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

Form 10-Q

(Mark One)
☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended March 31, 2013

☐ **Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the transition period from_______________ to ________________

Commission File Number: 000-26213

ROOMLINX, INC.

(Exact name of registrant as specified in its charter)

Nevada	83-0401552
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

11101 W. 120th Ave., Suite 200, Broomfield, Colorado 80021
(Address of principal executive offices)

(303) 544-1111
(Issuer's telephone number)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

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

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

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

The number of shares outstanding of the Issuer's common stock as of May 14, 2013, was 6,405,413.

ROOMLINX, INC.

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Roomlinx, Inc.
CONSOLIDATED BALANCE SHEETS

	March 31, 2013 (unaudited)		December 31, 2012	
ASSETS				
Current assets:				
Cash and cash equivalents	$	2,417,116	$	3,211,182
Accounts receivable, net		1,793,188		1,761,503
Leases receivable, current portion		983,780		995,220
Prepaid and other current assets		205,007		115,902
Inventory, net		3,283,823		3,308,792
Total current assets		8,682,914		9,392,599
Property and equipment, net		705,199		790,873
Leases receivable, non-current		1,427,774		1,672,245
Total assets	$	10,815,887	$	11,855,717
LIABILITIES AND EQUITY (DEFICIT)				
Current liabilities:				
Accounts payable	$	4,924,037	$	5,079,204
Accrued expenses and other current liabilities		296,812		668,012
Customer deposits		1,457,140		1,125,248
Notes payable and other obligations, current portion		21,700		21,884
Unearned income, current portion		162,974		187,540
Deferred revenue, current portion		1,105,934		609,988
Total current liabilities		7,968,597		7,691,876
Deferred revenue, less current portion		221,044		294,963
Notes payable and other obligations, less current portion		41,195		47,691
Unearned income, less current portion		170,974		198,404
Line of credit, net of discount		4,092,683		4,007,177
Total liabilities		12,494,493		12,240,111
Equity (Deficit):				
Preferred stock - $0.20 par value, 5,000,000 shares authorized:				
Class A - 720,000 shares authorized, issued and outstanding (liquidation preference of $144,000)		144,000		144,000
Common stock - $0.001 par value, 200,000,000 shares authorized: 6,405,413 shares issued and outstanding		6,405		6,405
Additional paid-in capital		37,083,712		36,971,369
Accumulated deficit		(38,967,036)		(37,571,896)
Accumulated other comprehensive income (loss)		(313)		7,684
Total Roomlinx, Inc. shareholders ' deficit		(1,733,232)		(442,438)
Non-controlling interest		54,626		58,044
Total (deficit)		(1,678,606)		(384,394)
Total liabilities and equity (deficit)	$	10,815,887	$	11,855,717

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

Roomlinx, Inc.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

for the three months ended March 31, 2013 and 2012

(unaudited)

	2013	2012
Revenues:		
Hospitality:		
Product and installation	$ 542,557	$ 520,330
Services	1,365,029	778,297
Residential:		
Services	217,478	238,914
Total	2,125,064	1,537,541
Direct costs and operating expenses:		
Direct costs (exclusive of operating expenses and depreciation shown seperately below):		
Hospitality	1,610,483	1,054,944
Residential	169,488	165,434
Operating expenses:		
Operations	524,565	438,763
Product development	278,292	260,733
Selling, general and administrative	747,739	383,606
Depreciation	92,089	179,102
	3,422,656	2,482,582
Operating loss	(1,297,592)	(945,041)
Non-operating income (expense):		
Interest expense	(153,693)	(138,162)
Interest income	52,727	57,968
	(100,966)	(80,194)
Net loss	(1,398,558)	(1,025,235)
Less: net loss attributable to the non-controlling interest	3,418	702
Net loss attributable to the Company	(1,395,140)	(1,024,533)
Other comprehensive (loss) income:		
Currency translation (loss) gain	(7,997)	7,947
Comprehensive loss	(1,403,137)	(1,016,586)
Comprehensive loss attributable to the non-controlling interest	-	-
Comprehensive loss attributable to the Company	$ (1,403,137)	$ (1,016,586)
Net loss per common share:		
Basic and diluted	$ (0.22)	$ (0.20)
Weighted average shares outstanding:		
Basic and diluted	6,405,413	5,118,877

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

Roomlinx, Inc.
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (DEFICIT)
for the three months ended March 31, 2013
(unaudited)

	Roomlinx, Inc. Shareholders								
	Preferred Stock A		Common Stock		Additional	Accumulated Other			Total
	Number of Shares	Par Value $ 0.20	Number of Shares	Par Value $0.001	Paid - in Capital	Comprehensive Income	Accumulated (Deficit)	Non-Contolling Interest	Stockholders ' (Deficit) Equity
Balances, January 1, 2013	720,000	$144,000	6,405,413	$6,405	$36,971,369	$ 7,684	$ (37,571,896)	$ 58,044	$ (384,394)
Stock based compensation					112,343				112,343
Comprehensive income (loss):									
Net loss							(1,395,140)	(3,418)	(1,398,558)
Translation loss						(7,997)			(7,997)
Balances, March 31, 2013	720,000	$144,000	6,405,413	$6,405	$37,083,712	$ (313)	$ (38,967,036)	$ 54,626	$ (1,678,606)

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

Roomlinx, Inc.

CONSOLIDATED CASH FLOW STATEMENTS

for the three months ended March 31, 2013 and 2012

(unaudited)

	2013	*2012*
Cash flows from operating activities:		
Net loss	$ (1,398,558)	$ (1,025,235)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	92,089	179,102
Amortization of debt discount	85,506	75,601
Stock-based compensation	112,343	53,317
Compensation cost related to restricted stock issuances	6,000	-
Provision for uncollectable accounts and leases receivable	31,978	(10,772)
Change in operating assets and liabilities:		
Accounts receivable	(42,663)	(10,168)
Prepaid and other current assets	(89,105)	53,260
Inventory	24,969	276,617
Accounts payable and other liabilities	(532,367)	(205,850)
Customer deposits	331,892	-
Unearned income	(51,996)	(73,148)
Deferred revenue	422,027	(51,227)
Total adjustments	390,673	286,732
Net cash used in operating activities:	(1,007,885)	(738,503)
Cash flows from investing activities:		
Payments received on leases receivable	234,911	248,151
Purchase of property and equipment	(6,415)	(40,236)
Net cash provided by investing activities:	228,496	207,915
Cash flows from financing activities:		
Proceeds from the line of credit	-	1,000,000
Payments on capital lease	(2,719)	(3,556)
Payments on notes payable	(3,961)	(14,987)
Net cash (used in) provided by financing activities	(6,680)	981,457
Effects of foreign currency translation	(7,997)	2,282
Net (decrease) increase in cash and equivalents	(794,066)	453,151
Cash and equivalents at beginning of period	3,211,182	361,228
Cash and equivalents at end of period	$ 2,417,116	$ 814,379
Supplemental cash flow information:		
Cash paid for interest	$ 64,357	$ 63,139
Non-cash investing and financing activities:		
Assets acquired under capital lease	$ -	$ 34,617
Warants isssed in connection with line of credit	$ -	$ 350,167

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

Roomlinx, Inc.
Notes to Consolidated Financial Statements
March 31, 2013
(Unaudited)

1. Organization and Significant Accounting Policies

Description of Business: Roomlinx, Inc. ("Roomlinx" or the "Company") is incorporated under the laws of the state of Nevada. The Company sells, installs, and services in-room media and entertainment solutions for hotels, resorts, and time share properties; including its proprietary Interactive TV platform, internet, and free to guest and video on demand programming. Roomlinx also sells, installs and services telephone, internet, and television services for residential consumers. The Company develops software and integrates hardware to facilitate the distribution of Hollywood, adult, and specialty content, business applications, national and local advertising, and concierge services. The Company also sells, installs and services hardware for wired networking solutions and wireless fidelity networking solutions, also known as Wi-Fi, for high-speed internet access to hotels, resorts, and time share locations. The Company installs and creates services that address the productivity and communications needs of hotel, resort and time share guests, as well as residential consumers.

Basis of Consolidation: The consolidated financial statements include Roomlinx, Inc., and its wholly-owned subsidiaries, Canadian Communication LLC. Cardinal Connect, LLC, Cardinal Broadband, LLC and Arista Communication, LLC, a 50% subsidiary, controlled by the Company, Canadian Communication and Cardinal Connect, LLC, are non-operating entities. All significant intercompany accounts and transactions have been eliminated in consolidation.

Basis of Presentation: The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. 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 adjustments considered necessary for a fair presentation, have been included in the accompanying unaudited financial statements. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the full year. For further information, refer to the financial statements and notes thereto, included in the Company's Form 10-K as of and for the year ended December 31, 2012.

Reclassification: Certain amounts in the 2012 financial statements have been reclassified to conform to the current year presentation.

Going Concern and Management Plans: The Company has experienced recurring losses and negative cash flows from operations. At March 31, 2013, the Company had approximate balances of cash and cash equivalents of $2,417,000, working capital of $714,000, total deficit of $1,679,000 and accumulated deficit of $38,967,000. To date the Company has in large part relied on debt and equity financing to fund its shortfall in cash generated from operations. As of March 31, 2013, the Company has available approximately $19,800,000 under its line of credit, which could be limited by the execution of a Fourth Amendment to the Revolving Credit, Security and Warrant Purchase Agreement.

As described in Note 10, on May 4, 2013, the Company executed a Fourth Amendment to the Revolving Credit, Security and Warrant Purchase Agreement previously entered into by them on June 5, 2009 (the "Original Agreement"). Pursuant to the Amendment, the Original Agreement has been amended to provide that the making of any and all Revolving Loans (as defined in the Original Agreement) shall be at the sole and absolute discretion of Cenfin. Accordingly, the Company's ability to borrow under the line of credit is at the discretion of the lender and there are no assurances that the lender will permit the Company to borrow under the line of credit. Management is closely monitoring the cash balances, cash needs and expense levels and has implemented a cost reduction plan. If the Company is unable to borrow additional funds under the line of credit or obtain financing from alternative sources, the Company estimates its current cash and cash equivalents are sufficient to fund operations for the next four to six months. These factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that might result should the Company be unable to continue as a going concern.

Accounts Receivable: Accounts receivables are uncollateralized customer obligations due under normal trade terms requiring payment within 30 days from the invoice date. Accounts receivable are stated at the amount billed to the customer. Accounts receivable in excess of 30 days old are considered delinquent. Outstanding customer invoices are periodically assessed for collectability. The assessment and related estimate are based on current credit-worthiness and payment history. As of March 31, 2013 and December 31, 2012, the Company recorded an allowance of approximately $210,000 and $229,000, respectively.

Revenue Recognition: Revenue is derived from the installation and ongoing services of in-room media, entertainment, and HD television programming solutions in addition to wired networking solutions and Wireless Fidelity networking solutions. Revenue is recognized when all applicable recognition criteria have been met, which generally include a) persuasive evidence of an existing arrangement; b) fixed or determinable price; c) delivery has occurred or service has been rendered; d) collectability of the sales price is reasonably assured.

Installations and service arrangements are contractually predetermined and such contractual arrangements may provide for multiple deliverables, revenue is recognized in accordance with ASC Topic 605, Multiple Deliverable Revenue. The application of ASC Topic 605 may result in the deferral of revenue recognition for installations across the service period of the contract and the re-allocation and/or deferral of revenue recognition across various service arrangements. Below is a summary of such application of the revenue recognition policy as it relates to installation and service arrangements the Company has with its customers.

The Company enters into contractual arrangements to provide multiple deliverables which may include some or all of the following - systems installations and a variety of services related to high speed internet access, free-to-guest, video on demand and iTV systems as well as residential phone, internet and television. Each of these elements must be identified and individually evaluated for separation. The term “element” is used interchangeably with the term “deliverable” and the Company considers the facts and circumstances as it relates to its performance obligations in the arrangement and includes product and service elements, a license or right to use an asset, and other obligations negotiated for and assumed in the agreement. Analyzing an arrangement to identify all of the elements requires the use of judgment. In the determination of the elements included in Roomlinx agreements, embedded software and inconsequential or perfunctory activities were taken into consideration.

Once the Deliverables have been identified, the Relative Fair Value of each Element was determined under the concept of Relative Selling Price (RSP) for which the Company applied the hierarchy of selling price under ASC Topic 605 as follows:

VSOE - Vendor specific objective evidence is still the most preferred criteria with which to establish fair value of a deliverable. VSOE is the price of a deliverable when a company sells it on an open market separately from a bundled transaction.

TPE - Third party evidence is the second most preferred criteria with which to establish fair value of a deliverable. The measure for the pricing of this criterion is the price that a competitor or other third party sells a similar deliverable in a similar transaction or situation.

RSP - Relative selling price is the price that management would use for a deliverable if the item were sold separately on a regular basis which is consistent with company selling practices. The clear distinction between RSP and VSOE is that under VSOE, management must sell or intend to sell the deliverable separately from the bundle, or has sold the deliverable separately from the bundle already. With RSP, a company may have no plan to sell the deliverable on a stand-alone basis.

Hospitality Installation Revenues

Hospitality installations include High Speed Internet Access (HSIA), Interactive Television (iTV), Free to Guest (FTG) and Video on Demand (VOD). Under the terms of these typical product sales and equipment installation contracts, a 50% deposit is due at the time of contract execution and is recorded as deferred revenue. Upon the completion of the installation process, deferred revenue is realized. However, in some cases related to VOD installations or upgrades, the Company extends credit to customers and records a receivable against the revenue recognized at the completion of the installation.

Additionally, the Company may provide the customer with a lease financing arrangement provided the customer has demonstrated its credit worthiness to the satisfaction of the Company. Under the terms and conditions of the lease arrangements, these leases have been classified and recorded as Sale-Type Leases under ASC Topic 840-30 and accordingly, revenue is recognized upon completion and customer acceptance of the installation which gives rise to a lease receivable and unearned income.

Hospitality Service, Content and Usage Revenues

The Company provides ongoing 24x7 support to both its hotel customers and their guests, content and maintenance as applicable to those products purchased, installed and serviced under contract. Generally, support is invoiced in arrears on a monthly basis with content and usage, which are dependent on guest take rates and buying habits. Service maintenance and usage revenue also includes revenue from meeting room services, which are billed as the events occur.

Residential Revenues

Residential revenues consist of equipment sales and installation charges, support and maintenance of voice, internet, and television services, and content provider residuals, installation commissions, and management fees. Installations charges are added to the monthly service fee for voice, internet, and television, which is invoiced in advance creating deferred revenue to be realized in the appropriate period. The Company's policy prohibits the issuance of customer credits during the month of cancelation. The Company earns residuals as a percentage of monthly customer service charges and a flat rate for each new customer sign up. Residuals are recorded monthly. Commissions and management fees are variable and therefore revenue is recognized at the time of payment.

Concentrations

Credit Risk: The Company's operating cash balances are maintained in financial institutions and periodically exceed federally insured limits. The Company believes that the financial strength of these institutions mitigates the underlying risk of loss. To date, these concentrations of credit risk have not had a significant impact on the Company's financial position or results of operations.

Accounts Receivable: At March 31, 2013 Hyatt Corporation controlled properties represented 30% and other Hyatt properties in the aggregate represented 38% of the accounts receivable balance compared to three customers who accounted for 45% (20%, 18% and 7%) at March 31, 2012.

Revenue: During the three months ended March 31, 2013, Hyatt Corporation controlled properties contributed 33% and other Hyatt properties in the aggregate contributed 32% of Roomlinx's US Hospitality revenue compared to four customers who contributed 44% (11% each) for the three months ended March 31, 2012. Additionally, one customer contributed 50% to Roomlinx's Canadian hospitality revenue in 2013 versus 53% in 2012.

Fair Value Measurement: The Company discloses fair value information about financial instruments based on a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of March 31, 2013 and December 31, 2012.

The respective carrying value of certain financial instruments approximate their fair values. These financial instruments include cash and cash equivalents, accounts receivable, leases receivable, accounts payable, capital lease obligations, notes payable and the line of credit. The carrying value of cash and cash equivalents, accounts receivable, leases receivable, and accounts payable approximate fair value due to their short term nature. The carrying amount of capital lease obligations and notes payable approximates their fair values as the pricing and terms of these liabilities approximate market rates. The fair value of the line of credit is not practicable to estimate because of the related party nature of the underlying transactions. The Company has no financial instruments with the exception of cash and cash equivalents (level 1) valued on a recurring basis.

Long-Lived Assets: The Company reviews the carrying value of long-lived assets, such as property and equipment, whenever events or circumstances indicate the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized to reduce the carrying value of the asset to its estimated fair value.

Segments: We operate and prepare our financial reports based on two segments; Hospitality and Residential. We have determined these segments based on the location, design, and end users of our products.

Hospitality: Our Hospitality segment includes hotels, resorts, and timeshare properties in the United States, Canada, and Other Foreign. As of March 31, 2013 and 2012, Other Foreign included Mexico and Aruba. The products offered under our hospitality segment include the installation of, and the support and service of, high-speed internet access networks, proprietary Interactive TV platform, free to guest programming, and on-demand movie programming, as well as advertising and e-commerce products.

Residential: Our residential segment includes multi-dwelling unit customers and business customers (non-hospitality) in the United States. The products offered include the installation of, and the support and service of, telephone, internet, and television services.

Foreign Currency Translation: The US Dollar is the functional currency of the Company. Assets and liabilities denominated in foreign currencies are re-measured into US Dollars and the resulting gains and losses are included in the consolidated statement of operations as a component of other income (expense).

Earnings Per Share: The Company computes earnings per share by dividing net income (loss) by the weighted average number of shares of common stock and dilutive common stock equivalents outstanding during the period. Dilutive common stock equivalents consist of shares issuable upon the exercise of the Company's stock options and warrants. Potentially dilutive securities, purchase stock options and warrants, are excluded from the calculation when their inclusion would be anti-dilutive, such as periods when a net loss is reported or when the exercise price of the instrument exceeds the fair market value. Accordingly, the weighted average shares outstanding have not been adjusted for dilutive shares. Outstanding stock options and warrants are not considered in the calculation as the impact of the potential common shares (totaling 2,531,055 and 1,914,744 shares as of March 31, 2013 and March 31, 2012, respectively) would be to decrease the net loss per share.

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

2. Leases Receivable

As of March 31, 2013, the Company had $2,567,554 in leases receivables compared to $2,802,465 at December 31, 2012, less a reserve for uncollectible accounts of $156,000 and $135,000 for net leases receivable of $2,411,554 and $2,667,465, respectively. During the three months ended March 31, 2013 and 2012 the Company received payments of $234,911 and $248,151, respectively. The Company did not enter into any new leases in the three months ended March 31, 2013 and March 31, 2012. These leases have terms of 60 months and an average interest rate of 9.5%.

Future minimum receipts on lease receivables are as follows:

Twelve months ended March 31,		Minimum Receipts
2014	$	983,780
2015		796,292
2016		542,235
2017		233,342
2018		11,905
	$	2,567,554

3. Inventory

Inventory, principally large order quantity items which are required for the Company's media and entertainment installations, is stated at the lower of cost (first-in, first-out) basis or market. The Company generally maintains only the inventory necessary for contemplated installations. Work in progress represents the cost of equipment and third party installation related to installations which were not yet completed.

The Company performs an analysis of slow-moving or obsolete inventory periodically and any necessary valuation reserves, which could potentially be significant, are included in the period in which the evaluations are completed. As of March 31, 2013 and December 31, 2012, the inventory obsolescence reserve was mainly related to raw materials and results in a new cost basis for accounting purposes.

Inventory balances as of March 31, 2013 and December 31, 2012 are as follows:

	2013	2012
Raw materials	$ 2,485,309	$ 2,546,441
Work in process	918,514	882,351
	3,403,823	3,428,792
Reserve for obsolescence	(120,000)	(120,000)
Inventory, net	$ 3,283,823	$ 3,308,792

4. Notes Payable

The Company has a note payable with a principal balance of $38,799 at March 31, 2013 versus two notes payable with an aggregate principal balance of $42,761 ($41,178 and $1,583) at December 31, 2012. This note bears interest at 11%, and expires August 1, 2016. Monthly principal and interest payments total $1,163.

5. Line of Credit

On June 5, 2009 we entered into a Revolving Credit, Security and Warrant Purchase Agreement (the "Credit Agreement") with Cenfin LLC, an entity principally owned by significant shareholders of the Company. The Credit Agreement permits us to borrow up to $25 million until June 5, 2017. As described further in Subsequent Events (see Note 10) the Company and Cenfin executed a fourth amendment to the Credit Agreement on May 3, 2013, which provided Cenfin sole and absolute discretion related to funding any advance requested by Roomlinx. Advances must be repaid at the earlier of 5 years from the date of borrowing or at the expiration of the Credit Agreement. The principal balance may be repaid at any time without penalty. Borrowings accrue interest, payable quarterly on the unpaid principal and interest at a rate equal to the Federal Funds Rate at July 15 of each year plus 5% (approximately 5.19% at March 31, 2013). The Credit Agreement is collateralized by substantially all of our assets, and requires we maintain a total outstanding indebtedness to total assets ratio of less than 3 to 1.

Amounts outstanding under the Credit Agreement were $5,176,000 at March 31, 2013 and December 31, 2012. These advances will be repaid at various dates between 2014 and 2017. A total of $19,824,000 is available for future borrowings. Interest expense of $66,239 and $60,604, exclusive of accretion of the debt discount of $85,506 and $75,601, was recorded for the three months ended March 31, 2013 and 2012, respectively. The unamortized balance of the debt discount was $1,083,317 and $1,168,823 at March 31, 2013 and December 31, 2012, respectively.

The Credit Agreement requires that, in conjunction with each advance, we issue Cenfin warrants to purchase shares of Roomlinx common stock equal to 50% of the principal amount funded divided by (i) $2.00 on the first $5,000,000 of borrowings on or after July 15, 2010 ($4,712,000 as of March 31, 2013) or (ii) thereafter the fair market value of the Company's common stock on the date of such draw for advances in excess of $5,000,000. The exercise price of the warrants is $2.00 for the warrants issued on the first $5,000,000 of borrowings made after July 15, 2010 and, thereafter, the average of the high and low market price for the Company's common stock on the date of issuance. The exercise period of these warrants expire three years from the date of issuance.

Future minimum payments against the line of credit are as follows:

Twelve months ended March 31,	Minimum Payments
2015	$ 464,000
2016	1,492,000
2017	3,220,000
	$ 5,176,000

6. Commitments and Contingencies

Operating Leases: On April 10, 2012 the Company executed a lease agreement for office space with an effective date of May 1, 2012. Terms of the lease established a base rent per square foot plus operating expenses throughout the term of the lease which expires September 30, 2015, and which includes the lessor waiving several months of base rent and pre-defined annual escalation of the base rent per square foot. The Company had a deferred rent liability of $50,463 and $55,025 included in other liabilities as of March 31, 2013 and December 31, 2012, respectively. The Company has future minimum lease payments of $108,817, $149,898 and $76,043 during the twelve months ended March 31, 2014, 2015, and 2016, respectively.

Capital Lease Obligations : The Company has a capital lease arrangement related to the acquisition of software. These arrangements are collateralized by the software and expire in March 2015 with future minimum lease payments as follows: $11,508 and $12,587 for the twelve month periods ended March 31, 2014 and 2015, respectively.

7. Equity

Preferred Stock: The Company has authorized 5,000,000 preferred shares with a $0.20 par value, of which 720,000 shares have been designated as Class A Preferred Stock. The Class A Preferred stock has a liquidation preference of $0.20 per share and is entitled to receive cumulative annual dividends at the rate of 9%, payable in either cash or additional shares of Class A Preferred Stock, at the option of the Company. As of March 31, 2013 and December 31, 2012 there were 720,000 shares of Class A Preferred Stock issued and outstanding. Undeclared Class A dividends accumulated and unpaid as of March 31, 2013 and December 31, 2012, were $188,400 and $185,160, respectively; these dividends are not included in accrued expenses.

Common Stock: The Company has authorized 200,000,000 shares of $0.001 par value common stock. As of March 31, 2013 and December 31, 2012, there were 6,405,413 shares of common stock issued and outstanding.

During the three months ended March 31, 2013, the Company granted 24,000 restricted shares of common stock at a fair market value of $2.00 per share to three non-employee directors of the Company. The Company recognized compensation cost of $6,000 recorded in selling, general and administrative expenses in the Consolidated Statement of Comprehensive Income (Loss) and included in accrued expenses in the accompanying balance sheet. The shares vest in equal annual installments beginning on August 27, 2013 through 2015.

Warrants:

As of March 31, 2013 and December 31, 2012, the Company had outstanding 1,542,800 warrants issued in connection with the line of credit (see Note 5). During the three months ended March 31, 2012, the Company issued 250,000 warrants. No warrants were issued in the three month period ended March 31, 2013.

The following are assumptions utilized in estimation of the fair value of the warrants granted during the three month period ended March 31, 2012:

	2012
Term	3 years
Expected volatility	136% - 148%
Risk free interest rate	0.35% - 0.57%
Dividend yield	0%

The following is a summary of such outstanding warrants for the three month period ended March 31, 2013:

Warrants	Shares Underlying Warrants	Weighted Average Exercise Price	Weighted Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Outstanding at January 1, 2013	1,542,800	$ 2.84		
Granted and Issued	-	-		
Expired/Cancelled	-	-		
Outstanding and exercisable at March 31, 2013	1,542,800	$ 2.84	1.72	$ 1,444,280

Options:

In 2004, the Company adopted a long term incentive stock option plan (the “Stock Option Plan”) which covers key employees, officers, directors and other individuals providing bona fide services to the Company. On December 27, 2012, subject to stockholder approval, the board of directors voted to amend the Stock Option Plan to (i) adjust the maximum allowable shares of common stock upon exercise of options which may be granted from 1,200,000 to 2,000,000 shares of common stock and (ii) remove the provision from the Stock Option Plan which provided that any shares that are surrendered to or withheld by the Company in connection with any award or that are otherwise forfeited after issuance shall not be available for purchase pursuant to incentive stock options intended to qualify under Section 422 of the Internal Revenue Code of 1986, as amended. As of March 31, 2013, options to purchase 988,255 shares were outstanding. The options vest as determined by the Board of Directors and are exercisable for a period of no more than 10 years.

On January 11, 2013, the board of directors approved the grant of 30,000 Incentive Stock Options at an exercise price of $2.06. These options vest ratably on the anniversary date over a three year period and expire 7 years from the grant date. The weighted average grant date fair value of such options was $1.68.

Pursuant to the execution of the Hyatt MSA, on March 14, 2012 the board of directors approved the grant of 500,000 stock options (“Hyatt options”) at a strike price of $4.00 vesting on a pro rata basis over three years or the acceleration of such vesting rights relative to installation performance metrics at the Hyatt properties as defined by the board of directors, whichever is greater, and expiring 7 years from the date of grant. On December 27, 2012, the board of directors approved re-pricing the Hyatt options from the exercise price of $4.00 per share to $2.10 per share ($0.10 above the closing price per the NASDAQ OTC Bulletin as of that date), resulting in a change to the expected volatility and risk free interest rate as previously reported.

The following are the assumption utilized in the restriction of stock based compensation related to the stock option grants for the three months periods ended March 31, 2013 and December 31, 2012:

	2013	2012
Expected term	7 years	7 years
Expected volatility	213%	214%
Risk free interest rate	1.28%	1.15%
Dividend yield	0%	0%

A summary of stock option activity under the Stock Option Plan is presented below:

Options	Number of Shares	Weighted Average Exercise Price	Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Outstanding at January 1, 2013	1,086,074	$ 2.74		
Granted	30,000	2.06		
Forfeited	(127,819)	2.38		
Outstanding at March 31, 2013	988,255	$ 2.32	5.56	$ 16,500
Exercisable at March 31, 2013	441,193	$ 2.56	5.88	$ 16,500

The Company recorded stock-based compensation expense of $112,343 and $53,317 for the three month periods ended March 31, 2013 and 2012, respectively. The amounts are recorded in selling, general and administrative expense in the consolidated statements of comprehensive income (loss). The fair value of stock options that vested and became exercisable during the three months ended March 31, 2013 and 2012 was $297,029 and $1,401 respectively. At March 31, 2013, there was approximately $1,115,000 in unrecognized compensation cost related to stock options that will be recorded over a weighted average future period of approximately 3 years.

A summary of the activity of non-vested options under the Company's plan for the three months ended March 31, 2013 is presented below:

	Non-vested Shares Underlying Options	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value
Non-vested at January 1, 2013	763,363	$ 2.16	$ 1.95
Granted	30,000	2.06	1.68
Vested	(139,601)	2.13	2.12
Forfeited	(106,700)	2.26	2.00
Non-vested at March 31, 2013	547,062	$ 2.13	$ 1.89

8. Segment Information

Financial information for our segment as of and for the three months ended March 31, 2013 and 2012, is as follows:

	Hospitality	Residential	Corporate	Totals
Three months ended March 31, 2013				
Revenue	$ 1,907,586	$ 217,478	$ -	$ 2,125,064
Operating (loss)	$ (820,446)	$ (100,443)	$ (376,703)	$ (1,297,592)
Net (loss)	$ (921,412)	$ (100,443)	$ (376,703)	$ (1,398,558)
Three months ended March 31, 2012				
Revenue	$ 1,298,627	$ 238,914	$ -	$ 1,537,541
Operating income (loss)	$ (882,571)	$ 35,323	$ (97,793)	$ (945,041)
Net income (loss)	$ (962,765)	$ 35,323	$ (97,793)	$ (1,025,235)
As of March 31, 2013				
Total assets	$ 10,391,253	$ 219,322	$ 205,312	$ (10,815,887)

Financial information of geographical data by segment as of and for the three months ended March 31, 2013 and 2012, is as follows:

	United States	Canada	Other Foreign	Totals
Three months ended March 31, 2013				
Hospitality:				
Product and installation	$ 542,557	$ -	$ -	$ 542,557
Services	$ 1,209,100	$ 120,730	$ 35,199	$ 1,365,029
Residential:				
Services	$ 217,478	$ -	$ -	$ 217,478
Totals	$ 1,969,135	$ 120,730	$ 35,199	$ 2,125,064
Three months ended March 31, 2012				
Hospitality:				
Product and installation	$ 520,330	$ -	$ -	$ 520,330
Services	$ 585,219	$ 159,074	$ 34,004	$ 778,297
Residential:				
Services	$ 238,914	$ -	$ -	$ 238,914
Totals	$ 1,344,463	$ 159,074	$ 34,004	$ 1,537,541
As of March 31, 2013				
Total assets	$ 10,130,868	$ 518,161	$ 166,858	$ 10,815,887

9. Contingent Liabilities

The Company is in receipt of a District Court Civil Summons, dated May 29, 2012, in the matter of "CLC Networks, Inc. and Skada Capital, LLC v. Roomlinx, Inc.", commenced in the District Court of Boulder County, Colorado (the "Action"). The plaintiffs in the Action claim that the Company owes them certain unpaid sales commissions, including with respect to Hyatt Corporation in connection with that certain Master Services and Equipment Purchase Agreement, as described in the Company's Current Report on Form 8-K, as filed with the Securities and Exchange Commission on March 13, 2012. The Company believes the plaintiffs' claims are without merit. The Action is currently pending.

The Company is also a defendant in two actions brought in Colorado state court – one action brought by a former employee for monies allegedly owed by the Company and one by a recruiting company for amounts allegedly due to such recruiting company. Both actions seek damages of less than $20,000 from the Company and the Company believes that it has meritorious defenses to the claims brought in both such actions.

10. Subsequent Events

The Company is in receipt of a letter from Technology Integration Group ("TIG") demanding payment of approximately $2,430,000 with respect to inventory which the Company purchased from TIG. The amount is recorded in accounts payable in the accompanying balance sheet as of March 31, 2013 and December 31, 2012. TIG subsequently filed an action in California State Court although the Company has not yet been served in such action. The Company believes that it has meritorious defenses and counterclaims in respect of TIG's claim. The Company intends to pursue a settlement of all claims with TIG and is in discussions with TIG in respect thereof.

On May 3, 2013, Roomlinx, Inc., a Nevada corporation ("Roomlinx"), and Cenfin LLC, a Delaware limited liability company ("Cenfin"), entered into a Fourth Amendment (the "Amendment") to the Revolving Credit, Security and Warrant Purchase Agreement previously entered into by them on June 5, 2009 (as heretofore amended, the "Original Agreement"). Pursuant to the Amendment, the Original Agreement has been amended to provide that the making of any and all Revolving Loans (as defined in the Original Agreement) shall be at the sole and absolute discretion of Cenfin. The remaining terms of the Original Agreement were not further amended.

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

The following discussion and analysis should be read in conjunction with the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section and the consolidated financial statements and related notes thereto included in our December 31, 2012 Annual Report on Form 10-K, filed with the SEC and with the unaudited interim financial statements and related notes thereto presented in this Quarterly Report on Form 10-Q, as well as our reports on Form 8-K and other SEC filings.

FORWARD-LOOKING STATEMENTS

This report contains or incorporates forward-looking statements within the meaning of the federal securities laws that involve risks and uncertainties. Statements regarding future events, developments, the Company's future performance, as well as management's expectations, beliefs, intentions, plans, estimates or projections relating to the future are forward-looking statements within the meaning of these laws. We develop forward-looking statements by combining currently available information with our beliefs and assumptions. These statements relate to future events, including our future performance, and management's expectations, beliefs, intentions, plans or projections relating to the future and some of these statements can be identified by the use of forward-looking terminology such as "believes," "expects," "anticipates," "estimates," "projects," "intends," "seeks," "future," "continue," "contemplate," "would," "will," "may," "should," and the negative or other variations of those terms or comparable terminology or by discussion of strategy, plans, opportunities or intentions. As a result, actual results, performance or achievements may vary materially from those anticipated by the forward-looking statements. These statements include, among others:

- statements concerning the benefits that we expect will result from our business activities and results of exploration that we contemplate or have completed, such as increased revenues; and
- statements of our expectations, beliefs, future plans and strategies, anticipated developments and other matters that are not historical facts.

Among the factors that could cause actual results, performance or achievements to differ materially from those indicated by such forward-looking statements are:

- the inability of the Company to obtain financing in order for the Company to maintain operation
- the continued suspension of certain obligations of the Company and Hyatt pursuant to the Master Service Agreement with Hyatt (the "MSA ") or the removal of such obligations from the MSA and the restructure or release of the obligations of certain Hyatt hotels to install the Company's iTV product;
- the Company's successful implementation of new products and services (either generally or with specific key customers);
- the Company's ability to satisfy the contractual terms of key customer contracts;
- the risk that we will not achieve the strategic benefits of the acquisition of Canadian Communications;
- demand for the new products and services, the volume and timing of systems sales and installations, the length of sales cycles and the installation process and the possibility that our products will not achieve or sustain market acceptance;
- unexpected changes in technologies and technological advances and ability to commercialize and manufacture products;
- the timing, cost and success or failure of new product and service introductions, development and product upgrade releases;
- the Company's ability to successfully compete against competitors offering similar products and services;
- the Company's ability to establish and maintain strategic relationships, including the risk that key customer contracts may be terminated before their full term;
- general economic and business conditions;
- errors or similar problems in our products, including product liabilities;
- the outcome of any legal proceeding that has been or may be instituted against us and others and changes in, or failure to comply with, governmental regulations;
- our ability to attract and retain qualified personnel;

- maintaining our intellectual property rights and litigation involving intellectual property rights;
- legislative, regulatory and economic developments;
- risks related to third-party suppliers and our ability to obtain, use or successfully integrate third-party licensed technology;
- breach of our security by third parties; and
- those factors discussed in "Risk Factors" in our periodic filings with the Securities and Exchange Commission (the "SEC").

We make these statements under the protection afforded by Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Because forward-looking statements are subject to assumptions and uncertainties, actual results, performance or achievements may differ materially from those expressed or implied by such forward-looking statements. Stockholders are cautioned not to place undue reliance on such statements, which speak only as of the date such statements are made. Except to the extent required by applicable law or regulation, Roomlinx undertakes no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

GENERAL

Currently we offer the following services to our customers:

- Site-specific determination of needs and requirements;
- Design and installation of the wireless or wired network;
- Customized development, design and installation of a media and entertainment system;
- IP-based delivery of on-demand high-definition and standard-definition programming including Hollywood, Adult, and specialty content;
- Delivery of free-to-guest ("FTG") television programming via satellite;
- Delivery of an interactive ("click and go") programming guide;
- Full maintenance and support of the network and Interactive TV product;
- Technical support to assist guests, hotel staff, and residential and business customers, 24 hours a day, 7 days a week, 365 days a year;
- Delivery of an advertising and E-commerce platform through iTV.

Overview

Roomlinx, Inc., a Nevada corporation (" we, " "us" or the "Company"), provides four core products and services:

In-room media and entertainment

Roomlinx provides a suite of in-room media and entertainment products and services for hotels, resorts, and time share properties. Products and services included within our in-room media and entertainment offering include our proprietary Interactive TV platform ("iTV") and on-demand movies.

The Company develops proprietary software and integrates hardware to facilitate the distribution of its Interactive TV platform. With Roomlinx, iTV guests will have access to a robust feature set through the HDTV such as:

- Internet Apps including Netflix, Pandora, Hulu, YouTube, Facebook, and many more
- International and U.S. television programming on demand
- Click and Go TV program guide or Interactive Program Guide ("IPG")
- Web Games
- MP3 player and thumb drive access
- Ability to send directions from the iTV system to a mobile device

Hotel guests can also easily order room service, interact with hotel associates, make restaurant reservations, edit and print documents as well as gain direct access to local dining, shopping, nightlife, cultural events or attractions all through a dynamic user interface on the TV. The Interactive TV platform integrates the TV and Internet experience.

The Company provides proprietary software, a media console and an extended USB port for the hotel guest, a proprietary wireless keyboard with built-in mouse, and a proprietary remote control with a built in mouse. The Company installs and supports these components.

The Company also supplies video-on-demand services to the hospitality industry. Roomlinx offers a full selection of video-on-demand services and technology; including first non-theatrical release Hollywood motion pictures, adult, and specialty content.

Hotel customers sign long-term service agreements, where we provide the maintenance for the networks, as well as the right to provide value added services over the network.

The Company generates revenue through:

- Ongoing connectivity service and support contracts
- Network design and installation services
- Delivery of content and advertising
- Delivery of business and entertainment applications
- E-commerce
- The customization of its software
- Software licensing
- Delivery of pay-per-view content
- Sale of video-on-demand systems

Free-To-Guest Television Programming ("FTG").

Our hotel satellite television programming services provide for delivery and viewing of high definition and standard definition television programming for hotels, resorts, and time share properties. The Company installs and provides services that address the entertainment and information needs of hotel guests and resort guests. We specialize in providing advanced high definition equipment for delivering digital television programming such as ESPN, HBO, Starz, and other specialty and local channels.

The Company generates revenue through:

- The design and installation of FTG systems
- Delivery of television programming fees and/or commissions

Customers typically pay a one-time fee for the installation of the equipment and then pay monthly programming fees for delivery of a specific TV channel lineup.

Wired Networking Solutions and Wireless Fidelity Networking Solutions.

We provide wired networking solutions and wireless fidelity networking solutions, also known as Wi-Fi, for high speed internet access at hotels, resorts, and timeshare locations. The Company installs and creates services that address the productivity and communications needs of hotel, resort, and timeshare guests. We specialize in providing advanced Wi-Fi wireless services such as the wireless standards known as 802.11a/b/g/n/i.

Hotel customers sign long-term service agreements, where we provide the maintenance for the networks, as well as the right to provide value added services over the network.

The Company generates revenue through:

- Ongoing connectivity service and support contracts
- Network design and installation services

Customers typically pay a one-time fee for the installation of the network and then pay monthly maintenance fees for the upkeep and support of the network.

Residential Media and Communications

We provide residential and business customers telecommunication services including telephone, satellite television, and wired and wireless internet access. Telephone service is provided through traditional, analog “twisted pair” lines, as well as digital voice over internet protocol (“VoIP”) Analog phone service is typically provided via an interconnection agreement with CenturyLink, Inc. (formerly Qwest Communications), which allows the Company to resell CenturyLink service through their wholesale and retail accounts with CenturyLink. VoIP service is provided at properties where the Company maintains a broadband internet service to the end customer, allowing the Company to provide digital phone service (VoIP) over the same lines as their internet service.

Television service is typically provided via the Company's agreements with DISH Network and DirecTV. Most television service to customers is provided via a head-end distribution system, or an L-Band digital distribution system. Television service is offered in high definition whenever possible.

Internet service is provided via both wired and wireless network design. The Company provisions and manages broadband access to the residential customers through both wholesale and resale methods. Wholesale methods exist when the Company owns and controls the internet circuit and resale methods exist when the Company uses an affiliated third party to provide the internet circuit.

The Company generates revenue through:

- Network design and installation services
- Delivery of telephone service (billed monthly)
- Delivery of Internet service (billed monthly)
- Delivery of television service (billed by the satellite provider with monthly commissions paid to the Company)
- Management fees for the management of affiliated communication systems

Recent Financial Developments

On March 12, 2012, Roomlinx and Hyatt Corporation entered into a Master Services and Equipment Purchase Agreement (the "MSA") pursuant to which Roomlinx has agreed to provide in-room media and entertainment solutions, including its proprietary Interactive TV (or iTV) platform, high speed internet, free-to-guest, on-demand programming and related support services, to Hyatt-owned, managed or franchised hotels that are located in the United States, Canada and the Caribbean. Roomlinx's media and entertainment solutions may be provided in the "full option" (Interactive TV) or the "lite option" (Video on Demand).

Pursuant to the MSA, we have agreed to make financing available to hotels that exceed certain minimum credit criteria for the purchase of equipment necessary for the provision of the Services at annual interest rates of no greater than 11.5% per annum and subject to certain restrictions and limitations. The amount of financing that Roomlinx is required to provide will not exceed the lesser of (i) the amount of installation fees that are payable by Hyatt-owned hotels under Hotel Service Agreements that have not elected to receive equipment financing or (ii) $11 million. To date, no financing has been requested by Hyatt properties.

The MSA terminates on the later of (i) 60 days following the five year anniversary of the effective date or (ii) if any Hotel Services Agreement is in effect on such five year anniversary, then the MSA will continue to apply to such Hotel Services Agreement until it expires. The MSA may be terminated by Hyatt in the event (i) Roomlinx is in breach of certain obligations under the MSA, (ii) Roomlinx is subject to bankruptcy, assignment for the benefit of its creditors, is in receivership or similar proceeding or (iii) in the event of a delegation, transfer, assignment, change of control or ownership by Roomlinx or the sale of all or substantially all of its assets.

In March 2012, Roomlinx and Hyatt entered into the MSA which provided for, among other things, the obligation of Hyatt to order and to use its commercially reasonable efforts to cause its managed hotels to order the installation of the Company's iTV product in a minimum number of rooms in Hyatt hotels within certain time frames measured from March 2012, subject to Roomlinx's satisfaction of certain other conditions of the MSA.

In December of 2012, Hyatt had met certain obligations to place orders with Roomlinx for its systems and services. In December 2012, Roomlinx and Hyatt mutually agreed to suspend certain Hyatt obligations under the MSA that had not been met, including the suspension of the obligations of Hyatt to cause a certain number of rooms in both Hyatt owned and managed properties to place orders for Roomlinx's iTV products within certain time frames measured from the original execution of the MSA. At the time of the December 2012 suspension of these Hyatt obligations, the Company had installed certain services and products in approximately 19,000 rooms (including approximately 9,000 installs of its iTV product) in Hyatt hotels and by the end of January 2013, had executed Statements of Work with other Hyatt hotels to install its iTV product in approximately an additional 4,600 rooms, and in connection with such Statements of Work, had received deposits from such hotels in the aggregate amount of approximately $1.3 million. As of March 31, 2013 and December 31, 2012, such deposits are recorded as customer deposits in the accompanying balance sheet in the amount of approximately $1,457,000 and $1,125,000, respectively.

Hyatt recently requested, in exchange for other considerations, that, among other things, Roomlinx (i) remove the obligations of Hyatt to cause its own hotels and use commercially reasonable efforts to cause its managed hotels to order the installation of the Company's iTV product into a certain number of rooms within a certain timeframe, (ii) restructure or release the obligation of Hyatt to install iTV in a portion or all of the additional 4,600 rooms covered by such Statements of Work but not yet installed, and (iii) obtain credits or refunds of any portion of the $1.3 million of deposits held by the Company pursuant to the Statements of Work referred to above but not applied towards installations of the Company's iTV product. The Company and Hyatt have held discussions regarding a resolution of these items. Such resolution may include, among other things, that the Company agree to certain of Hyatt's requests in consideration for the Company being authorized as a Hyatt approved provider of multiple products and services and favorable shifts in the advertising revenue sharing arrangement between the parties. However, there are no guarantees that the parties will reach a resolution of these items at all or on the terms summarized above or that the suspension of obligations referred to in the preceding paragraph will end. Hyatt Hotels continues to place orders for certain Roomlinx products and services.

Trends and Business Outlook

Our goal is to be the leading provider of all facets of in-room entertainment, programming and internet connectivity. We believe that we are developing the scale, capacity, and reach to respond to customers' needs quickly and that our product offerings differentiate us from other market participants in terms of usability, technical innovation and breadth of offerings. Over the past year, we have taken significant steps towards these goals and in the first quarter of 2012 we signed a master services agreement with Hyatt Corporation. We believe there has been a fundamental shift in the way people communicate and from where they get their content. This shift is affecting guest habits within the hotel room. Hotel guests are getting their content from the internet or alternative mobile sources, such as laptops and smartphones. Roomlinx developed the Interactive TV platform to embrace these changing habits and allow guests easy access to their content, work, and the internet via the in-room flat panel LCD. We have seen strong usage of the Interactive TV platform at our current hotel installations and we believe there is even greater ability to monetize our Interactive TV platform as we increase hotel penetration and usage. We believe our Interactive TV platform creates a true differentiation for Roomlinx and we will continue to invest in product enhancements and Interactive TV sales and marketing efforts. These investments and enhancements will be focused on meeting the desires of hotel guests in a manner consistent with hotel needs.

To this end, our sales and product initiatives are aimed at accelerating market penetration by significantly reducing the cost of installation while still meeting the needs of hotel guests and generating an attractive gross margin. Towards that end , Roomlinx is targeting a launch of its iTV Mobile platform during the fourth quarter of 2013. Roomlinx iTV Mobile is the next progression in the Roomlinx product offerings. Roomlinx iTV brings the internet, content and guest services to the hotel room TV, Roomlinx iTV Mobile expands the benefits of iTV to guests' personal devices. We believe iTV Mobile will accelerate market penetration by allowing properties to choose between a full iTV integration or a more cost effective iTV mobile option.

The Company believes the benefits of iTV Mobile include:

- Low cost installation option for hotels, which allows for a disruptive business model.
- Significantly lower cost for Roomlinx to service and support.
- Expanded market opportunity to attract limited service hotels with a lower cost installation
- Rapid installation ensures less ‘down time’ for hotel rooms to be offline
- Guest will appreciate multiple options to access media and entertainment through personal devices
- Strong recurring revenue model for Roomlinx – targeted at $3-$4 per room per month with approximately a 90% gross margin.
- Provides for a new service offering and revenue stream for hotels.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management ’ s Discussion and Analysis of Financial Condition and Results of Operations discuss our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosures of contingent assets and liabilities. On an on-going basis, management evaluates its estimates and judgments, including those related to revenue recognition, allowance for doubtful accounts and property and equipment valuation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

Management believes the following critical accounting policies, among others, affect its more significant judgments and estimates used in the preparation of its consolidated financial statements.

The Company enters into contractual arrangements to provide multiple deliverables which may include some or all of the following - systems installations and a variety of services related to high speed internet access, free-to-guest programming, video on demand, and iTV as well as residential phone, internet and television. Each of these elements must be identified and individually evaluated for separation. The term “element” is used interchangeably with the term “deliverable” and the Company considers the facts and circumstances as it relates to its performance obligations in the arrangement and includes product and service elements, a license or right to use an asset, and other obligations negotiated for and assumed in the agreement. Analyzing an arrangement to identify all of the elements requires the use of judgment, however, once the deliverables have been identified, the Relative Fair Value of each Element was determined under the concept of Relative Selling Price (RSP) for which the Company applied the hierarchy of selling price under ASU Topic 650.

The effect of application of this standard may be to defer revenue recognition for installations across the service period of the contract and to re-allocate and/or defer revenue recognition across various service arrangements.

In order to promote the Interactive TV platform, Roomlinx has agreed to provide certain customers with direct sales-type lease financing to cover the cost of installation. These transactions result in the recognition of revenue and associated costs in full upon the customer’s acceptance of the installation project and give rise to a lease receivable and unearned income.

We estimate the collectability of our trade receivables. A considerable amount of judgment is required in assessing the ultimate realization of these receivables, including analysis of historical collection rates and the current credit-worthiness of significant customers.

Inventory includes materials on-hand at our warehouses as well as the cost of hardware, software, and labor which has been incurred by us for installation at our customer's property, but has not been accepted by the customer.

Since inception, we have accumulated substantial net operating loss carry forwards for tax purposes. There are statutory limitations on our ability to realize any future benefit from these potential tax assets and we are uncertain as to whether we will ever utilize the tax loss carry forwards. Accordingly, we have recorded a valuation allowance to offset the deferred tax asset.

The Company provides compensation costs for our stock option plans determined in accordance with the fair value based method to estimate the fair value of each stock option at the grant date by using the Black-Scholes option-pricing model and provide for expense recognition over the service period, if any, of the stock option.

In connection with the sale of debt or equity instruments, we may sell options or warrants to purchase our common stock. In certain circumstances, these options or warrants may be classified as derivative liabilities, rather than as equity. Additionally, the debt or equity instruments may contain embedded derivative instruments, such as conversion options, which in certain circumstances may be required to be bifurcated from the associated host instrument and accounted for separately as a derivative instrument liability.

In February 2013, the FASB issued FASB ASU No. 2013-02, "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income," which is now codified under FASB ASC Topic 220, "Comprehensive Income." This ASU will require entities to present, either in a note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of accumulated other comprehensive income based on its source and the income statement line items effected by the reclassification. If a component is not required to be reclassified, to net income in its entirety, a company would instead cross reference to the related footnote for additional information. This guidance is effective for public companies for fiscal years, and interim periods within those years, beginning after December 15, 2012.

RESULTS OF OPERATIONS

The Company measures its performance and recurring revenue trend based on the number of revenue generating units ("RGUs") in service. Regarding the hospitality sector, a hotel room may have one or more RGUs. An RGU is defined as a product or service for which we invoice the hotel monthly, including interactive television, video on demand, free to guest programming, and high speed internet access. Residential properties may also have more than one RGU, which includes telephone, internet and television. As of March 31, 2013 the Company was servicing approximately 78,000 RGUs within the hospitality sector representing a net increase of 35,000 RGUs or 85%, within the hospitality sector over the twelve months ended March 31, 2013, and 16 residential communities and small businesses, representing an additional 3,600 RGUs.

THREE MONTHS ENDED MARCH 31, 2013 COMPARED TO THREE MONTHS ENDED MARCH 31, 2012

Our revenues for the three months ended March 31, 2013 and 2012 were $2,125,064 and $1,537,541 respectively, an increase of $587,523 or 38%, reflecting an increase in product and installation revenue of approximately $22,000, or 4%, and an increase in recurring service revenue of approximately $565,000, or 56%. The increase in our recurring revenue is the result of a net addition of approximately 35,000 RGUs placed into service during the twelve months ended March 31, 2013.

Direct costs exclusive of operating expenses and depreciation for the three months ended March 31, 2013 and 2012 were $1,779,971 and $1,220,378 respectively, an increase of $559,593 or 46%. The increase in cost allocation is 19% to product and installation revenue and 37% to recurring service revenue. The increase in product and installation costs is proportional to the increase in revenues, while the recurring service costs are related to additional personnel costs in our 24x7 call center. This was expected as the Company has increased headcount to support the additional 35,000 RGUs placed into service over the twelve months ended March 31, 2013.

Hospitality

The hospitality segment includes hotel and meeting rooms in the following geographic segments: United States, Canada, and Other Foreign. As of March 31, 2013 and 2012, Other Foreign included Mexico and Aruba. The products offered under our hospitality segment include the installation of, and the support and service of, high-speed internet access, interactive TV services, free to guest programming, and on-demand programming, as well as advertising and e-commerce products.

United States: US hospitality revenue for the three months ended March 31, 2013 and 2012 was $1,751,657 and $1,105,549 respectively, an increase of $646,108 or 59%. This increase consists of approximately (i) $22,000 of product and installation revenue and (ii) an increase in recurring service revenue of approximately $624,000 or 107%, the result of a net increase of approximately 35,000 RGUs to 59,000 RGUs in service at March 31, 2013.

Canada: Canadian hospitality revenue for the three months ended March 31, 2013 and 2012 was $120,730 and $159,074 respectively, a decrease of $38,344 or 24%. This revenue is variable and dependent on hotel guest purchases of video on demand films.

Other Foreign: Other foreign hospitality revenue for the three months ended March 31, 2013 and 2012 was $35,199 and $34,004, respectively, an increase of $1,195.

Residential

Our residential segment includes multi-dwelling unit and business customers in the United States. The products offered include the installation of, and the support and service of, telephone, internet, and television services.

Residential revenue for the three months ended March 31, 2013 and 2012 was $217,478 and $238,914 respectively, and decrease of $21,436 or 9%.

Operational Expenses

Total operating expense for the three months ended March 31, 2013 and 2012 was $1,642,685 and $1,262,204; an increase of $380,481, or 30%. This increase is primarily due to payroll and related costs associated with hiring personnel to support the increased RGUs being serviced.

Our operations department expense increased $85,802 to $524,565 in the three months ended March 31, 2013 compared to the same period in 2012. This increase is primarily due to an increase of approximately $125,000 in payroll and related expenses related to current levels of installations and RGUs being serviced.

Our product development department expense increased $17,559 to $278,292 in the three months ended March 31, 2013 compared to same period in 2012. This increase is primarily due to an increase in payroll and related costs of approximately $34,000.

Our selling, general and administrative expenses increased $364,133 to $747,739 in the three months ended March 31, 2013 compared to the same period in 2012. This increase is attributable to approximate increases in (i) payroll and related costs, including stock based compensation, of $181,000, (ii) professional fees of 69,000, (iii) bad debt expense of 45,000, and (iv) various other costs of 75,000,

Depreciation expense for the three months ended March 31, 2013 and 2012 was $92,089 and $179,102 respectively, a decrease of $87,013 or 49%. This decrease reflects the reduction in depreciation expense applicable to the impairment recorded at September 30, 2012.

Our operating loss for the three months ended March 31, 2013 and 2012 was $1,297,592 and $945,041 respectively, an increase of $352,551 or 37%. This increase is primarily attributable to personnel costs to support the net increase of approximately 35,000 RGUs placed into service over the prior twelve months.

Non-Operating

For the three months ended March 31, 2013 and 2012, our non-operating income was $52,727 and $57,968 respectively. Non-operating income consists of interest income earned on lease receivables.

Our non-operating expenses for the three months ended March 31, 2013 and 2012 were $153,693 and $138,162 respectively, an increase of $15,531. This increase is primarily attributable to (i) an increase in deferred debt discount of $9,905 and (ii) an increase in interest expense related of $5,635 related to the Cenfin line of credit.

For the three months ended March 31, 2013, we reported a net loss of $1,398,558, compared to a net loss of $1,025,235 for the three months ended March 31, 2012. As discussed above, this increase is primarily attributable to personnel costs to support the net increase of approximately 35,000 RGUs placed into service over the prior twelve months.

FINANCIAL CONDITION

LIQUIDITY & CAPITAL RESOURCES

As of March 31, 2013 we had $2,417,116 in cash and cash equivalent, which is sufficient to continue business operations through the next four to six months. The Company has implemented a phased reduction in personnel to mitigate its fixed cost base and is working with its vendors to reduce its outstanding payables and extend payment terms, resulting in its ability to fund operations into the fourth quarter. Working capital at March 31, 2013 was $714,317.

As discussed in Note 10 to our interim financial statements, the Company's Credit Agreement with Cenfin LLC ("Cenfin") was recently amended to provide that the determination as to whether Cenfin will advance funds under the Credit Agreement shall be made solely by Cenfin. Accordingly, there are no guarantees that Cenfin will make any additional advances under the Credit Agreement. In the event that Cenfin refuses to advance funds to fund the Company's ongoing business operations, then the Company would need to seek alternative financing to fund its operations and in the event the Company is unable to obtain such alternative financing, the Company could be forced into seeking protection under the US bankruptcy laws.

The Company is in receipt of a letter from Technology Integration Group ("TIG") demanding payment of approximately $2,430,000 with respect to inventory and services which the Company purchased from TIG. The amount is recorded in accounts payable in the accompanying balance sheets as of March 31, 2013 and December 31, 2012. TIG subsequently filed an action in California State Court although the Company has not yet been served in such action. The Company believes that it has meritorious defenses and counterclaims in respect of TIG's claim. The Company intends to pursue a settlement of all claims with TIG and is in discussions with TIG in respect thereof.

Operating Activities

Net cash used by operating activities was $1,007,885 and $738,503 for the three months ended March 31, 2013 and 2012, respectively. The increase in cash used in operations of $ 269,382 was primarily attributable to the increase in net loss of $373,323, less an increase in cash provided by operations of $ 103,941 . Cash provided by operations included (i) an increase of $30,668 in non-cash expenses from recurring non-cash adjustments such as stock based compensation, depreciation expense and the amortization of debt discount, and (ii) an increase of $ 73,273 from the fluctuation in changes in operating assets and liabilities resulting from the Company requiring a 50% deposit at the time of hotel agreement execution and obtaining favorable vendor terms related to significant equipment purchases.

Investing Activities

Net cash provided by investing activities was $228,496 for the three months ended March 31, 2013 compared to $207,915 provided by investing activities during the same period in 2012. The increase in cash provided by investing activities of $20,581 was primarily attributable to a savings of $33,821 resulting from a decline in capital expenditures 2013 versus 2012 offset by a decrease in 2013 cash receipts against leases receivable totaling $13,240.

Financing Activities

Net cash used in financing activities for the three months ended March 31, 2013 was $6,680 compared to net cash provided by financing activities of $981,457 for the three months ended March 31, 2012. The decrease in cash of $988,137 is primarily attributable to Company not taking an advance against its line of credit in 2013 versus drawing $1,000,000 against its line of credit in 2012.

Contractual Obligations

We have operating and capital lease commitments, note payable commitments, and a line of credit commitment. The following table summarizes these commitments at March 31, 2013:

Twelve months ended March 31,	Line of Credit	Notes Payable	Lease Obligations Capital	Lease Obligations Operating	Minimum Payments
2014	$ -	$ 10,192	$ 11,508	$ 108,817	$ 130,517
2015	464,000	11,372	12,587	149,898	637,857
2016	1,492,000	12,688	-	76,043	1,580,731
2017	3,220,000	4,547	-	-	3,224,547
2018	-	-	-	-	-
	$ 5,176,000	$ 38,799	$ 24,095	$ 334,758	$ 5,573,652

Item 3 . Quantitative and Qualitative Disclosures about Market Risk

We are exposed to risk from potential changes in the U.S./Canadian currency exchange rates as they relate to our services and purchases for our Canadian customers.

Foreign exchange gain / (loss)

Transactions denominated in a foreign currency give rise to a gain (loss) which is included in selling, general and administrative expenses in the Consolidated Statement of Comprehensive Income (Loss). For the three months ended March 31, 2013 and 2012, transaction losses were not material.

Translation of Financial Results

Because we translate a portion of our financial results from Canadian dollars to U.S. dollars, fluctuations in the value of the Canadian dollar directly effect on our reported consolidated results. We do not hedge against the possible impact of this risk. A ten percent adverse change in the foreign currency exchange rate would not have a significant impact on our consolidated results of operations or financial position.

Item 4. Controls and Procedures

Management's Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were inadequate as of the end of the period covered by this quarterly report.

Management's Report on Internal Control over Financial Reporting

Our Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act.

Management assessed the effectiveness of the Company's internal control over its financial reporting as of March 31, 2013. In undertaking this assessment, management used the criteria established by the Committee of the Sponsoring Organizations (COSO) of the Treadway Commission contained in the Internal Control—Integrated Framework.

As of March 31, 2013, based on management's assessment as described above, we have determined that the Company did not maintain effective controls over financial reporting. Specifically, due to the limited number of individuals within our accounting and finance department and department turn-over, we had a lack of adequate resources, including headcount, to ensure timely identification, resolution and recording of accounting matters. Since these controls have a pervasive effect across the organization, management has determined that these circumstances constitute a material weakness in internal control over financial reporting. We have begun to implement and will continue to implement appropriate processes and measures to remediate this material weakness, which will include the installation of a permanent Chief Financial Officer and Principal Accounting Officer, and a restructuring of the organizational chart that clearly defines the CFO's authority across the organization.

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

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during our fiscal quarter ended March 31, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

For information on legal proceedings, refer to Note 9, "Contingent Liabilities" and Note 10, "Subsequent Events" in the notes to the unaudited consolidated financial statements.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

Item 6. Exhibits

10.1 Fourth Amendment to Revolving Credit, Security and Warrant Purchase Agreement dated May 3, 2013 by and between the Company and Cenfin LLC (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 3, 2013)

31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for the Chief Executive and Chief Financial Officers.

31.2 Certification of the chief financial officer to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of the Chief Executive and Interim Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Balance Sheets as of March 31, 2013 and December 31, 2012, (ii) the Consolidated Statements of Operations for the three months ended March 31, 2013 and 2012, (iii) the Consolidated Statements of Comprehensive Income for the three months ended March 31, 2013 and 2012, (iv) the Consolidated Statements of Cash Flows for the three months ended March 31, 2013 and 2012, (v) the Consolidated Statements of Shareholder's Equity for the three months ended March 31, 2013 and 2012, and (vi) the notes to the Unaudited Consolidated Financial Statements.

Signatures

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

Roomlinx, Inc.

By: /s/ Michael S. Wasik
Michael S. Wasik
Chief Executive Officer

Date: May 20, 2013

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

By: /s/ Michael S. Wasik
Michael S. Wasik
Chief Executive Officer
(Principal Executive Officer)

By: /s/ Alan Fine
Alan Fine
Interim Chief Financial Officer
and Interim Principal Accounting Officer

Date: May 20, 2013

EXHIBIT 31.1

CERTIFICATION
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael S. Wasik certify that:

1. I have reviewed this Form 10-Q of Roomlinx, 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 Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company'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: May 20, 2013

By: /s/ Michael S. Wasik
Michael S. Wasik
Chief Executive Officer and Chief Financial Officer

EXHIBIT 31.2

CERTIFICATION
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Alan Fine certify that:

1. I have reviewed this Form 10-Q of Roomlinx, 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 Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company'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: May 20, 2013

By: /s/ Alan Fine
Alan Fine
Interim Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION
PURSUANT TO SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Roomlinx, Inc. (the “Company”) on Form 10-Q for the period ended March 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, Michael S. Wasik and Alan Fine, Chief Executive Officer and Interim Chief Financial Officer, respectively, of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to our knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version 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.

This Certification has not been, and shall not be deemed, “filed” with the Securities and Exchange Commission.

Date: May 20, 2013

By: /s/ Michael S. Wasik
Michael S. Wasik
Chief Executive Officer

By: /s/ Alan Fine
Alan Fine
Interim Chief Financial Officer