CYTATION CORP
Form 10QSB
May 14, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-QSB

Quarterly Report Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

For the quarterly period ended March 31, 2004

Commission file Number 0 5388

CYTATION CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware	16-0961436
(State or Other Jurisdiction of Incorporation)	(I.R.S. Employer Identification Number)

251 Thames Street, No. 8, Bristol, RI 02809
(Address of Principal Executive Offices) (Zip Code)

(401) 254-8800
(Registrant's Telephone Number, Including Area Code)

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 [X] NO [ ]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date:

Common Stock, $.001 Par Value - 436,165 shares as of May 13, 2004.

FORWARD-LOOKING INFORMATION

THIS FORM 10-QSB AND OTHER STATEMENTS ISSUED OR MADE FROM TIME TO TIME BY CYTATION CORPORATION OR ITS REPRESENTATIVES CONTAIN STATEMENTS WHICH MAY CONSTITUTE "FORWARD-LOOKING STATEMENTS" WITHIN THE MEANING OF THE SECURITIES ACT OF 1933 AND THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED BY THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. FIFTEEN U.S.C.A. SECTIONS 77Z-2 AND 78U-5 (SUPP. 1996). THOSE STATEMENTS INCLUDE STATEMENTS REGARDING THE INTENT, BELIEF OR CURRENT EXPECTATIONS OF CYTATION CORPORATION AND MEMBERS OF ITS MANAGEMENT TEAM AS WELL AS THE ASSUMPTIONS ON WHICH SUCH STATEMENTS ARE BASED. PROSPECTIVE INVESTORS ARE CAUTIONED THAT ANY SUCH FORWARD-LOOKING STATEMENTS ARE NOT GUARANTEES OF FUTURE PERFORMANCE AND INVOLVE RISKS AND UNCERTAINTIES, AND THAT ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THOSE CONTEMPLATED BY SUCH FORWARD-LOOKING STATEMENTS. THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE OR REVISE FORWARD-LOOKING STATEMENTS TO REFLECT CHANGED ASSUMPTIONS, THE OCCURRENCE OF UNANTICIPATED EVENTS OR CHANGES TO FUTURE OPERATING RESULTS OVER TIME.

PART 1 FINANCIAL INFORMATION

Item 1. Financial Statements.

Cytation Corporation

CONTENTS

UNAUDITED FINANCIAL STATEMENTS

Cytation Corporation
Balance Sheets

ASSETS

	March 31, 2004 (Unaudited)	December 31, 2003 (Audited)
CURRENT ASSETS:		
Cash	$ 649	$ 2,236
Marketable securities	1,308,264	-
Notes receivable, stockholders	10,113	10,113
Notes receivable, others	55,169	55,169
Prepaid expenses and other current assets	1,800	1,800
Total Current Assets	1,375,995	69,318

PROPERTY AND EQUIPMENT, Net		2,421		3,225
OTHER ASSETS:				
Investment		5,000		1,326,178
TOTAL ASSETS	$	1,383,416	$	1,398,721
		========		=========

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:				
Accounts payable and accrued expenses	$	161,322	$	134,100
Note payable and accrued interest		126,070		114,684
Total Current Liabilities		287,392		248,784
COMMITMENTS AND CONTINGENCIES		-		-
STOCKHOLDERS' EQUITY:				
Common stock, $0.001 par value, 2,000,000 shares authorized, 436,165 and 291,165 shares issued and outstanding, respectively		436		291
Additional paid-in capital		33,190,781		33,118,901
Other comprehensive income - unrealized gain on marketable securities		741,916		-
Accumulated deficit		(32,837,109)		(31,969,255)
TOTAL STOCKHOLDERS' EQUITY		1,096,024		1,149,937
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$	1,383,416	$	1,398,721
		========		=========

See notes to financial statements.

Cytation Corporation
Statements of Operations
For The Three Months Ended March 31, 2004 and 2003
(Unaudited)

		2004		2003
CONSULTING REVENUE	$	5,000	$	15,000
COST OF REVENUE		445,405		-
GROSS PROFIT		(440,405)		15,000
OPERATING EXPENSES:				
Depreciation		804		3,480
General and administrative		109,179		55,277
TOTAL OPERATING EXPENSES		109,983		58,757
OPERATING LOSS		(550,388)		(43,757)
OTHER INCOME (EXPENSES)				
Gain on sale of investment		266,250		-

Interest income (expenses), net		(1,386)		5
TOTAL OTHER INCOME		264,864		5
LOSS BEFORE INCOME TAXES		(285,524)		(43,752)
INCOME TAXES		-		-
NET LOSS BEFORE DIVIDEND		(285,524)		(43,752)
NON-CASH DIVIDEND DISTRIBUTION		(582,330)		-
NET LOSS	$	(867,854)	$	(43,752)
		========		========
Net Loss Per Share (Basic and Diluted)	$	(2.96)	$	(0.17)
		========		========
Weighted Average Common Shares Outstanding		292,776		255,920
		========		========

See notes to financial statements.

Cytation Corporation
Statements of Cash Flows
For the Three Months Ended March 31, 2004 and 2003
(Unaudited)

		2004		2003
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net loss	$	(285,524)	$	(43,752)
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation		804		3,480
Gain on sale of investment		(266,250)		-
Non-cash dividend distribution		(582,330)		
Stock based compensation		72,000		
Stock dividend to stockholders		582,330		-
Accrued interest on note payable		1,386		-
Non-cash consulting income		(5,000)		-
Non-cash cost of sales expenses and consulting fee		443,750		
Changes in operating assets and liabilities:				
Accounts payable and accrued expenses		27,222		(137,566)
NET CASH USED IN OPERATING ACTIVITIES		(11,612)		(177,838)

CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from notes payable	10,000	-
Proceeds from issuance of common stock	25	-
Purchase of preferred stock	-	(1,150)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	10,025	(1,150)
NET DECREASE IN CASH	(1,587)	(178,988)
CASH, Beginning	2,236	180,984
CASH, Ending	$ 649	$ 1,996
	========	========
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the periods for:		
Interest	$ -	$ -

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======== Taxes $ - $ - ======== ======== Non-cash investing and financing activities: Conversion of accounts payable to note payable $ - $ 110,865 ========

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See notes to financial statements.

Notes to Financial Statements

1. Basis of Presentation

The accompanying unaudited financial statements of Cytation Corporation (the "Company") have been prepared in accordance with generally accounting principles for interim financial information and with the instructions to prepare them for inclusion as part of the Form 10QSB. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. The financial statements for the periods ended March 31, 2004 and 2003 are unaudited and include all adjustments which in the opinion of management, are necessary in order to make the financial statements not misleading. All such adjustments are of a normal recurring nature. The results of the Company's operations for any interim period are not necessarily indicative of the results of the Company's operations for a full year. For further information, refer to the financial statements and footnotes thereto included in the Company's Form 10KSB filed with the Securities and Exchange Commission for the period ended December 31, 2003.

2. The Company

Until June 20, 2001, the Company provided an extensive range of in-school and online services directed at high school students and their parents, high school counselors, college admissions officers and corporations which target with the teen marketplace. On June 20, 2001, the Company sold all of its assets associated with these activities to TMP Worldwide Inc. for approximately $7.2 million in cash and debt assumed.

Since the fourth quarter of 2002, the Company has engaged in the business of providing consulting and related services to private companies that wish to become reporting companies under the Securities Exchange Act of 1934.

3. Equity Transactions

On March 31, 2004,

the Company issued 120,000 of its common shares to certain consultants and directors for services provided. These shares are valued at $0.60 per share, the Company's stock price on the grant date.

On March 31, 2004, the Company issued 25,000 common shares in connection with an exercise of stock option with an exercise price at $0.001 per share.

- **Investment/Non-Cash Income/Non-Cash Expenses**

In the first quarter of 2004, the Company received 500,000 restricted shares of common stock and warrants of an unrelated entity, American Radio Empire, Inc. ("ARE"), as compensation for the consulting services provided and to be provided. The investment is valued at $5,000, which management believes is approximately the fair value of the shares at this time, and this amount is recorded as consulting revenue on the accompanying financial statements. Management anticipates that such investment will be carried on a cost basis.

In March 2004, the Company transferred 88,750 shares of the common stock of Solomon Technologies, Inc. ("Solomon") to various consultants as compensation for consulting services provided and to be provided. As a result, the Company recorded consulting services expense in the amount of $443,750 and realized a gain from investment of $266,250.

On December 19, 2003, the Board of Directors of the Company declared a stock dividend in shares of Solomon. Pursuant to the Board's resolution, one share of Solomon common stock was to be distributed for each one share of the Company's common stock owned by the Company's stockholders of record on December 23, 2003. The "payment date", or the date of the distribution of the Solomon shares to the Company's stockholders, was to be as soon as practicable after Solomon's registration statement filed with the Securities and Exchange Commission on September 19, 2003 ("Registration Statement") was declared effective and the common stock had been assigned a trading symbol and approved for trading on the OTCBB or other exchange, *provided that* these events occurred before February 23, 2004 and *provided further* that, in the opinion of the Board of Directors of the Company, there had been no material change in the terms of the Registration Statement. On January 7, 2004, the Company distributed 291,165 shares of Solomon stock as dividend on a pro rata basis to the Company's stockholders. The investment is valued at $582,330, or $2 cost basis per share.

5.

Other Comprehensive Income from Unrealized Gain on Marketable Securities

On March 31, 2004, the Company has unrealized gain on marketable securities in amount of $741,916. The fair market value of these marketable securities is $4.62 per share.

6. Subsequent Events

On March 18, 2004, the Company entered a consulting agreement with a third party provider of management consulting, business advisory, shareholder information and public relations services. On March 19, 2004, the Company transferred 75,000 shares of Solomon common stock at a value of $375,000 to this third party. On May 11, 2004, the Company terminated this contract and demanded that the third party return all consideration paid by the Company to it.

Item 2. Management's Discussion and Analysis or Plan of Operation.

Results of Operations

Revenues.

Revenues in the amount of $5,000 for the quarter ended March 31, 2004 were $10,000 less than for the quarter ended March 31, 2003. This decrease is attributable to management's decision to value 500,000 restricted shares of common stock of a client company received by the Company in the current quarter at the aggregate par value of such stock ($5,000) and the fact that it received no cash fee for clients in the current quarter. The Company's revenue fluctuates from quarter to quarter, and the value placed on client company restricted securities received by the Company for services rendered and to be rendered is not necessarily indicative of the value such securities will have after they have been registered with the Securities and Exchange Commission and become eligible to be traded publicly. The value placed on securities received by the Company may take into account, among other things, the risk that they may never be listed on an exchange or otherwise be eligible to be traded publicly.

Cost of Revenues.

Our cost of revenues for the quarter ended March 31, 2004 was $445,405, all of which was associated with the sale of securities received by the Company from a client company in 2003 and reported as income for that year. This amount is attributable principally to transfers of client company shares of common stock to third parties for services rendered and to be rendered. We had no cost of revenues for the quarter ended March 31, 2003 inasmuch as we had not entered into any agreements with client companies as of that date.

Operating Expenses.

Our operating expenses for the quarter ended March 31, 2004 were $109,179, compared to $55,277 for the quarter ended March 31, 2003. This increase is attributable principally to stock-based compensation to the Company's management and directors in the amount of $72,000.

Operating Loss.

Our operating loss for the quarter ended March 31, 2004 was approximately $550,388 compared to an operating loss of $43,757 for the quarter ended March 31, 2003. This increase is attributable principally to substantial cost of sales reported in the quarter ended March 31, 2004 attributable to, and associated with, income generated and reported in a previous accounting period (2003).

Other Income.

The Company realized net other income in the amount of $266,250 in the quarter ended March 31, 2004 compared to no such net other income in the quarter ended March 31, 2003. This other income is attributable to gain on the disposition of securities transferred to third parties. See *Cost of Revenues*.

Liquidity and Capital Resources

As of March 31, 2004, we had positive working capital of $1,088,603 compared to negative working capital of $142,957 as of March 31, 2003.

We have minimal fixed expenses and minimal operating costs and are able to operate indefinitely without generating any revenue from the business we currently conduct. Our officers serve as consultants to us and are paid solely from revenues generated from transactional income, if any, in an amount approved by the independent compensation committee of the board of directors. We occupy our office space on a month-to-month basis. The Company has no employment or consulting agreements or long-term commitments for office space or services.

Plan of Operation

In late 2001 and early 2002, we concluded that it would be in our stockholders' interest to leverage management's public company expertise, legal background and brokerage experience by researching the feasibility of entering into the business of providing consulting and related services to private companies that wished to "go public" and develop a trading market for their securities. In consultation with outside legal counsel, we considered the following factors, among others:

- the IPO market for small and microcap companies as well as the overall market for and interest in "reverse merger" transactions
- the level of interest that smaller companies exhibited in becoming reporting companies and the reasons going public was attractive to them
- the cash paid by operating companies for "shells" or blank check companies and the amount of equity operating companies gave up in a reverse merger
- the type of post-merger difficulties experienced by some companies that had engaged in a reverse merger
- the type of pre-merger difficulties experienced by some companies that had engaged in, or attempted to engage in, a reverse merger
- the number of promoters of reverse mergers, including facilitators who match private companies and shell company owners
- the distribution of shares in the public float and the number of "public" shareholders after the reverse merger was consummated
- the applicability of Rule 144 promulgated under the Securities Act of 1933 to "free-trading" shares held by promoters and others after the consummation of reverse mergers
- the exchanges on which reverse merged companies' traded
- the overall performance of reverse merged companies' shares in the aftermarket
- the enactment of the Sarbanes-Oxley Act of 2002 on the continued viability and practicality of reverse merger transactions.
- the enactment of the Sarbanes-Oxley Act of 2002 on the willingness and ability of entrepreneurs to comply with complex and costly reporting requirements that provide little, if any, compliance flexibility for small and microcap companies.

We concluded as follows:

- investment banking firms are likely to continue to underwrite a very limited number of initial public offerings, particularly in the small and microcap marketplaces, and that accordingly very limited amounts of public capital would be available to our targeted client base
- there were serious transactional and disclosure risks associated with reverse mergers and that the substantially increased demand, and requirements for full and timely disclosure in the public markets may well not be met by the parties to this type of transaction
- reverse mergers proved to be far more expensive than many companies could afford and, for this reason alone, our program offered a viable alternative
- there was a market opportunity in offering private companies consulting and related services in order to assist them in attaining reporting company status under the Securities Exchange Act of 1934 without a substantial cash payment requirement, without utilizing a shell or blank check company and without engaging in a reverse merger transaction

- larger companies had a reason to engage in non-underwritten public offerings apart from any immediate need for capital
- an underwritten initial public offering was not necessarily a suitable objective for many larger enterprises than had no immediate need for substantial cash infusions and had other valid reasons for transitioning to reporting company status

After our stockholders meeting in September 2002, we began implementing a program based on these conclusions that would enhance stockholder value. Because the performance of a part of our overall program required an amendment to our certificate of incorporation, we were not able to engage actively in this business until it this amendment was effective. The amendment was approved by our stockholders in September 2002 and implemented before year-end 2002. Overall, we spent more than one year researching and preparing the business plan for our program, which included some continuing effort into the first quarter of 2003. Effective as of the second quarter of 2003, however, we no longer were engaged in these preliminary activities.

Services.

We provide a broad range of services as part of our overall agreement with client companies. These services are:

- assist in the selection of competent corporate and securities counsel and independent auditors experienced in SEC practice and procedure
- develop strategies and assist clients in meeting stockholder distribution and stockholder base necessary for listing on the OTCBB, NASDAQ or the American Stock Exchange, including advice with respect to meeting applicable initial and maintenance listing requirements
- assist client companies' outside legal counsel in the preparation and filing with the SEC of a registration statement, either on Form S-1 or SB-2
- assist client companies' outside legal counsel and auditors with respect to SEC Staff comments on the registration statement
- assist client companies in preparing for an audit of their financial statements in connection with the registration statement
- assist client companies in obtaining market makers and in filing the Form 211 for OTCBB listings
- assist client companies with respect to obtaining a "manual exemption" from filing requirements under state securities laws
- evaluate opportunities for obtaining research on client companies
- evaluate general client company profile materials
- advise client company management regarding general private to public company transition issues and matters
- introduce client companies to possible institutional sources of private financing
- provide general management and financial consulting services

We do not provide investor relations or financial public relations services. Nor do we underwrite client companies' securities. Our management will not accept management or director positions with any client company.

We are compensated in cash and client company stock for our services. We expect to sell the stock consideration received after trading of our client companies' securities begins. All transactions in the securities of client companies are effected in open market transactions by members of the National Association of Securities Dealers with which we are not affiliated. If we elect to distribute as a dividend shares we receive of a client company, they are made *pro rata* to our stockholders without expense or fee.

In 2003, we signed two consulting agreements with private companies that wished to utilize our services. Both companies filed registration statements with the Securities and Exchange Commission ("SEC"). One company completed the registration process in the first quarter of 2004, and the other is in the review process with the SEC. We recorded non-cash revenue in 2003 from the receipt of equity securities from one of these companies. We are considering additional clients but have not entered into any agreements as of April 2, 2004.

As part of our plan to enhance stockholder value, our Board of Directors declared and paid a dividend of 291,165 shares of the common stock of one client company. The pay date of the dividend was January 7, 2004.

We do not underwrite our clients' securities, do not make markets in clients' securities, do not provide research, and do not engage in other services typically provided by broker-dealers. We generally agree to make introductions to institutional investors after a client company has filed its registration statement. However, we will not accept a commission or finders' fee on any capital realized by client companies as a result of such introductions. We are preparing an application for membership in the National Association of Securities Dealers for a wholly-owned subsidiary corporation. When and if that application is filed and approved, we may generate revenue from commissions from private placement transactions through this subsidiary corporation.

Our management believes that the Company's program fills an important market need for business enterprises by enabling them to attain public status and to achieve a trading market for their securities in full compliance with securities regulations:

- For smaller companies, we provide a range of management and financial consulting services that help prepare clients for public company status without undergoing a risky and costly reverse merger. For these companies, public status often enhances their ability to attract capital from portfolio managers and other institutional investors that will not consider investments in private companies.
- For larger companies, we provide similar services as needed in the context of an alternative to an underwritten initial public offering, thereby minimizing dilution while at the same time enabling them to obtain the benefits of public company status, *e.g.*, in order to use their publicly-trade securities as acquisition currency and to engage in both pre-public and post-public private placements at higher valuations.

Our program is grounded in full disclosure because client companies file a registration statement with the SEC. We work closely with legal and accounting professionals of client companies in the preparation of applicable disclosure documents but do not supplant these professionals. We believe that full disclosure in the form of a registration statement filed with the SEC *before* trading begins is in the spirit of the Securities Act of 1933 as well as the Sarbanes-Oxley Act. With increasing regulatory skepticism and scrutiny of reverse mergers and the promoters of these types of transactions, we believe our program will continue to attract an increasing level of interest from companies wishing to take advantage of the benefits of public status.

A description of our business may also be found at www.cytation.com.

Item 3. Controls and Procedures

As required by Rule 13a-15 under the Exchange Act, as of the end of the period covered by this report for the quarter ended March 31, 2004, we have carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures. This evaluation was carried out under the supervision and with the participation of our management, including our President along with our Chairman and General Counsel. Based upon that evaluation, our President along with our Chairman and General Counsel concluded that our disclosure controls and procedures are effective as at the end of the period covered by this report. There have been no significant changes in our internal controls or in other factors, which could significantly affect internal controls subsequent to the date we carried our evaluation.

Disclosure controls and procedures and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our President and Chairman and General Counsel, as appropriate, to allow timely decisions regarding required disclosure.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 2. Change in Securities.

On March 31, 2004,

the Company issued 120,000 of its common shares to certain consultants and directors for services provided. These shares are valued at $0.60 per share, the Company's closing stock price on the grant date.

On March 31, 2004, the Company issued 25,000 common shares in connection with an exercise of a stock option with an exercise price at $0.001 per share.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

None.

Item 5. Other Information.

Certification under Sarbanes-Oxley Act

. Our president and acting chief financial officer has furnished to the SEC the certification with respect to this Report that is required by Section 906 of the Sarbanes-Oxley Act of 2002.

Item 6. Exhibits and Reports on Form 8-K.

- Exhibits:

The following exhibits are filed as part of or incorporated by reference into this Report:

Exhibit	Description
3.1	Amended and Restated Certificate of Incorporation of the Company(2)
3.2	Articles of Merger between the Company and Cytation Corporation, dated February 11, 1999(1)
3.3	Articles of Merger between CollegeLink.com Incorporated and ECI, Inc., dated August 10, 1999(2)
3.4	

	Certificate of Merger of CollegeLink.com Incorporated and ECI, Inc., dated August 10, 1999(2)
3.5	Certificate of Ownership and Merger between the Company and CollegeLink.com Incorporated, dated November 15, 1999(2)
3.6	By-Laws of the Company(2)
4.1	Please see Exhibits 3.1 and 3.6 for provisions of the Amended and Restated Certificate of Incorporation and By-Laws of the Company defining the rights of holders of the common stock of the Company
10.1	Amended and Restated Asset Purchase Agreement by and among TMP Worldwide, Inc., CollegeLink.com Incorporated and CollegeLink Corporation, dated May 2, 2001(3)
10.2	Escrow Agreement by and among the Company, TMP Worldwide, Inc, and Eastern Bank and Trust Company, dated June 20, 2001
10.3	Bill of Sale and Assignment, by and among TMP Worldwide, Inc., CollegeLink.com Incorporated and CollegeLink Corporation, dated June 20, 2001
10.4	Non-Competition and Non-Solicitation Agreement between TMP Worldwide and Richard A. Fisher, dated June 20, 2001
10.5	Non-Competition and Non-Solicitation Agreement between TMP Worldwide and Kevin J. High, dated June 20, 2001
10.6	Employment Agreement, dated October 15, 2001, between the Company and Richard A. Fisher
10.7	Employment Agreement, dated October 15, 2001, between the Company and Kevin High
10.8	Letter from Richard A. Fisher dated February 20, 2003 terminating his employment agreement with the Company effective December 31, 2002
10.9	Letter from Kevin J. High dated February 20, 2003 terminating his employment agreement with the Company effective December 31, 2002
10.10	Consulting agreement dated March 18, 2004 by and between Business Solutions of the Future Inc. and the Company
24.1	Power of Attorney (contained on the signature page of this Form 10-KSB)

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(1) Incorporated by reference from the Company's Form 8-K, Current Report, filed March 18, 1999, and later amended on April 2, 1999.

(2) Filed as Exhibit to the Company's Registration Statement No. 333-85079 on Form SB-2 and incorporated herein by reference.

(3) Filed as an Exhibit to the Company's Proxy Statement filed May 25, 2001 and incorporated herein by reference.

(b) Reports on Form 8-K

None.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CYTATION CORPORATION

By: /s/Kevin J. High
Name: Kevin J. High
Title: President and Acting Chief Financial Officer

Date: May 13, 2004