

MULTIBAND CORP
Form 10-K
March 30, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF
 1934

FOR THE FISCAL YEAR ENDED **DECEMBER 31, 2011**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT
OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 0 - 1325

MULTIBAND CORPORATION

(Exact name of registrant as specified in its charter)

MINNESOTA

(State or other jurisdiction of incorporation or organization)

41-1255001

(IRS Employer Identification No.)

9449 Science Center Drive, New Hope, Minnesota 55428

(Address of principal executive offices)

Telephone (763) 504-3000 Fax (763) 504-3060

The Company's Internet Address: www.multibandusa.com

(Registrant's telephone number, facsimile number, and Internet address)

Securities registered pursuant to Section 12 (b) of the Act: None

Securities registered pursuant to Section 12 (g) of the Act:

Common Stock (no par value)

Indicated by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

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Indicate by a check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K § 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by references in Part III of this Form 10-K or any amendment to this Form 10-K

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

As of June 30, 2011, (the most recently completed fiscal second quarter), the aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was \$70,395,720, based on the average bid and asked price of such common equity of \$3.26, on such date.

As of March 15, 2012, there were 21,797,410 outstanding shares of the registrant's common stock, no par value, and 281,696 outstanding shares of the registrant's convertible preferred stock.

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Item 1

Business

Multiband Corporation (the Company), is a Minnesota corporation formed in September 1975.

The Company has three operating segments as follows: (1) Field Services (FS), where the Company provides installation services to pay television (satellite and broadband cable) providers, internet providers and commercial customers, (2) Multi-Dwelling Unit (MDU), where the Company bills voice, internet and video services to subscribers as owner/operator and also acts as a master service operator for DIRECTV, receiving net cash payments for managing video subscribers through its network of system operators; and (3) Engineering, Energy & Construction (EE&C) where the Company provides engineering and construction services for the wired and wireless telecommunications industry, including public safety networks., This segment also provides renewable energy services including wind and solar applications and other design and construction services, usually done on a project basis. All segments encompass a variety of different corporate entities.

The Company completed an initial public offering in June 1984. In November 1992, the Company became a non-reporting company under the Securities Exchange Act of 1934. In July 2000, the Company regained its reporting company status. In December 2000, the Company's stock began trading on the NASDAQ stock exchange under the symbol VICM. In July 2004, the symbol was changed to MBND concurrent with the Company's name change from Vicom, Incorporated to Multiband Corporation.

The Company's website is located at: www.multibandusa.com. The information on the Company's website is not part of this or any other report the Company files with, or furnishes to, the SEC.

From its inception until December 31, 1998, the Company operated as a telephone interconnect company only. Effective December 31, 1998, the Company acquired the assets of the Midwest region of Enstar Networking Corporation (ENC), a data cabling and networking company. In late 1999, in the context of a forward triangular merger, the Company, to expand its range of computer products and related services, purchased the stock of Ekman, Inc. d/b/a Corporate Technologies, and merged Ekman, Inc. into the newly-formed surviving corporation, Corporate Technologies USA, Inc. (MBS). MBS provided voice, data and video systems and services to business and government. The MBS business segment was sold effective April 1, 2005. The Company's MDU segment (formally known as MCS) began in February 2000. MDU provides voice, data and video services to multi-dwelling units, including apartment buildings, condominiums and time share resorts. During 2004, the Company purchased video subscribers in a number of separate transactions, the largest one being Rainbow Satellite Group, LLC. During 2004, the Company also purchased the stock of Minnesota Digital Universe, Inc. (MNMDU), which made the Company the largest master service operator in MDU's for DIRECTV satellite television in the United States. During 2006 and 2007, the Company strategically sold certain assets at multi-dwelling properties where only video services were

primarily deployed. The Company continues to operate properties where multiple services are deployed. To remain competitive, the Company intends to continue to own and operate properties at locations where multiple services can be deployed and manage properties where one or more services are deployed. Consistent with that strategy, from 2006 to the present, the Company expanded its servicing of third party clients (other system operators) through its call center. On March 15, 2012, the Company had approximately 112,000 owned and managed subscriptions, with an additional 45,000 subscriptions supported by the call center.

During 2008, the Company became involved in the business of installing video services in single family homes by acquiring 51% of the outstanding stock of Multiband NC Incorporated (NC) (formerly Michigan Microtech, Incorporated) MMT, a former subsidiary of DirecTECH Holding Company Inc. (DTHC), a fulfillment agent for a national satellite television company, DIRECTV, which specializes in the providing of satellite TV to single family homes. This acquisition was followed up by the acquisition of an 80% interest in a group of companies which were the former operating subsidiaries of DTHC, (Multiband NE Incorporated (NE), Multiband SC Incorporated (SC), Multiband EC Incorporated (EC), Multiband DV Incorporated (DV) and Multiband Security Incorporated (Security)). The Company also purchased an additional 29% ownership interest in Multiband NC Incorporated, of which it previously owned 51%, effective on January 2, 2009. The remaining 20% of these operating entities were purchased in December 2009. As of December 31, 2011, the NC, SC, EC and NE entities were merged together with NE being the surviving entity. Effective February 20, 2012, NE has been renamed Multiband Field Services, Incorporated (MBFS).

This DTHC operating entities purchase was a significant event for the Company. The purchase materially increased the size and scope of the Company's operations. The Company has now expanded its operations into 16 states with 32 field offices and is the second largest independent DIRECTV field services provider in the United States.

Effective September 1, 2011, the Company purchased from WPCS International, Inc. (WPCS), two of their subsidiary corporations named WPCS International- Sarasota, Inc. and WPCS International-St. Louis, Inc. Effective November 1, 2011, these entities have been renamed Multiband Engineering and Wireless, Southeast, Inc. (SE) and Multiband Engineering and Wireless, Midwest, Inc. (MW). These entities provide engineering and construction services for the wired and wireless telecommunications industry, including public safety networks, renewable energy services including wind and solar applications and other design and construction services. Later in 2011, and in early 2012, the Company also purchased certain assets from Groupware International, Inc. and entered the cable television fulfillment business.

Field Services Segment (FS)

The Company, through its FS segment, generates revenue from the installation and service of DIRECTV video programming for residents of single family homes under a contract with DIRECTV. DIRECTV is the largest provider of satellite television services in the United States with approximately 19 million subscribers. These video subscribers are owned and billed by DIRECTV. The FS segment functions as a fulfillment arm for DIRECTV. As a result, the Company does not directly compete with other providers for DIRECTV's business. Although DIRECTV competes with DISH, the other leading satellite television provider and incumbent providers of phone and telephone services for pay television customers, DIRECTV has its own marketing and competitive programs of which the Company is merely an indirect and passive recipient. The FS segment also provides similar installation services for certain broadband cable and internet providers and commercial customers.

The United States markets for satellite television subscribers and cable television viewers are significant. According to the Satellite Broadcasting and Communications Association, there were approximately 33.8 million paying US satellite television subscribers in December 2011. According to the National Cable and Telecommunications Association, as of September 2011, the US cable industry had approximately 58.3 million basic video customers and approximately 46.4 million high speed internet customers. The Company believes that the demand for its outsourced installation and maintenance services will remain steady as leading national providers continue to upgrade technology and invest in competitive marketing efforts.

Multi-Dwelling Unit Segment (MDU)

The Company, through its MDU segment, bills customers for the voice, internet and video services it provides to residents of MDU facilities as an owner/operator of those subscribers. In addition, since 2004, the Company serves as a master system operator for DIRECTV, which allows us to offer satellite television services to residents of multi-dwelling-units through a network of affiliated operators.

Since 2000, as discussed above, the Company offers voice, data and video services directly to residents of the MDU market. Our experience in this market suggests that property owners and managers are always looking for a solution that will satisfy two market demands from customers. The first market demand from customers is how to satisfy the residents who desire to bring satellite television service to the unit without being visually unattractive or a structural/maintenance problem. The second is how to provide competitive access for local and long distance telephone, television and internet services. Our service offering addresses these demands and provides the consumer several benefits, including:

- Lower Cost Per Service
- Blended Satellite and Cable Television Package
- Multiple Feature Local Phone Services (features such as call waiting, call forwarding and three-way calling)

- Better than Industry Average Response Times
- One Number for Billing and Service Needs
- One Bill for Local, Long Distance Cable Television and Internet
- “Instant On” Service Availability

In late 2005, the Company began to use its internal support center and billing platform to service third party clients.

In late 2006, DIRECTV provided the Company with the right to bill DIRECTV services directly to end users.

As we develop and market this package, we keep a marketing focus on two levels of customers for this product. The primary decision-makers are the property owners/managers. Their concerns are focused on delivering their residents reliability, quality service, short response times, minimized disruptions on the property, minimized alterations to the property and value added services. Each of these concerns is addressed in our contracts with the property owner, which includes annual reviews and 10 year terms as service providers on the property. The secondary customer is the end-user. We provide the property with on-going marketing support for their leasing agents to deliver clear, concise and timely information about our services. This will include simple sign up options that should maximize our penetration of the property.

When taken as a whole, and based on the Company’s interpretations of U.S. Census Bureau statistics, cable television, telephone and internet services currently generate over \$170 billion of revenues annually in the U.S, with an estimated 26 million households living in MDUs. We believe these statistics indicate stable markets with demand that is likely to deliver significant value to businesses that can obtain a subscriber base of any meaningful size.

MDU Consumer Industry Analysis and Strategy

MDU offers video and, in some cases, data and voice to residents of multi-dwelling units primarily throughout the Midwest and the Southeast. Our primary competition in this market comes from the local incumbent providers of telephone and cable television services. The leading competitors in these services are the former Bell System Companies such as Verizon Communications (Verizon) and Qwest Communications International, Inc. (Qwest) and national cable companies such as Comcast Corporation (Comcast) and Time Warner. These regional and national rivals have significant resources and are strong competitors. Nonetheless, we believe as a largely unregulated entity, we can be competitive on both price and service.

Regarding video services, we believe we have a significant consumer benefit in that we are establishing private rather than public television systems, which allows us to deliver a package not laden with local "public access" stations that clog the basic service package. In essence, we will be able to deliver a customized service offering to each property based upon pre-installation market research that we perform. The pricing of our service is also untariffed which allows for flexible and competitive "bundling" of services.

Regarding data services, the general concern among consumers is the quality of the connection and the speed of the download. We believe our design provides the highest broadband connection speeds currently available. The approach we market is "blocks of service". Essentially, we deliver the same high bit rate service in small, medium and large packages, with an appropriate per unit cost reduction for those customers that will commit to a higher monthly expenditure.

MDU Market Description

We are currently marketing our services to MDU properties primarily throughout the Midwest and Southeast. We will target properties that range from 50 to 150 units on a contiguous MDU property for television and internet access only. We will survey properties that exceed 150 units for the feasibility of local and long distance telephone services.

We are initially concentrating on middle to high-end rental complexes. We are also pursuing resort area condominiums. A recent U.S. Census Bureau table indicates there are more than 65,000 properties in the United States which fit this profile. Assuming an average of 100 units per complex, our focus is on a potential subscriber base of 6,500,000.

A recent Property Owners and Manager Survey, published by the U.S. Census Bureau, shows rental properties are focusing on improving services and amenities available to their tenants. These improvements are being undertaken to reduce tenant turnover, relieve pricing pressures on rents and attract tenants from competing properties. We believe most of these owners or managers are not interested in being "in the technology business" and will use the services that we are offering. Various iterations of this package will allow the owners to share in the residual income stream from the subscriber base.

MDU Number of Units/Customers

At March 15, 2012, the Company had approximately 112,000 owned and managed subscriptions, with an additional 45,000 subscribers supported by the support center.

Energy, Engineering & Construction Segment (EE&C)

Under this segment of the business, the Company provides engineering and construction services for the wired and wireless telecommunications industry, including public safety networks, renewable energy services including wind and solar applications and other design and construction services which are usually done on a project basis. We believe growth in public safety networks will continue as security and safety concerns, driven by, among other things, terrorism threats and weather emergencies, require further infrastructure buildouts. We also believe that research, development and investment in alternative and renewable energy sources will provide work for the Company as the United States looks to reduce its dependence on foreign oil imports.

Backlog (in thousands)

As of December 31, 2011, we had a backlog of unfilled orders of approximately \$1,817 compared to approximately \$0 at December 31, 2010. The Company's acquisition of SE and MW in September 2011, accounted for all of this increase. We define backlog as the value of work-in-hand to be provided for customers as of a specific date where the following conditions are met (with the exception of engineering change orders): (i) the price of the work to be done is fixed; (ii) the scope of the work to be done is fixed, both in definition and amount; and (iii) there is an executed written contract, purchase order, agreement or other documentary evidence which represents a firm commitment by the customer to pay us for the work to be performed. These backlog amounts are based on contract values and purchase orders and may not result in actual receipt of revenue in the originally anticipated period or at all. We have experienced variances from time to time in the realization of our backlog because of project delays or cancellations resulting from external market factors and economic factors beyond our control and we may experience such delays or cancellations in the future. Backlog does not include new firm commitments which may be awarded to us by our customers from time to time in future periods. These new project awards could be started and completed in this same future period. Accordingly, our backlog does not necessarily represent the total revenue that could be earned by us in future periods.

Employees

As of March 15, 2012, Multiband Corporation employed 130 full-time employees, including 10 management employees, 36 finance personnel, 33 information technology employees, 14 employees in human resources, 16 in marketing and 37 employees in operational support positions. FS segment employed 3,259 full-time employees consisting of 72 management employees, 145 operational support personnel, 257 customer service employees, 2,785 technicians and 104 warehouse employees. As of that same date, MDU had 153 full-time employees, consisting of 11 in sales and marketing, 9 technicians, and 133 in customer service and related support. EE&C employed 70 full-time employees consisting of 47 technicians and 23 employees in operational support positions.

Item 1A

Risk Factors (in thousands)

General

Our business is subject to a number of risks discussed under the heading “Risk Factors” and elsewhere in this prospectus. The principal risks facing our business include, among others, our dependence on DIRECTV, changes in technology, and economic conditions limiting the ability of DIRECTV’s customers to purchase upgrades and installations. In addition, we have a history of inconsistent profitability, limited working capital, a retained deficit, and significant amounts of debt due in the near term. There are also risks relating to the ownership of our common stock. You should carefully consider these factors, as well as all of the other information set forth in this Annual Report on Form 10-K. See “Risk Factors.”

Net Income (Loss) Attributable to Multiband Corporation and Subsidiaries

The Company had net income attributable to Multiband Corporation and subsidiaries of \$7,044 for the year ended December 31, 2011 and \$14,694 for the year ended December 31, 2010 and a net loss attributable to Multiband Corporation and Subsidiaries of \$9,650 for the year ended December 31, 2009.

If we cannot attain consistent levels of profitability from our operating activities, we may not be able to meet our:

- capital expenditure objectives;
- debt service obligations; or
- working capital needs.

Working Capital

The Company had working capital of \$7,463 as of December 31, 2011, and a working capital deficit of \$10,374 as of December 31, 2010. The deficit as of December 31, 2010 was primarily due to the 2009 acquisition of the former DTHC operating subsidiaries. The improvement in the Company’s cash balance and working capital position between years was a result of the cash flow provided by operations in 2011 and 2010 as well as the net proceeds received by the Company from the common stock public offering on June 1, 2011 of \$16,176. If profitability does not continue into the future, the Company may not have adequate levels of working capital to meet its needs which may cause the

need for additional financing.

Long-lived Assets

We have a significant amount of long-lived assets. If we should experience a significant decline in future profitability and/or should the market value for our long-lived assets decrease, some impairment to these assets could occur. If impairment occurs, it could materially and adversely affect our results of operations in those future periods.

Goodwill

The Company tests for impairment of its goodwill and intangible assets without a defined life. We tested for impairment of the FS and MDU segments which had goodwill as of November 30, 2011 using standard fair value measurement techniques. In 2011, there was an impairment charge of \$246 recorded for the FS segment relating to the goodwill with the subsidiary, Security. The contract supporting this business was terminated in November 2011. The Company recorded an impairment charge of \$25 on the goodwill related to the US Install purchase as of December 31, 2010. The Company concluded there was no goodwill impairment as of December 31, 2009. However, should we experience a significant decline in future profitability, or our stock price declines and remains depressed, and/or should the business climate for satellite providers deteriorate, impairment to our goodwill could occur. If impairment occurs, it could be materially adverse to our results of operations in those periods.

Group Health and Workers' Compensation Insurance Coverage

The Company uses a combination of self-insurance and third-party carrier insurance with predetermined deductibles that cover certain insurable risks. The Company records liabilities for claims reported and claims that have been incurred but not reported, based on historical experience and industry data.

Insurance and claims accruals reflect the estimated cost for group health and workers' compensation claims not covered by insurance. The insurance and claims accruals are recorded at the estimated ultimate payment amounts. Such insurance and claims accruals are based upon individual case estimates and estimates of incurred-but-not-reported losses using loss development factors based upon past experience and industry data.

During 2011, the Company was self-insured for workers' compensation claims up to \$100 plus administrative expenses, for each occurrence. During 2010, the Company was self-insured for workers' compensation claims up to \$250 plus administrative expenses.

During 2011 and 2010, the Company was self-insured for health insurance for claims up to \$275 per claim where we expect most claims to occur. If any claim is substantially in excess of \$275, such claims are covered under premium-based policies issued by insurance companies to coverage levels that we consider adequate. If either we exceed our coverage amounts too often and our premiums rise, or if a high number of claims are made for which we

are responsible (because they are below the deductible), our profitability and cash flow may be adversely affected.

Debt

The Company has two separate debt instruments that are due within the near term. The debenture payable to Convergent Capital Partners II, L.P. in the amount of \$5,000 is due in December 2012. The note payable- DirecTECH Holding Co., Inc. of approximately \$29,155 is due January 1, 2013. We will seek new sources of financing to pay these amounts if we do not generate adequate cash flow from operations to pay the balances when due. Sources of financing, if needed in the future, may include additional debt financing or may include the sale of equity (including the issuance of preferred stock) or other securities. We cannot be sure that any additional sources of financing or new capital will be available to us, available on acceptable terms, or permitted by the terms of our current debt. In addition, if we sell additional equity to raise funds, all shares of common stock currently outstanding will be diluted.

Income Taxes

The Company has federal net operating losses of \$50,316 and state net operating losses of approximately \$47,575, at December 31, 2011, which, if not used, will expire from 2012-2031. Changes in the stock ownership of the Company have placed limitations on the use of these net operating loss carryforwards (NOLs). The Company has performed an IRC Section 382 study and determined that a total of five ownership changes had occurred since 1999. As a result of these ownership changes, the Company's ability to utilize its net operating losses is limited. Federal net operating losses are limited to a total of \$22,782, consisting of annual amounts of \$9,039 in 2012, \$3,725 in 2013 and \$1,101 per year for each of the years 2014-2022 and then \$109 in 2023. State net operating losses are limited to a total of approximately \$46,195. We believe that \$27,534 of federal net operating losses and \$1,380 of state net operating losses will expire unused due to IRC Section 382 limitations. These limitations could be further restricted if additional ownership changes occur in future years. To the extent our use of net operating loss carryforwards are significantly limited, our income could be subject to corporate income tax earlier than it would be if we were able to use net operating loss carryforwards, which could result in lower profits.

Deregulation

Several regulatory and judicial proceedings have recently concluded, are underway or may soon be commenced that address issues affecting our operations and those of our competitors, which may cause significant changes to our industry. We cannot predict the outcome of these developments, nor can we assure you that these changes will not have a material adverse effect on us. Historically, we have been a reseller of products and services, not a manufacturer or carrier requiring regulation of its activities. Pursuant to Minnesota statutes, the Company's activities are specifically exempt from the need to tariff our services in MDU's. However, the Telecommunications Act of 1996 provides for significant deregulation of the telecommunications industry, including the local telecommunications and long-distance industries. This federal statute and the related regulations remain subject to judicial review and additional rule-makings of the Federal Communications Commission, making it difficult to predict what effect the legislation will have on us, our operations, and our competitors.

Certain Anti-Takeover Effects

The Company is subject to Minnesota statutes regulating business combinations and restricting voting rights of certain persons acquiring shares of the Company. These anti-takeover statutes may render more difficult or tend to discourage a merger, tender offer or proxy contest, the assumption of control by a holder of a large block of the Company's securities, or the removal of incumbent management.

The Company's FS segment is highly dependent on its strategic alliance with DIRECTV and a major alteration or termination of that alliance could adversely affect the Company's business

The FS segment currently provides approximately 90.6% of our total revenues and these most of these revenues are dependent on our relationship with DIRECTV. Accordingly, we are highly dependent on our relationship with DIRECTV. The Company has a Home Services Provider (HSP) agreement with DIRECTV which was renewed on May 1, 2011 and terminates April 30, 2015. The term of this agreement will automatically renew for additional one year periods unless either DIRECTV or the Company gives written notice of termination at least 90 days in advance of expiration of the then current term. The agreement can be terminated on 180 days notice by either party. DIRECTV may also change the terms of their agreement with the Company, among other things, to change our service areas and/or pricing, both of which have occurred in the past. The terms of the HSP agreement also contain specific operational requirements that impact how we provide service to and interact with DIRECTV customers, and which requirements directly affect how we budget, strategize and operate as a business. Some of these requirements include, but are not limited to: (a) required uniforms/appearance and tools for technicians; (b) limitations on advertising and signage utilized by us; (c) fleet specifications; (d) call center operations (response times, minimum hours of operation); (e) technician training and education standards; and (f) required hardware. Any adverse alteration or termination of our HSP agreement with DIRECTV would have a material adverse effect on our business. In addition, a significant decrease in the number of jobs the Company completes for DIRECTV could have a material adverse effect on our business, financial condition and results of operations.

Our FS segment revenues could be negatively affected by reduced support from DIRECTV

DIRECTV conducts promotional and marketing activities on national, regional and local levels. Due to our substantial dependence on DIRECTV, our revenues depend, in significant part, on: (i) the overall reputation and success of DIRECTV; (ii) the incentive and discount programs provided by DIRECTV and its promotional and marketing efforts for its products and services; (iii) the goodwill associated with DIRECTV trademarks; (iv) the introduction of new and innovative products by DIRECTV; (v) the manufacture and delivery of competitively-priced, high quality equipment and parts by DIRECTV in quantities sufficient to meet customers' requirements on a timely basis; (vi) the quality, consistency and management of the overall DIRECTV system; and (vii) the ability of DIRECTV to manage its risks and costs. If DIRECTV does not provide, maintain or improve any of the foregoing, if DIRECTV changes the terms of its incentive and discount programs, or if DIRECTV were sold or reduced or ceased operations, there could be a material adverse effect on our financial condition and results of operations even though alternate providers of satellite television services exist.

The Company's Multi-Dwelling unit (MDU) business strategy is also highly dependent on its strategic alliance with DIRECTV

In connection with our MDU business segment, we are operating under a Master System Operator (MSO) relationship with DIRECTV. The MSO agreement with DIRECTV was signed with an effective date of August 22, 2011 and expires August 21, 2015. Similar to the terms of the HSP agreement, material terms of the MSO agreement regarding term, termination, pricing and service areas are subject to change, oftentimes in DIRECTV's discretion. Any adverse alteration or any termination of our current relationship with DIRECTV with respect to our MDU segment would have a material adverse effect on our business, financial condition and results of operations.

Our MDU segment growth initiative may not be successful or profitable

The Company has a strategy for growth for our MDU segment and we have invested significant time, effort, and capital into developing our MDU infrastructure. Our intent is to work closely with DIRECTV to substantially grow this segment of our business. While we have invested in this segment and intend to continue to do so, and while we believe DIRECTV has made the MDU market a focus for its growth, there is no guarantee that we will be able to achieve success or profitability in this business segment, or that we will achieve a return on any additional investments that we make in this segment. If the Company is unable to achieve profitability in the MDU segment, it could have a material adverse effect on our business, financial condition and results of operations.

The Company may require additional debt financing or will be limited to stock-funded acquisitions in order to complete any material strategic acquisitions

The Company may require additional debt financing or will be limited to stock-funded acquisitions in order to complete any material strategic acquisitions. There is no assurance that additional financing will be available in the amounts or at the times required, or if it is, on terms acceptable or favorable to us. There is also no assurance that a target company would agree to a stock exchange or that our stock would not be diluted by such stock exchange. If we are unable to obtain additional financing when and if needed or to do a stock exchange, our ability to grow through acquisitions will be impaired.

Marketplace pressures could curtail our operations

The Company faces competition from others who are competing for a share of the FS and MDU markets, including other satellite companies, cable companies, telephone companies and other installers. Some of these companies have significantly greater assets and resources than we do. If we are unable to compete successfully with these companies, our market share could decrease which could have a material adverse effect on our business, financial condition and results of operations.

Changes in technology or consumer preference and demand could weaken Multiband's competitiveness in the marketplace

A portion of our projected future revenue is dependent on public acceptance of broadband and expanded satellite television services. Acceptance of these services is partially dependent on the infrastructure of the internet and satellite television, which is beyond our control. In addition, newer technologies, such as video-on-demand and delivery of programming content over the internet, are being developed, which could have a material adverse effect on our competitiveness in the marketplace if we are unable to adopt or deploy such technologies.

In addition, our business and operating results depend upon the overall appeal of DIRECTV's products and services to consumers. A decline in the popularity of existing products and services or the failure of new products and services to achieve and sustain market acceptance could result in reduced overall revenues, which could have a material adverse effect on our business, financial condition and results of operations. Consumer preferences with respect to entertainment are continuously changing, are difficult to predict and can vary over time. There can be no assurance that any of DIRECTV's current products and services will continue to be popular for any significant period of time or that any new products and services will achieve commercial acceptance. As such, changes in consumer preferences may cause our revenues and net income to vary, possibly significantly, between comparable periods.

The Company's operations historically have fluctuated due to a number of seasonal factors. As a result, the Company's results of operations may fluctuate significantly from quarter to quarter

Variations in our revenues and operating results occur quarterly as a result of a number of factors, including customer engagements commenced and completed during a quarter, the number of business days in a quarter, employee hiring and utilization rates, the ability of customers to terminate engagements without penalty, the size and scope of assignments, and general economic conditions. Because a significant portion of our expenses are relatively fixed, a variation in the number of customer engagements or the timing of the initiation or completion of those engagements can cause significant fluctuations in our operating results from quarter to quarter.

Amounts included in our backlog may not result in actual revenue or translate into profits.

As of December 31, 2011, we had a backlog of unfilled orders of approximately \$1,817. This backlog amount is based on contract values and purchase orders and may not result in actual receipt of revenue in the originally anticipated period or at all. In addition, contracts included in our backlog may not be profitable. We have from time to time experienced variances in the realization of our backlog because of project delays or cancellations resulting from external market factors and economic factors beyond our control and we may experience delays or cancellations in the future. If our backlog fails to materialize, we could experience a further reduction in revenue, profitability and liquidity.

The Company's operating results can be negatively affected by weather conditions

We perform a significant amount of our services outdoors. Adverse weather conditions may affect productivity in performing services or may temporarily prevent us from performing services for our customers. The effect of weather delays on projects that are under fixed price arrangements may be greater if we are unable to adjust the project schedule for such delays. A reduction in productivity in any given period or our inability to meet guaranteed schedules may adversely affect the profitability of our projects and operations.

Nationwide economic conditions may limit consumers' abilities to purchase our products and services in the future

While we believe the present status of the United States economy may actually assist us because consumers may stay home more for entertainment, if the country's economic conditions worsen continues, there is no guarantee that consumers will continue to purchase DIRECTV at current levels or at all, and the need for our services may diminish, possibly materially. A significant decline in the need for our services could have a material adverse effect on our business, financial condition and results of operations.

The Company relies on key employees and needs skilled and trained personnel to conduct its operations. Excessive employee turnover could materially weaken its operations and/or reduce profitability

Our success depends on the continued employment of certain key personnel, including our executive officers. In particular, the loss of James L. Mandel, our Chief Executive Officer, or Steve M. Bell, our Chief Financial Officer and General Counsel, would harm our business and the employment relationships with both Mr. Mandel and Mr. Bell are terminable by us or each of them upon 90 days' written notice for any reason. If we were unable to continue to attract and retain a sufficient number of qualified key personnel, including key executives, our business, operating results and financial condition could be materially and adversely affected. In addition, our success depends on our ability to attract, develop, motivate and retain highly skilled professionals with a wide variety of management, marketing, selling and technical capabilities. Competition for such personnel is intense and is expected to increase in the future. We have traditionally experienced material technician churn, which can have a significant impact on operations if we have an insufficient number of technicians at any given time to complete our current outstanding jobs. If we experience high levels of churn and are unable to attract, train and retain a sufficient number of qualified personnel, our business, operating results and financial condition could be materially and adversely affected.

Adverse results in legal proceedings could have a material adverse effect on our operations

We are subject to claims, regulatory processes and lawsuits that arise in the ordinary course of business. We accrue for such matters when a loss is considered probable and the amount of such loss or range of loss can be reasonably estimated. Some of these claims, if resolved or determined adversely, may be material to our results of operations and may have an adverse effect on our cash position or financial results.

Rising fuel costs could impact the Company's profitability

The Company cannot predict the price of the fuel it needs to operate its fleet. Price fluctuations are common and are outside of our control. These fluctuations are based on, among other things, political developments, supply and demand, and actions by oil and gas producers. Violence and political instability in oil producing countries can also impact prices. The Company has implemented programs and technologies that monitor fuel usage and employee driving habits, all done in an effort to maximize efficiencies. During 2011, DIRECTV implemented a fuel subsidy program which provided the Company with \$2,330 of additional revenue in 2011 to lessen the impact of increased fuel costs. There is no guarantee that this program will continue to be provided by DIRECTV. Any increase in fuel costs, or the elimination of the DIRECTV fuel subsidy program, could have a material adverse effect on our business, financial position or results of operations.

Collective bargaining agreement

The Company has approximately 26% of its labor force covered by collective bargaining agreements that expire within one year. The Company utilizes a contractor base for seasonality and work overflow but it cannot be certain that it could cover all jobs during a work outage, if one should occur. A reduction in productivity in any given period or our inability to meet guaranteed schedules may adversely affect our profitability.

The Company's inability to adequately protect the confidential aspects of its technology and the products and services it sells could materially weaken its operations

We rely on a combination of trade secret, copyright and trademark laws, license agreements, and contractual arrangements with certain key employees to protect our proprietary rights and the proprietary rights of third parties from whom we license intellectual property. There can be no assurance that the legal protections afforded to us or the steps that we take will be adequate to prevent misappropriation of our intellectual property. We also rely on agreements with owners of multi-dwelling units who grant us the right of access to the premises for a specific period whereby we are allowed to offer our voice, data, and video services to individual residents of the properties. If it was determined that we have infringed or are infringing on the intellectual property rights of others, we could be required to pay substantial damages or stop selling products and services that contain the infringing intellectual property, which could have a material adverse effect on our business, financial condition and results of operations. Also, there can be no assurance that we would be able to develop non-infringing technology or that we could obtain a license on commercially reasonable terms, if at all. Our success depends in part on our ability to protect the proprietary and confidential aspects of our technology and the products and services that we sell or utilize.

Diversification efforts may fail

In 2011, the Company entered the cable television fulfillment business and the engineering and specialty construction business. These new ventures may be unprofitable or unsuccessful.

Risks Related to Our Financial Condition and Capital Requirements

The Company has a history of inconsistent profitability. Continued uncertain profitability may result in our curtailing or ceasing business operations

We had a net income of \$7,044 for the year ended December 31, 2011, a net income of \$14,694 for the year ended December 31, 2010 and a net loss of \$11,377 for the year ended December 31, 2009. We may never be consistently profitable.

The effects of inconsistent profitability may restrict our ability to pursue our business strategy, including with respect to our goal of growth through acquisitions and the ease with which we could secure funding for our growth plan or any such transactions.

If we cannot attain consistent levels of profitability from our operating activities, we may not be able to meet:

- our capital expenditure objectives;
- our debt service obligations; or
- our working capital needs.

The Company has a significant amount of accounts receivable and costs and estimated earnings in excess of billings on uncompleted contracts.

The Company extends credit to its customers as a result of performing work under contracts prior to billing for that work. At December 31, 2011, in the EE&C segment, we had net accounts receivable of approximately \$1,535 and costs and estimated earnings in excess of billings on uncompleted contracts of \$998. The Company periodically assesses the credit risk of its customers and regularly monitors the timeliness of payments. Slowdowns in the industries the Company serves or bankruptcies or financial difficulties within the markets the Company serves, may impair the financial condition of one or more of its customers and may hinder their ability to pay the Company on a timely basis or at all. If any of these difficulties are encountered, the Company's cash flows and results of operations could be adversely impacted. Additionally, the Company could incur losses in excess of the current bad debt

allowances provided as of December 31, 2011.

If the Company fails to accurately estimate costs associated with fixed-price contracts using the percentage-of-completion method, results may vary from previous estimates, which may adversely impact profitability and liquidity.

A substantial portion of revenue derived in the EE&C segment is from fixed price contracts. Under these contracts, the Company sets the price of services on an aggregate basis and assumes the risk that the costs associated with performance may be greater than anticipated. Revenue and profit on these contracts is recognized as the work progresses on a percentage-of-completion basis.

The percentage-of-completion method relies on estimates of total expected contract costs. These costs may be affected by a variety of factors, such as lower than anticipated productivity, conditions at work sites differing materially from what was anticipated at the time we bid on the contract and higher costs of materials and labor. Contract revenue and total cost estimates are reviewed and revised monthly as the work progresses, such that adjustments to profit resulting from revisions are made cumulative to the date of the revision. Adjustments are reflected in contract revenue for the period affected by these revised estimates. If estimates of costs to complete long-term contracts indicate a loss, we immediately recognize the full amount of the estimated loss.

If the Company fails to accurately estimate costs associated with fixed price contracts using the percentage-of-completion method, reported results may materially differ from previous estimates which could adversely impact profitability and liquidity.

The Company has limited working capital, which may require additional financing

The Company had working capital of \$7,463 as of December 31, 2011, and a working capital deficit of \$10,374 as of December 31, 2010. The deficit as of December 31, 2010 was primarily due to the 2009 acquisition of the former DTHC operating subsidiaries. The improvement in working capital between years was a result of the net income generated in 2011 and 2010 as well as the net proceeds received by the Company from a common stock public offering that was completed on June 1, 2011 of \$16,176. If profitability does not continue into the future, the Company may not have adequate levels of working capital to meet its needs which may cause the need for additional financing.

Failure to properly manage projects may result in unanticipated costs or claims.

Certain project engagements involve large scale, highly complex projects. The quality of the Company's performance on such projects depends in large part upon the Company's ability to manage the relationship with our customers, and to effectively manage the project and deploy appropriate resources, including third-party contractors and our personnel, in a timely manner. Any defects, errors or failure to meet customers' expectations could result in claims for substantial damages against us. Our contracts generally limit our liability for damages that arise from negligent acts, errors, mistakes or omissions in rendering services to our customers. However, we cannot be sure that these

contractual provisions will protect us from liability for damages in the event we are sued. In addition, in certain instances, we guarantee customers that we will complete a project by a scheduled date or that the network will achieve certain performance standards. If the project or network experiences a performance problem, we may not be able to recover the additional costs we would incur, which could exceed revenues realized from a project.

The Company has a significant amount of debt due in the near term. Failure to pay that debt when due could cause secured creditors to foreclose upon the Company's assets, making it unlikely that the Company could continue operating

The Company has two separate debt instruments that are due within the near term. The debenture payable to Convergent Capital Partners II, L.P. in the amount of \$5,000 is due in December 2012. The note payable to DirecTECH Holding Company, Inc. of approximately \$29,155 is due January 1, 2013. We will seek new sources of financing to pay these amounts if we do not generate adequate cash flow from operations to pay the balances when due. Sources of financing, if needed in the future, may include additional debt financing or may include the sale of equity (including the issuance of preferred stock) or other securities. We cannot be sure that any additional sources of financing or new capital will be available to us, available on acceptable terms, or permitted by the terms of our current debt. In addition, if we sell additional equity to raise funds, all shares of common stock currently outstanding will be diluted.

The Company has significant amounts of long-lived assets that may not maintain their current value due to changes in market conditions. A write-down of those assets could adversely affect the Company's profitability

The Company has significant amounts of long-lived assets. Should we in future periods experience a significant decline in profitability and/or should the market value for our long-lived assets decrease, some impairment to these assets could occur. If impairment occurs, it could materially and adversely affect our results of operations in those future periods.

The Company has significant intangible assets, including goodwill. Lack of profitability and/or changes in market conditions may result in an impairment of these assets which could adversely affect the Company's profitability

The Company tests for impairment of its goodwill and intangible assets without a defined life. We tested for impairment of the FS and MDU segments which had goodwill as of November 30, 2011 using standard fair value measurement techniques. In 2011, there was an impairment charge of \$246 recorded for the FS segment relating to the goodwill recorded with the subsidiary, Security. The contract supporting this business was terminated in November 2011. The Company recorded an impairment charge of \$25 on the goodwill related to the US Install purchase as of December 31, 2010. The Company concluded there was no goodwill impairment as of December 31, 2009. However, should we experience a significant decline in future profitability, or our stock price declines and remains depressed, and/or should the business climate for satellite providers deteriorate, impairment to our goodwill could occur. If impairment occurs, it could be materially adverse to our results of operations in those periods.

Excessive insurance claims could have a material adverse impact on the Company's profitability

The Company utilizes a combination of self-insurance and third-party carrier insurance with predetermined deductibles that cover certain insurable risks, such as workers' compensation and health insurance. During 2011, the Company was self-insured for workers' compensation claims up to \$100 plus administrative expenses. During 2010, the Company was self-insured for workers' compensation claims up to \$250 plus administrative expenses. During

2011 and 2010, the Company was self-insured for health insurance covering the range of liability up to \$275 per claim where the Company expects most claims to occur. If any liability claims are substantially in excess of coverage amounts, such claims are covered under premium-based policies issued by insurance companies to coverage levels that management considers adequate. If either we exceed our coverage amounts too often and our premiums rise, or if a high number of claims are made for which we are responsible (because they are below the deductible), our profitability and cash flow may be adversely affected.

The Company may be unable to use certain net operating loss carryforwards

The Company has federal net operating losses of \$50,316 and state net operating losses of approximately \$47,575, at December 31, 2011, which, if not used, will expire from 2012-2031. Changes in the stock ownership of the Company have placed limitations on the use of these net operating loss carryforwards (NOLs). The Company has performed an IRC Section 382 study and determined that a total of five ownership changes had occurred since 1999. As a result of these ownership changes, the Company's ability to utilize its net operating losses is limited. Federal net operating losses are limited to a total of \$22,782, consisting of annual amounts of \$9,039 in 2012, \$3,725 in 2013 and \$1,101 per year for each of the years 2014-2022 and then \$109 in 2023. State net operating losses are limited to a total of approximately \$46,195. We believe that \$27,534 of federal net operating losses and \$1,380 of state net operating losses will expire unused due to IRC Section 382 limitations. These limitations could be further restricted if additional ownership changes occur in future years. The amount of the deferred tax asset not expected to be realized is reported net of a valuation allowance.

The Company incurs significant costs as a result of operating as a public company, and we are required to devote substantial time to new compliance initiatives

As a public company, the Company incurs significant legal, accounting and other expenses. In addition, the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, as well as rules subsequently implemented by the SEC and NASDAQ have imposed various requirements on public companies, including establishment and maintenance of effective disclosure and financial controls and changes in corporate governance practices. Our management and other personnel devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations result in increased legal and financial compliance costs and make some activities more time-consuming and costly.

The Sarbanes-Oxley Act of 2002 requires, among other things, that we maintain effective internal controls for financial reporting and disclosure. In particular, the Company is required to perform system and process evaluation and testing of our internal controls over financial reporting to allow management to report on the effectiveness of our internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. Our testing may reveal deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses. We have incurred and continue to expect to incur significant expense and devote substantial management effort toward ensuring compliance with Section 404. Moreover, if we do not comply with the requirements of Section 404, or if we identify deficiencies in our internal controls that are deemed to be material weaknesses, the market price of our common stock could decline, and we could be subject to sanctions or investigations by NASDAQ, the SEC or other regulatory authorities, which would entail expenditure of additional financial and management resources.

Risks of Ownership of Our Common Stock

The trading price of our common stock has been and is likely to continue to be volatile

The stock market has experienced extreme volatility, and this volatility has often been unrelated to the operating performance of particular companies. Prices for our common stock are determined in the marketplace and may be influenced by many factors, including variations in our financial results, changes in earnings estimates by industry research analysts, investors' perceptions of us and general economic, industry and market conditions. In addition, although our common stock is listed on the NASDAQ Capital Market, our common stock has experienced low trading volume. Limited trading volume subjects our common stock to greater price volatility and may make it difficult for our shareholders to sell shares at an attractive price.

Future sales of our common stock, including by our existing shareholders, could cause our stock price to decline

If our shareholders, including any existing shareholders, sell substantial amounts of our common stock (whether currently held or acquired upon the exercise of options or warrants or other convertible securities) in the public market, the market price of our common stock could decrease significantly. In the past, we believe certain institutional investors have sold significant numbers of shares of our common stock. The perception in the public market that our shareholders might sell shares of our common stock could also depress the market price of our common stock.

The Company may not continue to have a national market for trading of its stock

There is no assurance that our common stock will continue to trade on the NASDAQ Capital Market or other national stock exchange due to ongoing listing criteria for such exchanges. If we are unable to stay in compliance with applicable listing criteria, it may be more difficult for you to trade your shares or to sell your shares at a price that is attractive to you.

You may not be able to resell your shares at or above the price you paid for your shares

You may not be able to sell our common stock at prices equal to or greater than the price you paid for your shares. The stock markets have been extremely volatile. The risks related to the Company discussed in this “Risk Factors” section, as well as the public’s reaction to our public announcements, changes in research analysts’ recommendations and decreases in market valuations of similar companies, could cause the market price of our common stock to decrease significantly from the price you paid. Further, the price of our common stock could fluctuate based upon factors that have little or nothing to do with us, and these fluctuations could materially reduce our stock price.

The Company may issue shares of preferred stock without shareholder approval, which could adversely affect the rights of common shareholders

Our charter documents permit us to establish the rights, privileges, preferences and restrictions, including voting rights, of future series of our preferred stock and to issue such stock without approval from our shareholders. The rights of holders of our common stock may suffer as a result of the rights granted to holders of preferred stock that may be issued in the future. In addition, we could issue preferred stock to prevent a change in control of our company, depriving common shareholders of an opportunity to sell their stock at a price in excess of the prevailing market price.

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements that involve risks and uncertainties. In some cases, you can identify forward-looking statements by the following words: “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “ongoing,” “plan,” “potential,” “predict,” “project,” “should,” “will,” “would,” or the negative of these words or other comparable terminology, although not all forward-looking statements contain these words. These statements involve known and unknown risks, uncertainties and other factors that may cause our results or our industry’s actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. Forward-looking statements are only predictions and are not guarantees of performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information.

These important factors include those that we discuss under the heading “Risk Factors.” You should read these risk factors and the other cautionary statements made in this Annual Report on Form 10-K as being applicable to all related forward-looking statements wherever they appear in this Annual Report on Form 10-K. We cannot assure you that the forward-looking statements in this Annual Report on Form 10-K will prove to be accurate. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may be material. You should read this Annual Report on Form 10-K completely. Other than as required by law, we undertake no obligation to update these forward-looking statements, even though our situation may change in the future.

Item 1B

Unresolved Staff Comments

We have not received any written comments that were issued more than 180 days before December 31, 2011, the end of the fiscal year covered by this report, from the SEC staff regarding our periodic or current reports under the Securities and Exchange Act of 1934 that remain unresolved.

Item 2

Properties (in thousands)

Multiband and its subsidiaries lease principal offices located at 9449 Science Center Drive, New Hope, Minnesota 55428 and 2000 44th Street SW, Fargo, ND 58103. We have no foreign operations. The New Hope office lease expires in 2012 and covers approximately 47 square feet. The New Hope base rent is \$24 per month. The Company purchased a building on February 2012 (see Note 17). The Fargo office lease is made up of four separate leases expiring in 2013, 2014 and 2017 and covers approximately 18 square feet. The Fargo total base rent is \$18 per month. All leases have provisions that call for the tenants to pay net operating expenses, including property taxes, related to the facilities. All offices have office, warehouse and training facilities. In addition, the Company leases warehouses in its various markets of operation to facilitate storage of inventory and technician interface. These warehouses have lease terms ranging from month to month to six years in duration with lease terms expiring through 2017. The base rents at these facilities range from \$1 to \$8 per month. The Company considers its current facilities other than its corporate headquarters adequate for its current needs. The Company is moving from its New Hope office to larger facilities located in Minnetonka, Minnesota during the summer of 2012 (see Note 17).

Item 3

Legal proceedings (in thousands)

The Company is subject to claims, regulatory processes and lawsuits that arise in the ordinary course of business. The Company accrues for such matters when a loss is considered probable and the amount of such loss, or a range of loss, can be reasonably estimated. The Company's defense costs are expensed as incurred. The Company has recorded \$3,072 and \$3,098 of accrued liabilities at December 31, 2011 and 2010, respectively, for claims and known and potential settlements and legal fees associated with existing litigation.

The majority of the accrued liabilities relate either to claims for overtime wages or a Department of Labor matter further described below.

Effective December 31, 2011, the Company settled all overtime wage claims, with one exception, Conway v. Multiband (D.III.). While the Company and its predecessors denied the allegations underlying the overtime claim lawsuits, we agreed to settlements to avoid significant legal fees, the uncertainty of a jury trial and other expenses and management time related to protracted litigation.

In December 2009, the US Department of Labor (DOL) sued various individuals that are either shareholders, directors, trustees and/or advisors to DirecTECH Holding Company, Inc. (DTHC) and its Employee Stock Ownership Plan (ESOP). The Company was not named in this complaint. In May 2011, these individuals settled the complaint with the DOL. Certain defendants in this matter filed suit against the Company for advancement and or reimbursement of expenses. One of the defendants, Woody Bilyeu, is also pursuing an arbitration proceeding against DTHC seeking acceleration of his promissory note with DTHC which totals approximately \$9,000 as of December 31, 2011 and is attempting to collect costs from a Company subsidiary for a different note that was paid off in 2009. The basis for these reimbursement demands are certain corporate indemnification agreements that were entered into by the former DTHC operating subsidiaries and the Company itself. To date, the Company has denied all requests for indemnification of legal fees in this matter for, in part, the following reasons: 1) similar indemnification agreements have been declared illegal under Federal law by a California federal appeals court; and 2) the Company has no obligation to indemnify DTHC individual shareholder conduct. Notwithstanding the above, the outcome of the matter is uncertain at present and the Company cannot definitively predict based on the current facts known to it, whether it ultimately will have any material liability in the matter.

Additionally, the Company is subject to pending claims, regulatory processes and lawsuits for which losses are not probable and amounts cannot be reasonably estimated. Those losses could ultimately be material to the Company's financial position, results of operations and cash flows.

Item 4

Mine Safety Disclosures

Not applicable.

PART II**Item 5****Market for the Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities**

The Company's common stock presently trades on the NASDAQ Capital Market system under the symbol "MBND". The table below sets forth the high and low bid prices for the common stock during each quarter in the two years ended December 31, 2011 and December 31, 2010, as provided by NASDAQ.

Quarter Ended	High Bid	Low Bid
December 31, 2011	\$ 3.63	\$ 2.36
September 30, 2011	\$ 3.74	\$ 2.44
June 30, 2011	\$ 4.87	\$ 2.97
March 31, 2011	\$ 6.72	\$ 2.60
December 31, 2010	\$ 3.10	\$ 1.66
September 30, 2010	\$ 2.03	\$ 1.33
June 30, 2010	\$ 2.35	\$ 1.36
March 31, 2010	\$ 2.39	\$ 1.84

As of March 15, 2012, Multiband had 883 shareholders of record of its common stock and 21,797,410 shares of common stock outstanding. Because many of our shares of common stock are held by brokers and other institutions on behalf of shareholders, we are unable to estimate the total number of shareholders represented by these record holders. As of that date, three shareholders held a total of 12,696 of Class A Preferred, two shareholders held a total of 109,000 shares of Class C Preferred, one shareholder held a total of 150,000 shares of Class F Preferred and one shareholder held a total of 10,000 shares of Class G Preferred.

Recent Sales of Unregistered Securities (in thousands, except for share amounts)

During the last three years the Company has issued various securities that were not registered under the Securities Act. The securities were offered and sold by us in reliance upon the exemptions provided under Section 4(2) under the Securities Act relating to sales not involving any public offering, and/or Rule 506 of Regulation D under the Securities Act. The certificates representing the securities sold bear a restrictive legend that prohibits transfer without registration or an applicable exemption. All purchasers signed agreements stating that they were purchasing for investment purposes only and which contain restrictions on the transfer of the securities sold. Unregistered securities were subsequently registered in October 2011.

In September 2011, the Company issued 918 shares of common stock worth \$2 in lieu of payment for employee compensation.

In July 2011, the Company issued 1,250 shares of common stock worth \$2 to an employee as a result of the exercise of a non-qualified stock option.

During 2011, the Company issued a total of 199,452 shares of common stock worth \$399 to DirecTECH Holding Company, Inc., in lieu of payment for dividends on Class J preferred stock.

During 2011, the Company issued a total of 20,822 shares of common stock at various times worth a total of \$70 to Mr. Frank Bennett, a director, in lieu of payment for dividends on Class E preferred stock.

In June 2011, the Company issued 7,500 shares of common stock worth \$75 in lieu of payment of dividends of Class F preferred stock.

In June 2011, the Company issued 970 shares of common stock worth \$5 in lieu of payment of interest and dividends of Class H preferred stock.

In May 2011, the Company issued 13,800 shares of common stock worth \$41 as a result of the conversion of warrants.

In April 2011, the Company issued 8,333 shares of common stock worth \$15 to an employee as a result of the exercise of a non-qualified stock option.

In March 2011, the Company issued 12,500 shares of common stock worth \$24 to Mr. James Mandel, CEO as a result of the exercise of a non-qualified stock option.

In February 2011, the Company issued 1,675 shares of common stock worth \$8 as a result of the dividend and related conversion of Series H preferred stock.

In January 2011, the Company issued 1,994 shares of common stock worth \$16 as a result of the conversion of Series G preferred stock.

In January 2011, the Company issued 45,956 shares of common stock worth \$125 in lieu of payment for board of director services.

During 2010, the Company issued a total of 60,048 shares of common stock at various times worth a total of \$114 to Mr. Frank Bennett, a director, in lieu of payment for dividends on Class E preferred stock.

During 2010, the Company issued a total of 315,616 shares of common stock at various times worth a total of \$631 to DirecTECH Holding Company, Inc., in lieu of payment for dividends on Class J preferred stock.

In October 2010, the Company issued 20,000 shares of common stock worth \$52 in lieu of payment for investor relation services.

In August 2010, the Company issued 103,164 shares of common stock worth \$181 in connection with a purchase agreement entered into with Lincoln Park Capital Fund, LLC.

In June 2010, the Company issued 5,000 shares of common stock worth \$10 in lieu of payment for consulting services.

In April 2010, the Company issued 12,000 shares of common stock worth \$24 in connection with the acquisition of Hyatt Tech Systems.

In January 2010, the Company issued 50,000 shares of common stock worth \$100 in lieu of payment for board of director services.

During 2009, the Company issued a total of 9,426 shares of common stock at various times worth a total of \$19 to Mr. Frank Bennett, a director, in lieu of payment for dividends on Class E preferred stock.

In December 2009, the Company issued 3,333 shares of common stock worth \$17 in connection with the conversion of notes payable.

In December 2009, the Company issued 1,667 shares of common stock worth \$8 in connection with the conversion of Class H preferred stock from an investor.

In October 2009, the Company issued 100,000 shares of common stock worth \$193 in connection with the conversion of notes payable.

Common Stock

Holders of common stock are entitled to one vote per share in all matters to be voted upon by shareholders. There is no cumulative voting for the election of directors, which means that the holders of shares entitled to exercise more than 50% of the voting rights in the election of directors are able to elect all of the directors. Multiband's Articles of Incorporation provide that holders of the Company's common stock do not have preemptive rights to subscribe for and to purchase additional shares of common stock or other obligations convertible into shares of common stock which may be issued by the Company.

Holders of common stock are entitled to receive such dividends as are declared by Multiband's Board of Directors out of funds legally available for the payment of dividends. Multiband presently intends not to pay any dividends on the common stock for the foreseeable future. Any future determination as to the declaration and payment of dividends will be made at the discretion of the Board of Directors. In the event of any liquidation, dissolution or winding up of Multiband, and subject to the preferential rights of the holders of the various classes of Multiband's preferred stocks, the holders of common stock will be entitled to receive a pro rata share of the net assets of Multiband remaining after payment or provision for payment of the debts and other liabilities of Multiband.

All of the outstanding shares of common stock are fully paid and non-assessable. Holders of common stock of Multiband are not liable for further calls or assessments.

The Company's Board of Directors has not declared any dividends on our common stock since our inception, and does not intend to pay out any cash dividends on our common stock in the foreseeable future. We presently intend to retain all earnings, if any, to provide for our growth. The payment of cash dividends in the future, if any, will be at the

discretion of the Board of Directors and will depend upon such factors as earnings levels, capital requirements, our financial condition and other factors deemed relevant by our Board of Directors.

Preferred Stock (in thousands, except for share amounts)

In December 2009, the Company issued 100 shares worth \$10,000 of Class J preferred stock.

In December 2009, \$8 worth of Class H preferred stock from various stockholders was converted into common stock at a price of \$10.00 per share.

In December 2009, the Company issued 10,000 shares worth \$100 of Class E preferred stock.

In November 2009, the Company issued 10,000 shares worth \$50 of Class E preferred stock to two different shareholders.

In September 2009, the Company issued 150,000 shares worth \$1,500 of Class E preferred stock.

In September 2009, the Company issued 50,000 shares worth \$500 of Class E preferred stock.

The following chart summarizes certain terms of our outstanding preferred stock as of December 31, 2011. The certificate of designation for each series should be carefully reviewed to determine exact rights and preferences of each class (in thousands, except share and liquidation preference amounts).

Class/ Series	Date of Issuance	Shares Outstanding (1)	Annual Dividend Rate	Number of shares issued upon conversion (2)	Liquidation Preference	Redeemable by Company	
A	12/98	12,696	8% payable quarterly	1 shares	\$ 133,308	Yes	(4)
C	6/00	109,000	10% payable quarterly	.40 shares	1,090,000	Yes	(5)
F	6/04	150,000	10% payable quarterly	1 shares	1,500,000	Yes	(5)
G	9/04	10,000	8% payable quarterly	1.25 shares	100,000	—	
H	11/04	1	6% payable semi-annually(3)	\$ 1.00/share	100,000	Yes	(6)(7)
		281,697					

(1) All preferred stock is non-voting.

(2) Preferred shares are convertible at any time. Figures are adjusted for a 1-for-5 reverse stock split of the Company's common stock, effective August 7, 2007.

(3) Dividends payable in common stock at a fixed rate of \$1.00 per share.

(4) Redeemable at \$10.50 per share in accordance with the terms and conditions of the preferred stock certificate of designation.

- (5) Redeemable at \$10.00 per share whenever the Company's common stock price exceeds certain defined criteria and other terms and conditions of the preferred stock certificate of designation.
- (6) Redeemable at \$100,000 per share in accordance with the terms and conditions of the preferred stock certificate of designation.
- (7) Redeemable at option of holder in accordance with the terms and conditions of the preferred stock certificate of designation.

Class H shareholders have the right to convert all or a portion of preferred shares upon the occurrence of a major transaction or triggering event as defined in the agreement and Multiband has the sole option to pay the redemption price in cash or shares of the Company's common stock. Class J shares have forced redemption rights at par, upon the occurrence of a major transaction or triggering event as defined in the agreement. Classes G and J have no redemption "call" price. Upon Multiband's call for redemption, the holders of the preferred stock called for redemption will have the option to convert each share of preferred stock into shares of common stock until the close of business on the date fixed for redemption, unless extended by Multiband in its sole discretion. Preferred stock not converted would be redeemed.

Our ability to issue preferred stock, or rights to purchase such shares, could discourage an unsolicited acquisition proposal. For example, we could impede a business combination by issuing a series of preferred stock containing, among other rights and preferences, class voting rights that would enable the holders of such preferred stock to block a business combination transaction. Alternatively, we could facilitate a business combination transaction by issuing a series of preferred stock having sufficient voting rights to provide a required percentage vote of the shareholders. Additionally, under certain circumstances, our issuance of preferred stock could adversely affect the voting power of the holders of our common stock. Although our board of directors is required to make any determination to issue any preferred stock based on its judgment as to the best interests of our shareholders, our board of directors could act in a manner that would discourage an acquisition attempt or other transaction that some, or a majority, of our shareholders might believe to be in their best interests or in which shareholders might receive a premium for their stock over prevailing market prices of such stock. Our board of directors does not at present intend to seek stockholder approval prior to any issuance of currently authorized stock, unless otherwise required by law or applicable stock exchange requirements.

Item 6

Selected Consolidated Financial Data

The following selected financial data should be read in conjunction with our consolidated financial statements including the accompanying notes and with "Management's Discussion and Analysis of Financial Condition and Results of Operations". The data has been derived from our consolidated financial statements and accompanying notes included elsewhere in this report. The Statement of Operations data for the years ended December 31, 2008 and 2007 and the Balance Sheet data at December 31, 2009, 2008 and 2007 have been derived from our audited consolidated financial statements which are not contained in this filing.

Statement of Operations Data (in thousands, except share and per share amounts)	2011	2010	2009	2008	2007
Revenues	\$300,186	\$265,594	\$268,994	\$42,986	\$15,086
Cost of products and services (exclusive of depreciation and amortization listed separately below)	\$214,559	\$186,294	\$207,533	\$28,426	\$8,340
Cost of products and services as % of revenue	71.48	% 70.14	% 77.21	% 66.13	% 55.3
Selling, general and administrative expenses	\$63,939	\$57,173	\$57,778	\$10,500	\$8,888
Selling, general and administrative as % of revenues	21.30	% 21.53	% 21.55	% 24.43	% 58.9
Depreciation and amortization	\$6,757	\$8,298	\$10,906	\$3,025	\$3,624
Impairment of assets	\$246	\$160	\$-	\$132	\$-
Income (loss) from operations	\$14,685	\$13,669	\$(7,223)	\$903	\$(5,766)
Other expense	\$(4,030)	\$(4,091)	\$(3,748)	\$1,826	\$(322)
Income (loss) before income taxes and noncontrolling interest in subsidiaries	\$10,655	\$9,578	\$(10,971)	\$2,729	\$(6,088)
Provision for (benefit from) for income taxes	\$3,611	\$(5,116)	\$406	\$1,132	\$-
Net income (loss)	\$7,044	\$14,694	\$(11,377)	\$1,597	\$(6,088)
Less: Net income (loss) attributable to the noncontrolling interest in subsidiaries	\$-	\$-	(1,727)	652	-
Net income (loss) attributable to Multiband Corporation and subsidiaries	\$7,044	\$14,694	\$(9,650)	\$945	\$(6,088)
Income (loss) attributable to common stockholders	\$6,257	\$13,206	\$(10,020)	\$(3,143)	\$(8,389)
Income (loss) per common share attributable to common stockholders - basic	\$0.37	\$1.32	\$(1.04)	\$(.34)	\$(1.16)
Income (loss) per common share attributable to common stockholders - diluted	\$0.32	\$0.91	\$(1.04)	\$(.34)	\$(1.16)
Weighted average shares outstanding - basic	16,975,753	10,016,717	9,665,316	9,302,570	7,237,473
Weighted average shares outstanding - diluted	20,626,529	15,617,353	9,665,316	9,302,570	7,237,473

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Balance Sheet Data	2011	2010	2009	2008	2007
Working Capital (deficiency)	\$7,463	\$(10,374)	\$(28,596)	\$2,457	\$(5,018)
Total Assets	\$141,602	\$111,700	\$99,531	\$26,043	\$8,893
Mandatory Redeemable Preferred Stock (1)	\$-	\$-	\$-	\$150	\$220
Long-Term Debt, net (2)	\$29,229	\$34,380	\$34,709	\$338	\$119
Capital Lease Obligations, net (2)	\$274	\$356	\$491	\$317	\$249
Stockholders' Equity	\$42,952	\$20,243	\$5,103	\$5,642	\$674

(1) – mandatory redeemable preferred stock is included in working capital (deficiency)

(2) – current portion of long-term debt and capital lease obligations is included in working capital (deficiency)

Item 7

Management's Discussion and Analysis of Financial Condition and Results of Operation

The following discussion of the financial condition and results of operations of Multiband should be read in conjunction with the Consolidated Financial Statements and the Notes thereto included elsewhere in this report.

The recently acquired Energy, Engineering & Construction (EE&C) business activity, with its emphasis on design and construction, is materially different from the Company's previous lines of business, leading to a change in our segment reporting. As part of this change, the Company added the EE&C segment and realigned the FS segment to be all types of installation services. As part of this realignment certain construction activities in the MDU segment were moved to the newly-created EE&C segment. Amounts reported in prior years have been reclassified into this format.

Years Ended December 31, 2011 and December 31, 2010*Results of Operations (in thousands, except for percentages)*

The following table sets forth certain items.

	2011	2010
Revenues:		
FS	90.60 %	91.34 %
MDU	7.00 %	8.16 %
EE&C	2.40 %	0.50 %
MBCorp	- %	- %
Total Revenues	100.00 %	100.00 %
Cost of Products and Services (exclusive of depreciation and amortization):		
FS	65.05 %	64.62 %
MDU	4.58 %	5.11 %
EE&C	1.84 %	0.41 %
MBCorp	- %	- %
Total Cost of Products and Services (exclusive of depreciation and amortization)	71.47 %	70.14 %
Selling, General and Administrative Expenses	21.30 %	21.53 %
Depreciation and Amortization	2.25 %	3.12 %
Income from Operations	4.89 %	5.15 %
Net Income	2.35 %	5.53 %

Revenues

Total revenues increased 13.0% from \$265,594 in 2010 to \$300,186 in 2011. FS segment revenues were \$271,984 in 2011 and \$242,592 in 2010, an increase of 12.1%. This increase was primarily due to an increase in DIRECTV work order volume of 4.8%, an increase in earned incentive revenue of \$9,994 and amounts received from DIRECTV under a fuel subsidy program implemented in the second quarter of 2011 of \$2,330. In 2012, the Company expects FS segment revenues to increase based on a consistent amount of revenue from its DIRECTV installation business together with increased revenues resulting from the Company's new installation contracts with certain broadband cable and internet service providers. The MDU segment had revenues of \$21,007 in 2011 and \$21,663 in 2010, a decrease of 3.0%. This decrease was a result of a decrease in system operator revenues. The Company expects MDU revenues to increase in 2012 due to the planned increase in the number of owned subscribers, increases fueled by the acquisition of new rights of entry agreements or by acquiring subscribers from other operators. The EE&C segment revenues increased 437.3% from \$1,339 in 2010 to \$7,195 in 2011. The Company's acquisition of SE and MW in September 2011, accounted for \$3,894 of this increase with the remainder the result of increased MDU construction revenue from DIRECTV of \$1,962. The Company expects revenues in this segment to increase in 2012 as it will include a full year of operations from SE and MW.

Costs of Products and Services (exclusive of depreciation and amortization)

Total costs of products and services were \$214,559 in 2011 compared to \$186,294 in 2010, an increase of 15.2%. For the FS segment, costs of products and services totaled \$195,276 for the year ended December 31, 2011, compared to \$171,625 for the year ended December 31, 2010, a 13.8% increase. As a percentage of FS revenue, costs of products and services for the FS segment were 71.8% and 70.7% for the years ended December 31, 2011 and 2010, respectively. During 2012, the Company expects FS segment costs of products and services to remain relatively constant in relation to FS segment revenue. For the MDU segment, costs of products and services were \$13,753 for the year ended December 31, 2011, compared to \$13,572 in the prior year, a 1.3% increase. As a percentage of MDU revenue, costs of products and services for the MDU segment were 65.5% and 62.7% for the years ended December 31, 2011 and 2010, respectively. In 2012, the Company expects MDU costs of products and services to remain relatively constant in relation to MDU segment revenue. For the EE&C segment, cost of products and services were \$5,530 for the year ended December 31, 2011, compared to \$1,097 in the prior year, a 404.1% increase. As a percentage of revenue, costs of products and services for the EE&C segment were 76.9% and 81.9% for the years ended December 31, 2011 and 2010, respectively. The Company's acquisition of SE and MW in September 2011, accounted for \$2,940 of this increase with the remainder the result of increased MDU construction costs from DIRECTV of \$1,492. In 2012, the Company expects EE&C segment costs of products and services to remain relatively consistent in relation to EE&C segment revenue.

Selling, General and Administrative Expense

Selling, general and administrative expenses increased 11.8% to \$63,939 in 2011, from \$57,173 in 2010. Selling, general and administrative expenses were, as a percentage of revenues, 21.3% and 21.5% for 2011 and 2010, respectively. The Company anticipates that during 2012, selling, general and administrative expenses will remain consistent as a percentage of total revenues.

Depreciation and Amortization

Depreciation and amortization expense decreased 18.6% to \$6,757 for the year ended December 31, 2011, as compared to \$8,298 for the year ended December 31, 2010. Effective May 1, 2011, the Company signed a new HSP contract with DIRECTV (see Note 16). Due to the new contract, the amortization period of the DIRECTV contract-related intangibles was extended an additional seven months to April 30, 2016, bringing the amortization period to 88 months. During 2012, depreciation and amortization expense is expected to decrease due to the extension of the aforementioned amortization period.

Income from Operations

In 2011, the Company earned income from operations of \$14,685, compared to \$13,669 during 2010, an increase of 7.4%. For the year ended December 31, 2011, the FS segment had an income from operations of \$23,230, compared to \$20,707 for the year ended December 31, 2010, an increase of 12.2%. The FS segment is expected to maintain its profitability in 2012. The MDU segment incurred a loss from operations of \$2,827 in 2011 compared to a loss from operations of \$2,550 in 2010, an increase of 10.9%. The increased loss from 2010 to 2011 is the result of decreased system operator revenues which were partially offset by increases in owned subscriber and call center revenues. The Company plans to reduce its loss in the MDU segment in future periods by adding subscribers in concentrated, targeted geographic markets in order to service them more efficiently. The EE&C segment earned an income from operations of \$701 in 2011, which represents an increase of 189.7% over the income from operations of \$242 in 2010. In 2012, the Company expects income from operations in the EE&C segment to increase because the year will include a full year of operations from SE and MW. The MBCorp segment, which has no revenues, showed a loss from operations of \$6,419 in 2011, compared to a loss of \$4,730 for the same period last year, an increase of 35.7%. In 2012, the MBCorp segment loss is expected to remain consistent as a percentage of consolidated revenue.

Interest Expense

Total interest expense was \$3,838 in 2011, compared to \$4,202 in 2010, a decrease of 8.7%, primarily reflecting a decrease in the interest expense associated with a note payable related to a legal settlement that was paid in full in December 2010.

Proceeds from Life Insurance

Proceeds from life insurance, due to the death of the Company's former chairman of the board during the first quarter of 2011, was \$409 for the year ended December 31, 2011.

Gain on Bargain Purchase

For the year ended December 31, 2011, the Company recorded a gain on bargain purchase of \$166 related to its acquisition of Multiband Engineering & Wireless, Southeast, Inc. (see Note 2).

Other-than-Temporary Impairment Loss

For the year ended December 31, 2011, the Company recorded an other-than-temporary impairment loss of \$1,078 due to the decline in the fair value of the shares it holds in WPCS International, Inc. (see Note 1).

Other Income

Other income was \$276 in 2011, compared to \$103 in 2010, an increase of 168%.

Provision for (Benefit from) Income Taxes

We have recorded an income tax provision of \$3,611 for the year ended December 31, 2011 compared to an income tax benefit of \$5,116 for the year ended December 31, 2010. The Company regularly assesses the likelihood that our deferred tax assets will be recovered from future taxable income. The Company considers future taxable income and ongoing tax planning strategies then records a valuation allowance to reduce the carrying value of the net deferred tax assets for amounts that are expected to be unable to be realized. In 2011, the Company determined it was able to release a previously established valuation allowance against the deferred tax asset related to non-cash compensation in the amount of \$900. In 2010, based on management's assessment of all available evidence, including previous years' income, estimates of future profitability and the overall prospects of our business, the Company determined that the Company would be able to realize a portion of our deferred tax assets in the future, and as a result recorded a \$5,116 income tax benefit for the year ended December 31, 2010 which included a \$12,400 release of the valuation allowance. Based on existing contracts, the Company used a discounted projection of revenue and expenses, over a five year period, which approximated the remaining life of our HSP contract with DIRECTV including the one year renewal term, to determine the level of existing net operating loss carryforward we would be able to offset against taxable income during that period. The Company will continue to assess the potential realization of our deferred tax assets on an annual basis, or on an interim basis if circumstances warrant. If the Company's actual results and updated projections vary significantly from the projections used as a basis for this determination, the Company may need to increase or decrease the valuation allowance against our gross deferred tax assets. The Company would adjust its valuation allowance in the period the determination was made. At December 31, 2011 and 2010, the valuation allowance was \$13,981 and \$14,401, respectively.

Net Income

The Company earned a net income of \$7,044 in 2011 and a net income of \$14,694 in 2010, a decrease of 52.1%.

Total Assets

The following table sets forth certain items.

Total Assets	2011	2010
FS	\$102,150	\$82,244
MDU	8,844	11,118
EE&C	3,165	-
MBCorp	27,443	18,338
Total Assets	\$141,602	\$111,700

Years Ended December 31, 2010 and December 31, 2009

Results of Operations (in thousands, except for percentages)

The following table sets forth certain items.

	2010	2009
Revenues:		
FS	91.34 %	90.88 %
MDU	8.16 %	8.76 %
EE&C	0.50 %	0.36 %
MBCorp	- %	- %
Total Revenues	100.00 %	100.00 %
Cost of Products and Services (exclusive of depreciation and amortization):		
FS	64.62 %	71.11 %
MDU	5.11 %	5.78 %
EE&C	0.41 %	0.26 %
MBCorp	- %	- %
Total Cost of Products and Services (exclusive of depreciation and amortization)	70.14 %	77.15 %
Selling, General and Administrative Expenses	21.53 %	21.48 %
Depreciation and Amortization	3.12 %	4.06 %
Income (Loss) from Operations	5.15 %	(2.69) %
Net Income (Loss)	5.53 %	(4.23) %

Revenues

Total revenues decreased 1.3% from \$268,994 in 2009 to \$265,594 in 2010. FS segment had revenues of \$242,592 in 2010 and \$244,482 in 2009, a decrease of 0.8%. This decrease is due to a reduction in DIRECTV work order volume of approximately 8.9% partially offset by an increase in earned incentive revenue of approximately \$6,000. The MDU segment had revenues of \$21,663 in 2010 and \$23,555 in 2009, at a decrease of 8.0%. This decrease is primarily due to reduced DTV upgrade subsidies of approximately \$1,950 and reduced DTV MDU subscriber activations as a result of more stringent DTV credit standards. The EE&C segment had revenues of \$1,339 in 2010, and \$957 in 2009. The increase of 39.8% represents construction of MDU head-end systems for third parties.

Costs of Products and Services (exclusive of depreciation and amortization)

Total costs of products and services were \$186,294 in 2010 compared to \$207,533 in 2009, a decrease of 10.2%. In the FS segment, costs of products and services was \$171,625 for the year ended December 31, 2010, compared to \$191,279 for the year ended December 31, 2009, a 10.3% decrease. This decrease is the result of reduced costs due to the decrease in work order volume and improvements in inventory controls. For the MDU segment, costs of products and services for the year ended December 31, 2010 were \$13,572, compared to \$15,555 in the prior year, a 12.7% decrease. The decrease is a result of fewer upgrade subsidy payments to dealers and fewer subscriber activations. EE&C segment costs of products and services were \$1,097 for the year ended December 31, 2010 and were \$699 for the year ended December 31, 2009.

Selling, General and Administrative Expense

Selling, general and administrative expenses decreased 1.0% to \$57,173 in 2010, compared to \$57,778 in 2009. Selling, general and administrative expenses were, as a percentage of revenues, 21.5% for both 2010 and 2009. Selling, general and administrative expenses as a percentage of revenue is comparable primarily due to decreased insurance and telephone expense of approximately \$3,400 offsetting increases in salaries and wages and legal expense. In 2010, the Company renegotiated several contracts with telephone providers as well as changed its mobile phone policies. It also changed its workers' compensation policy. The Company is self-insured for workers' compensation claims up to \$250 plus administrative expenses, for each occurrence involving workers' compensation claims since the beginning of 2010.

Depreciation and Amortization

Depreciation and amortization expense decreased 23.9% to \$8,298 for the year ended December 31, 2010, as compared to \$10,906 for the year ended December 31, 2009. Effective October 1, 2010, the Company signed a new HSP contract with DIRECTV (see Note 16). Due to the new contract, the amortization period of the DIRECTV contract-related intangibles was extended an additional 17 months to September 30, 2015, bringing the amortization period to 81 months.

Income (Loss) from Operations

The Company, in 2010, earned an income from operations for its combined operating business segments of \$13,669 compared to incurring a loss from operations of \$7,223 in 2009. The FS segment for the year ended December 31, 2010 had an income from operations of \$20,707, compared to a loss from operations of \$2,241 for the year ended December 31, 2009. This improvement was primarily due to increased incentive revenue, improved inventory control and reduced technician training expense. The MDU segment incurred a loss from operations of \$2,550 in 2010 compared to a loss from operations of \$1,452 in 2009 primarily due to reduced DTV subsidies and reduced DTV MDU subscriber activations due to more stringent DIRECTV credit standards. The EE&C segment earned an income from operations of \$242 for the year ended December 31, 2010 and \$258 for the year ended December 31, 2009. The MBCorp segment, which has no revenues, showed a loss from operations of \$4,730 in 2010 compared to a loss of \$3,788 for the same period last year.

Interest Expense

Interest expense was \$4,202 for 2010 versus \$4,104 for 2009. Imputed interest discount was \$0 and \$35 for the years ended December 31, 2010 and 2009, respectively.

Noncontrolling Interest

The noncontrolling interest in subsidiaries on December 31, 2010 and 2009, was \$0, respectively, after the Company purchased the remaining 20% of the issued and outstanding shares of common stock of all of the DTHC operating subsidiaries (DirecTECH) and reclassified \$5,996 of noncontrolling interest to Multiband's controlling interest on December 17, 2009. The net loss attributable to the noncontrolling interest in subsidiaries for the years ended December 31, 2010 and 2009 was \$0 and \$1,727, respectively.

Provision for (Benefit from) Income Taxes

We recorded an income tax benefit of \$5,116 for the year ended December 31, 2010 compared to an income tax provision of \$406 for the year ended December 31, 2009. The Company regularly assesses the likelihood that our deferred tax assets will be recovered from future taxable income. The Company considers future taxable income and ongoing tax planning strategies then records a valuation allowance to reduce the carrying value of the net deferred tax

assets for amounts that are unable to be realized. Based on management’s assessment of all available evidence, including previous years’ income, estimates of future profitability and the overall prospects of our business, the Company determined that the Company would be able to realize a portion of our deferred tax assets in the future, and as a result recorded a \$5,116 income tax benefit for the year ended December 31, 2010 which included a \$12,400 release of the valuation allowance. Based on existing contracts, the Company used a discounted projection of revenue and expenses, over a five year period, which approximated the remaining life of our HSP contract with DIRECTV including the one year renewal term, to determine the level of existing net operating loss carryforward we will be able to offset against taxable income in that period. The Company will continue to assess the potential realization of our deferred tax assets on an annual basis, or on an interim basis if circumstances warrant. If the Company’s actual results and updated projections vary significantly from the projections used as a basis for this determination, the Company may need to increase or decrease the valuation allowance against our gross deferred tax assets. The Company would adjust its valuation allowance in the period the determination was made.

Net Income (Loss)

The Company earned net income of \$14,694 in 2010, compared to a net loss of \$11,377 in 2009.

Total Assets

The following table sets forth certain items.

Total Assets	2010	2009
FS	\$82,244	\$84,474
MDU	11,118	12,547
EE&C	-	-
MBCorp	18,338	2,510
Total Assets	\$111,700	\$99,531

Unaudited Quarterly Results

The following table sets forth certain unaudited quarterly operating information for each of the eight quarters in the two-year period ended December 31, 2011. This data includes, in the opinion of management, all normal recurring adjustments necessary for the fair presentation of the information for the periods presented when read in conjunction with the Company's consolidated financial statements and related notes thereto. Results for any previous fiscal quarter are not necessarily indicative of results for the full year or for any future quarter (in thousands, except per share amounts).

	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011	March 31, 2011	Dec. 31, 2010	Sept. 30, 2010	June 30, 2010	March 31, 2010
Revenues:								
FS	\$68,849	\$78,659	\$65,543	\$58,933	\$63,991	\$64,200	\$59,504	\$54,897
MDU	\$5,202	\$5,742	\$5,315	\$4,748	\$5,736	\$5,488	\$5,384	\$5,055
EE&C	\$3,512	\$1,965	\$924	\$794	\$856	\$187	\$-	\$296
MBCorp	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-
Total revenues	\$77,563	\$86,366	\$71,782	\$64,475	\$70,583	\$69,875	\$64,888	\$60,248
Cost of products and services (exclusive of depreciation and amortization shown separately below)	\$54,358	\$60,332	\$52,110	\$47,759	\$49,102	\$49,425	\$43,814	\$43,953
Selling, general and administrative expense	\$18,807	\$17,014	\$13,481	\$14,637	\$15,476	\$14,680	\$13,500	\$13,517
Depreciation and amortization	\$1,771	\$1,566	\$1,705	\$1,715	\$1,689	\$2,027	\$2,146	\$2,436
Impairment of assets	\$246	\$-	\$-	\$-	\$160	\$-	\$-	\$-
Income from operations	\$2,381	\$7,454	\$4,486	\$364	\$4,156	\$3,743	\$5,428	\$342
Interest expense	\$(850)	\$(1,038)	\$(964)	\$(986)	\$(987)	\$(1,026)	\$(1,066)	\$(1,123)
Other income (expenses)	\$(867)	\$132	\$62	\$481	\$54	\$24	\$16	\$17
Income (loss) before income taxes and noncontrolling interest In subsidiaries	\$664	\$6,548	\$3,584	\$(141)	\$3,223	\$2,741	\$4,378	\$(764)
Provision for (benefit from) income taxes	\$(758)	\$2,869	\$1,549	\$(49)	\$(8,872)	\$1,573	\$1,983	\$200
Net Income (loss) attributable to Multiband Corporation and Subsidiaries	\$1,422	\$3,679	\$2,035	\$(92)	\$12,095	\$1,168	\$2,395	\$(964)
Income (loss) attributable to common stockholders	\$1,364	\$3,609	\$1,757	\$(473)	\$11,747	\$760	\$2,044	\$(1,345)
Income (loss) per common share attributable to common stockholders – basic	\$0.06	\$0.17	\$0.12	\$(0.05)	\$1.14	\$0.08	\$0.21	\$(0.14)
Income (loss) per common share attributable to common stockholders – diluted	\$0.06	\$0.16	\$0.10	\$(0.05)	\$0.73	\$0.06	\$0.15	\$(0.14)

Weighted average shares outstanding – basic	21,600	21,595	14,210	10,449	10,275	10,084	9,912	9,791
Weighted average shares outstanding – diluted	23,100	23,047	19,313	10,449	16,539	15,227	15,040	9,791

Liquidity and Capital Resources (in thousands, except shares and per share amounts)

Year Ended December 31, 2011

During the years ended December 31, 2011 and 2010, the Company recorded a net income of \$7,044 and \$14,694, respectively. Net cash provided by operations in 2011 was \$21,077 as compared to \$11,745 in 2010. Principal payments on current long-term debt, short-term debt, short-term debt to a related party and capital lease obligations over the next 12 months are expected to total \$5,717.

Cash and cash equivalents totaled \$18,169 at December 31, 2011 versus \$1,204 at December 31, 2010. Working capital at December 31, 2011 was \$7,463 as compared to a deficit \$10,374 at December 31, 2010. The Company's cash balance and working capital position has been bolstered by the cash flow provided by operations as well as the net proceeds received by the Company from the common stock public offering on June 1, 2011 of \$16,176.

Net cash used by investing activities totaled \$6,773 for the year ended December 31, 2011, compared to \$1,341 for the year ended December 31, 2010, related to property and equipment acquisitions, the acquisition of subsidiaries and the purchase of available for sale securities.

Net cash from financing activities totaled \$2,661 for the year ended December 31, 2011, compared to net cash used by financing activities of \$11,440 for the year ended December 31, 2010. In June 2011, the Company completed a public offering of 12,880,000 shares of its common stock, in which the Company sold 5,974,932 shares and DTHC sold 6,905,068 shares at a price of \$3.00 per share. The Company received net proceeds of approximately \$16,176 after deducting offering expenses, underwriting discounts and commissions. The Company did not receive any proceeds from the sale of shares by DTHC. The net proceeds received were used in part to redeem the shares of Series E preferred stock of \$1,950 and to repay \$10,037 of short-term debt.

In 2012, the Company intends to focus on maintaining profitability in its FS business segment. With regards to its MDU business segment, the Company believes it can aggressively grow owned subscriber revenues by acquiring new rights of entry agreements, increasing marketing and customer penetrations of previously built out properties and by acquiring existing subscribers from other operators. In addition, the Company believes it can increase managed subscriber revenues by selling its support center services to its network of system operators and by providing ancillary programs for voice and data services to that same network. In the EE&C segment, the Company expects to see improvements in operating results as: (i) a concentrated focus on the selling process results in increased bid activity which should result in increased revenues; (ii) governmental grants for alternate energy projects are extended to promote growth in wind projects; and (iii) 3G to 4G tower conversions increase based on the demand for higher capacity mobile infrastructure.

Management anticipates that the impact of the actions listed below will generate sufficient cash flows to pay current liabilities, long-term debt and capital and operating lease obligations and fund the Company's operations for the next twelve months:

1. Maintain continued profitability in the Company's FS segment.
2. Evaluate factors such as anticipated usage and inventory turnover to maintain optimal inventory levels.
3. Obtain senior debt financing with extended terms to refinance the Company's note payable to DirecTECH Holding Company, Inc., which matures on January 1, 2013.
4. Expand call center support with sales of call center services to both existing and future system operators.
5. Solicit additional equity investment in the Company by issuing either preferred or common stock for general corporate purposes.
6. Improve profitability in newly diversified business segments.

The Company, as of December 31, 2011, needs to continue to improve its working capital ratio over the next few quarters to adequately manage the size of its expanded operations. Since the Company acquired significant assets in its purchase of 100% of the outstanding stock of the former DTHC operating entities, Multiband believes it has the capacity to leverage certain of those assets. Management believes that through a combination of leveraging assets, its cash on hand, greater expense control, recent positive operating income, and potential sales of common and/or preferred stock, it can meet its anticipated liquidity and capital resource requirements for the next twelve months.

As of December 31, 2011, we had a backlog of unfilled orders of approximately \$1,817 compared to approximately \$0 million at December 31, 2010. The Company's acquisition of SE and MW in September 2011, accounted for all of this increase. We define backlog as the value of work-in-hand to be provided for customers as of a specific date where the following conditions are met (with the exception of engineering change orders): (i) the price of the work to be done is fixed; (ii) the scope of the work to be done is fixed, both in definition and amount; and (iii) there is an executed written contract, purchase order, agreement or other documentary evidence which represents a firm commitment by the customer to pay us for the work to be performed. These backlog amounts are based on contract values and purchase orders and may not result in actual receipt of revenue in the originally anticipated period or at all. We have experienced variances in the realization of our backlog because of project delays or cancellations resulting from external market factors and economic factors beyond our control and we may experience such delays or cancellations in the future. Backlog does not include new firm commitments which may be awarded to us by our customers from time to time in future periods. These new project awards could be started and completed in this same future period. Accordingly, our backlog does not necessarily represent the total revenue that could be earned by us in future periods.

Critical Accounting Policies

Inventories

The Company's inventories are segregated into three major categories. Serialized DIRECTV inventories consist primarily of satellite receivers and similar devices. Non-serialized DIRECTV inventories consist primarily of satellite dishes, poles and similar devices which are supplied by DIRECTV. Other inventory consists primarily of cable, switches and various small parts used in the installation of DIRECTV satellite dishes. Inventory is priced using a standard cost, which approximates actual costs, determined on a first-in first-out basis.

Impairment of Long-Lived Assets

The Company's long-lived assets include property, equipment, leasehold improvements, which are subject to depreciation and intangibles, which are subject to amortization. At December 31, 2011, the Company had net property and equipment of \$6,304 which represents approximately 4.5% of the Company's total assets. At December 31, 2011, the Company had net intangibles of \$14,597 which represented approximately 10.3% of the Company's total assets (see Note 1). The Company annually reviews its long-lived assets for events or changes in circumstances that may indicate that the carrying amount of a long-lived asset may not be recoverable or exceeds its fair value. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If the carrying amount of a long-lived asset exceeds its fair value, an impairment loss is incurred. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. For the FS and EE&C segments, the income approach was used to measure fair value for those long-lived assets. The income approach was based on the present value of five years of discounted cash flows. For the MDU segment, the market approach was used which included considering market values from comparable transactions to measure fair value of those long-lived assets. Comparable transactions were identified based on their similarities to the reporting unit with similar features including the age of equipment and length of ROE contracts. In 2010, the Company recorded impairment charges of \$135, in the MDU segment related to two partially completed projects. The owners of the MDU properties are in financial distress and the build-outs may never be completed. The Company estimated that the full value of the work in process as of December 31, 2010 may not be recognized and so an impairment charge was

recorded against the value of the work in process. In 2010, the Company did not record any impairment to long-lived assets related to the FS segment. The EE&C segment did not exist in 2010. There was no impairment recorded for any of the segments at December 31, 2009.

Impairment of Goodwill

In accordance with Accounting Standards Code (ASC) Topic No. 350, *Intangibles-Goodwill and Other*, goodwill and intangible assets without a defined life shall not be amortized over a defined period, but instead must be tested for impairment at least annually. Additionally, goodwill is tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of an entity below its carrying value. The goodwill impairment test is a two-step impairment test. In the first step, the Company compares the fair value of each reporting unit to its carrying value. The Company's estimates may differ from actual results due to, among other things, economic conditions, changes to its business models, or changes in operating performance. Significant differences between these estimates and actual results could result in future impairment charges and could materially affect the Company's future financial results. If the fair value of the reporting unit exceeds the carrying value of the net assets assigned to that reporting unit, goodwill is not impaired and the Company is not required to perform further testing. If the carrying value of the net assets assigned to the reporting unit exceeds the fair value of the reporting unit, then the Company must perform the second step in order to determine the implied fair value of the reporting unit's goodwill and compare it to the carrying value of the reporting unit's goodwill. The activities in the second step include valuing the tangible and intangible assets and liabilities of the impaired reporting unit based on their fair value and determining the fair value of the impaired reporting unit's goodwill based upon the residual of the summed identified tangible and intangible assets and liabilities. Future events could cause us to conclude that impairment indicators exist and that goodwill associated with our acquired businesses, which amounts to \$37,796 as of December 31, 2011, may be impaired. Any resulting impairment loss could have a material adverse impact on our financial condition and results of operations. During the year ended December 31, 2011, the Company recorded an impairment charge of \$246 on the goodwill related to the subsidiary, Security, because in November 2011, the contract to install home security systems was terminated with a third party. During the year ended December 31, 2010, the Company recorded an impairment charge of \$25 on the goodwill related to the US Install purchase. During the year ended December 31, 2009, the Company did not record any impairment related to goodwill.

Group Health and Workers' Compensation Insurance Coverage

The Company uses a combination of self-insurance and third-party carrier insurance with predetermined deductibles that cover certain insurable risks. The Company records liabilities for claims reported and claims that have been incurred but not reported, based on historical experience and industry data.

Insurance and claims accruals reflect the estimated cost for group health and workers' compensation claims not covered by insurance. The insurance and claims accruals are recorded at the estimated ultimate payment amounts. Such insurance and claims accruals are based upon individual case estimates and estimates of incurred-but-not-reported losses using loss development factors based upon past experience and industry data.

During 2011, the Company was self-insured in most states for workers' compensation claims up to \$100 plus administrative expenses, for each occurrence. During 2010, the Company was self-insured for workers' compensation claims up to \$250 plus administrative expenses, for each occurrence. During 2009, in certain states, the Company was self-insured for workers' compensation liability claims up to \$100, plus administrative expenses, for each occurrence

since February 1, 2009.

The Company is self-insured for health insurance covering the range of liability up to \$275 per claim. If any liability claims are substantially in excess of coverage amounts, such claims are covered under premium-based policies issued by insurance companies to coverage levels that management considers adequate.

Stock-Based Compensation

The Company accounts for its stock options using fair value for the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors. The Company's determination of fair value of share-based payment awards on the date of grant using an option-pricing model is affected by the Company's stock price as well as assumptions regarding a number of variables. These variables include, but are not limited to the Company's expected stock price volatility, and actual and projected stock option exercise behaviors and forfeitures.

Income Taxes

The Company accounts for deferred tax assets and liabilities under the liability method. Deferred tax liabilities are recognized for temporary differences that will result in taxable amounts in future years. Deferred tax assets are recognized for deductible temporary differences and tax operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the periods in which the deferred tax asset or liability is expected to be realized or settled. The Company regularly assesses the likelihood that the deferred tax assets will be recovered from future taxable income. The Company considers projected future taxable income and ongoing tax planning strategies, then records a valuation allowance to reduce the carrying value of the net deferred taxes for these amounts that are more likely than not, unable to be realized. In 2011, the Company determined it was able to release a previously established valuation allowance against the deferred tax asset related to non-cash compensation in the amount of \$900. During 2010, based on the Company's assessment of all available evidence, including previous years' income, estimates of future profitability, and the overall prospects of future business, the Company determined that they would be able to realize a portion of the deferred tax assets in the future, and as a result recorded \$5,116 of income tax benefit for the year ended December 31, 2010, which included a \$12,400 release of the valuation allowance. Based on existing contracts, the Company used a discounted projection of its revenue and expenses over a five year period which approximated the remaining life of our HSP contract with DIRECTV including the one year renewal term, to determine the level of existing net operating loss carryforwards it would be able to offset against taxable income in those periods. The Company also analyzed its other deferred tax assets and liabilities outstanding at December 31, 2010. A portion of the valuation allowance was removed for the amount projected to reverse. As of December 31, 2009, the Company believed it was more likely than not that it would be unable to fully utilize the deferred tax assets. Accordingly, a full valuation allowance against its deferred tax assets was recorded as of that date. At December 31, 2011 and 2010, the valuation allowance was \$13,981 and \$14,401, respectively.

Disclosures about Contractual Obligations and Commercial Commitments (in thousands)

The following summarizes our contractual obligations at December 31, 2011, and the effect these contractual obligations including interest payments are expected to have on our liquidity and cash flows in future periods:

	Total	1 Year or Less	2-3 Years	4-5 Years	Over 5 Years
Operating leases - buildings	\$5,192	\$2,007	\$2,178	\$977	\$ 30
Long-term debt	38,567	9,326	29,214	27	-
Capital leases	644	355	281	8	-
Totals	\$44,403	\$11,688	\$31,673	\$1,012	\$ 30

Forward Looking Statements

From time to time, the Company may publish forward-looking statements relating to such matters as anticipated financial performance, business prospects, technological developments, new products, and similar matters. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements including

those made in this document. In order to comply with the terms of the Private Securities Litigation Reform Act, the Company notes that a variety of factors could cause the Company's actual results and experience to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements.

The risks and uncertainties that may affect the operations, performance, developments and results of the Company's business include the following: national and regional economic conditions; pending and future legislation affecting the IT and telecommunications industry; market acceptance of the Company's products and services; the Company's continued ability to provide integrated communication solutions for customers in a dynamic industry; the Company's ability to raise additional financing and other competitive factors. Because these and other factors could affect the Company's operating results, past financial performance should not necessarily be considered as a reliable indicator of future performance, and investors should not use historical trends to anticipate future period results.

Item 7A

Quantitative and Qualitative Disclosure About Market Risk

Impact of Inflation and Changing Prices

Certain components of our business can be negatively impacted by inflation such as self-insured health and workers' compensation claim costs, fuel expenses and professional services. Increase price levels generally due to inflationary pressures could have an adverse impact on our results of operations and financial position.

The Company is not subject to any material interest rate risk as the current lending agreements are all at fixed rates of interest.

Item 8

Consolidated Financial Statements and Supplementary Data

The consolidated financial statements of Multiband and the reports of the independent registered public accounting firm, listed under Item 15, are submitted as a separate section of this Annual Report on Form 10-K beginning on page F-1 and are incorporated herein.

Item 9

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

On January 17, 2012, the Audit Committee of the Board of Directors of the Company approved on behalf of the Company, the dismissal of their independent registered public accounting firm, Baker Tilly Virchow Krause, LLP, and the engagement of Ernst & Young, LLP, to serve as their new independent registered public accounting firm for 2012. The Board of Directors of the Company ratified the dismissal of Baker Tilly Virchow Krause, LLP, and the engagement of Ernst & Young, LLP, by the Audit Committee on January 17, 2012. The dismissal of Baker Tilly Virchow Krause, LLP, will become effective upon completion of the audit of our consolidated financial statements for the year ended December 31, 2011 and the filing of our Annual Report on Form 10K for fiscal 2011. The engagement of Ernst & Young, LLP as Multiband's new independent registered public accounting firm will become effective for the 2012 fiscal year. This change in auditors was made after a competitive bidding process and evaluation.

Baker Tilly Virchow Krause, LLP's reports on the Company's consolidated financial statements for each of the years ended December 31, 2011 and December 31, 2010 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2011 and December 31, 2010 and the interim period between December 31, 2011 and the date of this Form 10-K, there were no disagreements between Multiband and Baker Tilly Virchow Krause, LLP, on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure which, if not resolved to Baker Tilly Virchow Krause, LLP's satisfaction, would have caused Baker Tilly Virchow Krause, LLP, to make reference to the subject matter of the disagreement in connection with its report for such years; and there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

Multiband has provided Baker Tilly Virchow Krause, LLP with a copy of the foregoing disclosures. A copy of Baker Tilly Virchow Krause, LLP's letter, dated January 19, 2012, stating its agreement with the above statements which is incorporated by reference to Exhibit 16.1 to the Company's Registration Statement on 8-K, filed January 17, 2012.

During the years ended December 31, 2011 and December 31, 2010 and through the date of this Form 10-K, neither Multiband nor anyone acting on their behalf consulted Ernst & Young, LLP with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on Multiband's consolidated financial statements, or any other matters or reportable events listed in Items 304(a)(1)(iv) and (v) of Regulation S-K.

Item 9A

Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of the end of the period covered by this report (the “Evaluation Date”). Because of its inherent limitations, our disclosure controls and procedures may not prevent or detect misstatements. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all instances of fraud, if any, have been detected.

Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of December 31, 2011, our disclosure controls and procedures were effective at a reasonable assurance level to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Management’s Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) promulgated under the Exchange Act. Internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of an issuer’s financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America (“GAAP”). Internal control over financial reporting includes policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of an issuer’s assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that an issuer’s receipts and expenditures are being made only in accordance with authorizations of its management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of an issuer’s assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, the application of any evaluation of effectiveness to future periods is subject to the risk that controls may become inadequate because of changes in conditions, or that compliance with the policies or procedures may deteriorate.

As required by Rule 13a-15(c) promulgated under the Exchange Act, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our internal control over financial reporting as of December 31, 2011. Management's assessment was based on criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control — Integrated Framework ("COSO"). Based upon this evaluation, management concluded that the Company's internal control was effective as of December 31, 2011.

The certifications of the Company's Chief Executive Officer and Chief Financial Officer attached as Exhibits 31.1 and 31.2 to this Annual Report on Form 10-K include, in paragraph 4 of such certifications, information concerning the Company's disclosure controls and procedures and internal controls over financial reporting. Such certifications should be read in conjunction with the information contained in this Item 9A for a more complete understanding of the matters covered by such certifications.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

Item 9B

Other Information

None.

PART III**Item 10****Directors, Executive Officers, and Corporate Governance**

Listed below is certain information concerning the Company's board of directors and executive officers as of December 31, 2011. Each director is elected for a term of one year. Yearly elections are held at the annual meeting.

Name	Age	Position	Director Since
James L. Mandel	55	Chief Executive Officer and Director	1998
Steven M. Bell	52	General Counsel, Chief Financial Officer and Director	1994
Frank Bennett	55	Director	2002
Jonathan Dodge	64	Director	1997
Eugene Harris	47	Director	2004
Donald Miller	71	Chairman of the Board of Directors	2001
Peter A. Pitsch	59	Director	2011

James Mandel has been the Chief Executive Officer and a Director of Multiband since October 1, 1998. From October 1991 to October 1996, he was Vice President of Systems for Grand Casinos, Inc., a gaming company. Mr. Mandel serves on the Board of Directors of New Market Technology, Inc., a global small business incubator, GeoSpan Corporation, a geospatial imaging company and Independent Multi-Family Communications Council, a national trade group for the private cable industry. Among other attributes, skills and qualifications, the Board believes that Mr. Mandel is qualified to serve as a Director based on his long service to Multiband both as its Chief Executive Officer and as a Director, and his resulting deep familiarity with Multiband's operations and its industry. In addition, his prior executive management experience in the casino industry and his current experiences as a private company director of companies in industries different than Multiband's industry provide the Board with a broad range of knowledge regarding management and operational strategies.

Steven M. Bell was General Counsel of Multiband from June 1985 through October 1994, at which time he also became Chief Financial Officer. He is a graduate of the University of Minnesota and William Mitchell College of Law. Among other attributes, skills and qualifications, the Board believes that Mr. Bell is qualified to serve as a Director based on his extensive service to Multiband as its General Counsel, Chief Financial Officer and as a Director, and his unique experience and knowledge of Multiband's history, operations, and industry. Mr. Bell also brings significant financial and legal expertise to the Board.

Frank Bennett has been a Director of Multiband since 2002 and is the Chairman of Multiband's Audit and Nominating Committees. Mr. Bennett is President of Artesian Management, Inc., a private equity investment firm. Prior to founding Artesian Management in 1989, he was a Vice President of Mayfield Corporation, a venture capital firm, and a Vice President of Corporate Finance of Piper Jaffray & Co. and a Vice President of Piper Jaffray Ventures, Inc. Among other attributes, skills and qualifications, the Board believes that Mr. Bennett is qualified to serve as a Director and as Chairman of Multiband's Audit Committee based on his financial expertise and knowledge of investment banking, finance and raising capital. In particular, he has assisted management with structuring debt and equity offerings. The Board also believes that Mr. Bennett is qualified to serve on the Nominating Committee based on the diverse experience he has gained at companies throughout his career and through his service on Multiband's Board.

Jonathan Dodge has been a Director of Multiband since 1997 and is a member of the Compensation Committee. He is a senior partner at Brunberg, Blatt and Company, an accounting firm. Previously, he was a partner with McGladrey and Pullen, an accounting firm, and Dodge & Fox C.P.A. Mr. Dodge is a member of the American Institute of Certified Public Accountants and the Minnesota Society of Certified Public Accountants for which he has served on the ethics and the tax conference committees. He serves on four other boards in the Minneapolis-Saint Paul area. Among other attributes, skills and qualifications, the Board believes that Mr. Dodge is qualified to serve as a Director based on his financial expertise as a certified public accountant, including his thorough understanding of financial statements, corporate accounting and finance, financial reporting and internal controls. The Board also believes that Mr. Dodge is qualified to serve on the Compensation Committee based on his lengthy business experience and service on Multiband's Board and on other, private company boards.

Eugene Harris has been a Director of Multiband since April 2004 and is Chairman of the Compensation Committee and a member of the Audit and Nominating Committees. He is the Managing Member of Step Change Advisors, LLC, a portfolio management and financial consulting company. Prior to forming Step Change Advisors, LLC, Mr. Harris was Chief Operating Officer of Fulcrum Securities and President of Fulcrum Advisory Services. Mr. Harris joined Fulcrum in 2007 after spending four years at Flagstone Securities. Mr. Harris joined Flagstone after 10 years as the majority shareholder of Eidelman, Finger, Harris & Co., a registered investment advisor. Prior to joining Eidelman, Finger, Harris & Co., Mr. Harris held positions in general management and new business development for the Monsanto Company, an agricultural products company, from 1990 to 1994. He also was an Associate Consultant with Bain and Co. from 1986 to 1988. He is a Chartered Financial Analyst and is a member of the Financial Analysts Federation. In addition to Multiband, Mr. Harris serves on the Board of Directors of the Business Bank of St. Louis and eTab. Among other attributes, skills and qualifications, the Board believes that Mr. Harris is qualified to serve as a Director and as a member of the Audit Committee and to chair the Compensation Committee based on his financial expertise. The Board also believes that Mr. Harris is qualified to serve on the Nominating Committee based on the significant management and operational experience gained throughout his career across a range of industries, and through his service on Multiband's Board and on other, private company boards.

Donald Miller has been a Director of Multiband since September 2001 and is Chairman of the Board of Directors and a member of the Audit and Compensation Committees. Mr. Miller worked for Schwan's Enterprises from 1962 to 2007, primarily as Chief Financial Officer. He serves on the Board of Directors of Schwan's Enterprises and is the Chairman of the Finance Committee and a member of the Audit and Risk Committees. Mr. Miller also serves on the Board of Directors of FoodShacks, Inc., a restaurant chain company and Webdigs, Inc., a real estate company, and is on the Audit Committee of Webdigs, Inc. Among other attributes, skills and qualifications, the Board believes that Mr. Miller is qualified to serve as Chairman of the Board based on his extensive business experience, financial literacy and tenure with Multiband. The Board also believes that Mr. Miller is qualified to serve on the Audit Committee due to his financial expertise, having served as the Chief Financial Officer of another company for several decades and his service on other audit committees, and that Mr. Miller is qualified to serve on the Compensation Committee due to his experience serving as a public and private company director.

Peter K. Pitsch is the Executive Director of Communications Policy and Associate General Counsel for Intel Corporation. He is responsible for coordination of Intel's global telecommunications policies. Prior to joining Intel, Pitsch was the president of Pitsch Communications from 1989 to 1998 which represented telecommunications clients before the FCC and Congress. Pitsch was the Chief of Staff to the Chairman of the Federal Communications Commission from 1987 to 1989 and Chief of FCC's Office of Plans and Policy from 1981 to 1987. He was a senior attorney at Montgomery Ward, Inc. from 1979 to 1981. Prior to that, he worked for three years as an attorney at the Federal Trade Commission including as attorney-advisor to FTC Commissioner Calvin Collier. Mr. Pitsch received a B.A. in Economics from the University of Chicago in 1973 and his J.D. from Georgetown University Law Center in 1976. He is a member of the District of Columbia Bar, the Virginia State Bar, and the Federal Communications Bar Association. We have agreed to elect Peter Pitsch, a designee of DirecTECH Holding Co, Inc. (DTHC), as a member of our board of directors and such designee shall remain until both: i) a promissory note owed to DTHC is repaid in full; and (ii) DTHC's beneficial ownership is reduced to less than 10%, which occurred effective June 1, 2011.

The Company knows of no arrangements or understandings between a director and any other person pursuant to which any person has been selected as a director. There is no family relationship between any of the directors or executive officers of the Company.

Senior Management

Henry Block has been the Vice President of Marketing since January 2008. He served as President of Michigan Microtech, Inc., a former subsidiary of DirecTECH Holding Company, Inc. from 1980 to 2005. Mr. Block continues to serve on the Board of Directors of DirecTECH Holding Company, Inc.

Dave Ekman is the Chief Information Officer of Multiband. He founded a computer company in 1981 that subsequently merged with Vicom, Incorporated, Multiband's predecessor, in November 1999. Mr. Ekman has 30 years of experience in voice & data technologies including starting a commercial ISP company in 1994. He serves on the

Board of Trustees of the North Dakota State University Development Foundation.

Kent Whitney is the Chief Operating Officer of Multiband. He joined Multiband in 2004 as Vice President of Operations. In 1994, Mr. Whitney became a DIRECTV retail television receive-only dealer. In 1996, he joined Pace Electronics, an electronics contract manufacturing company, and was General Manager and later Vice President. In 1998, Mr. Whitney co-founded Minnesota Digital Universe (MNMDU), a current Multiband subsidiary. Mr. Whitney has served on the Board of Directors of the Satellite Broadcasting & Communications Association and the Independent Multi-Family Communications Council.

Tom Beaudreau is the President of the MDU Division for Multiband. Mr. Beaudreau joined Multiband in 2008 as the Chief Analytical Officer. Prior to joining Multiband, he was the Chief Executive Officer of DirecTECH Holding Company, Inc. Mr. Beaudreau has over 25 years of experience in the cable and satellite industry and has served on the Board of Directors for DirecTECH Holding Company, Inc. and the Satellite Broadcasting and Communications Association.

Board of Directors and its Committees

The Board of Directors met four times in 2011. As permitted by Minnesota Law, the Board of Directors also acted from time to time during 2011 by unanimous written consent in lieu of conducting formal meetings. Last year, there were five such actions and accompanying board resolutions passed. The Board has designated an audit committee consisting of Eugene Harris, Donald Miller and Frank Bennett. The Board also designated a Compensation committee consisting of Jonathan Dodge, Eugene Harris, and Donald Miller. Frank Bennett, Eugene Harris and Peter Pitsch were also designated to the nominating committee. Frank Bennett is the chairman of the audit and nominating committees. Eugene Harris is the chairman of the compensation committee.

To the best of the Company's knowledge, none of the Company's directors have been involved with any legal proceedings brought by the government or private individuals during the past ten years that involve allegation of securities law violations or other fraud.

Diversity

The Company has no formal board diversity policy at present. The Company's nominating committee, in assessing candidates for potential board membership, does examine whether those candidates have particular skill sets or elements in their background that would raise the board's overall level of expertise and enhance the furtherment of the Company's business plans and objectives. There has been no change to the nomination procedures during 2011.

Shareholder Communication with the Board

Our Board welcomes your questions and comments. If you would like to communicate directly to our Board, or if you have a concern related to the Company's business ethics or conduct, financial statements, accounting practices or internal controls, then you may contact our website via www.multibandusa.com, section Investor Relations. All communications will be forwarded to our audit committee.

Directors' attendance at Annual Meetings can provide shareholders with an opportunity to communicate with Directors about issues affecting the Company. The Company does not have a policy regarding director attendance, but all Directors are encouraged to attend the Annual Meeting of Shareholders. Seven of our directors attended our Annual Meeting in 2011.

Audit Committee

Our audit committee:

- recommends to our Board of Directors the independent registered public accounting firm to conduct the annual audit of our books and records;

- reviews the proposed scope and results of the audit;

- approves the audit fees to be paid;

- reviews accounting and financial controls with the independent registered public accounting firm and our financial and accounting staff; and

- reviews and approves transactions between us and our Directors, officers and affiliates.

Our audit committee has a formal charter which is available and can be reviewed on the Company's website.

Our Audit Committee met three times during 2011. As previously reported, the Company determined that Mr. Dodge no longer met the "independence" requirements under NASDAQ Rule 5605(c)(2) for serving as an audit committee member of the Company. After the internal review and effective April 25, 2011, Jon Dodge resigned from the Company's audit committee and effective the same date, the Company's independent board members appointed Eugene

Harris, Multiband director, as an audit committee member. The Audit Committee is comprised entirely of individuals who meet the independence and financial literacy requirements of NASDAQ listing standards. Our Board has determined that all three members, Eugene Harris, Donald Miller, and Frank Bennett qualify as an "audit committee financial expert" and each is independent from management as defined by Item 401(h)(2) of Regulation S-K under the Securities Act of 1933, as amended. The Company acknowledges that the designation of the members of the audit committee as financial experts does not impose on them any duties, obligations or liability that are greater than the duties, obligations and liability imposed on them as a member of the audit committee and the Board of Directors in the absence of such designation.

Report of the Audit Committee

March 21, 2012

To the Board of Directors of Multiband Corporation:

In accordance with its written charter adopted by the Board of Directors, the Audit Committee assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and financial reporting practices of the Company. During the year ended December 31, 2011, the committee met three times, and Frank Bennett, as the Audit Committee chair and representative of the Audit Committee, discussed the interim financial information contained in quarterly and annual filings on Forms 10Q and 10K, respectively, with the Company's Chief Financial Officer and the Company's independent registered public accounting firm prior to public release.

In discharging its oversight responsibility as to the audit process, the audit committee obtained from the independent registered public accounting firm a formal written statement describing all relationships between the auditors and the Company that might bear on the auditors' independence consistent with the Securities Acts and Standards of the Public Company Accounting Oversight Board, discussed with the auditors any relationships that may affect their objectivity and independence and satisfied itself as to the auditors' independence. The audit committee also discussed with management and the independent registered public accounting firm the quality and adequacy of the Company's internal controls. The audit committee reviewed with the independent registered public accounting firm their audit plans, audit scope, and identification of audit risks.

The audit committee discussed and reviewed with the Company's independent registered public accounting firm all communications required by Standards of the Public Company Accounting Oversight Board and, both with and without management present, discussed and reviewed the results of the independent registered public accounting firms' examination of the Company's consolidated financial statements. The audit committee reviewed the audited consolidated financial statements of the Company as of and for the fiscal year ended December 31, 2011 with management and the independent registered public accounting firm. Management has the responsibility for the preparation of the Company's consolidated financial statements and the Company's independent registered public accounting firm has the responsibility for the examination of those statements.

Based on the review referred to above and discussions with management and the independent registered public accounting firm, the Audit Committee recommended to the Board of Directors that the Company's audited consolidated financial statements be included in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011 for filing with the Securities and Exchange Commission. The Audit Committee also recommended a new independent registered public accounting firm, subject to shareholder approval, and the Board of Directors concurred in such recommendation.

THE AUDIT COMMITTEE

Frank Bennett, Chairman
Eugene Harris
Donald Miller

Nominating Committee

The Nominating Committee consists of Frank Bennett, Eugene Harris and Peter Pitsch. The Nominating Committee's duties include adopting criteria for recommending candidates for election or re-election to our Board and its committees, considering issues and making recommendations considering the size and composition of our Board. The Nominating Committee will also consider nominees for Director suggested by shareholders in written submissions to the Company's Secretary.

Director Nomination Procedures

Director Manager Qualifications: The Company's Nominating Committee has established policies for the desired attributes of our Board as a whole. The Board will seek to ensure that a majority of its members are independent as defined in the NASDAQ listing standards. Each member of our Board must possess the individual qualities of integrity and accountability, informed judgment, financial literacy, high performance standards and must be committed to representing the long-term interests of the Company and the shareholders. In addition, Directors must be committed to devoting the time and effort necessary to be responsible and productive members of our Board. Our Board values diversity, in its broadest sense, reflecting, but not limited to, profession, geography, gender, ethnicity, skills and experience.

Identifying and Evaluating Nominees: The Nominating Committee regularly assesses the appropriate number of Directors comprising our Board, and whether any vacancies on our Board are expected due to retirement or otherwise. The Nominating Committee may consider those factors it deems appropriate in evaluating Director candidates including judgment, skill, diversity, strength of character, experience with businesses and organizations comparable in size or scope to the Company, experience and skill relative to other Board members, and specialized knowledge or experience. Depending upon the current needs of our Board, certain factors may be weighed more or less heavily by the Nominating Committee. In considering candidates for our Board, the Nominating Committee evaluates the entirety of each candidate's credentials and, other than the eligibility requirements established by the Nominating Committee, does not have any specific minimum qualifications that must be met by a nominee. The Nominating Committee considers candidates for the Board from any reasonable source, including current Board members, shareholders, professional search firms or other persons. The Nominating Committee does not evaluate candidates differently based on who has made the recommendation. The Nominating Committee has the authority under its charter to hire and pay a fee to consultants or search firms to assist in the process of identifying and evaluating candidates.

Charter of the Nominating Committee: A copy of the charter of the Nominating Committee is available on our website at www.multibandusa.com.

Code of Ethics for Senior Financial Management

Our Code of Ethics for Senior Financial Management applies to all of our executive officers, including our Chief Executive Officer and our Chief Financial Officer, and meets the requirements of the Securities and Exchange Commission. We have posted our Code of Ethics for Senior Financial Management on our website at www.multibandusa.com. We intend to disclose any amendments to and any waivers from a provision of our Code of Ethics for Senior Financial Management on our website within four business days following the amendment or waiver or disclosed in an 8-K filing.

Compensation Discussion and Analysis

Our compensation committee:

reviews and recommends the compensation arrangements for management, including the compensation for our Chief Executive Officer; and
establishes and reviews general compensation policies with the objective to attract and retain superior talent, to reward individual performance and to achieve our financial goals.

We are committed to attracting, hiring and retaining an experienced management team that can successfully sell and operate our services. The fundamental policy of our compensation committee is to provide our executive officers with competitive compensation opportunities based upon their contribution to our development and financial success and long-term shareholder interest, as well as each officer's personal performance. The compensation package for each executive officer is comprised of three elements (i) base salary which reflects individual performance and is designed primarily to be competitive with salary levels in the industry; (ii) potential for cash bonus payments contingent upon specific corporate and individual milestones; and (iii) long-term stock-based incentive awards which strengthen the mutuality of interests between the executive officers and our shareholders.

At the beginning of each year, certain performance objectives are set by the compensation committee for management. 2011 corporate objectives included goals based on subscriber sales and certain financial metrics. By year end, the compensation committee reviews the performance of the Company against the corporate objectives and reviews the performance of each executive officer against their individual objectives. Based upon results achieved, the executive officers may receive part or all of a targeted bonus award.

Our compensation committee met three times during 2011. The compensation committee is comprised entirely of non-employee Directors who meet the independence requirements of the NASDAQ listing standards. The compensation committee is comprised of Jonathan Dodge, Eugene Harris, and Donald Miller.

Item 11

Executive and Director Compensation

Summary Compensation Tables (in thousands)

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The following table sets forth certain information relating to the remuneration paid by the Company to its executive officers whose aggregate cash and cash-equivalent remuneration approximated or exceeded \$100 during the Company's fiscal years ended December 31, 2011, 2010 and 2009.

Name and principal position	Year	Salary	Bonus	Stock awards	(1) Option awards	Non-equity incentive plan compensation	Change in pension value and nonqualified deferred compensation earnings	All other Compensation	Total
James Mandel Chief Executive Officer	2011	\$ 514	\$ 268	\$ 175	\$ 344	\$ -	\$ -	\$ 8	\$1,309
	2010	450	155	397	207	-	-	12	1,221
	2009	395	230	-	125	-	-	12	762
Steven Bell Chief Financial Officer	2011	315	150	-	-	-	-	12	477
	2010	315	150	-	-	-	-	12	477
	2009	311	100	-	68	-	-	12	491
Henry Block Vice President of Marketing	2011	334	-	-	-	-	-	1	335
	2010	341	-	-	34	-	-	2	377
	2009	338	-	-	-	-	-	-	338
Dave Ekman Chief Information Officer	2011	185	13	-	-	-	-	7	205
	2010	185	30	-	67	-	-	7	289
	2009	158	13	-	-	-	-	5	176
Kent Whitney Chief Operating Officer	2011	192	45	-	-	-	-	2	239
	2010	158	27	-	135	-	-	2	322
	2009	136	25	-	-	-	-	-	161
Tom Beaudreau President MDU Division	2011	256	30	-	-	-	-	11	297
	2010	256	25	-	197	-	-	11	489
	2009	258	25	-	-	-	-	11	294

(1) The amounts in this column are calculated based on the fair value of the option awards granted during 2011, 2010 and 2009.

DIRECTOR COMPENSATION (in thousands)

Outside Directors were each paid an annual cash fee in lieu of restricted stock of \$31, an annual retainer varying from \$30 to \$50, annual chair meeting fees of \$8, \$5 and \$5 for audit, compensation and nominating meeting chairs, respectively and non-chair per meeting fees of \$1 per meeting, for all committees in 2011, or their prorated earned portion herewith. Awards or options to Directors are determined by the Board's Compensation Committee. Each Director is entitled to reimbursement for his reasonable out of pocket expenses incurred in relation to travel to and from board meetings.

Name	Fees earned or paid in cash	Stock awards	(1) Option awards	Non-equity incentive plan compensation	Change in pension value and nonqualified deferred compensation earnings	(2) All other compensation	Total
F Bennett	\$ 50	\$ 31	\$ 31	\$ -	\$ -	\$ -	\$ 112
J Dodge	41	31	31	-	-	-	103
E Harris	48	31	31	-	-	2	112
D Miller	61	31	31	-	-	2	125
P Pitsch (3)	4	-	-	-	-	-	4

The amounts in this column are calculated based on fair value and equal the financial statement compensation (1) expense as reported in our 2011 consolidated statement of operations for the fiscal year. Total board of directors options outstanding at December 31, 2011 are 356,620.

(2) Represents payment of expenses incurred in conjunction with attending board meetings.

(3) Peter Pitsch became a director on August 17, 2011 therefore was only paid a prorated portion of the fees.

Director Independence

The Board has determined that a majority of its members are "independent" as defined by the listing standards of the NASDAQ Stock Market. The independent Directors are Messrs. Frank Bennett, Jonathan Dodge, Eugene Harris, Donald Miller and Peter Pitsch. Both Messrs. Bennett and Harris have extensive backgrounds in investment banking, finance and raising capital. They have been valuable to the Company in consulting with management as to how to structure various debt and equity offerings. Mr. Miller was CFO for a large private company and provides input to the Company with regards to its financial and management reporting. Mr. Dodge has extensive experience in the tax field and assists the Company on an ongoing basis with answering various tax questions and suggesting various tax strategies. Mr Pitsch has extensive experience in the communications industry and keeps the Company informed with regards to various regulatory trends affecting the industry.

2011 Grants of Plan-Based Awards (in thousands, except shares and per share amounts)

The following table sets forth information on grants of plan-based awards in 2011 to the named executive officers.

Name	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards (#)	All Other Option Awards (#)	Exercise or base price of award (\$/sh)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (#)	Target (#)	Maximum (#)				
James L. Mandel	1/4/11 (1)	64,338	64,338	64,338	-	-	\$ -	\$ 175
	1/4/11 (2)	92,234	92,234	92,234	-	-	2.72	169
	1/4/11 (3)	87,000	87,000	87,000	-	-	2.72	175

(1) The base price of this restricted stock grant is \$2.72.

(2) The exercise price of these stock options is \$2.72 with a grant date fair value of \$1.8323 per share based on the Black-Scholes option pricing model.

(3) The exercise price of these stock options is \$2.72 with a grant date fair value of \$2.0115 per share based on the Black-Scholes option pricing model.

Narrative to Summary Compensation Table and 2011 Grants of Plan-Based Awards Table

See the Compensation Discussion and Analysis, as well as the Employment Agreement and Other Compensation and Long-Term Incentive Plans Summaries for a complete description of compensation elements pursuant to which the amounts listed under the Summary Compensation Table and 2011 Grants of Plan-Based Awards Table were paid or awarded and the criteria for such payments.

Stock Option Grants During 2011 and 2010 (in thousands, except for shares and per share amounts)

The following table provides information regarding stock options granted during fiscal 2011 and 2010 to the named executive officers in the Summary Compensation Table.

Name	Year	Number of Securities Underlying Options Granted (#)	Percent of Total Options Granted to Employees in Fiscal Year (%)	Exercise or Base Price (\$/Share)	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (1)	
						5%	10%
James L. Mandel	2011	92,234	37.0	\$ 2.72	1/4/18	\$ 102	\$ 238
	2011	87,000	34.9	2.72	1/4/18	96	225
	2010	84,375	4.3	2.00	1/5/17	69	160
	2010	59,211	3.0	1.90	2/10/17	49	107
Steven M. Bell	2011	-	-	-	-	-	-
	2010	-	-	-	-	-	-
David Ekman	2011	-	-	-	-	-	-
	2010	50,000	2.6	1.85	4/1/17	38	88
Henry Block	2011	-	-	-	-	-	-
	2010	25,000	1.3	1.85	4/1/17	19	44
Kent Whitney	2011	-	-	-	-	-	-
	2010	100,000	5.1	1.85	4/1/17	75	176
Tom Beaudreau	2011						