

**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, 2008

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

Commission file number: 000-50021

**NuTECH DIGITAL, INC.**

(Exact name of registrant as specified in its charter)

<b>California</b>	<b>95-4642831</b>
(State or other jurisdiction of Incorporation organization)	(I.R.S. Employer Identification No.)

**10390 Wilshire Boulevard  
Penthouse 20  
Los Angeles, California 90024**  
(Address of principal executive offices) (Zip Code)

**(310) 777-0012**  
(Registrant's telephone number including area code)

Indicate by check mark whether the registrant (1) has filed all documents and reports required to be filed by Sections 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 filings for the past 90 days. **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.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of May 8, 2008, the number of the Company's shares of no par value common stock outstanding was 32,172,494.

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**PART I – FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**NUTECH DIGITAL, INC.  
CONDENSED BALANCE SHEET  
MARCH 31, 2008  
UNAUDITED**

<b>ASSETS</b>	
<b>CURRENT ASSETS</b>	
Cash in bank	\$ 205,309
Other receivables, related party	14,040
Prepaid expenses, current portion	<u>2,613</u>
<b>TOTAL CURRENT ASSETS</b>	<u>221,962</u>
<b>PROPERTY AND EQUIPMENT, NET OF ACCUMULATED DEPRECIATION</b>	<u>743,326</u>
<b>OTHER ASSETS</b>	
Prepaid expenses, long-term portion	<u>3,267</u>
<b>TOTAL OTHER ASSETS</b>	<u>3,267</u>
<b>TOTAL ASSETS</b>	<u><u>\$ 968,555</u></u>
<b>LIABILITIES AND STOCKHOLDERS' (DEFICIT)</b>	
<b>CURRENT LIABILITIES</b>	
Accounts payable	\$ 777,624
Accrued liabilities	113,107
Income taxes payable	94,000
Notes payable, related parties	266,862
Notes payable, other	813,685
<b>TOTAL CURRENT LIABILITIES</b>	<u>2,065,278</u>
<b>STOCKHOLDERS' (DEFICIT)</b>	
Preferred stock	
Authorized - 50,000 shares, \$0.001 par value	
Issued and outstanding 23,800 shares	24
Additional paid in capital, preferred stock, series A	700,885
Common stock	
Authorized 100,000,000 shares, no par value	
Issued and outstanding – 35,884,994 shares	6,257,577
Accumulated (deficit)	<u>(8,055,209)</u>
<b>TOTAL STOCKHOLDERS' (DEFICIT)</b>	<u>(1,096,723)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)</b>	<u><u>\$ 968,555</u></u>

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

**NUTECH DIGITAL, INC.**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2008 AND 2007**  
**UNAUDITED**

	<b>2008</b>	<b>2007</b>
SALES, NET	\$ 1,005,249	\$ -
COST OF SALES (COMMISSIONS)	460,000	-
GROSS PROFIT	545,249	-
OPERATING EXPENSES		
CONSULTING FEES	41,213	-
LEGAL EXPENSES	6,500	-
GENERAL AND ADMINISTRATIVE EXPENSES	131,197	-
TOTAL OPERATING EXPENSES	178,910	-
OPERATING INCOME	366,339	-
INTEREST EXPENSE	(35,040)	-
INCOME FROM CONTINUING OPERATIONS BEFORE CORPORATION INCOME TAXES	331,299	-
CORPORATION INCOME TAXES	94,000	-
INCOME FROM CONTINUING OPERATIONS	237,299	-
(LOSS) FROM DISCONTINUED OPERATIONS	-	(37,449)
NET INCOME (LOSS)	\$ 237,299	\$ (37,449)
NET INCOME PER COMMON SHARE FROM CONTINUING OPERATIONS		
BASIC	\$ 0.01	\$ 0.00
DILUTED	\$ 0.00	\$ 0.00
NET LOSS PER COMMON SHARE FROM DISCONTINUED OPERATIONS		
BASIC	\$ 0.00	\$ 0.00
DILUTED	\$ 0.00	\$ 0.00
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		
BASIC	34,667,521	33,972,494
DILUTED	100,000,000	-

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

**NUTECH DIGITAL, INC.**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2008 AND 2007**  
**UNAUDITED**

	<b>2008</b>	<b>2007</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income from continuing operations	\$ 237,299	\$ -
Net (loss) from discontinued operations	-	(37,449)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	3,649	5,583
Issuance of common stock for services, consulting fees and other expenses	-	24,000
Non-cash rent expense	-	7,500
Changes in operating assets and liabilities:		
Other receivables, related party	(14,040)	-
Prepaid expenses	2,503	27,992
Accounts payable	(9,394)	56,432
Accrued liabilities	(1,842)	(36,377)
Income taxes payable	94,000	-
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>312,175</b>	<b>47,681</b>
<b>NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES</b>	<b>-</b>	<b>-</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Bank overdraft	-	(8,277)
Sale of common stock for cash	83,000	
Repayment of notes payable, other	(43)	(255)
Repayment of notes payable, related parties	(190,270)	(27,868)
<b>NET CASH (USED) BY FINANCING ACTIVITIES</b>	<b>(107,313)</b>	<b>(36,400)</b>
<b>NET INCREASE IN CASH</b>	<b>204,862</b>	<b>11,281</b>
<b>CASH BALANCE, AT BEGINNING OF PERIOD</b>	<b>447</b>	<b>7,101</b>
<b>CASH BALANCE, AT END OF PERIOD</b>	<b>\$ 205,309</b>	<b>\$ 18,382</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
<b>CASH PAID DURING THE PERIOD FOR:</b>		
Interest	\$ 36,881	\$ 37,628
Taxes	\$ -	\$ -
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES</b>		
Issuance of common stock for prepaid expenses, services consulting fees and other expenses	\$ -	\$ 24,000
Non-cash rent expense	\$ -	\$ 7,500

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

**NUTECH DIGITAL, INC.**  
**CONDENSED NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2008**  
**UNAUDITED**

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**NOTE 1    SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**General**

The interim financial statements of NuTech Digital, Inc. are condensed and do not include some of the information necessary to obtain a complete understanding of the financial data. Management believes that all adjustments necessary for a fair presentation of results have been included in the unaudited financial statements for the interim period presented. Operating results for the three months ended March 31, 2008 are not necessarily indicative of the results that may be expected for the year ended December 31, 2008. Accordingly, your attention is directed to footnote disclosures found in December 31, 2007 Annual Report and particularly to Note 1, which includes a summary of significant accounting policies.

**Nature of Business**

On August 22, 2007, NuTech Digital, Inc. changed its business operations to the marketing and sale of its exclusive line of devices and services for the distribution of entertainment video, 2WayTV (videophone) and internet access, including the SDI-2 wireless video distribution point for surveillance, remote data, and for the distribution of entertainment video including HD. The Company continues to use its previously developed technology for the distribution of Video on Demand. This service is being integrated into the new line of equipment as well. It utilizes existing servers that provide on-line purchasing interfaces with major credit card services and real time delivery of video.

**Basis of Presentation – Going Concern**

The Company's financial statements have been prepared on an accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America. These principles contemplate the realization of assets and liquidation of liabilities in the normal course of business.

These financial statements are presented on the basis that the Company is a going concern. Going concern contemplates the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable length of time. The following factors raise substantial doubt as to the Company's ability to continue as a going concern:

- A. The Company has accumulated a deficit of \$8,055,209 since inception.
- B. The Company has a working capital deficit of \$1,843,316.
- C. The Company has incurred significant operating losses.

Management's plans to eliminate the going concern situation include, but are not limited to:

- A. Reduction of legal, consulting and public relation expenses through the approval and acceptance of contracts with these professionals that place a limit on the amount of expenses the Company will incur for their services.
- B. Management is presently negotiating with additional major artists for exclusive rights to produce and distribute their live music concerts worldwide.
- C. Obtain investors to fund the working capital needs of the company.
- D. Reduce operating expenses.
- E. We are negotiating the payment of old outstanding payables.

**NUTECH DIGITAL, INC.**  
**CONDENSED NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2008**  
**UNAUDITED**

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**NOTE 1      SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Revenue Recognition**

Revenue from the sale of licenses is recognized when the sale of the license occurs, payment is received, and all obligations of the Company have been completed.

**NOTE 2      COMMON STOCK**

During the three months ended March 31, 2008, the Company issued the following shares of common stock:

During the quarter ended March 21, 2008, we sold 1,245,000 shares of common stock for \$83,000.

During the three months ended March 31, 2007, the Company issued the following shares of common stock:

On January 10, 2007, 2,000,000 shares of common stock, with an aggregate fair value of \$24,000 were issued to an officer of the Company for past services provided.

**NOTE 3      PENDING LITIGATION**

In February of 2008, Mr. Kasper filed suit against the Company, directors of the Company, and Jump Communications. Management feels that the suit is unwarranted and plans to defend itself to the fullest extent. No adjustments have been made to the financial statements at March 31, 2008 for this contingency.

In March of 2008, Sony ATV filed suit against the Company, its former President and Director Lee Kasper, and unrelated third parties claiming copyright violations in connection with the Company's karaoke business, which was discontinued during the previous year. Management feels that the Company did not engage in the conduct complained of and plans to defend itself to the fullest extent. No adjustments have been made to the financial statements for this contingency.

In March of 2008, Jeff Flammang, a former consultant to the Company, served the Company with a Demand for Arbitration claiming he is owed payment for consulting services provided to the Company and is also seeking payment of a finder's fee for the asset purchase transaction with Jump Communications. Management feels that the suit is unwarranted and plans to defend itself to the fullest extent. No adjustments have been made to the financial statements at March 31, 2008 for this contingency.

**NOTE 4      LICENSE AGREEMENT**

On March 28, 2008, the Company entered into a license agreement with Encore Joint Ventures, L.P., whereas the Company develops certain proprietary audio-video compression and telecommunication technologies that provide real-time, high-quality audio-video transport over wide area network broadband telecom systems. The Company agrees to grant Encore the exclusive right and license to purchase, re-sell, deliver and otherwise exploit the above to customers residing in multiple dwelling units, within the United States of America. These rights are to remain exclusive to Encore for a period of three years if Encore engages less than 300,000 customers or for a period of eighteen years if Encore engages 300,000 or more customers.

In addition, the parties will form a corporation or limited liability company, for the purpose of jointly implementing the sale and delivery of services to customers residing within multiple dwelling units, pursuant to such markets listed in the agreement. This new company shall be owned 70% by Encore, and 30% by the Company.

**NOTE 4      LICENSE AGREEMENT (CONTINUED)**

The Company received \$1,000,000 when the agreement was signed on March 28, 2008 for the license agreement, and is to receive an additional \$2,000,000 on or before December 31, 2008.

**NUTECH DIGITAL, INC.**  
**CONDENSED NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2008**  
**UNAUDITED**

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**NOTE 5    SUBSEQUENT EVENTS**

The Company entered into a settlement agreement with Kirckarock Productions, Inc, in which the Company agreed to pay the amount of \$25,000 to Kickarock Productions, Inc. via wire transfer, for settlement of an outstanding loan balance of \$42,175 at March 31, 2008. The payment was made on April 15, 2008.

On September 25, 2007, the board authorized a reverse stock split on common stock at a rate of one-for-sixty and a name change for the Company to be done at the Companies discretion at some time within the following twelve months. As of March 31, 2008, these changes have not been implemented.



## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **FORWARD-LOOKING STATEMENTS**

In addition to historical information, this Quarterly Report on Form 10-Q contains forward-looking statements. Forward-looking statements involve risks and uncertainties that could and in all likelihood will cause actual results to differ materially. Factors that might cause or contribute to such differences include, but are not limited to, whether the Company can obtain financing as and when needed, competitive pressures, changes in technology that may render the Company's products less desirable or obsolete, changes in consumer tastes away from the type of products the Company offer, changes in the economy that would leave less disposable income to be allocated to entertainment, the loss of any member of the Company's management team and other factors over which the Company has no control. When used in this report, the words "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," and similar expressions are generally intended to identify forward-looking statements. You should not place undue reliance on these forward-looking statements, which reflect the opinion of the Company's management as of the date of this Quarterly Report. The Company undertakes no obligation to publicly release any revisions to the forward-looking statements after the date of this document. You should carefully review the documents the Company files from time to time with the Securities and Exchange Commission. Throughout this Annual Report, the terms, the "Company," "NuTech," and words of similar meaning refer to NuTech Digital, Inc.

Management's discussion and analysis of results of operations and financial condition are based upon the Company's financial statements. These statements have been prepared in accordance with accounting principles generally accepted in the United States of America. These principles require management to make certain estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates based on historical experience and various other assumptions 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 or conditions.

### **BUSINESS HISTORY**

On August 22, 2007, we entered into an Asset Purchase Agreement with Jump Communications, Inc. We will begin marketing and selling our exclusive line of devices and services for the distribution of entertainment video, 2WayTV (videophone) and internet access. These new devices and services include the SDI-2 wireless video distribution point for surveillance, remote data, and for the wireless distribution of entertainment video including HD. The Video on Demand ("VOD") service initiated several years ago by the Company is being integrated into the new line of equipment as well, utilizing existing servers that provide on-line purchasing interfaces with major credit card services and real time delivery of video.

#### **Recent Events:**

##### **Asset Purchase Agreement and License Agreement with Jump**

On August 22, 2007 the Company closed its Asset Purchase Agreement (the, "Agreement") with Jump Communications, Inc. ("Jump"), acquiring telco standards telephone switching equipment and data transmission equipment from Jump. Also, in connection with the Jump transaction, the Company and Jump entered into a License Agreement, whereby Jump provides the Company an exclusive, non-terminable license to use certain Jump technology, know-how and proprietary intellectual property in the United States. The acquired assets are independently valued at approximately \$700,909.

In consideration for the acquired assets, Jump has been issued twenty-three thousand eight hundred (23,800) shares of Series A Convertible Preferred Stock. The shares, on a fully diluted basis, are equal to 97.17% of the Company's outstanding shares as of December 31, 2007. The Preferred Stock issued to Jump carries voting and conversion rights equivalent to 50,000 shares of common stock to one of the preferred stock, or 1,190,000,000 shares of common stock.

Contemporaneously with the issuance of the Preferred Stock, the Board of Directors of Jump authorized the distribution of the Preferred Stock to its shareholders as a partial redemption of their Jump stock, in accordance with

their pro-rata interests in Jump. This transaction has been recorded in the capital account of each Jump shareholder retroactive to the closing of the Transaction.

In connection with the Transaction, the Company's office has been changed to the office of Jump, with the former office abandoned without further liability to the Company. Additionally, the majority shareholders of Jump, A. Frederick Greenberg and Richard M. Greenberg have been appointed Chairman and Chief Executive Officer and President and Secretary/Treasurer respectively.

The terms of the Agreement were previously reported in the Company's report on Form 8-K filed on August 2, 2007. Some disclosures were corrected as a result of changed objectives during the course of closing the Transaction and the filing of Form 10-KSB on April 1, 2008. As a result, the contemplated subsidiary operations of Jump Operating company ("JOC"), NuTech Acquisition Corp. ("NAC"), and NAC Operating Company ("NAC OC") (collectively, the "Subsidiary Operations") have been discontinued, the agreements with Mr. Lee Kasper have been terminated with respect to certain of these proposed Subsidiary Operations. All activities and operations contemplated by the Subsidiary Operations will be consolidated under the Company. In subsequent periods, the Company will transition to the business activities of Jump, with the former operations of the Company becoming inactive. The Company has no plans to dispose of pre-Transaction revenue producing assets or to defer what passive revenue may occur as a result of past market exposure to those assets; however, the Company will not actively promote the sale of those assets or exploit (if any) revenue opportunities that may result from an awareness of those assets by third parties. As a result of these changes, the description of the Company's business history, business focus and material agreements have changed.

## **Jump Operations**

The Jump product and networking technology licensed to the Company will enable the Company to deliver telecommunication, television, and data services in the form of broadcast quality, bi-directional videophones; unlimited television and internet channels (including video on demand, high definition [HD], and super high definition resolutions; voice over internet protocol (VoIP); and internet access to a broad range of vertical markets.

All of these services are to be made available through a single, inexpensive, user friendly, set top box ("STB") to be manufactured by the Company under its license that acts as the gateway to virtually all currently available communications, entertainment and data services, and "off-the-shelf" equipment (cameras, TVs, microphones and computers) over wired or wireless links (including Digital Subscriber Lines [DSL], cable modem, and private or public networking infrastructure). The Company will manufacture and sell the STB in a variety of configurations and price points suitable for the full range of today's markets, including corporate, government, small business and the consumer.

The STB works seamlessly with all network infrastructures and protocols to provide comprehensive services, simplifying operations, and reducing the costs for users. In addition to viewing an unlimited number of entertainment channels, accessing the public internet, and connecting via VoIP, users will be able to hear and see each other in real time on their TV sets or PC's with the same quality that TV programming comes to them, using the low cost STB and inexpensive broadband connectivity. In providing this simple, inexpensive, bi-directional broadcast quality video, the Company distinguishes its product and service offerings from all others. The Company's service offering further differentiates itself from competitive offerings by empowering each end point on a network to be a video broadcast origination point.

The STB, and linkage of multiple STB's (the, "Network") through interconnectivity to public and private networks, makes available a variety of network oriented services that augment and improve services available on the public internet. For instance, the Company's management and billing systems incorporated into the Network enable on demand, "point-to-point" 2WayTV, credit card approvals, VOD, billing for services and events, selection of services and account management. No special connection is needed to connect to the Network; a basic internet connection is sufficient. The interconnection between the Network to both the public internet and the existing national telephone communications switching infrastructure creates a virtually universal system of access for all.

The Company believes that focusing on its newly licensed products and technology will enable the Company to become a supplier of "state-of-the-art" multi-media products and technology under an integrated, cohesive delivery platform across a broad range of market applications and client sets.

## **Jump Historical Information**

Jump was organized under the laws of the State of Nevada on July 6, 2006 and registered to conduct business in the State of California on July 25, 2006 with an authorized share capital of five hundred (500) million common shares at \$0.001 par value. A. Frederick Greenberg and Richard M. Greenberg constituted the initial board of directors and President and Secretary/Treasurer respectively.

Since the Company's authorized stock was not sufficient to permit the issuance of common stock as consideration for the Acquired Assets, Jump consented to the issuance of the Preferred Stock. In a Pre14C filing to the Commission on October 2, 2007 and the subsequent Definitive 14C filing dated October 31, 2007, the Company announced that it had "received written consent (the "Written Consent") from Jump, holding the "Preferred Stock", representing the right to vote approximately 96.4% (corrected herein to 97.17%) as of December 31, 2007.

On September 25, 2007, the shareholders approved and the board of directors authorized a reverse stock split on common stock at a rate of one-for-sixty and a name change for the Company to be done at the Company's discretion at some time within the following twelve months. As of March 31, 2008, these changes have not been implemented.

As of March 31, 2008, the Company had 35,884,994 shares of common stock that will be converted to five hundred seventy-seven thousand three hundred thirty-three (598,083) by operation of the reverse split. Fractional shares will be rounded up to the nearest whole number.

In connection with the Transaction as of the date of closing the Agreement, two (2) of the Company's three (3) Directors resigned and the vacancies filled with two (2) directors appointed by Jump, and Lee Kasper, the Company's former Chief Executive Officer and Director continuing as the third Director. On November 6, 2007, Lee Kasper was removed as a director of the Company and terminated for cause from all offices held by him in the Company and its subsidiaries by written consent of a majority of the Company's shareholders. This consent was ratified by the remaining directors of the Company. The Company determined that while he was President and a director of the Company, Mr. Kasper operated several off-shore entities through which he did business. In addition he distributed Company shares to these entities. Mr. Kasper did not disclose his ownership or dealings with these off-shore entities and did not file the requisite disclosure reports. A copy of the 8K filing was forwarded to Mr. Kasper, and we have received no reply as of the date of this filing.

## **Pending Litigation**

In February of 2008, Mr. Lee Kasper filed suit against the Company, directors of the Company, and Jump Communications. Management feels that the suit is unwarranted and plans to defend itself to the fullest extent. No adjustments have been made to the financial statements at March 31, 2008 for this contingency.

In March of 2008, Sony ATV filed suit against the Company, its former President and Director Lee Kasper and unrelated third parties claiming copyright violations in connection with the Company's karaoke business, which was discontinued during the previous year. Management feels that the Company did not engage in the conduct complained of and plans to defend itself to the fullest extent. No adjustments have been made to the financial statements at March 31, 2008 for this contingency.

In March of 2008, Jeff Flammang, a former consultant to the Company, served the Company with a Demand for Arbitration claiming he is owed payment for consulting services provided to the Company and is also seeking payment of a finder's fee for the asset purchase transaction with Jump Communications. Management feels that the suit is unwarranted and plans to defend itself to the fullest extent. No adjustments have been made to the financial statements at March 31, 2008 for this contingency.

## **Critical Accounting Policies and Estimates**

In consultation with the Company's Board of Directors, the Company identified various accounting principles that it believes are key to understanding the Company's financial statements. These important accounting policies require management's subjective judgments.

*Discontinued Operations.* On August 22, 2007, the Company discontinued its distribution of general entertainment products, most of which were made available through digital versatile discs, commonly known as DVDs.

*Accounting Estimates.* Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Each quarter, management compares current and historical product sales to potential customer orders and reviews the economic conditions of the industry. However, these judgments require significant estimates from management and actual results could vary from the estimates that were used. Each quarter, management reviews the estimated future revenue to be received in order to determine the fair value of its assets and potential asset impairment.

*Income Taxes.* The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards No. 109 (SFAS109), which is an asset and liability method of accounting requiring the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of accounting. In assessing whether deferred tax assets will be realized, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

*Common Stock Issued for Non-Cash Transactions.* It is the Company's policy to value stock issued for non-cash transactions, such as services, at the fair market value of the goods or services received or the consideration granted, whichever is more readily determinable, at the date the transaction is negotiated.

*Stock based Compensation.* Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 123 (R), "Share-Based Payment: An Amendment of FASB Statements No. 123 and 95" using the modified prospective method. Under this method, compensation cost is recognized on or after the effective date for the portion of outstanding awards, for which the requisite service has not yet been rendered, based on the grant date fair value of those awards.

The Black-Scholes option-pricing model was developed for the use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options and warrants have characteristics different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of such stock options.

## Results of Operations

### *Selected Statement Of Operations Data*

*Comparison of Year End Periods.* Summarized in the table below is statement of operations data comparing the three month period ended March 31, 2008 with the three month period ended March 31, 2007:

	Period Ended		Increase/(Decrease)
	March 31, 2008	March 31, 2007	
Net Income from Continuing Operations	\$ 237,299	\$ -	\$ 237,299
Net (Loss) From Discontinued Operations	-	(37,449)	\$ 37,449
Net Income (Loss)	\$ 237,299	\$ (37,449)	\$ 274,748
Net (Loss) Per Common Share from Continuing Operations			
Basic	\$ 0.01	\$ 0.00	\$ 0.01
Diluted	\$ 0.00	\$ 0.00	\$ 0.00
Net Income (Loss) Per Common Share from Discontinued Operations			
Basic	\$ 0.00	\$ 0.00	\$ 0.00
Diluted	\$ 0.00	\$ 0.00	\$ 0.00

During the three month period ended March 31, 2008, we had net income from continuing operations of \$237,299, compared to no income or loss from continuing operations during the three months ended March 31, 2007. This is due to the fact that we entered into a license agreement with another company, which provided revenue of \$1,000,000 during the three months ended March 31, 2008. This revenue was offset by commissions relating to the license agreement in the amount of \$460,000, as well as various expenses incurred during the three months ended March 31, 2008. Since all operations relating to the three month period ended March 31, 2007 were ceased during the prior year, all items are considered discontinued.

### Liquidity and Capital Resources

To date, we have financed our operations with cash from our operating activities, a bank line of credit, a Small Business Administration loan, various loans from individuals, cash raised through the sale of our securities or the exercise of options or warrants, and the issuance of our securities to various consultants in payment for the provision of their services or to other creditors in satisfaction of our indebtedness to them.

In July 2000, we received a \$900,000 Small Business Administration loan with Comerica Bank participation. The interest rate per annum is 2% over prime, and the loan is scheduled to be paid over an 18 year period. As of March 31, 2008, we were ninety days behind in our payments. As of the date of this filing the loan is current.

In the past, Mr. Lee Kasper, a director and stockholder of the company advanced funds to the Company as follows:

- A. Various advances, which accrue interest at the rate of 10% per annum and are due on demand. At December 31, 2007, we owed Mr. Kasper \$214,262 from these borrowings.
- B. On August 1, 2005 Mr. Kasper advanced funds to produce live music concerts, in the amount of \$350,000. The interest rate on the loan is 8% per annum, and the loan is scheduled to be repaid over a 36 month period.
- C. In May of 2006, Mr. Kasper advanced the amount of \$22,000. There is no interest on the loan, and the loan was due in December 2007.

Each of these transactions is subject to review and scrutiny in connection with counter-claims and cross claims in the lawsuit initiated by Mr. Kasper.

On July 27, 2005, we borrowed \$100,000 from Noel Gimbel, a related individual. The interest rate on the loan is 10% per annum and the loan was due in full on June 15, 2006. We used these funds to produce live music concerts. Mr. Gimbel instituted legal action against the Company to recover the amount of his loan and obtained a default judgment which was subsequently set aside. The amounts owing to Mr. Gimbel and the validity of the note are presently in litigation.

During 2006, we received from Kickarock Productions, Inc. loans in the amount of \$42,175. The interest rate on the loans is 7% per annum, and the loan is due in December 2007. The loan was subsequently settled for \$25,000, which payment was made on April 15, 2008.

### Sources And Uses Of Cash

Summarized in the table below is information derived from our statements of cash flow comparing the three month period ended March 31, 2008 with the three month period ended March 31, 2007:

	Period Ended	
	March 31, 2008	March 31, 2007
Net Cash Provided (Used) By		
Operating Activities	\$ 312,175	\$ 47,681
Investing Activities	-	-
Financing Activities	( 107,313)	( 36,400)
Net Increase (Decrease) in Cash	\$ 204,862	\$ 11,281

### *Operating Activities*

During the three months ended March 31, 2008, we had net income from continuing operations of \$237,299. This included the non-cash item of depreciation in the amount of \$3,649. Cash was provided from operations by the decrease of prepaid expenses in the amount of \$2,503, and the increase in income taxes payable in the amount of \$94,000. We used the cash provided from operations to fund an increase in other receivables, related party in the amount of \$14,040, a decrease in accounts payable of \$9,394, and a decrease in accrued liabilities of \$1,842.

During the three months ended March 31, 2007, our net loss from discontinued operations was \$37,449. This included non-cash items of depreciation in the amount of \$5,583, the issuance of common stock for services, consulting fees and other expenses in the amount of \$24,000, and non-cash rent expense in the amount of \$7,500. Cash was provided from operations by the decrease of prepaid expenses of \$27,992, and the increase in accounts payable of \$56,432. We used the cash provided from operations to fund a decrease in accrued liabilities of \$36,377.

### *Investing Activities*

During the three months ended March 31, 2008 and 2007, there were no investing activities.

### *Financing Activities*

Financing activities for the three months ended March 31, 2008 used net cash of \$107,313. We made principal payments on our notes payable to unrelated parties and our notes payable to related parties in the amounts of \$43 and \$190,270, respectively. This was offset by proceeds from the sale of common stock for cash in the amount of \$83,000.

Financing activities for the three months ended March 31, 2007 used net cash of \$36,400. We repaid a bank overdraft in the amount of \$8,277 and made principal payments on our notes payable to unrelated parties and our notes payable to related parties, in the amounts of \$255, and \$27,868, respectively.

### *Commitments For Capital Expenditures*

At March 31, 2008 and 2007, we had no commitments for capital expenditures.

### *Going Concern*

The financial statements included in this report are presented on the basis that the Company is a "going concern." Going concern contemplates the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable length of time. Our auditors have indicated that the following factors raise substantial doubt as to our ability to continue as a going concern:

- we have an accumulated a deficit of \$8,055,209 since inception;
- we have a working capital deficit of \$1,843,316;
- we have incurred multiple operating losses; and

We believe that the following will help to eliminate this qualification:

- we are negotiating the payment of old outstanding payables;
- we are reducing our expenses;
- we are presently negotiating with additional major artists for exclusive rights to produce and distribute their live music concerts worldwide;
- we are trying to obtain investors to fund the working capital needs of the company;

- we are reducing legal, consulting, and public relation expenses through the approval and acceptance of contracts with these professionals that place a limit on the amount of expenses the Company will incur for their services.

#### *Past Due Accounts Payable*

Approximately \$205,000 of accounts payable is over 90 days old and could hamper our acquisition of inventory in future periods.

#### *Off-Balance Sheet Arrangements*

There are no guarantees, commitments, lease and debt agreements or other agreements that could trigger an adverse change in our credit rating, earnings, cash flows or stock price, including requirements to perform under standby agreements.

#### *Capital Requirements And Available Capital Resources*

Our capital requirements will continue to be significant. However, since we have ceased focusing our business on the production of popular music concerts, the Company's need for cash for that purpose has ended. Our current business focus is on the manufacturing, marketing and sales of our equipment and telecommunications services. Our future cash requirements and the adequacy of available funds will depend on many factors, including the pace at which we expand our manufacturing and sales, our ability to negotiate favorable manufacturing agreements, and whether our sales keep pace with our manufacture of product and network expansion, and the general state of the economy, which impacts the amount of money that may be spent for telecommunications and entertainment.

As of March 31, 2008 we had available \$205,309 of cash on hand and \$1,843,316 of a working capital deficit. Cash generated by our current operations is not sufficient to continue our business for the next twelve months. We will need additional financing during the next 12 months to pay our costs and expenses, if they stay at current levels. To the extent it becomes necessary to raise additional cash in the future, we will seek to raise it through the public or private sale of debt or equity securities, funding from joint-venture or strategic partners, debt financing or short-term loans, or a combination of the foregoing. We may also seek to satisfy indebtedness without any cash outlay through the private issuance of debt or equity securities. We currently have a binding commitment in the amount of \$500,000 for additional financing. We cannot provide any assurances that we will be able to secure the additional cash or working capital we may require to expand our business and exploit the Company's products and services.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

NuTech Digital, Inc. is a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and is not required to provide the information under this Item.

### **ITEM 4T. CONTROLS AND PROCEDURES**

(a) *Evaluation of disclosure controls and procedures.* NuTech Digital, Inc. is a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and is not required to provide the information under this item. However, the Company's Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of the Company's "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of end of the period covered by this Report on Form 10-Q (the "Evaluation Date"), has concluded that as of the Evaluation Date, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information the Company is required to disclose in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) *Changes in internal control over financial reporting.* There were no changes in the Company's internal control over financial reporting during the Company's most recent fiscal quarter that materially affected, or were reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

Occasionally the Company is named as a party in claims and legal proceedings arising out of the normal course of the Company's business. These claims and legal proceedings may relate to contractual rights and obligations, employment matters, or to other matters relating to the Company's business and operations.

In February of 2008, Mr. Lee Kasper filed suit against the Company, directors of the Company, and Jump Communications, Inc. Management feels that the suit is unwarranted and plans to defend itself to the fullest extent. No adjustments have been made to the financial statements at March 31, 2008 for this contingency.

In March of 2008, Sony ATV filed suit against the Company, its former President and Director Lee Kasper and unrelated third parties claiming copyright violations in connection with the Company's karaoke business, which was discontinued during the previous year. Management feels that the Company did not engage in the conduct complained of and plans to defend itself to the fullest extent. No adjustments have been made to the financial statements at March 31, 2008 for this contingency.

In March of 2008, Jeff Flammang, a former consultant to the Company, served the Company with a Demand for Arbitration claiming he is owed payment for consulting services provided to the Company and is also seeking payment of a finders' fee for the asset purchase transaction with Jump Communications. Management feels that the suit is unwarranted and plans to defend itself to the fullest extent. No adjustments have been made to the financial statements at March 31, 2008 for this contingency.

### **ITEM 1A. RISK FACTORS**

NuTech Digital, Inc. is a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and is not required to provide the information under this Item.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND THE COMPANY USE OF PROCEEDS**

None.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

### **ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

### **ITEM 5. OTHER INFORMATION**

The Company filed the following one report on Form 8-K subsequent to the quarter covered by this report:

- \* On March 11, 2008, to report the a Change in the Registrants Certifying Accountant as a result of the resignation of the Company's accountant without dispute and the retention of a new accountant.

### **ITEM 6. EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
31.1*	Certificate of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2*	Certificate of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.1*	Certificate of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

\* Filed herein



## SIGNATURES

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

May 9, 2008

**NUTECH DIGITAL, INC.**

*By: /s/ Richard M. Greenberg*  
President, Chief Financial  
Officer and Duly Authorized  
Officer (Principal accounting  
and financial officer)

EXHIBIT 31.1

CERTIFICATION OF  
PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002

I, A. Frederick Greenberg, Chief Executive Officer of NuTech Digital, Inc. (the "Company"), certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of the Company.
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 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 the Company's supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to the Company 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 the Company's 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 the Company's 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.
5. The Company's other certifying officer and I have disclosed, based on the Company's 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 the 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 9, 2008

By: /s/ A. Frederick Greenberg  
A. Frederick Greenberg  
Chief Executive Officer (Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF  
PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER  
PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002

I, Richard M. Greenberg, President, Secretary and Treasurer of NuTech Digital, Inc. (the "Company"), certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of the Company.
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 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 the Company's supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to the Company 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 the Company's 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 the Company's 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.
5. The Company's other certifying officer and I have disclosed, based on the Company's 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 9, 2008

By: /s/ Richard M. Greenberg  
Richard M. Greenberg  
President, Secretary and Treasurer (Principal Financial  
and Accounting Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Each of the undersigned officers of NuTech Digital, Inc (the "Company") certifies, under the standards set forth and solely for the purposes of 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Quarterly Report on Form 10-Q of the Company for the nine months ended September 30, 2007 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in that form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 9, 2008

/s/ A. Frederick Greenberg  
-----  
A. Frederick Greenberg  
Chief Executive Officer  
(Principal executive officer)

Dated: May 9, 2008

/s/ Richard M. Greenberg  
-----  
Richard M. Greenberg  
President, Secretary and Treasurer  
(Principal financial and accounting officer)

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