ONE VOICE TECHNOLOGIES INC
Form 10QSB
November 16, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2007

COMMISSION FILE NUMBER 0-27589

ONE VOICE TECHNOLOGIES, INC.

(Name of Small Business Issuer in its Charter)

NEVADA	95-4714338
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

4250 Executive Square, Ste 770, La Jolla CA 92037

(Address of principal Executive Offices) (Zip Code)

(858) 552-4466	(858) 552-4474
(Issuer's Telephone Number)	(Issuer's Facsimile Number)

Securities registered under Section 12(b) of the Exchange Act: None.

Securities registered under Section 12(g) of the Exchange Act:

COMMON STOCK-$.001 PAR VALUE

(Title of Class)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock at the latest practicable date.

As of October 31, 2007 the registrant had 718,217,241 shares of common stock, $.001 par value, issued and outstanding.

Transitional small business disclosure format (check one): Yes [ ] No [X]

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PART I
FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

ONE VOICE TECHNOLOGIES INC.

BALANCE SHEETS
(UNAUDITED)

	SEPTEMBER 30, 2007	DECEMBER 31, 2006
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 9,840	$ 34,585
Accounts Receivable	74,336	99,111
Inventories	4,661	4,841
Prepaid expenses	54,245	28,785
TOTAL CURRENT ASSETS	143,082	167,322
PROPERTY AND EQUIPMENT, NET	169,308	164,389
Software development & licensing, net	2,743	12,618
Trademarks, net	2,342	2,452
Patents, net	54,725	77,580
Deposits	17,923	18,665
Deferred debt issue costs	113,393	344,835
TOTAL ASSETS	$ 503,516	$ 787,861
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable	$ 428,388	$ 444,088
Accrued expenses	346,884	239,593
Settlement agreement liability	208,594	350,000
License agreement liability	1,083,500	930,000
Note payable	29,602	--
Debt derivative liability	956,264	256,495
Warrant derivative liability	5,254,202	2,808,308
Revolving line of credit	1,046,462	240,000
TOTAL CURRENT LIABILITIES	9,353,896	5,268,484
LONG TERM LIABILITIES:		
Note payable	168,137	100,000
Convertible notes payable, net	1,139,446	982,972
Deferred rent	1,360	12,017
TOTAL LIABILITIES	10,662,839	6,363,473
STOCKHOLDER'S DEFICIT:		
Preferred stock; $.001 par value, 10,000,000 shares authorized, no shares issued and outstanding		
Common stock; $.001 par value, 1,290,000,000 shares authorized, 713,274,673 and 584,513,637 shares issued and outstanding at September 30, 2007 and December 31, 2006, respectively	713,275	585,327

Additional paid-in capital	42,391,578	40,696,540
Escrow shares	(600,000)	--
Accumulated deficit	(52,664,176)	(46,857,479)
TOTAL STOCKHOLDERS' DEFICIT	(10,159,323)	(5,575,612)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 503,516	$ 787,861

SEE ACCOMPANYING NOTES TO THESE CONDENSED FINANCIAL STATEMENTS.

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ONE VOICE TECHNOLOGIES INC.
STATEMENTS OF OPERATIONS
(UNAUDITED)

	THREE MONTHS ENDED		NINE MON
	SEPTEMBER 30, 2007	SEPTEMBER 30, 2006	SEPTEMBER 30, 2007
		(RESTATED)	
Net Revenue	$ 157,478	$ 151,952	$ 520,017
Cost of goods sold	104,537	17,449	298,757
GROSS PROFIT	52,941	134,503	221,260
General and administrative expenses	581,075	812,338	1,921,162
NET LOSS FROM OPERATIONS	(528,134)	(677,835)	(1,699,902)
OTHER INCOME / (EXPENSE)			
Interest expense	(301,673)	(518,549)	(791,636)
Gain / (loss) on warrant and debt derivatives	1,410,486	431,971	(2,943,253)
Other income (expense)	(223,842)	277	(371,106)
TOTAL OTHER INCOME / (EXPENSE)	884,971	(86,301)	(4,105,995)
NET INCOME / (LOSS) BEFORE INCOME TAX	356,837	(764,136)	(5,805,897)
Income tax expense	--	--	(800)
NET INCOME / (LOSS)	$ 356,837	$ (764,136)	$ (5,806,697)
TOTAL BASIC INCOME /(LOSS) PER SHARE	$ 0.01	$ (0.01)	$ (0.01)
TOTAL DILUTED INCOME / (LOSS) PER SHARE	$ 0.01	--	--

BASIC WEIGHTED AVERAGE SHARES OUTSTANDING	671,670,000	506,483,000	638,368,000
DILUTED WEIGHTED AVERAGE SHARES OUTSTANDING	1,266,273,000	--	--

SEE ACCOMPANYING NOTES TO THESE CONDENSED FINANCIAL STATEMENTS.

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ONE VOICE TECHNOLOGIES INC.
STATEMENTS OF CASH FLOWS
(UNAUDITED)

	NINE MONTHS SEPTEMBER 30, 2007
CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss	$(5,806,697)
ADJUSTMENTS TO RECONCILE NET LOSS TO NET CASH USED IN OPERATING ACTIVITIES	
Depreciation and amortization	63,469
Amortization of debt discount and debt issue costs	630,322
(Gain) loss on debt derivative liability	699,769
(Gain) loss on warrant derivative liability	2,445,894
Common stock issued in exchange for services	181,960
Share based compensation expense	163,060
Issuance of common stock interest conversion	8,902
Cashless warrant exercise	393,120
Gain on sale of equipment	(21,940)
License agreement (accounts payable converted into note payable)	153,500
CHANGES IN CERTAIN ASSETS AND LIABILITIES	
Accounts receivable	24,775
Inventories	180
Prepaid expenses	(25,460)
Deposits	742
Accounts payable	86,973
Accrued expenses	107,935
Settlement agreement liability	(141,406)
Deferred rent	(10,657)
NET CASH USED IN OPERATING ACTIVITIES	(1,045,559)
CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of property and equipment	(38,609)
Proceeds from sale of property & equipment	25,000
Purchase of intangible assets	--
NET CASH USED IN INVESTING ACTIVITIES	(13,609)

ONE VOICE TECHNOLOGIES INC.
STATEMENTS OF CASH FLOWS (CONTINUED)
(UNAUDITED)

	NINE MONTHS SEPTEMBER 30, 2007	S
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of common stock - convertible notes	--	
Issuance of common stock - private funding	--	
Proceeds from warrant exercise	240,300	
Proceeds from convertible notes net of issue cost	195,000	
Payment for debt issue cost	(202,405)	
Proceeds from revolving credit line	806,462	
Repayment of note payable	(4,934)	
NET CASH PROVIDED BY FINANCING ACTIVITIES	1,034,423	
Net increase (decrease) in cash	(24,745)	
Cash and cash equivalents, beginning of period	34,585	
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 9,840	
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest paid	$ --	
Income taxes paid	$ 800	
SUPPLEMENTAL DISCLOSURE OF NON-CASH FINANCING ACTIVITIES		
Issuance of warrant derivative in connection with private placement and debt financing, initial valuation	$ 153,369	
Beneficial conversion feature of convertible debt, initial valuation	$ 121,229	
Common stock issued upon conversion of debt and interest	$ 235,643	
Common stock issued in connection with reduction of settlement liability and services rendered	$ 181,960	

Shares in escrow issued in connection with a legal settlement	$ 600,000
Note payable (accounts payable converted into note payable ST and LT)	$ 103,606

SEE ACCOMPANYING NOTES TO THESE CONDENSED FINANCIAL STATEMENTS.

ONE VOICE TECHNOLOGIES, INC.
NOTES TO FINANCIAL STATEMENTS

ITEM 1a. DESCRIPTION OF BUSINESS

INTRODUCTION

One Voice Technologies, Inc. is a voice recognition technology company with over $43 million invested in Research and Development and deployment of products in both the telecom and PC multi-media markets. To date, our customers include: Telefonos de Mexico, S.A.B. de C.V. (TELMEX), Intel Corporation, Alltel Wireless, Inland Cellular, Nex-Tec Wireless and several additional telecom service providers throughout the United States. Our telecom solutions allow business and consumer phone users to Voice Dial, Group Conference Call, Read and Send E-Mail and Instant Message, all by voice. We offer PC Original Equipment Manufacturers (OEM's) the ability to bundle a complete voice interactive computer assistant which allows PC users to talk to their computers to quickly play digital media (music, videos, DVD) along with reading and sending e-mail messages, SMS text messaging to mobile phones, PC-to-Phone calling (VoIP) and PC-to-PC audio/video. We feel we are strongly positioned across these markets with our patented voice technology.

The Company is traded on the NASD OTC Bulletin Board ("OTCBB") under the symbol ONEV. One Voice is incorporated in the State of Nevada and commenced operations on July 14, 1999.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

INTERIM FINANCIAL STATEMENTS:

The accompanying audited financial statements represent the financial activity of One Voice Technologies, Inc. These financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been or omitted pursuant to such rules and regulations. These financial statements and the accompanying notes are unaudited and should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-KSBA for the year ended December 31, 2006. In the opinion of management, the financial statements herein include adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the Company's financial position as of September 30, 2007, results of operations for the three and nine months ended September 30, 2007 and 2006. The results of operations for the three and nine months ended September 30, 2007 are not necessarily indicative of the operating results to be expected for the full fiscal year or any future periods.

ORGANIZATION AND BASIS OF PRESENTATION

One Voice Technologies, Inc., ("The Company"), is incorporated under the laws of the State of Nevada. The Company develops voice recognition software and it commenced operations in 1999. The Company's telecom solutions allow business and consumer phone users to Voice Dial, Group Conference Call, Read and Send E-Mail and Instant Message, all by voice. We offer PC Original Equipment Manufacturers (OEM's) the ability to bundle a complete voice interactive computer assistant which allows PC users to talk to their computers to quickly play digital media (music, videos, DVD) along with reading and sending e-mail messages, SMS text messaging to mobile phones, PC-to-Phone calling (VoIP) and PC-to-PC audio/video.

GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred significant losses since inception of $52,664,176 and used cash from operations of $1,045,559 during the nine month period ended September 30, 2007. The Company also has a working capital deficit of $9,210,814 of which $6,210,466 represents a non-cash warrant and debt derivative liabilities. The

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Company also has a stockholders' deficit of $10,159,323 as of September 30, 2007. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management has instituted a cost reduction program that included a reduction in labor and fringe costs. Historically, management has been able to obtain capital through either the issuance of equity or debt, and is currently seeking such financing. There can be no assurance as to the availability or terms upon which such financing and capital might be available. Additionally, management is currently pursuing revenue-bearing contracts utilizing various applications of its technology including wireless technology. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

RECLASSIFICATIONS

Certain reclassifications have been made to prior year's amounts to conform to current year classifications. These reclassifications did not have an effect on the previously reported results of operations or retained earnings.

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, the disclosure of contingent assets and liabilities at the date of the financial statements, and the amount of revenue and expense reported during the period. Significant estimates include valuation of derivative and warrant liabilities. Actual results could differ from those estimates.

FAIR VALUE

The Company's financial instruments consist principally of cash and cash equivalents, accounts receivable, accounts payable, notes payable and convertible debt. The carrying value of cash and cash equivalents, accounts receivable and accounts payable, approximates their fair value due to their short term nature. The carrying value of notes payable and convertible debt approximate their fair value, as interest approximates market rates.

CASH AND CASH EQUIVALENTS

For purposes of the statement of cash flows, cash equivalents include all highly liquid debt instruments with original maturities of three months or less which are not securing any corporate obligations.

CONCENTRATION

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts.

REVENUE RECOGNITION

The Company recognizes revenue when persuasive evidence of a sale arrangement exists, delivery has occurred or services have been rendered, the sales price is fixed or determinable, and collectibility is reasonably assured in accordance with SEC Staff Accounting Bulletin No. 104, "Revenue Recognition in Financial Statements" ("SAB 104").

When a customer order contains multiple items such as hardware, software, and services which are delivered at varying times, the Company determines whether the delivered items can be considered separate units of accounting as prescribed under Emerging Issues Task Force ("EITF") Issue No. 00-21, "Revenue Arrangements with Multiple Deliverables" ("EITF 00-21"). EITF 00-21 states that delivered items should be considered separate units of accounting if delivered items have value to the customer on a standalone basis, there is objective and reliable evidence of the fair value of undelivered items, and if delivery of undelivered items is probable and substantially in the Company's control.

ONE VOICE TECHNOLOGIES, INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

In these circumstances, the Company allocates revenue to each element based on its relative vendor specific objective evidence of fair value ("VSOE"). VSOE for products and software is established based on the Company's approved pricing schedules. To establish VSOE for services, the Company uses standard billing rates based on said services. Generally, the Company is able to establish VSOE for all elements of the sales order and bifurcate the customer order or contract accordingly. In these instances, sales are recognized on each element separately. However, if VSOE cannot be established or if the delivered items do not have stand alone value to the customer without additional services provided, the Company recognizes revenue on the contract as a whole based on either the completed-performance or proportional-performance methods as described below.

In most cases, revenue from hardware and software product sales is recognized when title passes to the customer. Based upon the Company's standard shipping terms, FOB The Company, title passes upon shipment to the customer.

Revenue is recognized on service contracts using either the completed-performance or proportional-performance method depending on the terms of the service agreement. When the amount of services to be performed in the last series of acts is so significant in relation to the entire service contract that performance is deemed not to have occurred until the final act is completed or when there are acceptance provisions based on customer-specified subjective criteria, the completed-performance method is used. Once the last significant act has been performed, revenue is recognized. The Company uses the proportional-performance method when a service contract specifies a number of acts to be performed and the Company has the ability to produce reasonable estimates. The estimates used on these contracts are periodically updated during the term of the contract and may result in the Company's revision of recognized sales in the period in which they are identified.

In some contracts, billing terms are agreed upon based on performance milestones such as the execution of a contract, the customer's acceptance of a list detailing the equipment and/or vendor for products, the partial or complete delivery of products and/or the completion of specified services. Payments received before delivery has occurred or services have been rendered are recorded as deferred revenue until the revenue recognition criteria are met. Deferred revenue from maintenance or warranty contracts is recognized over the terms of the underlying contract.

TRADEMARKS AND PATENTS

The Company's trademark costs consist of legal fees paid in connection with trademarks. The Company amortizes trademarks using the straight-line method over the period of estimated benefit, generally four years.

The Company's patent costs consist of legal fees paid in connection with patents pending. The Company amortizes patents using the straight-line method over the period of estimated benefit, generally five years. Yearly patent renewal fees are expensed in the year incurred.

In accordance with SFAS No. 142, the Company evaluates its operations to ascertain if a triggering event has occurred which would impact the value of finite-lived intangible assets (e.g., patents). Examples of such triggering events include a significant disposal of a portion of such assets, an adverse change in the market involving the business employing the related asset, a significant decrease in the benefits realized from an asset

As of September 30, 2007, no such triggering event has occurred. An impairment test involves a comparison of undiscounted cash flows against the carrying value of the asset as an initial test. If the carrying value of such asset exceeds the undiscounted cash flow, the asset would be deemed to be impaired. Impairment would then be measured as the difference between the fair value of the fixed or amortizing intangible asset and the carrying value to determine the amount of the impairment. The Company determines fair value generally by using the discounted cash flow method. To the extent that the carrying value is greater than the asset's fair value, an impairment loss is recognized for the difference.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

CONVERTIBLE NOTES AND FINANCIAL INSTRUMENTS WITH EMBEDDED FEATURES

The Company accounts for conversion options embedded in convertible notes in accordance with Statement of Financial Accounting Standard ("SFAS) No. 133 "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133") and EITF 00-19 "Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock" ("EITF 00-19"). SFAS 133 generally requires Companies to bifurcate conversion features embedded in convertible notes from their host instruments and to account for them as free standing derivative financial instruments in accordance with EITF 00-19. SFAS 133 provides for an exception to this rule when convertible notes, as host instruments, are deemed to be conventional as that term is described in the implementation guidance under Appendix A to SFAS 133 and further clarified in EITF 05-2 "The Meaning of "Conventional Convertible Debt Instrument" in Issue No. 00-19.

The Company accounts for convertible notes (if deemed conventional) in accordance with the provisions of Emerging Issues Task Force Issue ("EITF")98-5 "Accounting for Convertible Securities with Beneficial Conversion Features," ("EITF 98-5"), EITF 00-27 "Application of EITF 98-5 to Certain Convertible Instruments," Accordingly, the Company records, as a discount to convertible notes, the intrinsic value of such conversion options based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption.

The Companys convertible notes do host conversion features and other features that are deemed to be embedded derivatives financial instruments or beneficial conversion features based on the commitment date fair value of the underlying common stock.

COMMON STOCK PURCHASE WARRANTS AND OTHER DERIVATIVE FINANCIAL INSTRUMENTS

The Company accounts for the issuance of common stock purchase warrants issued and other free standing derivative financial instruments in accordance with the provisions of EITF 00-19. Based on the provisions of EITF 00-19, the Company classifies as equity any contracts that (i) require physical settlement or net-share settlement or (ii) gives the Company a choice of net-cash settlement or settlement in its own shares (physical settlement or net-share settlement). The Company classifies as assets or liabilities any contracts that (i) require net-cash settlement (including a requirement to net cash settle the contract if an event occurs and if that event is outside the control of the Company) (ii) give the counterparty a choice of net-cash settlement or settlement in shares (physical settlement or net-share settlement).

DEFERRED DEBT ISSUE COST

The costs relating to obtaining and securing debt financing are capitalized and is expensed over the term of the debt instrument. In the event of settlement of such debt in advance of the maturity date, an expense is recognized for the remaining unamortized deferred debt issue cost.

For the nine months ended September 30, 2007 and the year ended December 31, 2006, the estimated the estimated fair value of the Company's deferred debt issue cost were $113,393 and $344,835 respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

NET LOSS PER COMMON SHARE

Basic earnings per share ("EPS") is calculated using the weighted-average number of outstanding common shares during the period. Diluted earnings per share is calculated using the weighted-average number of outstanding common shares and dilutive common equivalent shares outstanding during the period, using either the as-converted method for convertible notes and convertible preferred stock or the treasury stock method for options and warrants.

The net income / (loss) per common share for the three and nine months ended September 30, 2007 and 2006 is based on the weighted average number of shares of common stock outstanding during the periods. Potentially dilutive securities include options, warrants and convertible debt; however, such securities have not been included in the calculation of the net loss per common share as their effect is anti dilutive.

Potentially dilutive securities for the nine months ending September 30, 2007 and 2006 are:

NINE MONTHS ENDED

	SEPTEMBER 30, 2007	SEPTEMBER 30, 2006
POTENTIALLY DILUTIVE SECURITIES:		
Convertible debentures	253,382,767	254,584,035
Options	62,934,000	59,121,500
Warrants	278,286,081	343,034,645
TOTAL ANTI-DILUTIVE SHARES	594,602,848	656,740,180

INCOME TAXES

Deferred income taxes are reported using the asset/liability method. Deferred tax assets are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation 48 ("FIN 48"), ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in accordance with SFAS 109, ACCOUNTING FOR INCOME TAXES. FIN 48 prescribes a comprehensive model for how a company should recognize, measure, present and disclose in its financial statements uncertain tax positions that the company has taken or expects to take on a tax return. This interpretation is effective for fiscal years beginning after December 15, 2006.

The Company files federal income tax returns in the U.S. The Company is no longer subject to U.S. state, or non-U.S. income tax examinations by tax authorities for years before 2001. Certain U.S. Federal returns for years 1999 and following are not closed by relevant statutes of limitation due to unused net operating losses reported on those returns.

The Company adopted the provisions of FIN 48 on January 1, 2007. As a result of the implementation of FIN 48, the Company had no changes in the carrying value of its tax assets or liabilities for any unrecognized tax benefits.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

ACCOUNTING FOR STOCK-BASED COMPENSATION

On January 1, 2006 the Company adopted "SFAS" No.123 (Revised 2004), "Share Based Payment," ("SFAS 123R"), using the modified prospective method. In accordance with SFAS No. 123R, the Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. That cost is recognized over the period during which an employee is required to provide service in exchange for the award - the requisite service period. The Company determines the grant-date fair value of employee share options using the Black-Scholes option-pricing model.

During the nine months ended September 30, 2007 and 2006, the Company recorded $163,000 and $235,000 respectively in non-cash charges for stock based compensation.

The fair value of stock options at date of grant was estimated using the Black-Scholes model with the following assumptions: expected volatility of 120.5% and 90.9%, respectively, expected term of 2.0 years, risk-free interest rate of 4.74% and an expected dividend yield of 0%. Expected volatility is based on the historical volatilities of the Company's common stock. The expected life of employee stock options is determined using guidance from SAB 107. As such, the expected life of the options and warrants is the average of the vesting term and the full contractual term of the options and warrants. The risk free interest rate is based on the U.S. Treasury notes for the expected life of the stock option.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

STOCK WARRANT ACTIVITY

The fair value of each option and warrant award is estimated on the date of grant using the Black-Scholes option-pricing model that uses the assumptions noted in the following table. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options and warrants have characteristics significantly different from those of traded options, and because changes in the subjective assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its stock options and warrants. The expected dividend yield assumption is based on the Company's expectation of dividend payouts. Expected volatilities are based on historical volatility of the Company's stock. The average risk-free interest rate is based on the U.S. treasury yield curve in effect as of the grant date. The expected life is primarily determined using guidance from SAB 107. As such, the expected life of the options and warrants is the average of the vesting term and the full contractual term of the options and warrants.

The Company accounts for stock options and warrants issued to third parties for services in accordance with the provisions of the Emerging Issues Task Force ("EITF") Issue No. 96-18, "Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling Goods or Services". Under the provisions of EITF 96-18, because none of the Company's agreements have a disincentive for nonperformance, the Company records a charge for the fair value of the portion of the stock options and warrants earned from the point in time when vesting of the stock options and warrants becomes probable. Final determination of fair value of the stock options and warrants occurs upon actual vesting.

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

COMPREHENSIVE INCOME

The Company has adopted Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income," which establishes standards for reporting comprehensive income and its components in the financial statements. Comprehensive income consists of net income and other gains and losses affecting shareholders' equity that, under generally accepted accounting principles, are excluded from net income. For the nine months ended September 30, 2007 and 2006, the Company's comprehensive income (loss) had equaled its net loss. Accordingly, a statement of comprehensive loss is not presented.

COMMITMENTS AND CONTINGENCIES

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed.

SEGMENT

The Company operates in a single business segment that includes the design and development of its products.

RECENT ACCOUNTING PRONOUNCEMENTS

In June 2006, the FASB ratified the consensus on Emerging Issues Task Force ("EITF") Issue No. 06-3, "How Taxes Collected from Customers and Remitted to

Governmental Authorities Should Be Presented in the Income Statement" ("EITF No. 06-3"). The scope of EITF No. 06-3 includes any tax assessed by a governmental authority that is directly imposed on a revenue-producing transaction between a seller and a customer and may include, but is not limited to, sales, use, value added, Universal Service Fund ("USF") contributions and some excise taxes. The Task Force affirmed its conclusion that entities should present these taxes in the income statement on either a gross or a net basis, based on their accounting policy, which should be disclosed pursuant to APB Opinion No. 22, "Disclosure of Accounting Policies." If such taxes are significant and are presented on a gross basis, the amounts of those taxes should be disclosed. The consensus on EITF No. 06-3 will be effective for interim and annual reporting periods beginning after December 15, 2006. The Company currently does not show sales tax billed to its customers on the income statement but records the same as a liability.

RECENT ACCOUNTING PRONOUNCEMENTS (CONTINUED)

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements," which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements, but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information. This statement is effective on the Company beginning November 15, 2007. The Company is currently assessing the potential impact that the adoption of SFAS No. 157 will have on its financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities--Including an amendment of FASB Statement No. 115" ("SFAS 159"). SFAS 159 expands the use of fair value accounting but does not affect existing standards which require assets or liabilities to be carried at fair value. Under SFAS 159, a company may elect to use fair value to measure accounts and loans receivable, available-for-sale and held-to-maturity securities, equity method investments, accounts payable, guarantees and issued debt. Other eligible items include firm commitments for financial instruments that otherwise would not be recognized at inception and non-cash warranty obligations where a warrantor is permitted to pay a third party to provide the warranty goods or services. If the use of fair value is elected, any upfront costs and fees related to the item must be recognized in earnings and cannot be deferred, e.g., debt issue costs. The fair value election is irrevocable and generally made on an instrument-by-instrument basis, even if a company has similar instruments that it elects not to measure based on fair value. At the adoption date, unrealized gains and losses on existing items for which fair value has been elected are reported as a cumulative adjustment to beginning retained earnings. Subsequent to the adoption of SFAS 159, changes in fair value are recognized in earnings. SFAS 159 is effective for fiscal years beginning after November 15, 2007 and is required to be adopted by the Company in the first quarter of fiscal 2008. The Company currently is determining whether fair value accounting is appropriate for any of its eligible items and cannot estimate the impact, if any, which SFAS 159 will have on its consolidated results of operations and financial condition.

In June 2007, the FASB ratified Emerging Issues Task Force (EITF) Issue No. 06-11, "Accounting for Income Tax Benefits of Dividends on Share-Based Payment Awards." EITF 06-11 provides for the recognition and classification of deferred taxes associated with dividends or dividend equivalents on nonvested equity shares or nonvested equity share units (including restricted stock units (RSUs)) that are paid to employees and charged to retained earnings. This issue is effective for annual periods beginning after September 15, 2007. Also in June 2007, the EITF ratified EITF Issue No. 07-3, "Accounting for Advance Payments for Goods or Services to Be Used in Future Research and Development Activities." EITF 07-3 provides that nonrefundable advance payments made for goods or services to be used in future research and development activities should be deferred and capitalized until such time as the related goods or services are delivered or are performed, at which point the amounts would be recognized as an expense.

This issue is effective for fiscal years beginning after December 15, 2007 We have evaluated the potential impact of these issues and anticipate that they will have no material impact on our financial position and results of operations.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force ("EITF")), the American Institute of Certified Public Accountants ("AICPA"), and the SEC did not or are not believed by management to have a material impact on the Company's present or future financial statements.

3. PREPAID EXPENSES

	NINE MONTHS ENDED SEPTEMBER 30, 2007	YEAR ENDED DECEMBER 31, 2006
Rents	9,532	--
Business and health insurance	15,603	21,373
Engineering	5,750	--
Marketing	5,000	
Audit	17,700	--
Legal fees	--	4,180
Other	660	3,232
TOTAL	$ 54,245	$ 28,785

4. PROPERTY AND EQUIPMENT

	NINE MONTHS ENDED SEPTEMBER 30, 2007	YEAR ENDED DECEMBER 31, 2006

Computer equipment	$ 725,898	$ 703,099
Website development	38,524	38,524
Equipment	1,562	1,562
Furniture and fixtures	9,430	46,431
Telephone equipment	5,365	5,365
Molds and tooling	120,215	113,835
TOTAL	900,994	908,816
Less accumulated depreciation	(731,686)	(744,427)
NET PROPERTY AND EQUIPMENT	$ 169,308	$ 164,389

Depreciation expense totaled $31,000 and $39,000 for the nine months ended September 30, 2007 and 2006, respectively.

5. DEFERRED DEBT ISSUE COSTS

These costs relate to obtaining and securing debt financing and financing agreements. These costs are amortized over the term of the debt agreement using the straight line method. The Company incurred expenses of $15,000 which were related to a convertible debt financing agreement entered into dated September 7, 2007. A balance of $113,393 remains as of September 30, 2007.

6. ACCRUED EXPENSES

	NINE MONTHS ENDED SEPTEMBER 30, 2007	YEAR ENDED DECEMBER 31, 2006
Accrued salaries	$ 37,073	$ 10,976
Accrued vacation	64,830	57,441
Accrued interest	187,129	118,842
Accrued audit fees	56,852	50,000
Marketing	1,000	2,334
TOTAL	$ 346,884	$ 239,593

7. SETTLEMENT AGREEMENT LIABILITY

On August 23, 2007, One Voice Technologies, Inc. (the "Company") entered into a Settlement Agreement and Mutual Release with La Jolla Cove Investors, Inc. ("LJCI") pursuant to which we agreed with LJCI to forever settle, resolve and dispose of all claims, demands and causes of action asserted, existing or claimed to exist between the parties because of or in any way related to a legal proceeding in the San Diego County Superior Court (the "Court") entitled La Jolla Cove Investors, Inc. vs. One Voice Technologies, Inc., Case No. GIC850038 (the "Action"). LJCI received a judgment in its favor against the Company in connection with the Action whereby the Company owes LJCI an amount equal to $408,594.48 (the "Owed Amount"). Under the Settlement Agreement, the parties reached a final resolution with respect to such Owed Amount whereby (i) LJCI shall receive $200,000 within 15 days of the date of the Agreement and (ii) the difference between the Owed Amount and $200,000 shall be payable at a later date (the "Remaining Owed Amount"). The payment of the Remaining Owed Amount shall be made to LJCI in the following manner:

- Concurrently with the execution of the Agreement, the Company shall transfer to an independent escrow agent, on behalf of LJCI, all right, title and interest to 30,000,000 shares of Common Stock of the Company (the "Escrow Shares"), issued in 30 increments of 1,000,000 shares. On the one year anniversary of the Agreement, 1,000,000 Escrow Shares shall be released to LJCI whereby LJCI shall be able to sell such shares in open market transactions provided such sales do not exceed more than 14% of the corresponding daily volume of such shares on the trading market on which the Company's securities are sold. LJCI shall continue to receive the Escrow Shares, provided they satisfy the volume limitation set forth above and LJCI's ownership of the Company's common stock does not exceed 4.99% of the Company's then issued and outstanding shares of common stock, until the Remaining Owed Amount is satisfied;

- Upon notice from LJCI that the Remaining Owed Amount has been satisfied by the sale of the Escrow Shares either (i) Alpha Capital Ansalt ("Alpha") shall have the ability within 15 business days to purchase any remaining Escrow Shares at a 20% discount to the current market price of the shares or (ii) if Alpha does not exercise its right to purchase the shares, the Company shall have the ability to redeem the remaining Escrow Shares within 5 business days.

- At anytime while the Remaining Owed Amount is outstanding, the Company or Alpha may pay in cash to LJCI an amount equal to the Remaining Owed Amount and either (i) Alpha shall have the ability within 15 business days to purchase any remaining Escrow Shares at a 20% discount to the current market price of the shares or (ii) if Alpha does not exercise its right to purchase the shares, the Company shall have the ability to redeem the remaining Escrow Shares within 5 business days.

LJCI has contractually agreed to restrict their ability to exercise the Escrow Shares such that the number of shares of the Company common stock held by it does not exceed 4.99% of the Company's then issued and outstanding shares of common stock.

Upon receipt of the Owed Amount, LJCI will file a Satisfaction of Judgment in the appropriate court and grant the Company a release from any and all actions related to the Action.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

8. LICENSE AGREEMENT LIABILITY

In March 2000 the Company entered into a Software License Agreement ("License Agreement") with Philips Speech Processing, a division of Philips Electronics North America ("Philips"). Pursuant to the License Agreement, the Company received a world-wide, limited, nonexclusive license to certain speech recognition software owned by Philips. The initial term of the License Agreement was three (3) years, and the License Agreement included an extended term provision under which the License Agreement was automatically renewable for successive one (1) year periods, unless terminated by either party upon a minimum of sixty (60) days written notice prior to the expiration of the initial term or any extended term.

The License Agreement provides for the Company to pay a specified commission on revenues from products incorporating licensed software, and includes minimum royalty payment obligations over the initial three (3) year term of the License Agreement in the aggregate amount of $1,100,000.

The License Agreement has been amended as follows:

The first amendment to the License Agreement was entered into during March 2002.

- The initial term of the License Agreement was extended for two (2) years.

- The aggregate minimum royalty payment was increased from $1,100,000 to $1,500,000.

The amendment also included a revised payment schedule of the minimum royalty payment obligation due that provided for semi-annual payments of $250,000 (due on June 30th and December 31st of each year). In lieu of scheduled payments, in May, 2003, based on a verbal agreement with the Company and Philips, the Company began making monthly payments of $15,000, of which $10,000 is being applied against the remaining minimum royalty payment due and $5,000 is being applied as interest.

The second amendment to the License Agreement was entered into on February 1, 2007.

The following payment terms are as follows:

The 2006 past due amounts owed by the Company of $70,000 were allocated as follows:

- The Company paid $20,000 on February 23, 2007 to Philips.

- The remaining balance of $50,000 is to to be paid in the form of a non-interest bearing note payable to Philips Speech Processing.

- During the period of January 1, 2007 thru September 30, 2007 the following payments will be allocated as follows: $6,000 is to be paid monthly by the Company to Philips Speech Processing. The monthly remaining balance of $11,500 due to Philips Speech Processing is to be paid by the Company in the form of a non- Interest bearing note payable to Philips Speech Processing.

- On October 1, 2007 and continuing thereafter, a minimum Software License fee of $17,500 is to be paid to Philips Speech Processing on a monthly basis.

As of September 30, 2007 the note payable balance due Philips Speech Processing was $1,083,500.

9. SHORT TERM NOTE PAYABLE

On June 8, 2007 the Company entered into agreement with Maguire Properties-Regents Square LLC. ("Landlord"). The agreement relates to past due office rents owed by the Company to the Landlord. The landlord has agreed to accept payment in the form of a promissory note for $103,605.59. The promissory note has a term of 42 months and bears an interest rate of 10.0% per annum, due December 1, 2010. Monthly payments of $2,933.78 are to be paid to the Landlord. All rent expenses related to the note have been fully expensed in the proper periods.

As of September 30, 2007 the short term note payable balance due Maguire Properties-Regents Square LLC. was $29,602 with the remaining balance classified as long term notes payable.

9. DEBT DERIVATIVE LIABILITY

Since inception, the Company has entered into several convertible debt financing agreements with several institutional investors. Embedded within these convertible financing transactions are derivatives which require special treatment pursuant with SFAS No. 133 and EITF 00-19. The derivatives include but are not limited to the following characteristics:

- Beneficial conversion features
- Early redemption option
- Registration rights and associated liquidated damage clauses

As a result of the valuation conducted as of September 30, 2007 the Company has incurred a net non-cash loss of ($650,728) for the nine months.

The valuation at September 30, 2007 and the year ended December 31, 2006 resulted in the fair value of the debt derivative liability being $956,264 and $256,495 respectively.

10. WARRANT DERIVATIVE LIABILITY

Since inception, the Company has issued warrants in connection with convertible debt financing agreements and private placements that required analysis in accordance with EITF 00-19. EITF 00-19 specifies the conditions which must be met in order to classify warrants issued in a company's own stock as either equity or as a derivative liability. Evaluation of these conditions under EITF 00-19 resulted in the determination that these warrants are classified as a derivative liability. In accordance with EITF 00-19, warrants which are determined to be classified as derivative liabilities are marked-to-market each reporting period, with a corresponding non-cash gain or loss charged to the current period. The Company valued all warrant derivative liabilities as of September 30, 2007 using a Black-Scholes option pricing model using the following assumptions: expected dividend yield of 0.0%, expected stock price volatility of 110%, risk free interest rate of 4.74% and a remaining contractual life ranging from .12 years to 3.94 years.

As a result of the valuation conducted, the Company incurred a net non-cash loss of ($2,292,525) for the nine months.

The valuation at September 30, 2007 and the year ended December 31, 2006 the resulted in the fair value of the warrant derivative liability being $5,254,202 and $2,808,308 respectively.

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

11. REVOLVING CREDIT NOTE PAYABLE

On December 21, 2006, the Company completed a private placement pursuant to a Revolving Credit Note Agreement which the Company entered into with several institutional Investors, pursuant to which the Investors subscribed to advance up to a maximum amount of $640,000 bearing an interest rate of 7%. The term of the agreement shall be effective as of December 21, 2006 and shall be in full force and effect until the earliest to occur of (a) 12 months from December 21, 2006 (B) a date not less than thirty days after Lender gives notice of termination to the Company. In connection with the Revolving Credit Note Agreement, the Company also issued 20,000,000 shares of its common stock to the related investors. Interest shall be calculated daily on the outstanding principal balance due, and is to be reimbursed to the Investors a monthly basis. The reimbursement of the interest shall be in the form of the Company's restricted shares of common stock. The stock is to be valued at the month end stock closing price. The advances to the Company are to be based on an amount of up to 75% of the face value of the current and future invoices "Receivables" submitted for borrowing. All proceeds paid relating to the previously mentioned invoices are to be deposited into a lockbox account belonging to Investors. The lockbox proceeds are to be 100% applied towards any outstanding principal amount owed by the Company. The Company's obligation to repay all principal and accrued and unpaid interest under the convertible notes is secured by the Company's assets pursuant to a certain Security Agreement dated February 16, 2006, which also secures the remaining principal amount of the Company's convertible notes in the aggregate amount of $1,592,000 which the Company issued on March 18, 2005, July 13, 2005, March 17, 2006 May 5, 2006, July 6, 2006 and August 29, 2006 to certain of the investors participating in this new private placement.

The original Revolving Credit Note agreement has been amended five times during the nine months ended September 30, 2007. The amendments increased the maximum borrowing by the Company to an amount of $1,280,000. On the second amendment the principal and interest payment terms by the Company to the lender had changed. The original note payment terms were that all outstanding principal and interest was to be paid in cash by the Company upon maturity of the note.

Second amended payment terms are as follows:

The amendment provided an option to convert the outstanding balance into common shares of the the Company's common stock. The following conversion privileges apply:

The lender may elect to convert at a conversion rate of the lower of (i)$0.015 or (ii)80% of the lowest 3 day trading price of the past 30 trading days.

Since inception the Company has borrowed $1,105,000 against the revolving note. During the same period the Company paid $58,538 against the outstanding balance for a total net borrowing of $1,046,462 since inception. All borrowings are used to cover recurring operating expenses by the Company.

As of September 30, 2007 the outstanding principal amount owed to the Investors is $1,046,462. Interest accrued on the outstanding principal is $32,566 as of September 30, 2007.

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

12. NOTE PAYABLE

On August 8, 2003 the Company entered into a note payable in the amount of $100,000, with principal and interest at 8.0% per annum, due on August 8, 2008.

On June 8, 2007 the Company entered into agreement with Maguire Properties-Regents Square LLC. ("Landlord"). The agreement relates to past due office rents owed by the Company to the Landlord. The landlord has agreed to accept payment in the form of a promissory note for $103,605.59. The promissory note has a term of 42 months and bears an interest rate of 10.0% per annum, due December 1, 2010. Monthly payments of $2,933.78 are to be paid to the Landlord. All rent expenses related to the note have been fully expensed in the proper periods. As of September 30, 2007 the long term note payable balance due Maguire Properties-Regents Square LLC. was $68,137 with the remaining balance classified as short term notes payable.

At September 30, 2007 and December 31, 2006 the principal balance on the notes payable was $168,137 and $100,000, respectively. Accrued interest as of September 30, 2007 is $33,651.

13. CONVERTIBLE NOTES PAYABLE SUMMARY

ISSUANCE SUMMARY	NINE MONTHS ENDED	
	SEPTEMBER 30, 2007	SEPTEMBER 30, 2006
Principal	$ 420,000	$ 2,005,000
Warrants issued A&B	10,000,000	140,917,090

NINE MONTHS ENDED

CONVERSION SUMMARY

	SEPTEMBER 30, 2007	SEPTEMBER 30, 2006
Principal Converted	$ 235,643	$ 1,480,037
Shares converted	28,338,000	119,907,000
Average share conversion price	$ 0.0083	$ 0.0123

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

13 A. CONVERTIBLE NOTES PAYABLE DETAIL (CONTINUED)

During the nine months ended September 30, 2007 and 2006, $235,643 and $1,480,037 of notes payable and accrued interest was converted into 28,338,257 and 119,907,277 shares of the Company's common stock at an average conversion price of $ 0.0083 and$0.012 per share.

On March 17, 2006, the Company completed a private placement pursuant to a Subscription Agreement which the Company entered into with several institutional investors, pursuant to which the investors subscribed to purchase an aggregate principal amount of $700,000 in 6% secured convertible promissory notes and one Class A common stock purchase warrant for each one share which would be issued on the closing date assuming full conversion of the secured convertible notes issued on the closing date.

The secured convertible notes bear simple interest at 6% per annum payable June 1, 2006 and semi-annually thereafter, and mature 2 years after the date of issuance. Each investor shall have the right to convert the secured convertible notes after the date of issuance and at any time, until paid in full into shares of our common stock. The conversion price per share shall be the lower of (i) $0.043 or (ii) 80% of the average of the three lowest closing bid prices for our common stock for the 30 trading days prior to, but not including, the conversion date as reported by Bloomberg, L.P. on any principal market or exchange where our common stock is listed or traded. The conversion price is adjustable in the event of any stock split or reverse stock split, stock dividend, reclassification of common stock, recapitalization, merger or consolidation. In addition, the conversion price of the secured convertible notes will be adjusted in the event that we spin off or otherwise divest ourselves of a material part of our business or operations or dispose all or a portion of our assets. Our obligation to repay all principal and accrued and unpaid interest under the convertible notes is secured by all of our assets pursuant to a certain Security Agreement dated February 16, 2006, which also secures the remaining principal amount of our convertible notes in the aggregate amount of $1,115,000 which we issued on March 18, 2005 and July 13, 2005 to certain of the investors participating in this new private placement.

The Company issued an aggregate of 50,972,111 Class A common stock purchase warrants to the investors, representing one Class A warrant issued for each one share which would be issued on the closing date assuming full conversion of the secured convertible notes issued on the closing date. The Class A warrants are exercisable until four years from the closing date at an exercise price of $0.045 per share. The exercise price of the Class A warrants will be adjusted in the event of any stock split or reverse stock split, stock dividend, reclassification of common stock, recapitalization, merger or consolidation. In addition, the exercise price of the warrants will be adjusted in the event that we spin off or otherwise divest ourselves of a material part of our business or operations or dispose all or a portion of our assets. The fair value of the warrants of $457,000 using the Black Scholes option pricing model is recorded as a derivative liability. The beneficial conversion feature of approximately $243,000 will be amortized over the life of the debt using the interest method.

On May 5, 2006, the Company completed a private placement pursuant to a Subscription Agreement which we entered into with several institutional investors, pursuant to which the investors subscribed to purchase an aggregate principal amount of $324,000 in 6% secured convertible promissory notes. The secured convertible notes bear simple interest at 6% per annum payable June 1, 2006 and semi-annually thereafter, and mature 2 years after the date of issuance. Each investor shall have the right to convert the secured convertible notes after the date of issuance and at any time, until paid in full into shares of our common stock. The conversion price per share shall be the lower of (i) $0.043 or (ii) 80% of the average of the three lowest closing bid prices for our common stock for the 30 trading days prior to, but not including, the conversion date as reported by Bloomberg, L.P. on any principal market or exchange where our common stock is listed or traded. The conversion price is adjustable in the event of any stock split or reverse stock split, stock dividend, reclassification of common stock, recapitalization, merger or consolidation. In addition, the conversion price of the secured convertible notes will be adjusted in the event that we spin off or otherwise divest ourselves of a material part of our business or operations or dispose all or a portion of our assets.

13 A. CONVERTIBLE NOTES PAYABLE DETAIL

On July 6, 2006, we completed a private placement pursuant to a Subscription Agreement which we entered into with several institutional investors, pursuant to which the investors subscribed to purchase an aggregate principal amount of $550,000 in 6% secured convertible promissory notes and one Class A common stock purchase warrant which would be issued on the closing date assuming full conversion of the secured convertible notes issued on the closing date.

The secured convertible notes bear simple interest at 6% per annum payable August 1, 2006 and semi-annually thereafter, and mature 2 years after the date of issuance. Each investor shall have the right to convert the secured convertible notes after the date of issuance and at any time, until paid in full into shares of our common stock. The conversion price per share shall be the lower of (i) $0.015 or (ii) 80%

of the average of the three lowest closing bid prices for our common stock for the 30 trading days prior to, but not including, the conversion date as reported by Bloomberg, L.P. on any principal market or exchange where our common stock is listed or traded. The conversion price is adjustable in the event of any stock split or reverse stock split, stock dividend, reclassification of common stock, recapitalization, merger or consolidation. In addition, the conversion price of the secured convertible notes will be adjusted in the event that we spin off or otherwise divest ourselves of a material part of our business or operations or dispose all or a portion of our assets. Our obligation to repay all principal and accrued and unpaid interest under the convertible notes is secured by all of our assets pursuant to a certain Security Agreement dated February 16, 2006, which also secures the remaining principal amount of our convertible notes in the aggregate amount of $1,827,354 which we issued on March 18, 2005 July 13, 2005 March 17, 2006 May 5, 2006 July 6, 2006 and August 29, 2006 to certain of the investors participating in this new private placement.

We issued an aggregate of 48,530,839 Class A common stock purchase warrants to the investors, representing one Class A warrant issued for each one share which would be issued on the closing date assuming full conversion of the secured convertible notes issued on the closing date. The Class A warrants are exercisable until four years from the closing date at an exercise price of $0.015 per share. The exercise price of the Class A warrants will be adjusted in the event of any stock split or reverse stock split, stock dividend, reclassification of common stock, recapitalization, merger or consolidation. In addition, the exercise price of the warrants will be adjusted in the event that we spin off or otherwise divest ourselves of a material part of our business or operations or dispose all or a portion of our assets. The fair value of the warrants of $298,000 using the Black Scholes option pricing model is recorded as a derivative liability. The beneficial conversion feature of approximately $226,000 will be amortized over the life of the debt using the interest method.

On August 29, 2006, we completed a private placement pursuant to a Subscription Agreement which we entered into with several institutional investors, pursuant to which the investors subscribed to purchase an aggregate principal amount of $420,000 in 6% secured convertible promissory notes and one Class A common stock purchase warrant which would be issued on the closing date assuming full conversion of the secured convertible notes issued on the closing date.

13 A. CONVERTIBLE NOTES PAYABLE DETAIL (CONTINUED)

The secured convertible notes bear simple interest at 6% per annum payable September 1, 2006 and semi-annually thereafter, and mature 2 years after the date of issuance. Each investor shall have the right to convert the secured convertible notes after the date of issuance and at any time, until paid in full into shares of our common stock. The conversion price per share shall be the lower of (i) $0.015 or (ii) 80%

of the average of the three lowest closing bid prices for our common stock for the 30 trading days prior to, but not including, the conversion date as reported by Bloomberg, L.P. on any principal market or exchange where our common stock is listed or traded. The conversion price is adjustable in the event of any stock split or reverse stock split, stock dividend, reclassification of common stock, recapitalization, merger or consolidation. In addition, the conversion price of the secured convertible notes will be adjusted in the event that we spin off or otherwise divest ourselves of a material part of our business or operations or dispose all or a portion of our assets. Our obligation to repay all principal and accrued and unpaid interest under the convertible notes is secured by all of our assets pursuant to a certain Security Agreement dated February 16, 2006, which also secures the remaining principal amount of our convertible notes in the aggregate amount of $1,827,354 which we issued on March 18, 2005 July 13, 2005 March 17, 2006 May 5, 2006 July 6, 2006 and August 29, 2006 to certain of the investors participating in this new private placement.

We issued an aggregate of 42,708,334 Class A common stock purchase warrants to the investors, representing one Class A warrant issued for each one share which would be issued on the closing date assuming full conversion of the secured convertible notes issued on the closing date. The Class A warrants are exercisable until four years from the closing date at an exercise price of $0.015 per share. The exercise price of the Class A warrants will be adjusted in the event of any stock split or reverse stock split, stock dividend, reclassification of common stock, recapitalization, merger or consolidation. In addition, the exercise price of the warrants will be adjusted in the event that we spin off or otherwise divest ourselves of a material part of our business or operations or dispose all or a portion of our assets. The fair value of the warrants of $186,000 using the Black Scholes option pricing model is recorded as a derivative liability. The beneficial conversion feature of approximately $18,000 will be amortized over the life of the debt using the interest method.

On September 7, 2007, the Company entered into a subscription agreement (the "Agreement") with accredited investors and/or qualified institutional investors (the "Investors") pursuant to which the investors subscribed to purchase an aggregate principal amount of $420,000 in convertible promissory notes for an aggregate purchase price of $210,000. The Company also issued 10,000,000 Class A common stock purchase warrants to the Investors. The Class A warrants are exercisable until four years from the closing date at an exercise price of $0.02 per share. The exercise price of the Class A warrants will be adjusted in the event of any stock split or reverse stock split, stock dividend, reclassification of common stock, recapitalization, merger or consolidation. In addition, the exercise price of the warrants will be adjusted in the event that we spin off or otherwise divest ourselves of a material part of our business or operations or dispose all or a portion of our assets. The initial discount of $210,000 will be expensed over the term of the agreement using the straight line method. The fair value of the warrants of $153,369 using the Black Scholes option pricing model is recorded as a derivative liability. The proceeds of the offering were used to make payment towards a legal Settlement Agreement.

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

13 A. CONVERTIBLE NOTES PAYABLE DETAIL (CONTINUED)

The secured convertible notes mature 1 year after the date of issuance. Each investor shall have the right to convert the secured convertible notes after the date of issuance and at any time, until paid in full, at the election of the investor into fully paid and nonassessable shares of our common stock. The conversion price per share shall be the lower of (i) $0.015 or (ii) 80% of the average of the three lowest closing bid prices for our common stock for the 30 trading days prior to, but not including, the conversion date as reported by Bloomberg, L.P. on any principal market or exchange where our common stock is listed or traded. The conversion price is adjustable in the event of any stock split or reverse stock split, stock dividend, reclassification of common stock, recapitalization, merger or consolidation. In addition, the conversion price of the secured convertible notes will be adjusted in the event that we spin off or otherwise divest ourselves of a material part of our business or operations or dispose all or a portion of our assets.

The following as a summary of outstanding convertible debt financing agreements as of September 30, 2007:

A SUMMARY OF CONVERTIBLE DEBT AT DECEMBER 31, 2006 IS AS FOLLOWS:

	DUE DATE	PRINCIPAL AMOUNT REMAINING	UNAMORTIZED DISCOUNT
STONESTREET LIMITED PARTNERSHIP	DECEMBER 23, 2007	$ 10,000	$
ALPHA CAPITAL AKTIENGESELLSCHAFT	JULY 13, 2008	135,000	(53,8
ALPHA CAPITAL AKTIENGESELLSCHAFT	MARCH 17, 2008	250,000	(108,7
ALPHA CAPITAL AKTIENGESELLSCHAFT	MAY 5, 2008	108,000	(4,9
WHALEHAVEN CAPITAL FUND LIMITED	MAY 5, 2008	108,000	(4,9
ALPHA CAPITAL AKTIENGESELLSCHAFT	JULY 6, 2008	105,500	(46,0
BRISTOL INVESTMENT FUND LTD	JULY 6, 2008	250,000	(120,8
CENTURION MICROCAP			

L.P.	JULY 6, 2008	100,000	(46,0
WHALEHAVEN CAPITAL FUND LIMITED	JULY 6, 2008	105,500	(46,0
ALPHA CAPITAL AKTIENGESELLSCHAFT	AUGUST 29, 2008	105,000	(43,3
ELLIS INTERNATIONAL LIMITED	AUGUST 29, 2008	150,000	(64,9
OSHER CAPITAL	AUGUST 29, 2008	60,000	(25,9
WHALEHAVEN CAPITAL FUND LIMITED	AUGUST 29, 2008	105,000	(43,3
TOTAL LONG TERM CONVERTIBLE DEBT DECEMBER 31, 2006		$ 1,592,000	$ (609,0

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

ONE VOICE TECHNOLOGIES INC.
CONVERTIBLE DEBT FINANCING SUMMARY (CONTINUED)

A SUMMARY OF CONVERTIBLE DEBT AT SEPTEMBER 30, 2007 IS AS FOLLOWS:

	DUE DATE	PRINCIPAL AMOUNT REMAINING	UNAMORTIZED DISCOUNT
STONESTREET LIMITED PARTNERSHIP	DECEMBER 23, 2007	$ 10,000	$ (817)
ALPHA CAPITAL AKTIENGESELLSCHAFT	MARCH 17, 2008	250,000	(41,420)
ALPHA CAPITAL AKTIENGESELLSCHAFT	MAY 5, 2008	108,000	(2,172)
WHALEHAVEN CAPITAL			

FUND LIMITED	MAY 5, 2008	108,000	(2,172)
ALPHA CAPITAL AKTIENGESELLSCHAFT	JULY 6, 2008	105,500	(23,296)
BRISTOL INVESTMENT FUND LTD	JULY 6, 2008	160,000	(39,805)
CENTURION MICROCAP L.P	JULY 6, 2008	100,000	(23,296)
WHALEHAVEN CAPITAL FUND LIMITED	JULY 6, 2008	105,500	(23,296)
ALPHA CAPITAL AKTIENGESELLSCHAFT	AUGUST 29, 2008	105,000	(23,797)
ELLIS INTERNATIONAL LIMITED	AUGUST 29, 2008	150,000	(35,695)
OSHER CAPITAL	AUGUST 29, 2008	50,000	(12,147)
WHALEHAVEN CAPITAL FUND LIMITED	AUGUST 29, 2008	105,000	(23,797)
ALPHA CAPITAL AKTIENGESELLSCHAFT	SEPTEMBER 7, 2007	110,000	(101,056)
WHALEHAVEN CAPITAL FUND LIMITED	SEPTEMBER 7, 2007	110,000	(101,056)
OSHER CAPITAL	SEPTEMBER 7, 2007	100,000	(91,868)
CENTURION MICROCAP L.P	SEPTEMBER 7, 2007	100,000	(91,864)
TOTAL LONG TERM CONVERTIBLE DEBT SEPTEMBER 30, 2007		$ 1,777,000	$ (637,554)

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ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

14. COMMON STOCK

The following is a summary of transactions that had an impact on equity:

	NINE MONTHS ENDED SEPTEMBER 30, 2007			
	SHARES ISSUED	AVERAGE SHARE PRICE	VALUE	SHARES ISSUED
Debt conversions	28,338,257	0.0083	235,643	119,907,2
Issuance of stock in exchange for services	9,340,435	0.0195	181,960	3,000,0
Warrant exercise	61,098,313	0.0104	633,419	20,550,0
Private placement	--	N/A	--	17,000,0
Shares in escrow	30,000,000	0.0200	600,000	
Total	128,777,005	0.0128	1,651,022	160,457,2

o CONVERTIBLE DEBT CONVERSION

During the nine months ended September 30, 2007, Alpha Capital Akteingesellschaft converted $135,000 of notes payable and accrued interest into 21,428,571 shares of the Company's common stock at an average conversion price of $0.0063.

During the nine months ended September 30, 2007, Bristol Investment Fund converted $90,000 of notes payable and accrued interest into 6,000,000 shares of the Company's common stock at an average conversion price of $0.012.

During the nine months ended September 30, 2007, Osher Capital Inc. converted $10,643 of notes payable and accrued interest into 909,686 shares of the Company's common stock at an average conversion price of $0.014.

During the nine months ended September 30, 2006, Alpha Capital Akteingesellschaft converted approximately $372,590 of notes payable and accrued interest into approximately 31,528,942 shares of the Company's common stock at an average conversion price of $0.02.

During the nine months ended September 30, 2006, Whalehaven Fund, Limited converted $756,600 of notes payable and accrued interest into 56,317,420 shares of the Company's common stock at an average conversion price of $0.013.

During the nine months ended September 30, 2006, Ellis International Ltd. converted $148,592 of notes payable and accrued interest into 12,965,167 shares of the Company's common stock at an average conversion price of $0.012.

During the nine months ended September 30, 2006, Omega Capital Small

Cap Fund converted $120,450 of notes payable and accrued interest into 11,854,575 shares of the Company's common stock at an average conversion price of $0.01.

During the nine months ended September 30, 2006, Osher Capital Inc. converted $15,575 of notes payable and accrued interest into 1,134,088 shares of the Company's common stock at an average conversion price of $0.014.

During the nine months ended September 30, 2006, Momona Capital Corp. converted $66,231 of notes payable and accrued interest into 6,107,085 shares of the Company's common stock at an average conversion price of $0.011.

14. COMMON STOCK (CONTINUED)

- WARRANT EXERCISE

During the nine months ended September 30, 2007 a total of 37,126,855 warrants were exercised at an average price of $0.0065. As a result the Company received cash proceeds of $240,300.

During the nine months ended September 30, 2006 a total of 20,550,000 warrants were exercised at an average price of $0.015. As a result the Company received cash proceeds of $300,200.

ISSUANCE OF WARRANTS ON A CASHLESS BASIS

From time to time warrants can be exercised on a cashless basis if certain conditions exist. If warrants are held for a certain period of time and there is no effective registration statement for these warrants, the holder of these warrants may exercise them on a cashless basis. The result is the Company issuing restricted shares pursuant to rule 144 or 144K. The number of shares issued are discounted according the subscription agreement formula. EX: The Company issues 1,250,000 restricted shares and the holder forfeits 1,500,000 shares.

During the nine months ended September 30, 2007 approximately 23,971,458 warrants were issued on a cashless basis and 34,566,902 warrants were forfeited. The Additional shares of 10,595,444 were forfeited due the the discounted feature of the cashes exercise.

- PRIVATE PLACEMENT

During the nine months ended September 30, 2007 the Company did not engage in any private placement activity.

During the nine months ended September 30, 2006, accredited investors purchased an aggregate of 17,000,000 shares of restricted common stock for a total purchase price of $332,000. In addition, the investor received an aggregate of 3,000,000 Class A and 3,000,000 Class B common stock purchase warrants with an exercise price of $0.045 and $0.06 per share respectively.

- ISSUANCE OF COMMON STOCK IN EXCHANGE OF SERVICES

  During the nine months ended September 30, 2007 the Company issued 9,340,435 shares of its restricted common stock having a market value of $181,960 in exchange for services rendered.

  During the nine months ended September 30, 2006 the Company issued 3,000,000 shares of its restricted common stock having a market value of $100,500 in exchange for a settlement of debt.

- SHARES IN ESCROW

  On August 23, 2007 the Company issued 30,000,000 shares of the Company's restricted common stock valued at $600,000. The shares were put into an independent 3rddparty escrow account on behalf of La Jolla Cove Investors Inc. These shares relate to a legal settlement on August 23, 2007 between the Company and La Jolla Cove Investors Inc.

  See Note 7 in the accompanying notes to the financial statements for additional details.

- SHARES TO BE ISSUED IN EXCHANGE FOR INTEREST OWED

  During the period of January 1, 2007 thru September 30, 2007 the investors elected to convert $8,902 in accrued interest related to the revolving credit note. Approximately 270,000 shares of the Company's restricted stock are to be issued. As of September 30, 2007 these shares have not yet been issued.

15. OTHER INCOME (EXPENSE)

For the nine months ended September 30, 2007 and 2006, other expense was ($4,105,995) and ($1,175,116) respectively.

OTHER INCOME / (EXPENSE) SUMMARY

	NINE MONTHS ENDED SEPTEMBER 30, 2007	SEPTEMBER 30, 2006
Interest expense	$ (791,636)	$(1,633,596)
Gain / (loss) on warrant and debt derivative	(2,943,253)	652,773
Other income / (expense)	(371,106)	(194,293)

TOTAL	$(4,105,995)	$(1,175,116)

Other income (expense) consisted of interest expense, gain (loss) on warrant and debt derivative liability and other income (expense), details below.

INTEREST EXPENSE

INTEREST EXPENSE SUMMARY

	NINE MONTHS ENDED SEPTEMBER 30, 2007	SEPTEMBER 30, 2006
Debt issue cost	$ 276,443	$ 114,296
Discount amortization	383,881	1,418,829
Accrued interest	127,911	119,371
Other / penalties	3,401	(18,900)
TOTAL	$ 791,636	$ 1,633,596

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

15. OTHER INCOME (EXPENSE) (CONTINUED)

For nine months ended September 30, 2007 and 2006, interest expense was $791,636 compared to $1,633,596 respectively.

Interest expense is composed of three very distinct transactions, which vary in their financial treatment.

1. Monthly amortization of debt issue costs related to securing convertible debt financing.

This represents a cash related transaction.

For the nine months ended September 30, 2007 and 2006, interest expense related to debt issue costs was $276,443 compared to $114,296, respectively.

2. Monthly amortization of the embedded discount features within convertible debt financing.

This represents a non-cash transaction.

For the nine months ended September 30, 2007, and 2006, interest expense related to the amortization of discount was $383,881 compared to $1,418,829, respectively.

3. Monthly accrued interest related to notes payable and convertible notes payable financing.

This represents a future cash transaction if the convertible interest accrued is not converted into common stock. No accrued interest related to convertible notes payable was paid in cash during the nine months ended September 30, 2007 and 2006.

For the nine months ended September 30, 2007 and 2006, interest expense related to notes payable and convertible notes payable was $127,911 compared to $119,371, respectively.

4. Other / misc. (Income) / Expense for the nine months ended September 30, 2007 and 2006, was an expense of $3,401 compared to an income ($18,900), respectively.

GAIN / (LOSS) ON WARRANT AND DEBT DERIVATIVES

For the nine months ended September 30, 2007 and 2006, losses recorded on warrant derivatives and debt derivatives was ($2,943,253) compared to gain of $652,773 respectively.

See Note 9 and 10 in the accompanying notes to the financial statements for additional details.

15. OTHER INCOME (EXPENSE) (CONTINUED)

For the nine months ended September 30, 2007 and 2006, other / net was a loss of ($371,106) compared to ($194,293) respectively.

Other expense of $371,106 for the period ended September 30, 2007 consisted primarily of warrants being issued pursuant to a cashless exercise during the nine months ended September 30, 2007.

See Note 14 in the accompanying notes to the financial statements for additional details.

Other expense for the period ended September 30, 2006 of $194,293 is attributable to a one time settlement for the exchange of services. Payment was in the form of the Companys restricted common stock.

16. COMMITMENTS AND CONTINGENCIES

The Company leases its facilities and certain equipment under leases that expire at various times through 2010. The following is a schedule, by year, of future minimum rental payments required under operating leases that have non cancelable lease terms in excess of one year as of September 30, 2007:

2007	25,817
2008	106,276
2009	109,618
2010	112,960
	$ 354,671

Rent expense, net of sublease income, amounted to $115,956 and $169,790 for the nine months ended September 30, 2007 and 2006 respectively.

17. INCENTIVE AND NONQUALIFIED STOCK OPTION PLAN

On July 14, 1999, the Company adopted an Incentive and Nonqualified Stock Option Plan (the "Plan") for its employees and consultants under which a maximum of 3,000,000 options (Amendment to increase the available shares from 1,500,000 to 3,000,000 approved by the shareholders in December 2001) and approved by the shareholders may be granted to purchase common stock of the Company. On July 29, 2005 the Company adopted the 2005 Stock Incentive Plan and reserved 60,000,000 shares of the Company's common stock for issuance under the 2005 Plan.

Two types of options may be granted under the 2005 Plan: (1) Incentive Stock Options (also known as Qualified Stock Options) which may only be issued to employees of the Company and whereby the exercise price of the option is not less than the fair market value of the common stock on the date it was reserved for issuance under the Plan; and (2) Nonstatutory Stock Options which may be issued to either employees or consultants of the Company and whereby the exercise price of the option is greater than 85% of the fair market value of the common stock on the date it was reserved for issuance under the plan. Grants of options may be made to employees and consultants without regard to any performance measures. All options issued pursuant to the Plan vest at a rate of at least 20% per year over a 5-year period from the date of the grant or sooner if approved by the Board of Directors. All options issued pursuant to the Plan are nontransferable and subject to forfeiture.

In 2005, the Company elected to follow Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB 25) and related interpretations in accounting for its employee stock options because the alternative fair value accounting provided for under SFAS No. 123, "Accounting for Stock-Based Compensation," requires use of option valuation models. Under APB 25, because the exercise price of the Company's employee stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recognized. The Company follows SFAS No. 123 for stock options granted to non-employees and records a consulting expense equal to the fair value of the options at the date of grant.

Upon termination of employment or service contract, all options vested or non-vested expire unless the options have been exercised in full, or in part within 90 days of such event. Management reserves the right to extend vested options under certain circumstances, given approval by the Board of Directors.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

17. INCENTIVE AND NONQUALIFIED STOCK OPTION PLAN (CONTINUED)

On September 12, 2007 the Company granted 15,000,000 stock options to its employees and Board of Directors. The stock options issued are pursuant to the 2005 stock option plan.

A total of 10,125,000 options were terminated during the nine months ended September 30, 2007.

The total intrinsic value of vested options relating to employee and director compensation during the period ended September 30, 2007 and 2006, is $936,000 and $0 respectively, this consists of 37,441,778 vested options at an average exercise price of $0.079 per share. The increase of $969,000 from the prior period is due to the Company's closing stock price at September 28, 2007 of $0.026 per share compared to $0.0128 per share at December 29, 2006 (see footnote 17.a for details).

For the periods ended September 30, 2007 and 2006, there was approximately $163,060 and $235,034 of total compensation expense recorded by the Company related to share-based compensation.

As of September 30, 2007, there was approximately $153,755 of total unrecognized compensation cost related to share-based compensation arrangements with employees. Of this amount, $76,948 is expected to be recognized throughout 2008.

As of September 30, 2007, there was approximately $25,659 of total unrecognized compensation cost related to share-based compensation arrangements with directors and contractors. Of this amount, $12,971 is expected to be recognized throughout 2008.

The Companys closing stock price reported by NASDAQ listed under symbol ONEV at September 28, 2007 was $0.026 per share.

See footnote 17 A. for a description of the Company's share-based Compensation plan.

STOCK OPTIONS ACTIVITY

The following table is a summary of the activity for the two stock compensation plans adopted by the Company as of September 30, 2007.

SIX MONTHS ENDED
SEPTEMBER 30, 2007

	NUMBER OF SHARES AUTHORIZED	NUMBER OF SHARES OUTSTANDING	NUMBER OF SHARES AVAILABLE FOR GRANT
Year 1999 plan	3,000,000	3,000,000	--
Year 2005 plan	60,000,000	59,934,000	66,000
TOTAL	63,000,000	62,934,000	66,000

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

17. INCENTIVE AND NONQUALIFIED STOCK OPTION PLAN (CONTINUED)

A summary of the Company's stock option activity and related information is as follows for the period ending September 30, 2007 and 2006, respectively:

	NINE MONTHS ENDED SEPTEMBER 30, 2007	
	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE
Outstanding at beginning of year	58,059,000	$ 0.06
Options granted	15,000,000	0.019
Options exercised	0	N/A
Options terminated	(10,125,000)	N/A
OPTIONS OUTSTANDING AT END OF 3RD QUARTER	62,934,000	0.054
OPTIONS EXERCISABLE AT END OF 3RD QUARTER	37,411,778	$ 0.079

The following table summarizes the number of options authorized by the plan and available for distribution as of September 30, 2007 and 2006, respectively.

	PERIOD ENDING SEPTEMBER 30, 2007 NUMBER OF SHARES	PERIOD ENDING SEPTEMBER 30, 2006 NUMBER OF SHARES
Beginning options available for grant	4,941,000	61,078,500
Add: Additional options authorized	--	--
Less: Options granted	(15,000,000)	(57,200,000)
Add: Options terminated	10,125,000	--
ENDING OPTIONS AVAILABLE FOR DISTRIBUTION	66,000	3,878,500

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

17. INCENTIVE AND NONQUALIFIED STOCK OPTION PLAN (CONTINUED)

The following tables summarize the number of option shares, the weighted average exercise price and the weighted average life (by years) by price range for both total outstanding options and total exercisable options as of September 30, 2007

	FOR THE PERIOD ENDED SEPTEMBER 30, 2007				
	TOTAL OUTSTANDING			TOTAL EXERCISABLE	
PRICE RANGE	# OF SHARES	WEIGHTED AVERAGE EXERCISE PRICE	LIFE	# OF SHARES	WEIGH AVER EXERC PRI
$6.08 - $ 12.80	240,000	$ 7.158	2.89	240,000	$ 7
$0.32 - $2.00	694,000	0.867	3.78	694,000	0
$0.016 - $0.19	62,000,000	0.017	7.48	36,477,778	0
TOTAL	62,934,000	$ 0.054	7.42	37,411,778	$ 0

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

17. INCENTIVE AND NONQUALIFIED STOCK OPTION PLAN (CONTINUED)

A summary of option activity relating to employee, director and contractor compensation as of September 30, 2007, and the intrinsic value related to the options:

	NINE MONTHS ENDED SEPTEMBER 30, 2007		
OPTIONS RELATING TO EMPLOYEE, CONSULTANTS AND DIRECTOR COMPENSATION	SHARES	WEIGHTED AVERAGE EXERCISE PRICE	LIFE
Outstanding at beginning of year	58,059,000	$ 0.060	7.42
Options granted	15,000,000	0.019	4.96
Options exercised	0	N/A	N/A
Options terminated	(10,125,000)	N/A	N/A

OPTIONS OUTSTANDING AT END OF 3RD QUARTER	62,934,000	0.054	7.42
OPTIONS EXERCISABLE AT END OF 3RD QUARTER	37,411,778	$ 0.079	7.71

NOTE: ASSUMES ONLY OPTIONS ABOVE WATER ARE TO BE EXERCISED.

CALCULATION IS BASED ON CLOSING STICK PRICE OF $ .026 PER SHARE DATED SEPTEMBER 28, 2007.

A summary of the status of the Company's non-vested option shares relating to employee and director compensation as of December 31, 2006, and changes during the period ended September 30, 2007 is presented below:

	NINE MONTHS ENDED SEPTEMBER 30, 2007	
NON VESTED OPTIONS RELATING TO EMPLOYEE, CONSULTANTS AND DIRECTOR COMPENSATION	SHARES	WEIGHTED AVERAGE GRANT-DATE FAIR VALUE
Outstanding at beginning of year	58,059,000	$ 0.06
Options granted	15,000,000	0.019
Options exercised	0	N/A
Options vested	(37,411,778)	0.089
Options terminated	(10,125,000)	0.016
NON VESTED AT END OF 3RD QUARTER	25,522,222	$ 0.016

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

17 a. INCENTIVE AND NONQUALIFIED STOCK OPTION PLAN (CONTINUED)

In addition to the assumptions in the above tables, the Company applies a forfeiture-rate assumption in its estimate of fair value that is primarily based on historical annual forfeiture rates of the Company.

	2007
Expected dividend yield	0.00%
Expected volatility	113%
Average risk-free interest rate	4.74%
Expected life (in years)	2.89 to 7.42

The above options carry vesting date's as follows: 1/3 of the options vest on the grant date, 1/3 of the options vest one year after the grant date, the final 1/3 of the options vest two years after the grant date.

On July 14, 1999, the Company adopted an Incentive and Nonqualified Stock Option Plan (the "Plan") for its employees and consultants under which a maximum of 3,000,000 options (Amendment to increase the available shares from 1,500,000 to 3,000,000 approved by the shareholders in December 2001) and approved by the shareholders may be granted to purchase common stock of the Company. On July 29, 2005 the Company adopted the 2005 Stock Incentive Plan and reserved 60,000,000 shares of the Company's common stock for issuance under the 2005 Plan.

The Company has elected to follow Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB 25) and related interpretations in accounting for its employee stock options because the alternative fair value accounting provided for under SFAS No. 123, "Accounting for Stock-Based Compensation," requires use of option valuation models. Under APB 25, because the exercise price of the Company's employee stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recognized. The Company follows SFAS No. 123 as of December 31, 2006, the Company has 3 stock option plans for the benefit of officers, directors, employees, independent contractors and consultants of the Company. These plans include: (i) the 1998 Stock Option Plan, (ii) the 1996 Stock Option Plan, and (iii) the 1996 Employee Compensatory Stock Option Plan. In addition to these plans, the Company grants various other stock options, warrants and stock directly to certain parties. The Company grants all such awards as incentive compensation to officers, directors, and employees, and as compensation for the services of independent contractors and consultants of the Company.

Stock options: The Company generally grants stock options to employees at exercise prices equal to the fair market value of the Company's stock at the dates of grant. Stock options may be granted throughout the year, vest immediately, vest based on years of continuous service, or vest upon completion of specified performance conditions, and expire 10 years following the initial grant date. The Company recognizes compensation expense for the fair value of the stock options over the requisite service period for each separate vesting portion of the stock option award, or, for awards with performance conditions, when the performance condition is met.

Warrant options: The Company generally grants stock options to directors and consultants at exercise prices equal to the fair market value of the Company's stock at the dates of grant. Stock options may be granted throughout the year, vest immediately, vest based on years of continuous service, or vest upon completion of specified performance conditions, and expire 10 years following the initial grant date. The Company recognizes compensation expense for the fair value of the stock options over the requisite service period for each separate vesting portion of the stock option award, or, for awards with performance conditions, when the performance condition is met.

17 a. INCENTIVE AND NONQUALIFIED STOCK OPTION PLAN (CONTINUED)

The fair value of each option and warrant award is estimated on the date of grant using the Black-Scholes option-pricing model that uses the assumptions noted in the following table. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options and warrants have characteristics significantly different from those of traded options, and because changes in the subjective assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its stock options and warrants. The expected dividend yield assumption is based on the Company's expectation of dividend payouts. Expected volatilities are based on historical volatility of the Company's stock. The average risk-free interest rate is based on the U.S. treasury yield curve in effect as of the grant date. The expected life is primarily determined using guidance from SAB 107. As such, the expected life of the options and warrants is the average of the vesting term and the full contractual term of the options and warrants.

18. WARRANTS

At September 30, 2007, the Company had warrants outstanding that allow the holders to purchase up to 278,286,081 shares of common stock.

At September 30, 2007, the weighted average remaining contractual life of the warrants was approximately 27 months.

The number and weighted average exercise prices of the warrants for the period ended September 30, 2007 and 2006 are as follows:

	NINE MONTHS ENDE	
	SEPTEMBER 30, 2007	
	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE
Outstanding at beginning of year	339,979,838	$0.020
Warrants granted	10,000,000	N/A
Warrants exercised / forfeited	(71,693,757)	0.005
Warrants terminated	0	N/A
WARRANTS OUTSTANDING AT END OF 3RD QUARTER	278,286,081	$0.016
WARRANTS EXERCISABLE AT END OF 3RD QUARTER	278,286,081	$0.016

During the nine months ended September 30, 2007 a total of 61,098,313 warrants were exercised at an average price of $0.065. As a result the Company received cash proceeds of $240,300. A total of 10,595,444 warrants were forfeited due to warrants being exercised in a cashless basis.

See Note 14 in the accompanying notes to the financial statements for additional details.

During the nine months ended September 30, 2007 and 2006, the Company issued 10,000,000 and 140,919,090 warrants to Stockholders, respectively.

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

19. RESTATEMENT OF FINANCIAL STATEMENTS

The Company has restated previously issued 10-QSB for period ended March 31, 2006, June 30, 2006 and September 30, 2006 and the consolidated financial statements for matters relating to the proper treatment of conversion features embedded in the convertible debt financing transactions. The restatement is pursuant to EITF Nos. 00-19, 05-02, and SFAS No. 133. The accompanying financial statements for the period ended March 31, 2006, June 30, 2006 and September 30, 2006 have been restated to reflect the corrections. Accumulated deficit as of September 30, 2006 was decreased by $548,531 as a result of adjustments related to the carrying value of convertible debentures, warrant liability and other derivative liabilities, which previously either in part or as a whole, were unrecorded liabilities during the nine months ended September 30, 2006.

THREE MONTHS ENDED MARCH 31, 2006

THE FOLLOWING IS A SUMMARY OF THE RESTATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2006 (UNAUDITED):

Increase / (decrease) in interest expense	$(148,960)
Increase / (decrease) in gain on warrant and debt derivative	--
Increase / (decrease) in the fair value of debt derivative liability	156,350
Increase / (decrease) in the fair value of net convertible notes	247,039
Increase / (decrease) additional paid in capital	(777,827)
Increase / (decrease) accumulated deficit	(374,438)

THE FOLLOWING IS A SUMMARY OF THE RESTATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2006 (UNAUDITED):

Total decrease of 2006 net loss	$ 148,960

THE EFFECT ON THE COMPANY'S PREVIOUSLY ISSUED MARCH 31, 2006 FINANCIAL STATEMENTS ARE SUMMARIZED AS FOLLOWS:

	PREVIOUSLY REPORTED (unaudited)	CHANGE	RESTATED (unaudited
BALANCE SHEET			
Derivative liability	-	156,350	156,350
TOTAL CURRENT LIABILITIES	-	156,350	156,350
Convertible notes payable, net	90,605	247,039	337,644
TOTAL LONG TERM LIABILITIES	90,605	247,039	337,644

TOTAL LIABILITIES	90,605	403,389	493,994
Additional paid in capital	40,369,813	(777,827)	39,591,986
Accumulated deficit	(48,480,731)	374,438	(48,106,293
TOTAL STOCKHOLDERS EQUITY	(8,110,918)	(403,389)	(8,514,307

STATEMENT OF OPERATIONS

Interest expense	(893,305)	148,960	(744,345
Loss on warrant and debt derivative	(3,877,509)	-	(3,877,509
Other Income / (Expense)	-	-	-
NET INCOME / (LOSS)	(4,770,814)	148,960	(4,621,854

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

19. RESTATEMENT OF FINANCIAL STATEMENTS (CONTINUED)

THE FOLLOWING IS A SUMMARY OF THE RESTATEMENTS FOR THE SIX MONTHS ENDED June 30, 2006 (UNAUDITED):

Increase / (decrease) in interest expense	$(176,543)
Increase / (Decrease) in derivative expense	--
Increase / (decrease) in the fair value of debt derivative liability	178,305
Increase / (decrease) in the fair value of net convertible notes	308,015
Increase / (decrease) additional paid in capital	(888,341)
Increase / (decrease) accumulated deficit	(402,021)

THE FOLLOWING IS A SUMMARY OF THE RESTATEMENTS FOR THE SIX MONTHS ENDED June 30, 2006 (UNAUDITED):

Total decrease of 2006 net loss	$ 176,543

THE EFFECT ON THE COMPANY'S PREVIOUSLY ISSUED June 30, 2006 FINANCIAL STATEMENTS ARE SUMMARIZED AS FOLLOWS:

	PREVIOUSLY REPORTED	CHANGE	RESTATE
	(unaudited)		(unaudite

(unaudited)

BALANCE SHEET

Derivative liability	--	178,305	178,3
TOTAL CURRENT LIABILITIES	--	178,305	178,3
Convertible Note Discount	420,666	308,015	728,6
TOTAL LONG TERM LIABILITIES	420,666	308,015	728,6
TOTAL LIABILITIES	420,666	486,320	906,9
Additional paid in capital	40,650,563	(888,341)	39,762,2
Accumulated deficit	(45,573,090)	402,021	(45,171,0
TOTAL STOCKHOLDERS EQUITY	(4,922,527)	(486,320)	(5,408,8

STATEMENT OF OPERATIONS - THREE MONTHS

Interest Income / (Expense)	(221,742)	27,583	(194,1
Gain / (Loss) derivative's	4,098,311	--	4,098,3
Other Income / (Expense)	--	--	
NET INCOME / (LOSS)	3,876,569	27,583	3,904,1

STATEMENT OF OPERATIONS - SIX MONTHS

Interest Income / (Expense)	(1,115,047)	176,543	(938,5
Gain / (Loss) derivative's	220,802	--	220,8
Other Income / (Expense)	--	--	
NET INCOME / (LOSS)	(894,245)	176,543	(717,7

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

19. RESTATEMENT OF FINANCIAL STATEMENTS (CONTINUED)

THREE MONTHS AND NINE MONTHS ENDED SEPTEMBER 31, 2006

THE FOLLOWING IS A SUMMARY OF THE RESTATEMENTS FOR THE NINE MONTHS ENDED SEPTEMBER 31, 2006 (UNAUDITED):

Increase / (decrease) in interest expense	$ (323,053)

Increase / (Decrease) in derivative expense	-
Increase / (decrease) in the fair value of debt derivative liability	244,034
Increase / (decrease) in the fair value of net convertible notes	339,353
Increase / (decrease) additional paid in capital	(1,131,918)
Increase / (decrease) accumulated deficit	(548,531)

THE FOLLOWING IS A SUMMARY OF THE RESTATEMENTS FOR THE NINE MONTHS ENDED SEPTEMBER 31, 2006 (UNAUDITED):

Total decrease of 2006 net loss	$ 548,531

THE EFFECT ON THE COMPANY'S PREVIOUSLY ISSUED SEPTEMBER 31, 2006 FINANCIAL STATEMENTS ARE SUMMARIZED AS FOLLOWS:

	PREVIOUSLY REPORTED	CHANGE
	(unaudited)	
BALANCE SHEET		
Derivative liability	--	244,034
TOTAL CURRENT LIABILITIES	--	244,034
Convertible Note Discount	678,524	339,353
TOTAL LONG TERM LIABILITIES	678,524	339,353
TOTAL LIABILITIES	678,524	583,387
Additional paid in capital	41,389,124	(1,131,918)
Accumulated deficit	(46,337,229)	548,531
TOTAL STOCKHOLDERS EQUITY	(4,948,105)	(583,387)
STATEMENT OF OPERATIONS - THREE MONTHS		
Interest Income / (Expense)	(518,549)	146,510
Gain / (Loss) derivative's	431,971	--
Other Income / (Expense)	--	--
NET INCOME / (LOSS)	(86,578)	146,510
STATEMENT OF OPERATIONS - NINE MONTHS		
Interest Income / (Expense)	(1,633,596)	323,053
Gain / (Loss) derivative's	652,773	--
Other Income / (Expense)	--	--

NET INCOME / (LOSS)	(980,823)	323,053

ONE VOICE TECHNOLOGIES INC.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

20. SUBSEQUENT EVENTS

- CONVERTBLE DEBT CONVERSIONS

  During the period of October 1, 2007 through November 5, 2007 accredited investors converted $217,840 of convertible debt into 18,604,542 shares of the Company's restricted common stock.

- WARRANT EXERCISE

  On October 29, 2007, the company issued a total of 1,000,000 restricted common stock purchase warrants to an accredited investor for $6,530.00. The shares were issued at a price of $.00653 per share.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION

FORWARD-LOOKING STATEMENTS

The information in this report contains forward-looking statements. All statements other than statements of historical fact made in this report are forward looking. In particular, the statements herein regarding industry prospects and future results of operations or financial position are forward-looking statements. These forward-looking statements can be identified by the use of words such as "believes," "estimates," "could," "possibly," "probably," anticipates," "projects," "expects," "may," "will," or "should" or other variations or similar words. No assurances can be given that the future results anticipated by the forward-looking statements will be achieved. Forward-looking statements reflect management's current expectations and are inherently uncertain. Our actual results may differ significantly from management's expectations.

The following discussion and analysis should be read in conjunction with our financial statements, included herewith. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment of our management.

OVERVIEW OF THE BUSINESS

One Voice Technologies, Inc. is a voice recognition technology company with over $43 million invested in Research and Development and deployment of more than 20 million products worldwide in seven languages. To date, our customers include: Telefonos de Mexico, S.A.B. de C.V. (TELMEX), Intel Corporation, the Government of India, Fry's Electronics, Alltel Wireless, Inland Cellular, Nex-Tec Wireless, Rural Independent Networks and several additional telecom service providers throughout the United States.

Based on our patented technology, One Voice offers voice solutions for the Telecom and Interactive Multimedia markets. Our telecom solutions allow business and consumer phone users to voice dial, group conference call, read and send e-mail and instant messages, all by voice. We offer PC Original Equipment Manufacturers (OEM's) the ability to bundle a complete voice interactive computer assistant which allows PC users to talk to their computers to quickly play digital media (music, videos, DVD) along with read and send e-mail messages, SMS text messaging to mobile phones, PC-to-Phone calling (VoIP) and PC-to-PC audio/video. We feel we are strongly positioned across these markets with our patented voice technology.

The Company believes that the presence of voice technology as an interface in mobile communications and PC computing is of paramount importance. Voice interface technology makes portable communications more effective and safer to use and it makes communicating with a PC to play digital content, such as music, videos and photos, easier for consumers. One Voice's development efforts currently are focused on the Telecom and PC multimedia markets and more specifically on mobile communications from a cell phone, directory assistance and in-home digital media access.

TELECOM SECTOR

In the Telecom sector, we believe that the Mobile Messaging market, which has both business and consumer market applications including: e-mail, instant messages, and SMS (Short Message Service), is extremely large and is growing at an astonishing rate. One Voice solutions enable users to send, route and receive text messages using voice from any type of phone (wired or wireless) anywhere in the world.

The Company's strategy, in the telecom sector, is to continue aggressive sales and marketing activities for our voice solutions, which we believe, may result in increased deployments and revenue stream. The product offerings will encompass both MobileVoice(TM) suite of solutions as well as our ADA (Alternative to Directory Assistance(TM)).

The Company recently signed a deployment contract with TELMEX for deployment of One Voice's MobileVoice solutions to the over 19 million TELMEX subscribers throughout Mexico. The MobileVoice service was launched to TELNOR subscribers, a TELMEX subsidiary, on June 18, 2007 as a TELNOR branded service called IRIS. For information on IRIS visit http://www.yosoyiris.com or http://www.telnor.com. The IRIS marketing campaign also began in June 2007. The MobileVoice (IRIS) service has tested and performed very well as anticipated, with full launch to TELNOR subscribers which occurred on October 5, 2007. We are working closely with TELNOR to ensure the IRIS service is very successful and the feedback to date has been very positive. As additional marketing steps, TELNOR is scheduled to begin TV advertisements beginning in December along with including IRIS in all new TELNOR accounts as a standard service. Additionally, TELNOR will include IRIS as a standard service to all DSL subscribers. We feel these marketing steps will outperform TELMEX expectations, which would lead to a national TELMEX launch. We anticipate a national TELMEX launch occurring in Q1, 2008. We have recently sent volume pricing to TELMEX in preparation for this launch. TELMEX is very positive regarding the IRIS service and we feel confident that a national launch will occur.

In October 2007 both the Company and Mantec Consultants ("Mantec") entered into a contract with Mahanagar Telephone Nigam Ltd. ("MTNL") of India to provide MobileVoice services to MTNL's over 6 million subscribers. Mantec is One Voice's local sales associate in India. MTNL is owned and operated by the Government of India. The Company and Mantec are currently working on deployment of hardware and systems integration with MTNL. According to MTNL, the MobileVoice service will be made available to MTNL's existing 6.13 million subscribers for MobileVoice email by phone service and the total expected customers for this service is .92 million within the first two years. MTNL has set the monthly subscription price of $1.25 USD monthly per subscriber out of which the Company has a 30% share. We anticipate the MTNL revenue stream to grow as we launch additional MobileVoice services including voice dialing, group call and voice-to-SMS services. In order to expedite the launch with MTNL we decided to initially launch email by phone and the revenue projections given by the marketing department of MTNL reflect the email by phone service only. We anticipate this revenue projection to grow as additional MobileVoice services are launched to MTNL subscribers.

The Company recently signed an agreement to deploy MobileVoice services with Mohave Wireless. This service is anticipated to be launched to Mohave Wireless subscribers sometime in December, 2007. The MobileVoice service will be included as a standard service for all Mohave Wireless subscribers.

The Company recently signed a Teaming Agreement with Motorola to work together to broaden Motorola's offerings to Motorola customers. These offering could include solutions such as One Voice's MobileVoice along with media control and voice search. We are currently working with Motorola on joint proposals to Motorola carrier customers along with adding voice search capabilities to existing Motorola multi-media products for access to a mobile phone users' music library from their mobile phone.

PC SECTOR

In the PC sector, we believe that digital in-home entertainment is rapidly growing with the wide acceptance of digital photography, MP3 music and videos, along with plasma and LCD TV's. We believe that companies including Apple, Microsoft and Intel are actively creating products and technology, which allow consumers to experience the next-generation of digital entertainment. The Company's Media Center Communicator(TM) product works with Microsoft Windows XP Media Center Edition 2005 and Microsoft Windows Vista to add voice-navigation and a full suite of communication features allowing consumers to talk to their Media Center PC to play music, view photo slideshows, watch and record TV, place Voice-Over-IP (VoIP) phone calls, read and send e-mail and Instant Message friends and family, all by voice.

The Company's strategy, in the PC Sector, is to continue its aggressive marketing efforts to sign-up system integrators, such as those engaged in the business of home theatre installation and value-added resellers under the

Company's reseller program launched in 2005. The Company will continue to pursue OEMs for bundling agreements of its Media Center Communicator product. These OEM agreements may include revenue share business models as well as discounted individual user license fees. The Company will continue to use industry associations, forums and tradeshow events such as CES, CEDIA, EHX and Digital Life to promote awareness of our products and build strategic alliances.

The Company has been working with a tier-one PC manufacturer to develop a PC based voice control solution. This solution is based on the Company's Media Center Communicator product but is targeted to music access using voice control as an initial product offering.

The Company recently launched is Media Center Communicator product designed for Microsoft Windows Vista operating system. Additionally, the Company recently signed distribution agreements with Navarre Corporation and Ingram Micro as software distributors for Media Center Communicator. Additionally, One Voice's Media Center Communicator is now available in-store at Fry's Electronics and online at CompUSA.com, Buy.com along with several others.

On August 15, 2007 the Company signed a Memorandum of Understanding ("MOU") with Intel Corporation in which both companies will work together to add One Voice's voice technology to a Linux based handheld device. The Company sees a potential opportunity with this mass consumer electronics (CE) device and will apply the necessary resources to co-develop this project.

In summary, since the beginning of 2007, the Company has deployed services with telecom carriers and began recognizing recurring a revenue stream. Management believes the Company's transition into the revenue recognition phase is very important as it signifies acceptance of our solutions and the value they deliver to the customer and their subscribers. For the nine months ended September 30, 2007, the Company has experienced revenue growth of $196,917 or 61% respectively.

The management team remains committed to generating short and long-term revenues significant enough to fund daily operations, expand the intellectual property portfolio and development of cutting edge solutions and applications for the emerging speech recognition market sector which should build shareholder value.

CRITICAL ACCOUNTING POLICIES

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to impairment of property, plant and equipment, intangible assets, deferred tax assets, fair value of derivative liabilities and fair value of options or warrants computation using Black Scholes option pricing model. We base our estimates on historical experience and on various other assumptions, such as the trading value of our common stock and estimated future undiscounted cash flows, that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions; however, we believe that our estimates, including those for the above-described items, are reasonable.

The following is a discussion that relates to certain financial transactions and the results of operations for the three months ended September 30, 2007 and 2006.

RESULTS OF OPERATION FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006.

ONE VOICE TECHNOLOGIES INC.
SELECTED STATEMENT OF OPERATIONS INFORMATION

	THREE MONTHS ENDED SEPTEMBER 30, 2007	SEPTEMBER 30, 2006	FAV/ (UN FAV) CHANGE	PERCENTAGE CHANGE
		(RESTATED)		
Net Revenue	$ 157,478	$ 151,952	$ 5,526	4%
Cost of goods sold	104,537	17,449	(87,088)	-499%
GROSS PROFIT	52,941	134,503	(81,562)	-61%
General and administrative expenses	581,075	812,338	231,263	28%
Other income (expense)	884,971	(86,301)	971,272	1,125%
NET INCOME BEFORE INCOME TAX	356,837	(764,136)	1,120,973	147%
Income tax expense	--	--	--	0%
Net income (loss)	$ 356,837	$ (764,136)	$ 1,120,973	147%

REVENUES

Net revenues totaled $157,478 and $151,951 for the three months ended September 30, 2007 and 2006, respectively. Increased revenues of $5,527 4%.

COST OF GOODS SOLD

Cost of goods sold for the three months ended September 30, 2007 and 2006 totaled $104,537 and $17,449, respectively. The increase in cost of goods sold of $87,088 499% between the two periods was due to the reclassification of expenses during 2007 that previously had been recorded as general and administrative expenses. These expenses specifically relate to licensing agreements and telecommunication expenses that allow the voice recognition products offered to be functional. The increase in cost of goods sold is offset by a corresponding decrease in general and administrative expenses.

GENERAL AND ADMINISTRATIVE EXPENSE

Operating expenses totaled $581,075 and $812,338 for the three months ended September 30, 2007 and 2006, respectively. The decrease of $231,263 28% between the two periods was due to overall budget reductions in 2007 and the reclassification of operating expenses to cost of goods sold as mentioned above.

SALARY AND COMPENSATION

Salary and wage expenses totaled $284,861 and $873,056 for the three months ended September 30, 2007 and 2006, respectively. The decrease of $588,195 68% between the two periods was due to headcount reductions, which increased the overall efficiency of the Company.

ACCOUNTING AND LEGAL

Accounting, Legal and consulting totaled $86,870 and $49,118 for the three months ended September 30, 2007 and 2006, respectively. The increase of $37,752 77% between the two periods was due SB-2 filing fees, legal fees relating to patent renewals and legal fees related to the legal settlement agreement with La Jolla Cove Investors Inc. Legal expenses are expected to decrease due to the settlement with La Cove Investors Inc.

Refer to note 7. Settlement agreement liability in the accompanying financial footnote section for details.

OTHER INCOME (EXPENSE)

Other income totaled $884,971 and expense of ($86,301) for the three months ended September 30, 2007 and 2006, respectively. A expense decrease of $971,272 1,125%.

OTHER INCOME / (EXPENSE) SUMMARY

	THREE MONTHS ENDED SEPTEMBER 30, 2007	SEPTEMBER 30, 2006
Interest expense	$ (301,673)	$ (518,549)
Gain on warrant and debt derivative	1,410,486	431,971
Other income / (expense)	(223,842)	277
TOTAL OTHER INCOME	$ 884,971	$ (86,301)

Other income (expense) consist of interest expense, gain (loss) on warrant / debt derivative liability and other misc.

Details below.

INTEREST EXPENSE

INTEREST EXPENSE SUMMARY

	THREE MONTHS ENDED SEPTEMBER 30, 2007	SEPTEMBER 30, 2006
Debt issue cost	$ 114,221	$ 44,317
Discount amortization	141,747	452,569
Accrued interest	45,705	40,563
Other / penalties	--	(18,900)
TOTAL	$ 301,673	$ 518,549

For three months ended September 30, 2007 and 2006, interest expense was $301,673 compared to $518,549 respectively. The decrease of $216,876 42% between the two periods was due to:

- the timing of debt conversions which effect both issue cost and discount amortization expenses.

Interest expense is composed of three very distinct transactions, which vary in their financial treatment.

Upon conversion of convertible debt into equity, both the debt issue cost and discount costs associated are prorated accordingly and expensed immediately. If no conversions occur, the debt issue cost and discount costs are expensed over the life of the convertible debt using the straight line method.

1. Monthly amortization of debt issue costs related to securing convertible debt financing.

This represents a cash related transaction.

For the three months ended September 30, 2007 and 2006, interest expense related to debt issue costs was $114,221 compared to $44,317, respectively.

2. Monthly amortization of the embedded discount features within convertible debt financing.

This represents a non-cash transaction.

For the three months ended September 30, 2007, and 2006, interest expense related to the amortization of discount was $141,747 compared to $452,569 respectively.

3. Monthly accrued interest related to notes payable and convertible notes payable financing.

This represents a future cash transaction if the convertible interest accrued is not converted into common stock. No accrued interest related to convertible notes payable has been paid in cash during the three months ended September 30, 2007 and 2006.

For the three months ended September 30, 2007 and 2006, interest expense related to notes payable and convertible notes payable was $45,705 compared to $40,563, respectively.

4. Other / misc. for the three months ended September 30, 2007 and 2006, was approximately $0 compared to income of ($18,900) respectively. The income of $18,900 in 2006 relates to interest expenses being properly re-classed to general and administrative expense in 2006.

(LOSS) ON DEBT DERIVATIVES

For the three months ended September 30, 2007 losses recorded on debt derivatives were ($605,090) and $0 was recorded during the periods ended September 30, 2007 and 2006 respectively.

See Note 9 in the accompanying notes to the financial statements for a full description of the nature of these transactions.

GAIN ON WARRANT DERIVATIVES

For the three months ended September 30, 2007 and 2006, gains recorded on warrant derivatives were $2,015,576 compared to a gain of $431,971 respectively.

See Note 10 in the accompanying notes to the financial statements for a full description of the nature of these transactions.

OTHER INCOME (EXPENSE)

For the three months ended September 30, 2007 and 2006, other expense net was approximately ($223,842) compared to other income of $277 respectively. The increase over the prior period was due to warrants being exercised pursuant to a cashless exercise.

See Note 14 in the accompanying notes to the financial statements for a full description of the nature of this transactions.

LIQUIDITY AND CAPITAL RESOURCES

NON-CASH (INCOME) / EXPENSES EFFECTING OPERATING ACTIVITIES

Non-cash related (income) / expense items of ($849,087) are reflected in the three months ended September 30, 2007, consist of the following items:

	THREE MONTHS ENDED SEPTEMBER 30, 2007
Depreciation and amortization	17,611
Stock compensation expense	89,494

Stock issuance for exchange of debt	33,000
Amortization of note discount	141,747
Interest payable related to convertible debt	45,705
(Gain) on warrant and debt derivatives	(1,410,486)
Cashless warrant exercise	233,842
TOTAL NON-CASH RELATED (INCOME)	(849,087)

The above information is intended to illustrate the impact that these specific expenses have on the Company's net income / (loss) . There are no cash transactions that related to these expenses. More specifically, this table is shown to demonstrate the impact that the re-valuation of warrant and debt derivatives have on the income statement. Please note that this table is not in conformity with auditing standards generally accepted in the United States of America.

At September 30, 2007, the Company had a working capital deficit of $9,210,814 as compared with a working capital deficit of $5,101,162 at December 31, 2006. The increase in deficit of $4,109,652 consists primarily of the following:

- Increase in derivative liability of $2,145,663
- Increase in accrued expenses of $107,291
- Increase in revolving line of credit of $804,462
- Increase in license agreement liability of $153,500

Net cash used for operating activities is $1,045,559 for the nine months ended September 30, 2007 compared to $2,216,591 for the nine months ended September 30, 2006.

Net cash used for investing activities is $13,609 for the nine months ended September 30, 2007 compared to $108,490 for the nine months ended September 30, 2006.

Net cash provided by financing activities is $1,034,423 for the nine months ended September 30, 2007 compared to $2,246,187 for the nine months ended September 30, 2006. See details below.

REVOLVING CREDIT NOTE PAYABLE

On December 21, 2006, the Company completed a private placement pursuant to a Revolving Credit Note Agreement which the Company entered into with several institutional Investors, pursuant to which the Investors subscribed to advance up to a maximum amount of $640,000 bearing an interest rate of 7%. The term of the agreement shall be effective as of December 21, 2006 and shall be in full force and effect until the earliest to occur of (a) 12 months from December 21, 2006 (B) a date not less than thirty days after Lender gives notice of termination to the Company.

The original Revolving Credit Note agreement has been amended five times during the nine months ended September 30, 2007. The amendments increased the maximum borrowing by the Company to an amount of $1,280,000.

Since inception the Company has borrowed $1,105,000 against the revolving note. During the same period the Company paid $58,538 against the outstanding balance for a total net borrowing of $1,046,462 since inception. All borrowings are used to cover recurring operating expenses by the Company.

As of September 30, 2007 the outstanding principal amount owed to the Investors is $1,046,462. Interest accrued on the outstanding principal is $32,566 as of September 30, 2007.

See Note 11 in the accompanying notes to the financial statements for additional detail.

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The following is a discussion that relates to certain financial transactions and the results for the nine months ended September 30, 2007 and 2006.

	NINE MONTHS ENDED SEPTEMBER 30, 2007	SEPTEMBER 30, 2006 (RESTATED)	FAV/ (UN FAV) CHANGE	PERCENTAGE CHANGE
Net Revenue	$ 520,017	$ 323,101	$ 196,916	61%
Cost of goods sold	298,757	54,509	244,248	-448%
GROSS PROFIT	221,260	268,592	(47,332)	-18%
General and administrative expenses	1,921,162	2,765,790	844,628	31%
Other income (expense)	(4,105,995)	(1,175,116)	(2,930,879)	-249%
NET LOSS BEFORE INCOME TAX	(5,805,897)	(3,672,314)	(2,133,583)	-58%
Income tax expense	800	800	--	0%
Net loss	$(5,806,697)	$(3,673,114)	$(2,133,583)	-58%

REVENUES

Net revenues totaled $520,017 and $323,101 for the nine months ended September 30, 2007 and 2006, respectively. Increased revenues of $196,916 61% between the two periods was attributable to 3 new MobileVoice customers.

COST OF GOODS SOLD

Cost of goods sold for the nine months ended September 30, 2007 and 2006 totaled $298,757 and $54,509, respectively. The increase in cost of goods sold of $244,248 448% between the two periods was due to the reclassification of expenses during 2007 that previously had been recorded as general and administrative expenses. These expenses specifically relate to licensing agreements and telecommunication expenses that allow the voice recognition products offered to be functional. The increase in cost of goods sold is offset by a corresponding decrease in general and administrative expenses.

GENERAL AND ADMINISTRATIVE EXPENSE

Operating expenses totaled $1,921,162 and $2,765,791 for the nine months ended September 30, 2007 and 2006, respectively. The decrease of $844,629 31% between the two periods was due to overall budget reductions and the reclassification of operating expenses to cost of goods sold as mentioned above.

SALARY AND COMPENSATION

Salary and wage expenses totaled $873,056 and $1,164,421 for the nine months ended September 30, 2007 and 2006, respectively. The decrease of $291,365 25% between the two periods was due to headcount reductions.

ACCOUNTING AND LEGAL

Accounting, Legal and consulting totaled $302,383 and $188,897 for the nine months ended September 30, 2007 and 2006, respectively. The increase of $113,486 60% between the two periods was due to the following:

- Increased year end 2006 audit fees due to the transition of audit firms and filing fees incurred for the filing of the registration statement on Form SB-2. In previous years the audit fees were being expenses as incurred, in 2007 all fees are being properly accrued based on conservative estimates. The SB-2 filings continue to need the consent of both the prior auditors and the current auditors, the need for both auditors consent will be eliminated by year end 2007.

- Legal fees relating to patent renewals and legal fees related to the legal settlement agreement with La Jolla Cove Investors Inc. Legal expenses are expected to decrease due to the settlement with La Cove Investors Inc.

Refer to note 7. Settlement agreement liability in the accompanying financial footnote section for details.

OTHER INCOME (EXPENSE)

Other expense totaled $(4,105,995) and an expense of $(1,175,116) for the nine months ended September 30, 2007 and 2006, respectively. An expense increase of $2,930,879 249%.

OTHER INCOME / (EXPENSE) SUMMARY

	NINE MONTHS ENDED	
	SEPTEMBER 30, 2007	SEPTEMBER 30, 2006

Interest expense	$ (791,636)	$(1,633,596)
Gain / (loss) on warrant and debt derivative	(2,943,253)	652,773
Other income / (expense)	(371,106)	(194,293)
	$(4,105,995)	$(1,175,116)

- Other income (expense) consist of interest expense, settlement / other expense, gain (loss) on warrant / debt derivative liability and other misc. Details below.

INTEREST EXPENSE

INTEREST EXPENSE SUMMARY

	NINE MONTHS ENDED SEPTEMBER 30, 2007	SEPTEMBER 30, 2006
Debt issue cost	$ 276,443	$ 114,296
Discount amortization	383,881	1,418,829
Accrued interest	127,911	119,371
Other / penalties	3,401	(18,900)
TOTAL	$ 791,636	$ 1,633,596

For three months ended September 30, 2007 and 2006, interest expense was approximately $791,636 compared to $1,633,596 respectively. The decrease of $841,960 52% between the two periods was due to an overall increase of convertible debt conversions in 2006. Upon conversion of debt the amortization of debt issue cost and discount is accelerated accordingly. For the period ended September 30, 2007 and 2006, $235,643 and $1,480,037 of debt was converted into common stock respectively.

Interest expense is composed of three very distinct transactions, which vary in their financial treatment.

Upon conversion of convertible debt into equity, both the debt issue cost and discount costs associated are prorated accordingly and expensed immediately. If no conversions occur, the debt issue cost and discount costs are expensed over the life of the convertible debt using the straight line method.

1. Monthly amortization of debt issue costs related to securing convertible debt financing.

This represents a cash related transaction.

For the nine months ended September 30, 2007 and 2006, interest expense related to debt issue costs was $276,443 compared to $114,296, respectively.

2. Monthly amortization of the embedded discount features within convertible debt financing.

This represents a non-cash transaction.

For the six months ended September 30, 2007, and 2006, interest expense related to the amortization of discount was $383,881 compared to $1,418,829 respectively.

3. Monthly accrued interest related to notes payable and convertible notes payable financing.

This represents a future cash transaction if the convertible interest accrued is not converted into common stock. No accrued interest related to convertible notes payable has been paid in cash during the nine months ended September 30, 2007 and 2006.

For the nine months ended September 30, 2007 and 2006, interest expense related to notes payable and convertible notes payable was $127,911 compared to $119,371, respectively.

4. Other / misc. for the nine months ended September 30, 2007 and 2006, was approximately an expense of $3,401 compared to income of $18,900 respectively. The income of $18,900 in 2006 relates to interest expenses being properly re-classed to general and administrative expense in 2006.

LOSS ON DEBT DERIVATIVES

For the nine months ended September 30, 2007 and 2006, losses recorded on debt derivatives were approximately $(650,728) compared to $0 respectively.

See Note 9 in the accompanying notes to the financial statements for a full description of the nature of these transactions.

LOSS ON WARRANT DERIVATIVES

For the nine months ended September 30, 2007 and 2006, losses recorded on warrant derivatives was approximately $(2,292,525) compared to a gain of $652,773 respectively.

See Note 10 in the accompanying notes to the financial statements for a full description of the nature of these transactions.

OTHER INCOME (EXPENSE)

For the nine months ended September 30, 2007 and 2006, other expense was approximately ($371,106) compared to ($194,293) respectively.

Other expense of $371,106 for the period ended September 30, 2007 consisted primarily of warrants being issued pursuant to a cashless exercise during the nine months ended September 30, 2007.

See Note 14 in the accompanying notes to the financial statements for additional details.

Other expense for the period ended September 30, 2006 of $194,293 is attributable to a one time settlement for the exchange of services. Payment was in the form of the Companys restricted common stock.

LIQUIDITY AND CAPITAL RESOURCES

NON-CASH EXPENSES EFFECTING OPERATING ACTIVITIES

Non-cash related (income) / expense items of $4,256,653 are reflected in the nine months ended September 30, 2007, consist of the following items:

	NINE MONTHS ENDED SEPTEMBER 30, 2007
Depreciation and amortization	63,469
Stock compensation expense	163,060
Stock issuance for exchange of debt	781,960
Amortization of note discount	383,881
Interest payable related to convertible debt	127,911
Loss on warrant and debt derivatives	2,943,253
Loss on cashless warrant exercise	393,119
TOTAL NON-CASH RELATED EXPENSE	4,856,653

The above information is intended to illustrate the impact that these specific expenses have on the Company's net income / (loss). There are no cash transactions that related to these expenses. More specifically, this table is shown to demonstrate the impact that the re-valuation of warrant and debt derivatives have on the income statement. Please note that this table is not in conformity with auditing standards generally accepted in the United States of America.

FINANCING TRANSACTIONS

The following is a discussion that summarizes the net financing and conversion activities for the nine months ended September 30, 2007 and 2006.

NET CASH PROCEEDS RECEIVED DUE TO FINANCING ACTIVITY

	Nine months ended SEPTEMBER 30, 2007	Nine months ended SEPTEMBER 30, 2006
Private placement	$ --	$ 112,000
Warrant exercise	240,300	300,200
Convertible debt financing net of debt issue cost	195,000	1,833,987

Discount on convertible debt financing	(202,405)	--
Revolving line of credit net of paydown	806,462	--
TOTAL FINANCING ACTIVITY	$ 1,039,357	$ 2,246,187

CONVERTIBLE NOTES PAYABLE SUMMARY

ISSUANCE SUMMARY	NINE MONTHS ENDED SEPTEMBER 30, 2007	SEPTEMBER 30, 2006
Principal	$ 420,000	$ 2,005,000
Warrants issued A&B	10,000,000	140,917,090

CONVERSION SUMMARY	NINE MONTHS ENDED SEPTEMBER 30, 2007	SEPTEMBER 30, 2006
Principal Converted	$ 235,643	$ 1,480,037
Shares converted	28,338,000	119,907,000
Average share conversion price	$ 0.0083	$ 0.0123

See Note 13 a. in the accompanying notes to the financial statements for additional detail.

COMMON STOCK

The following is a summary of transactions that had an impact on equity:

	NINE MONTHS ENDED SEPTEMBER 30, 2007 SHARES ISSUED	AVERAGE SHARE PRICE	VALUE	S SHARES ISSUED
Debt conversions	28,338,257	0.0083	235,643	119,907
Issuance of stock in exchange for services	9,340,435	0.0195	181,960	3,000
Warrant exercise	61,098,313	0.0104	633,419	20,550
Private placement	--	N/A	--	17,000
Shares in escrow	30,000,000	0.0200	600,000	
Total	128,777,005	0.0128	1,651,022	160,457

See Note 13 a. in the accompanying notes to the financial statements for additional detail.

FUTURE CAPITAL OUTLOOK

The Company will continue to rely heavily on our current method of convertible debt and equity funding along with the proceeds borrowed from the revolving line of credit, which have financed the Company since 2001. The losses through the nine months ended September 30, 2007 are due to minimal revenues and recurring operating expenses, with a majority of expenses in the areas of: salaries, accounting fees, legal fees and licensing costs. The Company faces considerable risk in completing each of our business plan steps, including, but not limited to: a lack of funding or available credit to continue development and undertake product rollout; potential cost overruns; a lack of interest in its solutions in the market on the part of wireless carriers or other customers; potential reduction in wireless carriers which could lead to significant delays in consummating revenue bearing contracts; and/or a shortfall of funding due to an inability to raise capital in the securities market. Since further funding is required, and if none is received, we would be forced to rely on our existing cash in the bank, collection of monthly accounts receivable or secure short-term loans. This may hinder our ability to complete our product development until such time as necessary funds could be raised. In such a restricted cash flow scenario, we would delay all cash intensive activities including certain product development and strategic initiatives described above.

OFF BALANCE SHEET ARRANGEMENTS

We do not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, results of operations, liquidity or capital expenditures.

RISK FACTORS

This section summarizes certain risks regarding our business and industry. The following information should be considered in conjunction with the other information included and incorporated by reference in this report on Form 10-KSB before purchasing shares of our common stock.

WE HAVE A HISTORY OF LOSSES. WE MAY CONTINUE TO INCUR LOSSES, AND WE MAY NEVER ACHIEVE AND SUSTAIN PROFITABILITY.

Since inception, we have incurred significant losses and have negative cash flows from operations. For the nine months ended September 30, 2007 and 2006, the Company incurred a net loss of $5,806,697 and $3,673,114 respectively, an increase of $2,133,583 58%. A large part of the discrepancy between 2007 and 2006 is due to a non-cash loss differential of ($3,596,026) between 2007 and 2006 due to warrant and debt derivative liability re-valuation.

As a result of our limited operating history and the rapidly changing nature of the markets in which we compete, our quarterly and annual revenues and operating results are likely to fluctuate from period to period. These fluctuations may be caused by a number of factors, many of which are beyond our control.

For these reasons, you should not rely solely on period-to-period comparisons of our financial results, if any, as indications of future results. Our future operating results could fall below the expectations of public market analysts or investors and significantly reduce the market price of our common stock. Fluctuations in our operating results will likely increase the volatility of our stock price.

In order to reduce expenditures, the Company has aggressively reduced its operating expenses to a target of $160,000 per month beginning in November 2006 and is currently operating within the target. This reduction has come from a series of measures including reduction in head-count by eliminating all part-time workers, placing some full-time employees on part-time status, reducing license agreement costs and reducing additional operating overhead. Given these cost cutting measures, the Company feels it can better reach operationally break-even by decreasing operating expenses while increasing our revenue stream by acquiring additional customers contracts.

ITEM 3. CONTROLS AND PROCEDURES

The Company, under the supervision and with the participation of its management, including its Chief Executive Officer (the principal executive officer) and Chief Financial Officer (the principal accounting and financial officer), previously evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, during the period covered by this report, such disclosure controls and procedures were not effective in ensuring that information required to be disclosed by us in our periodic reports is recorded, processed, summarized and reported, within the time periods specified for each report and that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Specifically, our disclosure controls and procedures were not effective to detect the inappropriate application of US GAAP rules as more fully described below. Furthermore, based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, during the period covered by this report, such disclosure controls and procedures were not effective since our annual report on Form 10-KSBA for the year ended December 31, 2006, was filed late. We are in the process of determining how filing delays may be avoided in the future.

Our deficiencies with regards to our ability to detect inappropriate application of US GAAP rules was due to deficiencies that existed in the design or operation of our internal control over financial reporting that adversely affected our disclosure controls and that may be considered to be "material weaknesses." The Public Company Accounting Oversight Board has defined a material weakness as a "significant deficiency or combination of significant deficiencies that results in more than a remote likelihood that a material misstatement of the annual or annual financial statements will not be prevented or detected."

We identified deficiencies in our internal controls and disclosure controls related to the treatment of our convertible debt and the related embedded conversion features, which resulted in us restating our 2004 and 2005 financial statements.

As a result of the identification of the misapplication of US GAAP rules, our principal executive officer/principal financial officer has concluded that, as of March 31, 2007, our disclosure controls over financial reporting were not effective.

The Company's management received a letter dated March 31, 2006 (the "Letter") from Peterson & Co., LLP, its independent auditors, addressed to the Chief Executive Officer and Chairman of the Board of Directors in connection with the audit of our financial statements as of December 31, 2005, in which the independent auditors identified certain matters involving internal controls and procedures that they consider to be significant deficiencies or material weaknesses under the standards of the Public Company Accounting Oversight Board. These material weaknesses were: (1) lack of sufficient and knowledgeable personnel to maintain appropriate accounting and financial reporting organizational structure to support the activities of the Company; (2) lack of a functioning audit committee and lack of a majority of outside directors on the Company's board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; (3) inadequate segregation of duties consistent with control objectives; (4) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements; (5) ineffective personnel resources and technical accounting expertise within the accounting function to resolve non-routine or complex accounting matters; (6) ineffective controls over period end financial close and reporting processes; and (7) inadequate procedures for appropriately identifying, assessing and applying accounting principles. The aforementioned material weaknesses were identified by the Company's independent auditors in connection with the audit of our financial statements as of December 31, 2005 and communicated to our management through the Letter.

Management believes that the material weaknesses set forth in items (3), (4) and (6) above did not have an affect on the Company's financial results or any restatements which have occurred. Inadequate segregation of duties consistent with control objectives (item (3)) was due to the fact that the Company did not have a sufficient number of personnel within the accounting department. Management believes that this did not have an effect on the most recent and updated financial statements filed by the Company as the adjustments made to the financial statements were related to the application of technical accounting guidance and resulted primarily from the lack of accounting department staff with sufficient technical accounting expertise and experience. We believe that even if there had been sufficient staff to remedy the segregation of duties problem, unless one of more of the additional staff members had sufficient technical accounting expertise, this would not have prevented the adjustments and restatement. Management believes that the weakness due to insufficient written policies and procedures (item (4)) did not have an effect on the most recent and updated financial statements filed by the Company as the adjustments were related to the application of technical accounting guidance and resulted primarily from the lack of accounting department staff with sufficient technical accounting expertise and experience. We believe that even if there had been sufficient written policies and procedures in place, the problem related to the lack of accounting staff members with sufficient technical accounting expertise would not have been resolved and this would not have prevented the adjustments and restatement. Further, we do not feel that improper controls and procedures over the period end process (item (6)) caused any material effects or misstatements to the financials filed, as these inefficiencies were more associated with timely closing, review and filing of financial statements. These issues were due primarily to the fact that the Company had an insufficient number of personnel within the accounting department and that it did not have written policies and procedures to ensure that the financial statement closing and reporting processes were timely and effective. We believe that even if stronger controls had been in place related to the period end financial close and reporting processes, the problem related to the lack of accounting staff members with sufficient technical accounting expertise would not have been resolved and this would not have prevented the adjustments and restatement.

However, management believes that the lack of sufficient and knowledgeable personnel to maintain appropriate accounting and financial reporting organizational structure to support the activities of the Company (Item (1)), lack of a functioning audit committee and lack of a majority of outside directors on the Company's board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures (Item (2)), ineffective personnel resources and technical accounting expertise within the accounting function to resolve non-routine or complex accounting matters (Item (5)), and inadequate procedures for appropriately identifying, assessing and applying accounting principles (Item (7)) resulted in the Company's determination to restate its financial statements for the years ended December 31, 2004 and 2003. Specifically, the material weaknesses specified in the preceding sentence resulted in management determining that the Company's previous accounting for its common stock purchase warrants issued from 2003 to 2004 did not comply with Emerging Issues Task Force 00-19, ACCOUNTING FOR DERIVATIVE FINANCIAL INSTRUMENTS INDEXED TO, AND POTENTIALLY SETTLED IN A COMPANY'S OWN STOCK. As a result, the Company determined that the fair value of the warrants should have been reclassified from additional paid in capital, to a current liability, and that the warrant fair value should have been marked to market as of the balance sheet date with the corresponding non-cash gain or loss reflected in the results of operations. This resulted in the Company restating its net loss for the fiscal year ended December 31, 2004 to $(8,752,000) compared to $(5,383,000) as previously reported, and a net loss for the fiscal year ended December 31, 2003 to $(5,839,000) compared to $(5,932,000) as previously reported. In addition, total liabilities for the fiscal year ended December 31, 2004 and 2003 was restated to $6,464,000 and $1,431,000 respectively, compared to $1,523,000 and $1,140,000, respectively, as previously reported.

In accordance with Exchange Act Rules 13a-15 and 15d-15, and after receipt of the Letter, the Company has re-evaluated, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based upon this re-evaluation the Chief Executive Officer and Chief Financial Officer have concluded that the Company's current disclosure controls and procedures are not effective in ensuring that the information required to be disclosed is recorded, processed, summarized and reported, within the time periods specified in the Commission's rule and forms and is accumulated and communicated to the issuer's management, including its Chief Executive Officer (the principal executive officer) and Chief Financial Officer (the principal accounting and financial officer) as appropriate to allow timely decisions regarding required disclosure.

We are committed to improving our financial organization. As part of this commitment, we will create a segregation of duties consistent with control objectives and will increase our personnel resources and technical accounting expertise within the accounting function by the end of fiscal 2007 to resolve non-routine or complex accounting matters. In addition, we will take the following actions to enhance our internal controls, when funds are available to the Company, which we expect to occur by the end of fiscal 2007:

i) Appointing one or more outside directors to our board of directors who shall be appointed to the audit committee of the Company resulting in a fully functioning audit committee who will undertake the oversight in the establishment and monitoring of required internal controls and procedures. All compensation paid to board members comes in the form of stock options that normally carry a value of less than $10,000, which vest over a period of time;

ii) Preparing and implementing sufficient written policies and checklists which will set forth procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements, which management estimates will cost approximately $50,000.; and

iii) Hiring additional knowledgeable personnel with technical accounting expertise to further support the current accounting personnel at the Company, which management estimates will cost approximately $40,000 per annum. On March 12, 2007 the Company engaged an outside consulting firm that specializes in the accounting for derivative instruments that are embedded within the Company's financing transactions. The Company will continue to engage the firm in order to ensure proper treatment.

Management believes that the appointment of one or more outside directors, who shall be appointed to a fully functioning audit committee, will remedy the lack of a functioning audit committee and a lack of a majority of outside directors on the Company's Board. In addition, management believes that preparing and implementing sufficient written policies and checklists will remedy the following material weaknesses (i) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of US GAAP and SEC disclosure requirements; (ii) ineffective controls over period end financial close and reporting processes; and (iii) inadequate procedures for appropriately identifying, assessing and applying accounting principles. Further, management believes that hiring additional knowledgeable personnel with technical accounting expertise will remedy the following material weaknesses: (A) lack of sufficient and knowledgeable personnel to maintain appropriate accounting and financial reporting organizational structure to support the activities of the Company; (B) inadequate segregation of duties consistent with control objectives; and (C) ineffective personnel resources and technical accounting expertise within the accounting function to resolve non-routine or complex accounting matters.

Management believes that the hiring of additional personnel who have the technical expertise and knowledge with the non-routine or technical issues the Company has encountered in the past will result in both proper recording of these transactions and a much more knowledgeable finance department as a whole. Due to the fact that the Company's accounting staff consists of a controller and an interim CFO, additional personnel will also ensure the proper segregation of duties and provide more checks and balances within the department. Additional personnel will also provide the cross training needed to support the Company if personnel turn over issues within the department occur. This coupled with the appointment of additional outside directors will greatly decrease any control and procedure issues the Company may encounter in the future.

We will continue to monitor and evaluate the effectiveness of our disclosure controls and procedures and our internal controls over financial reporting on an ongoing basis and are committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow.

(b) Changes in Internal Controls

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 or 15d-15 under the Exchange Act that occurred during the small business issuer's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm business. Except as disclosed below we are currently not aware of any such legal proceedings or claims that will have, individually or in the aggregate, a material adverse affect on business, financial condition or operating results. There has been no bankruptcy, receivership or similar proceedings.

On August 23, 2007, the Company entered into a Settlement Agreement and Mutual Release with La Jolla Cove Investors, Inc. ("LJCI") pursuant to which we agreed with LJCI to forever settle, resolve and dispose of all claims, demands and causes of action asserted, existing or claimed to exist between the parties because of or in any way related to a legal proceeding in the San Diego County Superior Court (the "Court") entitled La Jolla Cove Investors, Inc. vs. One Voice Technologies, Inc., Case No. GIC850038 (the "Action") for a total amount owed of $408,594.48 (the "Owed Amount"). Under the Settlement Agreement dated August 23, 2007, the parties reached a final resolution with respect to such Owed Amount whereby (i) LJCI shall receive $200,000 within 15 days of the date of the Agreement and (ii) the difference between the Owed Amount and $200,000 shall be payable at a later date (the "Remaining Owed Amount"). The payment of the Remaining Owed Amount shall be made to LJCI in the following manner:

- Concurrently with the execution of the Agreement, the Company shall transfer to an independent escrow agent, on behalf of LJCI, all right, title and interest to 30,000,000 shares of Common Stock of the Company (the "Escrow Shares"), issued in 30 increments of 1,000,000 shares. On the one year anniversary of the Agreement, 1,000,000 Escrow Shares shall be released to LJCI whereby LJCI shall be able to sell such shares in open market transactions provided such sales do not exceed more than 14% of the corresponding daily volume of such shares on the trading market on which the Company's securities are sold. LJCI shall continue to receive the Escrow Shares, provided they satisfy the volume limitation set forth above and LJCI's ownership of the Company's common stock does not exceed 4.99% of the Company's then issued and outstanding shares of common stock, until the Remaining Owed Amount is satisfied;

- Upon notice from LJCI that the Remaining Owed Amount has been satisfied by the sale of the Escrow Shares either (i) Alpha Capital Ansalt ("Alpha") shall have the ability within 15 business days to purchase any remaining Escrow Shares at a 20% discount to the current market price of the shares or (ii) if Alpha does not exercise its right to purchase the shares, the Company shall have the ability to redeem the remaining Escrow Shares within 5 business days.

- At anytime while the Remaining Owed Amount is outstanding, the Company or Alpha may pay in cash to LJCI an amount equal to the Remaining Owed Amount and either (i) Alpha shall have the ability within 15 business days to purchase any remaining Escrow Shares at a 20% discount to the current market price of the shares or (ii) if Alpha does not exercise its right to purchase the shares, the Company shall have the ability to redeem the remaining Escrow Shares within 5 business days.

LJCI has contractually agreed to restrict their ability to exercise the Escrow Shares such that the number of shares of the Company common stock held by it does not exceed 4.99% of the Company's then issued and outstanding shares of common stock.

Upon receipt of the Owed Amount, LJCI will file a Satisfaction of Judgment in the appropriate court and grant the Company a release from any and all actions related to the Action.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES

The securities described below represent our securities sold by us for the period starting January 1, 2007 and ending September 30, 2007 that were not registered under the Securities Act of 1933, as amended, all of which were issued by us pursuant to exemptions under the Securities Act.

SALES OF WARRANTS FOR CASH

During the nine months ended September 30, 2007 a total of 37,126,855 warrants were exercised at an average price of $0.0065. As a result the Company received cash proceeds of $240,300.

All proceeds from the above transactions were used to fund normal operating expenses incurred by the Company.

ISSUANCE OF WARRANTS ON A CASHLESS BASIS

From time to time warrants can be exercised on a cashless basis if certain conditions exist. If warrants are held for a certain period of time and there is no effective registration statement for these warrants, the holder of these warrants may exercise them on a cashless basis. The result is the Company issuing restricted shares pursuant to rule 144 or 144K, no cash is received by the Company. The number of shares issued are discounted according the subscription agreement formula. EX: The Company issues 1,000,000 restricted shares and the holder forfeits 1,500,000 of their warrants.

During the nine months ended September 30, 2007 approximately 23,971,458 warrants were issued on a cashless basis and 34,566,902 warrants were forfeited.

SHARES IN ESCROW

On August 23, 2007 the Company issued 30,000,000 shares of the Company's restricted common stock valued at $600,000. The shares were put into an independent 3rddparty escrow account on behalf of La Jolla Cove Investors Inc. These shares relate to a legal settlement on August 23, 2007 between the Company and La Jolla Cove Investors Inc.

See Note 7 in the accompanying notes to the financial statements for additional details.

ISSUANCES OF STOCK FOR SERVICES OR IN SATISFACTION OF OBLIGATIONS

During the nine months ended the Company issued a total of 9,340,435 Shares of restricted common stock to in exchange for services rendered. The services are related to monthly licensing fees and outside consulting fees. The services were valued at approximately $181,960.

The above transactions were granted in lieu of cash payment to satisfy the debt.

* All of the above offerings and sales were deemed to be exempt under Rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933, as amended. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, business associates of One Voice or executive officers of One Voice, and transfer was restricted by One Voice in accordance with the requirements of the Securities Act of 1933. In addition to representations by the above-referenced persons, we have made independent determinations that all of the above-referenced persons were accredited or sophisticated investors, and that they were capable of analyzing the merits and risks of their investment, and that they understood the speculative nature of their investment. Furthermore, all of the above-referenced persons were provided with access to our Securities and Exchange Commission filings.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable.

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

Not Applicable.

ITEM 5. OTHER INFORMATION

Not Applicable.

ITEM 6. EXHIBITS:

31.1 Certification of the Chief Executive Officer and Interim Chief

Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.1 Certification Chief Executive Officer and Interim Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

In accordance with the requirements of the Exchange Act of 1933, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ONE VOICE TECHNOLOGIES, INC.,
A NEVADA CORPORATION

DATE: November 16, 2007

BY: /S/ DEAN WEBER

DEAN WEBER, CHAIRMAN, CHIEF EXECUTIVE OFFICER (PRINCIPAL EXECUTIVE OFFICER) AND INTERIM CHIEF FINANCIAL OFFICER (PRINCIPAL ACCOUNTING AND FINANCIAL OFFICER)