

UBIQUITECH SOFTWARE CORP  
Form SB-2/A  
November 19, 2007

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

**FORM SB-2/A  
AMENDMENT NO. 1**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

---

**UBIQUITECH SOFTWARE CORPORATION**  
(Name of small business issuer in its charter)

---

<b><u>Colorado</u></b> (State or Jurisdiction of Incorporation or Organization)	<b><u>3572</u></b> (Primary Standard Industrial Classification Code Number)	<b><u>20-5566275</u></b> (I.R.S. Employer Identification Number)
---------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------	------------------------------------------------------------------------

**7730 East Belleview Ave. #A202  
Englewood, CO 80111  
720 482-9559**

(Address and telephone number of principal executive offices and principal place of business)

**Brian Sobnosky  
7730 East Belleview Ave. #A202  
Englewood, CO 80111  
720 482-9559**

(Name, address and telephone number of agent for service)

**Copies to:**  
With a Copy to:  
**David J. Wagner, Esq.**  
**David Wagner & Associates, P.C.**  
Penthouse Suite  
8400 East Prentice Avenue  
Greenwood Village, Colorado 80111  
Office(303) 793-0304  
Fax (303) 409-7650

**Approximate date of proposed sale to the public: From time to time after this Registration Statement becomes effective.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please 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(c) 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. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

#### CALCULATION OF REGISTRATION FEE

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share<sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, \$0.001 par value	118,000	\$0.25	\$29,500	\$30.00
Total	118,000	\$0.25	\$29,500	\$30.00

<sup>(1)</sup> Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933.

**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.**

*The information in this Prospectus is not complete and may be changed. The shareholders may not sell these securities until the registration statement filed with the Securities 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.*

Subject to Completion, dated November \_\_\_\_, 2007

**UBIQUITECH SOFTWARE CORPORATION**

**118,000 Shares of Common Stock  
Par Value \$0.001 Per Share**

This prospectus relates to the offering by the selling stockholders of Ubiquitech Software Corporation of up to 118,000 shares of our common stock, par value \$0.001 per share. We will not receive any proceeds from the sale of common stock.

The selling stockholders have advised us that they will sell the shares of common stock from time to time in the open market, at the initial offering price of \$0.25 per share, which was the price they paid for their shares, until the shares are quoted on the OTC Bulletin Board or national securities exchange, at which point the selling securities holders may sell the registered shares at market prices prevailing at the time of sale, at prices related to the prevailing market prices, at negotiated prices, or otherwise as described under the section of this prospectus titled "Plan of Distribution."

Our common stock does not currently trade in the public market.

**You should rely only on the information contained in this prospectus or any prospectus supplement or amendment. We have not authorized anyone to provide you with different information.**

**Investing in these securities involves significant risks. See "Risk Factors" beginning on page 5.**

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

The date of this Prospectus is November \_\_\_\_, 2007.

The information contained in this prospectus is not complete and may be changed. This prospectus is included in the registration statement that was filed by Ubiquitech Software Corporation with the Securities and Exchange Commission. The selling stockholders may not sell these securities until the registration statement becomes 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.

**TABLE OF CONTENTS**

	<u>PAGE</u>
<u>SUMMARY</u>	4
<u>THE OFFERING</u>	5
<u>RISK FACTORS</u>	5
<u>USE OF PROCEEDS</u>	11
<u>DETERMINATION OF OFFERING PRICE</u>	11
<u>MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS</u>	11
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS</u>	13
<u>DESCRIPTION OF BUSINESS</u>	17
<u>DESCRIPTION OF PROPERTY</u>	20
<u>DIRECTORS, EXECUTIVE OFFICERS AND CONTROL PERSONS</u>	20
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	21
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	22
<u>DESCRIPTION OF SECURITIES</u>	22
<u>SELLING SECURITY HOLDERS</u>	23
<u>PLAN OF DISTRIBUTION</u>	25
<u>LEGAL PROCEEDINGS</u>	27
<u>LEGAL MATTERS</u>	27
<u>EXPERTS</u>	27
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	27
<u>FINANCIAL STATEMENTS</u>	27

## SUMMARY

The following summary highlights selected information contained in this prospectus. This summary does not contain all the information you should consider before investing in the securities. Before making an investment decision, you should read the entire prospectus carefully, including the "Risk Factors" section, the financial statements, and the notes to the financial statements.

For purposes of this prospectus, unless otherwise indicated or the context otherwise requires, all references herein to "Ubiquitech," "we," "us," and "our," refer to Ubiquitech Software Corporation, a Colorado corporation.

### Our Company

Our business is to develop and market proprietary specialized computer software to help manage electronically stored data. We have designed and plan to develop a software application for health care businesses which will be known as Ubiquitech™ Enterprise Storage Manager ("UESM"). UESM will be designed to provide computer data storage technicians with reporting and system problem notification. The UESM software application will assist technicians with:

- Data Storage Problem Diagnostics
- Live System Problem Identification and Notification
- Reporting and Trending
- Electronic Data Storage Management
- Federal Regulatory Compliance Regulations for Electronic Storage.

We were incorporated on January 11, 2007. Our original focus will be in the Denver, Colorado metropolitan area, but we eventually plan to expand nationwide. However, we currently have no plans for expansion. At the present time, we have no active operations and are developing our business plan. We plan to sell our services to small and medium-sized business clients. At the present time, we have no plans to raise any additional funds within the next twelve months, other than those raised in our recent Offering. Any working capital will be expected to be generated from internal operations or from funds which may be loaned to us by Mr. Sobnosky, our President. In the event that we need additional capital, Mr. Sobnosky has agreed to loan such funds as may be necessary through December 31, 2008 for working capital purposes. However, we reserve the right to examine possible additional sources of funds, including, but not limited to, equity or debt offerings, borrowings, or joint ventures. No market surveys have ever been conducted to determine demand for our services. Therefore, there can be no assurance that any of our objectives will be achieved.

In August, 2007, we completed a registered offering of our common shares under the provisions of the Colorado securities laws and under an exemption from the federal securities laws. We raised a total of \$29,500 in this offering and sold a total of 118,000 shares.

We have not been subject to any bankruptcy, receivership or similar proceeding.

Our address is 7730 East Belleview Ave., #A202, Englewood, CO 80111. Our telephone number is (720)482-9559.

### This Prospectus

We have undertaken several transactions the result of which has been the issuance of shares that have restrictions on their transferability. In order to provide those investors with liquidity for their shares, we are filing with the SEC this

prospectus as part of a registration statement to register those securities. We will not receive any proceeds from any sales of these shares.

- 4 -

---

## THE OFFERING

Common stock currently outstanding	9,158,000 shares <sup>(1)</sup>
Common stock offered by the selling stockholders	118,000 shares <sup>(2)</sup>
Use of proceeds	We will not receive any proceeds from the sale of common stock offered by this prospectus.

---

<sup>(1)</sup>Shares of common stock outstanding as of October 15, 2007.

## RISK FACTORS

You should carefully consider the following risk factors, together with the information contained in this prospectus, any reports we file with the SEC and the documents referred to herein. You should also be aware that the risks described below may not be the only risks relevant to your determination. Instead, these are the risks that we believe most material to your decision.

**We are recently formed, have no operating history, and have never been profitable. We have negative retained earnings.**

We were formed as a Colorado business entity in January, 2007. At the present time, we are a development stage company which is only minimally capitalized, has not engaged in any substantial business activity, and has no successful operating history. There can be no guarantee that we will ever be profitable. From our inception on January 11, 2007 through August 31, 2007, we generated no revenue. We had a net loss of \$12,179 for this period. At August 31, 2007 we had a retained earnings deficit of \$12,179.

**Because we had incurred operating losses from our inception, our accountants have expressed doubts about our ability to continue as a going concern.**

For the period ended August 31, 2007, our accountants have expressed doubt about our ability to continue as a going concern as a result of our continued net losses. Our ability to achieve and maintain profitability and positive cash flow is dependent upon:

- our ability to begin active operations;
- our ability to locate clients who will purchase our services; and
- our ability to generate revenues.

Based upon current plans, we may incur operating losses in future periods because we may, from time to time, be incurring expenses but not generating sufficient revenues. We expect approximately \$50,000 in operating costs over the next twelve months. We cannot guarantee that we will be successful in generating sufficient revenues or other funds in the future to cover these operating costs. Failure to generate sufficient revenues will cause us to go out of business.

**Our limited operating history makes it difficult for us to evaluate our future business prospects and make decisions based on those estimates of our future performance.**

The concept for our business model was developed in 2007. We have operated as a corporation for short amount of time. We have a limited operating history, based upon no revenues and a lack of profitability. These factors make it difficult to evaluate our business on the basis of historical operations. As a consequence, our past results may not be indicative of future results. Although this is true for any business, it is particularly true for us because of our limited operating history. Reliance on historical results may hinder our ability to anticipate and timely adapt to increases or decreases in sales, revenues or expenses. For example, if we overestimate our future sales for a particular period or periods based on our historical growth rate, we may increase our overhead and other operating expenses to a greater degree than we would have if we correctly anticipated the lower sales level for that period and reduced our controllable expenses accordingly. If we make poor budgetary decisions as a result of unreliable historical data, we could be continue to incur losses, which may result in a decline in our stock price.

**We have no experience as a public company.**

We have never operated as a public company. We have no experience in complying with the various rules and regulations which are required of a public company. As a result, we may not be able to operate successfully as a public company, even if our operations are successful. We plan to comply with all of the various rules and regulations which are required of a public company. However, if we cannot operate successfully as a public company, your investment may be materially adversely affected. Our inability to operate as a public company could be the basis of your losing your entire investment in us.

**We are implementing a strategy to grow our business, which is expensive and may not generate increases in our revenues.**

We intend to grow our business, and we plan to incur expenses associated with our growth and expansion. Although we recently raised funds through offerings to implement our growth strategy, these funds may not be adequate to offset all of the expenses we incur in expanding our business. We will need to generate revenues to offset expenses associated with our growth, and we may be unsuccessful in achieving revenues, despite our attempts to grow our business. If our growth strategies do not result in significant revenues, we may have to abandon our plans for further growth or may even cease our proposed operations.

**We must effectively manage the growth of our operations, or we may outgrow our current infrastructure.**

As of July 31, 2007, we had one employee, our President. If we experience rapid growth of our operations, we could see a backlog of client orders. We can resolve these capacity issues by hiring additional personnel and upgrading our infrastructure. However, we cannot guarantee that sufficient additional personnel will be available or that we will find suitable technology to aid our growth. In any case, we will continue pursuing additional sales growth for our company. Expanding our infrastructure will be expensive, and will require us to train our workforce, and improve our financial and managerial controls to keep pace with the growth of our operations.





**We have a lack of liquidity and will need additional financing in the future. Additional financing may not be available when needed, which could delay our development or indefinitely postponed.**

We are only minimally capitalized. Because we are only minimally capitalized, we expect to experience a lack of liquidity for the foreseeable future in our proposed operations. We will adjust our expenses as necessary to prevent cash flow or liquidity problems. However, we expect we will need additional financing of some type, which we do not now possess, to fully develop our operations. We expect to rely principally upon our ability to raise additional financing, the success of which cannot be guaranteed. We will look at both equity and debt financing, including loans from our principal shareholder. However, at the present time, we have no definitive plans for financing in place, other than the funds which may be loaned to us by Mr. Sobnosky, our President. In the event that we need additional capital, Mr. Sobnosky has agreed to loan such funds as may be necessary through December 31, 2008 for working capital purposes. To the extent that we experience a substantial lack of liquidity, our development in accordance with our proposed plan may be delayed or indefinitely postponed, our operations could be impaired, we may never become profitable, fail as an organization, and our investors could lose some or all of their investment.

**As a company with no operating history, we are inherently a risky investment.**

We have no operating history. Because we are a company with no history, the operations in which we engage in, business consulting, is an extremely risky business. An investor could lose his entire investment.

**There are factors beyond our control which may adversely affect us.**

Our operations may also be affected by factors which are beyond our control, principally general market conditions and changing client preferences. Any of these problems, or a combination thereof, could have affect on our viability as an entity. We may never become profitable, fail as an organization, and our investors could lose some or all of their investment.

**There are risks associated with introducing new products. If we are not successful with those product introductions, we will not realize on our investment in developing those products.**

We will continue to evaluate opportunities to develop product solutions, and when we choose to develop such products we will incur expenses in those development efforts. Market acceptance of new products may be slow or less than we expect. Our products also may not perform in a manner that is required by the market, or our competitors may be more effective in reaching the market segments we are targeting with these products. Slow market acceptance of these products will delay or eliminate our ability to recover our investment in these products. During any period that we unsuccessfully seek to market these products, we will also incur marketing costs without corresponding revenue.

**Our ability to grow our business depends on relationships with others. We have no established relationships at this time. We may never develop such relationships. Further, if we were to lose those relationships, we could lose our ability to sell certain of our products.**

Most of our revenue and a majority of our gross profit are expected to come from selling integrated solutions, consisting of combinations of hardware and software products produced by others. While our relationships will change from time to time, we must rely upon technology partners to augment and enhance the products we plan to sell. At the present time, we do not have any technology partners and cannot guarantee we will ever develop any such partners. If we do develop such partners, we risk that a given technology partner will change its marketing strategy and de-emphasize its use of marketing partners such as us. Our ability to generate revenue from reselling our products would diminish and our operations and results of operations would be materially and adversely affected.



**We are a relatively small company with limited resources compared to some of our current and potential competitors, which may hinder our ability to compete effectively.**

Some of our current and potential competitors have longer operating histories, significantly greater resources, broader name recognition, and a larger installed base of clients than we have. As a result, these competitors may have greater credibility with our existing and potential clients. They also may be able to adopt more aggressive pricing policies and devote greater resources to the development, promotion and sale of their products than we can to ours, which would allow them to respond more quickly than us to new or emerging technologies or changes in client requirements. In addition, some of our current and potential competitors have already established supplier or joint development relationships with decision makers at our potential clients.

**We may be unable to hire and retain key personnel.**

Our future success depends on our ability to attract qualified storage technology and geospatial imagery personnel. We may be unable to attract these necessary personnel. If we fail to attract or retain skilled employees, or if a key employee fails to perform in his or her current position, we may be unable to generate sufficient revenue to offset our operating costs.

**We may need to substantially invest in marketing efforts in order to grow our business, which will be expensive.**

In order to grow our business, we will need to develop and maintain widespread recognition and acceptance of our company, our business model, our services and our products. We have not presented our service and product offering to the potential market. We plan to rely primarily on word of mouth from our existing contacts we develop personally through industry events to promote and market ourselves. In order to successfully grow our company, we may need to significantly increase our financial commitment to creating awareness and acceptance of our company among retailers, which would be expensive. To date, marketing and advertising expenses have been negligible. If we fail to successfully market and promote our business, we could lose potential clients to our competitors, or our growth efforts may be ineffective. If we incur significant expenses promoting and marketing ourselves, it could delay or completely forestall our profitability.

**Our business is not diversified, which could result in significant fluctuations in our operating results.**

All of our business is involved in the marketing of selling integrated data storage solutions, and, accordingly, is dependent upon trends in the sector. Downturns in the integrated data storage solutions sector could have a material adverse effect on our business. A downturn in the integrated data storage solutions sector may reduce our stock price, even if our business is successful.

**We are a relatively small company with limited resources compared to some of our current and potential competitors, which may hinder our ability to compete effectively.**

Some of our current and potential competitors have longer operating histories, significantly greater resources, broader name recognition, and a larger installed base of clients than we have. As a result, these competitors may have greater credibility with our existing and potential clients. They also may be able to adopt more aggressive pricing policies and devote greater resources to the development, promotion and sale of their products than we can to ours, which would allow them to respond more quickly than us to new or emerging technologies or changes in client requirements. In addition, some of our current and potential competitors have already established supplier or joint development relationships with decision makers at our potential clients.

**Our success will be dependent upon our management's efforts. We cannot sustain profitability without the efforts of our management.**

Our success will be dependent upon the decision making of our directors and executive officers. These individuals intend to commit as much time as necessary to our business, but this commitment is no assurance of success. The loss of any or all of these individuals, particularly Mr. Sobnosky, our President, could have a material, adverse impact on our operations. We have no written employment agreements with any officers and directors, including Mr. Sobnosky. We have not obtained key man life insurance on the lives of any of our officers or directors.

- 8 -

---

**Our stock has no public trading market and there is no guarantee a trading market will ever develop for our securities.**

There has been, and continues to be, no public market for our common stock. An active trading market for our shares has not, and may never develop or be sustained. If you purchase shares of common stock, you may not be able to resell those shares at or above the initial price you paid. The market price of our common stock may fluctuate significantly in response to numerous factors, some of which are beyond our control, including the following:

- \* actual or anticipated fluctuations in our operating results;
- \* changes in financial estimates by securities analysts or our failure to perform in line with such estimates;
- \* changes in market valuations of other companies, particularly those that market services such as ours;
- \* announcements by us or our competitors of significant innovations, acquisitions, strategic partnerships, joint ventures or capital commitments;
- \* introduction of product enhancements that reduce the need for our products;
- \* departures of key personnel.

Of our total outstanding shares as of October 15, 2007, a total of 9,040,000, or approximately 99%, will be restricted from immediate resale but may be sold into the market in the near future. This could cause the market price of our common stock to drop significantly, even if our business is doing well.

As restrictions on resale end, the market price of our stock could drop significantly if the holders of restricted shares sell them or are perceived by the market as intending to sell them.

**Applicable SEC rules governing the trading of “Penny Stocks” limits the liquidity of our common stock, which may affect the trading price of our common stock.**

Our common stock is currently not quoted on in any market. If our common stock becomes quoted, we anticipate that it will trade well below \$5.00 per share. As a result, our common stock is considered a “penny stock” and is subject to SEC rules and regulations that impose limitations upon the manner in which our shares can be publicly traded. These regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock and the associated risks. Under these regulations, certain brokers who recommend such securities to persons other than established customers or certain accredited investors must make a special written suitability determination for the purchaser and receive the written purchaser’s agreement to a transaction prior to purchase. These regulations have the effect of limiting the trading activity of our common stock and reducing the liquidity of an investment in our common stock

**The over-the-counter market for stock such as ours is subject to extreme price and volume fluctuations.**

The securities of companies such as ours have historically experienced extreme price and volume fluctuations during certain periods. These broad market fluctuations and other factors, such as new product developments and trends in the our industry and in the investment markets generally, as well as economic conditions and quarterly variations in our operational results, may have a negative effect on the market price of our common stock.



**Buying low-priced penny stocks is very risky and speculative.**

The shares being offered are defined as a penny stock under the Securities and Exchange Act of 1934, and rules of the Commission. The Exchange Act and such penny stock rules generally impose additional sales practice and disclosure requirements on broker-dealers who sell our securities to persons other than certain accredited investors who are, generally, institutions with assets in excess of \$5,000,000 or individuals with net worth in excess of \$1,000,000 or annual income exceeding \$200,000, or \$300,000 jointly with spouse, or in transactions not recommended by the broker-dealer. For transactions covered by the penny stock rules, a broker-dealer must make a suitability determination for each purchaser and receive the purchaser's written agreement prior to the sale. In addition, the broker-dealer must make certain mandated disclosures in penny stock transactions, including the actual sale or purchase price and actual bid and offer quotations, the compensation to be received by the broker-dealer and certain associated persons, and deliver certain disclosures required by the Commission. Consequently, the penny stock rules may affect the ability of broker-dealers to make a market in or trade our common stock and may also affect your ability to resell any shares you may purchase in the public markets.

**Resale Limitations imposed by most states will limit the ability of our shareholders to sell their securities unless they are Colorado or Ohio residents.**

The only states in which we plan to register this offering are Colorado and Ohio. As a result, our selling shareholders may be limited in the sale of their Shares. The laws of most states require either an exemption from prospectus and registration requirements of the securities laws to sell their shares or registration for sale by this prospectus. These restrictions will limit the ability of non-residents of Colorado or Ohio to sell the securities. Residents of other states must rely on available exemptions to sell their securities, such as Rule 144, and if no exemptions can be relied upon, then the selling shareholders may have to hold the securities for an indefinite period of time. Shareholders of states other than Colorado or Ohio should consult independent legal counsel to determine the availability and use of exemptions to re-sell their securities.

**We do not expect to pay dividends on common stock.**

We have not paid any cash dividends with respect to our common stock, and it is unlikely that we will pay any dividends on our common stock in the foreseeable future. Earnings, if any, that we may realize will be retained in the business for further development and expansion.



## **USE OF PROCEEDS**

This prospectus relates to the resale of our common stock that may be offered and sold from time to time by the selling stockholders. We will not receive any proceeds from the sale of shares of common stock in this offering.

## **DETERMINATION OF OFFERING PRICE**

These shares of common stock may be sold by the selling stockholders from time to time in the over-the-counter market or on other national securities exchanges or automated interdealer quotation systems on which our common stock may be listed or quoted, through negotiated transactions or otherwise at market prices prevailing at the time of sale or at negotiated prices. The distribution of the shares by the selling stockholders is not subject to any underwriting agreement. The selling stockholders will sell their shares at the initial offering price of \$0.25 per share until the shares are traded on the OTC Bulletin Board or a national securities exchange, at which point the selling shareholders may sell the registered shares at the prevailing market price for the shares at the time of sale. We will file a post-effective amendment to this registration statement to reflect a change to the market price when the shares begin trading on a market.

## **MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

### **Holders**

As of October 15, 2007, there were 63 record holders of our common stock and there were 9,158,000 shares of our common stock outstanding. No public market currently exists for shares of our common stock. We intend to apply to have our common stock listed for quotation on the Over-the-Counter Bulletin Board.

### **The Securities Enforcement and Penny Stock Reform Act of 1990**

The Securities and Exchange Commission has also adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the Nasdaq system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system).

A purchaser is purchasing penny stock which limits the ability to sell the stock. The shares offered by this prospectus constitute penny stock under the Securities and Exchange Act. The shares will remain penny stocks for the foreseeable future. The classification of penny stock makes it more difficult for a broker-dealer to sell the stock into a secondary market, which makes it more difficult for a purchaser to liquidate his/her investment. Any broker-dealer engaged by the purchaser for the purpose of selling his or her shares in us will be subject to Rules 15g-1 through 15g-10 of the Securities and Exchange Act. Rather than creating a need to comply with those rules, some broker-dealers will refuse to attempt to sell penny stock.

The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from those rules, to deliver a standardized risk disclosure document prepared by the Commission, which:

- 1 contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading;
- 1 contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation to such duties or other requirements of the Securities Act of 1934, as amended;
- 1 contains a brief, clear, narrative description of a dealer market, including "bid" and "ask" prices for penny stocks and the significance of the spread between the bid and ask price;
- 1 contains a toll-free telephone number for inquiries on disciplinary actions;
- 1 defines significant terms in the disclosure document or in the conduct of trading penny stocks; and
- 1 contains such other information and is in such form (including language, type, size and format) as the Securities and Exchange Commission shall require by rule or regulation;

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, to the customer:

- 1 the bid and offer quotations for the penny stock;
- 1 the compensation of the broker-dealer and its salesperson in the transaction;
- 1 the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and
- 1 monthly account statements showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement to transactions involving penny stocks, and a signed and dated copy of a written suitability statement. These disclosure requirements will have the effect of reducing the trading activity in the secondary market for our stock because it will be subject to these penny stock rules. Therefore, stockholders may have difficulty selling their securities.

### **Equity Compensation Plan Information**

We have no outstanding stock options or other equity compensation plans.

### **Reports**

Once our registration statement under Form SB-2 has been declared effective, we will be subject to certain reporting requirements and will furnish annual financial reports to our stockholders, certified by our independent accountants, and will furnish unaudited quarterly financial reports in our quarterly reports filed electronically with the SEC. All reports and information filed by us can be found at the SEC website, [www.sec.gov](http://www.sec.gov).

**Stock Transfer Agent**

The stock transfer agent for our securities is X-Clearing Corp, of Denver, Colorado. Their address is 535 Sixteenth Street, Suite 810, Denver, Colorado 80202. Their phone number is (303)573-1000.

- 12 -

---

## **Dividend Policy**

We have not previously declared or paid any dividends on our common stock and do not anticipate declaring any dividends in the foreseeable future. The payment of dividends on our common stock is within the discretion of our board of directors. We intend to retain any earnings for use in our operations and the expansion of our business. Payment of dividends in the future will depend on our future earnings, future capital needs and our operating and financial condition, among other factors that our board of directors may deem relevant. We are not under any contractual restriction as to our present or future ability to pay dividends.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

This Management's Discussion and Analysis or Plan of Operation contains forward-looking statements that involve future events, our future performance and our expected future operations and actions. In some cases, you can identify forward-looking statements by the use of words such as "may", "will", "should", "anticipate", "believe", "expect", "pl", "future", "intend", "could", "estimate", "predict", "hope", "potential", "continue", or the negative of these terms or other similar expressions. These forward-looking statements are only our predictions and involve numerous assumptions, risks and uncertainties. Our actual results or actions may differ materially from these forward-looking statements for many reasons, including, but not limited to, the matters discussed in this report under the caption "Risk Factors". We urge you not to place undue reliance on these forward-looking statements, which speak only as of the date of this prospectus. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise.

The following discussion of our financial condition and results of operations should be read in conjunction with our financial statements and the related notes included in this report.

The following table provides selected financial data about us from inception (January 11, 2007) through August 31, 2007 For detailed financial information, see the audited Financial Statements included in this prospectus.

**Balance Sheet Data: at August 31,2007**

Cash	\$ 23,791
Total assets	\$ 23,791
Total liabilities	\$ 3,686
Shareholders' equity	\$ 20,105

**Operating Data: at August 31,2007**

Revenues	\$ -0-
General and administrative expenses	\$ 12,186
Net Income(Net Loss)	\$ 12,179

**Results of Operations.**

From our inception on January 11, 2007 through August 31, 2007, we generated no revenue. As a result we have no operating history upon which to evaluate our business. In addition, we have a history of losses. We had a net loss of \$12,179for this period.

Our accountants have expressed doubt about our ability to continue as a going concern as a result of our history of net loss. Our ability to achieve and maintain profitability and positive cash flow is dependent upon our ability to successfully develop a management consulting practice with regard to accounting, computer and general business issues for small and home-office based companies and our ability to generate revenues.

Operating expenses, which consisted solely of general and administrative expenses for the period from January 11, 2007 through August 31, 2007 was \$12,186. The major components of general and administrative expenses include consulting fees and stock transfer fees.

As a result of the foregoing, we had a net loss of \$12,179 for the period from January 11, 2007 through August 31, 2007.

We currently have no revenue but continue to develop our plan..

Because we do not pay salaries, and our major professional fees have been paid for the year, operating expenses are expected to remain fairly constant.

To try to operate at a break-even level based upon our current level of proposed business activity, we believe that we must generate approximately \$50,000 in revenue per year. However, if our forecasts are inaccurate, we will need to raise additional funds. In the event that we need additional capital, Mr. Sobnosky has agreed to loan such funds as may be necessary through December 31, 2008 for working capital purposes.

On the other hand, we may choose to scale back our operations to operate at break-even with a smaller level of business activity, while adjusting our overhead to meet the revenue from current operations. In addition, we expect that we will need to raise additional funds if we decide to pursue more rapid expansion, the development of new or enhanced services or products, appropriate responses to competitive pressures, or the acquisition of complementary businesses or technologies, or if we must respond to unanticipated events that require us to make additional investments. We cannot assure that additional financing will be available when needed on favorable terms, or at all.

We expect to incur operating losses in future periods because we will be incurring expenses and not generating sufficient revenues. We expect approximately \$50,000 in operating costs over the next twelve months. We cannot guarantee that we will be successful in generating sufficient revenues or other funds in the future to cover these operating costs. Failure to generate sufficient revenues or additional financing when needed could cause us to go out of business.

#### **Liquidity and Capital Resources.**

As of August 31, 2007, we had cash or cash equivalents of \$23,791.

Net cash used for operating activities was \$12,179 from our inception on January 11, 2007 through August 31, 2007.

Cash flows from investing activities were \$-0- from our inception on January 11, 2007 through August 31, 2007.

Cash flows provided by financing activities were \$23,784 from our inception on January 11, 2007 through August 31, 2007. These cash flows were all related to sales of stock and deferred offering costs.

Over the next twelve months we do not expect any material our capital costs to develop operations. We plan to buy office equipment to be used in our operations.

We believe that we have sufficient capital in the short term for our current level of operations. This is because we believe that we can attract sufficient product sales and services within our present organizational structure and resources to become profitable in our operations. Additional resources would be needed to expand into additional locations, which we have no plans to do at this time. We do not anticipate needing to raise additional capital resources in the next twelve months. In the event that we need additional capital, Mr. Sobnosky has agreed to loan such funds as may be necessary through December 31, 2008 for working capital purposes.

Our principal source of liquidity will be our operations. We expect variation in revenues to account for the difference between a profit and a loss. Also business activity is closely tied to the U.S. economy, particularly the economy in Denver, Colorado. Our ability to achieve and maintain profitability and positive cash flow is dependent upon our ability to successfully develop a management consulting practice with regard to accounting, computer and general business issues for small and home-office based companies and our ability to generate revenues.

In any case, we try to operate with minimal overhead. Our primary activity will be to seek to develop clients for our services and, consequently, our sales. If we succeed in developing clients for our services and generating sufficient sales, we will become profitable. We cannot guarantee that this will ever occur. Our plan is to build our company in any manner which will be successful.

### **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements with any party.

### **Plan of Operation.**

Our plan for the twelve months beginning January 1, 2008 is to operate at a profit or at break even. Our plan is to attract sufficient additional product sales and services within our present organizational structure and resources to become profitable in our operations.

Currently, we are conducting business in only one location in the Denver Metropolitan area. We have no plans to expand into other locations or areas. The timing of the completion of the milestones needed to become profitable are not directly dependent on anything except our ability to develop sufficient revenues. We believe that we can achieve profitability as we are presently organized with sufficient business. Our principal cost will be marketing our product. At this point, we do not know the scope of our potential marketing costs but will use our existing resources to market our product. Our resources consist of our available cash and advances from Mr. Sobnosky, who has agreed to loan such funds as may be necessary through December 31, 2008 for working capital purposes.

If we are not successful in our operations we will be faced with several options:

1. Cease operations and go out of business;
2. Continue to seek alternative and acceptable sources of capital;
3. Bring in additional capital that may result in a change of control; or
4. Identify a candidate for acquisition that seeks access to the public marketplace and its financing sources

Currently, we believe that we have sufficient capital to implement our proposed business operations or to sustain them through December 31, 2008. If we can become profitable, we could operate at our present level indefinitely. To date, we have never had any discussions with any possible acquisition candidate nor have we any intention of doing so.

### **Proposed Milestones to Implement Business Operations**

At the present time, we plan to operate from one location in the Denver Metropolitan area. Our plan is to make our operation profitable by the end of our next fiscal year. We estimate that we must generate approximately \$50,000 in

sales per year to be profitable.

- 16 -

---



We believe that we can be profitable or at break even by the end of the current fiscal year, assuming sufficient sales. Based upon our current plans, we have adjusted our operating expenses so that cash generated from operations and from working capital financing is expected to be sufficient for the foreseeable future to fund our operations at our currently forecasted levels. To try to operate at a break-even level based upon our current level of anticipated business activity, we believe that we must generate approximately \$50,000 in revenue per year. However, if our forecasts are inaccurate, we may need to raise additional funds. Our resources consist of our available cash and advances from Mr. Sobnosky, who has agreed to loan such funds as may be necessary through December 31, 2008 for working capital purposes. On the other hand, we may choose to scale back our operations to operate at break-even with a smaller level of business activity, while adjusting our overhead to meet the revenue from current operations. In addition, we expect that we will need to raise additional funds if we decide to pursue more rapid expansion, the development of new or enhanced services and products, appropriate responses to competitive pressures, or the acquisition of complementary businesses or technologies, or if we must respond to unanticipated events that require us to make additional investments. We cannot assure that additional financing will be available when needed on favorable terms, or at all.

We expect to incur operating losses in future periods because we will be incurring expenses and not generating sufficient revenues. We expect approximately \$50,000 in operating costs over the next twelve months. We cannot guarantee that we will be successful in generating sufficient revenues or other funds in the future to cover these operating costs. Failure to generate sufficient revenues or additional financing when needed could cause us to go out of business.

Other than advances from Mr. Sobnosky, who has agreed to loan such funds as may be necessary through December 31, 2008 for working capital purposes, there is no assurance that additional funds will be made available to us on terms that will be acceptable, or at all, if and when needed. We expect to generate and increase sales, but there can be no assurance we will generate sales sufficient to continue operations or to expand.

We also are planning to rely on the possibility of referrals from clients and will strive to satisfy our clients. We believe that referrals will be an effective form of advertising because of the quality of service that we bring to clients. We believe that satisfied clients will bring more and repeat clients.

In the next 12 months, we do not intend to spend any material funds on research and development and do not intend to purchase any large equipment.

#### **Recently Issued Accounting Pronouncements.**

We do not expect the adoption of any recently issued accounting pronouncements to have a significant impact on our net results of operations, financial position, or cash flows.

#### **Seasonality.**

We do not expect our revenues to be impacted by seasonal demands for our services.

## **DESCRIPTION OF BUSINESS**

### **General**

Our business is to develop and market proprietary specialized computer software to help manage electronically stored data. We have designed and plan to develop a software application for health care businesses which will be known as Ubiquitech™ Enterprise Storage Manager ("UESM"). UESM will be designed to provide computer data storage technicians with reporting and system problem notification. The UESM software application will assist

technicians with:

- - Data Storage Problem Diagnostics
  - Live System Problem Identification and Notification Reporting and Trending
  - Electronic Data Storage Management
- Federal Regulatory Compliance Regulations for Electronic Storage

- 17 -

---

We believe that the recent increase in the demands for electronic data storage has increased these challenges to corporate Information Technology (“IT”) organizations and technicians significantly over the last several years.

When combined with the capital cost of storage, we believe that the maintenance and labor costs associated with these issues can present a tremendous financial strain on corporate IT budgets. Therefore, sending routine administrative tasks to a storage management software tool can be a strategic corporate decision. We believe that Ubiquitech ESM will provide the capability for corporations to address these management issues with a low cost, scalable software tool for a fraction of what they are currently spending on storage management and administration, since most data storage management tasks are currently being performed by highly paid technicians. We believe that Ubiquitech ESM can help IT organizations achieve strategic corporate IT objectives such as:

- Maximizing Use of IT Human Resources
- Ensuring Electronic Information Protection
- Managing Costs Associated with Data Storage Management
- Managing Growth Associated with Electronic Data Storage
- Meeting Federal Regulatory Compliance Requirements

To help corporations achieve these objectives, we have developed an open, independent Specialized Storage Management Software (SMS) application.

Ubiquitech will also actively pursue significant partnership opportunities with several large, established storage software and hardware vendors.

The UESM product is designed to install on any Unix, Linux or Microsoft computer system. We do not intend to pursue mainframe computer markets.

We believe that the product is extremely scalable since it will be web based. This web based user interface is capable of being used to segregate system users and access as well as to administer corporate computer security policies across multiple geographical locations.

We intend to pursue several strategic software development partnerships with established software and hardware vendors. Additionally, we intend to immediately pursue a strategic selling relationship with a large storage hardware vendor. At the present time, there are no definitive agreements in place.

Our original focus will be in the Denver, Colorado metropolitan area, but eventually plan to expand nationwide. However, we currently have no plans for expansion. At the present time, we have no active operations and are developing our business plan. At the present time, we have no plans to raise any additional funds within the next twelve months, other than those raised in our recent Offering. Any working capital will be expected to be generated from internal operations or from funds which may be loaned to us by Mr. Sobnosky, our President. In the event that we need additional capital, Mr. Sobnosky has agreed to loan such funds as may be necessary through December 31, 2008 for working capital purposes. However, we reserve the right to examine possible additional sources of funds, including, but not limited to, equity or debt offerings, borrowings, or joint ventures. Limited market surveys have never been conducted to determine demand for our services. Therefore, there can be no assurance that any of its objectives will be achieved.

We have not been subject to any bankruptcy, receivership or similar proceeding.

Our address is 7730 East Belleview Ave., #A202, Englewood, CO 80111. Our telephone number is (720)482-9559.

**Organization**

We are comprised of one corporation. All of our operations are conducted through this corporation.

- 18 -

---

## **Operations**

We plan to initially operate out of the office of our President. This office is also shared with another company owned by our President and largest shareholder.

We are not presently marketing our product but plan to do so prior to the end of 2007. We plan to utilize the expertise and existing business relationships of our principal officer, Mr. Sobnosky to develop our opportunities. All operational decisions will be made solely by Mr. Sobnosky.

It should be noted, however, that we do not have any extensive history of operations. To the extent that management is unsuccessful in keeping expenses in line with income, failure to affect the events and goals listed herein would result in a general failure of the business. This would cause management to consider liquidation or merger.

## **Markets**

Our sales strategy is two fold:

- 1) Penetrate end user accounts (hospitals, insurance companies, etc.) through a reseller channel with the monitoring and reporting components of Ubiquitech ESM.
- 2) Generate recurring revenue streams through strategic software and hardware vendor relationships. IT departments are currently purchasing these SMS types of tools in order to address pressing issues in the areas of monitoring and reporting. By establishing ourself as the incumbent SMS software vendor with the reporting and monitoring component of UESM, we believe that we will be able to generate future revenues as software "add-ons" in the areas electronic data storage management and regulatory compliance within our client base.

We believe that the primary reason that clients would buy from us rather than competitors would be the existing relationships that we can develop. We believe that client loyalty and satisfaction can be the basis for success in this business. Therefore, we plan to develop and expand on already existing relationships to develop a competitive edge. We plan to utilize the expertise of its principal officer to develop our business.

## **Clients and Competition**

Generally, the computer storage business is very dynamic and subject to sudden change. The competition is essentially divided into two groups: existing large incumbent storage vendors and independent SMS vendors. Incumbent storage vendors include Symantec/Veritas, Hewlett Packard, IBM, CA, and others. Most, if not all, of the incumbents have engaged in some level of acquisition as method of entering the SMS portion of the computer storage business.

We are not aware of any direct competitor. Most of our competitors sell and support specifically developed products or conversely, large, generic reporting frameworks. To our knowledge, no single vendor provides diagnostics, system health checking, live problem notification, reporting, and management across all elements of the electronic data storage infrastructure.

Almost all of the companies in this industry have greater resources and expertise than us. Any of them could chose to enter our proposed market at any time. Competition with these companies could make it difficult, if not impossible for us to compete, which could adversely affect our results of operations. Competition from larger and more established companies is a significant threat and is expected to remain so for us. Any competition may cause us to fail to gain or

to lose clients, which could result in reduced or non-existent revenue. Competitive pressures may impact our revenues and our growth.

- 19 -

---

Our principal effort at this point will be to develop a client base. We believe that the primary reason that customers would buy from us rather than competitors would be the existing relationships that we can develop. We believe that customer loyalty and satisfaction can be the basis for success in this business. Therefore, we plan to develop and expand on already existing relationships to develop a competitive edge.

### **Backlog**

At August 31, 2007, we had no backlogs.

### **Employees**

We have one full-time employee: Mr. Brian Sobnosky, our President. Mr. Sobnosky does not draw a salary or receive any other kind of compensation. However, we reimburse our employee for all necessary and customary business related expenses. We have no plans or agreements which provide health care, insurance or compensation on the event of termination of employment or change in our control. We do not pay our Directors separately for any Board meeting they attend.

### **Proprietary Information**

We own no proprietary information.

### **Government Regulation**

We do not expect to be subject to material governmental regulation. However, it is our policy to fully comply with all governmental regulation and regulatory authorities.

### **Research and Development**

We have never spent any amount in research and development activities.

### **Environmental Compliance**

We believe that we are not subject to any material costs for compliance with any environmental laws.

## **DESCRIPTION OF PROPERTY**

We currently occupies approximately 500 square feet of office and retail space which we rents from our President and largest shareholder on a month-to-month basis, currently without charge. This space is considered to be sufficient for us at the present time. We also own office equipment and the design plans for our propose software product.

## **DIRECTORS, EXECUTIVE OFFICERS AND CONTROL PERSONS**

Set forth below are the names of the directors and officers of the Company, all positions and offices with the Company held, the period during which he or she has served as such, and the business experience during at least the last five years:

<u>Name</u>	<u>Age</u>	<u>Positions and Offices Held</u>
-------------	------------	-----------------------------------

Brian Sobnosky	46	President, Treasurer, Director
Patrick Nats	41	Secretary and Director

- 20 -

---



**Mr. Sobnosky** has been our President, Treasurer and a Director since our inception. He is the founder and has been the CEO of several software companies. His primary responsibilities have been sales and marketing, finance, and operations. From 1995 to 1998 he co-founded and was the CEO of Data Management Solutions, Inc. (DMSI), a systems integration firm that in 1997 became the largest reseller of Veritas (now Symantec) software in the world. DMSI was sold to a competitor, CRANEL, Inc., in 1998 while at a sales revenue of approximately \$20 million. His primary responsibilities at DMSI were sales and marketing, finance, and operations.

Mr. Sobnosky served as Vice President of Strategic Account Sales for CRANEL Inc. from 1998-2000. Convergent Data Systems, Inc. (CDSI) was founded by Mr. Sobnosky in May of 2000.

Founded in November of 2002 by Mr. Sobnosky, Tavata Software Corporation (TSC) utilized profits generated by CDSI to fund a software development effort aimed at bringing an SMS software tool to the SMB market. This was successfully accomplished in February of 2003. Mr. Sobnosky caused TSC to enter into a significant software development and investment partnership with a large storage hardware vendor in September of 2006.

Mr. Sobnosky graduated in 1984 from Youngstown State University with a degree in structural engineering.

**Mr. Nats** has been our Secretary and a Director since May, 2007. He is currently the Chief Technical Officer (CTO) of @Hand Clinical Data, Inc. @Hand is a Software Development Company focused on providing Mobile Point of Care and Tracking Software Applications for the Medical Critical Industry. He oversees all aspects of software and technology product development for the company. From 2005-2006 He was senior database and technology architect with Comcast Inc., Greenwood Village, CO., where he designed a Voice Over Internet Protocol (VOIP) billing system for over 8 million projected users. Mr. Nats served as Technical Manager for Cendant-Data Integrity Group from 2004-2005, where he designed automated data collection software to scan numerous telephony based network switches for reconciliation to billing and provisioning databases. From 2003-2004 Mr. Nats was Chief Engineer with Confio Software where he oversaw the development and engineering of an Oracle distributed multi-tier performance tool. From 2001-2003 he was Vice President Application Development with Tavata Software Corporation, a software development company focused on developing data collection software for large technology enterprises and owned by Mr. Sobnosky. Mr. Nats attended Front Range Community College of Colorado and Devry Institute of Technology, Phoenix AZ from 1984-1989.

#### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following sets forth the number of shares of our \$.0001 par value common stock beneficially owned by (i) each person who, as of October 15, 2007, was known by us to own beneficially more than five percent (5%) of its common stock; (ii) our individual Directors and (iii) our Officers and Directors as a group. A total of 9,158,000 common shares were issued and outstanding as of October 15, 2007.

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u> <sup>(1)(2)</sup>	<u>Percent of Class</u>
Brian Sobnosky 7730 East Belleview Ave. #A202 Englewood, CO 80111	8,500,000	92.8%
Patrick Nats 7730 East Belleview Ave. #A202	-0-	-0-

Englewood, CO 80111

All Officers and Directors as a Group (two persons)	8,500,000	92.8%
--------------------------------------------------------	-----------	-------

---

(1) All ownership is beneficial and of record, unless indicated otherwise.

(2) The Beneficial owner has sole voting and investment power with respect to the shares shown.

- 21 -

---

## **Executive Compensation**

Our officers and directors do not receive any compensation for their services rendered to us, nor have they received such compensation in the past. As of the date of this registration statement, we have no funds available to pay the officers and directors. Further, the officers and directors are not accruing any compensation pursuant to any agreement with us. We have no plans to pay any compensation to our officers or directors in the future.

None of our officers and directors will receive any finder's fee, either directly or indirectly, as a result of their respective efforts to implement our business plan outlined herein.

No retirement, pension, profit sharing, stock option or insurance programs or other similar programs have been adopted by us for the benefit of its employees.

## **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

We currently occupy approximately 500 square feet of office and retail space which we rent from our President and largest shareholder on a month-to-month basis, currently without charge.

## **DESCRIPTION OF SECURITIES**

We are authorized to issue 50,000,000 shares of Common Stock, par value \$.0001 per share, and 1,000,000 shares of Preferred Stock, par value \$0.10 per share, to have such classes and preferences as our Board of Directors may determine from time to time. As of October 15, 2007, we had 9,158,000 shares of Common Stock issued and outstanding. No Preferred Stock has been issued or is outstanding as of the date hereof.

### **Common Stock**

The holders of Common Stock have one vote per share on all matters (including election of Directors) without provision for cumulative voting. Thus, holders of more than 50% of the shares voting for the election of directors can elect all of the directors, if they choose to do so. The Common Stock is not redeemable and has no conversion or preemptive rights.

The Common Stock currently outstanding is validly issued, fully paid and non-assessable. In the event of our liquidation, the holders of Common Stock will share equally in any balance of our assets available for distribution to them after satisfaction of creditors and the holders of our senior securities, whatever they may be. We may pay dividends, in cash or in securities or other property when and as declared by the Board of Directors from funds legally available therefore, but we have paid no cash dividends on our Common Stock.

### **Preferred Stock**

Under the Articles of Incorporation, the Board of Directors has the authority to issue non-voting Preferred Stock and to fix and determine its series, relative rights and preferences to the fullest extent permitted by the laws of the State of Colorado and such Articles of Incorporation. As of the date of this Registration Statement, no shares of Preferred Stock are issued or outstanding. The Board of Directors has no plan to issue any Preferred Stock in the foreseeable future.



## Dividends

We do not expect to pay dividends. Dividends, if any, will be contingent upon our revenues and earnings, if any, capital requirements and financial conditions. The payment of dividends, if any, will be within the discretion of our Board of Directors. We presently intend to retain all earnings, if any, for use in its business operations and accordingly, the Board of Directors does not anticipate declaring any dividends in the foreseeable future.

## SELLING SECURITY HOLDERS

The following table sets forth the shares beneficially owned, as of the date of this prospectus, by the selling stockholders prior to the offering contemplated by this prospectus, the number of shares each selling stockholder is offering by this prospectus and the number of shares which each selling stockholder would own beneficially if all such offered shares are sold. None of the selling stockholders is known to us to be a registered broker-dealer or an affiliate of a registered broker-dealer. Each of the selling stockholders has acquired his, her or its shares solely for investment and not with a view to or for resale or distribution of such securities. Beneficial ownership is determined in accordance with SEC rules and includes voting or investment power with respect to the securities.

Name <sup>(1)</sup>	Shares of common stock owned prior to the offering	Shares of common stock to be sold <sup>(2)</sup>	Shares of common stock owned after the offering	Percentage of common stock owned after this offering
DAVID J ARMSTRONG	2,000	2,000	-0-	0%
JANICE ARMSTRONG	2,000	2,000	-0-	0%
SCOTT BARKER	2,000	2,000	-0-	0%
LINDA BENZ	4,000	4,000	-0-	0%
BRAD P BENZ	2,000	2,000	-0-	0%
JEFF BLOCHOWITZ &	2,000	2,000	-0-	0%
ROBERT A BOLTON	2,000	2,000	-0-	0%
GINA M BOLTON	2,000	2,000	-0-	0%
JEFFERY T BOLTON	2,000	2,000	-0-	0%
VICKI K CASCHETTE	2,000	2,000	-0-	0%
TAMELA J COX	2,000	2,000	-0-	0%
BENJAMJN R DORLAND	2,000	2,000	-0-	0%
JENNIFER E DOWNING	2,000	2,000	-0-	0%
LEON B FEDDERSEN	2,000	2,000	-0-	0%
EDWARD G GIVENS	2,000	2,000	-0-	0%
JAMES K GUBBINS	1,000	1,000	-0-	0%
JOHN DALEY HAGGAR	2,000	2,000	-0-	0%
RICHARD J HALL	2,000	2,000	-0-	0%
CATHERINE A HALL	2,000	2,000	-0-	0%
JUDITH E JONES	2,000	2,000	-0-	0%
HOLLIS KEITH AND/OR	2,000	2,000	-0-	0%
LAURA MURPHY	2,000	2,000	-0-	0%
DENNIS C MURPHY	2,000	2,000	-0-	0%
ROBB MURPHY	2,000	2,000	-0-	0%
MELISSA MYERS	2,000	2,000	-0-	0%
ASHLEY MYERS	2,000	2,000	-0-	0%

Edgar Filing: UBIQUITECH SOFTWARE CORP - Form SB-2/A

DAVID A MYERS	2,000	2,000	-0-	0%
WILLIAM J PATTERSON	2,000	2,000	-0-	0%
WILLIAM C PATTERSON	2,000	2,000	-0-	0%
J. STEWART RACEY	2,000	2,000	-0-	0%

- 23 -

---

WAYNE D ROSTAD	2,000	2,000	-0-	0%
MICHAEL C ROTH	2,000	2,000	-0-	0%
DAN RUDDEN	2,000	2,000	-0-	0%
JOHN P RYAN	1,000	1,000	-0-	0%
PATRICK V RYAN	2,000	2,000	-0-	0%
MICHAEL J SCANLAN	2,000	2,000	-0-	0%
JERRY SCHEMPP	2,000	2,000	-0-	0%
ERIC SCHEMPP	2,000	2,000	-0-	0%
MA TIHEW SCHEMPP	2,000	2,000	-0-	0%
KURT D SCHUMAN	2,000	2,000	-0-	0%
ERIC G SCHUMAN	2,000	2,000	-0-	0%
ELLIE C SCHUMAN	2,000	2,000	-0-	0%
BENJAMIN R SCHUMAN	2,000	2,000	-0-	0%
WENDY C SCHUMAN	2,000	2,000	-0-	0%
EMMA E SCHUMAN	2,000	2,000	-0-	0%
GINNY SHINN	2,000	2,000	-0-	0%
MICHAEL SHRIFF	2,000	2,000	-0-	0%
CALVIN L STEGINK	2,000	2,000	-0-	0%
CAROL L STEGINK	2,000	2,000	-0-	0%
DONALD STOLTZ	2,000	2,000	-0-	0%
KUNTALNYORA	2,000	2,000	-0-	0%
ROBIN R YORA	2,000	2,000	-0-	0%
KIMBERLEE WILCOX	2,000	2,000	-0-	0%
KEVIN L WILCOX	2,000	2,000	-0-	0%
ROBERT WILCOX	2,000	2,000	-0-	0%
TROY WILCOX	2,000	2,000	-0-	0%
MICKEY WILKINSON	2,000	2,000	-0-	0%
BOYD WILKINSON	2,000	2,000	-0-	0%
ROSEMARIE WILKINSON	2,000	2,000	-0-	0%
TOTAL	118,000	118,000		

(1) All shares are owned of record and beneficially unless otherwise indicated. Beneficial ownership information for the selling stockholders is provided as of October 15, 2007, based upon information provided by the selling stockholders or otherwise known to us.

(2) Assumes the sale of all shares of common stock registered pursuant to this prospectus. The selling stockholders are under no obligation known to us to sell any shares of common stock at this time.

## PLAN OF DISTRIBUTION

The selling stockholders may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. If the shares of common stock are sold through underwriters or broker-dealers, the selling stockholders will be responsible for underwriting discounts or commission or agent's commissions. The selling stockholders have advised us that they will sell the shares of common stock from time to time in the open market, at the initial offering price of \$0.25 per share, which was the price they paid for their shares, until the shares are quoted on the OTC Bulletin Board or national securities exchange, at which point the selling securities holders may sell the registered shares at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or negotiated prices. The selling stockholders may use any one or more of the following methods when selling shares:

- any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale;
- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- transactions otherwise than on these exchanges or systems or in the over-the-counter market;
- through the writing of options, whether such options are listed on an options exchange or otherwise;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- short sales;
- broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;
- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

The selling stockholders may also sell shares under Rule 144 under the Securities Act, if available, rather than under this prospectus.

The selling stockholders may also engage in short sales against the box, puts and calls and other transactions in our securities or derivatives of our securities and may sell or deliver shares in connection with these trades.

Broker-dealers engaged by the selling stockholders may arrange for other broker-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling stockholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The selling stockholders do not expect these commissions and discounts to exceed what is customary in the types of transactions involved. Any



profits on the resale of shares of common stock by a broker-dealer acting as principal might be deemed to be underwriting discounts or commissions under the Securities Act. Discounts, concessions, commissions and similar selling expenses, if any, attributable to the sale of shares will be borne by a selling stockholder. The selling stockholders may agree to indemnify any agent, dealer or broker-dealer that participates in transactions involving sales of the shares if liabilities are imposed on that person under the Securities Act.

- 25 -

---

In connection with the sale of the shares of common stock or otherwise, the selling stockholders may enter into hedging transactions with broker-dealers, which may in turn engage in short sales of the shares of common stock in the course of hedging in positions they assume.

The selling stockholders may also sell shares of common stock short and deliver shares of common stock covered by this prospectus to close out short positions and to return borrowed shares in connection with such short sales. The selling stockholders may also loan or pledge shares of common stock to broker-dealers that in turn may sell such shares. The selling stockholders may, from time to time, pledge or grant a security interest in some or all of the shares of common stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of common stock from time to time under this prospectus after we have filed an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus.

The selling stockholders also may transfer the shares of common stock in other circumstances, in which case the transferees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus and may sell the shares of common stock from time to time under this prospectus after we have filed an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus. The selling stockholders also may transfer and donate the shares of common stock in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus. The selling stockholders and any broker-dealers or agents that are involved in selling the shares may be deemed to be “underwriters” within the meaning of the Securities Act in connection with such sales. In such event, any commissions paid, or any discounts or concessions allowed to, such broker-dealers or agents and any profit realized on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. At the time a particular offering of the shares of common stock is made, a prospectus supplement, if required, will be distributed which will set forth the aggregate amount of shares of common stock being offered and the terms of the offering, including the name or names of any broker-dealers or agents, any discounts, commissions and other terms constituting compensation from the selling stockholders and any discounts, commissions or concessions allowed or re-allowed or paid to broker-dealers. Under the securities laws of some states, the shares of common stock may be sold in such states only through registered or licensed brokers or dealers.

In addition, in some states the shares of common stock may not be sold unless such shares have been registered or qualified for sale in such state or an exemption from registration or qualification is available and is complied with. There can be no assurance that any selling stockholder will sell any or all of the shares of common stock registered pursuant to the shelf registration statement, of which this prospectus forms a part.

Each selling stockholder has informed us that it does not have any agreement or understanding, directly or indirectly, with any person to distribute the common stock. None of the selling stockholders who are affiliates of broker-dealers, other than the initial purchasers in private transactions, purchased the shares of common stock outside of the ordinary course of business or, at the time of the purchase of the common stock, had any agreements, plans or understandings, directly or indirectly, with any person to distribute the securities.

We are paying all fees and expenses incident to the registration of the shares of common stock. Except as provided for indemnification of the selling stockholders, we are not obligated to pay any of the expenses of any attorney or other advisor engaged by a selling stockholder. We have not agreed to indemnify any selling stockholders against losses, claims, damages and liabilities, including liabilities under the Securities Act.

If we are notified by any selling stockholder that any material arrangement has been entered into with a broker-dealer for the sale of shares of common stock, if required, we will file a supplement to this prospectus. If the selling stockholders use this prospectus for any sale of the shares of common stock, they will be subject to the prospectus delivery requirements of the Securities Act.

- 26 -

---

The anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of our common stock and activities of the selling stockholders, which may limit the timing of purchases and sales of any of the shares of common stock by the selling stockholders and any other participating person. Regulation M may also restrict the ability of any person engaged in the distribution of the shares of common stock to engage in passive market-making activities with respect to the shares of common stock. Passive market making involves transactions in which a market maker acts as both our underwriter and as a purchaser of our common stock in the secondary market. All of the foregoing may affect the marketability of the shares of common stock and the ability of any person or entity to engage in market-making activities with respect to the shares of common stock.

Once sold under the registration statement, of which this prospectus forms a part, the shares of common stock will be freely tradable in the hands of persons other than our affiliates.

### **LEGAL PROCEEDINGS.**

There is no litigation pending or threatened by or against the Company.

### **LEGAL MATTERS**

The validity of the shares of common stock to be sold in the offering will be passed upon for us by the law firm of David Wagner & Associates, P.C. This firm owns 250,000 shares of our common stock.

### **EXPERTS**

Our financial statements from inception (January 11, 2007) through August 31, 2007, and the related consolidated statements of operations, stockholders' equity and cash flows in this prospectus have been audited by Ronald R. Chadwick, P.C., of Aurora, Colorado, independent registered public accounting firm, to the extent and for the periods set forth in their report, and are set forth in this prospectus in reliance upon such report given upon the authority of them as experts in auditing and accounting.

### **WHERE YOU CAN FIND MORE INFORMATION**

Our filings are available to the public at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Further information on the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330.

We have filed a registration statement on Form SB-2 with the SEC under the Securities Act for the common stock offered by this prospectus. This prospectus does not contain all of the information set forth in the registration statement, certain parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information, reference is made to the registration statement and its exhibits. Whenever we make references in this prospectus to any of our contracts, agreements or other documents, the references are not necessarily complete and you should refer to the exhibits attached to the registration statement for the copies of the actual contract, agreement or other document.

### **FINANCIAL STATEMENTS**

The consolidated financial statements of Ubiquitech Software Corporation commencing on page F-1 are included with this prospectus. These financial statements have been prepared on the basis of accounting principles generally accepted in the United States and are expressed in US dollars.

- 27 -

---

---

Ubiquitech Software Corporation  
(A Development Stage Company)

**FINANCIAL STATEMENTS**

With Independent Accountant's Audit Report

For the period January 11, 2007 (Inception) Through August 31, 2007

---

TABLE OF CONTENTS

	<u>Page</u>
Independent Accountant's Audit Report	F-1
Balance Sheet	F-2
Statement of Operations	F-3
Statement of Cash Flows	F-4
Statement of Shareholders' Equity	F-5
Notes to Financial Statements	F-6 – F-8

---

RONALD R. CHADWICK, P.C.  
Certified Public Accountant  
2851 South Parker Road, Suite 720  
Aurora, Colorado 80014  
Telephone (303)306-1967  
Fax (303)306-1944

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors  
Ubiquitech Software Corporation  
Greenwood Village, Colorado

I have audited the accompanying balance sheet of Ubiquitech Software Corporation (a development stage company) as of August 31, 2007 and the related statements of operations, stockholders' equity and cash flows for the period from January 11, 2007 (inception) through August 31, 2007. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Ubiquitech Software Corporation as of August 31, 2007 and the related statements of operations, stockholders' equity and cash flows for the period from January 11, 2007 (inception) through August 31, 2007 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements the Company has suffered losses from operations that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Aurora, Colorado  
P.C.  
October 16, 2007  
CHADWICK, P.C.

/s/ Ronald R. Chadwick,

RONALD R.



Ubiquitech Software Corporation  
(A Development Stage Company)  
**Balance Sheet**  
as of August 31, 2007

<b>Current Assets - Cash</b>	\$ 23,791
<b>TOTAL ASSETS</b>	<b>\$ 23,791</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)</b>	
<b>LIABILITIES - Accounts payable</b>	<b>\$ 3,686</b>
<b>TOTAL LIABILITIES</b>	<b>\$ 3,686</b>
<b>SHAREHOLDERS' EQUITY</b>	
Preferred stock, par value \$.10 per share; Authorized 1,000,000 shares; issued and outstanding -0- shares.	-
Common Stock, par value \$.001 per share; Authorized 50,000,000 shares; issued and outstanding 9,158,000 shares.	9,158
Capital paid in excess of par value	23,126
Retained earnings (deficit)	(12,179)
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>20,105</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 23,791</b>

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

Ubiquitech Software Corporation  
(A Development Stage Company)

**Statement of Operations**

For the period January 11, 2007 (Inception) through August 31, 2007

<b>Revenue</b>	\$ -
<b>General and administrative expenses</b>	
Consulting	8,500
Stock transfer fees	3,686
<b>Total General and administrative expenses</b>	<b>12,186</b>
<b>(Loss) before other income</b>	<b>(12,186)</b>
<b>Other income - Interest</b>	<b>7</b>
<b>Net (Loss)</b>	<b>\$ (12,179)</b>
<b>Basic (Loss) Per Share</b>	<b>(0.00)</b>
<b>Weighted Average Common Shares Outstanding</b>	<b>9,039,750</b>

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

Ubiquitech Software Corporation  
(A Development Stage Company)

**Statement of Cash Flows**

For the period January 11, 2007 (Inception) through August 31, 2007

<b>Net (Loss)</b>	\$ (12,179)
Adjustments to reconcile decrease in net assets to net cash provided by operating activities:	
Stock issued for services	8,500
Increase in accounts payable	3,686
<b>Net cash provided by operation activities</b>	<b>7</b>
<b>Cash flows from investing activities:</b>	
Net cash (used) in investing activities	-
<b>Cash flows from financing activities:</b>	
Issuance of common stock	50,000
Deferred offering costs	(26,216)
<b>Net cash provided from financing activities</b>	<b>23,784</b>
<b>Net increase in cash</b>	<b>23,791</b>
Cash at beginning of period	-
<b>Cash at end of period</b>	<b>\$ 23,791</b>
<b>Supplemental disclosure information:</b>	
Stock issued for services	\$ 8,500

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

F-4

---

Ubiquitech Software Corporation  
(A Development Stage Company)  
**Statement of Shareholders' Equity**  
As of August 31, 2007

	Number Of Common Shares Issued	Common Stock	Capital Paid in Excess of Par Value	Retained Earnings (Deficit)	Total
<b>Balance at January 11, 2007 (Inception)</b>	-	-	-	-	-
January 12, 2007 issued 8,500,000 shares of par value \$.001 common stock for services valued at or \$.001 per share	8,500,000	8,500	-		8,500
January 12, 2007 issued 500,000 shares of par value \$.001 common stock for cash of \$500 or \$.001 per share	500,000	500	-		500
April 23, 2007 issued 40,000 shares of par value \$.001 common stock for cash of \$20,000 or \$.50 per share	40,000	40	19,960		20,000
August 24, 2007 issued 114,000 shares of par value \$.001 common stock for cash of \$28,500 or \$.25 per share	114,000	114	28,386		28,500
August 28, 2007 issued 4,000 shares of par value \$.001 common stock for cash of \$1,000 or \$.25 per share	4,000	4	996		1,000
Deferred Offering Costs			(26,216)		(26,216)
Net (Loss)	-	-	-	(12,179)	(12,179)
<b>Balance at August 31, 2007</b>	9,158,000	\$ 9,158	\$ 23,126	\$ (12,179)	\$ 20,105

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

**Ubiquitech Software Corporation**

(A Development Stage Company)

Notes to Financial Statements

For the Period January 11, 2007 (Inception) Through August 31, 2007

**Note 1 - Organization and Summary of Significant Accounting Policies**

*ORGANIZATION*

Ubiquitech Software Corporation. (the “Company”), was incorporated in the State of Colorado on January 11, 2007. The Company was formed to provide software development in the data storage and management industry. The Company may also engage in any business that is permitted by law, as designated by the board of directors of the Company.

*USE OF ESTIMATES*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*STATEMENT OF CASH FLOWS*

For purposes of the statement of cash flows, the Company considered demand deposits and highly liquid-debt instruments purchased with maturity of three months or less to be cash equivalents.

Cash paid for interest during the period was \$0. Cash paid for income taxes during the period was \$0.

*BASIC EARNINGS PER SHARE*

The basic earnings (loss) per common share are computed by dividing the net income (loss) for the period by the weighted average number of shares outstanding at August 31, 2007.

*F-6*

---

**Ubiquitech Software Corporation**

(A Development Stage Company)

Notes to Financial Statements

For the Period January 11, 2007 (Inception) Through August 31, 2007

**Note 1 - Organization and Summary of Significant Accounting Policies (Continued)**

*REVENUE RECOGNITION*

The Company provides management consulting services. The revenue is recognized when the services have been performed. As of August 31, 2007 the Company has had no operations.

**Note 2 – Basis of Presentation**

In the course of its life the Company has had limited operations. This raises substantial doubt about the Company's ability to continue as a going concern. Management filed a Limited Offering Registration with the State of Colorado to acquire capital. Management believes this will contribute toward its operations and subsequent profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**Note 3 – Related Party Events**

The Company currently has an office located at an address maintained by the President on a rent free basis.

**Note 4 – Capital Stock**

The Company authorized 50,000,000 shares of no par value common stock. Through August 31, 2007, the Company issued a total of 9,158,000 shares raising \$50,000 of cash.

On January 12, 2007 the Company issued 8,500,000 shares of \$.001 par value common stock for services valued at \$8,500 or \$.001 per share. On January 12, 2007 the Company issued 500,000 shares of \$.001 par value common stock for \$500 cash or \$.001 per share.

On April 23, 2007 the Company issued 40,000 shares of \$.001 par value common stock for \$20,000 cash or \$.50 per share.

On August 24, 2007 the Company issued 114,000 shares of \$.001 par value common stock for \$28,500 cash or \$.25 per share as part of a private offering

On August 28 2007 the Company issued 4,000 shares of \$.001 par value common stock for \$1,000 cash or \$.25 per share as part of a private offering

**Ubiquitech Software Corporation**

(A Development Stage Company)

Notes to Financial Statements

For the Period January 11, 2007 (Inception) Through August 31, 2007

**Note 4 – Capital Stock (continued)**

The Company authorized 1,000,000 shares of no par value, preferred stock, to have such preferences as the Directors of the Company may assign from time to time. No preferred stock is either issued or outstanding as of August 31, 2007.

The Company has declared no dividends through August 31, 2007.

**Note 5 - Income Taxes**

At August 31, 2007, the Company had a tax loss of \$(12,179). As of August 31, 2007 the Company has fully allowed for these losses in the valuation allowance. The valuation allowance offset the net deferred tax asset for which there is no assurance of recovery.

The net operating loss carry forward will expire in 2027.

F-8

---

**UBIQUITECH SOFTWARE CORPORATION**  
**118,000 Shares of Common Stock**  
**Par Value \$0.001 Per Share**

November , 2007

Until , 2008 (90 days after the date of this prospectus), all dealers affecting transactions in the shares offered by this prospectus — whether or not participating in the offering — may be required to deliver a copy of this prospectus. Dealers may also be required to deliver a copy of this prospectus when acting as underwriters and for their unsold allotments or subscriptions.

---

**Prospectus**

---



**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 24. Indemnification of Directors and Officers**

Pursuant to our Articles of Incorporation and By-Laws, we may indemnify an officer or director who is made a party to any proceeding, including a law suit, because of his position, if he acted in good faith and in a manner he reasonably believed to be in our best interest. In certain cases, we may advance expenses incurred in defending any such proceeding. To the extent that the officer or director is successful on the merits in any such proceeding as to which such person is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The prior discussion of indemnification in this paragraph is intended to be to the fullest extent permitted by the laws of the State of Colorado.

Indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors or officers pursuant to the foregoing provisions. However, we are informed that, in the opinion of the Commission, such indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

**Item 25. Other Expenses of Issuance and Distribution**

The following table sets forth an itemization of all estimated expenses, all of which we will pay, in connection with the issuance and distribution of the securities being registered:

<u>Nature of expense</u>	Amount
SEC Registration fee	\$ 30
Accounting fees and expenses	\$ 2,000
Legal fees and expenses	\$ 20,000
Printing expenses	\$ 1,000
Miscellaneous	\$ 970*
	<b>TOTAL \$ 24,000</b>

\* Estimated.

**Item 26. Recent Sales of Unregistered Securities**

On January 12, 2007, we issued the following restricted common shares to the following persons and entities at a price of \$0.001 for cash, property, or past services:

<u>Name</u>	Shares Issued
Brian Sobnosky	8,500,000
David Wagner & Associates, P.C.	250,000
Edwards Investments, LLC	250,000

Total	9,000,000
-------	-----------

*II - 1*

---

On April 23, 2007, we issued the following restricted common shares to the following entity at a price of \$0.50 for cash:

<u>Name</u>	Shares Issued
Uninvestors LLC	40,000
<b>Total</b>	<b>40,000</b>

In the transactions shown above, the issuance, delivery and sale of our common stock were made pursuant to the private offering exemption within the meaning of Section 4(2) of the Securities Act of 1933 ("Act") because the offers were made to a limited number of people, all of whom received all material information concerning the investment and all of whom have had sophistication and ability to bear economic risk based upon their representations to us and their prior experience in such investments. The exemptions are claimed upon, among other things, certain representations made by the purchasers in connection with the transactions. The purchase price paid by the purchaser's consideration for the common stock was determined through arm's-length negotiations between the parties.

On or about May 21, 2007, we filed with the Colorado Division of Securities (the "Division"), Denver, Colorado, a Limited Registration Offering Statement under cover of Form RL pursuant to the Colorado Securities Code, relating to a proposed offering of up to 400,000 Common Shares. The Registration was declared effective by the Division on June 12, 2007. We raised \$29,500 and sold a total of 118,000 shares in the offering. We relied on Rule 504 of Regulation D for the federal exemption. The sales were made under Colorado law pursuant to a Disclosure Document under cover of Form RL pursuant to the Colorado Securities Code. We relied upon exemption under Section 3(b) including Rule 504 there under, as amended for all investors because of their close relationship to us, the availability of information, and the filing of a Form D. The shares were sold through our officers and directors.

Under this offering, we issued the following common shares to the following persons and entities for cash at a price of \$0.25 per share as of August 24, 2007:

<u>Name<sup>(1)</sup></u>	<u>Number of Shares</u>
DAVID J ARMSTRONG	2,000
JANICE ARMSTRONG	2,000
SCOTT BARKER	2,000
LINDA BENZ	4,000
BRAD P BENZ	2,000
JEFF BLOCHOWITZ &	2,000
ROBERT A BOLTON	2,000

GINA M	
BOLTON	2,000
JEFFERY T	
BOLTON	2,000
VICKI K	
CASCETTE	2,000
TAMELA J	
COX	2,000
BENJAMJN R	
DORLAND	2,000
JENNIFER E	
DOWNING	2,000
LEON B	
FEDDERSEN	2,000

*II-2*

---

EDWARD G	
GIVENS	2,000
JAMES K	
GUBBINS	1,000
JOHN DALEY	
HAGGAR	2,000
RICHARD J	
HALL	2,000
CATHERINE A	
HALL	2,000
JUDITH E JONES	2,000
HOLLIS KEITH	
AND/OR	2,000
LAURA	
MURPHY	2,000
DENNIS C	
MURPHY	2,000
ROBB MURPHY	2,000
MELISSA	
MYERS	2,000
ASHLEY MYERS	2,000
DAVID A	
MYERS	2,000
WILLIAM J	
PATTERSON	2,000
WILLIAM C	
PATTERSON	2,000
J. STEWART	
RACEY	2,000
WAYNE D	
ROSTAD	2,000
MICHAEL C	
ROTH	2,000
DAN RUDDEN	2,000
JOHN P RYAN	1,000
PATRICK V	
RYAN	2,000
MICHAEL J	
SCANLAN	2,000
JERRY	
SCHEMPP	2,000
ERIC SCHEMPP	2,000
MA TIHEW	
SCHEMPP	2,000
KURT D	
SCHUMAN	2,000
ERIC G	
SCHUMAN	2,000

ELLIE C SCHUMAN	2,000
BENJAMIN R SCHUMAN	2,000
WENDY C SCHUMAN	2,000
EMMA E SCHUMAN	2,000
GINNY SHINN	2,000
MICHAEL SHRIF	2,000
CALVIN L STEGINK	2,000
CAROL L STEGINK	2,000
DONALD STOLTZ	2,000
KUNTALNYORA	2,000
ROBIN R YORA	2,000
KIMBERLEE WILCOX	2,000
KEVIN L WILCOX	2,000
ROBERT WILCOX	2,000
TROY WILCOX	2,000
MICKEY WILKINSON	2,000
BOYD WILKINSON	2,000
ROSEMARIE WILKINSON	2,000
Total	118,000

## Item 27. Exhibits

The following Exhibits are filed with or incorporated by reference to this Registration Statement, pursuant to Item 601 of Regulation S-B.

<u>Exhibit No.</u>	<u>Description</u>
3.1*	Articles of Incorporation of Ubiquitech Software Corporation
3.2*	Bylaws of Ubiquitech Software Corporation
5.1	Opinion of David Wagner & Associates, P.C.
23.1*	Consent of Independent Auditors
23.2	Consent of Counsel (See Exhibit 5.1)

\* Previously filed

## Item 28. Undertakings

The undersigned registrant hereby undertakes to:

- (1) File, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of the securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement, and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
- (2) That, for determining liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following

communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

*II - 4*

---



- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
  - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
  - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
  - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (5) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form SB-2 and has authorized this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Greenwood Village, State of Colorado, on November 16, 2007.

**UBIQUITECH SOFTWARE CORPORATION**

By: /s/ Brian Sobnosky  
Brian Sobnosky, President and  
Treasurer,  
Chief Executive, Financial, and  
Accounting Officer

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated.

<b><u>Signature</u></b>	<b><u>Title</u></b>	<b><u>Date</u></b>
<u>/s/ Brian Sobnosky</u> Brian Sobnosky	President, Treasurer and Director	November 16, 2007
<u>/s/ Patrick Nats</u> Patrick Nats	Secretary and Director	November 16, 2007