOCK	UPON CONVERSION OF SERIES C PREFERRED STOCK (2)(3)	UPON EXERCISE OF C WARRANTS (2)(3)
North Sound Legacy Fund LLC(5)(6)	1,621,031	13.73%	78,733	62,147	--
North Sound Legacy Institutional Fund LLC (5)(6)	1,621,031	13.73%	708,875	573,990	--
North Sound Legacy International Ltd. (5)(6)	1,621,031	13.73%	833,423	724,197	--
SDS Capital Group SPC, Ltd.	1,274,548	9.98%	319,548	155,000	--
CGA Resources LLC	338,319	2.86%	338,319	--	--
SF Capital Partners	464,166	3.86%	259,998	204,168	--
Alpha Capital	336,666	2.79%	91,665	136,112	108,889
Crestview Capital Fund II LP	313,099	2.61%	124,799	148,167	40,133
Castle Creek Technology Partners LLC	301,350	2.49%	--	167,417	133,933
Cagan McAfee Capital Partners	253,333	2.10%	--	--	133,333
Jerdan Enterprises	216,610	1.83%	216,610	--	--
Sam Eyde	185,666	1.56%	103,999	81,667	--
Agilent Financial Services, Inc.	178,571	1.49%	--	--	--
Samuel Smookler & Miriam Smookler	175,889	1.48%	9,167	13,611	10,889
Brian M. Herman	117,925	*	56,999	27,222	--
Bryan Family Partnership LLP II	116,123	*	33,333	45,994	36,795
Paul A. Kruger	96,831	*	23,331	40,834	32,667
Gamma Opportunity Capital Partners, LP	93,667	*	22,778	33,334	37,556
Charles P Strogon	92,833	*	52,000	40,834	--
Platinum Partners Arbitrage Fund LP	87,111	*	--	--	87,111
Julie L. Michel	86,166	*	45,332	40,834	--
HeliOss Communications, Inc.	80,000	*	80,000	--	--
George Roberts (8)	78,966	*	17,333	13,611	--
Michel Pokel	67,671	*	67,671	--	--
Allan Rothstein	49,000	*	--	27,222	21,778

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Arnold E. Ditri	49,000	*	--	27,222	21,778
Bridges & Pipes LLC	67,333	*	18,333	27,222	21,778
Wardenclyffe Micro Cap Fund	67,333	*	18,333	27,222	21,778
Global eMedicine, Inc., MPPP	67,333	*	45,555	--	21,778
Bristol Investment Fund	66,669	*	--	66,669	--
RHP Master Fund LTD	66,122	*	66,122	--	--
Harry Falterbauer	65,334	*	24,500	40,834	--
Stuart Jacobson	64,027	*	64,027	--	--
Bullbear Capital Partners LLC	61,889	*	34,666	27,222	--

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NAME OF SELLING STOCKHOLDER	SHARES OF COMMON STOCK BEING SOLD IN THE OFFERING UPON CONVERSION OF SERIES B OR		SHARES BENEFICIALLY OWNED AFTER THE OFFERING(1)
	UPON EXERCISE OF OTHER WARRANTS	SERIES D PREFERRED STOCK (2)(3)	
	PAYMENT OF DEBENTURE FACILITY		
	NUMBER		
	%		
North Sound Legacy Fund LLC(5)(6)			--
			48,741
			--
			*
North Sound Legacy Institutional Fund LLC (5)(6)			--
			368,679
			--
			*
North Sound Legacy International Ltd. (5)(6)			--
			408,940
			--
			*
SDS Capital Group SPC, Ltd. (4)			

	714,000
	--
	6,000,000
	--
	*
CGA Resources LLC	--
	--
	--
	*
SF Capital Partners	--
	--
	--
	*
Alpha Capital	--
	--
	--
	*
Crestview Capital Fund II LP	--
	--
	*
Castle Creek Technology Partners LLC	--

	--
	--
	*
Cagan McAfee Capital Partners	
	120,000
	--
	*
Jerdan Enterprises	
	--
	--
	*
Sam Eyde	
	--
	--
	*
Agilent Financial Services, Inc.	
	178,571
	--
	*
Vitel Ventures Corporation	
	--
	--
	--
	*
Leviticus Partners LP	
	--
	29

	--
	--
	*
Samuel Smookler & Miriam Smookler (7)	
	86,667
	--
	--
	*
Brian M. Herman	
	33,703
	--
	--
	*
Bryan Family Partnership LLP II	
	2,000,000
	--
	--
	*
Ellis International	
	--
	--
	--
	*
Paul A. Kruger	
	--
	30

Gamma Opportunity Capital Partners, LP

Charles P Strogen

Platinum Partners Arbitrage Fund LP

Julie L. Michel

HeliOss Communications, Inc. --

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George Roberts (8)

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Michel Pokel

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Allan Rothstein

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Arnold E. Ditri

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*

Bridges & Pipes LLC

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Wardenclyffe Micro Cap Fund

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*

Global eMedicine, Inc., MPPP

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*

Bristol Investment Fund

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RHP Master Fund LTD

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Harry Falterbauer

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Stuart Jacobson

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Bullbear Capital Partners LLC

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NAME OF SELLING STOCKHOLDER	SHARES BENEFICIALLY OWNED PRIOR TO THE OFFERING		SHARES OF COMMON STOCK BEING SOLD IN THE OFFERING	
	NUMBER (2)	%	COMMON STOCK	UPON CONVERSION OF SERIES C PREFERRED STOCK (2)(3)
	UPON EXERCISE OF C WARRANTS (2)(3)			
Capela Overseas LTD				61,889
				*
				34,666
				27,222
				--
John M. Somody				61,889
				*
				34,666
				27,222
				--
Ralph Rybaki				61,889
				*
				34,666
				27,222
				--
				35

Richard & Beverly Mehrlich

61,888

*

61,888

--

--

Alfred J. Anzalone Family Limited Partnership

61,500

*

8,250

12,250

41,000

Spectra Capital Management LLC

60,000

*

--

33,333

26,667

First Mirage, Inc.

59,850

*

33,250

--

26,600

Frederic M. Bauthier

56,889

36

	*
	29,666
	27,222
	--
Eric T. Singer	
	56,213
	*
	10,519
	15,619
	12,495
Jules Nordlicht	
	54,445
	*
	--
	--
	54,445
Stonestreet LP	
	54,445
	*
	--
	--
	54,445
Joseph R. McCandless	
	50,500
	*

	34,167
	--
	16,333
Liviakis Financial Communications	
	50,000
	*
	50,000
	--
	--
George Manos	
	49,511
	*
	27,733
	21,778
	--
Dana Ennis	
	46,417
	*
	26,000
	20,417
	--
UMAI	
	45,455
	*
	45,455
	--
	38

	--
Vitel Ventures Corporation	
	43,556
	*
	--
	--
	43,556
Carlos Belfiore	
	43,134
	*
	--
	--
	--
Al Pokel	
	41,606
	*
	41,606
	--
	--
Robert and Sandra Neborsky	
	41,458
	*
	27,030
	14,428
	--
	39

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Harry Rosen FBO Rosen Rosen Kreiling PA 401K PSP

40,400

*

11,000

16,333

13,067

Leviticus Partners LP

39,200

*

--

--

39,200

Fred & Delay Vallen

37,133

*

20,800

16,333

--

Robert W. Duggan

35,933

*

--

--

35,933

Ronald Shear

35,350

40

	*
	9,625
	14,292
	11,433
Scot A. Kane	
	34,039
	*
	19,067
	14,972
	--
Philip C. Bird	
	33,888
	*
	16,874
	17,014
	--
Charles Pradilla	
	33,667
	*
	9,167
	13,611
	10,889
Daryl Demsko	
	33,666
	*
	41

	22,778
	--
	10,889
Robert Melnick	
	33,666
	*
	22,778
	--
	10,889
WEC Partners LLC	
	33,666
	*
	22,778
	--
	10,889
West End Convertible Fund LP	
	33,666
	*
	22,778
	--
	10,889
Whalehaven Fund Ltd.	
	32,667
	*
	--
	--
	42

	32,667
Ellis International	
	32,667
	*
	--
	--
	32,667
James K. Lehman	
	31,660
	*
	31,660
	--
	--
Christopher P. Choma	
	30,944
	*
	17,333
	13,611
	--
Craig Roos (11)	
	30,944
	*
	17,333
	13,611
	--
	43

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David Wilstein and Susan Wilstein (12)

30,944

*

17,333

13,611

--

Don Zoltan

30,944

*

17,333

13,611

--

John O. Johnston

30,944

*

17,333

13,611

--

Doug Levine

30,944

*

30,944

--

--

Michael Rucker (13)

30,944

44

	*
	30,944
	--
	--
Jack Gilbert	
	30,944
	*
	30,944
	--
	--
Michael Liss	
	30,944
	*
	30,944
	--
	--

SHARES OF COMMON STOCK
BEING SOLD IN THE OFFERING

SHARES
BENEFICIALLY
OWNED AFTER
THE OFFERING(1)

NAME OF SELLING STOCKHOLDER

UPON
EXERCISE OF
OTHER
WARRANTS

UPON
CONVERSION
OF SERIES B OR
SERIES D
PREFERRED
STOCK
(2)(3)

UPON
PAYMENT OF DEBENTURE
FACILITY (4)

NUMBER

%

Capela Overseas LTD

--

--

--

*

John M. Somody

--

--

--

*

Ralph Rybaki

--

--

--

*

Richard & Beverly Mehrlich

--

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*

Alfred J. Anzalone Family Limited Partnership

--

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--

*

Spectra Capital Management LLC

--

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--

*

First Mirage, Inc.

--

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--

*

Frederic M. Bauthier

	--
	--
	--
	*
Eric T. Singer	
	17,581
	--
	--
	*
Jules Nordlicht	
	--
	--
	--
	*
Stonestreet LP	
	--
	--
	--
	*
Joseph R. McCandless	
	--
	--
	--
	*
Liviakis Financial Communications	

George Manos

Dana Ennis

Margaret Josling (9)

TKB Ventures Ltd. (Brian Josling) (9)

UMAI

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Al Pokel

Robert and Sandra Neborsky

Fred Fromm (10)

Harry Rosen FBO Rosen Rosen Kreiling PA 401K PSP

Fred & Delay Vallen

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*
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Robert W. Duggan

Ronald Shear

Scot A. Kane

Philip C. Bird

Charles Bradley

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Charles Pradilla

--

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--

*

Justin Yue Tang

--

--

--

*

Daryl Demsko

--

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--

*

David & Marilyn Balk JT WROS

--

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--

*

Jeffrey Schnipper

--

--

Mark Capital LLC

--
*

Richard Melnick

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Robert Melnick

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WEC Partners LLC

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West End Convertible Fund LP

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Strategic Partners Ltd.

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Whalehaven Fund Ltd.

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*

James K. Lehman

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*

Christopher P. Choma

--

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--

*

Craig Roos (11)

--

--

--

David Wilstein and Susan Wilstein (12)

*

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Don Zoltan

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John O. Johnston

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Doug Levine

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Michael Rucker (13)

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Jack Gilbert

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*

Michael Liss

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-18-

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NAME OF SELLING STOCKHOLDER	SHARES BENEFICIALLY OWNED PRIOR TO THE OFFERING		SHARES OF COMMON STOCK BEING SOLD IN THE OFFERING		
	NUMBER (2)	%	COMMON STOCK	UPON CONVERSION OF SERIES C PREFERRED STOCK (2)(3)	UPON EXERCISE OF C WARRANTS (2)(3)
Michael P. Rucker					30,944
					*
					30,944
					--
					--
Philip R. Clark					30,944
					*
					30,944
					--
					--
Thomas Contino					30,944
					*
					30,944
					--
					--
Alan Ennis, Sandra Ennis					30,750

	*
	4,125
	6,125
	20,500
Ronald H. Wise	
	27,850
	*
	15,600
	12,250
	--
Peter & Janis Hillcoff	
	27,822
	*
	15,584
	12,238
	--
F. Berdon Defined Benefit Plan	
	27,332
	*
	10,999
	16,333
	--
Allen Solomon (14)	
	26,933
	*
	18,222
	58

	--
	8,711
Matthew Balk	
	25,471
	*
	--
	--
	--
David Wiener (15)	
	24,756
	*
	13,867
	10,889
	--
Paul Blizman	
	24,756
	*
	13,867
	10,889
	--
Charles Bradley	
	24,500
	*
	--
	13,611
	59

	10,889
Justin Yue Tang	
	24,500
	*
	--
	13,611
	10,889
Randy Tuggle	
	23,832
	*
	12,943
	--
	10,889
Allen Weiss	
	22,443
	*
	22,443
	--
	--
Gerald Ferro	
	21,778
	*
	8,167
	13,611
	--
Platinum Partners Global Macro Fund LP	
	60

	21,778
	*
	--
	--
	21,778
Walter Kuharchik	
	21,778
	*
	8,167
	13,611
	--
Dennis & Cindy Pak	
	21,777
	*
	8,166
	13,611
	--
Rodd Friedman	
	21,000
	*
	11,667
	--
	9,333
Fred Fromm (10)	
	20,883
	61

	*
	6,925
	5,438
	--
Brad Reifler	
	20,237
	*
	--
	--
	--
Hilary Bergman	
	20,237
	*
	--
	--
	--
Elaine Dines	
	20,200
	*
	13,667
	--
	6,533
Michael Loew	
	20,200
	*
	13,667
	62

	--
	6,533
Rudolf Konegan	
	20,200
	*
	5,500
	8,167
	6,533
Greenwich Growth Fund LTD	
	20,055
	*
	9,167
	--
	10,889
Nathaniel Orme (IRA)	
	19,556
	*
	12,750
	6,806
	--
C/F Sean M. Callahan SEP/IRA	
	19,038
	*
	8,149
	10,889
	63

	--
Dan Foley	
	18,900
	*
	10,500
	--
	8,400
Dana Bowler	
	18,567
	*
	10,400
	8,167
	--
Louis Cristan, Kathy Cristan	
	18,567
	*
	10,400
	8,167
	--
Thomas K. Beard	
	18,567
	*
	10,400
	8,167
	--
Nathaniel Orme	
	64

	17,695
	*
	4,083
	13,611
	--
Riaz Don	
	17,448
	*
	17,448
	--
	--
James R and Diane R Fisher (16)	
	17,019
	*
	9,533
	7,486
	--
Scott C. Paston	
	5,444
	*
	--
	--
	5,444
Salvatore Ianuzzi, Bonita Ianuzzi	
	16,833
	65

	*
	4,583
	6,806
	5,444
Gregg Sedun	
	16,823
	*
	4,581
	6,802
	5,441
Bruce Newberg (17)	
	16,667
	*
	16,667
	--
	--
Woodmont Investments Limited	
	16,667
	*
	16,667
	--
	--
Julius H. Roma (18)	
	15,944
	*
	10,500
	66

	--
	5,444
Mark Collins	
	15,622
	*
	10,569
	--
	5,052
Andrew J. Dauro	
	15,473
	*
	15,473
	--
	--

SHARES OF COMMON STOCK
BEING SOLD IN THE OFFERING

SHARES
BENEFICIALLY
OWNED AFTER
THE OFFERING(1)

NAME OF SELLING STOCKHOLDER

UPON
EXERCISE OF
OTHER
WARRANTS

UPON
CONVERSION
OF SERIES B OR
SERIES D
PREFERRED
STOCK
(2)(3)

UPON
PAYMENT OF DEBENTURE
FACILITY (4)

NUMBER

%

Michael P. Rucker	--	--	--	*
Philip R. Clark	--	--	--	*
Thomas Contino	--	--	--	*
Alan Ennis, Sandra Ennis	--	--	--	*
Ronald H. Wise	--	--	--	*
Peter & Janis Hillcoff	--	--	--	*
F. Berdon Defined Benefit Plan	--	--	--	*
Allen Solomon (14)	--	--	--	*
Matthew Balk	25,471	--	--	*
David Wiener (15)	--	--	--	*
Paul Blizman	--	--	--	*
Randy Tuggle	--	--	--	*
Allen Weiss	--	--	--	*
Gerald Ferro	--	--	--	*
Platinum Partners Global Macro Fund LP	--	--	--	*
Walter Kuharchik	--	--	--	*
Dennis & Cindy Pak	--	--	--	*
Rodd Friedman	--	--	--	*

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Brad Reifler	20,237	--	--	*
Hilary Bergman	20,237	--	--	*
Elaine Dines	--	--	--	*
Michael Loew	--	--	--	*
Rudolf Konegan	--	--	--	*
Greenwich Growth Fund LTD	--	--	--	*
Nathaniel Orme (IRA)	--	--	--	*
Hudson Valley Capital Management	--	--	--	*
C/F Sean M. Callahan SEP/IRA	--	--	--	*
Dan Foley	--	--	--	*
Dana Bowler	--	--	--	*
Louis Cristan, Kathy Cristan	--	--	--	*
Thomas K. Beard	--	--	--	*
Nathaniel Orme	--	--	--	*
Riaz Don	--	--	--	*
James R and Diane R Fisher (16)	--	--	--	*
Alan Sheinwald	--	--	--	*
Gary Ziegler	--	--	--	*
Jared Shaw	--	--	--	*
Jeff Hermanson	--	--	--	*
John C. Buser	--	--	--	*
Michael J. Weiss	--	--	--	*
Michael Kooper	--	--	--	*
Northbar Capital Inc.	--	--	--	*
RA Schafer	--	--	--	*
Richard L. Taney	--	--	--	*
Scott C. Paston	--	--	--	*
Salvatore Ianuzzi, Bonita Ianuzzi	--	--	--	*
Gregg Sedun	--	--	--	*
Bruce Newberg (17)	--	--	--	*
Woodmont Investments Limited	--	--	--	*
Julius H. Roma (18)	--	--	--	*
Mark Collins	--	--	--	*
Andrew J. Dauro	--	--	--	*

NAME OF SELLING STOCKHOLDER	SHARES BENEFICIALLY OWNED PRIOR TO THE OFFERING		SHARES OF COMMON STOCK BEING SOLD IN THE OFFERING		
	NUMBER (2)	%	COMMON STOCK	UPON CONVERSION OF SERIES C PREFERRED STOCK (2)(3)	UPON EXERCISE OF C WARRANTS (2)(3)
Brian Judge & Diana Garehitorena	15,473	*	15,473	--	--
Mario Cassara & Iris Cassara	15,473	*	15,473	--	--
Norbert Olinger	15,473	*	15,473	--	--
North Metropolitan Radiology Assoc, LLP 401K Profit Sharing Plan FBO: Stuart Jacobson	15,473	*	15,473	--	--
Oscar Garza	15,473	*	15,473	--	--
Paul Russo III	15,473	*	15,473	--	--
Robert B. Kinney	15,473	*	15,473	--	--
Gene Salkind	15,472	*	8,667	6,806	--
Jeffrey Cox	15,472	*	8,667	6,806	--
Jerome L. Dreyfuss	15,472	*	8,667	6,806	--
Richard Weiner	15,472	*	8,667	6,806	--
Steven J. Cooper	15,472	*	8,667	6,806	--
Thomas J. Franco	15,472	*	8,667	6,806	--
Judith Ellen Olinger (19)	15,471	*	15,471	--	--
Margaret Josling (9)	15,414	*	4,555	--	2,178
TKB Ventures Ltd. (Brian Josling) (9)	15,414	*	4,555	--	2,178
Hudson Valley Capital Management	14,476	*	14,476	--	--
Monad Realty Inc.	13,925	*	7,800	6,125	--
W.M. Sherman	13,925	*	7,800	6,125	--
Michael Rapp	13,333	*	--	--	--
Ashraf Abdelaal	13,221	*	7,777	--	5,444
Robert Klein and Myriam Gluck	13,067	*	13,067	--	--
Broadband Capital Management	12,998	*	--	--	--
Greg Downes	12,378	*	6,933	5,444	--
Margaret & Donald Wisnasky	12,378	*	6,933	5,444	--
Peter Yaskowitz	12,378	*	6,933	5,444	--
David & Marilyn Balk JT WROS	10,889	*	--	--	10,889
Jeffrey Schnipper	10,889	*	--	--	10,889
Mark Capital LLC	10,889	*	--	--	10,889
Richard Melnick	10,889	*	--	--	10,889
SDIRA FBO Davina Lockhart	10,889	*	4,083	6,806	--
SDIRA FBO Roger Lockhart	10,889	*	4,083	6,806	--

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William M. Levin	10,889	*	4,083	6,806	--
Strategic Partners Ltd.	10,886	*	--	--	10,886
Reginald T. Grzeskowiak & Nancy Grzeskowiak	10,100	*	2,750	4,083	3,267
Silicon Valley Bank	10,000	*	--	--	--
SDIRA FBO Alan E. Ennis (SEP/IRA)	9,800	*	3,675	6,125	--
Mark Ford	9,644	*	--	--	--
James St. Clair	9,406	*	1,633	2,722	--
John Jay Gebhardt	9,333	*	9,333	--	--
Allan L. Sparlin	9,283	*	5,200	4,083	--
SDIRA FBO Robert Vaughan	9,283	*	5,200	4,083	--
Alan Cohen	9,044	*	3,600	5,444	--
Sean Callahan	8,750	*	--	--	--
John Simonelli	8,702	*	3,263	5,439	--
Bedding Discounts	8,417	*	5,695	--	2,722
Thomas A.Counts	8,166	*	8,166	--	--
Alan Robbins	7,736	*	7,736	--	--
Louis Berrick	7,736	*	7,736	--	--
Ronald L. Nilsen	7,736	*	7,736	--	--
James E. Ducharme	7,736	*	4,333	3,403	--
John A. Marrone	7,736	*	4,333	3,403	--
Robert Dombrowski	7,672	*	1,633	2,722	--
John Green	7,418	*	--	--	2,178
Samson Consulting Corp	6,733	*	4,555	--	2,178
Phil Wagenheim	6,667	*	--	--	--

SHARES OF COMMON STOCK
BEING SOLD IN THE OFFERING

SHARES
BENEFICIALLY
OWNED AFTER
THE OFFERING(1)

NAME OF SELLING STOCKHOLDER

UPON
EXERCISE OF
OTHER
WARRANTS

UPON
CONVERSION
OF SERIES B OR
SERIES D
PREFERRED
STOCK
(2)(3)

UPON
PAYMENT OF DEBENTURE
FACILITY (4)

NUMBER

%

Brian Judge & Diana Garehitorena	--	--	--	*
Mario Cassara & Iris Cassara	--	--	--	*
Norbert Olinger	--	--	--	*
North Metropolitan Radiology Assoc, LLP 401K Profit Sharing				
Plan FBO: Stuart Jacobson	--	--	--	*
Oscar Garza	--	--	--	*
Paul Russo III	--	--	--	*
Robert B. Kinney	--	--	--	*
Gene Salkind	--	--	--	*
Jeffrey Cox	--	--	--	*
Jerome L. Dreyfuss	--	--	--	*
Richard Weiner	--	--	--	*
Steven J. Cooper	--	--	--	*
Thomas J. Franco	--	--	--	*
Judith Ellen Olinger (19)	--	--	--	*

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Monad Realty Inc.	--	--	--	*
W.M. Sherman	--	--	--	*
Michael Rapp	13,333	--	--	*
Ashraf Abdelaal	--	--	--	*
Robert Klein and Myriam Gluck	--	--	--	*
Broadband Capital Management	12,998	--	--	*
Greg Downes	--	--	--	*
Margaret & Donald Wisnasky	--	--	--	*
Peter Yaskowitz	--	--	--	*
Carlos Belfiore	11,667	--	--	*
SDIRA FBO Davina Lockhart				