VICOM INC
Form 10-K
March 30, 2004

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

FORM 10-K

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

FOR THE PERIOD ENDED DECEMBER 31, 2003

OR

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

FOR THE TRANSITION PERIOD FROM ______ TO ______

COMMISSION FILE NUMBER 0 - 1325

VICOM, INCORPORATED

(Exact name of registrant as specified in its charter)

MINNESOTA

(State or other jurisdiction of incorporation or organization)

41 - 1255001

(IRS Employer Identification No.)

9449 SCIENCE CENTER DRIVE, NEW HOPE, MINNESOTA 55428

(Address of principal executive offices)

TELEPHONE (763) 504-3000 FAX (763) 504-3060

The Company's Internet Address: www.vicominc.net

(Registrant's telephone number, facsimile number, and Internet address)

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

Securities registered pursuant to Section 12 (g) of the Act:

Common Stock (no par value)

2

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes |X| No |_|

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by references in Part III of this Form 10-K or any amendment to this Form 10-K / /

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes |_| No |X|

As of June 30, 2003 (the most recently completed fiscal second quarter), the aggregate market value of the voting stock held by non-affiliates of the registrant, computed by reference to the average high and low prices on such date as reported by the Nasdaq Smallcap was approximately $29,012,556.

As of March 15, 2003, there were 19,533,138 outstanding shares of the registrant's common stock, no par value stock.

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3

Documents Incorporated By Reference

Portions of the registrant's definitive proxy statement to be filed within 120 days after the end of the fiscal year covered by this report are incorporated by reference into Part III hereof.

Table of Contents

4

ITEM 1
BUSINESS

Vicom, Incorporated (Vicom) is a Minnesota corporation formed in September 1975. Vicom has two operating divisions: 1) Multiband Business Services (MBS, legally known as Corporate Technologies,USA, Inc. dba Multiband), and Multiband Consumer Services (MCS), which encompasses the wholly owned subsidiary corporations, Multiband USA, Inc. and URON, Inc.

Vicom completed an initial public offering in June 1984. In November 1992, Vicom became a non-reporting company under the Securities Exchange Act of 1934. In July 2000, Vicom regained its reporting company status. In December, 2000, Vicom stock began trading on the NASDAQ stock exchange under the symbol VICM.

Vicom's website is located at: www.vicominc.net.

From its inception until December 31, 1998, Vicom operated as a telephone interconnect company only. Effective December 31, 1998, Vicom acquired the assets of the Midwest region of Enstar Networking Corporation (ENC), a data cabling and networking company. In late 1999, in the context of a forward triangular merger, Vicom, to expand its range of computer products and related services, purchased the stock of Ekman, Inc. d/b/a Corporate Technologies, and merged Ekman, Inc. into the newly formed surviving corporation, Corporate Technologies, USA, Inc. (MBS). MBS provides voice, data and video systems and services to business and government. MCS began in February 2000. MCS provides voice, data and video services to multiple dwelling units (MDU's), including apartment buildings and time share resorts.

As of March 15, 2004, MBS was providing telephone equipment and service to approximately 800 customers, with approximately 17,000 telephones in service. In addition, MBS provides computer products and services to approximately 1,800 customers. Telecommunications systems distributed by MBS are intended to provide users with flexible, cost-effective alternatives as compared to systems available from major telephone companies, including those formerly comprising the Bell System and from other interconnect telephone companies.

MBS provides a full range of voice, data and video communications systems and service, system integration, training and related communication sales and support activities for commercial, professional and institutional customers, most of which are located in Minnesota and North Dakota. MBS purchases products and equipment from NEC America, Inc. (NEC), Cisco Systems, Inc. (Cisco), Nortel Networks Corp. (Nortel), Tadiran Telecommunications, Inc. (Tadiran), and other manufacturers of communications and electronic products and equipment. MBS uses these products to design telecommunications and computer systems to fit its customers' specific needs and demands.

The products sold by MBS include Private Branch Exchange (PBX), telephone systems, hubs and routers used as interconnection devices in computer networks, personal computers, desktop video-conferencing units, and the wire and cable products required to make all the other aforementioned products integrate and operate as necessary. MBS has trained staff that install, maintain and repair the products we sell. Repair of products is performed under either a time and materials basis or an extended service contract basis, at the customer's election, once the manufacturer's original warranty on a product has expired.

Extended service contracts offered by MBS generally range in length from 12 to 36 months. The contracts provide for repair or replacement of all broken or non-working materials and the labor necessary to make such repairs or replacements, subject to exceptions for customer abuse or negligence and problems

due to fire, flood or other causes beyond MBS's control.

See Page 22 for financial information for each segment.

MULTIBAND BUSINESS INDUSTRY OVERVIEW

MBS recently expanded its efforts to establish itself within the rapidly evolving telecommunications and computer industries.

In the current climate of intense global competition and accelerating technological change, businesses increasingly depend upon technology-based solutions to enhance their competitive position, and to improve their productivity and the quality of their products and services. Today's business environment mandates the availability of efficient voice and video communication channels and information in formats suited to a wide variety of users. Businesses are looking to a variety of new technologies to enhance the performance of their communication systems and to allow Information Technology (IT) systems to collect, analyze and communicate information within the enterprise and among customers and suppliers. An organization's ability to integrate and deploy new communication and IT technologies in a unified and cost-effective manner has become critical to competing successfully in today's rapidly changing business environment.

The markets and technologies for communication equipment and IT applications and systems continue to converge as communication equipment migrates from proprietary switches to software-driven systems operating on standardized computer platforms. As a result, businesses are integrating their communication and IT systems. As previously separate communication and IT technologies converge and their interoperability increases, more organizations will seek a unified technology solution. MBS believes that these organizations will attempt to reduce costs and management complexity by establishing relationships with a small number of providers that offer a broad range of both communication and IT products and services throughout the full life-cycle of a project. MBS believes it has positioned itself to be one of those providers through expertise gained in its historical operations and via acquisitions. MBS has personnel that understand the voice and data sides of the equation. MBS is able to provide a consultative selling approach, whereby it is able to match the appropriate technology solution to its customers needs; whether that solution is an IP telephony application, a traditional PBX application, or a hybrid of both.

While customers continue to rely heavily on technology to reduce transaction costs by increasing operational efficiencies, the bias toward software-centric solutions in lieu of hardware continues. Notwithstanding the slow economic conditions, growth continues to occur in areas such as customer contact solutions, CTI (computer telephony integration), unified media, convergence (IP telephony), and mobility.

Current financial pressures also are making it increasingly difficult for communications equipment manufacturers to support a direct distribution model. Most independent distribution channels lack an adequate geographic footprint, infrastructure, processes, and resources to effectively fulfill the manufacturer's need to deploy complex high-end technology solutions. This has resulted in the need for systems integration and support services through third party providers. A key competency being driven by the market is the ability to effectively integrate disparate technology platforms into enterprise-wide applications solutions. Again, the range and depth of MBS's experience enables MBS to provide businesses with overall technology solutions.

As a result of these factors, demand for communication services and products has been relatively flat. InfoTech, a market research firm specializing in telecommunications market information, estimates that the U.S. market for traditional voice PBX systems will continue to decline over the next three years as enterprises shift to converged solutions, a combined form of

voice and data, also referred to as IP Telephony. IP shipments are expected to surpass traditional PBX shipments sometime in 2006. Recent slowdowns in technology spending may delay this development, however. Overall revenues in the U.S. marketplace for voice and convergence are projected to reach $5.5 billion by 2006. Field maintenance and repair is the largest, but slowest growing segment in services associated with the voice marketplace. This includes the maintenance and repair of PBX, Key/Hybrid, Voice Processing: IVR, CTI, ACD and fax.

PRODUCTS AND SERVICES

CORPORATE TECHNOLOGIES, USA (MBS)

MBS provides other technical and customer services as described hereafter.

PRICING AND AVAILABILITY

We use our volume and purchasing power to achieve competitive pricing of goods for our clients. We have the ability to provide a web-based client site that allows clients to see availability and costs of hardware and software in real time through the Internet by accessing current pricing and availability from our manufacturers' Internet websites. This Internet-based model allows us to extend product procurement services beyond the traditional 8 a.m. to 5 p.m. schedule and into a 7 days a week, 24 hours a day service, providing a high level of client flexibility.

WARRANTY POLICY

We strongly believe in the philosophy of "Service what you sell." We do not knowingly sell any hardware product that we do not have authorized service personnel to facilitate any warranty work that needs to be done. We are committed to fulfill all warranty service calls in accordance with the manufacturer's warranty, which range in length from 30 days to one year from the date of sale. Warranty costs incurred to date are minimal.

ON SITE AND DEPOT REPAIR

MBS is authorized for depot and on site warranty repair for many manufacturers, including Apple Computers, Nortel, Inc., Cisco, Hewlett Packard Co., International Business Machines Corp. (IBM), Sun Microsystems, Inc., Compaq Computer Corp., Xerox Corp., and Okidata Corp. With over $500,000 in spare parts inventory, we have made a conscious effort to have the part clients need, when they need it.

WIDE AREA NETWORK CONNECTIVITY

Our staff of Cisco and Nortel Wide Area Network (WAN) trained engineers assist organizations with integrating their multiple sites, allowing the exchange of information between geographically separated sites. Our association with local Internet Service Providers (ISPs) gives us the opportunity to offer organizations with multiple locations a single source provider providing a cost-effective solution to WAN needs.

TECHNICAL SUPPORT FOR NETWORKING

We are committed to obtaining the highest vendor authorizations available to indicate our knowledge and expertise to today's complex technological environment. Becoming the only Microsoft Solution Partner, Novell Platinum Reseller and Sun Microsystems Competency 2000 Certified reseller in North Dakota is an indication of this commitment. Our staff of Certified Novell Engineers (CNEs), Microsoft Certified System Engineers (MCSEs), Sun Microsystems System Engineers, as well as certified personnel in products such as Nortel and Cisco routers, gives MBS an advantage over other resellers in North Dakota. The knowledge and skills of our system engineers helps organizations meet today's

7

challenges and maintain a market advantage. Our close relationships and certification levels with our vendors gives our staff access to resources that few other value added resellers can provide.

CONSULTING

As a multi-service, multi-vendor, multi-site integrator, MBS has the extensive infrastructure to offer solutions to complex technical challenges through our consulting service. With years of experience in Local Area Networks (LAN) and WAN technology, our consultants are dedicated to finding the solution that will solve our customers' needs now and in the future. We specialize in providing an integrated cost-effective, single source solution.

SALES AND MARKETING

As of March 15, 2004, we had 25 sales and marketing personnel with expertise in telecommunications, computers and network services. MBS has a consultative approach to selling, in which the salesperson analyzes the customer's operations and then designs an application-oriented technical solution to make the customer more efficient and profitable. MBS uses several techniques to pursue new customer opportunities, including advertising, participation in trade shows, seminars and telemarketing.

CUSTOMERS

MBS provides its products and services to commercial, professional and government users within the states of Minnesota and North Dakota. MBS's customers are diverse and represent various industries such as financial services, hospitality, legal, manufacturing, and education. In the year ended December 31, 2003, MBS received 17.5% of its revenues from Meritcare Health

System and 6.0% of its revenues from Noridian (Blue Cross Blue Shield). In its year ended December 31, 2002, MBS received approximately 22.8% of its revenues from two customers, Merit Care and Microsoft Great Plains. In its year ended December 31, 2001, MBS received approximately 21.7 % of all revenues from two customers. Those two customers were Microsoft Great Plains and the State of North Dakota.

CUSTOMER SERVICE

MBS has 20 full-time customer service and related support personnel who assist in project management duties, post-sale communications (which include site surveys), coordinated network services, and end-user training. Each key account is assigned its own individual customer service representative to ensure efficient implementation. The customer service representative works closely with the sales representative and main technician assigned to the project to facilitate the utmost in customer satisfaction.

BACK OFFICE

Back office refers to the hardware and software systems that support the primary functions of our operations, including sales support, order entry and provisioning, and billing.

Order entry involves the initial loading of customer data into our information system. Currently our sales representatives take orders and our customer service and purchasing representatives load the initial customer information into our ILS (Integrated Logistic System) billing and accounting system. We use the ILS to manage and track the timely completion of each step in the provisioning and installation process. Our system is designed to enable the sales or customer service representative to keep an installation on schedule and

8

notify the customer of any potential delays. Once an order has been completed, we update our billing system to initiate billing of installed products or services.

SUPPLIERS

As previously mentioned, MBS purchases products and equipment from NEC, Tadiran, Cisco, Nortel, and other manufacturers of communications and computer products. The telecommunication products are purchased directly from the manufacturers. The computer products are purchased both directly from the manufacturer and also indirectly from major wholesalers such as Ingram Micro and Tech Data Corporation.

In 2003, Ingram Micro supplied 60.55% and Dell computer supplied 8.35% of total products purchased. In 2002, Ingram Micro supplied 57.7% and Dell Computer 11.8% of total products purchased. In 2001, Ingram Micro supplied 37.8% and Tech Data provided 18.9% of total products purchased.

The products MBS purchase are off-the-shelf products. MBS has several alternate suppliers of computer products and could substitute any one of these suppliers with an alternate supplier fairly quickly on the same or similar terms.

MBS has a distribution agreement with NEC, its main supplier of telecommunication products, which expires June 30, 2004. MBS could replace NEC with an alternate supplier fairly quickly, but with a less competitive product. However, MBS's replacement of NEC could have a material adverse effect on

Vicom's business, operating results and financial condition.

MULTIBAND CONSUMER SERVICES

We have expanded our strategy to include the vast potential of the multi dwelling unit (MDU) market. Our experience in this market suggests that property owners and managers are currently looking for a solution that will satisfy two problems. The first problem that they are dealing with is how to satisfy the residents who desire to bring satellite television service to the unit without being visually unattractive or a structural/maintenance problem. The second is how to provide competitive access for local and long distance telephone cable television and Internet services. Our MCS offering addresses these problems and provides the consumer several benefits, including:

- Lower Cost Per Service
- Blended Satellite and Cable Television Package
- Multiple Feature Local Phone Services (features such as call waiting, call forwarding and three-way calling)
- Better than Industry Average Response Times
- One Number for Billing and Service Needs
- One Bill for Local, Long Distance Cable Television and Internet
- "Instant On" Service Availability

As we develop and market this package, we will keep a marketing focus on two levels of customer for this product. The primary decision-makers are the property owners/managers. Their concerns are focused on delivering their residents reliability, quality of service, short response times, minimized disruptions on

the property, minimized alterations to the property and value added services. Each of these concerns is addressed in our contracts with the property owner, which include annual reviews and 10 to 15 year terms as service providers on the property. The secondary customer is the end-user. We will provide the property with on-going marketing support for their leasing agents to deliver clear, concise and timely information on our services. This will include simple sign up options that should maximize our penetration of the property.

When taken as a whole, and based on Vicom's interpretations of U.S. Census Bureau statistics, cable television, telephone and internet services currently generate over $170 billion of revenues annually in the U.S. These statistics indicate stable growing markets with demand that is likely to deliver significant values to businesses that can obtain a subscriber base of any meaningful size.

MULTIBAND CONSUMER INDUSTRY ANALYSIS

Strategy

For the near future, the services described below will be offered primarily in Midwestern states. Our primary competition will come from the local incumbent providers of telephone and cable television services.

Local Telephone Service

In Minnesota, we expect to compete with Qwest Communications International, Inc. (Qwest) for local telephone services. Although Qwest has become the standard for local telephone service, we believe we have the ability to underprice their service while maintaining high levels of customer satisfaction.

Cable Television Service

In Minnesota, we expect to compete with Comcast Corporation (Comcast) for pay-TV customers. Comcast is the cable television service provider that has resulted from the merger and acquisition of two competitive cable providers. This actually has improved the overall continuity of service. However, we have a significant consumer benefit in that we are establishing private rather than public television systems, which allows us to deliver a package that is not laden with local "public access" stations that clog the basic service package. In essence, we will be able to deliver a customized service offering to each property based upon pre-installation market research that we perform.

Long Distance Telephone Service

AT&T Corporation (AT&T), WorldCom Inc. dba MCI (MCI), and Sprint Corporation (Sprint) are our principal competitors in providing long distance telephone service. They offer new products almost weekly. Our primary concern in this marketplace is to assure that we are competitive with the most recent advertised offerings in the "long distance wars." We will meet this challenge by staying within a penny of the most current offering, while still maintaining a high gross margin on our product. We accomplish this through various carrier agency associations. We expect to generate a high penetration in our long distance services amongst our local service subscribers because private property owners in the shared tenant environment (similar to a hotel environment) are not required to offer multiple long distance carriers to their tenants.

Internet Access Service

The clear frontrunners in this highly unregulated market are America Online, Inc. and CompuServe Corp. They compete with local exchange carriers, long distance carriers, Internet backbone companies and many local ISPs (Internet Service Providers). Competition has driven this to a flat rate unlimited access dial

up service market. The general concern among consumers is the quality of the connection and the speed of the download. Our design provides the highest connection speeds that are currently available. The approach that we will market is "blocks of service." Essentially, we deliver the same high bit rate service in small, medium and large packages, with an appropriate per unit cost reduction for those customers that will commit to a higher monthly expenditure.

Market Description

We are currently marketing MultiBand services to MDU properties primarily throughout Minnesota, North Dakota, Missouri and Florida. We are focusing on properties that consist of 50 or more units. We will target properties that range from 50 to 150 units on a contiguous MDU property for television and Internet access only. We will survey properties that exceed 150 units for the feasibility of local and long distance telephone services.

We are initially concentrating on middle to high-end rental complexes. We are also pursuing resort area condominiums. A recent U.S. Census Bureau table indicates that there are more than 65,000 properties in the United States that fit this profile. Assuming an average of 100 units per complex, our focus is on a potential subscriber base of 6,500,000.

A recent Property Owners and Manager Survey, published by the U.S. Census Bureau, shows that the rental properties are focusing on improving services and amenities that are available to their tenants. These improvements are being undertaken to reduce tenant turnover, relieve pricing pressures on rents and attract tenants from competing properties. We believe that most of these owners or managers are not interested in being "in the technology business" and will use the services that we are offering. Various iterations of this package will allow the owners to share in the residual income stream from the subscriber base.

Number of Units/Customers

At December 31, 2003, MCS had 8,246 units wired for service and 6,827 subscribers using its services(1,180 using voice services, 4,908 using video services and 739 using internet services).

Employees

As of March 15, 2004, Vicom employed four full-time management employees. As of that same date, MBS had 90 full-time employees, consisting of 25 in sales and marketing, 36 in technical positions, 20 in customer service and related support, 10 in management and 9 in administration and finance. As of March 15, 2004, MCS had 6 full-time employees, 2 in sales and the rest in operations.

RISK FACTORS

Our operations and our securities are subject to a number of risks, including but not limited to those described below. If any of the following risks actually occur, the business, financial condition or operating results of Vicom and the trading price or value of our common stock could be materially adversely affected.

General

Vicom, since 1998, has taken several significant steps to reinvent and reposition itself to take advantage of opportunities presented by a shifting economy and industry environment.

Recognizing that voice, data and video technologies in the late twentieth century were beginning to

systematically integrate as industry manufacturers were evolving technological standards from "closed" proprietary networking architetectures to a more "open" flexible and integrated approach, Vicom, between 1998 and 2001, purchased three competitors which, in the aggregrate, possessed expertise in data networking, voice and data cabling and video distribution technologies.

In early 2000, Vicom created its MCS division, employing the aforementioned expertise, to provide communications and entertainment services (local dial tone, long distance, high-speed internet and expanded satellite television services) to residents in Multi-Dwelling-Unit properties (MDUs) on one billing platform. Although MCS revenues (recurring subscriber fees) accounted for less than 6% of overall Vicom revenues in 2003, Vicom expects MCS related revenues to increase significantly in 2004 as a percentage of overall revenues. These revenues are expected to provide higher gross margins than the company's more traditional sales to commercial enterprises.

The specific risk factors, as detailed below, should be analyzed in the context of the Company's anticipated MCS related growth.

NET LOSSES

The Company had net losses of $4,365,004 for the fiscal year ended December 31, 2003, $4,438,059 for the fiscal year ended December 31, 2002, and $5,325,552 for the fiscal year ended December 31, 2001. Vicom may never be profitable.

The prolonged effects of generating losses without additional funding may restrict our ability to pursue our business strategy. Unless our business plan is successful, an investment in our common stock may result in a complete loss of an investor's capital.

If we cannot achieve profitability from operating activities, we may not be able to meet:

- our capital expenditure objectives;
- our debt service obligations; or
- our working capital needs.

DEPENDENCE ON ASSET-BASED FINANCING

Vicom currently depends on asset-based financing to purchase product, and we cannot guarantee that such financing will be available in the future. Furthermore, we need additional financing to support the anticipated growth of our MCS subsidiary. We cannot guarantee that we will be able to obtain this additional financing.

However, the Company recently introduced a program where it can control capital expenditures by contracting Multiband services and equipment through a landlord or third party investor owned equipment program. This program both significantly reduces any Company expenditures in a Multi-dwelling-unit installation and permits the Company to record revenues from the third party sale of said equipment.

GOODWILL

In June 2001, the Financial Accounting Standards Board (FASB) adopted Statement of Financial Accounting Standards (SFAS) 142, "Goodwill and Other Intangible Assets" which changes the amortization rules on recorded goodwill from a monthly amortization to a periodic "impairment" analysis for fiscal years beginning after December 15, 2001. In 2003, the Company retained an independent outside expert to

12

evaluate the impact of this new accounting standard and the expert concluded there was no impairment to goodwill. However, the Company could be subject to a determination that its goodwill is impaired in the future. As of December 31, 2003, the Company had recorded goodwill of approximately $2.7 million.

DEREGULATION

Several regulatory and judicial proceedings have recently concluded, are underway or may soon be commenced that address issues affecting operations and those of our competitors, which may cause significant changes to our industry. We cannot predict the outcome of these developments, nor can we assure you that these changes will not have a material adverse effect on us. Historically, we have been a reseller of products and services, not a manufacturer or carrier requiring regulation of its activities. Pursuant to Minnesota statutes, our Multiband activity is specifically exempt from the need to tariff our services in multiple dwelling units (MDUs). However, the Telecommunications Act of 1996 provides for significant deregulation of the telecommunications industry, including the local telecommunications and long-distance industries. This federal statute and the related regulations remain subject to judicial review and additional rule-makings of the Federal Communications Commission, making it difficult to predict what effect the legislation will have on us, our operations, and our competitors.

DEPENDENCE ON STRATEGIC ALLIANCES

Vicom has a distribution agreement with NEC, its main supplier of telecommunication products, which expires June 30, 2004. An interruption or substantial modification of Vicom's distribution relationship with NEC could have a material adverse effect on Vicom's business, operating results and financial condition.

In addition, several suppliers, or potential suppliers of Vicom, such as McLeod, WorldCom, WS Net, XO Communications and others have filed for bankruptcy in recent years. While the financial distress of its suppliers or potential suppliers could have a material adverse effect on Vicom's business, Vicom believes that enough alternate suppliers exist to allow the Company to execute its business plans.

CHANGES IN TECHNOLOGY

A portion of our projected future revenue is dependent on public acceptance of broadband, and expanded satellite television services. Acceptance of these services is partially dependent on the infrastructure of the internet and satellite television which is beyond Vicom's control. In addition, newer technologies, such as video-on-demand, are being developed which could have a material adverse effect on the Company's competitiveness in the marketplace if Vicom is unable to adopt or deploy such technologies.

ATTRACTION AND RETENTION OF EMPLOYEES

Vicom's success depends on the continued employment of certain key personnel, including executive officers. If Vicom were unable to continue to attract and retain a sufficient number of qualified key personnel, its business, operating results and financial condition could be materially and adversely affected. In addition, Vicom's success depends on its ability to attract, develop, motivate and retain highly skilled and educated professionals with a wide variety of management, marketing, selling and technical capabilities. Competition for such personnel is intense and is expected to increase in the future.

BUSINESS GROWTH AND SCALABILITY

Vicom's Multiband subsidiary, as of December 31, 2003, was providing communications and entertainment services to thirty-seven MDUs primarily located in Minnesota, North Dakota, Missouri and Florida. Vicom needs to provide products and services to additional MDUs if it is to become profitable.

Vicom may need to go beyond its current geographic territory to increase its MDU customers and attract additional financing.

In expanding the provision of its services to MDUs in its current territories and beyond, Vicom needs to successfully overcome a number of the factors listed above such as attracting the capital to finance expanded installations, obtaining additional technical staff for installation and support in its present markets and beyond; and extending its key vendor relationships into other markets.

INTELLECTUAL PROPERTY RIGHTS

Vicom relies on a combination of trade secret, copyright, and trademark laws, license agreements, and contractual arrangements with certain key employees to protect its proprietary rights and the proprietary rights of third parties from which Vicom licenses intellectual property. If it was determined that Vicom infringed the intellectual property rights of others, it could be required to pay substantial damages or stop selling products and services that contain the infringing intellectual property, which could have a material adverse effect on Vicom's business, financial condition and results of operations. Also, there can be no assurance that Vicom would be able to develop non-infringing technology or that it could obtain a license on commercially reasonable terms, or at all. Vicom's success depends in part on its ability to protect the proprietary and confidential aspects of its technology and the products and services it sells. There can be no assurance that the legal protections afforded to Vicom or the steps taken by Vicom will be adequate to prevent misappropriation of Vicom's intellectual property.

VARIABILITY OF QUARTERLY OPERATING RESULTS; SEASONALITY

Variations in Vicom's revenues and operating results occur from quarter to quarter as a result of a number of factors, including customer engagements commenced and completed during a quarter, the number of business days in a quarter, employee hiring and utilization rates, the ability of customers to terminate engagements without penalty, the size and scope of assignments and general economic conditions. Because a significant portion of Vicom's expenses are relatively fixed, a variation in the number of customer projects or the timing of the initiation or completion of projects could cause significant fluctuations in operating results from quarter to quarter. Further, Vicom has historically experienced a seasonal fluctuation in its operating results, with a larger proportion of its revenues and operating income occurring during the third quarter of the fiscal year.

CERTAIN ANTI-TAKEOVER EFFECTS

Vicom is subject to Minnesota statutes regulating business combinations and restricting voting rights of certain persons acquiring shares of Vicom. These anti-takeover statutes may render more difficult or tend to discourage a merger, tender offer or proxy contest, the assumption of control by a holder of a large block of Vicom's securities, or the removal of incumbent management.

VOLATILITY OF VICOM'S COMMON STOCK

The trading price of our common stock has been and is likely to be volatile. The stock market has experienced extreme volatility, and this volatility has often been unrelated to the operating performance of particular companies. We cannot be sure that an active public market for our common stock will continue after this offering. Investors may not be able to sell the common stock at or above the price they paid for their common stock, or at all. Prices for the common stock will be determined in the marketplace and may be influenced by many factors, including variations in our financial results, changes in earnings estimates by industry research analysts, investors' perceptions of us and general economic, industry and market conditions.

FUTURE SALES OF OUR COMMON STOCK MAY LOWER OUR STOCK PRICE

If our existing shareholders sell a large number of shares of our common stock, the market price of the common stock could decline significantly. The perception in the public market that our existing shareholders might sell shares of common stock could depress our market price.

COMPETITION

We face competition from others who are competing for a share of the MDU market, including other satellite companies and cable companies. Some of these companies have significantly greater assets and resources than we do.

FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements within the meaning of federal securities law. Terminology such as "may," "will," "expect," "anticipate," "believe," "estimate," "continue," "predict," or other similar words, identify forward-looking statements. These statements discuss future expectations, contain projections of results of operations or of financial condition or state other forward-looking information. Forward-looking statements appear in a number of places in this prospectus and include statements regarding our intent, belief or current expectation about, among other things, trends affecting the industries in which we operate, as well as the industries we service, and our business and growth strategies. Although we believe that the expectations reflected in these forward-looking statements are based on reasonable assumptions, forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Actual results may differ materially from those predicted in the forward-looking statements as a result of various factors, including those set forth in "Risk Factors."

ITEM 2:

PROPERTIES

Vicom and its subsidiaries lease principal offices located at 2000 44th Street SW, Fargo, ND 58103 and 9449 Science Center Drive, New Hope, Minnesota 55428. We have no foreign operations. The main Fargo office lease expires in 2017 and covers approximately 22,500 square feet. The Fargo base rent ranges from $23,565 to $30,377 per month. The New Hope office lease expires in 2013 and covers approximately 47,000 square feet. The New Hope base rent ranges from $18,389 to $25,166 per month. Both the New Hope and Fargo leases have provisions that call for the tenants to pay net operating expenses, including property taxes, related to the facilities. Both offices have office, warehouse and training facilities.

Vicom considers its current facilities adequate for its current needs and believes that suitable additional space would be available as needed.

ITEM 3:

LEGAL PROCEEDINGS

The Company is involved in legal actions in the ordinary course of business. However, as of December 31, 2003, Vicom was not engaged in any pending legal proceedings where, in the opinion of the Company, the outcome is likely to have a material adverse effect upon the business, operating results and financial condition of the Company.

ITEM 4:

SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company did not submit matters to a vote of security holders during the last quarter of the fiscal year covered by this report.

PART II

ITEM 5:

MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Through May 17, 2000, Vicom's common stock was traded and quoted on the OTC Bulletin Board(R) ("OTCBB") under the symbol "VICM." From May 18, 2000 until August 21, 2000, the common stock was quoted under the VICM symbol on the Pink Sheets(R) operated by Pink Sheets LLC. From August 21, 2000, to December 12, 2000, Vicom's common stock was traded and quoted on the OTCBB under the VICM symbol. Since then, the stock has been traded and quoted on the Nasdaq Smallcap market system. The table below sets forth the high and low bid prices for the common stock during each quarter in the two years ended December 31, 2002 and December 31, 2003 as provided by Nasdaq.

QUARTER ENDED	HIGH BID	LOW BID
March 31, 2002	1.90	1.37
June 30, 2002	1.75	.80
September 30, 2002	.92	.52
December 31, 2002	1.12	.50
March 31, 2003	1.37	.77
June 30, 2003	2.49	1.03
September 30, 2003	2.20	1.52
December 31, 2003	1.85	1.23

As of March 15, 2004, Vicom had 679 shareholders of record of its common stock and 19,533,138 shares of common stock outstanding. As of that date, eight shareholders held a total of 27,931 of Class A Preferred, two shareholders held 8,700 shares of Class B Preferred, five shareholders held a total of 125,400 shares of Class C Preferred, and eight shareholders held a total of 77,650 shares of Class E Preferred.

RECENT SALES OF UNREGISTERED SECURITIES

The Company in 2003 issued $828,172 worth of its common stock to Pyramid Trading LP in connection with conversion of a note payable and accrued interest. The common stock was issued at various prices pursuant to a formula tied to the trading price of the Company's common stock.

The Company, during 2003, issued $25,000 worth of Class B Preferred Stock and $76,500 worth of Class E Preferred Stock to various accredited investors. The Company also issued $72,000 worth of Class C Preferred Stock to a related party.

At various other times in 2003, the Company, via conversions of preferred stock or investor purchases of common stock, issued common shares at various prices, netting proceeds of $4,023,704. All sales were made to accredited investors.

In connection with these sales, we relied on the exemption from registration provided by Sections 4(2) and 4(6) of the Securities Act of 1933, as well as Rule 506 of Regulation D based on (i) our belief that the issuances did not involve a public offering, (ii) the transactions involved fewer than 35 purchasers, and (iii) because we had a reasonable basis to believe that each of the shareholders were either accredited or otherwise had sufficient knowledge and sophistication, either alone or with a purchaser representative, to appreciate and evaluate the risks and merits associated with their investment decision.

COMMON STOCK

Holders of common stock are entitled to one vote per share in all matters to be voted upon by shareholders. There is no cumulative voting for the election of directors, which means that the holders of shares entitled to exercise more than 50% of the voting rights in the election of directors are able to elect all of the directors. Vicom's Articles of Incorporation provide that holders of the Company's common stock do not have preemptive rights to subscribe for and to purchase additional shares of common stock or other obligations convertible into shares of common stock which may be issued by the Company.

Holders of common stock are entitled to receive such dividends as are declared by Vicom's Board of Directors out of funds legally available for the payment of dividends. Vicom presently intends not to pay any dividends on the common stock for the foreseeable future. Any future determination as to the declaration and payment of dividends will be made at the discretion of the Board of Directors. In the event of any liquidation, dissolution or winding up of Vicom, and subject to the preferential rights of the holders of the Class A Preferred, Class B Preferred, Class C Preferred, Class D Preferred and Class E Preferred, the holders of common stock will be entitled to receive a pro rata share of the net assets of Vicom remaining after payment or provision for payment of the debts and other liabilities of Vicom.

All of the outstanding shares of common stock are fully paid and non-assessable. Holders of common stock of Vicom are not liable for further calls or assessments.

The Company's Board of Directors has not declared any dividends on our common stock since our inception, and does not intend to pay out any cash dividends on our common stock in the foreseeable future. We presently intend to retain all earnings, if any, to provide for our growth. The payment of cash dividends in the future, if any, will be at the discretion of the Board of Directors and will depend upon such factors as earnings levels, capital requirements, our financial condition and other factors deemed relevant by our Board of Directors.

PREFERRED STOCK

In December 1998, Vicom issued 2,550 shares of Class A Preferred for $23,638 and 37,550 shares of Class B Preferred for $359,893. The Class B Preferred was offered to certain note holders at a conversion rate of $10.00 per share of Class B Preferred. Each share of Class A Preferred and Class B Preferred is non-voting (except as otherwise required by law) and convertible into five shares of common stock, subject to adjustment in certain circumstances. Each holder of a share of Class A Preferred or Class B Preferred has a five-year warrant to purchase one share of common stock at $3.00 per share, subject to adjustment. During 2001, Vicom issued 67,655 shares of Class A Preferred for $676,556.

In June 2000, Vicom issued 80,500 shares of Class C Preferred for $805,000. The Class C Preferred was offered to certain note holders at a conversion rate of $10.00 a share. In September 2000, Vicom issued an additional 72,810 shares of Class C Preferred for $728,100. Each share of Class C Preferred is non-voting (except as otherwise required by law) and convertible into two shares of Vicom common stock, subject to adjustment in certain circumstances.

In November 2000, Vicom issued 72,500 shares of Class D Preferred for $490,332. The Class D Preferred was sold to eight accredited investors at $10.00 per share. Each share of Class D Preferred is non-voting (except as otherwise required by law) and convertible into two and one-half shares of Vicom Common Stock, subject to adjustment in certain circumstances.

In the second quarter of 2002, Preferred Class D stocks were redeemed; $100,000 converted to Common Stock, and $300,000 converted to a Note Payable.

In the fourth quarter of 2002, Vicom issued 70,000 shares of Class E Preferred for $700,000, with $600,000 related to conversion of a note payable from a director of the Company into Preferred Stock.

In the first quarter of 2003, $72,000 worth of Class C Preferred Stock was issued to an officer of the Company in a conversion of accounts payable. Also in the first quarter of 2003, $76,500 worth of Class E Preferred Stock was issued to a member of the Board for his purchase of Multiband assets.

In the third quarter of 2003 $25,000 worth of Class B Preferred Stock was purchased by an accredited investor.

In addition, during 2003 $133,100 worth of Class C Preferred Stock was redeemed.

The holders of the Class A Preferred, Class B Preferred, Class C Preferred, Class D Preferred and Class E Preferred (collectively, "Preferred Stock") are entitled to receive, as and when declared by the Board, out of the assets of the Company legally available for payment thereof, cumulative cash dividends calculated based on the $10.00 per share stated value of the Preferred Stock. The per annum dividend rate is eight percent (8%) for the Class A Preferred and ten percent (10%) for the Class B Preferred and Class C Preferred, fourteen percent (14%) for the Class D Preferred and fifteen percent (15%) in the Class E Preferred, to be paid in kind. Dividends on the Class A Preferred, Class C Preferred and Class D Preferred are payable quarterly on March 31, June 30, September 30, and December 31 of each year. Dividends on the Class B Preferred are payable monthly on the first day of each calendar month. Dividends on the Preferred Stock accrue cumulatively on a daily basis until the Preferred Stock is redeemed or converted.

In the event of any liquidation, dissolution or winding up of Vicom, the holders of the Class A Preferred and Class B Preferred will be entitled to receive a liquidation preference of $10.50 per share, and the holders of the Class C Preferred, Class D Preferred and Class E Preferred will be entitled to receive a liquidation preference of $10.00 per share, each subject to adjustment. Any liquidation preference shall be payable out of any net assets of Vicom remaining after payment or provision for payment of the debts and other liabilities of Vicom.

Vicom may redeem the Preferred Stock, in whole or in part, at a redemption price of $10.50 per share for the Class A Preferred and the Class B Preferred and $10.00 per share for the Class C Preferred, Class D Preferred and Class E Preferred (subject to adjustment, plus any earned and unpaid dividends) on not less than thirty days' notice to the holders of the Preferred Stock, provided that the closing bid price of the common stock exceeds $4.00 per share (subject to adjustment) for any ten consecutive trading days prior to such notice. Upon Vicom's call for redemption, the holders of the Preferred Stock called for redemption will have the option to convert each share of Preferred Stock into shares of common stock until the close of business on the date fixed for redemption, unless extended by Vicom in its sole discretion. Preferred Stock not so converted will be redeemed. No holder of Preferred Stock can require Vicom to redeem his or her shares.

ITEM 6:

SELECTED CONSOLIDATED FINANCIAL DATA

The following selected financial data should be read in conjunction with our consolidated financial statements including the accompanying notes and with "Management's Discussion and Analysis of Financial Condition and Results of Operations". The data for each of the fiscal years in the three year period ended December 31, 2003, have been derived from our consolidated financial statements and accompanying notes contained in this prospectus. The Statement of

Operations Data for the year ended December 31, 2000 and 1999 and the Balance Sheet data at December 31, 2001, 2000 and 1999 have been derived from our audited consolidated financial statements which are not contained in this filing.

STATEMENT OF OPERATIONS DATA	2003	2002	2001	2000
Revenues		$ 22,640,421	$ 24,540,969	$ 32,260,777
Cost of products and services		$ 15,952,019	$ 18,036,750	$ 25,295,186
Gross profit		$ 6,688,402	$ 6,504,219	$ 6,965,591
% of revenues		29.5%	26.5%	21.6%
Selling, general and administrative expenses		$ 10,184,709	$ 9,337,292	$ 10,962,739
% of revenues		45.0%	38.0%	34.0%
Loss from Operations		$ (3,496,307)	$ (2,833,073)	$ (3,997,148)
Other expense net		$ (902,063)	$ (1,604,986)	$ (1,328,404)
Minority interest in subsidiary			$33,366 $0	$ 0
Loss before income taxes		$ (4,365,004)	$ (4,438,059)	$ (5,325,552)
Income tax provision		$ 0	$ 0	$ 0
Net Loss		$ (4,365,004)	$ (4,438,059)	$ (5,325,552)

Loss attributable to common stockholders	$ (4,613,693)	$ (4,591,637)	$ (5,758,221)
Loss per common share-basic and diluted	$ (.29)	$ (.39)	$ (.66)
Weighted average shares outstanding	16,112,231	11,735,095	8,762,814

BALANCE SHEET DATA	2003	2002	2001
Working capital (deficiency)	$ 1,118,792	$ (252,870)	$ 426,549
Total assets	$ 13,902,885	$ 10,347,316	$ 12,209,681
Long-term debt	$ 2,262,891	$ 3,273,350	$ 3,311,870
Stockholders' equity	$ 5,807,711	$ 2,642,285	$ 4,184,001

ITEM 7:

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of the financial condition and results of operations of Vicom, Incorporated should be read in conjunction with the Condensed Consolidated Financial Statements and the Notes thereto included elsewhere in this report.

20

YEARS ENDED DECEMBER 31, 2003 AND DECEMBER 31, 2002

RESULTS OF OPERATIONS

The following table sets forth certain items from the Company's consolidated statements of operations expressed as a percentage of total revenue.

	2003	2002
Revenues		
Vicom	0%	0%
MBS	93.63%	97.65%
MCS	6.37%	2.35%
Total Revenues	100.0%	100.0%
Cost of Sales		
Vicom	0%	0%
MBS	66.55%	71.89%
MCS	3.91%	1.61%
Total Cost of Sales	70.46%	73.50%
Gross Margin	29.54%	26.5%
Selling, General and Administrative expenses	44.98%	37.39%
Operating Loss	(15.44%)	(11.34%)
Net Loss	(19.28%)	(17.78%)

REVENUES

Total revenues decreased 7.7% to $22,640,421 in 2003 from $24,540,969 in 2002.

Revenues from the MBS segment which traditionally sells telephone and computer technologies products and services decreased 11.5% to $21,199,303 in 2003 from $23,963,748 in 2002. This decrease in MBS segment revenues resulted primarily from weaker economic conditions in 2003 and from MBS's desire to increase gross margins versus maintaining top line revenues. MBS is increasing margins by focusing more on sales of services versus sales of product.

Vicom segment had no revenues.

Revenues from MCS increased 149.7% to $1,441,118 in 2003 from $577,221 in 2002. This increase is due to the expansion of MCS services to nineteen apartment properties and eighteen timeshare properties.

GROSS MARGIN

The Company's gross margin was $6,688,402 for 2003, as compared to $6,504,219 for 2002. The increase of 2.8% in 2003 was primarily due to an increase in consumer recurring revenues comprising a greater percentage of overall revenues. For 2003, gross margin, as a percentage of total revenues, was 29.5% versus 26.5% for 2002. The Company expects gross margins to maintain or even slightly increase in future periods as recurring revenues become a greater percentage of the Company's overall revenue mix.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses increased 9.1% to $10,184,709 in 2003, compared to $9,337,292 in 2002. This increase in expenses is primarily related to increased payroll and facility expense and costs incurred for

21

re-branding Vicom operating divisions as Multiband. Increased payroll primarily resulted from acquisition related payroll expense and increase in officer compensation in 2003. Selling, general and administrative expenses were, as a percentage of revenues, 45.0% for 2003 and 38.0% for 2002. The Company expects these expenses to remain stable or even slightly decrease as a percentage of revenues in 2004.

INTEREST EXPENSE

Interest expense was $897,704 for 2003, versus $1,604,512 for 2002 reflecting a substantial decrease in Original Issue Discount expense associated with long term debt and a significant decrease in cash interest expense associated with notes payable.

NET LOSS

In 2003, the Company incurred a net loss of $4,365,004 compared to a net loss of $4,438,059 for 2002.

YEARS ENDED DECEMBER 31, 2002 AND DECEMBER 31, 2001

RESULTS OF OPERATIONS

The following table sets forth certain items from the Company's consolidated statements of operations expressed as a percentage of total revenue.

	2002	2001
Revenues		
Vicom and VMTS	0%	0%
MBS	97.65%	99.2%
MCS	2.35%	.78%
Total Revenues	100.0%	100.0%
Cost of Sales		
Vicom and VMTS	0%	.02%
MBS	71.89%	77.39%
MCS	1.61%	.69%
Total Cost of Sales	73.50%	78.10%
Gross Margin	26.5%	21.88%
Selling, General and Administrative expenses	37.39%	34.45%
Operating Loss	(11.34%)	(12.56%)
Net Income Loss	(17.78%)	(16.73%)

REVENUES

Total revenues decreased 23.9% to $24,540,969 in 2002 from $32,260,777 in 2001.

Revenues from the MBS segment which traditionally sells computer technologies products and services decreased 25.1% to $23,963,748 in 2002 from $31,994,781 in 2001. This decrease in MBS segment revenues resulted primarily from weaker economic conditions in 2002 and from MBS's desire to increase gross margins versus maintaining top line revenues.

Vicom segment had no revenues.

Revenues from MultiBand increased 131% to $577,221 in 2002 from $249,590 in 2001. This increase is due to the expansion of Multiband services to ten properties.

22

GROSS MARGIN

The Company's gross margin was $6,504,219 for 2002, as compared to $6,965,591 for 2001. The decrease of 6.6% in 2002 was due to reduced revenues. For 2002, gross margin, as a percentage of total revenues, was 26.50% versus 21.5% for 2001. This increase in gross margin revenues is primarily due to an increase in sale of services constituting a greater percentage of overall revenues than in the prior year. As the Company continues to strive for bundled sales of services, and bundled sales of equipment and services, the Company anticipates that it will maintain its gross margin percentages in fiscal 2003.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses decreased 14.83% to $9,337,292 in 2002, compared to $10,962,739 in 2001. This decrease in expenses is primarily related to reductions in payroll, benefits and vehicle expenses. Selling, general and administrative expenses were, as a percentage of revenues, 38.0% for 2002 and 33.9% for 2001.

INTEREST EXPENSE

Interest expense was $1,604,512 for 2002, versus $1,446,868 for 2001 reflecting an increase in debt due to capital raising efforts, valuation of warrants issued with Preferred Stock and convertible notes, and additional borrowings.

NET LOSS

In 2002, the Company incurred a net loss of $4,438,059 compared to a net loss of $5,325,552 for 2001. The decrease in net loss is primarily due to a significant reduction in payroll and benefit related expenses from the prior year.

UNAUDITED QUARTERLY RESULTS

The following table sets forth certain unaudited quarterly operating information for each of the eight quarters in the two-year period ending December 31, 2003. This data includes, in the opinion of management, all normal recurring adjustments necessary for the fair presentation of the information for the periods presented when read in conjunction with the Company's consolidated financial statements and related notes thereto. Results for any previous fiscal quarter are not necessarily indicative of results for the full year or for any future quarter. The Company has historically experienced a seasonal fluctuation in its operating results, with a larger proportion of its revenues in the third quarter of the fiscal year.

	Dec. 31, 2003	Sept. 30, 2003	June 30, 2003	March 31, 2003	Dec. 31, 2002	Sept. 30 2002
Revenues:						
Vicom	0	0	0	0	0	
MBS	4,367,773	5,864,468	5,330,420	5,636,642	5,758,953	6,227,68
MCS	429,140	418,897	357,961	235,120	192,771	154,95
Total Revenues	4,796,913	6,283,365	5,688,381	5,871,762	5,951,724	6,382,63
Cost of Sales	3,233,068	4,493,829	3,914,420	4,310,702	4,212,240	4,680,58
Gross Margin	1,563,845	1,789,536	1,773,961	1,561,060	1,739,484	1,702,05
SG&A Expense	3,036,745	2,409,227	2,502,741	2,235,996	2,484,108	2,376,22
Operating Loss	(1,472,900)	(619,691)	(728,780)	(674,936)	(744,624)	(674,17
Interest Expense	(249,336)	(202,958)	(219,723)	(225,687)	(462,420)	(349,38

Other Income (Expenses)	52,418	(6,513)	15,232	(65,496)	47,740	(93,17
Minority Interest	38,219	(3,460)	(1,393)			
Net Loss Before Taxes	(1,631,599)	(832,622)	(934,664)	(966,119)	(1,159,304)	(1,116,73
Income Tax (Benefit) Provision	0	0	0	0	0	
Net Loss	(1,631,599)	(832,622)	(934,664)	(966,119)	(1,159,304)	(1,116,73
Loss Per Common Share Basic and Diluted	(.10)	(.05)	(.06)	(.08)	(.11)	(.0

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LIQUIDITY AND CAPITAL RESOURCES

YEAR ENDED DECEMBER 31, 2003

Available working capital for 2003 increased $1,3771,662 primarily to a stronger cash position due to investing activities. Vicom successfully completed an offering of institutional financing in the second half of 2003 raising net proceeds of $2,223,150. Vicom had a decrease of $289,890 in accounts receivable as a result of a reduction in sales. Current liabilities increased in 2003 by $1,373,968 as a result of higher current portion of long term debt and accrued liabilities. Inventories increased by $509,762 primarily due to a planned expansion to provide wireless intranet service.

Total long term debt and capital lease obligation decreased by $1,010,459 during the year ended December 31, 2003. Vicom paid out $75,301 related to capital lease obligations and $200,768 related to long term debt during the year ended December 31, 2003 versus $1,069,433 paid out in 2002.

The Company used $526,936 for capital expenditures during 2003, as compared to $1,275,434 in 2002. The decrease was primarily attributed to a reduction in self-financed MCS construction. In 2004

24

capital expenditures are expected to be limited to the Company's internal information technology infrastructure and are expected to be less than 2003 expenditures.

In 2003, the Company reached an agreement to convert the remaining $962,000 of a Note Payable to equity. Terms of the conversion state the note will be converted to equity over a 14 month period at a price generally equivalent to a 10% discount to market price.

In November of 2003, the Company borrowed $1,500,000 and issued a three-year warrant to the lender to purchase 535,000 common shares at $2.21 per share through November 2006. The debt is also convertible into common stock of the Company at a conversion rate of $1.40 per share through November 2006.

On June 30, 2003, the Company borrowed $124,000 as an unsecured note from a stockholder of the Company, with monthly payments of $5,600 at an interest rate of 7.85%.

Net cash used by operations in 2003 was $2,580,248 as compared to cash used by operations in 2002 of $869,721. The cash used by operations in 2003 is due primarily to net operating losses and a reduction in the wholesale line of credit. During the years ended December 31, 2003, and December 31, 2002, the Company incurred significant net losses. Although the majority of these losses were due to non-cash expenses, The Company still continued to incur cash losses as well due to general corporate expense. The on-going addition of MCS properties in the Company's portfolio provided additional cash flows in 2003 and those cash flows are projected to improve in 2004 with additional expansions. Management of Vicom believes that, for the near future, cash generated from new investments combined with existing credit facilities are adequate to meet the anticipated liquidity in capital resource requirements of its business, contingent upon Company operating results for the next twelve months.

YEAR ENDED DECEMBER 31, 2002

Available working capital, for 2002, decreased $679,419 due to Vicom's net operating loss and net cash used in operating activities of $869,721. Proceeds from issuance of long term debt, stock and warrants totaling $2,121,597 helped offset Vicom's net operating loss. Vicom had a decrease of $38,344 in accounts payable and other current liabilities for 2002 versus last year's period, primarily due to significant reductions in accounts receivables which were used to reduce payables.

Inventories year to date decreased net of reserves $182,783 over last year's prior period inventories due to a decrease in revenues. The aforementioned decrease in revenues also led to a decrease in accounts receivable net of reserves of $576,509.

Total long term debt and capital lease obligation decreased by $102,631 during the year ended December 31, 2002. The Company paid out $937,828 related to capital lease obligations and $131,605 related to long term debt during the year ended December 31, 2002 versus $777,578 paid out in 2001.

In 2001, the Company entered into a long-term debt agreement, expiring in 2003, with an investment fund. The fund, in exchange for its $1.5 million investment, also received 375,000 warrants and the right to convert its investment into Vicom common stock at a predetermined price. The effect of recording the beneficial conversion feature and warrants associated with the convertible loan resulted in a $1,500,000 discount attributable to the warrants in accordance with the Black-Scholes pricing model. The Company is expensing the aforementioned warrant discount in eight quarterly installments over the two year term of the loan. $460,000 of the debt was converted to stock in 2002 pursuant to a formula tied to the trading price of the Company's Common Stock.

25

In 2002, the Company borrowed $600,000 from a Director. This investment was later converted into Class E Preferred Stock. Also in 2002, the Company restructured its debenture with Convergent Capital, resetting the date of principal repayment to begin in August 2005.

The Company used $1,275,434 for capital expenditures during 2002, as compared to $1,884,945 in 2001. The decrease was primarily attributed to a reduction in self-financed MCS construction.

In 2002, the Company extinguished $937,828 worth of capital lease obligations, reduced its principal indebtedness $460,000 to a note holder, and converted another $600,000 worth of debt to Preferred Stock. All these events, combined, with the aforementioned refinancing and delayed principal repayment to its largest debt holder, should materially improve projected cash flows throughout 2003 provided Company operating losses continue to diminish.

Net cash used by operations was approximately $869,721 in 2002 versus net cash used by operations of $502,110 in 2001. The cash used by operations in 2002 is due primarily to net operating losses, and reductions in accounts payable and wholesale line of credit balances in that year. During the years ended December 31, 2002 and December 31, 2001, the Company incurred significant net losses. Although the majority of these losses were due to non-cash expenses, the Company still continued to incur cash losses as well due to general corporate expense and continuing expenses related to the building out of its MCS network. The Company in 2002 significantly cut its selling, general and administrative expenses which led to a material decrease in cash losses. The on-going addition of MCS properties in the Company's portfolio also generated additional cash flows in 2002 and these MCS cash flows are projected to improve meaningfully in 2003. Management of Vicom believes that, for the near future, cash generated from new investments combined with existing credit facilities are adequate to meet the anticipated liquidity in capital resource requirements of its business, contingent upon Company operating results for the next twelve months.

CRITICAL ACCOUNTING POLICIES

Impairment of Long-Lived Assets

The Company's long-lived assets include property, equipment and leasehold improvement. At December 31, 2003, the Company had net property and equipment of $3,589,704, which represents approximately 26% of the Company's total assets. The estimated fair value of these assets is dependent on the Company's future performance. In assessing for potential impairment for these assets, the Company considers future performance. If these forecasts are not met, the Company may have to record an impairment charge not previously recognized, which may be material. In 2003, the Company did not record any impairment. In 2002 the Company recorded impairment of $119,480 on property, plant and equipment. During the year ended December 31, 2001, the Company did not record any impairment losses related to long-lived assets.

Impairment of Goodwill

We periodically evaluate acquired businesses for potential impairment indicators. Our judgments regarding the existence of impairment indicators are based on legal factors, market conditions and operational performance of our acquired businesses. Future events could cause us to conclude that impairment indicators exist and that goodwill associated with our acquired businesses, which amounts to $2,748,879 (or 20% of total assets), may be impaired. Any resulting impairment loss could have a material adverse impact on our financial condition and results of operations. During the years ended December 31, 2003, 2002 and 2001, the Company did not record any impairment losses related to goodwill.

26

Inventories

We value our inventory at the lower of the actual cost or the current estimated market value of the inventory. We regularly review inventory quantities on hand and record a provision for excess and obsolete inventory. Rapid technological change, frequent new product development, and rapid product obsolescence that could result in an increase in the amount of obsolete inventory quantities on hand characterize our industry.

Recent Accounting Pronouncements

In April 2003, the FASB issued SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities," effective for contracts entered into or modified after June 30, 2003. This amendment clarifies when a contract meets the characteristics of a derivative, clarifies when a derivative contains a financing component and amends certain other existing pronouncements. The adoption of SFAS No. 149 did not have a material effect on the Company's consolidated financial statements

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial lnstruments with Characteristics of both Liabilities and Equity." SFAS No. 150 is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. SFAS No. 150 requires the classification as a liability of any financial instruments with a mandatory redemption feature, an obligation to repurchase equity shares, or a conditional obligation based on the issuance of a variable number of its equity shares. The Company does not have any financial instruments as defined by SFAS No. 150. The adoption of SFAS No. 150 did not have a material effect on the Company's consolidated financial statements.

In November 2002, the FASB issued FASB Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" (FIN 45). FIN 45 clarifies the requirements for a guarantor's accounting for and disclosure of certain guarantees issued and outstanding. The initial recognition and initial measurement provisions of FIN 45 are applicable to guarantees issued or modified after December 31, 2002. The disclosure requirements of FIN 45 are effective for financial statements for periods ending after December 15, 2002. The adoption of FIN 45 did not effect the Company's consolidated financial statements.

In December 2003, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 46 (Revised December 2003), "Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51" (FIN 46R). This standard replaces FIN 46, Consolidation of Variable Interest Entities" that was issued in January 2003. FIN 46R modifies or clarifies various provisions of FIN 46. FIN 46R addresses the consolidation of business enterprises of variable interest entities (VIEs), as defined by FIN 46R. FIN 46R exempts certain entities from its requirements and provides for special effective dates for entities that have fully or partially applied FIN 46 prior to issuance of FIN 46R. Otherwise, application of FIN 46R is required in financial statements of public entities that have interest in structures commonly referred to as special purpose entities for periods ending after December 15, 2003. Application by the Company for all other types of VIEs is required in financial statements for periods ending no later than the quarter ended January 31, 2005. The Company does not expect the adoption of FIN 46R to have a material effect on the Company's consolidated financial statements

27

DISCLOSURES ABOUT CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

The following summarizes our contractual obligations at December 31, 2003, and the effect these contractual obligations are expected to have on our liquidity and cash flows in future periods (in thousands):

	Total	1 Year of Less	1-3 Years	Over 3 Years
Operating Leases	$7,199,000	$534,000	$1,569,000	$5,096,000
Capital Leases	230,179	69,556	160,623	---------
Long Term Debt	4,786,877	998,813	3,602,829	185,235
Wholesale Line of Credit	976,314	$976,314	---------	---------
Total	$13,192,370	$2,578,683	$5,332,452	$5,281,235

FORWARD LOOKING STATEMENTS

From time to time, the Company may publish forward-looking statements relating to such matters as anticipated financial performance, business prospects, technological developments, new products, and similar matters. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements including those made in this document. In order to comply with the terms of the Private Securities Litigation Reform Act, the Company notes that a variety of factors could cause the Company's actual results and experience to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements. The risks and uncertainties that may affect the operations, performance, developments and results of the Company's business include the following: national and regional economic conditions; pending and future legislation affecting the IT and telecommunications industry; stability of foreign governments; market acceptance of the Company's products and services; the Company's continued ability to provide integrated communication solutions for customers in a dynamic industry; and other competitive factors. Because these and other factors could affect the Company's operating results, past financial performance should not necessarily be considered as a reliable indicator of future performance, and investors should not use historical trends to anticipate future period results.

28

ITEM 7A

QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Vicom is not subject to any material interest rate risk as any current lending agreements are at a fixed rate of interest except for the note payable to Laurus Master Fund, Ltd., which is three percent over the prime interest rate.

ITEM 8.

CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

VICOM, INCORPORATED AND SUBSIDIARIES

New Hope, Minnesota

December 31, 2003 and 2002

CONSOLIDATED FINANCIAL STATEMENTS

Including Report of Independent Auditors

VICOM, INCORPORATED AND SUBSIDIARIES

TABLE OF CONTENTS

REPORT OF INDEPENDENT AUDITORS

To Stockholders, Board of Directors, and Audit Committee
Vicom, Incorporated and subsidiaries

We have audited the accompanying consolidated balance sheets of Vicom, Incorporated and subsidiaries as of December 31, 2003 and 2002, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2003. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Vicom, Incorporated and subsidiaries as of December 31, 2003 and 2002, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

/s/ VIRCHOW, KRAUSE & COMPANY, LLP

Minneapolis, Minnesota
February 16, 2004

Page 1

VICOM, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2003 and 2002
ASSETS

	2003	
CURRENT ASSETS		
Cash and cash equivalents	$ 2,945,960	$
Certificate of deposit	250,000	
Accounts receivable, net	1,658,114	
Inventories, net	1,973,817	
Other current assets	96,550	
Total Current Assets	6,924,441	
PROPERTY AND EQUIPMENT, NET	3,589,704	
OTHER ASSETS		
Goodwill	2,748,879	
Other assets	639,861	
Total Other Assets	3,388,740	

TOTAL ASSETS	$ 13,902,885	$ 1
	============	===
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Checks issued in excess of cash in bank	$ 147,398	$
Wholesale line of credit	976,314	
Current portion of long-term debt	998,813	
Current portion of note payable - stockholder	81,554	
Current portion of capital lease obligations	54,939	
Accounts payable	1,771,699	
Accrued liabilities	1,459,705	
Deferred service obligations and revenue	315,227	
	------------	---
Total Current Liabilities	5,805,649	
LONG-TERM LIABILITIES		
Long-term debt, net	2,087,156	
Note payable - stockholder, net of current portion	32,837	
Capital lease obligations, net of current portion	142,898	
	------------	---
Total Liabilities	8,068,540	
	------------	---
MINORITY INTEREST IN SUBSIDIARY	26,634	
	------------	---
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Cumulative convertible preferred stock, no par value:		
8% Class A (27,931 and 27,831 shares issued and outstanding, $293,276 and $292,226 liquidation preference)	419,752	
10% Class B (8,700 and 6,200 shares issued and outstanding, $91,350 and $65,100 liquidation preference)	62,000	
10% Class C (125,400 and 131,510 shares issued and outstanding, $1,254,000 and $1,315,100 liquidation preference)	1,611,105	
15% Class E (77,650 and 70,000 shares issued and outstanding, $776,500 and $700,000 liquidation preference)	438,964	
Common stock, no par value (19,036,805 and 13,110,477 shares issued; 19,019,786 and 13,065,410 shares outstanding)	7,726,505	
Stock subscriptions receivable	(418,085)	
Options and warrants	30,514,872	2
Unamortized compensation	(217,210)	
Accumulated deficit	(34,330,192)	(2
	------------	---
Total Stockholders' Equity	5,807,711	
	------------	---
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 13,902,885	$ 1
	============	===

See accompanying notes to consolidated financial statements.

PAGE 2

VICOM, INCORPORATED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
Years Ended December 31, 2003, 2002 and 2001

	2003	2002
REVENUES	$ 22,640,421	$ 24,540,969
COST AND EXPENSES		
Cost of products and services	15,952,019	18,036,750
Selling, general and administrative	10,184,709	9,337,292
Total costs and expenses	26,136,728	27,374,042
LOSS FROM OPERATIONS	(3,496,307)	(2,833,073)
OTHER INCOME (EXPENSE)		
Interest expense	(897,704)	(1,604,512)
Interest income	16,309	64,083
Other income (expense)	(20,668)	(64,557)
Total Other Expense	(902,063)	(1,604,986)
LOSS BEFORE MINORITY INTEREST IN SUBSIDIARY	(4,398,370)	(4,438,059)
Minority interest in subsidiary	33,366	--
NET LOSS	(4,365,004)	(4,438,059)
Preferred stock dividends	248,689	153,578
LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS	$ (4,613,693)	$ (4,591,637)
LOSS PER COMMON SHARE- BASIC AND DILUTED	$ (0.29)	$ (0.39)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING - BASIC AND DILUTED	16,112,231	11,735,095

See accompanying notes to consolidated financial statements.

VICOM, INCORPORATED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

Years Ended December 31, 2003, 2002, and 2001

	Cumulative C			
	8% Class A		10% Class B	
	Shares	Amount	Shares	Amount
BALANCES, December 31, 2000	--	$ --	22,836	$ 218,869
Stock issued:				
Cash	32,050	320,500	--	--
Stock subscriptions receivable	--	--	--	--
Acquisition of assets	10,640	106,400	--	--
Purchase of intangible asset	--	--	--	--
Guarantee of debt financing	--	--	--	--
Conversion of accounts payable	3,500	35,000	--	--
Conversion of accrued liabilities	9,631	96,306	--	--
Conversion of notes payable	5,804	58,044	--	--
Conversion of preferred stock	(31,000)	(310,000)	(13,150)	(131,500
Conversion of dividends payable	6,030	60,300	--	--
Redemption of preferred stock	(7,783)	(77,830)	(986)	(369
Discount on preferred stock related to warrants	--	145,147	--	--
Interest receivable on stock subscription receivable	--	--	--	--
Warrants issued:	--	--		
Preferred stock	--	--	--	--
Common stock	--	--	--	--
Debt	--	--	--	--
Deferred compensation expense related to stock options issued below fair market value	--	--	--	--
Deferred compensation expense	--	--	--	--
Restricted stock:	--	--		
Issued	--	--	--	--
Forfeited	--	--	--	--
Amortization expense	--	--	--	--
Repricing of warrants	--	--	--	--
Embedded value with Pyramid Trading warrants	--	--	--	--
Preferred stock dividends	--	--	--	--
Net loss	--	--	--	--
BALANCES, December 31, 2001	28,872	433,867	8,700	87,000
Stock issued:				
Cash	--	--	--	--
Reduction of stock subscriptions receivable for fees related to equity transactions	--	--	--	--
Acquisition of assets	1,859	18,590	--	--
Guarantee of debt financing	--	--	--	--

	14% Class D		15% Class E	
	Shares	Amount	Shares	Amount
BALANCES, December 31, 2000	72,500	$ 802,813	--	$ --
Stock issued:				
Cash	--	--	--	--
Stock subscriptions receivable	--	--	--	--
Acquisition of assets	--	--	--	--
Purchase of intangible asset	--	--	--	--
Guarantee of debt financing	--	--	--	--
Conversion of accounts payable	--	--	--	--
Conversion of accrued liabilities	--	--	--	--
Conversion of notes payable	10,000	100,000	--	--
Conversion of preferred stock	--	--	--	--
Conversion of dividends payable	--	--	--	--
Redemption of preferred stock	(42,500)	(425,000)	--	--
Discount on preferred stock related to warrants	--	(60,313)	--	--
Interest receivable on stock subscription receivable	--	--	--	--
Warrants issued:				
Preferred stock	--	--	--	--
Common stock	--	--	--	--
Debt	--	--	--	--
Deferred compensation expense related to stock options issued below fair market value	--	--	--	--
Deferred compensation expense	--	--	--	--
Restricted stock:				
Issued	--	--	--	--
Forfeited	--	--	--	--
Amortization expense	--	--	--	--
Repricing of warrants	--	--	--	--
Embedded value with Pyramid Trading warrants	--	--	--	--
Preferred stock dividends	--	--	--	--
Net loss	--	--	--	--
BALANCES, December 31, 2001	40,000	417,500	--	--
Stock issued:				
Cash	--	--	10,000	100,000
Reduction of stock subscriptions receivable for fees related to equity transactions	--	--	--	--
Acquisition of assets	--	--	--	--
Guarantee of debt financing	--	--	--	--

See accompanying notesd to consolidated financial statements.

VICOM, INCORPORATED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years Ended December 31, 2003, 2002, and 2001

	Cumulative C			
	8% Class A		10% Class B	
	Shares	Amount	Shares	Amou
Services rendered	--	--	--	
Conversion of accounts payable	--	--	--	
Conversion of notes payable and accrued interest	--	--	--	
Conversion of accrued interest	--	--	--	
Conversion of preferred stock	--	--	(2,500)	(25
Redemption of preferred stock	(2,900)	(29,000)	--	
Discount on preferred stock related to warrants issued	--	(5,205)	--	
Interest receivable on stock subscription receivable	--	--	--	
Warrants issued:				
Preferred stock	--	--	--	
Common stock	--	--	--	
Debt	--	--	--	
Deferred compensation expense related to stock options issued below fair market value	--	--	--	
Deferred compensation expense	--	--	--	
Restricted stock:				
Issued and outstanding	--	--	--	
Forfeited	--	--	--	
Amortization expense	--	--	--	
Embedded value with Pyramid Trading warrants	--	--	--	
Preferred stock dividends	--	--	--	
Net loss	--	--	--	
BALANCES, December 31, 2002	27,831	418,252	6,200	62
Stock issued:				
Cash	100	1,000	2,500	25
Exercise of warrants	--	--	--	
Cashless exercise of warrants	--	--	--	
Exercise of stock options	--	--	--	
Reduction of stock subscriptions receivable for fees related to equity transactions	--	--	--	
Acquisition of assets	--	--	--	
Conversion of accounts payable	--	--	--	
Conversion of notes payable	--	--	--	
Conversion of accrued interest	--	--	--	
Conversion of preferred stock	--	--	--	
Conversion of dividends payable	--	--	--	
Redemption of preferred stock	--	--	--	

Intrinsic value of convertible feature	--	500	--	
Discount on preferred stock related to warrants issued	--	--	--	(25
Stock subscriptions receivable:				
Cash payments	--	--	--	
Increase reserve	--	--	--	
Interest collected	--	--	--	
Warrants issued:				
Preferred stock	--	--	--	
Common stock	--	--	--	

	14% Class D		15% Class E	
	Shares	Amount	Shares	Amoun
Services rendered	--	--	--	
Conversion of accounts payable	--	--	--	
Conversion of notes payable and accrued interest	(30,000)	(300,000)	60,000	600,
Conversion of accrued interest	--	--	--	
Conversion of preferred stock	(10,000)	(100,000)	--	
Redemption of preferred stock	--	--	--	
Discount on preferred stock related to warrants issued	--	(17,500)	--	(304,
Interest receivable on stock subscription receivable	--	--	--	
Warrants issued:				
Preferred stock	--	--	--	
Common stock	--	--	--	
Debt	--	--	--	
Deferred compensation expense related to stock options issued below fair market value	--	--	--	
Deferred compensation expense	--	--	--	
Restricted stock:				
Issued and outstanding	--	--	--	
Forfeited	--	--	--	
Amortization expense	--	--	--	
Embedded value with Pyramid Trading warrants	--	--	--	
Preferred stock dividends	--	--	--	
Net loss	--	--	--	
BALANCES, December 31, 2002	--	--	70,000	395,
Stock issued:				
Cash	--	--	--	
Exercise of warrants	--	--	--	
Cashless exercise of warrants	--	--	--	
Exercise of stock options	--	--	--	
Reduction of stock subscriptions receivable for fees related to equity transactions	--	--	--	
Acquisition of assets	--	--	7,650	76,
Conversion of accounts payable	--	--	--	
Conversion of notes payable	--	--	--	

Conversion of accrued interest	--	--	--	
Conversion of preferred stock	--	--	--	
Conversion of dividends payable	--	--	--	
Redemption of preferred stock	--	--	--	
Intrinsic value of convertible feature	--	--	--	
Discount on preferred stock related to warrants issued	--	--	--	(33,
Stock subscriptions receivable:				
Cash payments	--	--	--	
Increase reserve	--	--	--	
Interest collected	--	--	--	
Warrants issued:				
Preferred stock	--	--	--	
Common stock	--	--	--	

See accompanying notes to consolidated financial statements.

VICOM, INCORPORATED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years Ended December 31, 2003, 2002, and 2001

	Cumulative C			
	8% Class A		10% Class B	
	Shares	Amount	Shares	Amount
Debt	--	--	--	
Services rendered	--	--	--	
Deferred compensation expense related to stock options issued below fair market value	--	--	--	
Deferred compensation expense	--	--	--	
Restricted stock:				
Forfeited	--	--	--	
Amortization expense	--	--	--	
Embedded value with Laurus warrants	--	--	--	
Preferred stock dividends	--	--	--	
Net loss	--	--	--	
BALANCES, December 31, 2003	27,931	$ 419,752	8,700	$ 62,0

	14% Class D Shares	14% Class D Amount	15% Class E Shares	15% Class E Amount
Debt	--	--	--	
Services rendered	--	--	--	
Deferred compensation expense related to stock options issued below fair market value	--	--	--	
Deferred compensation expense	--	--	--	
Restricted stock:				
Forfeited	--	--	--	
Amortization expense	--	--	--	
Embedded value with Laurus warrants	--	--	--	
Preferred stock dividends	--	--	--	
Net loss	--	--	--	
BALANCES, December 31, 2003	--	$ --	77,650	$ 438,9

See accompanying notes to consolidated financial statements.

VICOM, INCORPORATED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years Ended December 31, 2003, 2002, and 2001

	Common Stock Shares	Common Stock Amount	Stock Subscriptio Receivabl
BALANCES, December 31, 2000	8,137,181	$ 1,340,074	$
Stock issued:			
Cash	1,092,953	421,566	
Stock subscriptions receivable	800,000	610,000	(610,0
Acquisition of assets	87,000	261,000	
Purchase of intangible assets	50,000	83,750	
Guarantee of debt financing	100,000	120,000	
Conversion of accounts payable	--	--	
Conversion of accrued liabilities	10,000	9,007	
Conversion of notes payable	20,000	50,000	
Conversion of preferred stock	382,027	528,742	
Conversion of dividends payable	--	--	
Redemption of preferred stock	--	--	
Discount on preferred stock related to warrants	--	--	
Interest receivable on stock subscription receivable	--	--	(21,6
Warrants issued:			
Preferred stock	--	--	

Common stock	--	--	
Debt	--	--	
Deferred compensation expense related to stock options issued below fair market value			
Deferred compensation expense	--	--	
Restricted stock			
Issued	83,000	308,145	
Forfeited	(82,711)	(289,180)	
Amortization expense	--	--	
Repricing of warrants	--	--	
Embedded value with Pyramid Trading warrants	--	--	
Preferred stock dividends	--	--	
Net loss	--	--	
BALANCES, December 31, 2001	10,679,450	3,443,104	(631,6
Stock issued:			
Cash	1,548,120	274,414	7,8
Reduction of stock subscriptions receivable for fees related to equity transactions	--	(40,563)	40,5
Acquisition of assets	--	--	
Guarantee of debt financing	25,000	14,750	
Services rendered	35,214	27,700	
Conversion of accounts payable	7,500	7,255	
Conversion of notes payable and accrued interest	554,569	460,001	
Conversion of accrued interest	117,787	119,881	

	Unamortized Compensation	Accumulated Deficit	Total
BALANCES, December 31, 2000	$ (278,138)	$(12,506,102)	$ 5,876,3
Stock issued:			
Cash	--	--	742,0
Stock subscriptions receivable	--	--	
Acquisition of assets	--	--	367,4
Purchase of intangible assets	--	--	83,7
Guarantee of debt financing	--	--	120,0
Conversion of accounts payable	--	--	35,0
Conversion of accrued liabilities	--	--	105,3
Conversion of notes payable	--	--	208,0
Conversion of preferred stock	--	--	9,2
Conversion of dividends payable	--	--	60,3
Redemption of preferred stock	--	--	(538,1
Discount on preferred stock related to warrants	--	68,948	116,2
Interest receivable on stock subscription receivable	--	--	(21,6
Warrants issued:			
Preferred stock	--	--	87,4
Common stock	--	--	544,6
Debt	--	--	1,382,1
Deferred compensation expense related to stock options issued below fair market value	(1,244,250)	--	
Deferred compensation expense	239,461	--	239,4
Restricted stock			
Issued	(308,145)	--	
Forfeited	289,180	--	

Amortization expense	92,749	--	92,7
Repricing of warrants	--	(6,919,692)	
Embedded value with Pyramid Trading warrants	--	--	431,9
Preferred stock dividends	--	(432,669)	(432,6
Net loss	--	(5,325,552)	(5,325,5
BALANCES, December 31, 2001	(1,209,143)	(25,115,067)	4,184,0
Stock issued:			
Cash	--	--	382,2
Reduction of stock subscriptions receivable for fees related to equity transactions	--	--	
Acquisition of assets	--	--	
Guarantee of debt financing	--	--	14,7
Services rendered	--	--	27,7
Conversion of accounts payable	--	--	7,2
Conversion of notes payable and accrued interest	--	--	760,0
Conversion of accrued interest	--	--	119,8

See accompanying notes to consolidated financial statements.

VICOM, INCORPORATED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years Ended December 31, 2003, 2002, and 2001

	Common Stock		Stock
	Shares	Amount	Subscriptions Receivable
Conversion of preferred stock	140,000	150,000	--
Redemption of preferred stock	--	--	--
Discount on preferred stock related to warrants issued	--	--	--
Interest receivable on stock subscription receivable	--	--	(49,989)
Warrants issued:			
Preferred stock	--	--	--
Common stock	--	--	--
Debt	--	--	--
Deferred compensation expense related to stock options issued below fair market value	--	53,745	--
Deferred compensation expense	--	--	--
Restricted stock:			
Issued and outstanding	22,434	21,255	--
Forfeited	(19,597)	(65,710)	--
Amortization expense	--	--	--
Embedded value with Pyramid Trading warrants	--	--	--
Preferred stock dividends	--	--	--

Net loss	--	--	--
BALANCES, December 31, 2002	13,110,477	4,465,832	(633,195)
Stock issued:			
Cash	4,477,279	1,947,197	--
Exercise of warrants	258,790	262,030	--
Cashless exercise of warrants	141,529	--	--
Exercise of stock options	3,000	3,750	--
Reduction of stock subscriptions receivable for fees related to equity transactions	--	(36,977)	36,977
Acquisition of assets	--	--	--
Conversion of accounts payable	85,000	120,690	--
Conversion of notes payable	654,202	762,000	--
Conversion of accrued interest	63,539	66,172	--
Conversion of preferred stock	66,666	40,000	--
Conversion of dividends payable	187,164	113,209	--
Redemption of preferred stock	--	--	--
Intrinsic value of convertible feature	--	--	--
Discount on preferred stock related to warrants issued	--	--	--
Stock subscriptions receivable:			
Cash payments	--	--	105,806
Increase reserve	--	--	71,000
Interest collected	--	--	1,327
Warrants issued:			
Preferred stock	--	--	--
Common stock	--	--	--
Debt	--	--	--
Services rendered	--	--	--
Deferred compensation expense related to stock options issued below fair market value	--	--	--
Deferred compensation expense	--	--	--
Restricted stock:			

	Unamortized Compensation	Accumulated Deficit	Total
Conversion of preferred stock	--	--	--
Redemption of preferred stock	--	--	(84,000)
Discount on preferred stock related to warrants issued	--	(9,295)	(357,262)
Interest receivable on stock subscription receivable	--	--	(49,989)
Warrants issued:			
Preferred stock	--	--	324,324
Common stock	--	--	575,119
Debt	--	--	879,382
Deferred compensation expense related to stock options issued below fair market value	4,307	--	4,707
Deferred compensation expense	78,292	--	78,292
Restricted stock:			
Issued and outstanding	(21,255)	--	--

Forfeited	65,710	--	--
Amortization expense	400,000	--	400,000
Embedded value with Pyramid Trading warrants	--	--	(32,503)
Preferred stock dividends	--	(153,578)	(153,578)
Net loss	--	(4,438,059)	(4,438,059)
BALANCES, December 31, 2002	(682,089)	(29,715,999)	2,642,285
Stock issued:			
Cash	--	--	1,973,197
Exercise of warrants	--	--	262,030
Cashless exercise of warrants	--	--	--
Exercise of stock options	--	--	3,750
Reduction of stock subscriptions receivable for fees related to equity transactions	--	--	--
Acquisition of assets	--	--	76,500
Conversion of accounts payable	--	--	192,690
Conversion of notes payable	--	--	762,000
Conversion of accrued interest	--	--	66,172
Conversion of preferred stock	--	--	--
Conversion of dividends payable	--	--	113,209
Redemption of preferred stock	--	--	(93,100)
Intrinsic value of convertible feature	--	(500)	(27,202)
Discount on preferred stock related to warrants issued	--	--	(58,314)
Stock subscriptions receivable:			
Cash payments	--	--	105,806
Increase reserve	--	--	71,000
Interest collected	--	--	1,327
Warrants issued:			
Preferred stock	--	--	58,314
Common stock	--	--	2,050,507
Debt	--	--	883,711
Services rendered	--	--	321,920
Deferred compensation expense related to stock options issued below fair market value	367	--	367
Deferred compensation expense	47,114	--	47,114
Restricted stock:			

See accompanying notes to consolidated financial statements.

VICOM, INCORPORATED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years Ended December 31, 2003, 2002, and 2001

	Common Stock		Stock Subscriptions Receivable	Options and Warrants
	Shares	Amount		
Forfeited	(10,841)	(17,398)	--	

Amortization expense	--	--	--	
Embedded value with Laurus warrants	--	--	--	568,1
Preferred stock dividends	--	--	--	
Net loss	--	--	--	
BALANCES, December 31, 2003	19,036,805	$ 7,726,505	$ (418,085)	$ 30,514,8

	Unamortized Compensation	Accumulated Deficit	Total
Forfeited	17,398	--	--
Amortization expense	400,000	--	400,000
Embedded value with Laurus warrants	--	--	568,121
Preferred stock dividends	--	(248,689)	(248,689)
Net loss	--	(4,365,004)	(4,365,004)
BALANCES, December 31, 2003	$ (217,210)	$(34,330,192)	$ 5,807,711

See accompanying notes to consolidated financial statements.

VICOM, INCORPORATED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended December 31, 2003, 2002, and 2001

	2003
CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss	$(4,365,004)
Adjustments to reconcile net loss to cash flows from operating activities:	
Depreciation	948,796
Amortization	47,583

Amortization of deferred compensation	447,481
Amortization of original issue discount	405,248
Write off of notes receivable and investment	19,069
Reserve for stock subscriptions and interest receivable	71,000
Impairment reserve on property and equipment	--
Common stock issued for services	--
Loss on sale of property and equipment	79,394
Interest receivable on stock subscription receivable	1,327
Warrants issued for services	321,920
Warrants issued with debt conversion	--
Discount on preferred stock related to warrants	--
Minority interest in subsidiary	(33,366)
Changes in operating assets and liabilities:	
Accounts receivable, net	289,890
Inventories, net	(509,762)
Other current assets	70,264
Other assets	(143,101)
Wholesale line of credit	(314,069)
Accounts payable and accrued liabilities	122,403
Deferred service obligations and revenue	(39,321)
Net Cash Flows from Operating Activities	(2,580,248)
CASH FLOWS FROM INVESTING ACTIVITIES	
Proceeds from sale of property and equipment	15,492
Purchases of property and equipment	(526,936)
Payments received on notes receivable	--
Payments for investment in joint venture	(64,878)
Purchase of certificate of deposit	(250,000)
Net Cash Flows from Investing Activities	(826,322)
CASH FLOWS FROM FINANCING ACTIVITIES	
Increase in checks issued in excess of cash in bank	147,398
Proceeds from long-term debt and warrants issued with long-term debt	1,659,726
Proceeds from note payable - stockholder	124,000
Payments received on stock subscriptions receivable	105,806
Payments on long-term debt	(200,768)
Payments on note payable - stockholder	(9,609)
Payments on capital lease obligations	(75,301)
Proceeds from issuance of stock and warrants	4,023,704
Redemption of preferred stock	(93,100)
Preferred dividends	(135,481)
Exercise of stock options	3,750
Exercise of warrants	262,030
Net Cash Flows from Financing Activities	5,812,155
NET CHANGE IN CASH AND CASH EQUIVALENTS	2,405,585
CASH AND CASH EQUIVALENTS - Beginning of Year	540,375
CASH AND CASH EQUIVALENTS - END OF YEAR	$ 2,945,960

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See accompanying notes to consolidated financial statements.

VICOM, INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2003, 2002 and 2001

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Vicom, Inc. (the Company) was incorporated in Minnesota in September 1975. The Company provides voice, data and video services to business, government and multi-dwelling customers. The Company's products and services are sold to customers located throughout the United States of America.

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern that contemplates the realization of assets and satisfaction of liabilities in the normal course of business. For the years ended December 31, 2003, 2002, and 2001, the Company incurred net losses of $4,365,004, $4,438,059 and $5,325,552, respectively. At December 31, 2003, the Company had an accumulated deficit of $34,330,192. The Company's ability to continue as a going concern is dependent on it ultimately achieving profitability and/or raising additional capital. Management intends to obtain additional debt or equity capital to meet all of its existing cash obligations and fund commitments on planned Multiband projects; however, there can be no assurance that the sources will be available or available on terms favorable to the Company. Management anticipates that the impact of the actions listed below will generate sufficient cash flows to pay current liabilities, long-term debt and capital lease obligations and fund the Company's future operations:

1. Continued reduction of operating expenses by controlling payroll, professional fees and other general and administrative expenses.
2. Solicit additional equity investment in the Company by either issuing preferred or common stock.
3. Continue to market Multiband services and acquire additional multi-dwelling unit customers.
4. Control capital expenditures by contracting Multiband services and equipment through a landlord-owned equipment program.
5. Establish market for wireless internet services.

Principles of Consolidation

The consolidated financial statements include the accounts of Vicom, Incorporated (Vicom) and its wholly owned subsidiaries, Corporate Technologies, USA, Inc. (CTU), and Multiband, Inc. (Multiband) which provides voice, data and video services to residential multi-dwelling units. In February 2003, the Company formed a 50% owned subsidiary, Multiband USA, Inc. (MB USA) with Pace Electronics, Inc. (PACE) a video wholesaler, and provides the same services as

Multiband). As part of the subsidiary agreement, the Company has the right to elect two of the three board of directors and, at its sole option and discretion, shall have the right, but not the obligation to convert one Vicom common share for every ten shares of Multiband USA issued to PACE (Notes 2 and 17). Based on the Company's control of the subsidiary, the operating results have been consolidated. All significant intercompany transactions and balances have been eliminated in consolidation.

On January 1, 2004, the Company merged Multiband into CTU.

Revenues and Cost Recognition

The Company earns revenues from five sources: 1) Video and computer technology products which are sold but not installed, 2) Voice, video and data communication products which are sold and installed, 3) Service revenues related to communication products which are sold and both installed and not installed 4) Multiband user charges to multiple dwelling units, and 5) MB USA user charges to timeshares.

Revenues from video and computer technology products, which are sold but not installed, are recognized when delivered and the customer has accepted the terms and has the ability to fulfill the terms. Product returns and customer discounts are netted against revenues.

Customers contract for both the purchase and installation of voice and data networking technology products and certain video technologies products on one sales agreement, as installation of the product is essential to the functionality of the product. Revenues are recognized when the products are delivered and installed and the customer has accepted the terms and has the ability to fulfill the terms.

Service revenues related to technology products including consulting, training and support are recognized when the services are provided. Service revenues accounted for less than 10% of total revenues for the years ended December 31, 2003, 2002 and 2001. The Company, if the customer elects, enters into equipment maintenance agreements for products sold once the original manufacturer's warranty has expired. Revenues from all equipment maintenance agreements are recognized on a straight-line basis over the terms of each contract. Costs for services are expensed as incurred.

Multiband and MB USA user charges are recognized as revenues in the period the related services are provided.

Warranty costs incurred on new product sales are substantially reimbursed by the equipment suppliers.

Cash and Cash Equivalents

The Company includes as cash equivalents, investments with original maturities of three months or less when purchased, which are readily convertible into known amounts of cash. The Company deposits its cash in high credit quality financial institutions. The balances, at times, may exceed federally insured limits.

Certificate of Deposit

The Company has a certificate of deposit which matures in October 2004.

Accounts Receivable

The Company reviews customers' credit history before extending unsecured credit and establishes an allowance for uncollectible accounts based upon factors surrounding the credit risk of specific customers and other information. Credit risk on accounts receivable is minimized as a result of the large and diverse nature of the Company's customer base. Invoices are due 30 days after presentation. Accounts receivable over 30 days are considered past due. The Company does not accrue interest on past due accounts receivable. Receivables are written off only after all collection attempts have failed and are based on individual credit evaluation and specific circumstances of the customer. Accounts receivable are shown net of an allowance for uncollectible accounts of $223,000 and $236,000 at December 31, 2003 and 2002, respectively. Accounts receivable over 90 days were $433,000 and $331,000 at December 31, 2003 and 2002, respectively.

Inventories

Inventories, consisting principally of purchased telecommunication, networking and computer equipment and parts, are stated at the lower of cost or market. Cost is determined using an average cost method for telecommunication and networking equipment and the first-in, first-out (FIFO) method for computer equipment. Nonmonetary exchanges of inventory items with third parties are recorded at the net book value of the items exchanged with no gains or losses recognized.

Property and Equipment

Property, equipment and leasehold improvements are recorded at cost. Improvements are capitalized while repairs and maintenance costs are charged to operations when incurred. Property and equipment is depreciated or amortized using the straight-line method over estimated useful lives ranging from three to seven years. Leasehold improvements are amortized using the straight-line method over the shorter of the lease term or the estimated useful life of the assets.

Debt Issuance Costs

Debt issuance costs are amortized over the life of the loan of approximately three years using the straight-line method, which approximates the interest method.

Goodwilll and Other Intangible Assets

Goodwill represents the excess of acquisition costs over the fair value of identifiable net assets acquired and was being amortized using the straight-line method over ten years. Accumulated amortization was $782,278 at December 31, 2003 and 2002.

In June 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 141, "Business Combinations", effective for acquisitions initiated on or after July 1, 2001, and No. 142, "Goodwill and Other Intangible Assets", effective for fiscal years beginning after December 15, 2001. SFAS No. 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001, and includes guidance on the initial recognition and measurement of goodwill and other intangible assets arising from business combinations. SFAS No. 142 indicates that goodwill (and intangible assets deemed to have indefinite lives) will no longer be amortized but will be subject to annual impairment tests. Other intangible assets will continue to be amortized over their useful lives. The Company adopted SFAS No. 142 effective January 1, 2002. The Company performed the required goodwill impairment test during the years ended December 31, 2003 and 2002.

As part of compliance with this standard, the Company obtained an independent appraisal to assess the fair value of its business units to determine whether goodwill carried on its books was impaired and the extent of such impairment, if any for the years ended December 31, 2003 and 2002. For the year ended December 31, 2003, the independent appraisal used the discounted future returns method to measure the fair value of its business units rather than the income method which was used for 2002. The method of valuation was changed due to the Company changing its business model and historical results, which are used for the income method, would not accurately evaluate the value of future economic benefits. Under the discounted future returns method, future benefits over a period of time are estimated and then discounted back to present value. For the year ended December 31, 2002, the independent appraisal used the income method to measure the fair value of its business units. Under the income method, value is dependent on the present value of future economic benefits to be derived from ownership. Future net cash flows available for distribution are discounted at market-based rates of return to provide indications of value. The independent appraiser used a discount factor of 16.8% and 18.35% for the years ended December 31, 2003 and 2002, respectively. Based upon this independent appraisal, the Company determined that its current goodwill balances were not impaired as of December 31, 2003 and 2002.

Components of intangible assets are as follows:

	December 31, 2003		Decembe
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount
Intangible assets subject to amortization			
Domain name	$ 83,750	$ 39,083	$ 83,750
Access contracts	60,000	13,334	--
Debt issuance costs	115,500	3,208	--
Customer cable lists	300,000	--	--
Total	$ 559,250	$ 55,625	$ 83,750
Intangible assets not subject to amortization			
Goodwill	$ 3,531,157	$ 782,278	$ 3,531,157

Amortization of intangible assets was $33,291, $16,750 and $5,583 for the years ended December 31, 2003, 2002 and 2001, respectively. Estimated amortization expense of intangible assets for the years ending December 31, 2004, 2005, 2006, 2007, and 2008 is $135,250, $135,250, $113,125, $60,000 and $60,000, respectively. The Company's loss attributable to common stockholders, excluding goodwill amortization expense, for the years ended December 31, 2003, 2002 and 2001 would have been as follows had we adopted SFAS No. 142 on January 1, 2000:

	2003	2002	2
Loss attributable to common stockholders - as reported	$ (4,613,693)	$ (4,591,637)	$ (5,
SFAS No. 142 amortization adjustment	--	--	
Loss attributable to common stockholders - as adjusted	(4,613,693)	(4,591,637)	(5,
Basic and diluted net loss per share - as reported	(0.29)	(0.39)	
Basic and diluted net loss per share - adjusted	(0.29)	(0.39)	

Intangible Assets

The Company amortizes a domain name acquired during the year ended December 31, 2001 over its estimated useful life of five years using the straight-line method. The Company amortizes access contracts acquired during the year ended December 31, 2003 over the estimate useful life of three years using the straight-line method. The Company will amortize the customer cable lists acquired on December 31, 2003 over five years beginning January 1, 2004.

Advertising Costs

Advertising costs are charged to expense as incurred. Advertising costs were $146,906, $104,788 and $230,629 for the years ended December 31, 2003, 2002 and 2001, respectively, and are included in selling, general and administrative expenses in the consolidated statements of operations.

Shipping and Handling Costs

In accordance with Emerging Issues Task Force (EITF) Issue 00-10, "Accounting for Shipping and Handling Fees and Costs," the Company is including shipping and handling revenues in revenues and shipping and handling costs in cost of products and services.

Income Taxes

The Company utilizes the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to temporary differences between the financial statement and income tax reporting bases of assets and liabilities. Deferred tax assets are reduced by a valuation allowance to the extent that realization is not assured.

Stock-Based Compensation

In accordance with Accounting Principles Board (APB) Opinion No. 25 and related interpretations, the Company uses the intrinsic value-based method for measuring stock-based compensation cost which measures compensation cost as the excess, if any, of the quoted market price of the Company's common stock at the grant date over the amount the employee must pay for the stock. The Company's general policy is to grant stock options at fair value at the date of grant. Options and warrants issued to nonemployees are recorded at fair value, as required by SFAS No. 123 "Accounting for Stock-Based Compensation," (SFAS No. 123), using the Black Scholes pricing model. The Company has adopted the disclosure only provision of SFAS No. 148, "Accounting for Stock-Based Compensation."

Pursuant to APB No. 25 and related interpretations, $447,481, $482,999 and $332,210 of compensation cost has been recognized in the accompanying consolidated statements of operations for the years ended December 31, 2003, 2002 and 2001, respectively. Had compensation cost been recognized based on the fair values of options at the grant dates consistent with the provisions of SFAS No. 123, the Company's loss attributable to common stockholders and basic and diluted loss per common share would have increased to the following pro forma amounts for the years ended December 31:

	2003	2002
Loss attributable to common stockholders	$ (4,613,693)	$ (4,591,637)
Pro forma loss attributable to common shares	$ (5,363,381)	$ (4,915,649)
Basic and diluted net loss per share:		
As reported	$ (0.29)	$ (0.39)
Pro forma loss attributable to common shares	$ (0.33)	$ (0.42)
Stock-based compensation:		
As reported	$ 447,481	$ 482,999
Pro forma	$ 749,688	$ 324,012

In determining the compensation cost of the options granted during fiscal 2003, 2002, and 2001, as specified by SFAS No. 123, the fair value of each option grant has been estimated on the date of grant using the Black-Scholes option pricing model and the weighted average assumptions used in these calculations are summarized as follows:

	2003	2002
Risk-free interest rate	3.00%	4.40%
Expected life of options granted	10 years	10 years
Expected volatility range	170%	170%
Expected dividend yield	0%	0%

Net Loss per Common Share

Basic net loss per common share is computed by dividing the loss attributable to common stockholders by the weighted average number of common shares outstanding for the reporting period. Diluted net loss per common share is computed by dividing loss attributable to common stockholders by the sum of the weighted average number of common shares outstanding plus all additional common stock that would have been outstanding if potentially dilutive common shares related to common share equivalents (stock options, stock warrants, convertible preferred shares, and issued but not outstanding restricted stock) had been issued. All options, warrants, convertible preferred shares, and restricted stock outstanding during the years ended December 31, 2003, 2002 and 2001 were anti-dilutive.

Recently Issued Accounting Pronouncements

In April 2003, the FASB issued SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities," effective for contracts entered into or modified after June 30, 2003. This amendment clarifies when a contract meets the characteristics of a derivative, clarifies when a derivative contains a financing component and amends certain other existing pronouncements. The adoption of SFAS No. 149 did not have a material effect on the Company's consolidated financial statements.

VICOM, INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2003, 2002 and 2001

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial lnstruments with Characteristics of both Liabilities and Equity." SFAS No. 150 is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. SFAS No. 150 requires the classification as a liability of any financial instruments with a mandatory redemption feature, an obligation to repurchase equity shares, or a conditional obligation based on the issuance of a variable number of its equity shares. The Company does not have any financial instruments as defined by SFAS No. 150. The adoption of SFAS No. 150 did not have a material effect on the Company's consolidated financial statements.

In November 2002, the FASB issued FASB Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" (FIN 45). FIN 45 clarifies the requirements for a guarantor's accounting for and disclosure of certain guarantees issued and outstanding. The initial recognition and initial measurement provisions of FIN 45 are applicable to guarantees issued or modified after December 31, 2002. The disclosure requirements of FIN 45 are effective for financial statements for periods ending after December 15, 2002. The adoption of FIN 45 did not effect the Company's consolidated financial statements.

In December 2003, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 46 (Revised December 2003), "Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51" (FIN 46R). This standard replaces FIN 46, Consolidation of Variable Interest Entities" that was issued in January 2003. FIN 46R modifies or clarifies various provisions of FIN 46. FIN 46R addresses the consolidation of business enterprises of variable interest entities (VIEs), as defined by FIN 46R. FIN 46R exempts certain entities from its requirements and provides for special effective dates for entities that have fully or partially applied FIN 46 prior to issuance of FIN 46R. Otherwise, application of FIN 46R is required in financial statements of public entities that have interest in structures commonly referred to as special purpose entities for periods ending after December 15, 2003. Application by the Company for all other types of VIEs is required in financial statements for periods ending no later than the quarter ended January 31, 2005. The Company does not expect the adoption of FIN 46R to have a material effect on the Company's consolidated financial statements.

Management's Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant management estimates relate to the allowances for doubtful accounts, inventory obsolescence, and stock subscriptions and interest receivable, property and equipment estimated useful lives, goodwill carrying value and the valuation of deferred income tax assets.

Financial Instruments

The carrying amounts for all financial instruments approximates fair value. The carrying amounts for cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate fair value because of the short maturity of these instruments. The fair value of capital lease obligations, note payable-stockholder and long-term debt approximates the carrying amounts based upon the Company's expected borrowing rate for debt with similar remaining maturities and comparable risk.

Reclassifications

Certain accounts in the prior years' consolidated financial statements have been reclassified for comparative purposes to conform with the presentation in the current year consolidated financial statements. These reclassifications had no effect on net loss or stockholders' equity.

NOTE 2 - BUSINESS ACQUISITIONS

During February 2003, the Company incorporated a new subsidiary, MB USA. This subsidiary was formed as a 50% owned joint venture agreement with PACE (Note 1). The reason for the joint venture with PACE is to continue to expand the Company's services related to multi-users of voice, data and video services.

On April 25, 2003, the Company, through MB USA, purchased certain video equipment assets, related rights to video subscribers and rights of access agreements from Suncoast Automation, Inc. (Suncoast). The purchase price was allocated to the acquired assets and assumed certain liabilities based on the estimated fair values as of the acquisition date. The purchase price was allocated to assets and liabilities acquired as follows:

Property and equipment	$ 504,224
Access contracts	60,000
Capital lease obligations	(54,224)
Net purchase price	$ 510,000

The net purchase price of $510,000 consisted entirely of cash paid. The consolidated results of operations on an unaudited pro forma basis are not presented separately as the results do not differ significantly from historical amounts presented herein.

On December 31, 2003, the Company purchased certain customer lists from Florida Cable, Inc. (Florida Cable) for $300,000 which was paid to Florida Cable on

January 2, 2004. In addition, the Company agreed to lease from Florida Cable equipment used in the operation of the cable television systems for six months for $1.00. After the six month lease period has expired, the Company has agreed to purchase the equipment for $165,000. If the Company fails to pay the $165,000 in full, all rights and title of the customer lists mentioned above will revert back to Florida Cable. At December 31, 2003, the Company has recorded the $165,000 liability associated with the contingent purchase of equipment.

NOTE 3 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at December 31:

	2003	2002
Leasehold improvements	$ 764,064	$ 732,931
Property and equipment - owned	5,318,243	4,230,560
Property and equipment under capital lease obligations	428,749	456,124
	6,511,056	5,419,615
Less accumulated depreciation and amortization	(2,921,352)	(2,170,642)
	$ 3,589,704	$ 3,248,973

Depreciation and amortization expense on property and equipment was $948,796, $981,985 and $1,019,581 for the years ended December 31, 2003, 2002 and 2001, respectively.

NOTE 4 - OTHER ASSETS

Other assets consisted of the following at December 31:

	2003	2002
Other current assets:		
Current portion of notes receivable	$ 2,983	$ 52,977
Prepaid expenses and other	93,567	173,797
Total other current assets	$ 96,550	$226,774

Noncurrent assets:		
Debt issuance costs, net	$112,292	$ --
Access contracts, net	46,666	--
Domain name, net	44,667	61,417
Customer cable lists	300,000	--
Prepaid expenses and other	136,236	109,236
Total other assets	$639,861	$170,653

At December 31, 2003 and 2002, the Company had notes receivable of $2,983 and $52,977, respectively. The remaining note was due in December 2003 with interest of 12% and was unsecured.

NOTE 5 - ACCRUED LIABILITIES

Accrued liabilities consisted of the following at December 31:

	2003	2002
Payroll and related taxes	$ 514,516	$ 398,415
Accrued preferred stock dividends	277,928	138,288
Payable - Florida Cable	465,000	--
Other	202,261	177,776
	$1,459,705	$ 714,479

NOTE 6 - WHOLESALE LINE OF CREDIT

At December 31, 2003, the Company has a $1,750,000 wholesale line of credit agreement with a financial institution, which expires on December 1, 2004, for the purchase of certain resale merchandise from certain suppliers. Interest is generally at 0% (if paid within certain terms of up to 45 days), and the wholesale line of credit is collateralized by the accounts receivable up to $300,000 as well as all of the inventory financed and the $1,450,000 letters of credit. The wholesale line of credit agreement is an agreement between the Company, financial institution, and certain vendors of the Company. The Company receives no funds from the financial institution, but pays the financial institution rather than certain vendors. The balance outstanding was $976,314 at December 31, 2003.

At December 31, 2002, the Company had a $1,450,000 wholesale line of credit agreement with a different financial institution, which expired with 30 day notice by either party, for the purchase of certain resale merchandise from certain suppliers. Interest was generally at 0% (if paid within certain terms, generally 30 days), and the wholesale line of credit was collateralized by the related inventories, accounts receivable and the $1,450,000 letters of credit. The wholesale line of credit agreement was an agreement between the Company, financial institution, and certain vendors of the Company. The Company received no funds from the financial institution, but paid the financial institution rather than certain vendors The balance outstanding was $1,290,383 at December 31, 2002.

NOTE 7 - LONG-TERM DEBT

Long-term debt consisted of the following at December 31:

Note payable - Pyramid Trading Limited Partnership, net of unamortized original issue discount and beneficial conversion of note payable into common stock of $59,557 and $59,250 at December 31, 2003 and 2002, respectively, quarterly interest payments at 10% (effective interest rate of 54.2%) through May 2004, monthly principal payments of $40,000, due May 2004, unsecured.	$ 140
Debenture payable - Convergent Capital Partners I, L.P., net of original issue discount of $432,504 and $595,295 at December 31, 2003 and 2002, respectively, monthly interest only payments through July 2005, monthly installments of $102,273 including interest at 14% (effective interest rate 18.4%) thereafter, due May 2007, secured by substantially all of the assets of the Company.	1,967
Demand debenture payable - Convergent Capital Partners I, L.P., monthly interest only payments at 14% through May 2007, due on demand or May 2007, secured by substantially all of the assets of the Company.	100
Note payable - Lexus Tower Limited Partnership, monthly installments of $5,987 including interest at 8.4%, due November 2010, secured by certain assets of the Company.	379
Note payable - Laurus Master Fund LTD, net of unamortized original issue discount and beneficial conversion of note payable into common stock of $1,208,847 at December 31, 2003, monthly installments of $45,455	

beginning in March 2004, including interest at prime rate plus 3% but not less than 7% (7% at December 31, 2003) (effective interest rate of 174.6%), due through November 2006, secured by certain assets of the Company.	291
Notes payable, interest at 5.25% to 20% due through May 2007, secured by certain assets of the Company.	207
Total long-term debt	3,085
Less: current portion	(998
Long-term debt, net	$ 2,087

VICOM, INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2003, 2002 and 2001

Future maturities of long-term debt are as follows for the years ending December 31:

2004	$ 998,813
2005	1,113,898
2006	1,838,008
2007	650,923
2008	59,072
Thereafter	126,163
Total future minimum payments	4,786,877
Less: original issue discounts and beneficial conversion feature	(1,700,908)
Total long-term debt	3,085,969
Less: current portion	(998,813)
Long-term debt, net	$ 2,087,156

In 2000, the Company entered into a $2,250,000 debenture agreement with Convergent Capital Partners I, L.P., with interest at 14% payable monthly and monthly payments of $102,273 from August 1, 2003 through June 1, 2005. The timing of repayment was changed to August 2005 through May 2007 as part of the amendment made in 2002. The debenture is secured by substantially all Company assets. In connection with this debenture, the Company issued 150,000 five-year warrants to purchase common stock at prices ranging from $1.50 to $5.20 per share. The proceeds of $2,250,000 were allocated between the debenture and the warrant based on the relative fair values of the securities at the time of issuance. The warrants were valued using the Black Scholes pricing model. The resulting original issue discount, the fair value of the warrants, is being amortized over the life of the debenture using the straight-line method, which approximates the interest method.

In 2002, the Company amended the debenture agreement with Convergent Capital Partners I, L.P., and borrowed an additional $150,000 with interest at 14% payable monthly and monthly principal payments from August 2005 through May 2007. In connection with this debenture, the Company issued an additional 500,000 seven-year warrants to purchase common stock at $1.10 per share. The additional warrants were valued using the Black Scholes pricing model. The resulting original issue discount, the fair value of the warrants, is being amortized over the life of the debenture using the straight-line method, which approximates the interest method. The Company was in violation of certain covenants of this debt agreement. A waiver was obtained from the lender. The debenture payable may be redeemed at the Company's option at a premium declining ratably thereafter to par value in April 2005.

In January 2001, the Company borrowed $1,500,000 from Pyramid Trading Limited Partnership and issued a five-year warrant to the lender to purchase 375,000 common shares at $4.00 per share through January 2003. The debt is also convertible into common stock of the Company at a conversion rate of $4.75 per share through January 2003. The proceeds of $1,500,000 were allocated between the note and the fair value of the warrants using the Black Scholes pricing model. An additional 375,000 five-year warrants were issued in April 2002 and the fair value of the warrants was expensed as additional interest expense as of December 31, 2002. The resulting original issue discount, the fair value of the warrants, and the beneficial conversion of the note payable into common stock as defined in EITF 00-27 "Application of Issue No. 98-5 to Certain Convertible Instruments"(EITF 00-27), is being amortized over the life of the note using the straight-line method, which approximates the interest method.

In February 2003, the Company reached an agreement to convert $962,000 of its note payable with Pyramid Trading Limited Partnership to equity and to extend the due date to May 2004. Terms of the conversion state that the note will be converted to equity over a 14 month period at a price generally equivalent to a 10% discount to market price. The Company issued an additional 253,000 five-year warrants at an exercise price of $1.00 with the note payable extension. These warrants, valued at $208,447 using the Black Scholes pricing model, are being expensed over the remaining term of the note agreement. During the year ended December 31, 2003, the Company converted principal and accrued interest totaling $828,172 into 717,741 shares of common stock.

During 2002, the Company borrowed $600,000 and issued a five-year warrant to one of its directors to purchase 120,000 common shares at $1.50 per share. The proceeds of $600,000 were allocated between the note and the fair value of the warrants using the Black Scholes pricing model. The resulting original issue discount, the fair value of the warrants, was being amortized over the life of the note using the straight-line method which approximates the interest method. In December 2002, the lender converted the note payable into 60,000 shares of

Class E convertible preferred stock. The remaining unamortized original issue discount amount was expensed at the time of the conversion.

In November 2003, the Company borrowed $1,500,000 and issued a three-year warrant to the lender to purchase 535,000 common shares at $2.21 per share through November 2006. The debt is also convertible into common stock of the Company at a conversion rate of $1.40 per share through November 2006. The proceeds of $1,500,000 were allocated between the note, the intrinsic value of the conversion option, and the fair value of the warrants using the Black Scholes pricing model. The resulting original issue discount, the fair value of the warrant, and the beneficial conversion of the note payable into common stock as defined in EITF 00-27 is being amortized over the life of the note using the straight-line method, which approximates the interest method.

Interest expense related to long-term debt with related parties for the years ended December 31, 2003, 2002, and 2001 was approximately $0, $228,000 and $3,000, respectively.

NOTE 8 - CAPITAL LEASE OBLIGATIONS

The Company has lease financing facilities for property, equipment and leasehold improvements. Leases outstanding under these agreements bear interest at an average rate of 8.25% and expires through October 2007. The obligations are secured by the property under lease. Total cost and accumulated amortization of the leased equipment was $428,749 and $221,432 at December 31, 2003 and $456,124 and $219,332 at December 31, 2002. Amortization expense related to these obligations is included in depreciation expense.

Future minimum capital lease payments are as follows for the years ending December 31:

2004	$	69,556
2005		69,556
2006		56,457
2007		34,610
Total		230,179
Less: amounts representing interest		(32,342)
Present value of future minimum lease payments		197,837
Less: current portion		(54,939)
Capital lease obligations, net of current portion	$	142,898

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NOTE 9 - NOTE PAYABLE - STOCKHOLDER

On June 30, 2003, the Company borrowed $124,000 from a stockholder of the Company with monthly payments of $5,600 including interest at 7.85%, due in June 2005, and unsecured. The balance due at December 31, 2003 is $114,391 of which $81,554 is due in 2004 and $32,837 is due in 2005. Interest expense related to this note payable - stockholder for the year ended December 31, 2003 was approximately $1,600.

NOTE 10 - STOCKHOLDERS' EQUITY

Capital Stock Authorized

The articles of incorporation authorize the Company to issue 50,000,000 shares of no par capital stock. Authorization to individual classes of stock are determined by a Board of Directors resolution. The authorized classes of stock at December 31, 2003 are the following: 275,000 shares of Class A cumulative convertible preferred stock, 60,000 shares of Class B cumulative convertible preferred stock, 250,000 shares of Class C cumulative convertible preferred stock, 250,000 shares of Class D cumulative convertible preferred stock, and 400,000 shares of Class E cumulative convertible preferred stock.

Cumulative Convertible Preferred Stock

Dividends on Class A, Class B, Class C, Class D, and Class E cumulative convertible preferred stock are cumulative and payable quarterly at 8%, 10%, 10%, 14%, and 15% per annum, respectively. Cumulative convertible preferred stock can be converted into common shares at any time as follows: Class A and Class B - five shares, Class C - two shares, Class D - two and one-half shares, and Class E - eight shares. The intrinsic value of any beneficial conversion option is recorded as preferred stock dividends at the time of preferred stock issuance. Dividends on Class B preferred are cumulative and payable monthly at 10% per annum. The dividends are based on $10 per share for all preferred shares. The Class B preferred was offered to certain note payable holders at a conversion of $10 per Class B preferred share. All preferred stock is non-voting. Warrants to purchase shares of the Company's common stock were given with the issuance of Class A, Class B, Class D, and Class E preferred stock and were valued at fair value using the Black Scholes pricing model. The Company may, but is not obligated to, redeem the preferred stock at $10.50 per share for Class A and Class B and $10.00 per share for Class C, Class D, and Class E, whenever the Company's common stock price exceeds certain defined criteria as defined in the preferred stock agreements. Upon the Company's call for redemption, the holders of the preferred stock called for redemption have the option to convert each preferred share into shares of the Company's common stock. Holders of preferred stock cannot require the Company to redeem their shares. The liquidation preference is the same as the redemption price for each class of preferred stock.

Stock Compensation Plans

The Company has a 1999 Stock Compensation Plan, which permits the issuance of restricted stock and stock options to key employees and agents. All outstanding incentive stock options granted under the prior 1997 Stock Options Plan continue until all agreements have expired. There are 2,500,000 shares of common stock reserved for issuance through restricted stock, non-qualified stock option awards and incentive stock option awards. The Plans also provide that the term of each award be determined by the Board of Directors. Under the Plans, the exercise price of incentive stock options may not be less than the fair market value of the stock on the award date, and the options are exercisable for a period not to exceed ten years from award date.

The Company also has a 2000 Non-employee Director Stock Compensation Plan, which permits the issuance of stock options for 300,000 shares of common stock to non-employee directors. The exercise price of the stock options is the fair market value of the stock on the award date, and the options are exercisable for a period not to exceed ten years from award date.

Employee Stock Purchase Plan

The Company has a 2000 Employee Stock Purchase Plan, which allows for the sale of 400,000 shares of Company common stock to qualified employees. At December 31, 2003, no shares were issued under the Plan.

Stock Subscriptions Receivable

The Company has stock subscriptions receivable including interest receivable totaling $418,085 and $633,195 due to the Company at December 31, 2003 and 2002, respectively, from the issuance of common stock. Monthly interest only payments at interest ranging from 9% to 10% were required through December 2003 at which time any unpaid stock subscription receivable was due. The receivables are secured by the common stock issued. At December 31, 2003, the Company has reserved $71,000 related to stock subscriptions and interest receivable deemed to be uncollectible. The Company does not record interest receivable on the outstanding receivable balance once they have determined it to be uncollectible.

Restricted Stock

The Company awards restricted common shares to selected employees. Recipients are not required to provide any consideration other than services. Company share awards are subject to certain restrictions on transfer, and all or part of the shares awarded may be subject to forfeiture upon the occurrence of certain events, including employment termination. The intrinsic value at the date of grant related to the shares awarded is generally amortized over three years, the vesting term of the awards. Compensation expense recorded during the years ended December 31, 2003, 2002, and 2001 in connection with the amortization of the award cost was $47,119, $78,292 and $92,749, respectively.

Restricted stock activity is as follows for the years ended December 31:

	2003	2002	2
Outstanding, January 1	45,066	75,337	
Issued	--	22,434	
Vested	(17,204)	(33,107)	
Forfeited	(10,843)	(19,598)	
Outstanding, December 31	17,019	45,066	

Stock Options

Stock option activity is as follows for the years ended December 31:

	Options			Weighted-Avera	
	2003	2002	2001	2003	2
Outstanding, January 1	1,093,157	1,050,024	1,145,507	$ 2.45	$
Granted	747,775	249,300	839,500	1.35	
Exercised	(3,000)	--	(615,933)	1.25	
Forfeited	(180,500)	(206,167)	(319,050)	4.49	
Outstanding, December 31	1,657,432	1,093,157	1,050,024	$ 1.81	$

The weighted-average grant-date fair value of options granted during the years ended December 31, 2003, 2002, and 2001 was $1.20, $0.86 and $2.94, respectively.

Options outstanding and exercisable as of December 31, 2003, are as follows:

	Outstanding	Exer
	Weighted - Average	

Range of Exercise Price	Options	Exercise Price	Remaining Contractual Life-Years	Options
$.60	255,000	$ 0.60	6.43	255,00
$.93 to $1.38	409,800	1.15	9.18	256,43
$1.43 to $2.08	688,766	1.67	7.90	620,65
$2.50 to $2.88	140,000	2.67	6.81	140,00
$3.98 to $5.38	109,666	4.48	6.67	92,16
$6.00 to $6.75	54,200	6.60	6.24	46,90
$.60 to $6.75	1,657,432	$ 1.81	7.76	1,411,15

Stock Warrants

Stock warrants activity is as follows for the years ended December 31:

	Outstanding			Weighted - Aver	
	2003	2002	2001	2003	2
Outstanding, January 1	4,327,396	9,564,450	8,093,464	$ 2.05	$
Granted	3,687,447	2,546,690	9,483,530	1.53	
Exercised	(556,881)	--	--	1.53	
Forfeited	(36,088)	(7,783,744)	(8,012,544)	3.59	
Outstanding, December 31	7,421,874	4,327,396	9,564,450	$ 1.83	$

The weighted-average grant-date fair value of warrants granted during the years ended December 31, 2003, 2002 and 2001 was $1.10, $1.00 and $1.79, respectively.

Warrants outstanding and exercisable as of December 31, 2003, are as follows:

		Weighted - Average	
Range of Exercise Prices	Warrants	Exercise Price	Remaining Contractual Life-Years
$.85 to $1.25	2,465,997	$ 1.02	4.13
$1.50 to $2.25	3,946,432	1.90	2.49
$2.40 to $3.56	501,025	2.52	3.15
$4.00 to $5.20	508,420	4.16	2.45
$.85 to $5.20	7,421,874	$ 1.83	3.08

VICOM, INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2003, 2002 and 2001

Stock warrants issued for the years ended December 31 were awarded for:

	2003	2002	2
Warrant repricing	--	--	
Common stock	1,812,259	728,357	
Services rendered	941,288	103,333	
Preferred stock	145,900	420,000	
Debt issuance and guarantees	788,000	1,295,000	
	3,687,447	2,546,690	

During the year ended December 31, 2003, 298,091 warrants were exercised with a weighted average exercise price of $1.05. Based on the warrant agreements, these warrants were exercised in lieu of cash with the warrant holder receiving 141,529 shares of common stock.

During the year ended December 31, 2003, the Company issued 400,000 five-year warrants with a weighted-average exercise price of $0.85 for services related to investor relations. These warrants were valued at $321,920 using the Black Scholes pricing model. During 2003, the Company issued 541,288 five-year warrants with a weighted-average exercise price of $1.02 for services related to equity financing.

During the year ended December 31, 2002, the Company issued 103,333 three-to five-year warrants with a weighted-average exercise price of $1.56 for services related to equity financing.

During the year ended December 31, 2001, the Company issued 455,756 one-to five-year warrants with a weighted-average exercise price of $2.16 for services related to equity financing. During 2001, the Company issued 48,588 two-to five-year warrants with a weighted-average exercise price of $3.69 for services related to preferred stock financing which were valued at $87,403 using the Black Scholes pricing model.

On August 2, 2001, the Company approved the repricing of all outstanding warrants issued at $8.75 to $2.25. The expiration date of these warrants was extended to October 11, 2002. The Company recorded $6,919,692 to the accumulated deficit related to the change in warrant value using the Black Scholes pricing model.

All warrants were recorded at fair value using the Black Scholes pricing model.

The fair value of stock warrants is the estimated present value at grant date using the Black Scholes pricing model with the following weighted-average assumptions:

	2003	2002	2001
Risk-free interest rate	2.37%	3.90%	5.30%
Expected life	3.4 years	4.5 years	4.5 years
Expected volatility	170%	151.3%	94.3%
Expected dividend rate	0%	0%	0%

NOTE 11 - INCOME TAXES

The Company has generated federal and state net operating losses of approximately $23,469,000 and $10,382,000, respectively, which, if not used, will begin to expire in 2004. Future changes in the ownership of the Company may place limitations on the use of these net operating loss carryforwards.

The Company has recorded a full valuation allowance against its deferred tax asset due to the uncertainty of realizing the related benefits. The change in the valuation allowance was $1,722,000, $402,000, and $1,757,200 for the years ended December 31, 2003, 2002 and 2001, respectively.

Components of net deferred income taxes are as follows at December 31:

	2003	2002
Deferred income tax assets:		
Net operating loss carryforwards	$ 9,387,000	$ 7,633,000
Goodwill	65,000	90,000
Asset valuation reserves	285,000	231,000
Accrued liabilities	55,000	69,000
	9,792,000	8,023,000
Less valuation allowance	(9,674,000)	(7,952,000)
	118,000	71,000
Deferred income tax liabilities - depreciation	(118,000)	(71,000)
Net deferred income tax assets	$ --	$ --

Income tax computed at the federal statutory rate reconciled to the effective tax rate is as follows for the years ended December 31:

	2003	2002	2001
Federal statutory tax rate benefits	(35.0)%	(35.0)%	(35.0)%
State tax, net of federal benefit	(5.0)	(5.0)	(5.0)
Change in valuation allowance	39.6	36.1	33.0
Other	0.4	3.9	7.0
Effective tax rate	0.0%	0.0%	0.0 %

The Company has the following net operating loss carryforwards at December 31, 2003, for income tax purposes:

Year of Expiration	Federal Net Operating Loss	State Net Operating Loss
2004	$ 1,050,000	$ 1,050,000
2005	599,000	599,000
2007	501,000	501,000
2008	59,000	57,000
2009	22,000	22,000
2011	595,000	575,000
2012	25,000	--
2018	1,122,000	1,096,000
2019	1,585,000	992,000
2020	4,839,000	1,587,000
2021	4,726,000	1,435,000
2022	4,353,000	1,230,000
2023	3,993,000	1,238,000
	$23,469,000	$10,382,000

Under Internal Revenue Code Section 382, utilization of federal losses expiring prior to 2019 are limited to approximately $375,000 each year.

VICOM, INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2003, 2002 and 2001

NOTE 12 - SUPPLEMENTAL CASH FLOWS INFORMATION

	2003	2002	2001
Cash paid for interest	$ 436,061	$ 512,167	$1,286,155
Noncash investing and financing transactions:			
Repricing of warrants	--	--	6,919,692
Stock options issued below fair market value	--	--	1,244,250
Stock options issued for commissions earned	--	53,745	--
Stock subscriptions receivable received for stock	--	--	610,000
Issuance of preferred and common stock for acquisition of assets	76,500	18,590	386,000
Current liabilities converted to stock	192,690	59,755	225,613
Common stock issued for guarantee of debt	--	14,750	120,000
Issuance of stock for intangible asset	--	--	83,750
Purchase of customer lists and equipment through payable to Florida Cable	465,000	--	--
Notes payable and accrued interest converted to common and preferred stock	828,172	1,164,882	227,009
Capitalized lease equipment purchases	--	174,986	--
Conversion of preferred stock to common stock	40,000	150,000	528,742
Conversion of preferred stock into note payable	--	400,000	--
Reduction of stock subscription receivable related to commission earned on equity transactions	36,977	40,563	--
Warrants issued related to modifications of long-term debt	208,447	528,650	--
Conversion of preferred stock dividends into common stock	113,209	--	--

NOTE 13 - RETIREMENT SAVINGS PLAN

The Company has 401(k) profit sharing plan covering substantially all full-time employees. Employee contributions are limited to the maximum amount allowable by the Internal Revenue Code. The Company made no discretionary contributions for any of the years presented.

VICOM, INCORPORATED AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2003, 2002 and 2001

NOTE 14 - COMMITMENTS AND CONTINGENCIES

Operating leases

Office space was leased from an LLC which an officer of the Company was partial owner of through August 2003. In addition to basic monthly rents ranging from $16,640 to $17,653, the Company paid building maintenance costs, real estate taxes and assessments. During 2003, the Company converted $72,000 of accrued rent into 7,200 shares of Class C preferred stock. At December 31, 2003 and 2002, accrued rent of $56,560 and $141,060, respectively, was owed to this related party. In August 2003, the Company signed a new lease agreement with an unrelated party disclosed below.

The Company has various other operating leases for its corporate office space, vehicles and various equipment with lease terms expiring in August 2017. The monthly base rents range from $69,736 to $83,325, net of payments received from subleases. In July 2003, the Company entered into an agreement to sublease a portion of their office space through August 2008 for approximately $5,000 per month.The leases contain provisions for payments of real estate taxes, insurance and common area costs.

Total rent expense for the years ended December 31, 2003, 2002 and 2001 including common area costs and real estate taxes was approximately $578,000, $566,000 and $689,000, respectively. Rent expense with related parties for December 31, 2003, 2002, 2001 was approximately $59,000, $462,000 and $561,000, respectively.

Future minimum rental payments, net of payments received from subleases, are as follows for the years ending December 31:

Year	Amount
2004	$ 534,000
2005	512,000
2006	516,000
2007	541,000
2008	587,000
Thereafter	4,509,000
	$ 7,199,000

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Legal proceedings

The Company is involved in legal actions in the ordinary course of its business. Although the outcome of any such legal actions cannot be predicted, management believes that there is no pending legal proceedings against or involving the Company for which the outcome is likely to have a material adverse effect upon the Company's consolidated financial position, results of operations, or cash flows.

NOTE 15 - SIGNIFICANT CUSTOMERS AND SUPPLIERS

One customer represented approximately 16%, 13%, and 15% of revenues for the years ended December 31, 2003, 2002, and 2001, respectively.

The Company purchased materials from major suppliers approximately as follows for the years ended December 31:

	Supplier		
	A	B	C
2003	61%	4%	8%
2002	58%	6%	12%
2001	38%	19%	12%

The Company had revenues from companies that are associated with a director, who was elected to the board of directors during 2003, of approximately $1,124,000, $636,000, and $0 for the years ended December 31, 2003, 2002, and 2001, respectively. In addition, the Company had accounts receivable outstanding from these companies of approximately $142,000, $171,000, and $0 at December 31, 2003, 2002, and 2001, respectively.

NOTE 16 - BUSINESS SEGMENTS

The CTU subsidiary functions as one segment for integrated voice, video, data networking and computer technologies products and services, under one management structure, with one management financial reporting system, and having one unified marketing name.

With the start up of Multiband in February 2000, the Company added the segment providing voice, data, and video services to residential multi-dwelling units. MB USA's business model is similar to Multiband.

Segment disclosures are as follows:

	Vicom	CTU	Multiband/ MB USA	Total
Year Ended December 31, 2003:				
Revenues	$ --	$ 21,199,303	$ 1,441,118	$ 22,640,421
Loss from operations	(1,941,271)	(339,369)	(1,215,667)	(3,496,307)
Identifiable assets	5,691,867	5,254,221	2,956,797	13,902,885
Depreciation and amortization	45,789	432,364	518,226	996,379
Capital expenditures	13,342	424,047	89,547	526,936

	Vicom	CTU	Multib
Year Ended December 31, 2002:			
Revenues	$ --	$ 23,963,748	$ 577,
Income (loss) from operations	(1,810,241)	172,689	(1,195,
Identifiable assets	3,151,891	5,282,233	1,913,
Depreciation and amortization	142,426	482,390	490,
Capital expenditures	2,126	814,464	458,

	Vicom	CTU	Multib
Year Ended December 31, 2001:			
Revenues	$ --	$ 32,011,187	$ 249,
Loss from operations	(2,079,592)	(299,553)	(1,618,
Identifiable assets	3,171,968	5,786,796	3,250,
Depreciation and amortization	418,655	550,075	442,
Capital expenditures	6,900	491,532	1,386,

Segment disclosures are provided by entity to the extent practicable under the Company's accounting system.

NOTE 17 - SUBSEQUENT EVENTS

On January 1, 2004, the Company entered into a stock purchase agreement with URON, Inc. (URON) to purchase all of the outstanding capital stock of URON for a total purchase price of 350,000 shares of the Company's common stock to be issued in installments as follows: a) 180,000 shares issued at closing, b) 170,000 shares held in escrow. The common shares issued to URON were valued at fair market value on the date of the agreement which was $1.31 per share for a purchase price of $458,500. The terms of the escrow are as follows: 50,000 shares to be released upon URON providing the Company with documentation satisfactory to the Company of a release from a certain vendor or any related entity of all liabilities incurred to a certain vendor by URON; 120,000 shares to be released in 40,000 share increments upon the Company's receipt of distributable gross profits, generated by certain customers, in increments of $75,000 cash. The escrow shall be terminated 24 months after the date of the agreement and any shares not released will be rescinded to the Company. The Company must register all shares issued within one year from the date of issuance. The reason for the purchase of URON is to continue to expand the Company's services related to voice, data and video services. The Company is acquiring the customer lists of URON and will be amortizing them over their estimated useful lives of three years.

In January 2004, the Company purchased the remaining 50% ownership of MB USA from Pace, by issuing 30,000 shares of common stock valued at $39,300 (Note 2).

REPORT OF INDEPENDENT AUDITORS ON SUPPLEMENTARY INFORMATION

To Stockholders, Board of Directors, and Audit Committee
Vicom, Incorporated and subsidiaries
New Hope, Minnesota

Our report on our audits of the basic consolidated financial statements of Vicom, Incorporated and subsidiaries for the years ended December 31, 2003, 2002 and 2001 appears on page 1. The audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The supplementary information on page 36 is presented for purposes of additional analysis and is not a required part of the basic consolidated financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

/s/ VIRCHOW, KRAUSE & COMPANY, LLP

Minneapolis, Minnesota
February 16, 2004

VICOM, INCORPORATED AND SUBSIDIARIES

VALUATION AND QUALIFYING ACCOUNTS
YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

Column A	Column B	Column C	
Description	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Ded
ALLOWANCE DEDUCTED FROM ASSET TO WHICH IT APPLIES			
Allowance for doubtful accounts receivable:			
2003	$ 236,000	$ --	$
2002	178,000	58,000	
2001	159,000	141,000	
Notes receivable:			
2003	30,000	--	
2002	--	30,000	
2001	--	--	
Stock subscriptions and interest receivable			
2003	--	71,000	
2002	--	--	
2001	--	--	

(A) Write-off uncollectible receivables

ITEM 9.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

ITEM 9A.

CONTROLS AND PROCEDURES.

The Company, under the supervision and with the participation of its management, including the Chief Executive Officer, evaluated the effectiveness of the design and operation of the Company's "disclosure controls and procedures" (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the Exchange Act)) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer concluded that the Company's disclosure controls and procedures are effective in timely making known to him material information relating to the Company and the Company's consolidated subsidiaries required to be disclosed in the Company's reports filed or submitted under the Exchange Act. There has been no change in the Company's internal control over financial reporting during the quarter ended December 31, 2003 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Management is aware that there is a lack of segregation of duties due to the small number of employees dealing with general administrative and financial matters. However, management has decided that considering the employees involved and the control procedures in place, risks associated with such lack of segregation are insignificant and the potential benefits of adding employees to clearly segregate duties do not justify the expenses associated with such increases.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS OF THE REGISTRANT

Information with respect to the directors and executive officers of the

Company set forth under "Information Concerning Directors, Nominees and Executive Officers" and under "Compliance with Section 16 (a) "in the Company's definitive proxy statement for the annual meeting of shareholders to be held on or about June 19, 2004, is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

Information with respect to Executive Compensation set forth under "Executive Compensation" in the Company's definitive proxy statement for the annual meeting of shareholders to be held on or about June 19, 2004 is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information with respect to security ownership of certain beneficial owners and management, set forth under "Beneficial Ownership of Principal Shareholders and Management" in the Company's definitive proxy

statement for the annual meeting of shareholders to be held on or about June 19, 2004, is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Information with respect to certain relationships and related transactions, set forth under "Information Concerning Directors, Nominees and Executive Officers" in the Company's definitive proxy statement for the annual meeting of shareholders to be held on or about June 19, 2004, is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Audit Commitee of the Company selected Virchow, Krause & Company, LLP ("Virchow Krause"), certified public accountants with offices in Minneapolis, Minnesota, to audit the Company's financial statements for the years ended December 31, 2003, 2002 and 2001. The following table details the fees paid to Virchow Krause for the years ended December 31, 2003 and 2002.

	2003	2002
Audit Fees	$60,929	$66,181
Audit-Related Fees	2,150 (1)	750 (1)
Tax Fees	15,000	11,750
All Other Fees	1,705 (2)	155 (2)
Total	$79,784	$78,836

(1) Fees related to review of Form S-3 Filings
(2) Fees related to miscellaneous research projects

The Company's Audit committee consists of Frank Bennett, Jonathan Dodge and Donald Miller. All three are considered audit committee financial experts independent from managers. The Company's current audit committee charter is filed herewith as exhibit 3.5. The audit committee is responsible for engaging the audit firm and fees related to their services.

The policy of the Company's audit committee is to review and pre-approve both audit and non-audit services to be provided by the independent auditors (other than with de minimis exceptions permitted by the Sarbanes-Oxley Act of 2002). This duty may be delegated to one or more designated members of the audit committee with such approval reported to the committee at its next regularly scheduled meeting. Approval of non-audit services shall be disclosed to investors in periodic reports required by section 13(a) of the Securities Exchange Act of 1934. Approximately 95 % of the fees paid to Virchow Krause were pre-approved by the audit committee.

No services in connection with appraisal or valuations services, fairness opinions or contribution-in-kind reports were rendered by Virchow Krause. Furthermore, no work of Virchow Krause with respect to its services rendered to the Company was performed by anyone other than Virchow Krause.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K.

A. EXHIBITS

Exhibit 3.5 states Vicom's code of ethics for its senior officers. A copy of said code will be provided upon written request. Any waivers or amendments to said code will be posted to Vicom's website or disclosed in an 8K filing.

Exhibit 3.6 provides Vicom's Audit committee charter

B. REPORTS ON FORM 8K

The Company filed reports on Form 8K on September 24, 2003 and December 16, 2003.

Exhibits

See Index to Exhibits on page 51 of this report.

SIGNATURES

Pursuant to the requirements of Section 13 or Section 15(d) of Securities Exchange Act of 1934, the registrant has duly caused this 10-K Report to be signed on its behalf by the undersigned, thereunto duly authorized.

VICOM, INC.
Registrant

Date: March 30, 2004 By:

/s/ James L. Mandel
Chief Executive Officer

Date: March 30, 2004 By:

/s/ Steven M. Bell
Chief Executive Officer
(Principal Financial and Accounting Officer)

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

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION
2.1	Asset Purchase Agreement and related documents with Enstar Networking Corporat
2.2	Agreement and Plan of Merger with Ekman, Inc. dated December 29, 1999(1)
3.1	Amended and Restated Articles of Incorporation of Vicom, Inc.(1)
3.2	Restated Bylaws of Vicom, Incorporated(1)
3.3	Articles of Incorporation of Corporate Technologies, USA, Inc.(1)
3.5	Audit Committee Charter (9)
4.1	Certificate of Designation of the Relative Rights, Restrictions and Preference Convertible Preferred Stock and 10% Class B Cumulative Convertible Preferred S
4.2	Form of Warrant Agreement(1)
4.3	Warrant Agreement with James Mandel dated December 29, 1999(1)
4.4	Warrant Agreement with Marvin Frieman dated December 29, 1999(1)
4.5	Warrant Agreement with Pierce McNally dated December 29, 1999(1)
4.6	Warrant Agreement with Enstar, Inc. dated December 29, 1999(1)
4.7	Warrant Agreement with David Ekman dated December 29, 1999(1)
4.8	Certificate of Designation of the Relative Rights, Restrictions and Preference Convertible Stock(2)
4.9	Certificate of Designation of the Relative Rights, Restrictions and Preference Convertible Stock(2)
4.10	Certificate of Designation of the Relative Rights, Restrictions and Preference Convertible Stock(2)
4.11	Securities Purchase Agreement Dated September 18, 2003 (6)
4.12	Secured Convertible Note Agreement (7)
4.13	Wholesale Services Agreement Dated March 4, 2004 (8)
5.1	Opinion of Steven M. Bell, Esq.(6)
10.1	Vicom Lease with Marbell Realty dated June 20, 1996(1)
10.2	Employment Agreement with Marvin Frieman dated October 1, 1996(1)
10.3	Employment Agreement with Steven Bell dated October 1, 1996(1)
10.4	Employment Agreement with James Mandel dated August 14, 1998(1)
10.5	Vicom Associate Agreement with NEC America, Inc. dated June 1999(1)
10.6	Loan Agreement with Wells Fargo dated June 17, 1999(1)
10.7	Employment Agreement with David Ekman dated December 29, 1999(1)
10.8	Debenture Loan Agreement with Convergent Capital dated March 9, 2000(1)
10.9	Corporate Technologies, USA, Inc. lease with David Ekman dated January 19, 200
10.10	Amendment dated July 11, 2000 to debenture loan agreement with Convergent Capi
10.11	Corporate Technologies agreement with Siemens dated December 14, 2001(4)
10.12	Note with Pyramid Trading, L.P. (4)
10.14	Employment Agreement of Steven M. Bell dated January, 1, 2002(5)
10.15	Employment Agreement of James Mandel dated January 1, 2002(5)
14	Vicom Code of Ethics for Senior Officers (9)
19.1	2000 Non-Employee Director Stock Compensation Plan (3)
19.2	2000 Employee Stock Purchase Plan (3)
21.1	List of subsidiaries of the registrant(1)
23	Consent of Virchow, Krause & Company, LLP (9)
24.1	Power of Attorney (included on signature page of original registration stateme
31.1	Rule 13a-14 (s) Certification of Chief Executive Officer - James Mandel (9)
31.2	Rule 13a-14 (s) Certification of Chief Financial Officer - Steven Bell (9)
32.1	Section 1350 of Sarbanes-Oxley Act of 2002 - James Mandel (9)
32.2	Section 1350of Sarbanes-Oxley Act of 2002 - Steven Bell (9)

(1) Previously filed as the same exhibit to the Registrant's Registration

Statement on Form 10, as amended.

(2) Previously filed as the same exhibit to the original Registration Statement on Form S-1 filed on August 11, 2000 and declared effective on August 18, 2000.

(3) Previously filed as the same exhibit to Registrant's Proxy Statement on Form 14A, filed on July 31, 2000.

(4) Previously filed as the same exhibit to the original Registration Statement on Form S-1 filed on August 15, 2001 and declared effective on August 20, 2001.

(5) Previously filed as the same exhibit to Registrant's Form 10-Q filed May 15, 2002

(6) Previously filed as the same exhibit to Registrant's Form 8-K filed September 24, 2003.

(7) Previously filed as the same exhibit to Registrant's Form 8-k filed December 16, 2003.

(8) Previously filed as the same exhibit to Registrant's Form 8-k filed March 17,2004.

(9) Filed herewith