

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**Form 10-K**

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

For the year ended September 30, 2011.

or

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

For the transition period from to

Commission File Number 000-31355

**BEACON ENTERPRISE SOLUTIONS GROUP, INC.**

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

9300 Shelbyville Road, Suite 1020, Louisville, KY  
(Address of principal executive offices)

81-0438093  
(I.R.S. Employer  
Identification No.)

40222  
(Zip Code)

Registrant's telephone number, including area code  
(502) 657-3500

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

Securities registered pursuant to Section 12(g) of the Act:  
Common Stock, \$0.01 par value.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by 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 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 whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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 reference 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   
(Do not check if a smaller reporting company)

Smaller reporting company

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates was \$8,728 based on the price of Beacon Enterprise Solutions Group, Inc.'s common stock as of December 5, 2011, as reported on the OTC Bulletin Board.

The number of shares outstanding of Beacon Enterprise Solutions Group, Inc.'s common stock as of December 5, 2011 was 37,631,896.

**DOCUMENTS INCORPORATED BY REFERENCE**

Documents  
None

Form 10-K Reference  
Not Applicable

**Beacon Enterprise Solutions Group, Inc.**  
**FORM 10-K**  
**For the fiscal year ended September 30, 2011**

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## PART I

### Item 1. *Business*

Beacon Enterprise Solutions Group, Inc. and subsidiaries (collectively the "*Company*") provides global telecommunications and technology systems infrastructure services, encompassing a comprehensive suite of consulting, design, installation, and infrastructure management offerings. Beacon's portfolio of infrastructure services spans all professional and construction requirements for design, build and management of telecommunications, network and technology systems infrastructure. Professional services offered include consulting, engineering, program management, project management, construction services and infrastructure management services; these services are offered either as a comprehensive contract vehicle or as unbundled services. Beacon also offers special services in support of qualified projects in the smart buildings/campuses/cities and data center verticals. Finally, Beacon provides managed information technology and telecommunications services in selected local markets. In this report, the terms "Company," "Beacon," "we," "us" or "our" mean Beacon Enterprise Solutions Group, Inc. and all subsidiaries included in our consolidated financial statements.

#### General

The Company was originally formed to acquire companies that would allow it to serve the small and medium-sized business enterprises (the "SME Market") on an integrated, turn-key basis from system design, procurement and installation through all aspects of providing network service and designing and hosting network applications. During the fiscal year ended September 30, 2010, in response to identification of a significant underserved market, our business strategy shifted to become a global leader in the design, implementation and management of high performance ITS infrastructure solutions. Beacon's portfolio of ITS infrastructure services spans all professional and construction requirements for design, build and management of telecommunications, network and technology systems infrastructure, while continuing to provide managed information technology and telecommunications services in selected local markets.

For the purpose of this report on Form 10-K, all amounts are in thousands except share and per share data. Beacon generated net sales of \$18,894 for the year ended September 30, 2011. For the year ended September 30, 2011, Beacon recognized net income of approximately \$3,222. Total assets were \$11,922 as of September 30, 2011.

#### Operations

##### *Services*

Beacon provides global telecommunications and technology systems infrastructure services encompassing a comprehensive suite of consulting, design, installation, and infrastructure management offerings. Beacon's portfolio of infrastructure services spans all professional and construction requirements for design, build and management of telecommunications, network and technology systems infrastructure. Professional services offered include consulting, engineering, program management, project management, construction services and infrastructure management services; these services are offered either as a comprehensive contract vehicle or as unbundled services.

These services are provided to clients who require a global reach, proven experience and resources, and the consistent, predictable results that can only be offered by a single global company. Today's global clients and international enterprises demand the competitive advantage obtained through outsourcing, without the additional cost, internal overhead and multiple points of failure that come from bidding for services from small regional professional services firms or contractors. Beacon offers companies a competitive, single-source advantage for consulting, design, implementation, program management, project management and managed services regardless of location. By overcoming the barriers to entry found in the telecommunications and technology systems channels, Beacon is offering the Fortune 1000 client a vehicle to more fully integrate global enterprise standards, reduce internal pressure on scarce IT and Facilities resources, reduce the risk that comes with multiple points of failure and increase operating income through the efficiencies that accompany true global strategic sourcing. Beacon offers this sourcing capability to our clients on a global, multi-national and regional basis.

*Management Services.* In addition to offering consulting, design, engineering and installation of telecommunications and technology systems infrastructure, Beacon offers infrastructure management services to address planning, moves, adds and changes to their telecommunications and technology systems. This service effectively bundles together all Beacon infrastructure services and offers them to clients under global, multi-national or regional umbrella agreements. To protect client investments and reduce total cost of ownership; global, multi-national or regional infrastructure management services are designed to: (i) reduce internal cost and complexity for obtaining engineering, installation or management related expenses, (ii) facilitate enterprise-wide standardization, (iii) eliminate duplicated effort, (iv) protect warranties, and (v) reduce costs associated with moves, adds and changes. The previously unavailable data which may be extracted from the Beacon management system can provide strategic planning insight and empirical data for management decisions, including the viability of new enterprise initiatives. Infrastructure management services also allow the telecommunications and technology systems infrastructure to be maintained by a planned and budgeted continuum, rather than as a reaction to a series of disconnected projects. Although Beacon clients may begin by using one of our discrete, project-oriented services (described below), the business model indicates that they will frequently evolve into a global, multi-national or regional infrastructure management client.

*Design, Engineering & Construction Services.* The increasing economic, regulatory and environmental issues facing executives, IT and Facilities professionals has increased the number of complex technical and operational issues that need to be solved for each customer. In order to address these issues, Beacon has moved beyond the expected baseline of technical and educational requirements (Professional Engineer, RCDD, PMP, CPP, CISSP, etc.) into a new paradigm of cross-disciplinary business and technical professionals who understand the benefit of standardization, predictability and consistency when provided within a process-driven solution. Beacon provides each client with access to world-class engineering, design and installation resources, but offers them within a manner designed to permit a reduction in bottom line expenditures while reducing the workload of scarce internal resources. This contrasts the traditional bid mentality where clients lose any cost-benefit gained from the bid or proposal process, through increased pressure on internal resources needed to maintain the corporate standard while controlling the cost of administration of multiple vendors for identical tasks across a global enterprise. Beacon's solution to the dramatic changes in world markets — geopolitical, macroeconomics, and technology, is to make business capability portable by providing the processes needed to make services delivery available on a global, multi-national or regional basis.

*Special Services.* Additionally, Beacon leverages existing areas of internal expertise for projects involving data centers and smart (intelligent) buildings/campuses/cities in both the federal and private space; the nature of these engagements are unique and as such qualify for designation as a Beacon Special Service. Data Center Special Services rely on existing expertise in consulting, design, project management, bid management and construction of data centers. Service delivery for data centers range from one or more compartmentalized professional services up to acting as the prime contractor for the construction or retrofit of the entire data center. The approach to smart or intelligent buildings/campuses/cities is primarily an engineering or design service, but can involve design/build projects. Enabled by the increasing availability of Internet compatible building systems, with demand created by pressure on building developers and managers to become more sensitive to energy management and reduction of carbon footprint for the built environment, the experience and knowledge required to design the infrastructure for the more than 15 low-voltage systems found in most offices are escalating in demand.

#### **Customers**

Because Beacon provides infrastructure management services to global and multi-national customers, the primary target clients can be defined as the Fortune 1000, or the broader Forbes Global 2000. Global clients may also elect to use Beacon's services in an ala carte fashion, typically using Design & Engineering services which are more portable when used outside of an infrastructure managed services contract vehicle. The business model for global, multi-national, federal and regional clients who use one or more unbundled services allows for migration to a fully managed services offering where all services are offered under a single contractual umbrella.

#### **Suppliers**

Beacon establishes manufacturer, distributor and subcontractor relationships from the global perspective. The lack of competitors offering infrastructure management services with a global reach provides Beacon with a distinct advantage. In addition, the global managed services business model provides an exclusive client relationship which is also attractive to suppliers. Beacon has accounts with various suppliers that provide services, products and materials necessary to fulfill our services and the needs of our customers. Such services and products are typically available from more than one supplier and we routinely review our supplier relationships to determine which have the most attractive footprint, logistics offerings and volume-based pricing. We use multiple criteria to evaluate our suppliers and purchase with those that provide us with the best overall fit.

Beacon also engages professional and construction-related services firms as contractors in specialized geographical areas, the qualification and selection of these firms' is based on the same stringent background, chemical screening (where permissible by law) and technical assessments used in the hiring of our employees. Contractors are held to the same high levels of service delivery, knowledge of customer and industry standards, and compliance with Beacon and industry best practices. Contractors are only used with customer knowledge and consent and in those cases when geographical challenges or special skills are needed and cannot be overcome with internal resources.

**Seasonality**

Due to the breadth of services offered to Beacon clients, seasonality issues are minimal. Some seasonality deltas are noted between professional and construction services, however the volume core services and infrastructure management services tend to mitigate the seasonal differences for the unbundled services offered on a global or regional basis.

**Customer Concentration**

For the years ended September 30, 2011 and 2010, our largest customer accounted for approximately 78% and 64% of sales, respectively. Although we expect we will continue to have a high degree of customer concentration, our customer engagements are typically covered by multi-year contracts or master service agreements under which we have been operating for a number of years.

**Competition**

Beacon's service delivery offerings, and therefore its competitors, can be divided into two broad categories. First, services that are offered individually, generally in response to the client needs for a single service within a single project or task, and secondly, services that are offered as a single source package (managed services and outsourcing) and delivered as part of a regional, national, multi-national or global contract, generally with a specified window of time. When offering a single service in response to a single project or task, there are numerous competitors. These tend to be mid- to small-sized competitors that are single site or confined to specific geographic regions and generally aggressively compete for private or publicly announced work. Further, they typically specialize in only one of multiple services the client may actually need. These smaller, single service competitors are generally viewed as being commoditized. Beacon's model allows us to successfully leverage the bigger managed services offering and introduce scalability by allowing our clients the option to expand the number of services offered and the geography over which the service is delivered. By removing the business risk associated with having only a single service to offer to new and existing clients, it further allows Beacon to differentiate itself by offering a higher level of service with a more predictable price. So by leveraging the multi-service, global capabilities of Beacon, we attain a significant competitive edge for the first category of competitors, as well as reduce the pool of competitors for the full-spectrum managed infrastructure services offered across broad geographic areas. There are several national infrastructure firms that have the size and funding to become direct competitors, but by nature of their size and current business models they would experience significant internal resistance to change.

**Employees**

Beacon currently employs 76 people in offices located in Louisville, KY, Columbus, OH, Raritan, NJ, Cincinnati, OH and Prague, Czech Republic. None of Beacon's employees is subject to a collective bargaining agreement.

**Available Information**

Our Internet address is [www.askbeacon.com](http://www.askbeacon.com), where we make available, free of charge, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to those reports, as soon as practicable after such reports are electronically filed with, or furnished to, the SEC. The SEC reports can be accessed through the "SEC Filings" link in the "Investor Relations" section of our website. Other information found on our website is not part of this or any other report we file with, or furnish to, the Securities and Exchange Commission, or the SEC.

**Code of Ethics**

We have adopted a Code of Ethics that applies to all of our directors, officers and employees. The Code is available on our website. If any waivers of the Code are granted, the waivers will be disclosed in an SEC filing on Form 8-K. Our website also includes the Charters of the Audit Committee and the Compensation Committee. Stockholders may request free copies of these documents by writing to Greg Guilford, 9300 Shelbyville Road, Suite 1020, Louisville, KY 40222, by calling 502-657-3500 or by sending an email request to [greg.guilford@askbeacon.com](mailto:greg.guilford@askbeacon.com).

The public may also read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, at [www.sec.gov](http://www.sec.gov).

**Item 1A. Risk Factors**

*You should carefully consider the risks described below together with all of the other information included in this report before making an investment decision with regard to our securities. The statements contained in or incorporated into this report that are not historic facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. If any of the following risks actually occurs, our business, financial condition or results of operations could be harmed. In that case, the trading price of Beacon Common Stock could decline, and you may lose all or part of your investment.*

**Risks Relating to the Business**

In this discussion of the “Risks Relating to the Business,” unless otherwise noted or required by the context, references to “us,” “we,” “our,” “Beacon” and similar terms refer to Beacon, as defined above.

**Beacon has a history of losses.**

Beacon has incurred losses since its inception. While we expect to achieve a positive cash flow basis and have taken significant steps to do so, this may not occur. Our ability to operate profitably is dependent upon our ability to manage the portfolio of ITS infrastructure service offerings in an economically successful manner but, we may not be able to do this. Our prospects must be considered in light of the numerous risks, expenses, delays and difficulties frequently encountered in the competitive and high risk telecommunications and ITS services industry, as well as the risks generally inherent in the current economic environment. We may never achieve sustained recurring net sales and profitability on a consistent and growing basis.

**Beacon may require additional financing.**

Beacon may require additional capital to implement its long-term business plan. Such financing, if needed, may not be available to Beacon or, if it is, it may not be available on terms or at a valuation that would be beneficial to the interests of current stockholders. In this regard, failure by Beacon to secure additional financing, if needed, on favorable terms could have severe adverse consequences relative to Beacon’s ability to grow and/or fully leverage existing business relationships and agreements, which ultimately could mean that Beacon may not be viable.

**Rapid technological change and obsolescence could adversely affect Beacon’s business.**

Our business is subject to technological innovation, with such developments potentially adversely affecting the business and operations of Beacon in the future.

**Beacon’s success depends upon agreements with third parties.**

Our business plan relies upon working with third party vendors in multiple aspects of the business. The success of our plan assumes successful relationships with third party vendors for contractor services, network access and hardware and software products which Beacon utilizes and sells. If Beacon is unable to attract competent corporate partners, or if such partners’ efforts are inadequate, Beacon’s business could be harmed.

**Beacon has operations outside the United States.**

Part of our growth strategy relies on further development of operations outside the United States such international operations are subject to additional risks, including:

- local political or economic instability;
- changes in governmental regulation;
- changes in import/export duties;
- trade restrictions;
- lack of experience in foreign markets;
- difficulties and costs of staffing and managing operations in certain foreign countries;
- work stoppages or other changes in labor conditions;

- difficulties in collecting accounts receivables on a timely basis or at all; and
- adverse tax consequences or overlapping tax structures.

We plan to continue to market and sell our products internationally to respond to customer requirements and market opportunities. Establishing and maintaining operations in any foreign country or region presents risks such as those described above as well as risks specific to the particular country or region. In addition, until a payment history is established over time with customers in a new geography or region, the likelihood of collecting receivables generated by such operations could be less than expectations. As a result, there is a greater risk that reserves set with respect to the collection of such receivables may be inadequate. If our operations in any foreign country are unsuccessful, we could incur significant losses which may impact profitability.

Additionally, changes in policies or laws of the United States or foreign governments resulting in, among other things, changes in regulations and the approval process, higher taxation, currency conversion limitations, restrictions on fund transfers or the expropriation of private enterprises, could reduce the anticipated benefits of our international expansion. If we fail to realize the anticipated net sales growth of our international operations, our business and operating results could suffer.

**Beacon's business is subject to inherent risks including those arising from customer acceptance, lost customers, and market competition.**

*Customer Acceptance.* Beacon's intended customers may be unfamiliar with the services and technologies offered by Beacon for any number of reasons and therefore hesitant to use Beacon's products and services. As a result, the sales cycle involved in obtaining new customers could be longer than initially forecasted. Beacon will need to educate customers as to the benefits of its products and services; this education may be costly and time consuming. Thus, Beacon cannot accurately forecast the timing and recognition of net sales from marketing of its products and services to new customers. Delays in market acceptance of Beacon's products and services could harm Beacon's profitability.

*Lost Customers.* There is no guarantee that customers will continue to use the services of Beacon. The business is inherently very competitive on certain commoditized aspects of our service offerings and Beacon may not be successful with its business model in retaining customers.

*Competition.* There are many companies operating in certain areas of Beacon's basic market niche that have longer operating histories and greater financial, technical, marketing, sales, or other resources when compared to Beacon. While Beacon intends to enter into relationships with third parties to offset these competitive factors, there is no guarantee that Beacon will respond more effectively than its competitors to new or emerging products or changes in customer requirements. Increased competition, either from individual firms or collaborative ventures may harm Beacon's ability to sell services on favorable terms, which in turn could lead to price cuts, reduced gross margins, or loss of market share. These factors could seriously harm Beacon's business.

**Beacon depends on its key employees.**

Beacon is highly dependent on certain officers and employees. The loss of any of their services or Beacon's inability to attract and retain other qualified employees could have an adverse impact on Beacon's business and its ability to achieve its objectives. Beacon has employment and non-compete agreements with all key personnel. These agreements however will permit the employee to resign without cause at any time. Beacon may not be able to retain existing employees or be able to find, attract and retain other skilled personnel on acceptable terms.

**Beacon has no patent protection for its products and services.**

None of Beacon's products or services is proprietary and, as a result, Beacon enjoys no patent protection. As a result, Beacon has a limited ability to protect what it does against infringement by others, including competitors who are larger and better capitalized.

**Economic conditions could materially adversely affect us.**

Our operations and performance depend significantly on national and worldwide economic conditions. Uncertainty about current national and global economic conditions poses a risk as consumers and businesses may postpone spending in response to tighter credit, negative financial news and/or declines in income or asset values, which could have a material negative effect on the demand for our products and services. Other factors that could influence demand include conditions in the real estate and mortgage markets, labor and healthcare costs, access to credit, consumer confidence, and other macroeconomic factors affecting consumer spending behavior. These and other economic factors could have a material adverse effect on demand for our products and services and on our financial condition and operating results.

The current economic conditions have resulted in a tightening in the credit markets, a low level of liquidity in many financial markets, and extreme volatility in fixed income, credit, currency and equity markets. There could be a number of follow-on effects from the credit crisis and current economic environment on our business, including insolvency of key customers and suppliers and the inability for us to raise additional working capital to support the growth of our operations.

**Beacon's quarterly operating results may fluctuate significantly and will be difficult to predict.**

Our results of operations may fluctuate from quarter to quarter as a result of a number of factors, including our services mix, development timeline and the rate at which customers accept our service offerings. Accordingly, our future operating results may be subject to variability from quarter to quarter and could be adversely affected in any particular quarter. It is possible that our operating results will be below the expectations of investors.

**Catastrophic events or geo-political conditions may disrupt our business.**

A disruption or failure of our systems or operations in the event of a major earthquake, weather event, cyber-attack, terrorist attack, or other catastrophic event could cause delays in completing sales, providing services or performing other mission-critical functions. A catastrophic event that results in the destruction or disruption of any of our critical business or information technology systems could harm our ability to conduct normal business operations and our operating results. Abrupt political change, terrorist activity, and armed conflict pose a risk of general economic disruption in affected countries, which may increase our operating costs. These conditions also may add uncertainty to the timing and budget for technology investment decisions by our customers.

**Risks Relating to Ownership of Beacon Common Stock**

**No Assurances of a Public Market; Restrictions on Resale.**

Although our Common Stock is currently traded on the OTC Bulletin Board ("OTC.BB"), trading may be extremely sporadic. A more active market for our common stock may not develop. Investors must be prepared to bear the economic risk of holding the securities for an indefinite period of time.

**Potential dilution of outstanding options and warrants could interfere with Beacon's ability to raise capital.**

Beacon has outstanding options and warrants that are convertible into or exercisable for shares of our common stock. To the extent that outstanding options or warrants are exercised, dilution to the percentage ownership of Beacon's shareholders will occur. In addition, the terms on which Beacon will be able to obtain additional equity capital may be adversely affected if the holders of outstanding options and warrants exercise them at a time when Beacon is able to obtain additional capital on terms more favorable to Beacon than those provided in the outstanding options and warrants.

**The price of Beacon Common Stock may fluctuate significantly.**

Stock of public companies can experience extreme price and volume fluctuations. These fluctuations often have been unrelated or out of proportion to the operating performance of such companies. Beacon expects its stock price to be similarly volatile. These broad market fluctuations may continue and could harm Beacon's stock price. Any negative change in the public's perception of the prospects of Beacon or companies in Beacon's industry could also depress Beacon's stock price, regardless of Beacon's actual results. Factors affecting the trading price of Beacon's common stock may include:

- variations in operating results;
- announcements of technological innovations, new products or product enhancements, strategic alliances or significant agreements by Beacon or by competitors;
- recruitment or departure of key personnel;
- litigation, legislation, regulation or technological developments that adversely affect Beacon's business; and
- market conditions in Beacon's industry, the industries of their customers and the economy as a whole.

Further, the stock market in general, and securities of microcap companies in particular, can experience extreme price and volume fluctuations. Continued market fluctuations could result in extreme volatility in the price of the Beacon Common Stock, which could cause a decline in the value of Beacon Common Stock. You should also be aware that price volatility might be worse if the trading volume of the Beacon Common Stock is low.



**The SEC may limit the number of shares of Beacon Common Stock that may be registered for resale at any one time.**

The Federal securities laws distinguish between a primary offering made by an issuer and a secondary offering made by an issuer on behalf of a selling shareholder. Recently, the SEC has made public statements indicating the SEC's Division of Corporation Finance will question the ability of issuers to register shares for resale in a secondary offering where the number of shares offered exceed an estimated one-third of the total number of shares held by non-affiliates prior to the underlying private transaction. Although this position is not written or settled law, it is possible the SEC staff will view any resale offering by investors as an offering by Beacon and deem it a primary offering if the number of shares Beacon seeks to register exceeds the estimated one-third threshold. Even if the number of shares Beacon seeks to register is below the estimated one-third threshold, the SEC staff may still take the position that the offering is a primary offering rather than a secondary offering. In that event, Beacon may seek to register only a portion of its Common Stock at any one time and will only be able to register additional Common Stock after the passage of time and the sale of substantially all of the Registrable Securities subject to the previous registration statement.

**Beacon Common Stock may be subject to Penny Stock Rules, which could affect trading.**

Broker-dealer practices in connection with transactions in "penny stocks" are regulated by certain rules adopted by the SEC. Penny stocks generally are equity securities with a price of less than \$5.00, subject to exceptions. The rules require that a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in connection with the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the rules generally require that prior to a transaction in a penny stock the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the liquidity of penny stocks. If the Beacon Common Stock becomes subject to the penny stock rules, holders of Beacon Common Stock or other Beacon securities may find it more difficult to sell their securities.

**Beacon's operation as a public company subjects it to extensive corporate governance and disclosure regulations that will result in additional operating expenses.**

As a public company, Beacon incurs significant legal and accounting expenses associated with its public company reporting requirements. Like many smaller public companies, Beacon faces a significant impact from required compliance with Section 404 of the Sarbanes-Oxley Act of 2002. Section 404 requires management of public companies to evaluate the effectiveness of internal control over financial reporting. The SEC has adopted rules implementing Section 404 for public companies as well as disclosure requirements. Any failure to implement effective or improved internal controls, or to resolve difficulties encountered in their implementation, could harm Beacon's operating results, or cause a failure to meet reporting obligations or result in management assessing internal control over financial reporting as not sufficient. Any such result could cause investors to lose confidence in Beacon's reported financial information, which could have a material adverse effect on its stock price.

**Item 2. *Properties***

Beacon's corporate and executive offices are located at 9300 Shelbyville Road, Suite 1020, Louisville, KY 40222 in approximately 4,000 square feet of office space leased through March 2016. Additionally, we have offices in Cincinnati, OH consisting of approximately 6,500 square feet of office space leased through May 2016, Columbus, OH consisting of approximately 3,000 square feet leased through February 2012, and Prague, Czech Republic consisting of approximately 4,700 square feet leased through June 2015. We believe our facilities are adequate for the continuing operations of our existing business.

**Item 3. *Legal Proceedings***

On September 7, 2010, Beacon was named a party in a lawsuit filed in Jefferson Circuit Court in the State of Kentucky, seeking \$270 plus other costs, attorney's fees and damages, regarding the Company's alleged conduct during the course of the purchase of the assets and assumption of certain liabilities of Strategic Communications, LLC. As of September 30, 2011, this suit was settled by the primary parties with no payment required by the Company.

During the year ended September 30, 2011, Beacon was named a party in a lawsuit filed in Swiss court, seeking approximately \$232 of unpaid liabilities incurred in connection with the discontinued Datacenter Contractors AG ("DC", formerly "Beacon Solutions AG") subsidiary. Although the outcome of this matter cannot be predicted at this time, a motion to dismiss was filed in commercial court and our council has advised that our basis for procedural arguments is strong. As such no provision has been made in the consolidated financial statements related to this action as of September 30, 2011, as the Company believes that the ultimate disposition of this matter will not have a material adverse effect on the Company's financial position or results of operations.

No other legal proceedings in the normal course of business are required to be disclosed under this Item 3.

**Item 4. Removed and Reserved**

**Part II**

**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

**Market Information**

Our common stock, par value \$.001 per share, has been traded on the OTC Bulletin Board, first under the symbol "BESG.OB" subsequently changed to the symbol "BEAC.OB," since January 7, 2008. Prior to that time, our common stock was traded on the OTC Bulletin Board under the symbol "SGEG.OB."

The public market for our stock is limited and sporadic. The following table sets forth, for the period indicated, the high and low last sale price for our common stock as reported on the OTC Bulletin Board:

Quarter Ended	High	Low
<b>Fiscal 2010</b>		
December 31, 2009	\$ 1.01	\$ 0.81
March 31, 2010	\$ 1.50	\$ 1.02
June 30, 2010	\$ 1.53	\$ 1.01
September 30, 2010	\$ 1.10	\$ 0.35
<b>Fiscal 2011</b>		
December 31, 2010	\$ 0.75	\$ 0.35
March 31, 2011	\$ 0.70	\$ 0.38
June 30, 2011	\$ 0.53	\$ 0.25
September 30, 2011	\$ 0.40	\$ 0.18

**Holders**

As of December 5, 2011, we had approximately 215 stockholders of record.

**Dividends**

We have not paid cash dividends on shares of our common stock and do not anticipate doing so in the foreseeable future. The payment of dividends on shares of our common stock will depend on earnings, financial condition and other business and economic factors affecting us at such time as our board of directors may consider relevant.

Under our Articles of Incorporation and the Certificates of Designation of Series B, C-1 and C-2 Preferred Stock, without the consent of holders of a majority of each Series of Preferred Stock, we may not pay any dividends upon shares of Common Stock until we have paid the aggregate accrued dividends upon such preferred stock and such amounts that the holders of such preferred stock would receive if they were to convert their shares of preferred stock into shares of common stock.

#### Recent Sales of Unregistered Securities

Information related to sales of unregistered securities has been included in our Quarterly Reports on Form 10-Q for the periods ended December 31, 2009, March 31, 2010 and June 30, 2010, March 31, 2011 and June 30, 2011 as well as our Current Reports on Form 8-K filed October 2, 2009, October 15, 2009, October 19, 2009, November 3, 2009, November 12, 2009, November 24, 2009 and December 15, 2009 and May 30, 2011.

#### Securities Authorized for Issuance under Compensation Plans

At the Company's annual meeting on May 26, 2011, shareholders approved a resolution to reserve and authorize an additional 1,000,000 shares under the 2008 Long-Term Incentive Compensation Plan, bringing the total reserved and authorized to 2,000,000.

#### Equity Compensation Plan Information

	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
As of September 30, 2011			
Equity compensation plans approved by security holders	934,696	\$ 1.23	1,065,304

#### Issuer Purchases of Equity Securities

None.

#### Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Beacon Enterprise Solutions Group, Inc. and subsidiaries (collectively the "Company") is a provider of global, international and regional telecommunications and technology systems infrastructure services, encompassing a comprehensive suite of consulting, design, installation, and infrastructure management offerings. Beacon's portfolio of infrastructure services spans all professional and construction requirements for design, build and management of telecommunications, network and technology systems infrastructure. Professional services offered include consulting, engineering, program management, project management, construction services and infrastructure management services. Beacon offers these services under a comprehensive contract vehicle or unbundled to some global and regional clients. Beacon also offers special services in support of qualified projects in the smart buildings/campuses/cities and data center verticals. Finally, Beacon provides managed information technology and telecommunications services in selected local markets. In this report, the terms "Company," "Beacon," "we," "us" or "our" mean Beacon Enterprise Solutions Group, Inc. and all subsidiaries included in our consolidated financial statements.

#### Cautionary Statements — Forward Outlook and Risks

Certain statements contained in this annual report on Form 10-K, including, without limitation, statements containing the words "believes," "anticipates," "intends," "expects," "assumes," "trends" and similar expressions, constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based upon our current plans, expectations and projections about future events. However, such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These factors include, among others, the following:

- Our business may be materially adversely affected by the current economic environment. The recent disruptions in both domestic and global financial and credit markets have significantly impacted domestic and global economic activity and led to an economic recession. As a result of these disruptions, our customers and markets have been adversely affected. If we experience reduced demand because of these disruptions in the macroeconomic environment, our business, results of operation and financial condition could be materially adversely affected. If we are unable to successfully anticipate changing economic and financial conditions, we may be unable to effectively plan for and respond to these changes and our business could be adversely affected;

- effects of competition in the markets in which we operate;
- liability and other claims asserted against us;
- ability to attract and retain qualified personnel;
- availability and terms of capital;
- loss of significant contracts or reduction in net sales associated with major customers;
- ability of customers to pay for services;
- business disruption due to natural disasters or terrorist acts;
- ability to successfully integrate the operations of acquired businesses and achieve expected synergies and operating efficiencies from the acquisitions, in each case within expected time-frames or at all;
- changes in, or failure to comply with, existing governmental regulations; and
- changes in estimates and judgments associated with critical accounting policies and estimates.

For a detailed discussion of these and other factors that could cause our actual results to differ materially from the results contemplated by the forward-looking statements, please refer to Item 1(A) Risk Factors in this annual report on Form 10-K. The reader is encouraged to review the risk factors set forth therein. The reader should not place undue reliance on forward-looking statements, which speak only as of the date of this report. Except as required by law, we assume no responsibility for updating forward-looking statements to reflect unforeseen or other events after the date of this report.

**Overview**

The Company is a provider of global design, implementation and management of high performance Information Technology Systems (ITS) infrastructure solutions. Beacon's portfolio of ITS infrastructure services spans all professional and construction requirements for design, build and management of telecommunications, network and technology systems infrastructure. Professional services offered include consulting, engineering, program management, project management, construction services and infrastructure management services. Beacon offers these services under a comprehensive contract vehicle or unbundled to some global and regional clients. Beacon also offers special services in support of qualified projects in the smart buildings/campuses/cities and data center verticals. Finally, Beacon provides managed information technology and telecommunications services in selected local markets.

**Organic Growth Strategy**

With respect to our plans to increase net sales organically, we have identified, and are currently pursuing, several significant strategies, including:

- Expansion of our a la carte services offered to existing major national, multi-national and global clients who have not signed an infrastructure managed services agreement. This has been initiated reorganizing sales/marketing on the sale of individual infrastructure services and the global managed services offering. With reorganization of the professional services team structure, it permits Beacon to accommodate branch level services delivery to potential global clients.
- Additionally we have added regional and major account sales resources in each business unit. This will facilitate the introduction of Fortune 1000, Global 2000 and qualifying multi-national firms.

**Results of Operations**

*For the years ended September 30, 2011 and 2010*

In order to best discuss and compare operations for the years ended September 30, 2011 and 2010 our North American and European operations will be presented and discussed separately.

North American Operations

	For the year ended September 30							
	2011		2010		Change			
	North America		North America					
Net Sales	\$	11,142	100%	\$	10,273	100%	\$	869
Cost of materials sold		1,207	11%		1,405	14%		(198)
Cost of services		6,341	57%		5,035	49%		1,306
Gross profit		3,594	32%		3,833	37%		(239)
Operating expense								
Salaries and benefits		5,112	46%		5,139	50%		(27)
Selling, general and administrative		3,024	27%		4,043	39%		(1,019)
Intercompany services		(2,552)	-23%		(328)	-3%		(2,224)
Non-cash loss from sale of unit		656			-			656
Loss from operations		(2,646)	NM		(5,021)	NM		2,375
Other expense		(1,022)			(244)			(778)
Change if Fair Value of Warrants		-			(4,373)			4,373
Net Loss before taxes		(3,668)			(9,638)			5,970
Income tax expense		(59)			(49)			(10)
Net loss from continuing operations		(3,727)			(9,687)			5,960
Net income from discontinued operations		-			-			-
Net loss	\$	(3,727)		\$	(9,687)		\$	5,960

Net sales from our North American operations for the years ended September 30, 2011 and 2010 was \$11,142 and \$10,273. Year to date sales growth of 8% reflects our ability to penetrate the market and increase understanding and acceptance of the value add and cost savings our service offerings provide.

	For the years ended September 30,			
	2011	2010	Change	
	North America	North America		
Cost of services				
Direct labor		1,639	1,884	(245)
Subcontractor		4,231	2,745	1,486
Project expenses		471	406	65
Total cost of services		6,341	5,035	1,306

Cost of services increased for the years ended September 30, 2011 compared to the same period in 2010 as a result of increased volume and a shift in our business model whereby we utilize subcontractors to perform a larger portion of our service delivery as opposed to internal resources. This change in business model was also the source of the reduction in direct labor expenses in 2011 compared to the same period in 2010. In addition, sales in 2011 reflect a sales mix weighted toward our infrastructure management services business versus design and engineering services, which tend to be higher margin services, accounting for our overall margin decline.

Salaries and benefits of approximately \$5,112 and \$5,139 for the years ended September 30, 2011 and 2010 consisted of salaries and wages of approximately \$3,326 and \$2,913, benefits and payroll taxes of \$968 and \$943. Non-cash share-based compensation of \$740 and \$1,116 related primarily to granted stock options is included in salaries and wages and commissions and bonuses of \$78 and \$167. While headcount was reduced, the increase in salaries year to date is attributable to a workforce shift to a higher salaried professional administrative and management workforce, the increase in salaries being offset by reduced share based compensation expense due to vesting and option forfeitures through workforce attrition.

	For the years ended September 30,		
	2011	2010	Change
	North America	North America	
<b>Selling, general and administrative</b>			
Professional fees	808	1,352	(544)
Travel	379	473	(94)
Business Insurance	316	205	111
Depreciation and Amortization	311	551	(240)
Office related	307	300	7
Telecommunications and data	206	345	(139)
Bad debt	161	146	15
Other administrative services	536	671	(135)
Total selling, general and administrative	3,024	4,043	(1,019)

The reduction of selling, general and administrative costs reflects an ongoing, concerted effort to streamline operations and control costs, through negotiating fixed fee arrangements and eliminating duplicate or inefficient services, all the while increasing the efficiency and scalability of Beacon's administrative infrastructure. Management continues to monitor expenses in relation to business volume to achieve optimum results.

Included in the loss from operations is a non-cash charge of \$656 related to the sale of a unit in our middle market business. This transaction has allowed the company to reduce associated costs while continuing to move our focus to our core business.

#### European Operations

	For the year ended September 30				
	2011	2010	Change		
	Europe	Europe			
Net Sales	\$ 7,752	100% \$ 3,723	100% \$ 4,029		
Cost of materials sold	16	0%	153	4%	(137)
Cost of services	4,610	59%	1,487	40%	3,123
Gross profit	3,126	40%	2,083	56%	1,043
Operating expense				0%	
Salaries and benefits	456	6%	897		(441)
Selling, general and administrative	960	12%	1,516	41%	(556)
Intercompany services	2,552	33%	328	9%	2,224
Loss from operations	(842)	NM	(658)	-18%	(184)
Other expense	(119)		(15)	NM	(104)
Net loss before taxes	(961)		(673)		(288)
Income tax expense	18		(14)		32
Net (loss) from continuing operations	(943)		(687)		(256)
Net income (loss) from discontinued operations	7,892		(8,181)		16,073
Net income (loss)	\$ 6,949		\$ (8,868)		\$ 15,817

Net sales from European operations for the years ended September 30, 2011 and 2010 was \$7,752 and \$3,723 and show the growth in this segment as our operations gain traction in Europe. The increase in net sales reflects our success in leveraging our experiences to increase business from our largest customer and gain access to new markets. We expect our ability to grow net sales in our European segment will continue as we onboard new programs and expand into new markets.

	For the years ended September 30,			
	2011	2010	Change	
	Europe	Europe		
<b>Cost of services</b>				
Direct Labor		260	-	260
Subcontractor		4,081	1,060	3,021
Project expenses		269	427	(158)
Total cost of services		4,610	1,487	3,123

The increase in cost of services sold primarily reflects the increased net sales in Europe in 2011. In addition, the increase illustrates the maturing business in Europe and installation of our subcontractor business model. The volume and shift in work being delivered by subcontractors rather than internal resources is primarily responsible for the increase in subcontractor cost incurred in 2011, as a percentage of sales, in comparison with the same periods in 2010.

Additionally, gross profit as a percentage of sales decreased significantly during year ended September 30, 2011 compared to 2010 due to the majority of work being completed in European countries with higher cost structures and change in product mix away from higher margin professional services toward our infrastructure management services, which typically are higher cost and lower margin because the work is delivered by subcontractors.

Salaries and benefits of approximately \$456 and \$897 for the years ended September 30, 2011 and 2010 consisted of salaries and wages of \$217 and \$734, and \$239 and \$163 of related benefits. The decrease in salaries resulting from reducing headcount in the European market based on our better understanding of staffing needs.

	For the years ended September 30,		
	2011	2010	Change
	Europe	Europe	
<b>Selling, general and administrative</b>			
Bad debt	367	580	(213)
Outside services	233	81	152
Professional fees	79	283	(204)
Travel	63	266	(203)
Office related	167	163	4
Other administrative services	51	143	(92)
Total selling, general and administrative	960	1,516	(556)

The overall decrease reflects our operating experience in Europe which we leveraged to improve the structure and operating efficiency of the administrative function.

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

For the year ended September 30, 2011, we generated net income of \$3,222, which includes income from discontinued operations of \$7,892 (see Note 4), non-cash expenses for share based compensation of \$1,022, non-cash depreciation and amortization expense of \$350 and cash used in continuing operations amounting to \$1,306. Our accumulated deficit amounted to \$36,583, while we had cash of \$861 and a working capital deficit of \$2,169.

Financing transactions we completed during the year ended September 30, 2011 include the following:

On August 17, 2010 we entered into a long term line of credit facility with one of our directors for \$4,000, the facility has an annual interest rate of 7.73% on any outstanding balance and a facility fee of the greater of \$40 or 1% of the unused balance. Additionally, 15,000 warrants, with a five year term exercisable at \$1.00 per share, per month are earned for each month the facility is outstanding. On August 12, 2011, the Company modified this agreement, extending the term another 24 months, and reducing the credit facility to \$2,000, with an annual interest rate of 7.75% on any outstanding balance. On October 26, 2011, the Company has decided to terminate the long term line of credit facility and associated put right entered into on August 17, 2010 and revised August 12, 2011, with one of our directors. See Note 10 for additional details.

On November 23, 2010, we initiated a private placement (the "Placement") of up to \$3,000 of 12 month Senior Secured Notes ("Notes") with warrants to purchase 150 shares of Beacon's common stock at \$0.40 per share for every \$1 in principal invested, and bear interest at 9% APR. The Placement was made on a "best efforts" basis with a Minimum of \$600 and a Maximum of \$3,000. Net proceeds have been used to repay and replace an existing Senior Secured Bank Note totaling approximately \$300 and for general working capital purposes. The Placement expired on March 30, 2011, the date the Maximum was raised, with net proceeds received of \$2,667 (gross proceeds of \$3,000 less offering costs of \$333).

On March 25, 2011 Beacon offered in a private placement 350 units of preferred stock (the "Series C-1 Units"), to two existing shareholders, at a purchase price of \$2 per Series C-1 Unit. As of June 30, 2011, we completed the sale of 350 Series C-1 Units for an aggregate purchase price of \$526 and issued 350,000 warrants having a fair value, as determined using the Black Scholes pricing model, of \$112

On May 4, 2011 Beacon offered in a private placement 100 units of preferred stock (the "Series C-2 Units"), at a purchase price of \$2 per Series C-2 Unit, for an aggregate purchase price of \$150 and issued 100,000 warrants having a fair value, as determined using the Black Scholes pricing model, of \$32.

In light of the recent progress we made in the execution of our business plan, the funding that occurred during the year, the proceeds from the Senior Secured Notes and C-3 private placement subsequent to year end (See Note 17 – Subsequent Events for information regarding additional financing), we believe that our currently available cash and the funds expected to be generated from operations will enable us to operate our business and repay our debt obligations as they become due through October 1, 2012.

However, we may require additional capital in order to execute our business plan. If we are unable to raise additional capital, or encounter unforeseen circumstances that place constraints on our capital resources, we will be required to take various measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing our business development activities, suspending the pursuit of our business plan, and controlling overhead expenses. We cannot provide any assurance that we will raise additional capital. We have not secured any commitments for new financing at this time, nor can we provide any assurance that new financing will be available to us on acceptable terms, if at all.

**Off-Balance Sheet Arrangements**

We have four operating lease commitments for real estate used for office space.

**Contractual Obligations as of September 30, 2011:**

The following is a summary of our contractual obligations and their respective maturity dates as of September 30, 2011:

<u>Contractual Obligations</u>	<u>Total</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>
Long-term debt obligations	\$ 3,304	\$ 3,280	\$ 24	\$ -	\$ -	\$ -
Interest obligations (1)	279	279	-	-	-	-
Operating lease obligations (2)	1,002	243	243	239	198	79
	<u>\$ 4,585</u>	<u>\$ 3,802</u>	<u>\$ 267</u>	<u>\$ 239</u>	<u>\$ 198</u>	<u>\$ 79</u>

(1) Interest obligations assume Prime Rate of 3.25% at September 30, 2011. Interest rate obligations are presented through the maturity dates of each component of long-term debt.

(2) Operating lease obligations represent payment obligations under non-cancelable lease agreements classified as operating leases and disclosed pursuant to ASC 840 “Accounting for Leases,” as may be modified or supplemented. These amounts are not recorded as liabilities as of the current balance sheet date.

Dividends on Series A and A-1 Preferred Stock are payable quarterly at an annual rate of 10%, Series B, Series C-1 and C-2 Preferred Stock are payable quarterly at an annual rate of 6% in cash or the issuance of additional shares of Preferred Stock. If we were to fund dividends accruing during the year ending September 30, 2011 in cash, the total obligation would be \$247 based on the number of shares of Series A, A-1, B, C-1 and C-2 Preferred Stock outstanding as of September 30, 2011.

We currently anticipate the cash requirements for capital expenditures, operating lease commitments and working capital will likely be funded with our existing fund sources and cash provided from operating activities. In the aggregate, total capital expenditures are not expected to be significant for the year ended September 30, 2011 and could be curtailed should we experience a shortfall in expected financing.

**Working Capital**

As of September 30, 2011, our current liabilities exceed current assets by approximately \$2,169 with the largest components being accounts payable and senior secured debt. The \$100 bridge note recorded in current liabilities is convertible into common stock and the note agreement provides for vesting of additional warrants to purchase shares of common should the holders continue to hold the debt and immediate vesting of the additional warrants upon conversion.

**Critical Accounting Policies and Estimates**

We consider the following to be critical policies: revenue and cost recognition, share based payments, common stock purchase warrants and other derivative financial instruments and fair value of financial assets and liabilities.

**Recent Accounting Pronouncements**

The information contained in Note 3 to the accompanying consolidated financial statements included in Item 8 to this annual report is incorporated herewith by reference.



**Item 8. Financial Statements and Supplementary Data**

Consolidated Financial Statements of Beacon Enterprise Solutions Group, Inc.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Audit Committee of the  
Board of Directors and Stockholders  
Beacon Enterprise Solutions Group, Inc.

We have audited the accompanying consolidated balance sheets of Beacon Enterprise Solutions Group, Inc. and Subsidiaries (the "Company") as of September 30, 2011 and 2010, and the related consolidated statements of operations, changes in stockholders' equity (deficiency) and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Beacon Enterprise Solutions Group, Inc. and subsidiaries, as of September 30, 2011 and 2010, and the consolidated results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

*Marcum LLP*

New York, NY  
December 12, 2011

**Beacon Enterprise Solutions Group, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
(all amounts in 000's except share and per share data)

	September 30, 2011	September 30, 2010
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 861	\$ 246
Accounts receivable, net	3,752	4,535
Inventory, net	-	557
Prepaid expenses and other current assets	1,345	357
Current assets of discontinued operations	-	133
Total current assets	<u>5,958</u>	<u>5,828</u>
Property and equipment, net	249	420
Goodwill	2,792	2,792
Other intangible assets, net	2,905	3,011
Other assets	18	20
Total assets	<u>\$ 11,922</u>	<u>\$ 12,071</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)</b>		
Current liabilities:		
Bridge note - related party	\$ 100	\$ 100
Current portion of long-term debt	180	379
Senior secured notes payable, net of unamortized deferred debt discount of \$48	2,952	-
Accounts payable	3,204	2,971
Accrued expenses and other current liabilities	1,691	880
Current liabilities of discontinued operations	-	8,558
Total current liabilities	<u>8,127</u>	<u>12,888</u>
Non-current line of credit - related party	-	630
Long-term debt, less current portion	24	403
Deferred tax liability	212	153
Total liabilities	<u>8,363</u>	<u>14,074</u>
Stockholders' equity (deficiency)		
Preferred Stock: \$0.01 par value, 5,000,000 shares authorized, 1,491 and 1,041 shares issued and outstanding at September 30, 2011 and 2010, respectively, in the following classes:		
Series A convertible preferred stock, \$1,000 stated value, 4,500 shares authorized, 30 shares issued and outstanding at September 30, 2011 and 2010, respectively, (liquidation preference \$96)	30	30
Series A-1 convertible preferred stock, \$1,000 stated value, 1,000 shares authorized, 311 shares issued and outstanding at September 30, 2011 and 2010, respectively, (liquidation preference \$471)	311	311
Series B convertible preferred stock, \$1,000 stated value, 4,000 shares authorized, 700 shares issued and outstanding at September 30, 2011 and 2010, respectively, (liquidation preference \$1,020)	700	700
Series C-1 convertible preferred stock, \$1,500 stated value, 400 shares authorized, 350 issued and outstanding at September 30, 2011 (liquidation preference \$703)	525	-
Series C-2 convertible preferred stock, \$1,500 stated value, 2,000 shares authorized, 100 issued and outstanding at September 30, 2011 (liquidation preference \$198)	150	-
Common stock, \$0.001 par value 70,000,000 shares authorized 37,611,396 and 37,376,396 shares issued and outstanding at September 30, 2011 and 2010, respectively	38	37
Additional paid in capital	38,342	37,137
Accumulated deficit	(36,583)	(39,711)
Accumulated other comprehensive income (loss)	46	(507)
Total stockholders' equity (deficiency)	<u>3,559</u>	<u>(2,003)</u>
Total liabilities and stockholders' equity (deficiency)	<u>\$ 11,922</u>	<u>\$ 12,071</u>

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

**Beacon Enterprise Solutions Group, Inc. and Subsidiaries**  
**Consolidated Statements of Operations**  
(all amounts in 000's except share and per share data)

	For the Year Ended September 30, 2011	For the Year Ended September 30, 2010
Net sales	\$ 18,894	\$ 13,996
Cost of goods sold	1,223	1,558
Cost of services	10,951	6,522
Gross profit	6,720	5,916
Operating expenses		
Salaries and benefits	5,568	6,036
Selling, general and administrative	3,984	5,559
Loss on sale of unit	656	-
Total operating expenses	10,208	11,595
Loss from operations	(3,488)	(5,679)
Other expenses		
Interest expense	(420)	(241)
Other expenses	(721)	(18)
Change in fair value of warrants	-	(4,373)
Total other expenses	(1,141)	(4,632)
Net loss before income taxes	(4,629)	(10,311)
Income tax expense	(41)	(63)
Loss from continuing operations	(4,670)	(10,374)
Income (loss) from discontinued operations	7,892	(8,181)
Net income (loss)	3,222	(18,555)
Preferred Stock:		
Contractual dividends	(94)	(175)
Deemed dividends related to beneficial conversion feature	-	(99)
Net income (loss) available to common stockholders	\$ 3,128	\$ (18,829)
Net loss per share to common stockholders - basic and diluted		
Net loss per share from continuing operations	(0.12)	(0.32)
Net income (loss) per share from discontinued operations	0.21	(0.25)
	\$ 0.09	\$ (0.57)
Weighted average shares outstanding basic and diluted	37,417,368	32,254,769
Other comprehensive income, net of tax		
Net income (loss)	\$ 3,128	\$ (18,829)
Foreign currency translation adjustment	553	(28)
Comprehensive income (loss)	\$ 3,681	\$ (18,857)

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

**Beacon Enterprise Solutions Group, Inc. and Subsidiaries**  
**Consolidated Statement of Stockholders' Equity (Deficiency)**  
(all amounts in 000's except share data)

	Series A Convertible Preferred Stock		Series A-1 Convertible Preferred Stock		Series B Convertible Preferred Stock		Series C-1 Convertible Preferred Stock		Series C-2 Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total	
	Shares	\$1,000 Stated Value	Shares	\$1,000 Stated Value	Shares	\$1,000 Stated Value	Shares	\$1,000 Stated Value	Shares	\$1,000 Stated Value	Shares	\$0.001 Par Value					
Balance at September 30, 2009	1,984	\$ 1,984	752	\$ 752	700	\$ 700	-	\$ -	-	\$ -	24,655,990	\$ 25	\$ 17,977	\$ (16,254)	10	\$ 5,194	
Cumulative effect of change in accounting principle - fair value of warrants with anti dilutive rights																(4,628)	(4,628)
Reclassification of derivative financial instruments																	10,095
Vested portion of share based payments to employee for services																	1,082
Common Stock issued in private placement																	3,795,295
Private placement offering costs																	4
Warrants issued for extension of non-interest bearing note																	1,884
Warrants issued under consulting agreements																	(584)
Common Stock issued for contingent earnout																	64
Common Stock issued for investor relations agreements																	199
Amortization of non-employee stock options issued for performance of services																	175,000
Conversion of preferred shares to common stock	(1,993)	(1,993)	(462)	(462)													100,000
Common Stock issued upon exercise of warrants																	66
Shares issued in conversion of bridge note to common																	34
Cashless warrant exercises																	3,286,372
Preferred Stock contractual dividends																	3
Preferred Stock contractual dividends paid in kind	39	39	21	21													4,738,966
Preferred stock deemed dividend																	5
Foreign currency translation adjustment																	183,620
Net loss																	441,153
Balance at September 30, 2010	30	\$ 30	311	\$ 311	700	\$ 700	-	\$ -	-	\$ -	37,376,396	\$ 37	\$ 37,137	\$ (39,711)	5	\$ (2,003)	
Vested portion of share based payments to employees for services																	688
Warrants issued under consulting agreements																	183
Amortization of market value of common stock vested for investor relations agreement																	23
Common Stock issued for investor relations agreements																	160,000
Amortization of non-employee stock options issued for performance of services																	1
Warrant issued for credit facility																	31
Discount on senior secured notes payable																	63
Warrants issued for construction bond																	71
Placement agent warrants																	180
Restricted stock issued for services																	15
Preferred Stock contractual dividends																	75,000
Preferred Stock issued in private placement																	19
Private placement offering costs																	-
Net income																	180
Net change in accumulated comprehensive income																	(94)
Balance at September 30, 2011	30	\$ 30	311	\$ 311	700	\$ 700	350	\$ 525	100	\$ 150	37,611,396	\$ 38	\$ 38,342	\$ (36,583)	46	\$ 3,559	
Common Stock issued for contingent earnout																	350

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

**Beacon Enterprise Solutions Group, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
(all amounts in 000's)

	For the Year Ended September 30, 2011	For the Year Ended September 30, 2010
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income (loss)	\$ 3,222	\$ (18,555)
Net (income) loss from discontinued operations (including gain on deconsolidation of \$7,892)	(7,892)	8,181
Net loss from continuing operations	(4,670)	(10,374)
Adjustments to reconcile net income (loss) to net cash used in continuing operating activities:		
Loss on sale of unit	656	-
Change in reserve for obsolete inventory	55	(10)
Change in reserve for doubtful accounts	488	710
Depreciation and amortization	350	589
Non-cash interest	71	136
Share based payments	1,022	1,381
Amortization of deferred finance fees	250	-
Amortization of debt discount	132	-
Change in fair value of warrants with anti-dilution rights	-	4,373
Change in deferred tax liability	59	50
Changes in operating assets and liabilities:		
Accounts receivable	281	(2,176)
Inventory	(41)	58
Prepaid expenses and other assets	(768)	128
Accounts payable	234	897
Accrued expenses and other current liabilities	575	(1,900)
<b>CASH USED IN CONTINUING OPERATING ACTIVITIES</b>	<b>(1,306)</b>	<b>(6,138)</b>
<b>CASH PROVIDED BY DISCONTINUED OPERATIONS</b>	<b>-</b>	<b>1,298</b>
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(1,306)</b>	<b>(4,840)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capital expenditures	(118)	(342)
Capital expenditures of discontinued operations	-	(183)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(118)</b>	<b>(525)</b>
<b>CASH FLOWS FROM CONTINUING FINANCING ACTIVITIES</b>		
Proceeds from sale of common stock, net of offering costs	-	2,398
Proceeds from warrant exercises, net of offering costs	-	3,631
Proceeds from issuance of notes	-	765
Proceeds from issuance of senior secured notes payable, net of offering co	2,667	-
Proceeds from non-current line of credit - related party	310	630
Proceeds from sale of preferred stock, net of offering costs	607	-
Payments on non-current line of credit - related party	(940)	(50)
Payments on short term debt	-	(1,265)
Repayment of convertible notes	-	(298)
Payments of notes payable	(579)	(496)
<b>NET CASH PROVIDED BY CONTINUING FINANCING ACTIVITIES</b>	<b>2,065</b>	<b>5,315</b>
Effect of exchange rate changes on cash and cash equivalents	(26)	69
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>615</b>	<b>19</b>
<b>CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD</b>	<b>246</b>	<b>227</b>
<b>CASH AND CASH EQUIVALENTS - END OF PERIOD</b>	<b>\$ 861</b>	<b>\$ 246</b>
Supplemental disclosures		
Cash paid for:		
Interest	\$ 285	\$ 105
Income taxes	\$ -	\$ -
Non-cash investing and financing activities:		
Conversion of debt to common stock	\$ -	\$ 110
Settlement of account payable with common stock	\$ -	\$ 235
Accrued dividends	\$ 247	\$ 154

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

**BEACON ENTERPRISE SOLUTIONS GROUP, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(amounts in thousands, except share and per share data)**

**NOTE 1 — ORGANIZATION AND DESCRIPTION OF BUSINESS**

**Organization**

The consolidated financial statements presented are those of Beacon Enterprise Solutions Group, Inc., which was originally formed in the State of Indiana on June 6, 2007 and combined with Suncrest Global Energy Corp. a Nevada corporation, on December 20, 2007. In these footnotes to the consolidated financial statements, the terms "Company," "Beacon," "we," "us" or "our" mean Beacon Enterprise Solutions Group, Inc. and all subsidiaries included in our consolidated financial statements.

Beacon provides global, international and regional telecommunications and technology systems infrastructure services, encompassing a comprehensive suite of consulting, design, installation, and infrastructure management offerings. Beacon's portfolio of infrastructure services spans all professional and construction requirements for design, build and management of telecommunications, network and technology systems infrastructure. Professional services offered include consulting, engineering, program management, project management, construction services and infrastructure management services. Beacon offers these services under either a comprehensive contract option or unbundled to some global and regional clients.

**NOTE 2 — LIQUIDITY AND FINANCIAL CONDITION**

For the year ended September 30, 2011, we generated net income of \$3,222, which includes income from discontinued operations of \$7,892 (see Note 4), non-cash expenses for share based compensation of 1,022, non-cash depreciation and amortization expense of \$350 and cash used in continuing operations amounting to \$1,306. Our accumulated deficit amounted to \$36,583, while we had cash of \$861 and a working capital deficit of \$2,169.

On September 30, 2011, we sold a unit of our business that was deemed outside our core business. The resulting transaction consisted of disposing the inventory and related assets of the unit, for which we recognized a loss of \$656, in exchange for a three year interest in the sales of the disposed unit.

Financing transactions we completed during the year ended September 30, 2011 include the following:

On August 17, 2010 we entered into a long term line of credit facility with one of our directors for \$4,000, the facility has an annual interest rate of 7.73% on any outstanding balance and a facility fee of the greater of \$40 or 1% of the unused balance. Additionally, 15,000 warrants, with a five year term exercisable at \$1.00 per share, per month are earned for each month the facility is outstanding. On August 12, 2011, the Company modified this agreement, extending the term another 24 months, and reducing the credit facility to \$2,000, with an annual interest rate of 7.75% on any outstanding balance. On October 26, 2011, the Company has decided to terminate the long term line of credit facility and associated put right entered into on August 17, 2010 and revised August 12, 2011, with one of our directors. See Note 10 for additional details.

On November 23, 2010, we initiated a private placement (the "Placement") of up to \$3,000 of 12 month Senior Secured Notes ("Notes") with warrants to purchase 150 shares of Beacon's common stock at \$0.40 per share for every \$1 in principal invested, with interest at 9% APR. Net proceeds were used to repay and replace an existing Senior Secured Bank Note totaling approximately \$300 and for general working capital purposes. The Placement expired on March 30, 2011, the date the Maximum was raised, with net proceeds received of \$2,667 (gross proceeds of \$3,000 less offering costs of \$333).

On March 25, 2011 Beacon offered in a private placement 350 units of preferred stock (the "Series C-1 Units"), to two existing stockholders, at a purchase price of \$2 per Series C-1 Unit. See Note 8 for more details. As of June 30, 2011, we completed the sale of 350 Series C-1 Units for an aggregate purchase price of \$525 and issued 350,000 warrants having a fair value, as determined using the Black Scholes pricing model, of \$112

On May 4, 2011 Beacon offered in a private placement 100 units of preferred stock (the "Series C-2 Units"), at a purchase price of \$2 per Series C-2 Unit, for an aggregate purchase price of \$150 and issued 100,000 warrants having a fair value, as determined using the Black Scholes pricing model, of \$32.

Based on the recent progress we made in the execution of our business plan, the funding that occurred during the year and subsequent funding, we believe that our currently available cash and the funds expected to be generated from operations will enable us to operate our business and repay our debt obligations as they become due through October 1, 2012. However, we may require additional capital in order to execute our business plan. If we are unable to raise additional capital, or encounter unforeseen circumstances that place constraints on our capital resources, we will be required to take various measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing our business development activities, suspending the pursuit of our business plan, and controlling overhead expenses. We cannot provide any assurance that we will raise additional capital. We have not secured any commitments for new financing at this time, nor can we provide any assurance that new financing will be available to us on acceptable terms, if at all.

#### **NOTE 3 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

##### **Principles of Consolidation**

The consolidated financial statements include the accounts of Beacon Enterprise Solutions Group, Inc., a Nevada corporation and its wholly-owned subsidiaries including BESG Ireland Ltd. and Beacon Solutions S.R.O., which began operations November 1, 2009 and January 1, 2010, respectively. Additionally, Datacenter Contractors AG (formerly Beacon Solutions AG) acquired on July 29, 2009 and discontinued as of June 30, 2010, has been deconsolidated due to the cessation of our controlling financial interest in the subsidiary (see Note 4). All significant intercompany accounts and transactions have been eliminated in consolidation.

##### **Reclassifications**

Certain amounts in the prior period financial statement have been reclassified to conform to the current period presentation.

##### **Use of Estimates**

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of net sales and expenses during the reporting period. Actual results could differ from those estimates. These estimates and assumptions include valuing equity securities and derivative financial instruments issued in financing transactions and share based payment arrangements, accounts receivable reserves, inventory reserves, deferred taxes and related valuation allowances and estimating the fair values of long lived assets to assess whether impairment charges may be necessary. Certain of our estimates, including accounts receivable and inventory reserves and the carrying amounts of intangible assets could be affected by external conditions including those unique to our industry and general economic conditions. It is reasonably possible that these external factors could have an effect on our estimates that could cause actual results to differ from our estimates. We re-evaluate all of our accounting estimates at least quarterly based on these conditions and record adjustments, when necessary.

##### **Discontinued Operations**

For purposes of determining discontinued operations, the Company has determined Datacenter Contractors AG, included with our European segment, is a component of the Company within the context of ASC 205-20 Discontinued Operations. Transactions that result in the disposal of a component, thereby eliminating the cash flows of that component from our operations, and for which we have no continuing involvement are reported as discontinued operations. Consequently, the Company has classified the results of operations of Datacenter Contractors AG as discontinued operations for all periods presented.

##### **Revenue and Cost Recognition**

Beacon applies the revenue recognition principles set forth under the Securities and Exchange Commission's Staff Accounting Bulletin ("SAB") 104 with respect to all of our net sales. Accordingly, we recognize net sales when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred, (iii) the vendor's fee is fixed or determinable, and (iv) collectability is reasonably assured. Accordingly, it is our policy to determine the method of accounting for each of our contracts at the inception of the arrangement and account for similar types of contracts using consistent methodologies of accounting within the GAAP hierarchy. A discussion of our specific net sales recognition policies by category is as follows:

###### *Construction Type Contracts*

On November 6, 2009 we entered into an approximately \$25,000 fixed price construction type contract, pursuant to which we have been engaged to act as the general contractor in the construction of a data center that we expected to complete in two phases through October 2010. The contract provided for a contingent penalty of 0.3% per month if the contract is not completed by an agreed upon date, not to exceed 10% of the total contract price. We evaluated this contract at the inception of the arrangement to determine the proper method of accounting based on the highest level of literature within the GAAP hierarchy. We determined that the nature of our work under this contract falls within the scope of a "construction type" contract for which net sales would most appropriately be recognized using the percentage of completion method of accounting.



During the year ended September 30, 2010 we recognized approximately \$16,948 of net sales under the aforementioned contract, which is reported in discontinued operations in the accompanying consolidated statement of operations (Note 4). We measured our progress on this contract through September 30, 2010 under the percentage-of-completion method of accounting in which sales value was estimated on the basis of physical completion to date (the total contract amount multiplied by percent of performance to date less revenues recognized in previous periods). We applied this method of measurement because management considered it to be the most objective measurement of progress in the circumstance.

When applicable we also record losses on contracts in progress during the period in which it is determined that a loss would be incurred on a construction type contract.

As of September 30, 2011 we deconsolidated the results of this operation due to a cessation of control and recorded a gain of \$7,892 in discontinued operations, which principally consists of the elimination of net liabilities of the operation (Note 4).

#### *Time and Materials Contracts*

Our time and materials type contracts principally include business telephone and data system installation contracts completed in time frames of several weeks to 60 or 90 days. Under these types of contracts, we generally design the system using in-house engineering labor, provide non-proprietary materials supplied by an original equipment manufacturer ("OEM") and install the equipment using in-house or subcontracted labor. We occasionally sell extended warranties on certain OEM supplied equipment; however, the OEM is the primary obligor under such warranty coverage and the amount of net sales we receive from such warranties is insignificant to the arrangements. Our contracts clearly specify deliverables, selling prices and scheduled dates of completion. We also generally require our customers to provide us with a significant deposit that we initially record as a liability and apply to subsequent billings. Title and risk of loss on materials that we supply to our customers under these arrangements is transferred to the customer at the time of delivery. Our contracts are cancelable upon 60 days' notice by either party; however, completion of the work we perform under these contracts, which occurs in a predictable sequence, is within our control at all times. Amounts we bill for delivered elements are not subject to concession or contingency based upon the completion of undelivered elements specified in our contracts.

We account for voice and data installation contracts as multiple—deliverable arrangements. Prior to October 1, 2009 we accounted for multiple-deliverable net sales arrangements using the relative fair value method of accounting, which required companies to have vendor specific objective evidence ("VSOE") of fair value in order for deliverables to be considered a unit of accounting and to use the residual method of allocating arrangement consideration to undelivered elements. We recognize net sales for delivered elements under these arrangements based on the amount of arrangement considered allocated to the delivered element once all of the criteria for net sales recognition have been met.

In October 2009, the Financial Accounting Standards Board ("FASB") issued ASU No. 2009-13 *Revenue Recognition (ASC Topic 605) Multiple-Deliverable Revenue Arrangements — a consensus of the FASB EITF 00-21-1* ("ASU 2009-13"). ASU 2009-13, requires the use of the relative selling price method of allocating arrangement consideration to units of accounting in a multiple-deliverable net sales arrangement and eliminates the residual method. This new accounting principle establishes a hierarchy to determine the selling price to be used for allocating arrangement consideration to deliverables as follows: (i) vendor-specific objective evidence of selling price ("VSOE"), (ii) third-party evidence of selling price ("TPE"), and (iii) best estimate of the selling price ("ESP"). ASU 2009-13 is effective prospectively for net sales arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010.

Effective October 1, 2009, we elected to early adopt ASU No. 2009-13 for all multiple-element net sales arrangements entered into on or after October 1, 2009. Using this method, we designate deliverables within the arrangement as units of accounting when they are (a) deemed to have standalone value and (b) if the arrangement includes a general right of return relative to the delivered item, delivery or performance of the undelivered items is considered probable and substantially in our control. ASU No. 2009-13 no longer requires companies to have VSOE of fair value in order for a deliverable to be considered a unit of accounting. The adoption of ASU No. 2009-13 has not had a material effect on the manner in which we designate units of accounting or allocate arrangement consideration to such units because the selling prices of our deliverables, which is the principal factor that differentiates the two accounting standards, generally approximates fair value.

We recognized approximately \$135 and \$614 from multiple element arrangements for the years ended September 30, 2011 and 2010, respectively and \$13,746 and \$7,737 from time and material contacts that did not include multiple-element arrangements for the years ended September 30, 2011 and 2010, respectively.

#### *Professional Services Sales*

We generally bill our customers for professional telecommunications and data consulting services based on hours of time spent on any given assignment at our hourly billing rates. As it relates to delivery of these services, we recognize sales under these arrangements as the work is performed and the customer has indicated their acceptance of services by approving a completion order. We generated approximately \$5,013 and \$5,645 of professional services sales during the years ended September 30, 2011 and 2010, respectively. The Company accounts for sales taxes collected on behalf of government authorities using the net method. Pursuant to this method, sales taxes are included in the amounts receivable and a payable is recorded for the amounts due to the government agencies.

#### ***Fair Value of Financial Assets and Liabilities***

The carrying amounts of cash and cash equivalents, accounts payable and accrued liabilities approximate fair value due to the short-term nature of these instruments. The carrying amounts of our short term credit obligations approximate fair value because the effective yields on these obligations, which include contractual interest rates taken together with other features such as concurrent issuance of warrants and/or embedded conversion options, are comparable to rates of returns for instruments of similar credit risk.

The Company measures the fair value of financial assets and liabilities based on the guidance of ASC 820 "Fair Value Measurements and Disclosures" which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 — quoted prices in active markets for identical assets or liabilities

Level 2 — quoted prices for similar assets and liabilities in active markets or inputs that are observable

Level 3 — inputs that are unobservable (for example cash flow modeling inputs based on assumptions)

No such items existed as of September 30, 2011 or 2010.

#### ***Foreign Currency Reporting***

The consolidated financial statements are presented in United States Dollars in accordance with ASC 830, "Foreign Currency Matters". Accordingly, the Company's subsidiaries, BESS Ireland Ltd, Datacenter Contractors AG and Beacon Solutions S.R.O. use the local currency (Euros, Swiss Francs and Czech Crowns, respectively) as their functional currencies. Assets and liabilities are translated at exchange rates in effect at the balance sheet date, and net sales and expense accounts are translated at average exchange rates during the period. Resulting translation adjustments of \$46 and (\$507) were recorded in comprehensive (loss) income in the accompanying consolidated balance sheets for the years ended September 30, 2011 and 2010.

#### ***Customer Concentration***

For the years ended September 30, 2011 and 2010, our largest customer accounted for approximately 78% and 64% of sales, respectively. As of September 30, 2011 and 2010 the accounts receivable balance for this customer was \$2,995 and \$3,941, respectively. Although we expect we will continue to have a high degree of customer concentration our customer engagements are typically covered by multi-year contracts or master service agreements under which we have been operating for a number of years. In addition, current economic conditions could harm the liquidity of and/or financial position of our customers or suppliers, which could in turn cause such parties to fail to meet their contractual or other obligations to us.

#### ***Advertising Expense***

Advertising costs are expensed as incurred. Advertising expense amounted to \$6 and \$38 for the years ended September 30, 2011 and 2010.

#### ***Cash and Cash Equivalents***

Beacon considers all highly liquid investments purchased with an original maturity date of three months or less to be cash equivalents. Due to their short-term nature, cash equivalents, when they are carried, are carried at cost, which approximates fair value.

#### Accounts Receivable

Accounts receivable include customer billings on invoices issued by us after the service is rendered or the sale earned. Credit is extended based on an evaluation of our customer's financial condition and advance payment for services is generally required for many of our services. Credit losses have been provided for in the financial statements and are within management's expectations.

We have established an allowance for doubtful accounts as an estimate of potential credit risk due to current market conditions. We perform ongoing credit evaluation of our customers' financial condition when we deem appropriate. Beacon has a policy of reserving for uncollectible accounts based on, among other things, historical collection experience, a review of the current aging status of customer receivables, a review of specific information for those customers deemed to be higher risk and other external factors including the current economic environment and conditions in the credit markets could affect the ability of our customers to make payments. We evaluate the adequacy of the allowance for doubtful accounts at least quarterly.

Unfavorable changes in economic conditions might impact the amounts ultimately collected from our customers and therefore could result in changes to the estimated allowance and future results of operations could be materially affected. Account balances deemed to be uncollectible or otherwise settled with a customer are charged to the allowance for doubtful accounts after all means of collection have been exhausted and the potential for recovery is considered remote. We currently believe the majority of our receivables are collectible due to the nature of the industry. The allowance for doubtful accounts amounted to \$1,365 and \$866 as of September 30, 2011 and 2010, respectively.

#### Inventory

Inventory, which consists of business telephone systems and associated equipment and parts, is stated at the lower of cost (first-in, first-out method) or market. In the case of slow moving items, we may write down or calculate a reserve to reflect a reduced marketability for the item. The actual percentage reserved will depend on the total quantity on hand, its sales history, and expected near term sales prospects. When we discontinue sales of a product, we will write down the value of inventory to an amount equal to its estimated net realizable value less all applicable disposition costs. Slow moving items include spare parts for older phone systems that we use to repair or upgrade customer phone systems. As of September 30, 2011, we have disposed of our inventory (Note 6).

#### Property and Equipment

Property and equipment is stated at cost, including any cost to place the property into service, less accumulated depreciation. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets which currently range from 3 to 5 years. Leasehold improvements are amortized over the shorter of their estimated useful lives or the term of the lease. Maintenance, repairs and minor replacements are charged to operations as incurred; major replacements and betterments are capitalized. The cost of any assets sold or retired and related accumulated depreciation are removed from the accounts at the time of disposition, and any resulting profit or loss is reflected in income or expense for the period.

#### Concentration of Credit Risk

Financial instruments that potentially expose the Company to concentrations of credit risk consist principally of cash and cash equivalents. We maintain our cash accounts at high quality financial institutions with balances, at times, in excess of federally insured limits. As of September 30, 2011 and 2010, we had no deposits in excess of federally insured limits. Management believes that the financial institutions that hold our deposits are financially sound and therefore pose minimal credit risk.

#### Goodwill and Intangible Assets

We account for goodwill and intangible assets in accordance with ASC 350 Intangibles - Goodwill and Other, ASU 2011-08 Intangibles - Goodwill and Other (Topic 350) - Testing Goodwill for Impairment. ASC 350 requires that goodwill and other intangibles with indefinite lives should be tested for impairment annually or on an interim basis if events or circumstances indicate that the fair value of an asset has decreased below its carrying value.

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in business combinations. GAAP requires that goodwill be tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis and between annual tests when circumstances indicate that the recoverability of the carrying amount of goodwill may be in doubt. Application of the goodwill impairment test requires judgment, including the identification of reporting units, assigning assets and liabilities to reporting units, assigning goodwill to reporting units, and determining the fair value. Significant judgment is required to estimate the fair value of reporting units include estimating future cash flows, determining appropriate discount rates and other assumptions. Changes in these estimates and assumptions could materially affect the determination of fair value and/or goodwill impairment. Upon consideration of our operations, we have determined Beacon operates a single reporting unit.

We review goodwill for possible impairment by comparing the fair value of the reporting unit to the carrying value of the assets. If the fair value exceeds the carrying value of net asset, no goodwill impairment is deemed to exist, except in circumstances in which the carrying value is less than zero. If the carrying value of the reporting unit is less than zero or the fair value does not exceed the carrying value, goodwill is tested for impairment and written down to its implied value if it is determined to be impaired. Based on a review of the fair value of our reporting unit, no impairment is deemed to exist as of September 30, 2011 or 2010.

Given the current economic environment and the uncertainties regarding the potential impact on the Company's business, if forecasted net sales and margin growth rates of our reporting units are not achieved, it is at least reasonably possible that triggering events could arise that would require us to evaluate the carrying amount of our goodwill for possible impairment prior to the next annual review that we would perform as of September 30, 2012. If a triggering event causes an impairment review to be required before the next annual review, it is not possible at this time to determine if an impairment charge would result or if such charge would be material.

Our amortizable intangible assets consist of customer relationships and covenants not to compete. These costs are being amortized using the straight-line method over their estimated useful lives. We amortize customer relationships on a straight line basis over a 15 year estimated useful life. The covenants not to compete are amortized on a straight line basis over a twenty four month estimated useful life. Amortization expense for the year ended September 30, 2011 and 2010 was \$106 and \$331.

We review the carrying value of intangibles and other long-lived assets for impairment at least annually or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of long-lived assets is measured by comparing the carrying amount of the asset or asset group to the undiscounted cash flows that the asset or asset group is expected to generate. If the undiscounted cash flows of such assets are less than the carrying amount, the impairment to be recognized is measured by the amount by which the carrying amount of the property, if any, exceeds its fair market value. No impairment was deemed to exist as of September 30, 2011 and 2010. We intend to re-evaluate the carrying amounts of our amortizable intangibles at least quarterly to identify any triggering events. As described above, if triggering events require us to undertake an impairment review, it is not possible at this time to determine whether it would be necessary to record a charge or if such charge would be material.

#### Preferred Stock

We apply the guidance enumerated in ASC 480 "Distinguishing Liabilities from Equity" when determining the classification and measurement of preferred stock. Preferred shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. We classify conditionally redeemable preferred shares (if any), which includes preferred shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within our control, as temporary equity. At all other times, we classify our preferred shares in stockholders' equity. Our preferred shares do not feature any redemption rights within the holders' control or conditional redemption features not within our control as of September 30, 2011 and 2010. Accordingly all issuances of preferred stock are presented as a component of consolidated stockholders' equity (deficiency).

#### Convertible Instruments

We evaluate and account for conversion options embedded in convertible instruments in accordance with ASC 815 "Derivatives and Hedging Activities".

Applicable generally acceptable accounting practices ("GAAP") requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria. The criteria includes circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. An exception to this rule when the host instrument is deemed to be conventional as that term is described under applicable GAAP.

We account for convertible instruments (when we have determined that the embedded conversion options should not be bifurcated from their host instruments) as follows. We record, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption. We also record, when necessary, deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the transaction and the effective conversion price embedded in the preferred shares.

#### Common Stock Purchase Warrants and Other Derivative Financial Instruments

We classify as equity any contracts that (i) require physical settlement or net-share settlement or (ii) provides us a choice of net-cash settlement or settlement in our own shares (physical settlement or net-share settlement) providing that such contracts are indexed to the Company's own stock as defined in ASC 815-40 ("Contracts in Entity's Own Equity"). We classify as assets or liabilities any contracts that (i) require net-cash settlement (including a requirement to net cash settle the contract if an event occurs and if that event is outside our control) or (ii) gives the counterparty a choice of net-cash settlement or settlement in shares (physical settlement or net-share settlement). We assess classification of our common stock purchase warrants and other free standing derivatives at each reporting date to determine whether a change in classification between assets and liabilities is required.

Our free standing derivatives consist of warrants to purchase common stock that we issued to three founding stockholders/directors and one independent qualified investor in connection with the Bridge Financing Facility and Bridge Notes described in Note 10, warrants issued pursuant to equity financing arrangements furnished by one of our directors as described in Note 12, warrants issued to the Series A, A-1, C-1 and C-2 Preferred Stock stockholders, and warrants issued to the placement agent and its affiliates in connection with various Private Placements described in Note 13. We evaluated the common stock purchase warrants to assess their proper classification in the balance sheet as of September 30, 2011 and 2010 using the applicable classification criteria enumerated under GAAP. We determined that the common stock purchase warrants do not feature any characteristics permitting net cash settlement at the option of the holders. Accordingly, these instruments have been classified in stockholders' equity in the accompanying consolidated balance sheet as of September 30, 2011 and 2010.

#### Share-Based Payments

We account for share based payments in accordance with ASC 718 Compensation — Stock Payments which results in the recognition of expense under applicable GAAP and requires measurement of compensation cost for all share based payment awards at fair value on the date of grant and recognition of compensation expense over the service period for awards expected to vest. We calculate the fair value of stock options using the Black-Scholes option pricing model. The fair value of restricted stock is determined based on the number of shares granted and the fair value of our common stock on date of grant. The recognized expense is net of expected forfeitures.

#### Income Taxes

We account for income taxes in accordance with ASC 740 "Income Taxes". ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carry forwards. We also record a valuation allowance when we determine that it is more likely than not that all or a portion of deferred tax assets will not be realized. Under applicable GAAP it is difficult to conclude that a valuation allowance is not needed when there is negative evidence such as cumulative losses in recent years. Therefore, cumulative losses weigh heavily in the overall assessment. Accordingly, we have recorded a full valuation allowance against our net deferred tax assets. In addition, we expect to provide a full valuation allowance on future tax benefits until we can sustain a level of profitability that demonstrates our ability to utilize the assets, or other significant positive evidence arises that suggests our ability to utilize such assets. We will continue to re-assess our reserves on deferred income tax assets in future periods on a quarterly basis.

We also periodically evaluate whether we have any uncertain tax positions requiring accounting recognition in our financial statements. Under applicable GAAP, companies may recognize a tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Applicable GAAP also provides guidance on the de-recognition of income tax liabilities, classification of interest and penalties on income taxes, and accounting for uncertain tax positions in interim period financial statements. Our policy is to record interest and penalties on uncertain tax provisions as a component of our income tax expense.

As described in Note 14, we completed our assessment of uncertain tax positions for the years ended September 30, 2011 and 2010, including the effects of the Share Exchange Transaction described in Note 1 and business combinations completed as described in Note 4. Based on this assessment, we have determined that we have no material uncertain income tax positions requiring recognition or disclosure for the years ended September 30, 2011 and 2010.

In many cases, our tax positions are related to tax years that remain subject to examination by relevant tax authorities. We file income tax returns in the United States (federal), Ireland and the Czech Republic as well as various state and local jurisdictions. In most instances, we are no longer subject to federal, state and local income tax examinations by taxing authorities for years prior to 2009.

#### Net Loss Per Share

Basic net income (loss) per share is computed by dividing net income (loss) per share available to common stockholders by the weighted average shares of common stock outstanding for the period and excludes any potentially dilutive securities. Diluted earnings per share reflect the potential dilution that would occur upon the exercise or conversion of all dilutive securities into common stock. The computation of income (loss) per share for the years ended September 30, 2011 and 2010 excludes potentially dilutive securities because their inclusion would be anti-dilutive.

Shares of common stock issuable upon conversion or exercise of potentially dilutive securities at September 30, 2011 are as follows:

	<u>Stock Options and Warrants</u>	<u>Common Stock Equivalents</u>	<u>Total Common Stock Equivalents</u>
Series A Convertible Preferred Stock with Warrants	20,131	40,263	60,394
Series A-1 Convertible Preferred Stock with Warrants	207,260	414,518	621,778
Series B Convertible Preferred Stock with Warrants	350,000	875,000	1,225,000
Series C Convertible Preferred Stock with Warrants	450,000	900,000	1,350,000
Common Stock Offering Warrants	2,807,322	-	2,807,322
Placement Agent Warrants	2,937,497	-	2,937,497
Affiliate Warrants	55,583	-	55,583
Bridge Financing	285,500	166,667	452,167
Convertible Notes Payable Warrants	50,000	-	50,000
Senior Secured Notes Payable Warrants	449,999	-	449,999
Compensatory Warrants	300,000	-	300,000
Bonding Warrants	33,120	-	33,120
Equity Financing Arrangements Warrants	881,662	-	881,662
Consulting Warrants	2,500,000	-	2,500,000
Employee Stock Options	3,434,696	-	3,434,696
Non-Employee Stock Options	250,000	-	250,000
	<u>15,012,770</u>	<u>2,396,448</u>	<u>17,409,218</u>

#### Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-05, "Comprehensive Income (Topic 220): Presentation of Comprehensive Income", which is effective for annual reporting periods beginning after December 15, 2011. ASU 2011-05 will become effective for the Company on January 1, 2012. This guidance eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. In addition, items of other comprehensive income that are reclassified to profit or loss are required to be presented separately on the face of the financial statements. This guidance is intended to increase the prominence of other comprehensive income in financial statements by requiring that such amounts be presented either in a single continuous statement of income and comprehensive income or separately in consecutive statements of income and comprehensive income. The adoption of ASU 2011-05 is not expected to have a material impact on our consolidated financial position or results of operations.

In September 2011, the FASB issued Accounting Standards Update No. 2011-08, Intangibles—Goodwill and Other (Topic 350)—Testing Goodwill for Impairment (ASU 2011-08), to simplify how entities test goodwill for impairment. ASU 2011-08 allows entities to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If a greater than 50 percent likelihood exists that the fair value is less than the carrying amount then a two-step goodwill impairment test as described in Topic 350 must be performed. The guidance provided by this update becomes effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, but early adoption is permitted. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial position and results of operations.

In May 2011, the FASB issued Accounting Standards Update ("ASU") No. 2011-04, "Fair Value Measurement (Topic 820) - Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." This ASU addresses fair value measurement and disclosure requirements within Accounting Standards Codification ("ASC") Topic 820 for the purpose of providing consistency and common meaning between U.S. GAAP and IFRSs. Generally, this ASU is not intended to change the application of the requirements in Topic 820. Rather, this ASU primarily changes the wording to describe many of the requirements in U.S. GAAP for measuring fair value or for disclosing information about fair value measurements. This ASU is effective for periods beginning after December 15, 2011. It is not expected to have any impact on the Company's consolidated financial statements or disclosures.

In December 2010 the FASB issued ASU 2010-28, "Intangibles — Goodwill and Other (Topic 350): When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts". ASU 2010-28 modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts by requiring an entity to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. This update will be effective for fiscal years beginning after December 15, 2010. The adoption of this pronouncement is not anticipated to have a material impact on the Company's consolidated financial position and results of operations.

Other accounting standards that have been issued or proposed by the FASB and SEC and/or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

**NOTE 4 — DISCONTINUED OPERATIONS**

On November 12, 2009, Datacenter Contractors AG ("DC", formerly known as "Beacon Solutions AG"), a wholly owned subsidiary of BESG Ireland Ltd., entered into a two-phase project management services agreement for the design and construction of a data center in Zurich, Switzerland. DC's operations principally consisted of services provided to one significant customer under a specific contract and were previously reported in the Company's European operating segment. Phase 1 of the agreement was completed in June 2010. Phase 2 of the agreement relates to the completion of the data center and was valued to the Company at approximately \$10,000 in net sales.

In June 2010, the customer notified the Company that it was terminating the agreement and cancelling Phase 2 due to a claimed breach. The Company and customer entered into negotiations regarding the possible continuation of the agreement which did not materialize. On December 14, 2010, Beacon announced that, as a result of DC's inability to reach a settlement of unpaid invoices by its largest debtor, the DC Board has filed the relevant statutory notices with the local judge in Switzerland in accordance with its fiduciary obligations under Swiss law. As a result of this action, Beacon ceases to have a controlling financial interest in DC and therefore, in accordance with ASC 810-10-65, must deconsolidate the subsidiary from the consolidated financial statements for the year ended September 30, 2011. The resultant deconsolidation generated a net income of \$7,892, for the ended September 30, 2011 which is mainly composed of the elimination of the net liabilities of the discontinued DC operations from Beacon's operations.

The assets and liabilities of DC have been classified on the consolidated balance sheets as current assets and liabilities of discontinued operations. The assets and liabilities comprising the balances, as classified in our consolidated balance sheets, consist of:

	As of September 30, 2010
<b>ASSETS</b>	
Cash	\$ 46
Accounts receivable	87
Total assets	<u>\$ 133</u>
<b>LIABILITIES</b>	
Accounts payable	\$ 7,554
Accrued expenses	1,004
Total liabilities	<u>\$ 8,558</u>

The following table presents the results of the discontinued operations.

	For the Year Ended September 30, 2010
Net Sales	\$ 16,948
Net loss before taxes	(8,181)
Income taxes	-
Net loss from discontinued operations	\$ (8,181)

As part of the discontinued operations, goodwill and intangible assets recorded as a result of the acquisition of Symbiotec Solutions AG were deemed impaired and therefore written off as of September 30, 2010 in the amount of \$254 and \$396, respectively

We accounted for the filing under the guidance of ASU No. 2010-02, "Accounting and Reporting for Decreases in Ownership of a Subsidiary - a Scope Clarification" which requires an entity to deconsolidate a subsidiary when the entity ceases to have a controlling financial interest in the subsidiary.

**NOTE 5 — ACCOUNTS RECEIVABLE**

Accounts receivable consists of the following:

	As of September 30, 2011	As of September 30, 2010
Accounts receivable	\$ 5,117	\$ 5,401
Less: Allowance for doubtful accounts	(1,365)	(866)
Accounts receivable, net	\$ 3,752	\$ 4,535

Additions and charges to the allowance for doubtful accounts consist of the following:

	As of September 30, 2011	As of September 30, 2010
Opening balance	(866)	\$ (156)
Add: additions to reserve	(520)	(752)
Less: charges	21	42
Ending balance	\$ (1,365)	\$ (866)

**NOTE 6 — INVENTORY, NET**

Inventory as of September 30, 2010 consisted of the following:

	As of September 30, 2010
Inventory (principally parts and system components)	\$ 707
Less: reserve for obsolete inventory	(150)
Inventory	\$ 557



On September 30, 2011 the Company sold all of its remaining inventory to a purchaser that acquired certain assets and assumed certain contractual obligations to service specific contracts. Any consideration that the Company may receive is contingent upon the purchaser's ability to generate revenue in future periods. Accordingly, the Company recorded \$656 as a component of its operating loss for the year ended September 30, 2011.

**NOTE 7 — PROPERTY AND EQUIPMENT, NET**

Property and equipment consist of the following as of September 30, 2011 and 2010:

	<u>September 30, 2011</u>	<u>September 30, 2010</u>
Equipment	\$ 530	\$ 500
Software	263	240
Furniture and Fixtures	60	58
Vehicles	19	82
Leasehold Improvements	12	19
	<u>\$ 884</u>	<u>\$ 899</u>
Less: Accumulated Depreciation	(635)	(479)
Fixed Assets, net	<u>\$ 249</u>	<u>\$ 420</u>

Depreciation amounted to approximately \$245 and \$258 for the years ended September 30, 2011 and 2010, respectively.

**NOTE 8 — INTANGIBLE ASSETS, NET**

The following table is a summary of intangible assets:

	<u>As of September 30, 2011</u>	<u>As of September 30, 2010</u>
Goodwill	\$ 2,792	\$ 2,792
Customer relationships	3,804	3,804
Covenants not to compete	500	500
	<u>4,304</u>	<u>4,304</u>
Less: Accumulated amortization	(1,399)	(1,293)
Intangibles, net	<u>\$ 2,905</u>	<u>\$ 3,011</u>

The above noted intangible assets are being amortized on a straight-line basis. Customer relationships are being amortized over a 15 year useful life; contracts not to compete had been amortized over a 2 year useful life based on the estimated economic benefit. Amortization expense for the years ended September 30, 2011 and 2010 was \$106 and \$331.

The following is a summary of amortization expense for the next five fiscal years and thereafter:

	<u>Fiscal Year ended September 30,</u>	
	<u>2012</u>	<u>2013</u>
	\$ 254	254
	254	254
	254	254
	254	254
Thereafter	<u>1,635</u>	<u>1,635</u>
	<u>\$ 2,905</u>	<u>\$ 2,905</u>

**NOTE 9 — ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES**

Accrued expenses consist of the following:

	As of September 30, 2011	As of September 30, 2010
Service delivery	\$ 568	\$ 123
Compensation related	334	483
Dividends	247	153
Interest	39	50
Other	503	71
	<u>\$ 1,691</u>	<u>\$ 880</u>

**NOTE 10 — NOTES PAYABLE, LONG TERM DEBT AND LINE OF CREDIT – RELATED PARTY**

The following is a summary of our notes payable and long term debt:

	As of September 30, 2011	As of September 30, 2010
Bridge Note	\$ 100	\$ 100
Senior secured notes, net of unamortized deferred discount of \$48	\$ 2,952	\$ -
Integra Bank	\$ -	\$ 323
Acquisition notes (payable to the sellers of the acquired businesses):		
CETCON	162	290
Strategic Secured Note	42	169
	204	782
Less: current portion	(180)	(379)
Non-current portion	<u>\$ 24</u>	<u>\$ 403</u>
Long term Line of Credit - related party	<u>\$ -</u>	<u>\$ 630</u>

**Short-Term Lines of Credit and Notes Payable**

On February 8, 2010, we received \$40 in loan proceeds and issued a related short-term promissory note with a 4% per annum interest rate and 1% origination fee. The note was paid in full on March 19, 2010.

On February 26, 2010, we received \$500 in loan proceeds and issued a related short-term, non-interest bearing promissory note, which was secured but subordinate to all existing senior debt outstanding. Terms of the note included a principal payment of \$250 on March 31, 2010 with the balance of \$250, in addition to a \$10 origination fee, to be paid on April 30, 2010. In agreement with the note holder, the March 31, 2010 payment was extended through and paid on April 1, 2010. The remaining \$250 plus \$10 origination fee was paid on April 30, 2010.

#### Convertible Notes Payable

On January 22, 2009, Beacon entered into convertible notes payable with a group of private investors (the "Notes") facilitated by a broker/dealer. Proceeds of the Notes were \$500 in the aggregate. The Notes had an original maturity date of July 21, 2009 with interest payable at a fixed annual rate of 12.5% due monthly. The maturity date of the Notes was extended to January 21, 2010 with interest payable at a fixed annual rate of 15% per annum on the unpaid balance due on the note, which amounted to \$298 at September 30, 2009. Each of the note holders also received a five-year warrant to purchase one share of Beacon Common Stock (the "Note Warrants") at a purchase price of \$1.00 per share per \$10 of note principal (50,000 shares in the aggregate). We recorded aggregate discounts of \$74 to the face value of the Notes based upon the relative fair values of the notes and the warrants and the effects of a beneficial conversion feature. The discount is being accreted over the life of the Notes which amounted to \$74 through September 30, 2009 and is included as a component of interest expense in the accompanying Statement of Operations.

During the year ended September 30, 2010 we repaid the remaining principal and \$1 of interest expense.

#### Bridge Notes

On March 31, 2010, a non-director Bridge Note holder elected to convert a convertible, demand note and accrued interest of \$110 to 183,620 common shares. A remaining \$100 note, held by a Director of the company, is presented as a current liability in our consolidated balance sheet as of September 30, 2011 and 2010, respectively.

We recorded contractual interest expense of approximately \$3 and \$5 for the years ended September 30, 2011 and 2010, respectively. We recorded aggregate accretion of the discount on these notes of approximately \$0 and \$33 for years ended September 30, 2011 and 2010, respectively which is classified as a component of interest expense in the accompanying Consolidated Statement of Operations. The discount relating to a beneficial conversion feature was recorded upon the original issuance of these notes and is fully amortized.

#### Integra Bank

On March 14, 2008, Beacon and Integra Bank entered into a credit facility, under which we borrowed \$600 at a 6.25% annual interest rate with monthly payments of \$12 over a 60 month term that matures March 12, 2013 and collateralized by all business assets of the Company. On November 23, 2010 the note was paid in full. We recorded contractual interest expense of approximately \$4 and \$24 for the years ended September 30, 2011 and 2010, respectively.

#### Notes Payable

On November 23, 2010, we initiated a private placement (the "Placement") of up to \$3,000 of 12 month Senior Secured Notes ("Notes") with warrants to purchase 150 shares of Beacon's common stock at \$0.40 per share for every \$1 in principal invested and bear interest at 9% APR due on various dates through March 30, 2012. The Placement was made on a "best efforts" basis with a Minimum of \$600 and a Maximum of \$3,000. Net proceeds have been used to repay and replace an existing Senior Secured Bank Note totaling approximately \$300 and will also be used for additional working capital. The Placement expired on March 30, 2011, when the Maximum was attained. The notes are secured by all business assets of the Company, as defined. As of September 30, 2011 we have issued \$3,000 of notes, 449,999 warrants and have recorded interest expense of \$229. We incurred financing fees of \$333 which have been recognized as deferred finance fees as part of prepaid expenses and are being amortized ratably over the life of the debt.

Using the Black-Scholes model we have determined the fair value of the issued warrants to be \$205 and allocated the debt proceeds in accordance with the relative fair value method. The notes payable have been recorded on the consolidated balance sheet as of September 30, 2011 at \$2,952 which is net of the discount representing the allocation of the \$180 relative fair value to the warrants. For the year ended September 30, 2011, we recorded interest of \$132 in the consolidated statements of operations as accretion of the note discount.

#### Long Term Line of Credit - Related Party

On August 17, 2010 we entered into a long term line of credit facility with one of our directors for \$4,000, the facility has an annual interest rate of 7.73% on any outstanding balance and a facility fee of the greater of \$40 or 1% of the unused balance. Additionally, 15,000 warrants, with a five year term at \$1.00 per share, per month will be paid for each month the facility is outstanding. As of September 30, 2011 and 2010, we have an outstanding balance of \$0 and \$630, respectively leaving an unused amount of \$4,000 and \$3,370, which is presented as a non-current liability in our Consolidated Balance Sheet, as terms of the facility call for an 18 month maturity date. As of September 30, 2011, we have issued 165,000 warrants. Using the Black Scholes prices model, we determined the fair value of the warrants and recorded as other expense of \$71 for the year ended September 30, 2011.

On August 12, 2011, the Company modified the agreement, extending the term another 24 months, and reducing the credit facility to \$2,000, with an annual interest rate of 7.75% on any outstanding balance. For any outstanding balance at month end under the credit facility, the director will receive warrant coverage of 15% to purchase common shares of the Company at an exercise price of the then current stock price.

Additionally under the revised agreement, during the next 24 months the Company may require the director to purchase shares of Common Stock at the then current stock price. The aggregate purchase price of all shares purchased shall not exceed \$2,000. For the dollar amount of Common Stock purchased, the director will receive warrant coverage of 15% to purchase shares of Common stock of the Company at an exercise price of the then current stock price. Finally, the Company's Chief Executive Officer (CEO) agreed that, upon the exercise of the share purchase commitment in whole or in part by the Company, the director shall have the right to purchase up to 1,200,000 shares of Common Stock from the CEO for a purchase price of \$0.01 per share.

On October 26, 2011, the Company elected to terminate this long term line of credit facility and associated put right.

**Term Debt**

During the years ended September 30, 2011 and 2010, Beacon paid approximately \$578 and \$379 in principal payments on our term debt. We recorded interest expense of approximately \$32 and \$73 for the years ended September 30, 2011 and 2010, respectively.

The following table summarizes the remaining debt principal payment obligations by year for the long-term debt:

<b>For the Year ended September 30,</b>	
2012	\$ 3,280
2013	24
	<u>\$ 3,304</u>

**NOTE 11 — RELATED PARTY TRANSACTIONS**

Under a marketing agreement with a company owned by the wife of Beacon's former president, we provided procurement and installation services as a subcontractor. We earned net sales of approximately \$0 and \$323 for procurement and installation services provided under this marketing agreement, of which \$0 and \$198 is recorded as accounts receivable in the accompanying consolidated balance sheets as of September 30, 2011 and 2010.

The Company has obtained insurance through an agency owned by one of its founding stockholders/directors. Insurance expense of \$148 and \$150 was paid to the agency for the years ended September 30, 2011 and 2010, respectively.

For the year ended September 30, 2011, in connection with a construction bond the Company obtained through an agency owned by one of its founding stockholders/directors, 33,120 warrants were issued to the agency. Using the Black Scholes pricing model, we determined the fair value of the warrants and recorded as an expense of \$15.

**NOTE 12 — COMMITMENTS AND CONTINGENCIES**

**Litigation**

On September 7, 2010, Beacon was named a party in a lawsuit filed in Jefferson Circuit Court in the State of Kentucky, seeking \$270 plus other costs, attorney's fees and damages, regarding the Company's alleged conduct during the course of the purchase of the assets and assumption of certain liabilities of Strategic Communications, LLC. As of September 30, 2011, this suit was settled by the primary parties with no expense incurred by the Company.

During the year ended September 30, 2011, Beacon was named a party in a lawsuit filed in Swiss court, seeking approximately \$232 of unpaid liabilities incurred in connection with the discontinued Datacenter Contractors AG ("DC", formerly "Beacon Solutions AG") subsidiary. Although the outcome of this matter cannot be predicted at this time, a motion to dismiss was filed in commercial court and our council has advised that our basis for procedural arguments is strong. As such no provision has been made in the consolidated financial statements related to this action as of September 30, 2011, as the Company believes that the ultimate disposition of this matter will not have a material adverse effect on the Company's financial position or results of operations.

**Employment Agreements**

The Company has entered into at will employment agreements with five of its key executives with no specific expiration dates that provide for aggregate annual compensation of \$752 and up to \$1,232 of severance payments for termination without cause.

**Operating Leases**

The Company has entered into operating leases for office facilities in Louisville, KY, Columbus, OH, Cincinnati, OH, and Prague, Czech Republic. Rent expense for the years ended September 30, 2011 and 2010 is being recorded on a straight line basis and amounted to \$289 and \$274, respectively. A summary of the minimum lease payments due on these operating leases exclusive of the Company's share of operating expenses and other costs:

For the Year Ended	
September 30,	
2012	\$ 243
2013	243
2014	239
2015	198
2016	79
	<u>\$ 1,002</u>

**Engagement of Investor Relations Firms**

On January 20, 2009, we engaged an investor relations firm to aid us in developing a marketing plan directed at informing the investing public as to our business and increasing our visibility to FINRA registered broker/dealers, the investing public and other institutional investors and fund managers. On June 5, 2009, our Board of Directors authorized us to issue 150,000 shares of common stock to the same investor relations firm subject to the attainment of certain performance conditions. The performance based arrangement supersedes the previous agreement entered into on January 20, 2009. For the year ended September 30, 2010, a total of 50,000 shares with an aggregate fair value of \$44 were earned. The common stock issued under this agreement was recorded as professional fees expense using the measurement principles enumerated under ASC 505 "Equity-Based Payment to Non-Employees". The contract was terminated before any additional shares were earned.

On December 17, 2009, we engaged another investor relations firm for a twenty four month period, the commitment date being November 1, 2009, providing for compensation payable in 50,000 shares of fully vested non-forfeitable common stock with an aggregate fair value of \$45. For years ended September 30, 2011 and 2010, we recorded approximately \$22 and \$23, respectively of investor relations expense related to this agreement.

On June 3, 2011, we engaged another investor relations firm providing for compensation payable in 75,000 shares of fully vested restricted common stock with an aggregate fair value of \$19 which has been recorded as investor relations expense for the year ended September 30, 2011.

During the year ended September 30, 2011, we engaged additional investor relations firms for various time periods through September 30, 2012, the engagements include termination clauses with proper notice, and issued a combined 160,000 shares of fully vested restricted common stock with an aggregate fair value of \$32 which has been recorded as investor relations expense for the year ended September 30, 2011.

**Engagement for Advisory Services**

On January 1, 2009, we entered into a three year advisory agreement with a certain stockholder, whereby the stockholder is providing corporate finance and business strategy advisory services in the areas of business combinations, financing, etc. The agreement provides for compensation of \$25 per month, any part of which can be prepaid. During the year ended September 30, 2010 the agreement was extended to a total of 5 years. We recorded \$36 and \$167 of professional fees expense under this agreement for the years ended September 30, 2011 and 2010, respectively.

**Consulting Agreement**

On December 1, 2009, we entered into two 36 month consulting agreements, which were subsequently extended to 60 months in April 2010, issuing an aggregate of 2,500,000 consulting warrants. The warrants, issued on December 1, 2009 were fully vested upon issuance and have a fair value of \$915, determined using the Black Scholes model. We are recognizing investor relations expense ratably over a 60 month term. For the years ended September 30, 2011 and 2010, we recorded approximately \$183 and \$191 of investor relation expense related to these agreements.

On March 2, 2010, we engaged another investor relations firm for a four month period, the commitment date being April 1, 2010, providing for compensation payable in cash plus 10,000 warrants to purchase common stock. For the year ended September 30, 2010, we recorded \$8 of investor relations expense related to this agreement.

#### NOTE 13 — STOCKHOLDERS' EQUITY (DEFICIENCY)

##### Authorized Capital

Beacon is currently authorized to issue up to 70,000,000 shares of common stock, par value \$0.001 per share, and 5,000,000 shares of convertible preferred stock, par value \$0.01 per share, of which the following series have been designated: 4,500 shares of Series A, 1,000 shares of Series A-1, 4,000 shares of Series B, 400 shares of Series C-1 and 2,000 shares of Series C-2.

##### Preferred Stock

On March 25, 2011 Beacon offered in a private placement 350 units (the "Series C-1 Units"), to two existing shareholders, at a purchase price of \$2 per Series C-1 Unit. Each Series C-1 Unit is comprised of (i) one (1) share of \$2 Stated Value Series C-1 Convertible Preferred Stock (with each share having 130% nonparticipating liquidation preference, bearing dividends at a rate of 6% per annum payable quarterly in cash or additional Preferred Stock at the holder's option and convertible at the holder's discretion into 2,000 shares of the Company's Common Stock, at a conversion price of \$0.75, and (ii) a five (5) year warrant to purchase 1,000 shares of its Common Stock (each, an "Investor Warrant") at a purchase price of \$0.75 per share (collectively the "Series C-1 Offering"). As of June 30, 2011, we completed the sale of 350 Series C-1 Units for an aggregate purchase price of \$525 and issued 350,000 warrants having a fair value, as determined using the Black Scholes pricing model, of \$112.

On May 4, 2011 Beacon offered in a private placement 100 units (the "Series C-2 Units"), at a purchase price of \$2 per Series C-2 Unit. A Series C-2 Unit comprised of (i) one (1) share of \$2 Stated Value Series C-2 Convertible Preferred Stock (with each share having 125% nonparticipating liquidation preference, bearing dividends at a rate of 6% per annum payable quarterly in cash or additional Preferred Stock at the company's option and convertible at the holder's discretion into 2,000 shares of the Company's Common Stock, at a conversion price of \$0.75, and (ii) a five (5) year warrant to purchase 1,000 shares of its Common Stock (each, an "Investor Warrant") at a purchase price of \$0.75 per share (collectively the "Series C-2 Offering"). As of June 30, 2011, we completed the sale of 100 Series C-2 Units for an aggregate purchase price of \$150 and issued 100,000 warrants having a fair value, as determined using the Black Scholes pricing model, of \$32.

For services performed in connection with Series C private placements, Beacon paid a placement agent fee of \$68 and issued 90,000 placement agent warrants. Using the Black Scholes pricing model, we determined the fair value of the warrants and recorded an expense of \$29.

Each share of preferred stock has voting rights equal to the equivalent number of common shares into which it is convertible. The holders of the Series A and Series A-1 are entitled to receive contractual cumulative dividends in preference to any dividend on the common stock at the rate of 10% per annum on the initial investment amount commencing on the date of issue. The holders of the Series B, C-1 and C-2 are entitled to receive contractual cumulative dividends in preference to any dividend on the common stock (but subject to the rights of the previously issued series of preferred stock) at the rate of 6% per annum on the initial investment amount commencing on the date of issue. Such dividends are payable on January 1, April 1, July 1 and October 1 of each year. Dividends accrued but unpaid as of September 30, 2011, are \$47, \$66, \$116, \$16 and \$2 for Series A, A-1, B, C-1 and C-2, respectively.

The Series A, A-1, B, C-2 Preferred Stock also contains a right of redemption in the event of liquidation or a change in control. The redemption feature provides for payment of a liquidation fee of 125% of the face value plus any accrued unpaid dividends in the event of bankruptcy, change of control, or any actions to take the Company private. The Series C-1 has similar right but with a liquidation fee of 130%. The amount of the redemption preference is \$96, \$471, \$1,020, \$703 and \$198 for the Series A, A-1, B, C-1 and C-2, respectively, as of September 30, 2011.

The Company applies the classification and measurement principles enumerated in ASC 815 with respect to accounting for its issuances of the preferred stock. The Company is required, under Nevada law, to obtain the approval of its Board of Directors in order to effectuate a merger, consolidation or similar event resulting in a more than 50% change in control or a sale of all or substantially all of its assets. We evaluate convertible preferred stock at each reporting date for appropriate balance sheet classification.

### Preferred Stock Conversions to Common Stock

For the year ended September 30, 2010, 1,993 and shares of Series A and 462 shares of Series A-1 were converted into 3,286,372 of common stock.

The Series A, A-1, C-1 and C-2 are convertible into common stock at any time, at the option of the holder at a conversion price of \$.75 per share. Series B has a conversion price of \$.80. The conversion price is subject to adjustment for stock splits, stock dividends, recapitalizations, dilutive issuances and other anti-dilution provisions, including circumstances in which we, at our discretion, issue equity securities or convertible instruments that feature prices lower than the conversion price specified.

As described in Note 3, we evaluated the conversion options embedded in the preferred stock securities to determine (in accordance ASC 815) whether they should be bifurcated from their host instruments and accounted for as separate derivative financial instruments. We determined the risks and rewards of the common shares underlying the conversion feature are clearly and closely related to those of the host instrument. Accordingly the conversion features are being accounted for as embedded conversion options.

As described in Note 3, we apply the classification and measurement principles enumerated in ASC 815 with respect to accounting for our issuances of the preferred stock. We are required, under Nevada law, to obtain the approval of our board of directors in order to effectuate a merger, consolidation or similar event resulting in a more than 50% change in control or a sale of all or substantially all of our assets. The board of directors is then required to submit proposals to enter into these types of transactions to our stockholders for their approval by majority vote. The preferred stockholders do not currently (i) control or have representation on our Board of Directors and/or (ii) have sufficient voting rights to control redemption of these shares by either of these events. In addition the effectuation of any transaction or series of transactions resulting in a more than 50% change in control can be made only by us in our sole discretion. Based on these provisions, we classified the preferred shares as permanent equity in the accompanying Consolidated Balance Sheet because the liquidation events are deemed to be within our sole control.

We evaluate the convertible preferred stock at each reporting date for appropriate balance sheet classification.

At our option, we can redeem the Series B Preferred Stock, and any dividends issued there under, for a 1% origination fee and 1% interest per month on the outstanding face value of the Series B preferred stock. As of September 30, 2010, we have not redeemed any Series B Preferred Stock.

### Preferred Stock Dividends

We follow the guidelines of ASC 505 Dividends and Stock Splits when accounting for pay-in-kind dividends that are settled in convertible securities with beneficial conversion features. Therefore, we recorded deemed dividend related to the conversion feature based on the difference between the effective conversion price of the conversion option and the fair value of the common stock on the date of election which is considered the commitment date. For the year ended September 30, 2011, the conversion value was lower than the fair value on each date of election, as such no deemed dividend was recorded. The following table contains information related to the contractual dividends issued pursuant to our preferred stock:

Preferred Stock Series	Date of Contractual Dividend	Date of Election (Commitment Date)	Contractual Preferred Stock Dividend	Conversion Price Per Common Share	Common Shares Underlying Dividend	Closing Price on Date of Election	Fair Value of Underlying Common Stock	Fair Value of Contractual Preferred Stock Dividend	Dividend Related to Beneficial Conversion Feature
A	10/1/2009	9/9/2009	\$ 19	\$ 0.75	25	\$ 1.00	\$ 66	\$ 19	\$ 17
A	1/1/2010	2/4/2010	\$ 50	\$ 0.75	67	\$ 1.07	\$ 71	\$ 50	\$ 32
A	4/1/2010	2/4/2010	\$ 7	\$ 0.75	9	\$ 1.38	\$ 15	\$ 7	\$ 7
A	7/1/2010	6/3/2010	\$ 1	\$ 0.75	1	\$ 1.03	\$ 1	\$ 1	\$ -
A-1	10/1/2009	9/9/2009	\$ 19	\$ 0.75	25	\$ 1.00	\$ 25	\$ 19	\$ 6
A-1	1/1/2010	2/4/2010	\$ 19	\$ 0.75	25	\$ 1.07	\$ 27	\$ 19	\$ 9
A-1	4/1/2010	2/4/2010	\$ 10	\$ 0.75	13	\$ 1.38	\$ 19	\$ 10	\$ 9
A-1	7/1/2010	6/3/2010	\$ 8	\$ 0.75	11	\$ 1.03	\$ 10	\$ 8	\$ 3
B	10/1/2009	9/9/2009	\$ 11	\$ 0.80	14	\$ 1.00	\$ 13	\$ 11	\$ 3
B	1/1/2010	2/4/2010	\$ 11	\$ 0.80	14	\$ 1.07	\$ 14	\$ 11	\$ 3
B	4/1/2010	2/4/2010	\$ 10	\$ 0.80	13	\$ 1.38	\$ 18	\$ 10	\$ 7
B	7/1/2010	6/3/2010	\$ 10	\$ 0.80	13	\$ 1.03	\$ 13	\$ 10	\$ 3
<b>Total For year end September 30, 2010</b>			<b>\$ 175</b>		<b>\$ 230</b>		<b>\$ 292</b>		<b>\$ 99</b>

#### Restricted Stock Grant

Prior to adoption of the 2008 Incentive Plan, on December 5, 2007, we issued 782,250 shares of restricted common stock with an aggregate fair value of \$667 to our then president in exchange for \$156. We account for share-based compensation under ASC 718 "Compensation — Stock Compensation," which requires us to expense the fair value of grants made under the share based compensation programs over the vesting period of each individual agreement. We recognize non-cash share-based compensation expense ratably over the requisite service period which generally equals the vesting period of awards, adjusted for expected forfeitures. Immediately upon the sale, 150,000 shares vested with the remaining shares vesting in quantities of 210,750 shares on each of December 20, 2008, 2009 and 2010. As of May 2010 upon the president's termination of employment, the remaining non-vested shares immediately vested and the expense recognized. We recognized \$0 and \$221 of share-based compensation expense during the years ended September 30, 2011 and 2010, respectively, in connection with this grant.

#### Sales of Common Stock and Warrants

During the year ended September 30, 2010, we sold 3,795,295 Common Units to accredited investors for net proceeds of \$2,398 (gross proceeds of \$2,982, less offering costs of \$584). We issued to certain agents who represented us in sales of the units, warrants to purchase 448,500 shares of our common stock.

#### Cashless Warrant Conversions

For the year ended September 30, 2010 holders of 1,566,065 Common Stock Warrants elected to exercise the cashless conversion options thereby redeeming 441,153 shares, including 423,336 shares issued upon the exercise of 1,481,965 warrants as described below.

#### Derivative Financial Instruments

In December 2008, the FASB issued ASC 815-40 "Contracts in Entity's own Equity". This issue addresses the determination of whether an instrument (or an embedded feature) is indexed to an entity's own stock. This issue is effective for financial statements issued for fiscal years beginning after December 15, 2008 and interim periods within those fiscal years. Under this guidance, instruments which do not have fixed settlement provisions are deemed to be derivative instruments.

As such, we were required to (i) reclassify certain common stock purchase warrants we issued in financing transaction completed prior to October 1, 2009 from stockholders equity to liabilities at fair value as of October 1, 2009, (ii) record all new issuances of derivatives that do not have fixed settlement provisions as liabilities and (iii) mark to market all such derivatives to fair value through March 30, 2010, which immediately precedes the date on which the removal of anti-dilution provisions in our derivative financial instruments became effective.

Effective October 1, 2009, the Company reclassified the fair value of all common stock purchase warrants issued prior to October 1, 2009 from equity to liabilities at their aggregate fair value of \$4,628. We recorded a corresponding charge to the accumulated deficit to recognize the cumulative effects of having adopted this accounting policy. We calculated the adoption date fair values for these derivatives using the Black-Scholes option pricing model with the following weighted average assumptions:

	<b>October 1 2009</b>
Expected Life	3.72
Risk-free interest rate	2.20%
Dividend Yield	0%
Volatility	66.34%
Warrants issued with private placements	9,979,577
Fair value of warrants	\$ 4,628

We also performed a classification assessment of the common stock warrants issued to investors and agents in the common units completed during the year ended September 30, 2010 on their respective dates of issuance. We determined that such common stock purchase warrants, as originally issued, did not contain fixed settlement provisions because the strike price was subject to adjustment in the event we subsequently issued equity securities or equity linked securities with exercise prices lower than the exercise prices featured in these warrants. Accordingly, we allocated \$1,094 of the offering proceeds to the fair value of the warrants on their respective dates of issuance and recorded them as liabilities in our Consolidated Balance Sheet through the date on which the removal of anti-dilution provisions in our derivative financial instruments became effective. We calculated the issuance date fair values of these derivatives using the Black-Scholes option pricing model with the following weighted average assumptions:



Expected Life	5
Risk-free interest rate	2.69%
Dividend Yield	0%
Volatility	66.34%
Weighted average unit fair value	\$ 0.47
Warrants Issued	2,312,250
Fair Value	\$ 1,094

On March 8, 2010, the Company announced an offer to the holders of its warrants that contain anti-dilution protection providing them with the option of (i) exercising their warrants for cash at discount of \$0.10 off the contractual exercise price, (ii) exercising their warrants pursuant to a cashless exercise provision at the contractual exercise price (which results in a net share settlement), or (iii) consent to the elimination of the anti-dilution protection clause that caused the warrants not to be indexed to the Company's own stock. As of March 31, 2010, a required majority of warrant holders consented to the removal of anti-dilution provisions which resulted in the elimination of such anti-dilution provisions.

On March 30, 2010, immediately prior to the completion of our offer to the warrant holders, we marked all remaining derivative financial instruments to fair value, including the warrants exercised for cash at a discount of \$0.10 off the contractual exercise price. The aggregate fair value of all such warrants amounted to \$10,095. We calculated the fair values of these derivatives using the Black-Scholes option pricing model (which management determined is not materially different from a binomial valuation model), with the following weighted average assumptions:

	March 30, 2010
Expected Life	3.88
Risk-free interest rate	2.55%
Dividend Yield	0%
Volatility	65.40%
Warrants issued with private placements (including 3,375,375 with a discounted exercise price of \$0.10 per share)	12,291,827
Fair value of warrants	\$ 10,095

On March 31, 2010, we reclassified the warrant liability on our balance sheet to stockholders' equity. The change in the fair value of the warrants reclassified to liabilities on October 1, 2009, and additional warrants issued between October 1, 2009 and March 30, 2010 amounted to approximately \$4,373 and is reflected as the change in fair value of warrants in the accompanying Consolidated Statement of Operations for the year ended September 30, 2010.

As of September 30, 2010, pursuant to this offer, the Company issued 4,738,966 shares of common stock. Those warrant holders who elected to exercise these instruments for cash at a \$0.10 discount from the contractual exercise price. Net proceeds from these exercises amounted \$3,664 (gross proceeds of \$4,369 less costs of \$705). The Company also issued 423,336 net shares of common stock to warrant holders electing to exercise 1,481,965 warrants pursuant to the cashless exercise alternative.

#### **Issuance of non-employee compensatory options**

During the fiscal year ended September 30, 2010, in consideration for services, we have granted options to purchase 250,000 shares of Common Stock vesting ratably over a 36 month period. We calculated the fair value of the options using the Black-Scholes option pricing model with the following assumptions: Stock price — \$ .54, Volatility — 66.34%, Risk — free interest rate — 2.09%, Expected life — 120 months and Dividend yield — 0.00%, resulting in a fair value determination of \$188, to be recognized over a 36 month period. No such options were granted for the year ended September 30, 2011. For the years ended September 30, 2011 and 2010 we recognized share based compensation of \$63 and \$34 related to these options.

NOTE 14 — INCOME TAXES

The income tax (provision) benefits consist of the following:

	2011	2010
<b>Federal:</b>		
Current	\$ -	\$ -
Deferred	1,162	1,780
<b>Total federal</b>	<b>1,162</b>	<b>1,780</b>
<b>State:</b>		
Current	-	-
Deferred	215	204
<b>Total state</b>	<b>215</b>	<b>204</b>
<b>Foreign:</b>		
Current	18	(18)
Deferred	87	171
	105	153
	1,481	2,137
Change in valuation allowance	(1,522)	(2,200)
<b>Total provision</b>	<b>\$ (41)</b>	<b>\$ (63)</b>

A reconciliation of the statutory federal income tax rate to our effective tax rate follows:

	For the year ended September 30, 2011	For the year ended September 30, 2010
Tax benefit at statutory rate	34.0%	34.0%
State income taxes, net of federal benefit	3.9	3.9
Foreign income taxes	(0.8)	(0.1)
Non-deductible meals & entertainment	(5.8)	(17.1)
Increase in valuation allowance	(32.2)	(21.3)
<b>Effective income tax rate</b>	<b>(0.9)%</b>	<b>(0.6)%</b>

The components of deferred tax assets and liabilities are as follows:

	As of September 30, 2011	As of September 30, 2010
<b>Deferred tax assets</b>		
Capitalized start up and organization costs	\$ 37	\$ 41
Other intangibles amortization	186	176
Accrued expenses	90	67
Bad debt reserve	156	99
Inventory obsolescence reserve	27	57
Share based payments	1,205	824
Sale of business unit	248	-
Net operating loss carryforwards	6,560	5,723
<b>Total deferred tax assets</b>	<b>8,509</b>	<b>6,987</b>
Less valuation allowance	(8,509)	(6,987)
<b>Net deferred tax assets</b>	<b>-</b>	<b>-</b>
<b>Deferred tax liabilities</b>		
Tax-deductible goodwill	(212)	(153)
<b>Total deferred tax liabilities</b>	<b>(212)</b>	<b>(153)</b>
<b>Total net deferred tax liability</b>	<b>\$ (212)</b>	<b>\$ (153)</b>

As of September 30, 2011, we have \$16,637 of Federal and state net operating loss carryforwards available to offset future taxable income, if any. These carryforwards expire in 2016 through 2031. As of September 30, 2011, we have \$944 of foreign net operating loss carryforwards available to offset future taxable income, which relates to our operations in Ireland. These losses may be carried forward indefinitely. As of September 30, 2011, we have \$113 of foreign net operating loss carryforwards available to offset future taxable income, which relates to our operations in Czech Republic. These losses may be carried forward 5 years. This carryforward expires in 2016.

No provision was made for U.S. or foreign taxes on undistributed earnings of foreign subsidiaries, as the foreign subsidiaries have cumulative losses. Any future cumulative earnings will be permanently reinvested but could become subject to additional tax if they are remitted as dividends, or are loaned to the Company or a U.S. affiliate, or if the Company should sell its stock in the foreign subsidiaries.

After considering all available evidence, we established a 100% valuation allowance for our net deferred tax asset since it is currently more likely than not that the benefits of such deferred tax assets will not be realized in future periods. Deferred tax liabilities represent the difference between the financial reporting and income tax bases of tax deductible goodwill, which is an asset with an indefinite life and therefore cannot be used to offset net deferred tax assets for purposes of establishing a valuation allowance.

No provision was made for U.S. or foreign taxes on undistributed earnings of foreign subsidiaries, as the foreign subsidiaries have cumulative losses. Any future cumulative earnings will be permanently reinvested but could become subject to additional tax if they are remitted as dividends, or are loaned to the Company or a U.S. affiliate, or if the Company should sell its stock in the foreign subsidiaries.

We periodically evaluate whether or not we have undergone any ownership changes for income tax purposes that could trigger annual limitations on the use of our net operating losses under section 382 of the Internal Revenue Code and similar state income tax regulations. As of September 30, 2011 we had not triggered any significant limitations on the use of our Net Operating Losses. We adopted ASC 740 "Income Taxes" effective June 6, 2007 (date of inception). ASC 740 requires companies to recognize the impact of a tax position in their financial statements if that position is more likely than not of not being sustained on audit based on the technical merits of the position. ASC 740 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740 provides guidance on de-recognition, classification, interest, and penalties, accounting in interim periods, and disclosure. The company is subject to audits by federal and state income tax authorities for reporting periods ending in 2008 through 2011 and by foreign tax authorities for 2009 through 2011. For the years ended September 30, 2011 and 2010, we had no material unrecognized tax positions. Significant tax jurisdictions that we file tax returns in include the Commonwealth of Kentucky and the State of Ohio. We record penalties and interest if it is more likely than not that a tax position will not be sustained on audit based on the technical merits of the position. We record penalties in selling, general and administrative expenses and interest as interest expense when such expenses are incurred.

**NOTE 15 — EMPLOYEE BENEFIT PLANS**

**Stock Options and Other Equity Compensation Plans**

In March 2008, our Board of Directors adopted the 2008 Long Term Incentive Plan, subject to stockholder approval, referred to as the 2008 Incentive Plan. The 2008 Incentive Plan was approved by the stockholders on April 16, 2009. We reserved 1,000,000 shares of our common stock under the 2008 Incentive Plan and for other compensatory equity grants for the issuance of stock options, restricted stock awards, stock appreciation rights and performance awards, pursuant to which certain options will be granted. The terms and conditions of such awards are determined at the sole discretion of our board of directors or a committee designated by the Board to administer the plan. Previously unissued shares of our common stock are provided to a participant upon a participant's exercise of vested options.

On May 26, 2011, a majority of our stockholders approved a resolution to reserve and authorize an additional 1,000,000 shares of the Company's Common Stock under the 2008 Long-Term Incentive Compensation Plan for Beacon's non-executive employees, thereby bringing the total reserved and authorized shares to 2,000,000.

A summary of stock options that we granted during the years ended September 30, 2011 and 2010, respectively, is as follows:

<u>Date Earned</u>	<u>Quantity Issued</u>	<u>Expected Life (days)</u>	<u>Strike Price</u>	<u>Volatility</u>	<u>Dividend Yield</u>	<u>Risk-Free Interest Rate</u>	<u>Value of Option</u>
11/12/2009	100,000	3,650	\$ 0.90	66.34 %	0 %	2.28 %	\$
1/22/2010	60,000	2,373	\$ 1.07	65.40 %	0 %	2.23 %	\$
2/5/2010	200,000	2,373	\$ 1.07	65.40 %	0 %	2.65 %	\$
3/8/2010	25,000	2,373	\$ 1.38	65.40 %	0 %	2.36 %	\$
5/27/2010	450,000	2,628	\$ 1.40	65.40 %	0 %	2.18 %	\$
6/1/2010	400,000	2,738	\$ 1.36	65.40 %	0 %	2.09 %	\$
6/6/2010	100,000	2,008	\$ 1.60	65.40 %	0 %	1.95 %	\$
10/4/2010	140,000	2,008	\$ 0.63	78.35 %	0 %	1.17 %	\$
10/31/2010	585,115	2,738	\$ 1.00	75.87 %	0 %	1.17 %	\$
3/3/2011	18,333	2,373	\$ 0.51	70.76 %	0 %	2.30 %	\$
6/14/2011	100,000	2,008	\$ 0.34	65.60 %	0 %	1.68 %	\$
7/25/2011	2,392	2,738	\$ 1.00	75.87 %	0 %	1.17 %	\$

We calculate the fair value of stock options using the Black-Scholes option-pricing model. The option-pricing model requires the input of subjective assumptions, such as those included in the table above. The volatility rates are based on historical stock prices of similarly situated companies and expectations of the future volatility of our common stock. The expected life of options granted is based upon the average of the vesting and contractual term. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant. The total expense to be recorded in future periods will depend on several variables, including the number of share-based awards.

The weighted average grant date fair value of options we granted during the years ended September 30, 2011 and 2010 amounted to \$0.58 and \$0.81 per share respectively.

We recognized non-cash share-based employee compensation expenses as follows:

	For the year ended September 30, 2011	For the year ended September 30, 2010
<b>Non-Cash Share-Based Compensation Expense</b>		
Restricted Stock	\$ 19	\$ 221
Stock Options	669	861
Total Stock Compensation Expense	<u>\$ 688</u>	<u>\$ 1,082</u>

A summary of the status of our stock option plan and the changes during the years ended September 30, 2011 and 2010 respectively, is presented in the table below:

	Number Of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Options Outstanding at October 1, 2009	3,200,900	\$ 1.19		
Granted	1,335,000	\$ 1.31		
Forfeited	(817,367)	\$ (1.03)		
Options Outstanding at October 1, 2010	3,718,533	\$ 1.47		
Granted	845,840	\$ 0.93		
Forfeited	(879,677)	\$ (0.98)		
Options Outstanding at September 30, 2011	<u>3,684,696</u>	<u>\$ 1.42</u>	<u>8.21</u>	<u>\$ -</u>
Options Exercisable, September 30, 2011	<u>1,841,865</u>	<u>\$ 1.23</u>	<u>7.92</u>	<u>\$ -</u>

As of September 30, 2011, there was \$923 in unamortized share-based compensation cost. This cost is expected to be recognized over the remaining weighted average vesting period of 4 years.

**NOTE 16 — Segment Reporting**

In accordance with ASC 280 "Segment Reporting," our operating segments are those components of our business for which separate and discrete financial information is available and is used by our chief operating decision makers, or decision-making group, in making decisions on how we allocate resources and assess performance.

In accordance with ASC 280, the Company reports two operating segments, North America and Europe. The Company's chief decision-makers review financial information presented on a consolidated basis, accompanied by disaggregated information about net sales and operating profit each year by operating segment. This information is used for purposes of allocating resources and evaluating financial performance.

The accounting policies of the segments are the same as those described in the "Summary of Significant Accounting Policies." Segment data includes net sales, operating profitability, and total assets by segment. Shared corporate operating expenses are reported in the North American segment.

The Company is organized primarily on the basis of operating units which are segregated by geography in North America and Europe. For the years ended September 30, 2011 our segment results, net of Discontinued Operations (see Note 4 for more details) are as follows:

For the year ended September 30, 2010:

	<u>North America</u>	<u>Europe</u>	<u>Total</u>
Net sales	\$ 10,273	\$ 3,723	\$ 13,996
Loss from operations	(5,021)	(658)	(5,679)
Other expense	(244)	(15)	(259)
Change in fair value of warrants	(4,373)	-	(4,373)
Depreciation and amortization	(551)	(73)	(624)
Net loss from continuing operations	(9,687)	(687)	(10,374)
Net loss from discontinued operations	-	(8,181)	(8,181)
Assets	9,374	2,697	12,071
Capital expenditures	223	119	342
Capital expenditures of discontinued operations	-	183	183
Goodwill	2,792	-	2,792
Intangible Assets	3,011	-	3,011

For the year ended September 30, 2011:

	<u>North America</u>	<u>Europe</u>	<u>Total</u>
Net sales	\$ 11,142	\$ 7,752	\$ 18,894
Loss from operations	(2,646)	(842)	(3,488)
Other expense	(1,678)	(119)	(1,797)
Depreciation and amortization	(311)	(39)	(350)
Net loss from continuing operations	(3,727)	(943)	(4,670)
Net income from discontinued operations	-	7,892	7,892
Assets	8,762	3,160	11,922
Capital expenditures	118	-	118
Goodwill	2,792	-	2,792
Intangible Assets	2,905	-	2,905

In our European operations 96% of the net sales were generated by one customer for the years ended September 30, 2011 and 2010.

**NOTE 17 — SUBSEQUENT EVENTS**

On October 6, 2011, the Company initiated a private placement (the "Placement") of up to \$4,500 of 12 month Senior Secured Notes ("Notes"). The Notes bear interest at 13% APR. The Placement will be made on a "best efforts" basis with a Minimum of \$500 and a Maximum of \$4,500. Net proceeds will be used to repay and replace existing Senior Secured Bank Notes totaling approximately \$3,000 and for additional working capital. The Placement will expire on the sooner of (a) March 1, 2012 if the Minimum has not been met or (b) the date that the Maximum has been raised. As of December 12, 2011, a total of \$3,892 has been raised.

On October 12, 2011, the Company issued 20,500 shares in a severance agreement with a former employee.

On October 14, the Company has offered in a private placement 107 units (the "Series C-3 Units") at a purchase price of \$1,500 per Series C-3 Unit. A Series C-3 Unit consists of (i) one (1) share of \$1,500 Stated Value Series C-3 Convertible Preferred Stock with each share having 125% nonparticipating liquidation preference, bearing dividends at a rate of 6% per annum payable quarterly in cash or additional Preferred Stock at the Company's option and convertible at the holder's discretion into 2,000 shares of the Company's Common Stock, and (ii) a five (5) year warrant to purchase 1,000 shares of its Common Stock (each, an "Investor Warrant") at a purchase price of \$0.45 per share (collectively the "Series C-3 Offering"). As of December 12, 2011, a total of \$160 has been raised.

Management has evaluated all subsequent events or transactions occurring through December 12, 2011, the date of the financial statements are available to be issued.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

***Evaluation of Disclosure Controls and Procedures***

The Company's management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

In accordance with Exchange Act Rules 13a-15 and 15d-15, an evaluation was completed under the supervision and with the participation of the Company's management, including the Company's Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this annual report. Based on that evaluation, the Company's management including the Principal Executive Officer and Principal Financial Officer, concluded that the Company's disclosure controls and procedures were not effective in providing reasonable assurance that information required to be disclosed in the Company's reports filed or submitted under the Exchange Act was recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms.

***Evaluation of Internal Controls and Procedures***

Our management is also responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of the Company's management and directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

As of September 30, 2011, we carried out an assessment of the effectiveness of our internal control over financial reporting based on the framework in "Internal Control-Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation, our management concluded that our internal control over financial reporting was not effective as of September 30, 2011.

As of September 30, 2011 we had identified certain matters that constituted material weaknesses in our internal controls over financial reporting, primarily the fact that we have limited segregation of duties. We have also previously reported that we have experienced difficulty applying complex accounting principles as a material weakness. We have taken steps to address this matter, including hiring internal staff with GAAP and SEC reporting experience. We believe that we have made significant progress towards remediating this weakness; however, we must still complete the process of design-specific control procedures and testing them for effectiveness before we can report that these weaknesses have been fully remediated. During the year ended September 30, 2011, we have implemented an ERP application to fully integrate our operations and implement more complete segregation of duties.

Although we believe that these steps have enabled us to improve our internal controls, additional time is still required to fully document our systems, implement control procedures and test their operating effectiveness before we can definitively conclude that we have remediated our deficiencies.

This annual report does not include an attestation report of our 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 the exemption provided to issuers that are neither "large accelerated filers" nor "accelerated filers" under the Dodd-Frank Wall Street Reform and Consumer Protection Act.

**Changes in Internal Control Over Financial Reporting**

Except as discussed above, there were no changes in our internal controls over financial reporting during our last fiscal quarter that materially affect or are reasonably likely to materially affect our internal control over financial reporting.

**Item 9B. Other Information**

None.



**Item 10. Directors, Executive Officers, and Corporate Governance**

**Directors and Officers of Beacon Enterprise Solutions Group, Inc.**

Information concerning each of our directors and executive officers as of September 30, 2011, is as follows:

<u>Name</u>	<u>Age</u>	<u>Title</u>
Bruce Widener	50	Director, Chairman, Chief Executive Officer
J. Sherman Henderson III	69	Director
John D. Rhodes III	57	Director
Gerald Bowman	53	Chief Operating Officer
Victor Agruso	52	Chief Human Resource Officer
Michael Grendi	45	Chief Financial Officer, Treasurer and Secretary

*Bruce Widener, Director, Chairman and Chief Executive Officer.* Mr. Widener possesses over 19 years of industry experience. Prior to developing and forming Beacon, Mr. Widener served as Chief Operating Officer of US Wireless Online, a provider of wireless internet access and related applications during 2006. From 2004 to 2006 Mr. Widener served as Senior Vice President of Corporate Development of UniDial Communications / Lightyear Network Solutions. Mr. Widener was an independent contractor with PTEK in 2002 and became Senior Vice President of Indirect Channel Sales in 2003 through 2004.

*J. Sherman "Sherm" Henderson III, Director.* Mr. Henderson has more than 35 years of business experience, including company ownership, sales, marketing and management. He served as president and CEO of Lightyear Network Solutions from its inception in 2003 until 2011. Lightyear Network Solutions is the successor to Lightyear Communications, Inc. following its reorganization in April 2004 under Chapter 11 of the U.S. Bankruptcy Code. Mr. Henderson served as President and CEO of Lightyear Communications, Inc. since its formation in 1993. In 2004, he was voted chairman of COMPTEL, the leading communications trade association, made up of more than 300 member companies. Mr. Henderson is a graduate of Florida State University, with a B.A. degree in Business Administration. Mr. Henderson serves as a director of Lightyear Network Solutions, Inc.

*John D. Rhodes, III, M.D., Director.* Dr. Rhodes practiced as a physician and has been Board Certified in Internal Medicine and Cardiovascular Diseases serving as Chief Fellow in Cardiology at the University of Louisville School of Medicine from 1984-1985 and was elected a Fellow of the American College of Cardiology. Dr. Rhodes retired from his private practice in 2005. In his retirement, Dr. Rhodes has been an active investor in the telecom, restaurant and real estate industries. Dr. Rhodes was a founding investor in Texas Roadhouse and served as a member of its advisory board until its initial public offering in 2004.

*Gerald Bowman, Chief Operating Officer.* On November 18, 2009, the Company appointed Gerald Bowman to the officer position of Senior Vice President of Global Services and subsequently promoted him to the position of Chief Operating Officer on April 20, 2010. Mr. Bowman brings over 20 years of experience in the IT industry serving in roles which included: Managing Director/Vice President of Enterprise Global Services for CommScope, a \$4 billion manufacturer of connectivity solutions for communications networks; Chief Operating Officer for Superior Systems Technologies; Vice President of Engineering at Riser Management Systems, and Vice President and General Manager at VARtek.

*Michael Grendi, Chief Financial Officer, Treasurer and Secretary.* On February 17, 2010, the Company appointed Michael Grendi to the officer position of Chief Financial Officer, Treasurer and Secretary. Mr. Grendi has over 20 years of experience with publicly traded companies in the fields of finance and accounting. His prior roles have included: Chief Financial Officer of the Americas Division for Travelex, a UK based global technology company specializing in foreign exchange, Head of Domestic Corporate Finance Group for Yum! Brands, which operates and licenses such well known chains as Taco Bell, Pizza Hut and KFC; Head of North American M&A and Private Placement Group at ABN AMRO and Vice President of the Corporate Finance Group at Societe Generale. On October 14, 2011, Mr. Grendi resigned from the Company to pursue other opportunities.

*Victor Agruso, Chief Human Resource Officer.* On April 15, 2010, the company appointed Victor Agruso to the officer position of Chief Human Resource Officer. Mr. Agruso brings over 20 years of corporate leadership and international experience in strategic planning, organization development, talent management and related information technologies in a variety of public and private sector industries, in both union and non-union environments, and with organizations ranging in size from emerging growth to Fortune 100 companies. Victor started his career providing retained executive search services to venture capital funded start-ups in Boston's high-tech community. He then held increasingly responsible HR executive positions with Nike, Hallmark Cards, Humana and Maritz. Most recently, he has defined and implemented wide-ranging HR capabilities as an advisor to marquee companies seeking to accelerate profitable growth strategies, including Beacon since 2008.

Messrs. Widener and Henderson were elected as Directors based on their extensive industry experience while Mr. Rhodes has a unique blend of public company and telecom private investor experience to provide a fresh perspective to the Board. We have chosen to combine the CEO and Board Chair positions primarily due to the size of the organization and to fully utilize the vast industry experience of Mr. Widener. We seek to establish a diverse Board and have accomplished this through a Board comprised of varying levels of experience, both within and outside the industry, and a mix of public and private company exposure.

#### **Audit Committee**

Our board of directors has an Audit Committee, the purpose of which is to review and evaluate the results and scope of the audit and other services provided by our independent registered public accounting firm, as well as our accounting principles and system of internal accounting controls, and to review and approve any transactions between us and our directors, officers or significant shareholders. In fulfilling its responsibility, the Audit Committee pre-approves, subject to stockholder ratification, the selection of our independent registered public accounting firm. The Audit Committee also reviews our consolidated financial statements and the adequacy of our internal controls particularly given our risk environment. The Audit Committee meets at least quarterly with our management and our independent registered public accounting firm to review and discuss the results of audits or reviews of our consolidated financial statements, the evaluation of our internal controls and risk mitigation, and the overall quality of our financial reporting and our critical accounting policies. The Audit Committee meets separately, at least quarterly, with the independent registered public accounting firm. In addition, the Audit Committee oversees our existing procedures for the receipt, retention and handling of complaints related to auditing, accounting and internal control issues, including the confidential, anonymous submission by employees of concerns on questionable accounting and auditing matters. The board of directors has determined the Audit Committee to be comprised of John D. Rhodes III and J. Sherman Henderson III. The Audit Committee does not include a financial expert. As of the date of filing, J. Sherman Henderson III is independent in accordance with Nasdaq Marketplace Rules and regulations established by the Securities and Exchange Commission, or SEC Regulations, governing audit committee member independence.

#### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the directors, executive officers, and persons who own more than 10 percent of a registered class of a company's equity securities to file with the SEC initial reports of ownership (Form 3) and reports of changes in ownership (Forms 4 and 5) of such securities. Such officers, directors, and greater than 10 percent shareholders of a company are required by SEC Regulations to furnish us with copies of all such Section 16(a) reports that they file.

To our knowledge, based solely on our review of the copies of such reports furnished to us during the year ended September 30, 2011, all Section 16(a) filing requirements applicable to our executive officers, directors and greater than 10 percent beneficial owners were met.

#### **Code of Ethics**

Pursuant to Section 406 of the Sarbanes-Oxley Act of 2002, we have adopted a Code of Ethics for all employees including the Chief Executive Officer and Principal Financial Officer. The Code of Ethics is posted on our website, [www.askbeacon.com](http://www.askbeacon.com) (under the caption Investor Relations/Management). We intend to satisfy the disclosure requirement regarding any amendment to, or waiver of, a provision of the Code of Ethics for the Chief Executive Officer and Principal Financial Officer by posting such information on our website. We undertake to provide to any person a copy of this Code of Ethics upon request to our Corporate Secretary at our principal executive offices.

## Item 11. Executive Compensation

### COMPENSATION DISCUSSION AND ANALYSIS

In this section, we will give an overview and analysis of our compensation program and policies, the material compensation decisions we have made under those programs and policies, and the material factors that we considered in making those decisions. Later in this Part III under the heading "Additional Information Regarding Executive Compensation," you will find tables containing specific information about the compensation earned by, and equity awards granted to, the following individuals, whom we refer to as our "named executive officers":

- Bruce Widener, Chairman, Chief Executive Officer and Director
- Gerald Bowman, Chief Operating Officer
- Michael Grendi, Former Chief Financial Officer, Treasurer and Secretary
- Victor Agruso, Chief Human Resource Officer

The discussion below is intended to help you understand the detailed information provided in those tables and put that information into context within our overall compensation program.

#### Overview of Compensation Philosophy

The goal of our compensation program for our named executive officers is the same as our goal for operating Beacon — to create long-term value for our stockholders. Toward this goal, we have designed and implemented our compensation programs for our named executive officers to reward them for sustained financial and operating performance and leadership excellence, to align their interests with those of our stockholders and to encourage them to remain with us for long and productive careers. Most of our compensation elements simultaneously fulfill one or more of our performance, alignment and retention objectives, as described below. These elements consist of salary, annual bonus and share-based incentive compensation. In deciding on the type and amount of compensation for each named executive, we focus on both current pay and the opportunity for future compensation. We combine the compensation elements for each named executive in a manner we believe optimizes the executive's contribution to us.

#### Overview of Compensation Objectives

##### *Performance.*

The amount of compensation for each named executive officer reflects his superior management experience, continued high performance and exceptional career of service to us. Key elements of compensation that depend upon the named executive officer's performance include:

- Base salary, which provides fixed compensation based on competitive market practice and in accordance with the terms of the executive's employment agreement.
- Bonus, which is discretionary and payable in cash or equity incentives based on an assessment of each executives' performance against pre-determined quantitative and qualitative measures within the context of our overall performance.
- Equity incentive compensation in the form of stock options and/or restricted stock subject to vesting schedules that require continued service with us.
- Other benefits.

Base salary and bonus are designed to reward annual achievements and be commensurate with the executive's scope of responsibilities, demonstrated leadership abilities, and management experience and effectiveness. Share-based compensation is focused on motivating and challenging the executive to achieve superior, longer-term, sustained results.

##### *Alignment.*

We seek to align the interests of our named executive officers with those of our stockholders, and provide them with an opportunity to acquire a proprietary interest in us, by evaluating executive performance on the basis of key financial measurements, which we believe closely correlate to long-term stockholder value, including net sales, operating profit and cash flow from operating activities. Key elements of compensation that align the interests of the named executives with stockholders include equity incentive compensation, which links a significant portion of compensation to stockholder value because the total value of those awards corresponds to stock price appreciation that correlates strongly with meeting company performance goals.

##### *Retention.*

Due to extensive management experience, our senior executives are on occasion presented with other professional opportunities, including ones at potentially higher compensation levels. We attempt to retain our executives by using continued service as a determinant of total pay opportunity. Key elements of compensation that require continued service to receive any, or maximum, payout include the vesting terms in our equity-based compensation programs, including stock option and restricted stock awards.

## **Implementing Our Objectives**

### ***Determining Appropriate Pay Levels.***

We compete with many other companies for experienced and talented executives. As such, market information regarding pay practices at peer companies (as provided in the public reports filed by such companies with the SEC) is reviewed and considered in assessing the reasonableness of compensation and ensuring that compensation levels remain competitive in the marketplace.

We rely upon our subjective judgment in making compensation decisions, after reviewing our performance and carefully evaluating an executive's performance during the year against established goals, leadership qualities, operational performance, business responsibilities, and such individual's career with us, current compensation arrangements and long-term potential to enhance stockholder value. Specific factors affecting compensation decisions for our named executive officers include:

- Key financial measurements such as net sales, operating profit and cash flow from operating activities.
- Strategic objectives such as acquisitions, dispositions or joint ventures.
- Promoting commercial excellence by launching new or continuously improving services, and attracting and retaining customers.
- Achieving specific operational goals for us including improved productivity, simplification and risk management.
- Achieving excellence in their organizational structure and among their employees.

We generally do not adhere to rigid formulas or necessarily react to short-term changes in business performance in determining the amount and mix of compensation elements. Although we consider competitive market compensation paid by other companies, we do not attempt to maintain a certain target percentile within a peer group or otherwise rely on those data to determine executive compensation. We incorporate flexibility into our compensation programs and in the assessment process to respond to and adjust for the evolving business environment.

### ***Allocation of Compensation.***

There is no pre-established policy or target for the allocation of compensation, other than the employment agreements as previously referenced. We strive to achieve an appropriate mix between equity incentive awards and cash payments in order to meet our objectives. Any apportionment goal is not applied rigidly and does not control our compensation decisions; we use it as another tool to assess an executive's total pay opportunities and whether we have provided the appropriate incentives to accomplish our compensation objectives. Our mix of compensation elements is designed to reward recent results and motivate long-term performance through a combination of cash and equity incentive awards. We believe the most important indicator of whether our compensation objectives are being met is our ability to motivate our named executive officers to deliver superior performance and retain them on a cost-effective basis.

### ***Timing of Compensation.***

As discussed elsewhere, compensation (including salary base adjustments, stock options and restrictive stock awards, incentive plan eligibility, incentive plan goal specifications and incentive plan payments, for our named executive officers) are typically reviewed annually.

### ***Minimum Stock Ownership Requirements.***

We do not have any minimum stock ownership guidelines. All of our named executive officers, however, currently beneficially own either one, or a combination, of shares of common stock, shares of our restricted stock, or stock options to purchase our common stock.

### ***Role of Compensation Committee.***

The Compensation Committee of our Board has primary responsibility for assisting the Board in developing and evaluating potential candidates for executive positions, including the CEO, and for overseeing the development of executive succession plans. As part of this responsibility, the Compensation Committee oversees the design, development and implementation of the compensation program for the CEO and the other named executive officers. The Compensation Committee evaluates the performance of the CEO and determines CEO compensation in light of the goals and objectives of the compensation program.

***Role of Executive Officers in Determining Compensation.***

The CEO and the Compensation Committee together assess the performance of the other named executives and determine their compensation, based on initial recommendations from the CEO. Our CEO assists the Compensation Committee in reaching compensation decisions with respect to the named executives other than the CEO. The other named executives do not play a role in their own compensation determination, other than discussing individual performance objectives with the CEO. Our CEO is not involved with any aspect of determining his own compensation. The Compensation Committee makes all compensation decisions for our CEO. Although our CEO assists the Compensation Committee in reaching compensation decisions with respect to the other named executive officers, the Compensation Committee has final discretionary authority to approve compensation of all named executive officers, including our CEO.

***Role of Compensation Consultant.***

The Compensation Committee engaged a compensation consultant to assist in fiscal year 2009 and 2010 compensation consideration. In the future, the Compensation Committee will rely on input from the Chief Human Resource Officer, who was hired during the fiscal year ended September 30, 2010.

***Equity Grant Practices.***

The exercise price of each stock option awarded to our named executive officers, as non-qualified stock options or under our long-term incentive plan, is equal to the closing price of our stock on the date of grant. The Compensation Committee has no pre-set schedule as to when, or if, such grants shall occur.

***Annual Compensation Objectives***

***Base Salary.***

Base salaries for our named executive officers depend on the scope of their responsibilities, their performance, and the period over which they have performed those responsibilities. Decisions regarding salary increases take into account the executive's current salary and the amounts paid to the executive's peers within and outside Beacon. Base salaries are reviewed periodically, but are not automatically increased if the Compensation Committee believes that other elements of compensation are more appropriate in light of our stated objectives. This strategy is consistent with our primary intent of offering compensation that is contingent on the achievement of performance objectives.

Beacon entered into employment agreements with five of its key executives with no specific expiration dates that provide for aggregate annual compensation of \$920 and up to \$1,605 of severance payments for termination without cause. We discuss the terms and conditions of these agreements elsewhere in this Part III under "Additional Information Regarding Executive Compensation — Employment Agreements."

***Bonus.***

Each September, the CEO reviews with the Compensation Committee our estimated full-year financial results against the financial, strategic and operational goals established for the year, and our financial performance in prior periods. Based on that review, the Compensation Committee determines on a preliminary basis whether each named executive officer has achieved the objectives upon which the bonus is evaluated. After reviewing the final full-year results, the Compensation Committee approves total bonuses to be awarded. Bonuses will be approved subject to the results of our year-end financial audit and paid shortly thereafter.

The Compensation Committee, with input from the CEO with respect to the other named executive officers, uses discretion in determining the current year's bonus for each named executive officer. It evaluates our overall performance, the performance of the business unit or function that the named executive officer leads and conducts an assessment of each executive officer's performance against expectations, which is reviewed at the end of the year. The bonuses also reflect (and are proportionate to) the consistently increasing and sustained annual financial results of Beacon. We believe that the annual bonus rewards the executives who drive these results and incentivizes them to sustain this performance.

Whether or not a bonus is in fact earned by an executive is based on both an objective analysis (predetermined operating profit targets based on budgeted operating net sales) and a subjective analysis (based on the individual's contribution to us or the business unit). The financial objective for each named executive officer for fiscal year 2011 and 2010 are discussed below. In making the subjective determinations, the Compensation Committee does not base its determination on any single performance factor nor does it assign relative weights to factors, but considers a mix of factors, including evaluations of superiors, and evaluates an individual's performance against such mix in absolute terms in relation to our other executives.

The salaries paid and the annual bonuses awarded to the named executive officers for fiscal years 2011 and 2010 are discussed below and disclosed in the Summary Compensation Table.

#### **Equity Awards**

Our equity incentive compensation program is designed to recognize scope of responsibilities, reward demonstrated performance and leadership, motivate future superior performance, align the interests of the executive with our stockholders and retain the executives through the vesting period established for the awards. All of our officers and key employees (including our named executive officers) and our directors are eligible for grants of stock options and other stock-based awards (including restricted stock). We consider the grant size and the appropriate combination of stock options, common stock and restricted stock when making award decisions. Equity incentive compensation granted for fiscal 2011 and 2010 is discussed below and disclosed in the Summary Compensation Table. Existing ownership levels are not a factor in award determination, as we do not want to discourage executives from holding our stock.

We have expensed stock option grants. When determining the appropriate combination of stock options and restricted stock, our goal is to weigh the cost of these grants with their potential benefits as a compensation tool. We believe that providing combined grants of stock options and restricted stock effectively balances our objective of focusing the named executive officers on delivering long-term value to our stockholders, with our objective of providing value to the executives with the equity awards. Stock options only have value to the extent the price of our stock on the date of exercise exceeds the exercise price on the grant date, and thus are an effective compensation element only if the stock price grows over the term of the award. In this sense, stock options are a motivational tool. Unlike stock options, restricted stock offers executives the opportunity to receive shares of our stock on the date the restricted stock vests. In this regard, restricted stock serves both to reward and retain executives, as the value of the restricted stock is linked to the price of our stock on the date the restricted stock vests.

#### **401(k) Plan**

We have a 401(k) Savings Plan qualified under Section 401(k) of the Internal Revenue Code, as amended, which is available to all our employees on date of hire. Employees may contribute their salary, up to the statutory level, to the plan through voluntary salary deferred payments.

#### **Other Compensation.**

We provide our named executive officers with medical, dental and vision insurance coverage that is consistent with those provided to our other employees. In addition, we provide certain perquisites, which are described in the Summary Compensation Table, to our named executive officers, as a component of their total compensation.

*Compensation for Named Executive Officers in Fiscal 2011 and 2010.* The specific compensation decisions made for each of the named executive officers for the years ended September 30, 2011 and 2010 reflect our performance against key financial and operational measurements. A more detailed analysis of our financial and operational performance is contained in the Management's Discussion & Analysis contained elsewhere in this Annual Report on Form 10-K. Net sales and earnings before interest, taxes, depreciation and amortization (EBITDA) for the years ended September 30, 2011 and 2010 fell below expectations, however we achieved significant increases in sales and services offerings while streamlining the operations to put the company in position the company to achieve profitability.

*CEO Compensation.* In determining Mr. Widener's compensation for the years ended September 30, 2011 and 2010, the Compensation Committee considered his performance against financial, strategic and operational goals for this year as follows:

#### **Financial Objectives**

Net sales and EBITDA fell short of our projections for the years ended September 30, 2011 and 2010.

#### **Strategic and Operational Goals**

Company Capitalization	Mr. Widener continued to demonstrate the ability to raise the capital needed to further the company's operations.
Retain Excellent Team	Mr. Widener continued to attract and retain a strong management team with expertise at all levels of the organization.

Mr. Widener's salary for the years ended September 30, 2011 and 2010 was \$240, respectively.

*Other Named Executive Officers' Compensation.* In determining the compensation of Messrs. Bowman, Grendi, Agruso, for the years ended September 30, 2011 and 2010, the Compensation Committee compared their achievements against the performance objectives established for each of them by the CEO at the beginning of the year and discussed with each individual at the beginning of the year. The Compensation Committee evaluated our overall performance and the contributions of each of the other named executive officers to that performance, as well as the performance of the departments that each individual leads when relevant. Each of the other named executive officers has an employment agreement which defines their base salaries. Based on our shortfall from our planned net sales and EBITDA, the base salaries remained the same as in Fiscal 2010 for Fiscal 2011 but were evaluated based on achieving specific goals for the fiscal year 2011.

**COMPENSATION COMMITTEE REPORT**

The Compensation Committee of the Board of Directors has reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K. Based on the review and discussion referred to above, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Annual Report on Form 10-K.

The Compensation Committee

J. Sherman Henderson III  
John D. Rhodes III

**ADDITIONAL INFORMATION REGARDING EXECUTIVE COMPENSATION**

The following table sets forth a summary of the compensation of our named executive officers for the year ended September 30, 2010.

**Summary Compensation Table**

Name and Principal Position (A)	Year (B)	Salary (\$) (C)	Bonus (\$) (D)	Stock Awards (\$) (E)	Option Awards (\$) (F)	Non-Equity Incentive Plan Compensation (G)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (H)	All Other Compensation (I)	Total (J)
Bruce Widener Chairman, Chief Executive	2011	261(3)	-	-	-	-	16(4)	-	277
	2010	281(5)	-	-	-	-	12(6)	-	293
Gerald Bowman Chief Operating Officer and President	2011	207(7)	-	-	-	-	43(8)	-	250
	2010	160(9)	-	-	227(10)	-	12(11)	-	399
Michael Grendi Chief Financial Officer, Treasurer and Secretary	2011	187(12)	-	-	-	-	16(13)	-	203
	2010	105(14)	-	-	315(15)	-	5(16)	-	425
Victor Agruso Chief Human Resource Officer	2011	121(17)	-	-	-	-	-	-	121
	2010	31(18)	-	-	105(19)	-	-	6(20)	142
Mark Gervasoni Chief Marketing and Sales Officer	2011	108(21)	-	-	-	-	-	-	108
	2010	43(22)	-	-	358(23)	-	-	-	401
Robert Mehr Former Chief Accounting Officer, Treasurer and Secretary	2011	20(24)	-	-	-	-	-	-	20
	2010	159(25)	-	-	-	-	12(26)	-	171
Richard C. Mills Former President	2011	-	-	-	-	-	-	-	-
	2010	105(27)	40(28)	-	-	-	-	6(29)	151

- For purposes of this Summary Compensation Table, the cash incentive awards to the named executive officers, which are discussed in further detail under the heading "Compensation Discussion and Analysis — Compensation for Named Executive Officers for Fiscal Year 2011 have been characterized as "Non-Equity Incentive Plan Compensation" under column (D).
- The amounts in column (F) represent the total fair value of stock options as of the grant date, as determined using the Black-Scholes option pricing model in accordance with ASC 718. The awards for which expense is shown in column (F) include the awards described in the Grants of Plan-Based Awards table included elsewhere in this section. The assumptions used in determining the grant date fair values of these awards are set forth in Note 15 to our consolidated financial statements included elsewhere in this annual report on Form 10-K.
- Amount includes \$240 annual salary under the terms of Mr. Widener's employment agreement and amounts agreed upon with Board of Directors ("Board") prior to execution of the employment agreement. Additionally Mr. Widener receives an annual automobile allowance of \$12.
- Amount paid for medical, dental and vision insurance.
- Amount includes \$240 annual salary under the terms of Mr. Widener's employment agreement and amounts agreed upon with the Board prior to execution of the employment agreement.
- Amount paid for medical, dental and vision insurance.



7. Amount includes \$200 annual salary under the terms of Mr. Bowman's employment agreement and amounts agreed upon with the Board prior to execution of the employment agreement.
8. Amount paid for medical, dental and vision insurance and relocation.
9. Amount includes \$150 annual salary under the terms of Mr. Bowman's employment agreement and amounts agreed upon with the Board prior to execution of the employment agreement for partial year since execution of the agreement.
10. Amount relates to unrestricted stock grant which is discussed in further detail in Note 15 to our consolidated financial statements included elsewhere in this annual report on Form 10-K. See 'Grants of Awards' table for aggregate grant date fair value of options awarded.
11. Amount paid for medical, dental and vision insurance and relocation.
12. Amount includes \$180 annual salary under the terms of Mr. Grendi's employment agreement and amounts agreed upon with the Board prior to execution of the employment agreement for partial year since execution of the agreement. Mr. Grendi resigned from the Company on October 14, 2011 to pursue other opportunities.
13. Amount paid for medical, dental and vision insurance.
14. Amount includes \$180 annual salary under the terms of Mr. Grendi's employment agreement and amounts agreed upon with the Board prior to execution of the employment agreement for partial year since execution of the agreement.
15. Amount relates to unrestricted stock grant which is discussed in further detail in Note 15 to our consolidated financial statements included elsewhere in this annual report on Form 10-K. See 'Grants of Awards' table for aggregate grant date fair value of options awarded.
16. Amount paid for medical, dental and vision insurance.
17. Amount includes \$90 annual salary under the terms of Mr. Agruso's employment agreement and amounts agreed upon with the Board related to working as an independent contractor
18. Amount includes \$90 annual salary under the terms of Mr. Agruso's employment agreement and amounts agreed upon with the Board prior to execution of the employment agreement for partial year since execution of the agreement related to working as an independent contractor.
19. Amount relates to unrestricted stock grant which is discussed in further detail in Note 15 to our consolidated financial statements included elsewhere in this annual report on Form 10-K. See 'Grants of Awards' table for aggregate grant date fair value of options awarded.
20. Amount paid for medical, dental and vision insurance.
21. Amount includes \$150 annual salary under the terms of Mr. Gervasoni's employment agreement and amounts agreed upon with the Board prior to execution of the employment agreement for partial year since execution of the agreement.
22. Amount includes \$150 annual salary under the terms of Mr. Gervasoni's employment agreement and amounts agreed upon with the Board prior to execution of the employment agreement for partial year since execution of the agreement.
23. Amount relates to unrestricted stock grant which is discussed in further detail in Note 15 to our consolidated financial statements included elsewhere in this annual report on Form 10-K. See 'Grants of Awards' table for aggregate grant date fair value of options awarded.
24. Amount includes \$150 annual salary under the terms of Mr. Mills' employment agreement and amounts agreed upon with Board prior to execution of the employment agreement for partial year.

25. Amount includes \$150 annual salary under the terms of Mr. Mills' employment agreement and amounts agreed upon with Board prior to execution of the employment agreement for partial year.
26. Amount paid for medical, dental and vision insurance.
27. Amount includes \$150 annual salary under the terms of Mr. Mill's employment agreement for partial year since execution of the employment agreement.
28. Amount represents a bonus paid during the year.
29. Amount paid for medical, dental and vision insurance.

#### **Employment Agreements**

Beacon has entered into employment agreement with each of Bruce Widener, Gerald Bowman, Michael Grendi, Victor Agruso and Mark Gervasoni, each effective throughout the year ended September 30, 2011. Each executive officer has agreed not to compete with us within the United States during the term of his employment and for a period of one year following his termination of employment, nor to solicit our employees for a period of two years following the termination of his employment.

Bruce Widener, Chairman of the Board and Chief Executive Officer, was granted a base salary of \$240 per year, with a bonus potential of an additional \$240 based on achievement of company and personal goals. In addition, the agreement includes a provision for three years severance pay for termination without cause, upon a change in control or if the executive resigns for good reason, including 50% of all unearned bonus opportunity for the remaining term of the agreement, immediate vesting of all unearned options, outplacement services and office expenses of up to \$2 per month during the severance period.

Gerald Bowman, Chief Operating Officer, was granted a base salary of \$200 per year with a bonus potential of an additional amount targeted at 100% of base salary upon achievement of company and personal goals. In addition, the agreement includes a severance provision of the lesser of 24 months' pay or \$245 for termination without cause or if the executive resigns for good reason. Upon a change in control the executive will receive a payment equal to 12 months then current salary.

Michael Grendi, Chief Financial Officer, was granted a base salary of \$180 per year with a bonus potential of an additional amount targeted at 50% of base salary upon achievement of company and personal goals. In addition, the agreement includes a severance provision of the lesser of 24 months' pay or \$245 for termination without cause or if the executive resigns for good reason. Upon a change in control the executive will receive a payment equal to 12 months then current salary. On October 14, 2011, Mr. Grendi resigned from the Company to pursue other opportunities.

Victor Agruso, Chief Human Resource Officer, was annualized compensation of \$150 per year, in addition, the agreement includes a severance provision of the lesser of 24 months' pay or \$245 for termination without cause or if the executive resigns for good reason.

Mark Gervasoni, Chief Marketing and Sales Officer, was granted a base salary of \$150 per year with a bonus potential of an additional amount targeted at 100% of base salary upon achievement of company and personal goals. In addition, the agreement includes a provision for 12 months' severance pay for termination without cause, upon a change in control or if the executive resigns for good reason. Mr. Gervasoni voluntarily resigned on May 31, 2011.

## Grants of Awards

Name (A)	Grant Date (B)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock Or Units (#) (I)	All Other Option Awards: Number of Securities Underlying Options (J)	Exercise or Base Price of Option Awards (\$ Sh) (K)	Grant Date Fair Value of Stock and Option Awards (\$) (L)
		Threshold (\$) (C)	Target (\$) (D)	Maximum (\$) (E)	Threshold (\$) (F)	Target (\$) (G)	Maximum (\$) (H)				
Bruce Widener	5/8/2009								1,000,000	\$ 1.19	\$ 750
Gerald Bowman	7/9/2009								150,000	\$ 1.61	\$ 153
Gerald Bowman	5/27/2010								250,000	\$ 1.40	\$ 227
Michael Grendi	2/5/2010								200,000	\$ 1.07	\$ 134
Michael Grendi	5/27/2010								200,000	\$ 1.40	\$ 183
Victor Agruso	11/12/2009								100,000	\$ 1.07	\$ 31
Victor Agruso	6/7/2010								100,000	\$ 1.60	\$ 75
Richard C. Mills	12/20/2007							782,250 (4)			\$ 664
Richard C. Mills	5/8/2009								1,000,000	\$ 1.19	\$ 750

The table above details options granted to company officers to purchase our commons stock, the strike price and the fair value of the options, columns (J), (K) and (L) respectively, on the date of grant under ASC 718.

Additionally column (I) discusses the December 20, 2007, granted of 782,250 shares of Beacon restricted stock to Mr. Mills, of which 150,000 shares vested immediately and 632,250 shares vest in equal amounts annually on each of December 21, 2008, 2009, and 2010. The full grant date fair value of this restricted stock award under ASC 718 is \$667.

There was no other equity or share-based awards granted during the years ended September 30, 2011 and 2010 to the named executive officers.

### Outstanding Equity Awards at Fiscal Year-End

The following table details the equity incentive awards outstanding as of September 30, 2011. For additional information about the option awards, see "Equity Awards" and "Compensation for Named Executive Officers in Fiscal Year 2011" under "Compensation Discussion and Analysis."

**Outstanding Equity Awards at Fiscal Year-End**

Name (A)	Option Awards				Stock Awards				
	Number of Securities Underlying Unexercised Options (#) Exercisable (B)	Number of Securities Underlying Unexercised Options (#) Unexercisable (C)	Equity Incentive Plan Awards: Number of Unearned Securities Underlying Unexercised Options (#) Unexercisable (D)	Option Exercise Price (E)	Option Expiration Date (F)	Number of Shares or Units of Stock That Have Not Vested (G)	Market Value of Shares or Units of Stock That Have Not Vested (H)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (I)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (J)
Bruce Widener	666,667	333,333		\$ 1.19	5/8/2019	-			
Gerald Bowman	100,000	50,000		\$ 1.61	7/9/2019				
Gerald Bowman	83,333	166,667		\$ 1.40	5/27/2020				
Michael Grendi	66,667	133,333		\$ 1.07	2/5/2020				
Michael Grendi	66,667	133,333		\$ 1.40	5/27/2020				
Victor Agruso	25,000	75,000		\$ 1.07	11/12/2019				
Victor Agruso	33,333	66,667		\$ 1.60	6/7/2020				
Richard C. Mills	500,000	-		\$ 1.19	5/8/2019				

**Options Exercises and Stock Vested**

Pursuant to a grant of 782,250 shares of restricted stock to Mr. Mills, our former president, awarded on December 20, 2007, 150,000 shares vested on that date when the stock was valued at \$0.85 per share. Subsequent vesting occurred in equal amounts annually totaled 421,500 shares vesting at a value of \$1.20 per share as of December 31, 2009, for a total vested number of shares of 571,500. On May 15, 2010, pursuant to the separation agreement with the Company, the remaining 210,750 shares were vested.

**Potential Payments Upon Termination or Change in Control**

The following table summarizes the value of the termination payments and benefits Messrs. Widener, Bowman, Grendi and Agruso would receive if they had terminated employment on September 30, 2011 under the circumstances shown pursuant to the terms of the employment agreements we have entered into with each of them. For further description of the employment agreement governing these payments, see "Employment Agreements." Other than the employment agreements with our named executives, there is no formal policy with respect to payments to named executive officers upon a termination of such officer or change in control of the Company. In addition, the employment agreements with our named executives do not provide for any payments upon a change in control. The tables exclude (i) amounts accrued through September 30, 2011 that would be paid in the normal course of continued employment, such as accrued but unpaid salary and earned annual bonus for fiscal year 2011 and reimbursed business expenses and (ii) vested account balances under our 401(k) Plan that is generally available to all of our employees.

**Bruce Widener**

<u>Benefit</u>	<u>Retirement (\$)</u>	<u>Death (\$)</u>	<u>Disability (\$)</u>	<u>Termination by Company without Cause or Executive with Good Reason (\$)</u>	<u>Termination following or prior to a Change in Control (\$)</u>
Cash Severance	-	\$ 240(1)	\$ 240(1)	\$ 720(1)	-(2)
Acceleration of Restricted Stock	-	-	-	-	-(2)
Acceleration of Stock Options	-	-	-	-	-(2)
Health & Welfare Benefits	-(3)	-(3)	16(3)	35(3)	-(2)

**Gerald Bowman**

<u>Benefit</u>	<u>Retirement (\$)</u>	<u>Death (\$)</u>	<u>Disability (\$)</u>	<u>Termination by Company without Cause or Executive with Good Reason (\$)</u>	<u>Termination following or prior to a Change in Control (\$)</u>
Cash Severance	-	\$ 245(1)	\$ 245(1)	\$ 245(1)	200(2)
Acceleration of Restricted Stock	-	-	-	-	-(2)
Acceleration of Stock Options	-	-	-	-	-(2)
Health & Welfare Benefits	-(3)	-(3)	16(3)	16(3)	-(2)

**Michael Grendi**

Benefit	Retirement (\$)	Death (\$)	Disability (\$)	Termination by Company without Cause or Executive with Good Reason (\$)	Termination following or prior to a Change in Control (\$)
Cash Severance	-	\$ 245(1)	\$ 245(1)	\$ 245(1)	180(2)
Acceleration of Restricted Stock	-	-	-	-	-(2)
Acceleration of Stock Options	-	-	-	-	-(2)
Health & Welfare Benefits	-(3)	-(3)	16(3)	16(3)	-(2)

**Victor Agruso**

Benefit	Retirement (\$)	Death (\$)	Disability (\$)	Termination by Company without Cause or Executive with Good Reason (\$)	Termination following or prior to a Change in Control (\$)
Cash Severance	-	\$ 245(1)	\$ 245(1)	\$ 245(1)	150(2)
Acceleration of Restricted Stock	-	-	-	-	-(2)
Acceleration of Stock Options	-	-	-	-	-(2)
Health & Welfare Benefits	-(3)	-(3)	16(3)	16(3)	-(2)

(1) Excluding accrued, but unpaid, base salary, annual bonus, accrued vacation and unreimbursed business expenses.

(2) Executive is not entitled to any specific payments upon a change in control, other than such payment that Executive would otherwise be entitled to if termination upon a change in control is by reason of death or disability or by the Company without Cause or the Executive for Good Reason, as provided in the related columns.

(3) Executive is entitled to continued participation in our group health plan, assuming he makes a timely election of continuation coverage under COBRA, at the Company's expense.

## DIRECTOR COMPENSATION

*Compensation for Non-Management Directors.* Our directors have agreed to serve on our board of directors based on their existing equity position in Beacon. John D. Rhodes III was issued 300,000 Warrants to purchase Beacon common stock in exchange for his service on the board by unanimous vote in a Board Meeting on March 26, 2008. On January 9, 2009, the Compensation Committee resolved to pay directors \$1 per meetings via telephone and \$3 per meeting in person but the directors unanimously agreed to waive this compensation until such time as the company achieved positive net income.

The following table provides summary information of compensation of directors for the year ended September 30, 2011.

### Director Compensation

Name and Principal Position	Fees Earned or Paid in Cash (S)	Stock Awards (S)	Options Awards (S)	Non- Equity Incentive Plan Compensation (S)	Change in Pension Value and Non- Qualified Deferred Compensation Earnings (S)	All Other Compensation (S)	Total (S)
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)
—							

### Item 12. Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding the ownership of our common stock as of December 12, 2011 by (i) any person who is known to us to be the beneficial owner of more than five percent of our common stock, (ii) all directors, (iii) all executive officers named in the Summary Compensation Table herein and (iv) all directors and executive officers as a group. Warrants and options to acquire our common stock included in the amounts listed below are currently exercisable or will be exercisable within 60 days after December 12, 2011, and are deemed outstanding for computing the ownership percentage of the stockholder holding such warrants and/or options, but are not deemed outstanding for computing the ownership percentage of any other stockholder.

Name	Beneficial Common Share Ownership	% of Class
Bruce Widener	3,254,167	7%
John D. Rhodes III (1)	3,171,606	7%
Richard C. Mills (2)	2,769,500	6%
J. Sherman Henderson III (3)	1,035,000	2%
Michael Grendi	166,667	0%
Gerry Bowman	83,333	0%
Victor Agruso	83,333	0%
Directors and Named Executives Officers (as a group)	10,563,606	17%

As shareholders with greater than 5% ownership of the company, the address of Messrs. Widener and Rhodes address is 9300 Shelbyville Road, Suite 1020, Louisville, KY 40222

1. Includes the 166,666 shares into which the Exchange Bridge Note held by Dr. Rhodes is convertible, 285,500 shares for which the Exchanged Bridge Warrants held by Dr. Rhodes are exercisable within 60 days of the date hereof, 300,000 warrants to purchase shares in exchange for his representation on the Board of Directors, 805,271 shares into which the Series B Preferred Stock is convertible, 350,000 Warrants issued pursuant to the Series B Preferred Stock purchase, and 716,662 warrants issued in exchange for an equity financing arrangement
2. Mr. Mills and his wife are beneficial owners of 482,500 shares of Beacon Common Stock. Pursuant to a grant of 782,250 shares of restricted stock to Mr. Mills, our former president, awarded on December 20, 2007, 150,000 shares vested on that date when the stock was valued at \$0.85 per share. Subsequent vesting occurred in equal amounts annually totaled 421,500 shares vesting at a value of \$1.20 per share as of December 31, 2009, for a total vested number of shares of 571,500. On May 15, 2010, pursuant to the separation agreement with the Company, the remaining 210,750 shares were vested.
3. Includes 30,000 shares held by LANJK, LLC (a limited liability company wholly owned by Mr. Henderson's wife and managed by Mr. Henderson).

**Item 13. *Certain Relationships and Related Transactions, and Director Independence***

On August 17, 2010 we entered into a long term line of credit facility with one of our directors for \$4,000, the facility has an annual interest rate of 7.73% on any outstanding balance and a facility fee of the greater of \$40 or 1% of the unused balance. Additionally, 15,000 warrants, with a five year term at \$1.00 per share, per month will be paid for each month the facility is outstanding. As of September 30, 2011 and 2010, we have an outstanding balance of \$0 and \$630, respectively leaving an unused amount of \$4,000 and \$3,370, which is presented as a non-current liability in our consolidated balance sheet, as terms of the facility call for an 18 month maturity date. As of September 30, 2011, we have issued 165,000 warrants. Using the Black Scholes prices model, we determined the fair value of the warrants and recorded as other expense of \$71 for the year ended September 30, 2011.

On August 12, 2011, the Company modified the agreement, extending the term another 24 months, and reducing the credit facility to \$2,000, with an annual interest rate of 7.75% on any outstanding balance. For any outstanding balance at month end under the credit facility, the director will receive warrant coverage of 15% to purchase common shares of the Company at an exercise price of the then current stock price.

Additionally under the revised agreement, during the next 24 months the Company may require the director to purchase shares of Common Stock at the then current stock price. The aggregate purchase price of all shares purchased shall not exceed \$2,000. For the dollar amount of Common Stock purchased, the director will receive warrant coverage of 15% to purchase shares of Common stock of the Company at an exercise price of the then current stock price. Finally, the Company's Chief Executive Officer (CEO) agreed that, upon the exercise of the share purchase commitment in whole or in part by the Company, the director shall have the right to purchase up to 1,200,000 shares of Common Stock from the CEO for a purchase price of \$0.01 per share.

On October 26, 2011, the Company decided to terminate this long term line of credit facility and associated put right.

On November 15, 2007, we issued \$100 of convertible notes payable to one of our directors which is presented as a current liability in our consolidated balance sheet as of September 30, 2011 and 2010, respectively.

Under a marketing agreement with a company owned by the wife of Beacon's former president, we provided procurement and installation services as a subcontractor. As of September 30, 2011 and 2010 we earned net sales of approximately \$0 and \$323 for procurement and installation services provided under this marketing agreement, of which \$0 and \$198 is recorded as accounts receivable in the accompanying consolidated balance sheets.

The Company has obtained insurance through an agency owned by one of its founding stockholders/directors. Insurance expense of \$148 and \$150 was paid to the agency for the years ended September 30, 2011 and 2010, respectively.

For the year ended September 30, 2011, in connection with a construction bond the Company obtained through an agency owned by one of its founding stockholders/directors, 33,120 warrants were issued. Using the Black Scholes pricing model, we determined the fair value of the warrants and recorded as other expense of \$15.



**Item 14. Principal Accountant Fees and Services**

The following table presents fees for professional services rendered by Marcum LLP for the audit of our annual financial statements for the years ended September 30, 2011 and 2010:

	For the year ended September 30, 2011	For the year ended September 30, 2010
Audit fees	\$ 155	\$ 297
Tax fees	-	-
Other fees	-	-
	<u>\$ 155</u>	<u>\$ 297</u>

In accordance with its written charter, the Audit Committee reviews and discusses with Marcum LLP, on a periodic basis, any disclosed relationships or services that may impact the objectivity and independence of the independent registered accounting firm and pre-approves all audit and permitted non-audit services (including the fees and terms thereof) to be performed for us by our independent registered public accounting firm.

**Item 15. Exhibits, Financial Statement Schedules**

- 2.1 Non-Interest-Bearing Promissory Note dated February 26, 2010 (incorporated by reference to Exhibit 2.03.A to the Company's Current Report on Form 8-K filed March 2, 2010).
- 2.2 Subordinated Security Agreement dated February 26, 2010 (incorporated by reference to Exhibit 2.03.B to the Company's Current Report on Form 8-K filed March 2, 2010).
- 3.1 Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K filed January 13, 2009).
- 3.2 Certificate of Designation of the Series B Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed August 19, 2008).
- 3.3 Restated Bylaws (Incorporated by reference to Exhibit 3.2 to Form 10-KSB dated October 16, 2003).
- 3.4 Certificate of Designation of Series C Preferred Stock (incorporated by reference to Exhibits to our Quarterly Report on Form 10-Q for the period ended March 31, 2011).
- 3.5 Amendment No. 1 to the Certificate of Designation of the Series C Preferred Stock (incorporated by reference to Exhibits to our Quarterly Report on Form 10-Q for the period ended March 31, 2011).
- 4.1 Form of warrant to purchase common stock granted in connection with August 19, 2008 financing arrangement between the Company and one of its directors (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K filed January 13, 2009).
- 4.2 Registration Rights Agreement dated November 12, 2008 by and between the Company and the placement agent for the November 2008 offering of Common Stock (incorporated by reference to Exhibit 4.2 to the Company's Annual Report on Form 10-K filed January 13, 2009).
- 4.3 Form of warrant to purchase common stock granted in connection with November 2008 offering of Common Stock (incorporated by reference to Exhibit 4.3 to the Company's Annual Report on Form 10-K filed January 13, 2009).
- 4.4 Form of convertible promissory notes and warrants granted in connection with the 2007 convertible debt financing (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated December 28, 2007).
- 4.5 Form of warrant to purchase common stock granted in connection with the offering of Series A and Series A-1 Preferred Stock, as amended and recirculated July 30, 2008 (incorporated by reference to Exhibit 4.5 to the Company's Annual Report on Form 10-K filed January 13, 2009).
- 4.6 Form of warrant to purchase common stock granted to the placement agent retained in connection with the offering of Series A and Series A-1 Preferred Stock (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K dated December 28, 2007).
- 4.7 Form of warrant to purchase common stock granted to affiliates of placement agent retained in connection with the offering of Series A and Series A-1 Preferred Stock (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K dated December 28, 2007).
- 4.8 Form of warrant to purchase common stock granted in connection with the offering of Series B Preferred Stock (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q filed August 19, 2008).
- 4.9 Form of warrant to purchase common stock granted in connection with the July 2008 offering of Common Stock (incorporated by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q filed August 19, 2008).
- 4.10 Form of warrant to purchase common stock issued to J. Sherman Henderson and Robert A. Clarkson on July 10, 2008 (incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q filed August 19, 2008).
- 4.11 Form of the Convertible Promissory Notes, dated January 22, 2009, made and issued by the Company to various investors, in the aggregate principal amount of \$500,000 (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q filed February 23, 2009).

- 4.12 Form of the Warrants, dated January 22, 2009, made and issued by the Company to various investors (incorporated by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q filed February 23, 2009).
- 4.13 Form of warrant to purchase common stock granted to the investors in connection with the June 2009 offering of Common Stock (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q filed August 12, 2009).
- 4.14 Form of warrant to purchase common stock granted to the investors in connection with the September 2009 Private Placement (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K filed December 29, 2010).
- 10.1 Placement Agency Agreement dated July 25, 2008 by and between the Company and the Placement Agent (incorporated by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-K filed January 13, 2009).
- 10.2 Letter Agreement dated July 25, 2008 by and between the Company and the Placement Agent (incorporated by reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K filed January 13, 2009).
- 10.3 Letter Agreement dated August 19, 2008 by and between the Company and one of its directors (incorporated by reference to Exhibit 10.3 to the Company's Annual Report on Form 10-K filed January 13, 2009).
- 10.4 Loan Agreement dated September 4, 2008 by and between the Company and First Savings Bank (incorporated by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K filed January 13, 2009).
- 10.5 Letter Agreement dated January 9, 2009, by and between the Company and John Rhodes, relating to an equity financing agreement (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed February 23, 2009).
- 10.6 Form of the Note Purchase Agreement, dated January 22, 2009, by and between the Company and various investors (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed February 23, 2009).
- 10.7 Work Order dated December 19, 2008, by and between the Company and Johnson & Johnson Services, Inc. (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed February 23, 2009).
- 10.8 Promissory Note, dated January 7, 2009, made and issued by the Company to John Rhodes (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed February 23, 2009).
- 10.9 Beacon Solutions 2008 Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed May 13, 2009.)
- 10.10 Letter Agreement dated August 10, 2009 by and between the Company and John Rhodes (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed August 12, 2009).
- 10.11 Promissory Note dated August 10, 2009 made and issued by the Company to John Rhodes Family Limited Partnership (incorporated by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q filed August 12, 2009).
- 10.12 Selling Agency Agreement dated June 12, 2009 by and between the Company and the selling agent named therein (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed August 12, 2009).
- 10.13 Secured Promissory Note, dated December 20, 2007, issued by Beacon to ADSnetcurve (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K dated December 28, 2007).
- 10.14 Asset Purchase Agreement, dated October 15, 2007, by and between Beacon and CETCON, Incorporated ("CETCON")(incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K dated December 28, 2007).
- 10.15 Secured Promissory Note, dated December 20, 2007, issued by Beacon to CETCON (incorporated by reference to Exhibit 10.8 to the Company's Current Report on Form 8-K dated December 28, 2007).

- 10.16 Asset Purchase Agreement, dated October 15, 2007, by and between Beacon and Strategic Communications, LLC (incorporated by reference Exhibit 10.9 to the Company's Current Report on Form 8-K dated December 28, 2007).
- 10.17 Promissory Note, dated December 20, 2007, issued by Beacon to Strategic (incorporated by reference to Exhibit 10.10 to the Company's Current Report on Form 8-K dated December 28, 2007).
- 10.18 Asset Purchase Agreement, dated October 15, 2007, by and between Beacon and RFK Communications, LLC ("RFK") (incorporated by reference to Exhibit 10.11 to the Company's Current Report on Form 8-K dated December 28, 2007).
- 10.19 Secured Promissory Note, dated December 20, 2007, issued by Beacon to RFK (incorporated by reference to Exhibit 10.12 to the Company's Current Report on Form 8-K dated December 28, 2007).
- 10.20 Agreement and Plan of Merger, dated October 15, 2007, by and among Beacon, BH Acquisition Sub, Inc., Bell Haun Systems, Inc. ("BHS") and BHS shareholders (incorporated by reference to Exhibit 10.13 to the Company's Current Report on Form 8-K dated December 28, 2007).
- 10.21 Promissory Note, dated December 20, 2007, issued by Beacon to the BHS shareholders (incorporated by reference to Exhibit 10.14 to the Company's Current Report on Form 8-K dated December 28, 2007).
- 10.22 Promissory Notes, dated December 20, 2007, issued by Beacon to Thomas O. Bell and Michael T. Haun (incorporated by reference to Exhibit 10.15 to the Company's Current Report on Form 8-K dated December 28, 2007).
- 10.23 Registration Rights Agreement, dated December 20, 2007, between Beacon, the placement agent for the Preferred Stock offerings and certain investors (incorporated by reference to Exhibit 10.16 to the Company's Current Report on Form 8-K dated December 28, 2007).
- 10.24\*\* Employment Agreement, dated December 2007, between the Company and Bruce Widener (incorporated by reference to Exhibit 99.8 to the Company's Quarterly Report on Form 10-Q filed February 19, 2008).
- 10.25\*\* Employment Agreement, dated December 2007, between the Company and Richard C. Mills (incorporated by reference to Exhibit 99.6 to the Company's Quarterly Report on Form 10-Q filed February 19, 2008).
- 10.26\*\* Employment Agreement, dated December 2007, between the Company and Robert R. Mohr (incorporated by reference to Exhibit 99.5 to the Company's Quarterly Report on Form 10-Q filed February 19, 2008).
- 10.27\*\* Employment Agreement dated May 12, 2009 by and between the Company and Bruce Widener (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed August 12, 2009).
- 10.28\*\* Employment Agreement dated May 22, 2009 by and between the Company and Richard C. Mills (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed August 12, 2009).
- 10.29\*\* Employment Agreement dated May 22, 2009 by and between the Company and Robert Mohr (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed August 12, 2009).
- 10.30\*\* Executive Employment Agreement dated as of June 1, 2010 by and between the Company and Mark A. Gervasoni (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed June 2, 2010)
- 10.31 Documents related to the Integra Bank Credit Facility (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-QSB dated May 15, 2008).
- 10.32 Registration Rights Agreement dated July 25, 2008 by and between the Company and the placement agent retained in the July 2008 offering of Common Stock (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed August 19, 2008).
- 10.33 Project Management Services Agreement dated November 6, 2009 by and between Beacon Solutions AG, a wholly owned subsidiary of the Company, and Interxion (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed February 16, 2010).

10.34	Placement Agency Agreement dated September 28, 2009 by and between the Company and the Placement Agent (incorporated by reference to Exhibit 10.33 to the Company's Annual Report on Form 10-K filed December 29, 2009).
10.35	Amendment to the Executive Officer Employment Agreement dated September 16, 2011 by and between the Company and Bruce Widener (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed September 16, 2011).
10.36	Amendment to the Executive Officer Employment Agreement dated September 16, 2011 by and between the Company and Jerry Bowman (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed September 16, 2011).
10.37	Amendment to the Executive Officer Employment Agreement dated September 16, 2011 by and between the Company and Michael Grendi (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed September 16, 2011).
10.38	Amendment to the Executive Officer Employment Agreement dated September 16, 2011 by and between the Company and Victor Agruso (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed September 16, 2011).
14.1	Code of Ethics (incorporated by reference to Exhibit 14.1 to the Company's Annual Report on Form 10-K filed January 13, 2009).
21.1*	Subsidiaries of the Registrant.
31.1*	Certification of Principal Executive Officer, pursuant to Rule 13a-14(a) of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Executive Officer, pursuant to Rule 13a-14(a) of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Principal Executive Officer, pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2*	Certification of Principal Executive Officer, pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
101.INS	XBRL Instance Document **
101.SCH	XBRL Taxonomy Extension Schema Document ***
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document ***
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document ***
101.LAB	XBRL Taxonomy Extension Label Linkbase Document ***
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document ***

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\* Denotes filed herein.

\*\* Denotes compensatory plan or management contract.

\*\*\* Pursuant to applicable securities laws and regulations, the Company is deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and is not subject to liability under any anti-fraud provisions of the federal securities laws as long as the Company has made a good faith attempt to comply with the submission requirements and promptly amends the interactive data files after becoming aware that the interactive data files fails to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on December 12, 2011.

BEACON ENTERPRISE SOLUTIONS GROUP, INC.

By: /s/ BRUCE WIDENER

Bruce Widener  
Chief Executive Officer and Chairman of the  
Board of Directors

Date: December 12, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ BRUCE WIDENER</u> Bruce Widener	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	December 12, 2011
<u>/s/ J. SHERMAN HENDERSON III</u> J. Sherman Henderson III	Director	December 12, 2011
<u>/s/ DR. JOHN D. RHODES III</u> Dr. John D. Rhodes III	Director	December 12, 2011
<u>/s/ S. SCOTT FITZPATRICK</u> S. Scott Fitzpatrick	Vice President Corporate Controller & Treasurer (Principal Financial Officer)	December 12, 2011

Subsidiaries of Registrant.

Beacon Enterprise Solutions Group, Inc., Indiana corporation, registered to do business in Kentucky.

BH Acquisition Sub, Inc., Nevada corporation, registered to do business in Ohio. BH Acquisition Sub, Inc. is a subsidiary of Beacon Enterprise Solutions Group, Inc., Indiana corporation.

BESG Ireland Ltd., a company formed under the laws of Ireland, is a wholly owned subsidiary of Beacon Enterprise Solutions Group, Inc.

Beacon Solutions S.R.O., a company formed under the laws of the Czech Republic, is a wholly owned subsidiary of Beacon Enterprise Solutions Group, Inc.

Datacenter Contractors AG, a company formed under the laws of Switzerland, is a wholly owned subsidiary of BESG Ireland Ltd.

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**CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Bruce Widener, certify that:

1. I have reviewed this annual report on Form 10-K of Beacon Enterprise Solutions Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: December 12, 2011

Signed: /s/ Bruce Widener  
**Bruce Widener**  
**Chief Executive Officer and Chairman of the Board**

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**CERTIFICATIONS OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, S. Scott Fitzpatrick, certify that:

1. I have reviewed this annual report on Form 10-K of Beacon Enterprise Solutions Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: December 12, 2011

Signed: /s/ S. Scott Fitzpatrick  
**S. Scott Fitzpatrick**  
**Principal Financial Officer**

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**CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Beacon Enterprise Solutions Group, Inc. (the "Company") on Form 10-K for the year ended September 30, 2011 as filed with the Securities and Exchange Commission on the date therein specified (the "Report"), the undersigned Chief Executive Officer of the Company, certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his individual knowledge and belief:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 12, 2011

Signed: /s/ Bruce Widener  
**Bruce Widener**  
**Chief Executive Officer and Chairman of the Board**

The foregoing certification is being furnished pursuant to 18 U.S.C. Section 1350. It is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, regardless of any general incorporation language in said filing.

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**CERTIFICATIONS OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Beacon Enterprise Solutions Group, Inc. (the "Company") on Form 10-K for the year ended September 30, 2011 as filed with the Securities and Exchange Commission on the date therein specified (the "Report"), the undersigned Principal Financial Officer of the Company, certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his individual knowledge and belief:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 12, 2011

Signed: /s/ S. Scott Fitzpatrick  
**S. Scott Fitzpatrick**  
**Principal Financial Officer**

The foregoing certification is being furnished pursuant to 18 U.S.C. Section 1350. It is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, regardless of any general incorporation language in said filing.

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