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

Form 10-QSB

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2003

[ ] 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: 0-29020

ViewCast.com, Inc.
(Exact Name of Small Business Issuer as Specified in its Charter)

Delaware	**75-2528700**
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Incorporation Identification No.)

17300 Dallas Parkway, Suite 2000, Dallas, TX 75248
(Address of principal executive offices)

972/488-7200
(Issuer's Telephone Number)

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes [ ] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

As of July 31, 2003, 20,632,332 shares of the Registrant's common stock were outstanding.

Transitional Small Business Disclosure Format (check one): Yes [ ] No [X]

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PART I. FINANCIAL INFORMATION

VIEWCAST.COM, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	December 31, 2002	June 30, 2003 (Unaudited)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 288,519	$ 401,322
Accounts receivable, less allowance for doubtful accounts of $144,000 and $147,000 at December 31, 2002 and June 30, 2003, respectively	2,515,164	2,680,906
Inventories	1,598,019	1,720,375
Prepaid expenses	86,906	288,183
Deferred charges	43,395	73,130
Total current assets	4,532,003	5,163,916
Property and equipment, net	1,795,809	1,613,419
Goodwill	1,041,430	1,041,430
Customer contracts, net	-	203,056
Software development costs, net	68,713	25,618
Deferred charges	92,707	-
Deposits	127,481	124,275
Total assets	$ 7,658,143	$ 8,171,714
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable	$ 1,818,991	$ 1,356,295
Accrued expenses	1,430,444	1,956,466
Deferred revenue	905,632	1,289,653
Advance from stockholder	500,000	500,000
Stockholder line of credit	5,161,582	7,009,582
Short-term debt, other	717,705	214,688
Current maturities of long-term debt	-	950,000
Total current liabilities	10,534,354	13,276,684
Long-term debt less current maturities	950,000	-
Commitments		
Series D redeemable convertible preferred stock, $0.0001 par value: Issued and outstanding shares - 114,712 and 150,670 at December 31, 2002 and June 30, 2003, respectively	987,120	1,366,656
Stockholders' equity (deficit):		
Convertible preferred stock, $0.0001 par value:		
Authorized shares - 5,000,000		
Series B - issued and outstanding shares - 800,000	80	80
Series C - issued and outstanding shares - 200,000	20	20
Common stock, $.0001 par value:		
Authorized shares - 100,000,000		
Issued shares - 20,822,847 and 20,893,829 at December 31, 2002 and June 30, 2002, respectively	2,083	2,090
Additional paid-in capital	55,685,444	55,635,498
Accumulated deficit	(60,489,052)	(62,097,408)
Treasury stock, 261,497 shares at cost	(11,906)	(11,906)
Total stockholders' deficit	(4,813,331)	(6,471,626)
Total liabilities and stockholders' deficit	$ 7,658,143	$ 8,171,714

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

VIEWCAST.COM, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the three months ended June 30,		For the six months ended June 30,	
	2002	2003	2002	2003
Net sales	**$ 1,942,297**	**$ 4,796,875**	**$ 3,565,411**	**$ 9,426,081**
Cost of sales (includes depreciation of $67,361 and $127,857 for the three and six months ended June 30, 2003, respectively)	868,662	2,840,828	1,671,657	5,461,622
Gross profit	**1,073,635**	**1,956,047**	**1,893,754**	**3,964,459**
Operating expenses:				
Selling, general and administrative	1,190,777	1,745,388	2,579,600	3,431,792
Research and development	778,298	590,932	1,654,915	1,347,937
Restructuring charge	112,273	-	112,273	-
Depreciation and amortization	214,296	156,363	440,533	310,324
Total operating expenses	2,295,644	2,492,683	4,787,321	5,090,053
Operating loss	**(1,222,009)**	**(536,636)**	**(2,893,567)**	**(1,125,594)**
Other income (expense):				
Dividend and interest income	-	693	1,649	693
Interest expense	(195,668)	(255,658)	(417,166)	(488,285)
Gain on sale of available-for-sale securities	1,071,891	-	1,071,891	-
Other	7,940	4,439	12,126	4,830
Total other income (expense)	884,163	(250,526)	668,500	(482,762)
Net loss	**$ (337,846)**	**$ (787,162)**	**$ (2,225,067)**	**$ (1,608,356)**
Preferred dividends	(268,267)	(228,536)	(529,202)	(475,077)
Net loss applicable to common stockholders	**$ (606,113)**	**$ (1,015,698)**	**$ (2,754,269)**	**$ (2,083,433)**
Net loss per share - basic and diluted	**$ (0.03)**	**$ (0.05)**	**$ (0.14)**	**$ (0.10)**
Weighted average number of common shares outstanding	**20,529,288**	**20,615,172**	**19,715,131**	**20,588,409**

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

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE SIX MONTHS ENDED JUNE 30, 2003
(UNAUDITED)

	Series B Convertible Preferred Stock		Series C Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	Total Stockholders' Equity (Deficit)
	Shares	Par Value	Shares	Par Value	Shares	Par Value				
Balance, January 1, 2003	**800,000**	**$ 80**	**200,000**	**$ 20**	**20,822,847**	**$ 2,083**	**$ 55,685,444**	**$ (60,489,052)**	**$ (11,906)**	**$ (4,813,331)**
Value of options issued for consulting services	-	-	-	-	-	-	360	-	-	360
Imputed redeemable convertible preferred stock dividends - Series D	-	-	-	-	-	-	(60,556)	-	-	(60,556)
Sale of common stock, employee stock purchase plan	-	-	-	-	70,982	7	10,250	-	-	10,257
Net loss	-	-	-	-	-	-	-	(1,608,356)	-	(1,608,356)
Balance, June 30, 2003	**800,000**	**$ 80**	**200,000**	**$ 20**	**20,893,829**	**$ 2,090**	**$ 55,635,498**	**$ (62,097,408)**	**$ (11,906)**	**$ (6,471,626)**

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

VIEWCAST.COM, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the six months ended June 30, 2002	2003
Operating activities:		
Net loss	$ (2,225,067)	$ (1,608,356)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation of fixed assets	348,266	383,142
Amortization of software development costs	92,267	43,095
Amortization of purchased contracts	-	11,944
Non-cash charges to interest expense	34,765	62,972
Gain on sale of available-for-sale securities	(1,071,891)	-
Gain on disposition of fixed assets	(2,889)	(5,594)
Foreign currency translation adjustment	(4,129)	-
Consulting fees exchanged for options	560	360
Changes in operating assets and liabilities:		
Accounts receivable	289,391	(165,742)
Inventories	695,836	(122,356)
Prepaid expenses	(53,706)	(201,277)
Deposits	(63,460)	3,206
Accounts payable	74,722	(302,486)
Accrued expensess	(74,149)	526,022
Deferred revenue	(66,919)	384,021
Net cash used in operating activities	(2,026,403)	(991,049)
Investing activities:		
Proceeds from the sale of available-for-sale securiites	2,910,641	-
Purchase of property and equipment	(23,749)	(201,703)
Customer contracts	-	(56,230)
Proceeds from disposition of property and equipment	8,302	6,545
Net cash provided by (used in) investing activities	2,895,194	(251,388)
Financing activities:		
Net proceeds (repayments) from stockholder line of credit	(1,631,263)	1,848,000
Repayment of short-term debt, other	-	(503,017)
Net proceeds from the sale of common stock	10,978	10,257
Net cash provided by (used in) financing activities	(1,620,285)	1,355,240
Net increase (decrease) in cash and cash equivalents	**(751,494)**	**112,803**
Cash and cash equivalents, beginning of period	**851,464**	**288,519**
Cash and cash equivalents, end of period	**$ 99,970**	**$ 401,322**
Supplemental cash flow information:		
Cash paid for interest	$ 402,317	$ 59,459

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

ViewCast.com, Inc. and Subsidiaries
Notes to the Consolidated Financial Statements

1. Basis of Presentation

The accompanying unaudited interim consolidated financial statements include the accounts of ViewCast.com, Inc. and its wholly-owned subsidiaries, Delta Computec Inc., Osprey Technologies, Inc., VideoWare, Inc. and ViewCast Online Solutions, Inc. (collectively, the Company or ViewCast). All material inter-company accounts and transactions have been eliminated in consolidation.

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2003 are not necessarily indicative of the results that may be expected for the year ending December 31, 2003. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2002 filed with the Securities and Exchange Commission.

The Company utilizes significant capital to design, develop and commercialize its products and intends to fund its remaining 2003 operating activities and sales growth by utilizing cash contributed from operations and its available working capital lines of credit to the extent possible. The Company anticipates it will require additional capital during the balance of 2003 for working capital to support the expansion of sales channels and market distribution, to develop and introduce new products and services, to enhance existing product offerings, to address unanticipated competitive threats or technical problems, to transition adverse economic conditions and for potential acquisition transactions. Although the Company has no firm arrangements with respect to additional financing, it is currently considering proposals relating to the issuance of equity securities in exchange for a cash investment in the Company. There can be no assurance that additional financing will be available to ViewCast on acceptable terms, or at all. Additional equity financing may involve substantial dilution to our then existing stockholders. In October 2002, to enhance financial performance and increase revenue, the Company acquired the assets and operations of Delta Computec Inc. (See Note 2). The Company intends to actively pursue other such strategic merger and acquisition activities to the extent possible. In the event the Company is unable to raise additional capital or execute other alternatives, we may be required to sell segments of the business, or substantially reduce or curtail our activities. Such actions could result in charges that could be material to ViewCast's results of operations or financial position.

2. Acquisition

On October 11, 2002, the Company completed the acquisition of the assets and operations of Delta Computec Inc. pursuant to an Asset Purchase Agreement dated as of May 31, 2002 (the "APA") between Delta Computec Inc. (the "Seller"), a New York corporation, and its parent and sole shareholder, NQL Inc., a Delaware corporation. The acquisition assets and operations were assigned to the Company's wholly owned subsidiary named Delta Computec Inc., a Delaware company ("DCi"). The operations of DCi have been included with those of the Company since the agreed upon business valuation date of October 1, 2002. DCi is a provider of professional information technology and customized network support services to Fortune 500 and Fortune 1000 corporations, mid-sized companies, hospitals, health care facilities and financial institutions primarily in the northeastern United States.

The combined maximum total consideration to be paid by the Company pursuant to the APA is equal to $2.5 million. The Company purchased all of the Seller's assets, including all of its operating assets, property, contracts and customer lists for a combination of up to $1 million in cash, issuance of up to 150,000 shares of Series D Redeemable Convertible Preferred Stock (the "Series D Preferred Stock") further described in Note 8, and the assumption of certain liabilities as outlined in the terms of the APA established based on arms-length negotiations.

At the closing date, the Company paid $500,000 in cash and issued 95,500 shares of Series D Preferred Stock. The closing cash payment was funded from an advance from one of its principal stockholders and Chairman of the Board of the Company, H.T. Ardinger, Jr. During January 2003, the Company issued 10,539 additional shares of Series D Preferred Stock for closing adjustments required by the APA. The APA provides for two additional contingent payments of up to $250,000 each to be paid to Seller approximately 6 months and 12 months after closing, subject to contract revenue levels achieved by DCi over six months and twelve months subsequent to the acquisition date and including a provision providing for a portion of the payments to be made with shares of Series D Preferred Stock. In April 2003, the Company paid $56,230 in cash and issued 19,377 shares of Series D Preferred Stock to satisfy the requirements of the first contingent payment and recognized an asset for customer contracts in the amount of $215,000. At June 30, 2003, customer contracts totaled $203,056 and were presented net of accumulated amortization of $11,944. Customer contracts are being amortized on a straight-line basis over a three-year period.

In June 2003, the Company issued 6,042 shares of Series D Preferred Stock to its investment banker for $60,420 of services performed at the time of the DCi acquisition. A liability for the services was accrued in October 2002.

3. Inventories

Inventories consists of the following:

	December 31, 2002	June 30, 2003 (Unaudited)
Purchased materials	$ 438,631	$ 438,188
Finished goods	1,159,388	1,282,187
Total Inventories	$ 1,598,019	$ 1,720,375

4. Accrued Expenses

Accrued expenses consist of the following:

	December 31, 2002	June 30, 2003 (Unaudited)
Stockholder accrued interest	$ 628,564	$ 994,419
Accrued interest other	11,083	11,083
Accrued Compensation	415,757	505,668
Accrued legal & professional	80,763	58,873
Accrued warranty	39,000	17,000
Accrued rent	37,725	29,966
Accrued inventory purchases	28,197	43,954
Customer deposits	57,965	183,000
Other	131,390	112,503
	$ 1,430,444	$ 1,956,466

5. Warranty Reserves

Reserves are provided for the estimated warranty costs when revenue is recognized. The costs of warranty obligations are estimated based on warranty policy or applicable contractual warranty, historical experience of known product failure rates and use of materials and service delivery charges incurred in correcting product failures. Specific warranty accruals may be made if unforeseen technical problems arise. If actual experience, relative to these factors, adversely differs from these estimates, additional warranty expense may be required.

The following table below shows the roll forward of warranty expense for the three and six months ended June 30, 2002 and 2003.

	For the three months ended June 30,		For the six months ended June 30,	
	2002	2003	2002	2003
Beginning balance	$ 72,000	$ 2,000	$ 70,000	$ 39,000
Charged to expense	8,000	21,000	14,000	37,000
Usage	(14,000)	(6,000)	(18,000)	(59,000)
Ending balance	$ 66,000	$ 17,000	$ 66,000	$ 17,000

6. Property and Equipment

Property and equipment, at cost, consists of the following:

	Estimated Useful Life (Years)	December 31, 2002	June 30, 2003 (Unaudited)
Computer equipment	3 to 7	$ 2,492,165	$ 2,378,725
Service assets	3	476,666	612,615
Software	3 to 5	630,355	630,355
Leasehold improvements	1 to 5	103,886	127,481
Office furniture and equipment	5 to 7	598,571	613,444
		4,301,643	4,362,620
Less accumulated depreciation and amortization		(2,505,834)	(2,749,201)
		$ 1,795,809	$ 1,613,419

7. Short-term Debt

Since October 1998, the Company has maintained a working capital line of credit facility with an entity controlled by one of its principal stockholders, Mr. H.T. Ardinger, who also currently serves as a director, and Chairman of the Board of Directors of the Company. This one-year, renewable facility bears interest at 12% per annum and is secured by all assets of ViewCast.com, Inc. The current availability of funds under this facility is subject to certain borrowing base limitations based principally on qualifying accounts receivable and inventory up to a maximum credit limit of $12.0 million. On February 28, 2003, the Company amended the credit facility to revise and extend the maturity date to March 31, 2004. During the six months ended June 30, 2003, net borrowings increased $1,848,000 resulting in a note balance of $7,009,582 at June 30, 2003, which exceeded the computed borrowing base by $5.2 million. The noteholder has agreed to waive through September 30, 2003 the repayment of any outstanding financing that may be in excess of the borrowing base from time to time. Effective January 1, 2002, noteholder has also agreed that all accrued and unpaid interest on the note shall be due and payable on the earlier of (a) sixty (60) days following receipt of written demand for payment, or (b) the maturity date.

In October 2002, the Company acquired the assets and operations of DCi (See Note 2). Part of the acquisition transaction included the payoff of the Seller's asset based revolving credit facility and the establishment for DCi of a new $1.5 million asset based revolving credit facility for a period of one year with Keltic Financial Partners, LP ("Keltic"). In addition, ViewCast entered into a Guaranty of Payment and a Performance and Subordination Agreement with Keltic for this facility. The loan interest rate is, at the option of Lender, the greater of: (a) the prime rate plus two hundred fifty (250) basis points per annum, or (b) seven and one-quarter percent (7.25%). Draws on the revolving credit facility are based on qualifying DCi accounts receivable. The loan balance is reduced as cash collections are received directly by Keltic. During the six months ended June 30, 2003, cash collections in excess of draws reduced the Keltic loan balance by $500,230 to $212,322 at June 30, 2003. DCi had availability of $647,000 under the Keltic revolving credit facility at June 30, 2003.

8. Series D Redeemable Convertible Preferred Stock

During October 2002 through June 2003, the Company issued 150,670 shares of Series D Preferred Stock as partial consideration for the acquisition of DCi and for related investment banking fees (See Note 2). Each share of Series D Preferred Stock has a stated value of $10.00 with a conversion option to common stock at $1.50 per share of Company common stock. The Series D Preferred Stock provides redemption rights for the holders and the Company, and other rights as described in the Certificate of Designation of the Series D Preferred Stock. The Series D Preferred Stock is redeemable at its stated value at the holders' option upon written notice at any time after October 11, 2004. The value of the 150,670 shares issued and outstanding at June 30, 2003 reflects a discount of $140,044 from the stated value of $1,506,700 and will be recorded as imputed preferred dividends until the initial redemption date of October 11, 2004. Through June 30, 2003, the Company has recognized $60,556 as dividends on the Series D Preferred Stock. The Series D Preferred Stock is redeemable at its stated value at the Company's option upon written notice at any time after October 11, 2005 or prior to that date if the Company's common stock has a market value of $3.75 per share for ten consecutive trading days. Holders of Series D redeemable convertible preferred stock have no voting rights except as required by law.

9. Net Loss Per Share

Basic loss per share is calculated by dividing net loss by the number of weighted average common shares outstanding for the period. Since the Company has reported net losses for all periods presented, the computation of diluted loss per share excludes the effects of convertible preferred stock, convertible debt, options, and warrants since their effect is anti-dilutive.

Following is a summary of excluded securities:

Summary of Common Shares Excluded form EPS:

	For the three months ended June 30,		For the six months ended June 30,	
	2002	2003	2002	2003
Stock options	3,701,388	4,292,622	3,718,884	4,390,779
Public and private warrants	4,317,620	4,184,512	4,337,620	4,184,512
Convertible debentures	190,000	190,000	190,000	190,000
Convertible preferred stock - Series B	2,206,896	2,206,896	2,406,896	2,206,896
Convertible preferred stock - Series C	3,333,333	3,333,333	3,333,333	3,333,333
Redeemable convertible preferred Stock - Series D	-	919,736	-	884,606
	13,749,237	15,127,099	13,986,733	15,190,126

10. Stock-Based Compensation

The Company has elected to follow Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," in its primary financial statements and has provided supplemental disclosures required by Statement of Financial Accounting Standards No. 123 (SFAS 123), "Accounting for Stock-Based Compensation" and by Statement of Financial Accounting Standards No. 148, "Accounting for Stock-Based Compensation – Transition and Disclosure an amendment of FASB Statement No. 123."

Option exercise prices are equal to the market price on the date of grant. In general, a portion of the shares under grant become exercisable after one year and remaining shares vest monthly thereafter on a straight line basis over the vesting term of the option (typically five years). Options expire after ten years.

SFAS 123 requires the disclosure of pro forma net income and earnings per share information computed as if the Company had accounted for its employee stock options granted under the fair value method set forth in SFAS 123. The fair value for these options was estimated at the date of grant using the Black-Scholes option pricing model.

For purposes of pro forma disclosures, the estimated fair value of the options is amortized as expense over the options' vesting periods. Pro forma information for the three and six months ended June 30, 2002 and 2003 is as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2002	2003	2002	2003
Net loss applicable to common stockholders:				
As reported	$ (606,113)	$ (1,015,698)	$ (2,754,269)	$ (2,083,433)
Deduct: total stock-based compensation under fair value based method for all awards, net of related tax expense	(476,265)	(404,996)	(952,530)	(810,572)
Pro forma	$ (1,082,378)	$ (1,420,694)	$ (3,706,799)	$ (2,894,005)
Net loss per share:				
As reported - basic and diluted	$ (0.03)	$ (0.05)	$ (0.14)	$ (0.10)
Proforma - basic and diluted	$ (0.05)	$ (0.07)	$ (0.19)	$ (0.14)

11. Segment Information

Prior to October 2002, the Company's organizational structure was based on one business segment engaged in the design, development and marketing of video products, systems and services. Since the acquisition of Delta Computec Inc. in October 2002, the Company now operates in two distinct business segments as follows:

IT Services and Products

This business segment includes the operations of Delta Computec Inc. which is headquartered in New Jersey and provides customized network support, Internet and Intranet consulting, networking, maintenance, disaster recovery services as well as computer and networking product sales to Fortune 500 and 1000 companies. Customers include financial institutions, accounting firms, healthcare providers, pharmaceutical companies and educational institutions located in the northeastern United States.

Video Distribution and Networking Products

This business segment is engaged in designing, developing and marketing video communications products and services. It includes operations of the Company's Osprey® line of video capture and video compression-decompression cards, its Viewpoint VBX™ video distribution system, and its Niagara™ line of encoding and streaming video servers. The Company markets its video products and services directly to end-users, through original equipment manufacturers, value-added resellers and computer system integrators, worldwide.

Corporate

The corporate functions of human resources, legal, financial reporting, accounting, and risk management are located in Dallas, TX. Operating expenses not fully distributed to business segments include interest expense plus certain administrative salaries, legal and professional fees, and corporate facility expenses.

The Company's underlying accounting records are maintained on a legal entity basis for government and public reporting requirements. Segment disclosures are on a performance basis consistent with internal management reporting. The Company evaluates performance based on sales, gross margins and operating income and expense.

The following tables provide financial data by segment for the three and six months ended June 30, 2003:

Summary of Operations by Operating Segment for the Three Months Ended June 30, 2003:

	IT Services, Products	Video Distribution & Networking Products	Unallocated Corporate	Total
Total sales	$ 2,854,243	$ 1,980,400	$ -	$ 4,815,759
Intersegment sales	-	(18,884)	-	(18,884)
Revenue from external customers	$ 2,854,243	$ 1,961,516	$ -	$ 4,796,875
Gross profit	$ 758,411	$ 1,197,636	$ -	$ 1,956,047
Operating income (loss)	$ 16,808	$ (429,322)	$ (124,122)	$ (536,636)

ViewCast.com, Inc. and Subsidiaries
Notes to the Consolidated Financial Statements - Continued

Summary of Operations by Operating Segment for the Six Months Ended June 30, 2003:

	IT Services, Products	Video Distribution & Networking Products	Unallocated Corporate	Total
Total sales	$ 5,342,700	$ 4,102,265	$ -	$ 9,444,965
Intersegment sales	-	(18,884)	-	(18,884)
Revenue from external customers	$ 5,342,700	$ 4,083,381	$ -	$ 9,426,081
Gross profit	$ 1,430,472	$ 2,533,987	$ -	$ 3,964,459
Operating income (loss)	$ 375	$ (883,850)	$ (242,119)	$ (1,125,594)
Total assets	$ 5,118,744	$ 2,516,229	$ 536,741	$ 8,171,714
Goodwill	$ 1,041,430	$ -	$ -	$ 1,041,430
Customer contracts	$ 203,056	$ -	$ -	$ 203,056
Capital additions	$ 180,923	$ 20,780	$ -	$ 201,703

Summary of Sales by Geographic Area for the Three Months Ended:

	IT Services, Products	Video Distrubiton & Networking Products	Total	%
June 30, 2003				
United States	$ 2,854,243	$ 1,153,378	$ 4,007,621	83.55%
Europe	-	325,287	325,287	6.78%
Pacific Rim	-	374,200	374,200	7.80%
Other	-	89,767	89,767	1.87%
Total	$ 2,854,243	$ 1,942,632	$ 4,796,875	100.00%
June 30, 2002				
United States	$ -	$ 924,076	$ 924,076	47.58%
Europe	-	481,124	481,124	24.77%
Pacific Rim	-	316,554	316,554	16.30%
Other	-	220,543	220,543	11.35%
Total	$ -	$ 1,942,297	$ 1,942,297	100.00%

Summary of Sales by Geographic Area for the Six Months Ended:

	IT Services, Products	Video Distrubiton & Networking Products	Total	%
June 30, 2003				
United States	$ 5,342,700	$ 2,375,545	$ 7,718,245	81.88%
Europe	-	650,655	650,655	6.90%
Pacific Rim	-	864,977	864,977	9.18%
Other	-	192,204	192,204	2.04%
Total	$ 5,342,700	$ 4,083,381	$ 9,426,081	100.00%
June 30, 2002				
United States	$ -	$ 1,708,004	$ 1,708,004	47.90%
Europe	-	758,390	758,390	21.27%
Pacific Rim	-	778,937	778,937	21.85%
Other	-	320,080	320,080	8.98%
Total	$ -	$ 3,565,411	$ 3,565,411	100.00%

ViewCast.com, Inc. and Subsidiaries
Management's Discussion and Analysis of Financial Condition and Results of Operations

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Some of the statements in this Report on Form 10-QSB under "Management's Discussion and Analysis of Financial Conditions and Results Of Operations" and elsewhere in the Report constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include statements regarding ViewCast's expectations, beliefs, hopes, intentions or strategies regarding the future. These statements involve known and unknown risks, uncertainties, and other factors that may cause ViewCast or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to, product demand and market acceptance risks, the impact of competitive products and pricing, product development, commercialization and technological difficulties, capacity and supply constraints or difficulties, general business and economic conditions, the availability of sufficient working capital, the ability to service our debt, continued significant losses, the ability to successful integrate acquired operations, the effect of our accounting polices and other risks detailed in the Annual Report on Form 10-K for the year ended December 31, 2002 and the Registration Statements on Form S-3 filed on April 26, 2000 and June 30, 2000 and other filings with the Securities and Exchange Commission.

In some cases, you can identify forward-looking statements by terminology such as "may", "will", "expects", "should", "anticipates", "believes", "estimates", "predicts", "plans", "potential", "intends" or "continue" or the negative of such terms or other comparable terminology.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of such statements. We are under no duty to update any of the forward-looking statements after the date of this report to conform such statements to actual results.

Overview

ViewCast.com, Inc., doing business as ViewCast Corporation, ("ViewCast") develops and markets a variety of products and services that enable networked video communications and provides professional information technology and customized network support services through its wholly owned subsidiary, Delta Computec Inc. ("DCi"). We continue to be a leading global provider of enterprise-wide, video communication products for both real-time and on-demand applications. Our market presence has been expanded and supplemented with the acquisition of DCi's technology services and sales operation in October 2002.

Prior to October 2002, ViewCast's organizational structure was based on one business segment engaged in the design, development and marketing of video products, systems and services. Since the acquisition of DCi in October 2002, ViewCast now operates in two distinct business segments: (1) video communications products and services and (2) IT services and products.

Video Communications Products and Services

This business segment is engaged in designing, developing and marketing video communications products and services. ViewCast's Interactive Video Network is a suite of products and offerings that addresses the processing, distribution, and use of high-quality video throughout the enterprise in a variety of forms and applications and includes the Osprey® line of video capture and video compression-decompression cards, Viewpoint VBX™ video distribution systems and Niagara™ line of encoding and streaming video servers. Corporations, media organizations, financial institutions, educational networks, healthcare facilities, and government agencies utilize our products and services, as do their customers, vendors and others with whom they may communicate. ViewCast markets its video products and services directly to end-users, through original equipment manufacturers, value-added resellers and computer system integrators, worldwide.

IT Services and Products

This business segment includes the operations of Delta Computec Inc. which provides customized network support, Internet and Intranet consulting, networking, maintenance, disaster recovery services as well as computer and networking product sales to Fortune 500 and 1000 companies. Customers include financial institutions, accounting firms, healthcare providers, pharmaceutical companies and educational institutions primarily in the northeastern United States.

Critical Accounting Policies

Management's discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. We review the accounting policies we use in reporting our financial results on a regular basis. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. On an on-going basis we evaluate our estimates, including those related to accounts receivable, inventories, investments, warranty obligations, income taxes, restructuring and contingencies and litigation. Our estimates are based on historical experience and other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. In addition to the items listed above which are affected by estimates, we believe that the following are among critical accounting policies used in the preparation of our consolidated financial statements:

- *Revenue Recognition* – We recognized hardware product revenue using the guidance from SEC Staff Accounting Bulletin No. 101, *Revenue Recognition in Financial Statements* and Statement of Financial Accounting Standards No. 48, *Revenue Recognition When Right of Return Exists*. We recognize software revenue in accordance with SOP 97-2, *Software Revenue Recognition*, as amended by SOP 98, Modification of SOP 97-2, *Software Revenue Recognition*, *with Respect to Certain Transactions*. Under these guidelines, we defer revenue recognition on transactions where persuasive evidence of an arrangement does not exist, title has not transferred, product payment is contingent upon performance of installation or service obligations, the price is not fixed or determinable or payment is not reasonably assured. In addition we defer revenue associated with maintenance and support contracts and recognize revenue ratably over their term.

- *Allowance for Doubtful Accounts* – We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our customers or distribution partners were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

- *Excess and Obsolete Inventories* – We write down our inventories for estimated obsolescence and unmarketable inventory equal to the difference between the cost of the inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less than those projected by management, additional write-downs may be required.

- *Deferred Taxes* – We record a valuation allowance to reduce our deferred tax assets to an amount that we believe is more likely than not to be realized. In our opinion, realization of our net operating loss carryforward is not reasonably assured, and a valuation allowance has been provided against deferred tax assets in excess of deferred tax liabilities in the accompanying consolidated financial statements. However, should we in the future determine that realization of deferred tax assets in excess of recorded amounts is likely, an adjustment to the deferred tax assets would increase income in the period such determination was made.

Results of Operations

Three and Six Months Ended June 30, 2003 vs. 2002

Net Sales. Net sales for the quarter ended June 30, 2003 increased 147.0% to $4,796,875 from $1,942,297 reported for the same period in 2002. Net sales for the six months ended June 30, 2003 increased 164.4% to $9,426,081 from $3,565,411 reported during the same period last year. The overall increase was due principally to the acquisition of DCi operations in October 2002 and inclusion of its sales during the second quarter of 2003 of $2,854,243 and in the first six months of 2003 of $5,342,700.

Video Communications Product and Service Sales. During the second quarter ended June 30, 2003, total video communications product and service sales of $1,961,516 increased slightly by 1% compared to second quarter revenues in 2002 of $1,942,297. During the six months ended June 30, 2003, total video communications product and service sales of $4,102,265 increased 15.1% compared the same period revenues in 2002 of $3,565,411. The improvement was mainly due to increased sales of Osprey® capture cards and codecs.

During the first six months the video communications products and services increased sales by 39.1% within the U.S. and 11.1% within the Pacific Rim markets offsetting a 14.2% decline in Europe. On a product basis, during the quarter and the six months ending June 30, 2003 unit sales of all Osprey product families increased, compared to last year. In April 2003, ViewCast introduced the Osprey-230 and in May 2003, introduced the Osprey-560 as the latest additions to its Osprey product lines. The Osprey-230 and Osprey-560 take advantage of today's leading edge computer platforms and is compatible with ViewCast's popular SimulStream and SCX software products. With these product additions and as the economy recovers, we expect steady to increased Osprey product sales during the balance of 2003.

Although video systems and software have been slower to recover from the poor economy both domestically and internationally, we believe that the *Niagara® Streaming/Encoding Systems* and *Viewpoint VBXä Video Distribution System* sales will continue to benefit from additional software and hardware features and capabilities that have been and will be introduced during 2003. In April 2003, ViewCast announced the availability of its new Niagara® PowerStream, a premium 2U rack-mount streaming media encoder designed for the high-bandwidth streaming of corporate and business video communications. The Niagara PowerStream addresses broadband needs for security/surveillance, training, corporate video, and business TV applications. Streaming encoding software engines such as Windows Media Encoder and Real Helix Producer are more CPU intensive with each software release as the demand for high-bandwidth streaming of business video continues to grow. With the introduction of the Niagara PowerStream systems, ViewCast offers powerful streaming solutions addressing the growth of high-bandwidth content delivery. We expect sales to continue to grow as businesses adopt streaming video and integrated video networks as a cost effective and powerful communication tool.

IT Service and Product Sales. In October 2002, ViewCast acquired the assets and operations of DCi, a provider of professional information technology and customized network support services to Fortune 500 and Fortune 1000 corporations, mid-sized companies, hospitals, health care facilities and financial institutions primarily in the northeastern United States. For the quarter and six months ending June 30, 2003, IT services and product sales totaled $2,854,243 and $5,342,700, respectively, and represented 59.5% and 56.7% of total ViewCast revenues, respectively. During the six months ending June 30, 2003, contract service fees for customized network support, consulting, networking, maintenance, and disaster recovery services provided 85.2% of the IT service and product revenues while product sales provided the remainder. There were no comparable IT service and product sales during the quarter and the six months ending June 30, 2002.

As a reseller for ViewCast's video systems products, DCi should contribute to improving revenues by creating interest within its customer base to utilize ViewCast's video products and software, by bundling services with hardware and software sales and by the addition of complementary product offerings. Additionally, we believe that DCi will provide expanded sales channels, enhanced customer support through real-time IT integration and access to key clients in its vertical markets.

Other Revenues. Other video product and service revenues consisting of software maintenance, training, engineering consulting fees and professional services for the quarter and the six months ended June 30, 2003 totaled $49,027 and $100,427, respectively, or 1.1% of ViewCast's revenues for the six months ended June 30, 2003, a slight decrease over the same period in 2002.

Cost of Sales/Gross Margins. Cost of sales totaled $2,840,828 for the quarter ended June 30, 2003, a 227.0% increase from 2002, reflecting the increased cost of sales associated with DCi's IT service and product sales. Gross profit margin for the quarter ended June 30, 2003 was 40.8% compared to 55.3% in 2002. The video products segment's margin for the second quarter of 2003 was 61.1% compared to 55.3% in 2002. Total cost of sales for IT products and services for the second quarter of 2003 totaled $2,095,832, resulting in a gross margin of 26.6%. There were no IT service and product operations in the second quarter of 2002.

Cost of sales totaled $5,461,622 for the six months ended June 30, 2003, a 226.7% increase from 2002 reflecting the increased cost of sales associated with DCi's IT service and product sales. Gross profit margin for the six months ended June 30, 2003 was 42.1% compared to 53.1% in 2002. The video products segment's margin for the first six months of 2003 was 61.8% compared to 53.1% in 2002. This improvement reflects improved manufacturing costs and bundling of higher margin software products. Total cost of sales for IT products and services for the first six months of 2003 totaled $3,912,228 resulting in a gross margin of 26.8%. There were no IT service and product operations in the first six months of 2002.

We expect future margins for IT services and products to average in the 20%-30% range compared to the video products segment's historical margins in the 50%-56% range. Margins will be affected quarter to quarter by promotional activities, price adjustments, cost of materials, inventory obsolescence, the introduction of new products and the sales mix between products and services in any one reporting period.

Selling, General and Administrative Expense. Selling, general and administrative ("SG&A") expenses for the three and six months ended June 30, 2003 totaled $1,745,388 and $3,431,792, respectively, an increase from the $1,190,777 and $2,579,600, respectively, reported last year for the same periods. The increase reflects the addition of SG&A expense from DCi operations of $599,047 and $1,158,059 during the three and six months ended June 30, 2003, respectively, with no comparable expense in 2002. Excluding DCi, SG&A expenses during the first six months of 2003 associated with the video products division decreased $305,867 or 11.9% due to ViewCast's efforts during 2002 to trim operating expenses and to reduce and restructure its video products workforce.

Research and Development Expense. Research and development expense for the three and six months ended June 30, 2003 totaled $590,932 and $1,347,937, respectively, a decrease of 24.1% and 18.5% over 2002 levels, reflecting a decrease in personnel and related expenses during restructuring in 2002. There were no material research and development expenses associated with DCi operations during the first quarter of 2003.

Restructuring. During the quarter and the six months ending June 30, 2003 there were no restructuring charges compared to $112,273 reported for the same periods during the prior year.

Other (Income) Expense. Total other (income) expense for the second quarter of 2003 totaled $250,526 compared to $(884,163) in 2002, and for the six months ended June 30, 2003 totaled $482,762 compared to $(668,500) in 2002. The increase in Other (Income) Expense was principally due to the increase in interest expense in 2003 associated with the Ketlic debt established during the DCi acquisition and by a $1,071,891 one-time gain from the sale of securities that occurred in May of 2002. There was no comparable gain transaction during the same period in 2003.

Net Loss. Net loss for the three and six months ended June 30, 2003 was $787,162 and $1,608,356, respectively, this represents a 133.0% decline compared to the second quarter of 2002 loss of $337,846 but a 27.7% improvement over the $2,225,067 loss reported for the first six months of 2002. The second quarter of 2002 included a $1,071,891 gain from the sale of securities with no comparable transaction during the same period in 2003. Excluding the $1,071,891 one-time gain reported in 2002, the net loss for the second quarter of 2003 would be a 44.2% improvement over the same period in 2002. The overall improvement is due to net operations added from our IT services and products business segment and increased revenues and reduced operating expenses associated with our video products business segment.

Liquidity and Capital Resources

ViewCast's primary sources of funds for conducting its business activities are derived from sales of its products and from sales of its debt and equity securities. ViewCast requires working capital primarily to fund operating losses, increase inventories and accounts receivable during sales growth, develop products, service debt, purchase capital assets and acquire the operations of others.

Net cash used in operating activities for the six months ended June 30, 2003 totaled $991,049 due principally to the reported net loss of $1,608,356 offset by adjustments for non-cash operating expenses of $495,919 and net cash positive changes in operating assets and liabilities of $121,388. Cash generated from the net change in operating assets was due principally to increases in accrued interest, accrued compensation, and customer deposits as well as increases in deferred IT service billings. These changes were offset by a reduction in trade payables, and by increases in accounts receivable, inventories and prepaid director and officer insurance premiums.

Cash utilized for investing activities during the six months ended June 30, 2003 totaled $251,388 and included purchases of computer equipment, demo equipment, HVAC equipment for the DCi office facility and service assets to support existing IT service contracts. In April 2003, the Company paid $56,230 in cash and issued 19,377 shares of Series D Preferred Stock to satisfy the requirements of the first contingent payment in conjunction with the DCI acquisition.

During the six months ended June 30, 2003, ViewCast's financing activities generated cash of $1,355,240 principally due to short-term borrowings of $1,848,000 under the terms of its stockholder line of credit facility offset in part by repayments of $503,017 under the terms of its revolving asset-based lending line of credit with Keltic.

Since October 1998, ViewCast has maintained a working capital line of credit facility with an entity controlled by one of its principal stockholders, Mr. H.T. Ardinger, who also currently serves as a director, and Chairman of the Board of Directors of ViewCast. This one-year, renewable facility bears interest at 12% per annum and is secured by all assets of ViewCast.com, Inc. The current availability of funds under this facility is subject to certain borrowing base limitations based principally on qualifying accounts receivable and inventory up to a maximum credit limit of $12.0 million. On February 28, 2003, ViewCast amended the credit facility to revise and extend the maturity date to March 31, 2004. During the six months ended June 30, 2003, ViewCast's net borrowings increased $1,848,000 resulting in a note balance of $7,009,582 at June 30, 2003 which exceeded the borrowing base by $5.2 million. The noteholder has agreed to waive through September 30, 2003 the repayment of any outstanding financing that may be in excess of the borrowing base from time to time. Effective January 1, 2002, the noteholder has also agreed all accrued and unpaid interest on the note shall be due and payable on the earlier of (a) sixty (60) days following receipt of written demand for payment, or (b) the maturity date. This facility will continue to be utilized for working capital by ViewCast to the extent possible depending on future levels of accounts receivable and inventory.

On October 11, 2002, part of the DCi acquisition transaction included the payoff of the Seller's asset based revolving credit facility with Keltic Financial Partners, LP ("Keltic") by establishing for DCi a new asset based revolving credit facility for a period of one year with Keltic. DCi will utilize the $1.5 million Keltic credit facility for working capital support. The loan interest rate is, at the option of Keltic, the greater of: (a) the prime rate plus two hundred fifty (250) basis points per annum, or (b) seven and one-quarter percent (7.25%). Draws on the revolving credit facility are based on qualifying DCi accounts receivable. The loan balance is reduced as cash collections are received directly by Keltic. During the six months ended June 30, 2003, cash collections in excess of draws reduced the Keltic loan balance to $212,322 at June 30, 2003. DCi had availability of $647,000 under the revolving credit facility at June 30, 2003 and will continue to utilize the facility for working capital support of DCi operations. In addition, ViewCast entered into a Guaranty of Payment and a Performance and Subordination Agreement with Keltic relating to this facility plus agreed to provide $350,000 of working capital to DCi within ninety days of the closing date. The $350,000 working capital commitment was provided to DCi on January 14, 2003 and was funded by additional borrowings under ViewCast's stockholder line of credit.

As of June 30, 2003, the Company had 3,799,680 public and public equivalent warrants and 122,500 representative warrants outstanding exercisable at $1.00. The warrants are redeemable by ViewCast under certain conditions.

At June 30, 2003, ViewCast had a consolidated stockholders' deficit of $6,471,626, and in accordance with Delaware law, was precluded from paying dividends on its outstanding Series B and Series C convertible preferred stock. As a result, no preferred stock dividends were declared or paid during 2003. The Series B and Series C preferred stock issues carry cumulative dividends of 8% and 9% per year, respectively, and are generally payable semi-annually in arrears in cash or common stock of ViewCast, at ViewCast's option. Cumulative dividends in arrears on preferred shares are approximately: Series B-$959,000, Series C-$267,000. Holders of Series B and Series C preferred stock have no voting rights except as required by law.

At June 30, 2003, ViewCast had a working capital deficit of $8,112,768 and cash and cash equivalents of $401,322. During the six months ended June 30, 2003, ViewCast experienced an overall sale increase of 164.4% compared to the first half of 2002 because of the DCi acquisition and improving video product sales. While wary of current economic conditions, ViewCast anticipates that revenues will continue to increase over 2002 levels with the addition of DCi operations and assuming moderate growth across all business segments. ViewCast plans to improve its working capital position by increasing sales and lowering operating expenses, by further acquisitions and/or divestitures of its business segments, by exercise of warrants, as necessary, by additional equity financing and by restructuring its debt. ViewCast also anticipates that losses may continue into the second half of 2003, or until such time as total profit margins from the sales of its products and services exceeds its total development, selling, administrative and financing costs. ViewCast will continue to monitor its workforce and operating expenses. During May 2001 through March of 2003, ViewCast reorganized the operations of its video products business segment, reduced its workforce by 51 individuals, and trimmed other related operating expenses. As a direct result of these measures, ViewCast (excluding DCi) has decreased selling, general and administrative expenses by $305,867, or 11.9%, and development expenses by $306,978, or 18.5%, during the first half of 2003 compared to the same period in 2002. Additionally, the net loss for the six months ended June 30, 2003 was reduced by 51.2%, compared to 2002 and excluding a one-time gain on the sale of securities of

$1,071,891 that occurred in May of 2002. ViewCast will remain proactive in managing its operating expenses.

ViewCast utilizes significant capital to design, develop and commercialize its products and intends to fund its 2003 operating activities and sales growth by utilizing cash contributed from operations and its available working capital lines of credit to the extent possible. ViewCast anticipates it will require additional capital during the second half of 2003 for working capital to support the expansion of sales channels and market distribution, to develop and introduce new products and services, to enhance existing product offerings, to address unanticipated competitive threats or technical problems, to transition adverse economic conditions, to support newly acquired DCi operations and for completion of other acquisition transactions. Although ViewCast has no firm arrangements with respect to additional financing, it is currently considering proposals relating to the issuance of equity securities in exchange for a cash investment in ViewCast. There can be no assurance that additional financing will be available to ViewCast on acceptable terms, or at all. Additional equity financing may involve substantial dilution to our then existing stockholders. In October 2002, to enhance financial performance and increase revenue, ViewCast acquired the assets and operations of DCi. ViewCast intends to actively pursue other such strategic merger and acquisition activities to the extent possible. In the event we are unable to raise additional capital or execute other alternatives, we may be required to sell segments of the business, or substantially reduce or curtail our activities. Such actions could result in charges that could be material to ViewCast's results of operations or financial position.

At June 30, 2003, ViewCast had no material commitments for capital expenditures except those outlined for the remaining DCi purchase commitments.

Off-Balance Sheet Arrangements. ViewCast does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on ViewCast's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Item 3. Controls and Procedures

Management, including the Company's President and Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(f) and 15d-15(e)) as of the end of the period covered by this report. Based upon that evaluation, the President and Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective, in all material respects, to ensure that information required to be disclosed in the reports the Company files and submits under the Exchange Act is recorded, processed, summarized and reported as and when required.

There have been no changes in the Company's internal control over financial reporting identified in connection with the evaluation that occurred during the Company's last fiscal quarter that has materially affected, or that is reasonably likely to materially affect, the Company's internal control over financial reporting.

ViewCast.com, Inc. and Subsidiaries
Other Information

PART II: OTHER INFORMATION

Item 1. Legal Proceedings
(Not Applicable)

Item 2. Changes in Securities
(Not Applicable)

Item 3. Defaults Upon Senior Securities
(Not Applicable)

Item 4. Submission of Matters to a Vote of Security Holders
(None)

Item 5. Other Information
(None)

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits filed with this report:

(See Exhibit Index)

(b) Reports on Form 8-K

On May 16, 2003, the Company filed a Form 8-K inclusive of a press release announcing its operating results for the quarter ended March 31, 2003.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ViewCast.com, Inc.
(Registrant)

BY:

Date: August 13, 2003

/s/ George C. Platt
George C. Platt
Chief Executive Officer
Principal Executive Officer

/s/ Laurie L. Latham
Laurie L. Latham
Chief Financial Officer
Principal Financial Officer

EXHIBIT INDEX

Exhibit Number	
31.1	CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
32.1	STATEMENTS FURNISHED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350

EXHIBIT 31.1

CERTIFICATION

I, George C. Platt, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of ViewCast.com, 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 company as of, and for, the periods presented in this report;

4. The company's other certifying officer(s) 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 company and 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 company, 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 company'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; and

   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the quarterly report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the 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 company'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 company's internal control over financial reporting.

Date: August 13, 2003

/s/ George C. Platt
George C. Platt
President and Chief Executive Officer

EXHIBIT 31.1

CERTIFICATION

I, Laurie L. Latham, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of ViewCast.com, 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 company as of, and for, the periods presented in this report;

4. The company's other certifying officer(s) 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 company and 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 company, 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 company'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; and

   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the quarterly report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

   (c) 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 company's ability to record, process, summarize and report financial information; and

   (d) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: August 13, 2003

/s/ Laurie L. Latham
Laurie L. Latham
Chief Financial Officer

EXHIBIT 32.1

STATEMENT FURNISHED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350

The undersigned, George C. Platt, is the President and Chief Executive Officer of ViewCast.com, Inc. (the "Company").

This statement is being furnished in connection with the filing by the Company of the Company's Quarterly Report on Form 10-QSB for the quarter ended June 30, 2003 (the "Report").

By execution of this statement, I certify that:

(A) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)) and

(B) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

This statement is authorized to be attached as an exhibit to the Report so that this statement will accompany the Report at such time as the Report is filed with the Securities and Exchange Commission, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

August 13, 2003	/s/ George C. Platt
Date	George C. Platt President and Chief Executive Officer

EXHIBIT 32.1

STATEMENT FURNISHED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350

The undersigned, Laurie L. Latham, is the Chief Financial Officer of ViewCast.com, Inc. (the "Company").

This statement is being furnished in connection with the filing by the Company of the Company's Quarterly Report on Form 10-QSB for the quarter ended June 30, 2003 (the "Report").

By execution of this statement, I certify that:

(A) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)) and

(B) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

This statement is authorized to be attached as an exhibit to the Report so that this statement will accompany the Report at such time as the Report is filed with the Securities and Exchange Commission, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

August 13, 2003	/s/ Laurie L. Latham
Date	Laurie L. Latham Chief Financial Officer