

BANCORPSOUTH INC  
Form 13F-HR/A  
November 16, 2004

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2000

Check here if Amendment [ X ]; Amendment Number 1

This Amendment (Check only one): [ X ] is a restatement

[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BancorpSouth, Inc.

Address: One Mississippi Plaza  
201 South Spring Street  
Tupelo, MS 38804

Form 13F File Number: 28-10453

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Cathy S. Freeman

Title: Senior Vice President and Corporate Secretary

Phone: (662) 680-2084

Signature, Place, and Date of Signing:

/s/ Cathy S. Freeman                      Tupelo, Mississippi                      November 15, 2004  
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Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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List of Other Managers Reporting for this Manager: None.

### FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 675

Form 13F Information Table Value Total: \$298,881 (thousands)

#### LIST OF OTHER INCLUDED MANAGERS:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
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1	28-10939	BancorpSouth Bank

### FORM 13F INFORMATION TABLE

NAMES OF ISSUER	TITLE OF CLASS	CUSIP	VALUE [X\$1000]	SHRS OR PRN AMT	SH/ PRN	PCT/ CALL	INVESTMENT DISCRETION
-----	-----	-----	-----	-----	-----	-----	-----
13 PORTERS CHAPEL ROAD	RENT-SPROUSE	078995362	0	1	PRN		SOLE
1ST TRS ADVAN SER 195 MSTR9		33732C745	32	35	SH		SOLE
1ST TRS ADVAN SER 38 MSTR2		337320865	7	40	SH		SOLE
1ST TRUST ADV UIT SER 32 MS	TRUST 1	337320675	3	15			SOLE
3COM CORP	COM	885535104	16	875	SH		DEFINED
3COM CORP	COM	885535104	2	200	SH		SOLE
ABBOTT LAB		002824100	9	200	SH		DEFINED
ABBOTT LAB		002824100	748	15730	SH		SOLE
ABBOTT LABS	COM	002824100	260	5488	SH		DEFINED
ABBOTT LABS	COM	002824100	901	18950	SH		SOLE
AC NIELSON CORP		004833109	2	100	SH		SOLE
ACXIOM CORP	COM	005125109	9	300	SH		SOLE
ADAMS EXPRESS CO	COM	006212104	256	6649	SH		SOLE
ADV FUND MS TRS		33732A210	10	24			SOLE
ADVANCED MICRO DEVICES		007903107	4	200	SH		DEFINED
ADVANCED MICRO DEVICES		007903107	92	3950	SH		SOLE
AEROPRES DIV #2240		018990101	0	1	PRN		SOLE
AETNA LIFE AND CASUALTY COMPANY		008117103	11	200	SH		DEFINED
AGILENT TECHNOLOGIES		00846U101	4	100	SH		DEFINED
AGILENT TECHNOLOGIES		00846U101	97	2000	SH		SOLE
AGILENT TECHNOLOGIES INC		00846U101	123	2519	SH		SOLE
AIR PRODS & CHEMS INC	COM	009158106	14	400	SH		DEFINED
ALBEMARLE CORP (ETHYL)		274990100	0	1	PRN		SOLE
ALCOA INC	COM	013817101	1	76	SH		SOLE
ALLEGHENY ENERGY INC	COM	017361106	22	600	SH		DEFINED
ALLEGHENY ENERGY INC	COM	017361106	7	200	SH		SOLE

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ALLIANT ENERGY CORP		018802108	2	100	SH	SOLE
ALLSTATE CORP		020002101	29	850	SH	SOLE
ALLSTATE CORP	COM	020002101	53	1526	SH	SOLE
ALLTEL CORP		020039103	73	1414	SH	SOLE
ALLTEL CORP	COM	020039103	595	11415	SH	DEFINED
ALLTEL CORP	COM	020039103	244	4700	SH	SOLE
AMER EXPRESS CO		025816109	145	2400	SH	SOLE
AMER HOME PROD CORP		026609107	175	3100	SH	DEFINED
AMER HOME PROD CORP		026609107	45	800	SH	SOLE
AMEREN CORP	COM	023608102	33	806	SH	SOLE
AMERICA ONLINE INC	DEL COM	02364J104	21	400	SH	DEFINED
AMERICA ONLINE INC	DEL COM	02364J104	238	4450	SH	SOLE
AMERICAN ELEC PWR INC	COM	025537101	28	718	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	194	4980	SH	SOLE
AMERICAN EXPRESS CO	COM	025816109	163	2700	SH	SOLE
AMERICAN HOME PRODS CORP	COM	026609107	85	1515	SH	DEFINED
AMERICAN HOME PRODS CORP	COM	026609107	226	4000	SH	SOLE
AMERICAN HOMEPATIENT INC		026649103	5	22450	SH	SOLE
AMERICAN INTL GROUP INC	COM	026874107	14	150	SH	SOLE
AMGEN INC	COM	031162100	12	200	SH	SOLE
AMSOUTH BANCORPORATION	COM	032165102	5	437	SH	DEFINED
ANADARKO PETE CORP		032511107	97	1464	SH	DEFINED
ANHEUSER BUSCH COS INC	COM	035229103	152	3600	SH	DEFINED
ANHEUSER BUSCH COS INC	COM	035229103	1177	27820	SH	SOLE
APPLE COMPUTER INC	COM	037833100	56	2200	SH	DEFINED
APPLIED MATLS INC	COM	038222105	17	300	SH	SOLE

NAMES OF ISSUER	TITLE OF CLASS	CUSIP	VALUE [X\$1000]	SHRS OR PRN AMT	SH/ PRN	PCT/ CALL	INVESTMENT DISCRETION
AR PETROLEUM COMMON		0409009A2	6	20	SH		DEFINED
AR RIVER PETROL COMM		0410399A8	3	36	SH		DEFINED
AR SERVICE COMMON		0410389A0	2	20	SH		DEFINED
ARCH CHEMICALS INC	COM	03937R102	7	404	SH		SOLE
ARCHER -DANIELS -MIDLAND COMPANY		039483102	2	266	SH		SOLE
ARK BUTANE COMMON		0247959A6	4	18	SH		DEFINED
ARROW ELECTRS INC		042735100	13	400	SH		SOLE
ART MACHIN ASSOC 109-01		008990103	0	1	PRN		SOLE
ARVINMERITOR INC	COM	043353101	1	124	SH		SOLE
ASSOCIATES FIRST CAP CORP	CL A FROM FORD MTR	046008108	57	1500	SH		SOLE
ASSOCIATES FIRST CAP CORP	CL A	046008108	17	468	SH		SOLE
AT HOME CORP	COM SER A	045919107	32	2300	SH		DEFINED
AT&T CORP	COM	001957109	11	400	SH		DEFINED
AT&T CORP	COM	001957109	1118	38091	SH		SOLE
ATLANTA EXP WARECREEK LSE		036995363	0	1	PRN		SOLE
ATLANTA EXP-CRONE 12-96		003995362	0	1	SH		SOLE
ATLANTA EXP -NEW HOPE EXPAND 10/98		026995365	0	1	PRN		SOLE
ATLANTA EXPLORATION PISG PRO		281995365	0	1	PRN		SOLE
ATLANTA EXPLORATION WARE CR		282995364	0	1	PRN		SOLE
AUTO DATA PROCESS		053015103	280	4200	SH		SOLE
AUTOMATIC DATA PROCESSING INC	COM	053015103	120	1800	SH		SOLE
AUTOMATIC DATA PROCESSING							

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INCOM		053015103	53	800	SH	SOLE
AUTOZONE		053332102	12	530	SH	DEFINED
AUTOZONE		053332102	22	1000	SH	SOLE
AVON PRODS INC	COM	054303102	40	1000	SH	DEFINED
AVON PRODS INC	COM	054303102	28	700	SH	SOLE
B. F. GOODRICH		382388106	15	400	SH	DEFINED
BAKER HUGHES INC	COM	057224107	5	135	SH	SOLE
BANCORPSOUTH INC		059692103	71	4953	SH	DEFINED
BANCORPSOUTH INC		059692103	9004	626633	SH	SOLE
BANCORPSOUTH INC	COM	059692103	2358	164206	SH	DEFINED
BANCORPSOUTH INC	COM	059692103	12074	840272	SH	SOLE
BANK OF AMERICA CORP		060505104	141	2710	SH	DEFINED
BANK OF AMERICA CORP		060505104	1124	21470	SH	SOLE
BANK OF THE OZARKS, INC		063904106	282	23800	SH	DEFINED
BANK OF US NOTE \$1000		916995368	0	1	PRN	SOLE
BANK ONE CORP	COM	06423A103	93	2420	SH	SOLE
BANK ONE CORP	FORMERLY BANC ONE	06423A103	57	1482	SH	DEFINED
BANKAMERICA CORP	NEW COM	060505104	52	1000	SH	SOLE
BAXTER INTERNATIONAL INC		071813109	95	1200	SH	SOLE
BAXTER INTL INC		071813109	63	800	SH	SOLE
BECKMAN COULTER INC	COM	075811109	23	300	SH	SOLE
BELLSOUTH CORP		079860102	95	2368	SH	DEFINED
BELLSOUTH CORP		079860102	1516	37670	SH	SOLE
BELLSOUTH CORP	COM	079860102	8	200	SH	DEFINED
BELLSOUTH CORP	COM	079860102	494	12302	SH	SOLE
BERKSHIRE HATHAWAY INC	COM	084670108	64	1	SH	SOLE
BETHLEHEM STL CORP	PFD CV \$2.50	087509402	18	1100	SH	SOLE
BIOGEN INC	COM	090597105	18	300	SH	SOLE
BLACKBURN MTR NV		088995360	1447	1577	SH	SOLE
BMC SOFTWARE INC	COM	055921100	19	1000	SH	SOLE
BOEING CO	COM	097023105	24	400	SH	DEFINED

NAMES OF ISSUER	TITLE OF CLASS	CUSIP	VALUE [X\$1000]	SHRS OR PRN AMT	SH/ PRN	PCT/ CALL	INVESTMENT DISCRETION
BOEING CO	COM	097023105	829	13172	SH		SOLE
BOEING INC		097023105	36	580	SH		SOLE
BOISE CASCADE CORP	COM	097383103	13	500	SH		SOLE
BP AMOCO P L C	SPONSORED ADR	055622104	83	1582	SH		DEFINED
BP AMOCO P L C	SPONSORED ADR	055622104	780	14738	SH		SOLE
BRISTOL MYERS SQUIBB CO		110122108	154	2700	SH		DEFINED
BRISTOL MYERS SQUIBB CO		110122108	1055	18484	SH		SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	159	2800	SH		DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	422	7400	SH		SOLE
BRISTOL-MEYERS SQUIBB		110122108	318	5568	SH		DEFINED
BRISTOL-MEYERS SQUIBB		110122108	950	16644	SH		SOLE
BRUNOS INC		116881202	0	8	SH		SOLE
BULL RUN CORP GEORGIA		120182100	8	3400	SH		SOLE
BURLINGTON NORTHERN/SANTA FE CORP		12189T104	20	930	SH		SOLE
BURNS/PERKIS OIL/GASH-11 1999		408995363	0	1	PRN		SOLE

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C P & L ENERGY INC	COM	12614C106	8	200	SH	DEFINED
C SIMMONS LSE EXP 12/31/00		490990108	0	1	PRN	SOLE
CABLETRON SYS INC	COM	126920107	5	200	SH	SOLE
CADBURY SCHWEPPE'S PLC	ADR	127209302	28	1200	SH	SOLE
CALLAWAY GOLF CO	COM	131193104	3	200	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	10	400	SH	SOLE
CAPITAL ONE FINL CORP	COM	14040H105	336	4800	SH	SOLE
CARDINAL HEALTH INC	COM	14149Y108	26	298	SH	SOLE
CATERPILLAR INC		149123101	243	7200	SH	SOLE
CATERPILLAR INC	DEL COM	149123101	118	3500	SH	SOLE
CELL PATHWAYS		15114R101	0	100	SH	SOLE
CELLSTAR CORP	COM	150925105	6	2200	SH	SOLE
CENTURYTEL INC	COM	156700106	133	4902	SH	SOLE
CHALLENGE OPT						
ROBERSON # 1 ARK		301990107	0	1	PRN	SOLE
CHASE MANHATTAN BANK		16161A108	69	1500	SH	SOLE
CHEVRON CORP		166751107	378	4443	SH	DEFINED
CHEVRON CORP		166751107	192	2256	SH	SOLE
CHEVRON CORPORATION	COM	166751107	34	400	SH	DEFINED
CHEVRON CORPORATION	COM	166751107	961	11287	SH	SOLE
CHUBB CORPORATION		171232101	435	5500	SH	SOLE
CISCO SYS INC	COM	17275R102	90	1640	SH	DEFINED
CISCO SYS INC	COM	17275R102	2323	42070	SH	SOLE
CITGO 03806000010		132990102	0	1	PRN	SOLE
CITGO 0380600011		131990103	0	1	PRN	SOLE
CITGO 0380600014		130990104	0	1	PRN	SOLE
CITGO 0380600015		134990100	0	1	PRN	SOLE
CITIGROUP INC	COM	172967101	729	13500	SH	DEFINED
CITIGROUP INC	COM	172967101	390	7229	SH	SOLE
CLECO CORP	NEW	12561W105	9	200	SH	DEFINED
CLECO CORP	NEW	12561W105	28	600	SH	SOLE
COASTAL CORP		190441105	170	2300	SH	SOLE
COCA COLA CO		191216100	224	4077	SH	SOLE
COCA COLA CO	COM	191216100	335	6100	SH	DEFINED
COCA COLA CO	COM	191216100	2103	38180	SH	SOLE
COCA COLA ENTERPRISES INC	COM	191219104	38	2400	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	9	200	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	269	5725	SH	SOLE
COLGATE-PALMOLIVE CO		194162103	37	800	SH	SOLE

NAMES OF ISSUER	TITLE OF CLASS	CUSIP	VALUE [X\$1000]	SHRS OR PRN AMT	SH/ PRN	PCT/ CALL	INVESTMENT DISCRETION
COLONIAL TAX EXEMPT FUND A		53054410R	125	9895			SOLE
COMCAST		200300200	32	800	SH		SOLE
COMDISCO INCORPORATED		200336105	5	300	SH		SOLE
COMPAQ COMPUTER CORP		204493100	213	7750	SH		SOLE
COMPAQ COMPUTER CORP	COM	204493100	531	19300	SH		SOLE
COMPUTER ASSOC INTL INC	COM	204912109	20	800	SH		SOLE
COMPUTER SCIENCES CORP		205363104	7	99	SH		DEFINED
CONAGRA CAP L C	PFD SER A 9%	20588V208	50	2000	SH		SOLE
CONAGRA FOODS INC	COM	205887102	4	200	SH		DEFINED
CONAGRA FOODS INC	COM	205887102	22	1100	SH		SOLE

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CONECTIV INC	COM	206829103	12	675	SH	SOLE
CONFEDERATE STATE \$10 BILL		915995369	0	1	PRN	SOLE
CONOCO INC	CL A	208251306	2	100	SH	SOLE
CONOCO INC CL B		208251405	17	640	SH	SOLE
CONSECO INC	COM	208464107	4	560	SH	DEFINED
CONSECO STRATEGIC INC FD	SH BEN INT	20847A102	9	866	SH	SOLE
CONSOLIDATED EDISON INC	COM	209115104	35	1028	SH	SOLE
CONSTELLATION ENERGY CORP		210371100	19	400	SH	DEFINED
COOPER TIRE & RUBR CO	COM	216831107	1	100	SH	DEFINED
COOPER TIRE & RUBR CO	COM	216831107	42	4200	SH	SOLE
COOPER TIRE RUBBER CO		216831107	15	1500	SH	SOLE
CORNING INC	COM	219350105	178	600	SH	SOLE
CROWN CORK & SEAL INC	COM	228255105	0	87	SH	SOLE
CRYOLIFE INC		228903100	213	6150	SH	SOLE
CSX CORP	COM	126408103	13	600	SH	SOLE
CSX CORPORATION		126408103	14	642	SH	SOLE
CYPRESS SEMICONDUCTOR CORP	COM	232806109	20	500	SH	SOLE
CYRIX CORP CLASS ACTION		S86584695	0	1	SH	SOLE
DEAN FOODS CO		242361103	21	650	SH	SOLE
DELL COMPUTER CORP	COM	247025109	33	1100	SH	DEFINED
DELL COMPUTER CORP	COM	247025109	565	18385	SH	SOLE
DELPHI AUTOMOTIVE SYS CORP	COM	247126105	37	2489	SH	SOLE
DELTA AIRLINES INC		247361108	8	200	SH	SOLE
DELTIC TIMBER CORP		247850100	8	500	SH	DEFINED
DELTIC TIMBER CORP		247850100	5	300	SH	SOLE
DELTIC TIMBER INC		247850100	10936	645971	SH	DEFINED
DELTIC TIMBER INC		247850100	309	18296	SH	SOLE
DEVRY INC DEL	COM	251893103	106	2839	SH	SOLE
DIAMOND OFFSHORE						
DRILLING INC		25271C102	2	50	SH	SOLE
DISNEY (WALT)						
COMPANY HOLDING CO		254687106	7	200	SH	DEFINED
DISNEY (WALT)						
COMPANY HOLDING CO		254687106	86	2250	SH	SOLE
DOMINION RES INC VA	NEW	25746U109	1	24	SH	DEFINED
DOMINION RES INC VA	NEW	25746U109	16	290	SH	SOLE
DOW CHEMICAL CO		260543103	706	28351	SH	SOLE
DOW CHEMICAL CO	COM	260543103	44	1800	SH	SOLE
DPL INC	COM	233293109	8	300	SH	DEFINED
DPL INC	COM	233293109	70	2385	SH	SOLE
DREYFUS MUNICIPAL BOND FUND		26201Q104	44	3881		SOLE
DRUMMOND TERRACE RENTAL		238995369	0	1	PRN	SOLE
DU PONT E I DE NEMOURS & CO	COM	263534109	29	707	SH	SOLE
DU PONT EL D NEMOURS & CO		263534109	291	7040	SH	SOLE
DUKE ENERGY CORP	COM	264399106	8	100	SH	DEFINED
DUKE ENERGY CORP	COM	264399106	83	970	SH	SOLE
DUKE ENERGY CORP	COM	264399106	20	240	SH	DEFINED
DUKE ENERGY CORP	COM	264399106	176	2057	SH	SOLE

NAMES OF ISSUER	TITLE OF CLASS	CUSIP	VALUE [X\$1000]	SHRS OR PRN AMT	SH/ PRN	PCT/ CALL	INVESTMENT DISCRETION
DUN & BRADSTREET CORP	(NEW)	26483B106	10	300	SH		SOLE
DUN & BRADSTREET CORP	DEL COM	26483B106	27	800	SH		SOLE
DYNEX CAP INC	COM NEW	26817Q506	0	106	SH		DEFINED

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EMC CORP MASS	COM	268648102	39	400	SH	DEFINED
EMC CORP MASS	COM	268648102	143	1450	SH	SOLE
EASTMAN CHEMICAL COMPANY		277432100	1	50	SH	SOLE
EASTMAN KODAK CO		277461109	40	1000	SH	
EASTMAN KODAK CO	COM	277461109	32	800	SH	SOLE
EATON CORP	COM	278058102	6	100	SH	DEFINED
EATON CORP	COM	278058102	113	1850	SH	SOLE
ECHELON CORP		27874N105	2	100	SH	SOLE
EDWARDS LIFESCIENCES CORP		28176E108	5	240	SH	SOLE
EEX CORP	COM NEW	26842V207	0	66	SH	SOLE
EL PASO ENERGY CORP	DEL COM	283905107	12	200	SH	DEFINED
ELAN PLC	ADR	284131208	10	200	SH	SOLE
ELECTRONIC DATA SYS CORP	NEW	285661104	99	2400	SH	SOLE
EMC CORP		268648102	4	50	SH	
EMERSON ELEC CO	COM	291011104	66	1000	SH	SOLE
EMERSON ELECTRIC CO		291011104	23	350	SH	DEFINED
EMERSON ELECTRIC CO		291011104	33	500	SH	SOLE
ENCORE WIRE CORP	COM	292562105	143	20174	SH	SOLE
ENERGY EAST CORP	COM	29266M109	0	28	SH	SOLE
ENGELHARD CORP	COM	292845104	4	253	SH	DEFINED
ENRON CORP		293561106	70	800	SH	SOLE
ENRON CORP	COM	293561106	17	200	SH	SOLE
ENTERGY 65 SERIES PRD 4.56%		29364D407	1	18	SH	SOLE
ENTERGY ARK INC PFD \$6.08		29364D605	4	60	SH	SOLE
ENTERGY ARK INC PFD \$7.32		29364D704	21	229	SH	SOLE
ENTERGY ARK INC PFD \$7.40		29364D829	8	90	SH	SOLE
ENTERGY ARK INC PFD \$7.80		29364D803	10	100	SH	SOLE
ENTERGY ARK INC PFD \$7.88		29364D852	14	145	SH	SOLE
ENTERGY CORP		29364G103	47	1275	SH	SOLE
ENTERGY CORP	NEW COM	29364G103	22	593	SH	DEFINED
ENTERGY CORP	NEW COM	29364G103	148	4020	SH	SOLE
EQUINOX - OPHILIA TODD 10400		271995367	0	1	PRN	SOLE
ETHAN ALLEN INTERIORS		297602104	6	225	SH	DEFINED
EXXON MOBIL CORP		30231G102	725	8140	SH	DEFINED
EXXON MOBIL CORP		30231G102	3089	34665	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	332	3730	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	1957	21970	SH	SOLE
FAIRFIELD CMNTYS INC	COM PAR	304231301	187	18500	SH	SOLE
	\$0.01					
FEDERAL NATL MTG ASSN	COM	313586109	21	300	SH	SOLE
FEDERAL REALTY INVT TR	SH BEN INT	313747206	13	685	SH	SOLE
	NEW					
FEDERATED BOND FUND #198		31420F400	17	1970	SH	SOLE
FEDERATED HIGH YIELD TR	SH BEN INT	314197104	422	56904	SH	SOLE
FEDERATED STK TR	SH BEN INT	31390010R	38	1075	SH	SOLE
FEDEX CORPORATION		31428X106	8	200	SH	SOLE
FIRST COMMUNITY BANK NA	NPT	329000996	2	2000	SH	SOLE
FIRST NAT'L ENTERTAINMENT	CORP	320940109	0	388	SH	DEFINED
FIRST STAUNTON						
BANCSHARES CL-A V		90008J994	0	42	SH	SOLE
FIRST STAUNTON						
BANCSHARES CL-B NV		90008K991	0	374	SH	SOLE

NAMES OF ISSUER	TITLE OF CLASS	CUSIP	VALUE [X\$1000]	SHRS OR PRN AMT	SH/ PRN	PCT/ CALL	INVESTMENT DISCRETION
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FIRST TENN NATL CORP	COM	337162101	4	200	SH	SOLE
FIRST UN CORP	COM	337358105	3	118	SH	DEFINED
FIRST UN CORP	COM	337358105	56	1760	SH	SOLE
FLEETBOSTON FINANCIAL CORP		339030108	77	2001	SH	SOLE
FLOWEREE PLANTING LSE 1-1-98		301995361	0	1	PRN	SOLE
FLUOR CORP	COM	343861100	11	396	SH	SOLE
FNMA	COM	313586109	92	1300	SH	SOLE
FOAMEX INT'L INC		344123104	125	20050	SH	SOLE
FOGDOG, INC		344167101	0	215	SH	SOLE
FORD MOTOR CREDIT COMPANY USD		345370860	29	1152	SH	DEFINED
FORD MOTOR CREDIT COMPANY USD		345370860	171	6801	SH	SOLE
FORD MTR CO CAP TR I	TOPRS 9%	345343206	25	1000	SH	SOLE
FPL GROUP INC	COM	302571104	53	812	SH	SOLE
FRANKLIN FED TAX FREE INCOME	CLA	353519101	12	1058		SOLE
GAP INC	DEL COM	364760108	30	1500	SH	SOLE
GATEWAY INC	COM	367626108	18	400	SH	SOLE
GEMSTAR TV GUIDE		36866W106	104	1200	SH	SOLE
INTERNATIONAL INC						
GEN MTR CORP		370442105	15	240	SH	SOLE
GENERAL ELEC CO	COM	369604103	253	4400	SH	DEFINED
GENERAL ELEC CO	COM	369604103	3677	63765	SH	SOLE
GENERAL ELECTRIC CO		369604103	109	1900	SH	DEFINED
GENERAL ELECTRIC CO		369604103	4266	73968	SH	SOLE
GENERAL MLS INC	COM	370334104	0	20	SH	DEFINED
GENERAL MLS INC	COM	370334104	25	720	SH	SOLE
GENERAL MTRS CORP	COM	370442105	26	400	SH	SOLE
GENOME THERAPEUTICS CORP	COM	372430108	20	1000	SH	SOLE
GENUINE PARTS CO		372460105	17	900	SH	SOLE
GENUS INC	COM	372461103	9	2500	SH	DEFINED
GEORGE PATE COLUMBIA 11/96		712995364	0	1	PRN	SOLE
GEORGIA PAC CORP		373298108	94	4000	SH	SOLE
GEORGIA PAC CORP	COM GA PAC	373298108	49	2120	SH	SOLE
	GRP					
GEORGIA PAC CORP	COM-TIMBER	373298702	10	410	SH	SOLE
	GRP					
GERON CORP	COM	374163103	8	300	SH	SOLE
GILLETTE CO	COM	375766102	107	3485	SH	DEFINED
GILLETTE CO	COM	375766102	148	4830	SH	SOLE
GLAXO WELLCOME PLC	SPONSORED	37733W105	18	300	SH	SOLE
	ADR					
GOODYEAR TIRE & RUBBER		382550101	8	484	SH	DEFINED
GOODYEAR TIRE & RUBR CO	COM	382550101	30	1718	SH	SOLE
GPU INC		36225X100	12	400	SH	SOLE
GREAT LAKES CHEM CORP	COM	390568103	52	1785	SH	DEFINED
GREAT LAKES CHEM CORP	COM	390568103	8	300	SH	SOLE
GRUY PETRO MGMT WALKER		002995363	0	1	PRN	SOLE
CREEKWALKER CREEK						
GTE CORP CLASS ACTION		S86555711	0	1	SH	SOLE
GUARANTY BANCSHARES INC TEX	COM	400764106	1	200	SH	SOLE
GUIDANT CORP	COM	401698105	346	4900	SH	SOLE
HALLIBURTON CO	COM	406216101	29	600	SH	DEFINED
HALLIBURTON CO	COM	406216101	2	50	SH	SOLE
HANCOCK FABRICS		409900107	8	1600	SH	SOLE
HANCOCK HLDG CO CAP VALUE		410120109	105	3408	SH	SOLE
HARLEY DAVIDSON INC	COM	412822108	9	200	SH	SOLE
HARRIS CORP	DEL	413875105	42	1500	SH	SOLE
	COM					
HARRIS CORP DEL	COM	413875105	2	94	SH	SOLE
HARRIS EQUITY FUND		40429977R	50	3329	SH	SOLE
HARRIS EQUITY INCOME FUND		41454810R	99	4934	SH	SOLE



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NAMES OF ISSUER	TITLE OF CLASS	CUSIP	VALUE [X\$1000]	SHRS OR PRN AMT	SH/ PRN	PCT/ CALL	INVESTMENT DISCRETION
HARRIS GROWTH FD #19		41454830R	112	3929	SH		SOLE
HARRIS SHORT/INTERMEDIATE	BOND CL I	40429960R	62	6316	SH		SOLE
HASBRO, INC		418056107	8	787	SH		DEFINED
HATTERAS INCOME SECS INC	COM	419025101	2	200	SH		SOLE
HCA-HEALTHCARE CO	COM	404119109	46	1250	SH		DEFINED
HEINZ H J CO	COM	423074103	16	450	SH		SOLE
HEWLETT PACKARD CO		428236103	112	1156	SH		SOLE
HEWLETT PACKARD CO	COM	428236103	19	200	SH		DEFINED
HEWLETT PACKARD CO	COM	428236103	481	4975	SH		SOLE
HIBERNIA CORP		428656102	11	900	SH		DEFINED
HIBERNIA CORP		428656102	5257	429175	SH		SOLE
HIGHLANDS INS GROUP		431032101	112	12000	SH		SOLE
HILLSIDE MANOR APARTMENTS		875995367	43	100	SH		SOLE
HOME DEPOT		437076102	46	882	SH		DEFINED
HOME DEPOT		437076102	517	9750	SH		SOLE
HOME DEPOT INC	COM	437076102	7	150	SH		DEFINED
HOME DEPOT INC	COM	437076102	539	10175	SH		SOLE
HOMEFED CORP	COM NEW	43739D208	2	4028	SH		DEFINED
HONEYWELL INTL INC		438516106	8	250	SH		SOLE
HONEYWELL INTL INC	COM	438516106	142	4000	SH		SOLE
HOPEWELL HLDGS LTD	SPONSORED ADR	439555301	5	14600	SH		DEFINED
HUBBELL INC	CL B	443510201	25	1000	SH		SOLE
IBM CORP		459200101	41	372	SH		DEFINED
IBM CORP		459200101	1792	15936	SH		SOLE
ICN PHARMACEUTICALS INC	NEW COM	448924100	17	525	SH		SOLE
ICOS CORP	COM	449295104	16	300	SH		SOLE
INGERSOLL-RAND CO	COM	456866102	3	100	SH		DEFINED
INGERSOLL-RAND CO	COM	456866102	79	2350	SH		SOLE
INS MUN-INC TRS 116		458084837	1	6			SOLE
INS MUN-INC TRS 198		45808G723	0	5			SOLE
INTEL CORP	COM	458140100	183	4430	SH		DEFINED
INTEL CORP	COM	458140100	1725	41520	SH		SOLE
INTEL CORP	CAP	458140100	438	10544	SH		SOLE
INTERNATIONAL BUSINESS MACHS		459200101	1652	14685	SH		SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	237	2112	SH		DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	1142	10152	SH		SOLE
INTERNATIONAL FIBERCOM INC	COM	45950T101	7	500	SH		SOLE
INTERNATIONAL FLAVORS AND FRAGRANCES		459506101	6	350	SH		SOLE
INTL PAPER CO		460146103	11	400	SH		DEFINED
INTL PAPER CO		460146103	40	1428	SH		SOLE
INTL PAPER CO	COM	460146103	40	1450	SH		DEFINED
INTL PAPER CO	COM	460146103	92	3248	SH		SOLE
IOMEGA CORP	COM	462030107	236	47300	SH		DEFINED
IOMEGA CORP	COM	462030107	5	1100	SH		SOLE
IPALCO ENTERPRISES INC	COM	462613100	13	600	SH		SOLE
IRWIN FINL CORP	COM	464119106	29	1800	SH		SOLE
J P MORGAN CO INC		616880100	363	2225	SH		SOLE
JANUS INVT FD	SH BEN INT	471023101	23	523	SH		SOLE
JANUS WORLDWID FUND #41		471023309	94	1276	SH		SOLE

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JDS UNIPHASE CORP	COM	46612J101	17	180	SH	SOLE
JEFFERSON PILOT CORPORATION		475070108	20	300	SH	DEFINED
JOHNS MANVILLE CORP		478129109	3	292	SH	SOLE
JOHNSON & JOHNSON		478160104	206	2200	SH	DEFINED
JOHNSON & JOHNSON		478160104	412	4388	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	262	2800	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	2279	24270	SH	SOLE
KANSAS CITY PWR & LT CO	COM	485134100	26	1000	SH	SOLE
KELLOGG CO		487836108	4	200	SH	SOLE
KERR-MCGEE CORPORATION INC		492386107	1	25	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	16	300	SH	SOLE

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KING PHARMACEUTICALS INC		495582108	11	337	SH		SOLE
KNIGHT TRADING GROUP INC		499063105	14	400	SH		SOLE
LACLEDE GAS CO	COM	505588103	19	900	SH		DEFINED
LACLEDE GAS CO	COM	505588103	6	300	SH		SOLE
LANIER WORLDWIDE INC		51589L105	0	94	SH		SOLE
LEAR CORP	COM	521865105	2	100	SH		SOLE
LENNOX INTL INC	COM	526107107	4	500	SH		SOLE
LG&E ENERGY CORP	COM	501917108	40	1670	SH		SOLE
LIFEPOINT HOSPITALS INC	COM	53219L109	2	65	SH		DEFINED
LILLY ELI & CO	COM	532457108	56	700	SH		DEFINED
LILLY ELI & CO	COM	532457108	798	9850	SH		SOLE
LION OIL 05-0260 680260(246)		493995369	0	1	PRN		SOLE
LION OIL 05-0261 (DRIP)		494995368	0	1	PRN		SOLE
LION OIL 48-0260 RI & ORI		494990104	0	1	PRN		SOLE
LION OIL 68-0261 RI & ORI		493990105	0	1	PRN		SOLE
LION OIL 68-0366		135990109	0	1	PRN		SOLE
LION OIL CO #18-1896		496990102	0	1	PRN		SOLE
LIQUID AUDIO INC		53631T102	0	25	SH		SOLE
LML PAYMENT SYSTEMS INC		50208P109	25	3900	SH		SOLE
LOUISIANA PAC CORP	COM	546347105	9	1016	SH		SOLE
LSI LOGIC CORP	COM	502161102	14	500	SH		SOLE
LTV CORP	*W EXP 06/28/1998	501921126	0	1	SH		SOLE
LTV CORP 1.25 SERIES		502210800	0	14	SH		SOLE
LUBRIZOL CORP	NEW	549271104	15	800	SH		SOLE
LUCENT TECHNOLOGIES INC	COM	549463107	50	1650	SH		DEFINED
LUCENT TECHNOLOGIES INC	COM	549463107	1263	41454	SH		SOLE
MCDONALD'S CORP		580135101	6	200	SH		DEFINED
MCDONALD'S CORP		580135101	211	7024	SH		SOLE
MCDONALDS CORP	COM	580135101	18	600	SH		DEFINED
MCDONALDS CORP	COM	580135101	60	2000	SH		SOLE
MCKESSON HBOC INC	COM	58155Q103	6	200	SH		SOLE
MEDTRONIC INC	COM	585055106	75	1460	SH		SOLE
MELLON FINL CORP		58551A108	9	200	SH		SOLE
MELLON FINL CORP	COM	58551A108	37	800	SH		SOLE
MERCK & CO INC		589331107	96	1300	SH		DEFINED
MERCK & CO INC		589331107	558	7500	SH		SOLE
MERCK & CO INC	COM	589331107	166	2250	SH		DEFINED
MERCK & CO INC	COM	589331107	2529	33987	SH		SOLE
MERLIN MORRIS FARMS INC.		546001991	2	2679	SH		SOLE

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MERRILL LYNCH CORP							
BD FD INCHI INCOME	CL A	590907101	15	2536	SH	SOLE	
MESA OFFSHORE TR	UNIT BEN	590650107	0	2000	SH	SOLE	
	INT						
METLIFE INC	COM	59156R108	3	148	SH	SOLE	
MFS INTER INCOME TR	SH BEN INT	55273C107	19	3100	SH	SOLE	
MGIC INVT CORP WIS	COM	552848103	30	500	SH	SOLE	
MICROSOFT CORP		594918104	205	3400	SH	SOLE	
MICROSOFT CORP	COM	594918104	502	8325	SH	SOLE	
MICROSOFT CORPORATION		594918104	24	400	SH	DEFINED	
MICROSOFT CORPORATION		594918104	670	11110	SH	SOLE	
MINNESOTA MNG & MFC CO		604059105	55	606	SH	SOLE	
MINNESOTA MNG & MFG CO	COM	604059105	63	700	SH	SOLE	
MISSISSIPPI CHEMICAL		598001998	0	2	SH	SOLE	
MORGAN STANLEY							
DEAN WITTER & CO		617446448	55	612	SH	SOLE	
MORRISON MGMT SPECIALIST INC		618459101	3	115	SH	DEFINED	
MORRISSEY DEV. CO.		618994156	25	400	SH	SOLE	
MOTOROLA INC		620076109	386	13680	SH	DEFINED	
MOTOROLA INC		620076109	542	19243	SH	SOLE	
MOTOROLA INCORPORATED	COM	620076109	8	300	SH	DEFINED	

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MOTOROLA INCORPORATED	COM	620076109	267	9455	SH		SOLE
MUN INSD NATL UNIT SERIES 23		626224158	0	5	SH		SOLE
MURPHY OIL CORP	COM	626717102	152313	2350153	SH		DEFINED
MURPHY OIL CORP	COM	626717102	3381	52174	SH		SOLE
NELSON, THOMAS INC		640376109	1	187	SH		SOLE
NEWMONT MINING CORP	COM	651639106	3	193	SH		SOLE
NICOR INC	COM	654086107	28	800	SH		SOLE
NIKE INC	CL B	654106103	28	700	SH		SOLE
NIKE INC CL B	CL B	654106103	4	100	SH		SOLE
NOBLE AFFILIATES INC	COM	654894104	80	2160	SH		SOLE
NOBLE DRILLING CORP	COM	655042109	39	792	SH		SOLE
NOKIA		654902204	55	1400	SH		SOLE
NORFOLK SO CORP		655844108	25	1734	SH		SOLE
NORTEL NETWORKS CORP NEW		656568102	5	100	SH		SOLE
NORTHERN STATES POWER		98389B100	139	5062	SH		SOLE
NORTHERN TRUST COMPANY NTRS		665859104	355	4000	SH		DEFINED
NORTHERN TRUST COMPANY NTRS		665859104	158	1780	SH		SOLE
OCCIDENTAL PETE CORP	DEL COM	674599105	28	1303	SH		SOLE
OFFICE DEPOT		676220106	5	750	SH		SOLE
OKLAHOMA GAS & ELEC CO	COM	670837103	14	700	SH		DEFINED
OKLAHOMA GAS & ELEC CO	COM	670837103	97	4556	SH		SOLE
OLIN CORP		680665205	2	166	SH		DEFINED
OLIN CORP	COM PAR \$1	680665205	13	808	SH		SOLE
OMNICOM GROUP		681919106	72	1000	SH		SOLE
OPTI INC		683960108	65	12000	SH		SOLE
ORACLE CORP	COM	68389X105	78	1000	SH		DEFINED
ORACLE CORP	COM	68389X105	660	8400	SH		SOLE
PACIFIC CENTURY CYBERWORKS		694059106	27	2473	SH		DEFINED
PACTIV CORP		695257105	2	200	SH		DEFINED
PACTIV CORP		695257105	5	500	SH		SOLE

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PALM INC	COM	696642107	68	1297	SH	DEFINED
PALM INC	COM	696642107	14	297	SH	SOLE
PAMECO CORP	COM NEW	697934305	1	333	SH	DEFINED
PEGASUS COMMUNICATIONS CORP	CL A	705904100	4	100	SH	SOLE
PENNEY J C INC	COM	708160106	9	782	SH	SOLE
PEOPLES ENERGY CORP	COM	711030106	16	500	SH	DEFINED
PEOPLES ENERGY CORP	COM	711030106	6	200	SH	SOLE
PEOPLES HLDG CO	COM	711148106	7	367	SH	SOLE
PEOPLESOFT INC	COM	712713106	8	300	SH	SOLE
PEPSICO INC	COM	713448108	142	3130	SH	DEFINED
PEPSICO INC	COM	713448108	1175	25556	SH	SOLE
PETROGULF CORP LEASE 8-2000		728995366	0	1	PRN	SOLE
PETROQUEST EXPLORATION		009990102	0	1	PRN	SOLE
PFIZER INC		717081103	107	2400	SH	DEFINED
PFIZER INC		717081103	2902	64606	SH	SOLE
PFIZER INC		717081103	40	900	SH	DEFINED
PFIZER INC		717081103	1745	38873	SH	SOLE
PG&E CORP		69331C108	6	250	SH	DEFINED
PHARMACIA CORP		71713U102	83	1380	SH	DEFINED
PHARMACIA CORP		71713U102	1255	20860	SH	SOLE
PHELPS DODGE CORP	COM	717265102	20	500	SH	DEFINED
PHELPS DODGE CORP	COM	717265102	0	20	SH	SOLE
PHILIP MORRIS COS INC	COM	718154107	104	3591	SH	SOLE
PHILLIP/AMEXPLORATION-CRONEA		719995367	0	1	PRN	SOLE
PHILLIPS PETE CO		718507106	137	2186	SH	SOLE
PHILLIPS PETROLEUM CO	COM	718507106	6	100	SH	SOLE
PITNEY BOWES INC	COM	724479100	2	72	SH	SOLE
PORT GIBSON CAPITAL CORP		715995361	336	8000	SH	SOLE
PORT GIBSON PROPERTIES, INC		723995361	4	4100	SH	SOLE
POTLATCH CORP PCH		737628107	4	150	SH	SOLE

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POTOMAC ELEC PWR CO		737679100	5	200	SH		SOLE
POTOMAC ELECTRIC POWER		737679100	6	270	SH		SOLE
PPG INDUSTRIES INC		693506107	31	800	SH		SOLE
PRAIRIE FARMERS ASSOC.	RESERVES (BE)	711000992	1	1769	SH		SOLE
PRAIRIE FARMERS ASSOCIATION NUMBER 00888		722000999	0	1	SH		SOLE
PRAXAIR INC	COM	74005P104	11	300	SH		DEFINED
PRICE T ROWE TX FR HI YLD FD	COM	741486104	8	768			
PRIMEX TECHNOLOGIES INC	COM	741597108	14	510	SH		SOLE
PRISON REALTY TRUST		74264N105	3	3000	SH		SOLE
PROCTER & GAMBLE CO	COM	742718109	352	5290	SH		DEFINED
PROCTER & GAMBLE CO	COM	742718109	1230	18380	SH		SOLE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	44	1000	SH		SOLE
QLOGIC CORP	COM	747277101	22	250	SH		SOLE
QUAKER OATS		747402105	316	4000	SH		DEFINED
QUAKER OATS		747402105	209	2650	SH		SOLE
QUAKER OATS CO	COM	747402105	63	800	SH		SOLE
QUALCOM INC		747525103	14	200	SH		SOLE
QWEST COMMUNICATIONS INTL		749121109	0	6	SH		SOLE
QWEST COMMUNICATIONS INTL INC	COM	749121109	41	873	SH		SOLE

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RALCORP HLDGS INC	NEW COM	751028101	0	66	SH	DEFINED
RALSTON PURINA CO	COM	751277302	14	609	SH	DEFINED
	RAL-PUR GP					
RAYTHEON CO	CL B	755111408	34	1200	SH	SOLE
REALTY EQUITIES CORP		756095105	0	83	SH	SOLE
REGIONS FINANCIAL		758940100	40	1786	SH	DEFINED
REGIONS FINANCIAL		758940100	7	350	SH	SOLE
REGIONS FINL CORP	COM	758940100	329	14511	SH	SOLE
RELIANT ENERGY INC	COM	75952J108	245	5285	SH	DEFINED
RELIANT ENERGY INC		75952J108	226	4873	SH	SOLE
REUTERS GROUP PLC		76132M102	19	173	SH	SOLE
ROHM & HAAS CO	COM	775371107	5	200	SH	SOLE
ROUSE CO	COM	779273101	2	100	SH	SOLE
ROYAL DUTCH PETE CO	NY REG	780257804	71	1200	SH	SOLE
	GLD1.25					
RUBY TUESDAY INC		781182100	14	1260	SH	DEFINED
SAFECO CORP	COM	786429100	27	1000	SH	SOLE
SARA LEE CORP	COM	803111103	28	1400	SH	SOLE
SBC COMMUNICATIONS INC	COM	78387G103	30	600	SH	DEFINED
SBC COMMUNICATIONS INC	COM	78387G103	1569	31383	SH	SOLE
SCHERING PLOUGH CORP	COM	806605101	1092	23500	SH	DEFINED
SCHERING PLOUGH CORP		806605101	416	8984	SH	SOLE
SCHLUMBERGER LTD		806857108	125	1550	SH	SOLE
SCUDDER GLOBAL DISCOVERY FD		378947501	20	544	SH	SOLE
SEAGATE TECHNOLOGY	COM	811804103	69	1000	SH	SOLE
SEARS ROEBUCK & CO	COM	812387108	5	167	SH	DEFINED
SEARS ROEBUCK & CO	COM	812387108	74	2312	SH	SOLE
SEMPRA ENERGY	COM	816851109	9	450	SH	SOLE
SEMPRA ENERGY AKA ENOVA CORP		816851109	4	200	SH	SOLE
SERVICEMASTER CO		81760N109	7	800	SH	SOLE
SEVEN J STOCK FARM,		787991066	0	10	SH	SOLE
SHEFFIELD PHARMACEUTICALS IC		82123D309	123	18000	SH	SOLE
DELAWARE						
SHELL TRANS & TRADING PLC	NEW YRK SH	822703609	88	1800	SH	DEFINED
	NEW					
SHERWIN WILLIAMS CO	COM	824348106	23	1100	SH	SOLE
SIMMONS 1ST NATL CORP	CL A \$5 PAR	828730200	5	250	SH	DEFINED
SIMMONS 1ST NATL CORP	CL A \$5 PAR	828730200	181	9023	SH	SOLE
SMACKOVER BANCSHARES INC		812004992	0	673	SH	SOLE

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SMITHKLINE BEECHAM PLC		832378301	34	500	SH		SOLE
SOLUTIA INC	COM	834376105	1	100	SH		DEFINED
SOLUTIA INC	COM	834376105	56	4948	SH		SOLE
SONY CORP		835699307	100	1000	SH		DEFINED
SOUTHERN CO	COM	842587107	107	3300	SH		DEFINED
SOUTHERN CO	COM	842587107	699	21607	SH		SOLE
SPACELABS MED INC	COM	846247104	0	72	SH		SOLE
SPRINT CORP PCS GROUP		852061506	3	100	SH		SOLE
ST JUDE MED INC	COM	790849103	10	200	SH		SOLE
ST PAUL COMPANIES INC	COMMON STOCK	792860108	45	914	SH		SOLE
STAFFMARK INC/EDGEWATER TECH		280358102	5	1000	SH		DEFINED

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STILLWELL FINANCIAL INC		860831106	26	600	SH	SOLE
STRONG MUNICIPAL BOND FD		86335E104	28	3223		SOLE
SUN MICROSYSTEMS INC	COM	866810104	110	950	SH	SOLE
SUNGARD DATA SYS INC	COM	867363103	4	100	SH	SOLE
SUNOCO INC	COM	86764P109	61	2328	SH	SOLE
SYNOPSIS INC	COM	871607107	3	100	SH	SOLE
SYSCO CORP		871829107	92	2000	SH	SOLE
TAIWAN SEMICONDUCTOR MFC	CO SP ADR	874039100	8	400	SH	SOLE
TARGET CORP		87612E106	10	400	SH	SOLE
TECO ENERGY INC	COM	872375100	23	800	SH	DEFINED
TECO ENERGY INC	COM	872375100	8	300	SH	SOLE
TELLABS INC	COM	879664100	42	900	SH	SOLE
TELOCITY INC	COM	87971D103	9	3000	SH	SOLE
TEMPLE INLAND INC	COM	879868107	15	400	SH	SOLE
TENNECO AUTOMOTIVE INC	USD	880349105	0	80	SH	SOLE
TEXACO INC	COM	881694103	107	2047	SH	SOLE
TEXARKANA FIRST FINANCIAL CORPORATION	COM	881801104	260	11400	SH	DEFINED
TEXARKANA FIRST FINANCIAL CORPORATION	COM	881801104	199	8725	SH	SOLE
TEXAS BIOTECHNOLOGY CORP		88221T104	1	100	SH	SOLE
TEXAS INSTRS INC	COM	882508104	131	2800	SH	SOLE
TEXTRON INC	COM	883203101	4	100	SH	SOLE
THE MUN INSURED NAT'L TR S5		626223242	0	5		SOLE
TIFFANY & CO	NEW	886547108	84	2200	SH	SOLE
TIME WARNER INC	COM	887315109	19	250	SH	SOLE
TRANS-GULF PETROLEUM CORP	LA CLOSELY HELD	858001993	0	10	SH	SOLE
TRANSOCEAN SEDCO FOREX INC		G90078109	4	77	SH	DEFINED
TRANSOCEAN SEDCO FOREX INC		G90078109	70	1200	SH	SOLE
TRAVIS BOATS & MTRS INC	COM	894363100	0	200	SH	SOLE
TRI CONTINENTAL CORPORATION		895436103	105	4030	SH	SOLE
TRIAD HOSPITALS INC	COM	89579K109	1	65	SH	DEFINED
TRIBUNE COMPANY		896047107	52	1200	SH	SOLE
TXU CORP		873168108	9	250	SH	DEFINED
TXU CORP		873168108	118	3000	SH	SOLE
TYCO INTL LTD	NEW	902124106	5	100	SH	SOLE
TYCO INTL LTD	NEW COM	902124106	83	1608	SH	SOLE
TYSON FOODS INC	CL A	902494103	154	15450	SH	DEFINED
TYSON FOODS INC	CL A	902494103	7	750	SH	SOLE
U S G CORP	COM NEW	903293405	7	300	SH	SOLE
ULTRAMAR DIAMOND SHAMROCK CP		904000106	5	210	SH	SOLE
UNICOM CORP	COM	904911104	28	500	SH	DEFINED
UNION CARBIDE CORP	COM	905581104	11	300	SH	DEFINED
UNION CARBIDE CORP	COM	905581104	11	300	SH	SOLE
UNION PAC CORP	COM	907818108	153	3950	SH	DEFINED
UNION PAC CORP	COM	907818108	26	693	SH	SOLE
UNION PLANTERS CORP	COM	908068109	6	200	SH	SOLE

NAMES OF ISSUER	TITLE OF CLASS	CUSIP	VALUE [X\$1000]	SHRS OR PRN AMT	SH/ PRN	PCT/ CALL	INVESTMENT DISCRETION
UNISYS CORP		909214108	6	540	SH		SOLE
UNIT AGREEMENT-SMACKOVERUNIT		275995363	0	1	PRN		SOLE
UNITED ARKANSAS CORPORATION		907000996	0	1200	SH		DEFINED

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UNITED AUTO GROUP INC	COM	909440109	83	10105	SH	SOLE
UNITED PARCEL SERVICE - CLB		911312106	2	50	SH	
USA TRUCK INC	COM	902925106	574	106999	SH	SOLE
USX-U S STL	COM	90337T101	3	200	SH	DEFINED
USX-U S STL	COM	90337T101	7	500	SH	SOLE
UTILICORP UTD INC	COM	918005109	99	3856	SH	SOLE
VAN KAMPEN AMERICAN CAPITAL PRIME RATE		920914108	56	5997	SH	SOLE
VANG INDEX EXT MKT #98		922908207	21	563	SH	SOLE
VERIZON COMMUNICATIONS INC		92343V104	128	2666	SH	DEFINED
VERIZON COMMUNICATIONS INC		92343V104	1290	26639	SH	SOLE
VIALINK CO	COM	92552Q101	3	450	SH	SOLE
VIOPHARMA, INC		928241108	2	100	SH	SOLE
VISTEON CORP		92839U107	3	235	SH	SOLE
VISTEON CORP	COM	92839U107	0	13	SH	DEFINED
VISTEON CORP	COM	92839U107	3	218	SH	SOLE
VLASIC FOODS INTL INC	COM	928559103	0	100	SH	SOLE
VODAFONE GROUP PLC	NEW	92857W100	17	470	SH	SOLE
WACHOVIA CORPORATION		929771103	328	5800	SH	SOLE
WAL MART STORES INC	COM	931142103	303	6319	SH	DEFINED
WAL MART STORES INC	COM	931142103	2894	60183	SH	SOLE
WALGREEN CO	COM	931422109	216	5700	SH	SOLE
WALMART DE MEXICO S A DE CV B SER		93114W206	1	558	SH	SOLE
WALSH HEALTH CARE2 SOLUTIONS INC		937001998	0	3	SH	SOLE
WALT DISNEY CO		254687106	3	100	SH	SOLE
WASHINGTON MUT INC	COM	939322103	15	400	SH	SOLE
WASTE MGMT INC	DEL COM	94106L109	0	1	SH	DEFINED
WAUSAU-MOSINEE PAPER CORP CO		943315101	4	550	SH	SOLE
WELLS FARGO & CO	NEW COM	949746101	54	1200	SH	SOLE
WESTERN RES INC	COM	959425109	4	200	SH	SOLE
WEYERHAEUSER CO	COM	962166104	153	3800	SH	SOLE
WICKFORD ENERGY DO#9601100		498990100	0	1	PRN	SOLE
WILLIAMS COS INC	DEL COM	969457100	12	300	SH	SOLE
WISCONSIN AVE DEVELOPMENT	CORP	073995367	4	48	SH	SOLE
WM WRIGLEY JR COMPANY	COM	982526105	7	100	SH	SOLE
WORLDCOM INC GA	NEW COM	98157D106	18	600	SH	DEFINED
WORLDCOM INC GA	NEW COM	98157D106	375	12400	SH	SOLE
XCEL ENERGY INC	COM	98389B100	8	294	SH	SOLE
AMSOUTH BANCORP		32165102	224	17924	SH	SOLE
BANCORPSOUTH INC		59692103	225	15673	SH	SOLE
CITIGROUP INC		172967101	135	2500	SH	SOLE
COCA COLA CO		191216100	66	1200	SH	SOLE
COMSAT CAP 1 LP		205930209	17	800	SH	SOLE
CONSECO INC		208464107	4	549	SH	SOLE
DISNEY WALT CO DEL		254687106	8	200	SH	SOLE
E M C CORP MASS		268648102	79	800	SH	SOLE
EATON VANCE MARATHON		277911848	47	1982	SH	SOLE
ENTERPRISE INTERNET		293720231	14	488	SH	SOLE
FIRST UN REAL ESTATE		337400105	7	2400	SH	SOLE
GENERAL ELECTRIC CO		369604103	415	7200	SH	SOLE
JOHN HANCOCK FINC'L		409905502	14	702	SH	SOLE
IMPERIAL PKG CORP		453077109	2	120	SH	SOLE
INTEL CORP		458140100	166	4000	SH	SOLE
LSI LOGIC CORP		502161102	9	300	SH	SOLE
LUCENT TECH INC		549463107	12	400	SH	SOLE
MICROSOFT CORP		594918104	36	600	SH	SOLE

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NAMES OF ISSUER	TITLE OF CLASS	CUSIP	VALUE [X\$1000]	SHRS OR PRN AMT	SH/ PRN	PCT/ CALL	INVESTMENT DISCRETION
NOKIA CORP ADR		654902204	4	100	SH		SOLE
PEOPLES HLDG CO		711148106	51	2539	SH		SOLE
PROCTOR & GAMBLE CO		742718109	134	2000	SH		SOLE
QWEST COMM INTL INC		749121109	20	412	SH		SOLE
RF MICRO DEVICES INC		749941100	13	400	SH		SOLE
SUN MICROSYSTEMS INC		866810104	35	300	SH		SOLE
TXU CORP		873168108	79	2000	SH		SOLE
TEMPLETON FOREIGN		880196407	90	8986	SH		SOLE
JDS UNIPHASE CORP		46612J101	19	200	SH		SOLE
JUNIPER NETWORKS		48203R104	22	100	SH		SOLE
MERISTAR HOSPITAL		58984Y103	17	847	SH		SOLE
WORLDCOM INC		98157D106	42	1395	SH		SOLE
AMDOCS LIMITED		G02602103	20	325	SH		SOLE
FLEXTRONICIS INTL INC		Y2573F102	25	300	SH		SOLE
GRAND TOTALS			298881	7625045			

76%">

Gross profit

1,325 778

Operating expenses:

Selling, general and administrative

966 1,189

Research and development

265 231

Total operating expenses

1,231 1,420

Operating income (loss)

94 (642)

Non-operating income (expense)

(36) -

Net income (loss) before income taxes

58 (642)

Provision for income taxes

2 -

Net income (loss)

56 (642)

Accretion of preferred stock redemption value

- (12)

Net income (loss) available to common stockholders

\$56 \$(654)

Earnings per common share – basic and diluted

\$0.00 \$(0.04)



Weighted average common shares outstanding:

Basic

19,406 18,463

Diluted

21,606 18,463

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DOCUMENT CAPTURE TECHNOLOGIES, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)  
(in thousands)

	Three Months Ended March 31,	
	2010	2009
<b>Operating activities:</b>		
Net income (loss)	\$ 56	\$ (642)
Adjustments to reconcile net income (loss) to net cash used by operating activities:		
Depreciation expense	62	10
Stock-based compensation cost – options	170	180
Fair value of common stock and warrants issued for services rendered	40	111
Interest expense attributable to amortization of debt issuance costs	15	-
Other	-	(1)
Changes in operating assets and liabilities:		
Trade receivables	(530)	117
Inventories	144	7
Prepaid expenses and other current assets	11	(38)
Trade payables to related parties	7	(152)
Trade payables and other current liabilities	(94)	(8)
Income taxes payable	-	(75)
Deferred revenue and customer deposits	(21)	(49)
Cash used by operating activities	(140)	(540)
<b>Investing activities:</b>		
Capital expenditures	(45)	(7)
Cash used by investing activities	(45)	(7)
<b>Financing activities:</b>		
Net advances on bank line of credit	28	349
Deferred financing costs	(6)	-
Cash provided by financing activities	22	349
Net decrease in cash and cash equivalents	(163)	(198)
Cash and cash equivalents at beginning of period	328	405
Cash and cash equivalents at end of period	\$ 165	\$ 207
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid during the period for:		
Interest	\$ 11	\$ 4
Income taxes	\$ 2	\$ 75



DOCUMENT CAPTURE TECHNOLOGIES, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Unaudited)

Note 1 – Background and Basis of Presentation

Organization

Document Capture Technologies, Inc. ("DCT" or "Company"), a Delaware corporation, develops, designs and delivers various document capture technology solutions to all types and sizes of enterprises including governmental agencies, large corporations, small corporations, small office-home office ("SOHO"), professional practices as well as consumers (referred to herein collectively as "Enterprises"). DCT is a market-leader in providing USB-powered scanning solutions to a wide variety of industries and market applications. The Company's patented and proprietary page-image capture devices facilitate the way information is stored, shared and managed in both business and personal use.

Syscan, Inc., DCT's wholly-owned subsidiary, was incorporated in California in 1995 to develop and manufacture a new generation of contact image sensors ("CIS") that are complementary metal-oxide-silicon ("CMOS") imaging sensor devices. During the late 1990s, the Company achieved many technical milestones and were granted numerous patents for its linear imaging technology. The Company's patented CIS and mobile imaging scanner technology provides high quality images at extremely low power consumption levels, allowing DCT to deliver compact scanners in a form that is simple to use with a computer and or integrate into new or existing systems where there is need for a small footprint, lightweight device to scan documents.

DCT's business model was developed and continues to evolve around intellectual property ("IP") driven products sold primarily to original equipment manufacturers ("OEM"), private label brands and value added resellers ("VAR"). Our image scanning products can be found in a variety of applications, including but not limited to, the following:

- Bank note and check verification (remote capture deposit or "RDC");
  - Document and information management;
  - Identification card scanners;
  - Passport security scanners;
  - Business card readers;
  - Barcode scanning; and
- Optical mark readers used in lottery terminals.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of DCT have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and the instructions to Form 10-Q and Article 8-03 of Regulation S-X. Accordingly, they do not include all information and disclosures necessary for a presentation of the Company's financial position, results of operations, and cash flows in conformity with accounting principles generally accepted in the United States ("GAAP").

In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows for all periods presented have been made. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. Actual results may differ from these estimates. The results of operations for the period ended March 31, 2010 are not necessarily indicative of the operating results that may be expected for the entire year ending December 31, 2010. The interim financial statements should be read in conjunction with the

financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2009, filed with the Securities and Exchange Commission ("SEC") on March 31, 2010.

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DOCUMENT CAPTURE TECHNOLOGIES, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Unaudited)

The consolidated financial statements include the accounts of DCT and its one subsidiary - Syscan. All significant intercompany transactions and balances have been eliminated. DCT's functional currency is the United States (U.S.) dollar. As such, DCT does not have any translation adjustments. Monetary accounts denominated in non-U.S. currencies, such as cash or payables to vendors, have been re-measured to the U.S. dollar. Gains and losses resulting from foreign currency transactions are included in the results of operations. To date, DCT has not entered into hedging activities to offset the impact of foreign currency fluctuations.

Certain accounts have been reclassified to conform to the current period presentation. Such reclassifications did not affect DCT's total net sales, operating loss, net loss available to common stockholders, financial position or liquidity.

The Company has evaluated subsequent events up through the date of the filing of this report with the SEC.

Note 2 – Recent Accounting Pronouncements

In October 2009, the FASB issued new standards for revenue recognition with multiple deliverables. These new standards impact the determination of when the individual deliverables included in a multiple-element arrangement may be treated as separate units of accounting. Additionally, these new standards modify the manner in which the transaction consideration is allocated across the separately identified deliverables by no longer permitting the residual method of allocating arrangement consideration. These new standards are effective for fiscal years beginning on or after June 15, 2010; however, early adoption is permitted. DCT does not expect these new standards to significantly impact its consolidated financial statements.

In October 2009, the FASB issued new standards for the accounting for certain revenue arrangements that include software elements. These new standards amend the scope of pre-existing software revenue guidance by removing from the guidance non-software components of tangible products and certain software components of tangible products. These new standards are required to be adopted in the first quarter of 2011; however, early adoption is permitted. DCT does not expect these new standards to significantly impact its consolidated financial statements.

Note 3 – Related-Party Transactions

Related-Party Purchases

Historically, the Company has purchased the majority of its finished scanner imaging products from Shenzhen Syscan Technology ("SST"), a wholly-owned subsidiary of Syscan Technology Holdings Limited ("STH"). SST currently holds approximately 16% of DCT's outstanding common stock.

Purchases from SST totaled \$1,854,000 and \$1,173,000 for the three months ended March 31, 2010 and 2009, respectively. All purchases from SST were carried out in the normal course of business. As a result of these purchases, DCT was liable to SST for \$348,000 and \$341,000 at March 31, 2010 and December 31, 2009, respectively.

Related-Party Net Sales

During the three months ended March 31, 2010, DCT recorded net sales and cost of sales totaling \$46,000 and \$39,000, respectively, for finished scanners sold to SST. DCT had no sales or cost of sales to SST during the three months ended March 31, 2009. All sales to SST contained similar terms and conditions as for other transactions of

this nature entered into by DCT.

#### Legal Services Agreement

On September 15, 2009, DCT entered into a legal services agreement (“Agreement”) with Jody R. Samuels, a director of the Company. Pursuant to the Agreement, Mr. Samuels will provide certain legal services to us which will consist of assisting the Company in (i) the preparation of its periodic and other filings with the Securities and Exchange Commission (“SEC”), including proxy statements, special and annual meetings of shareholders, (ii) the negotiation of financing and corporate development transactions, (iii) preparation and review of documentation related to financing arrangements and corporate development transactions, (iv) preparing registration statements, and responding to any SEC inquiries/comment letters, (v) documenting corporate governance policies and procedures, and (vi) any other legal matters reasonably within the legal expertise of Mr. Samuels.

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DOCUMENT CAPTURE TECHNOLOGIES, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Unaudited)

Pursuant to the Agreement, Mr. Samuels is paid \$4,000 per month for a total of \$12,000 for the three months ended March 31, 2010. The Agreement may be cancelled by either party with 30 days prior written notice.

Note 4 – Concentration of Credit Risk and Major Customers

Financial instruments that subject DCT to credit risk are cash balances maintained in excess of federal depository insurance limits and trade receivables.

Cash and Cash Equivalents

DCT maintains cash balances at several banks. Accounts at each institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. As of March 31, 2010, DCT had consolidated balances of approximately \$62,000, which were not guaranteed by the FDIC. DCT has not experienced any losses in such accounts and believes the exposure is minimal.

Major Customers and Trade Receivables

A relatively small number of customers account for a significant percentage of DCT's sales. Customers that exceeded 10% of total revenues and accounts receivable were as follows:

	Three Months Ended	
	March 31,	
	2010	2009
Customer A	26%	*%
Customer B	20	33
Customer C	16	21
Customer D	*	10
Customer E	*	10

\* Customer accounted for less than 10% for the period indicated.

Trade receivables from these customers totaled \$1,059,000 at March 31, 2010. As of March 31, 2010, all the Company's trade receivables were unsecured.

Note 5 – Concentration of Supplier Risk

**Manufacturing.** Historically, DCT has purchased substantially all its finished scanner imaging products from one vendor that is also a wholly-owned subsidiary of the parent company of DCT's former majority stockholder. See Note 3. If this vendor became unable to provide materials in a timely manner and DCT was unable to find alternative vendors, DCT's business, operating results and financial condition would be materially adversely affected.

**Components.** DCT purchases some controller chips that are sole-sourced, as they are specialized devices. To date, DCT has been able to obtain adequate component supplies from existing sources. If in the future DCT became unable to obtain sufficient quantities of required materials, components or subassemblies, or if such items do not meet quality standards, delays or reductions in product shipments could occur, which could harm DCT's business, operating results and financial condition. Management is currently investigating ways to mitigate this existing risk.





DOCUMENT CAPTURE TECHNOLOGIES, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Unaudited)

Note 6 – Employee Equity Incentive Plans

General

DCT's share-based awards are long-term retention plans that are intended to attract, retain and provide incentives for talented employees. DCT believes its share-based awards are critical to its operation and productivity. The employee share-based award plans allow DCT to grant, on a discretionary basis, incentive stock options and non-qualified stock options.

Stock Options

DCT issues options under three different stock option plans (all approved by shareholders) as well as through employment agreements with key employees, executives and consultants (approved by the board of directors on a case-by-case basis). Options generally vest over three years from the date of grant and expire seven years from the date of grant

The following table sets forth, by the respective option plan, certain aspects of DCT's stock options as of March 31, 2010:

Description	Option Approval Method			Options Outstanding and Options Available		
	Board of Directors	Board of Directors and Shareholders	Total	Outstanding	Available For Future Grant	Total
2002 Amended and Restated Stock Option Plan	-	3,200,000	3,200,000	3,200,000	-	3,200,000
2006 Stock Option Plan	-	2,500,000	2,500,000	2,500,000	-	2,500,000
2009 Stock Option Plan	-	1,500,000	1,500,000	1,039,333	460,667	1,500,000
Key Personnel Option Grants	6,375,000	-	6,375,000	4,616,165	-	4,616,165
	6,375,000	7,200,000	13,575,000	11,355,498	460,667	11,816,165

Stock-Based Compensation

The following table sets forth the total stock-based compensation expense included in DCT's Statements of Operations (in thousands):

	Three Months Ended March 31,	
	2010	2009
Selling, general and administrative	\$ 138	\$ 147
Research and development	32	33
	\$ 170	\$ 180

At March 31, 2010, DCT had approximately \$1,436,000 of total unrecognized compensation cost related to unvested stock options. This cost is expected to be recognized over a weighted-average period of approximately 2.8 years.

Stock Option Activity and Outstanding

DCT had the following stock option activity during the three months ended March 31, 2010:

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DOCUMENT CAPTURE TECHNOLOGIES, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Unaudited)

	Options	Weighted- Average Exercise Price
Outstanding at December 31, 2009	11,355,498	\$ 0.32
Granted	-	-
Cancelled	-	-
Exercised	-	-
Outstanding at March 31, 2010	11,355,498	\$ 0.32
Vested or expected to vest at March 31, 2010	11,355,498	\$ 0.32

The following table summarizes all options outstanding and exercisable by price range as of March 31, 2010:

Range of Exercise Prices	Number Outstanding	Options Outstanding		Options Exercisable	
		Weighted- Average Remaining Contractual Life (Years)	Weighted- Average Exercise Price	Number Exercisable	Weighted- Average Exercise Price
\$0.01	2,241,165	2.1	\$ 0.01	2,241,165	\$ 0.01
\$0.30-\$0.35	7,028,333	8.8	\$ 0.31	1,384,583	\$ 0.30
\$0.51	150,000	8.8	\$ 0.51	50,000	\$ 0.51
\$0.60 - \$0.70	1,936,000	6.8	\$ 0.69	1,936,000	\$ 0.69
	11,355,498			5,611,748	

The “intrinsic value” of options is the excess of the value of DCT stock over the exercise price of such options. The total intrinsic value of options outstanding (of which all are expected to vest) was approximately \$650,000 and \$788,000 at March 31, 2010 and December 31, 2009, respectively. The total intrinsic value for exercisable options was \$650,000 and \$722,000 at March 31, 2010 and December 31, 2009, respectively. No options were exercised during the three months ended March 31, 2010.

#### Note 7 – Earnings per Common Share - Basic and Diluted

Basic earnings per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and common stock equivalents outstanding during the period.

Common stock equivalents of 2,200,000 were taken into consideration in calculating diluted earnings per common share for the three months ended March 31, 2010, but the impact did not change earnings per common share. Common stock equivalents of 3,885,000 were not considered in calculating DCT’s diluted earnings per common share for the three months ended March 31, 2009 as their effect would be anti-dilutive. As a result, for all periods presented, DCT’s basic and diluted earnings per share are the same.

#### Note 8 – Equity

Common Stock

DCT had no common stock activity during the three months ended March 31, 2010.

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DOCUMENT CAPTURE TECHNOLOGIES, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Unaudited)

DCT's Board of Directors approved the issuance of 25,000 restricted common shares to a consultant for investor relations services rendered during the three months ended March 31, 2009. The common shares have piggyback registration rights to the next registration statement filed by DCT. DCT amortized the estimated fair value of the common shares ratably over the service period, which was completed prior to March 31, 2009. Accordingly, \$11,000 was charged to selling, general and administrative expense and credited to additional paid-in capital during the three months ended March 31, 2009.

#### Preferred Stock

During the three months ended March 31, 2009, DCT reported \$12,000 of accretion of preferred stock redemption value associated with its series B convertible redeemable preferred stock ("Series B Stock"), which matured August 7, 2009. DCT had no other preferred stock activity during any period presented.

#### Common Stock Warrants

DCT had the following common stock warrant activity during the three months ended March 31, 2010:

	Warrants
Outstanding at December 31, 2009	2,002,027
Expired	(1,209,000)
Issued	167,000
Outstanding at March 31, 2010	960,027

In certain instances, DCT issues warrants for consulting services. DCT amortizes the fair value of such warrants over the service period. In connection with such common stock warrants issued and outstanding, DCT charged selling, general and administrative expense with the offset credit to additional paid in capital for \$40,000 and \$100,000 during the three months ended March 31, 2010 and 2009, respectively. DCT estimated the fair value of the warrants issued under the Black-Scholes valuation model using the following assumptions:

	Three Months Ended March 31,	
	2010	2009
Weighted average expected life in years	3.0	3.0
Weighted average expected volatility	297%	266%
Expected dividend yield	0%	0%
Weighted average risk free interest rate	1.6%	1.8%

#### Note 9 – Bank Line of Credit

As of March 31, 2010, DCT had a \$2,000,000 line of credit ("LOC") at a commercial bank. Borrowings under the LOC are limited to (i) 80% of eligible accounts receivable less the aggregate face amount of all outstanding letters of credit, cash management services, and foreign exchange contracts, and (ii) 40% of eligible inventory (all as defined in the LOC agreement). The interest rate is prime (3.25% at March 31, 2010) plus 2.75% for advances drawn against receivables, with a minimum interest rate of 6%; and prime plus 3.75% for advances drawn against inventory, with a minimum interest rate of 7%. Interest payments are due monthly and all unpaid interest and principal is due in full on September 2, 2010.

Upon certain events of default (as defined in the LOC agreement), the default variable interest rate increases five percentage points above the interest rate applicable immediately prior to the default. Additionally, the lender has the right to declare all of the amounts due under the LOC immediately due and payable upon an event of default.

As of March 31, 2010, DCT was in compliance with all LOC debt covenants and had unused borrowing capacity of \$1,575,000.

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DOCUMENT CAPTURE TECHNOLOGIES, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Unaudited)

During September 2009, in connection with the LOC origination, DCT paid the lender a loan origination fee and legal fees which totaled approximately \$20,000, and issued a warrant to purchase 68,027 shares of the Company's Common Stock at \$0.588 per share. During March 2010, in connection with increasing the LOC borrowing base, DCT paid the lender a loan modification fee of \$6,000. The loan origination, modification, and legal fees are recorded as deferred financing costs included in other current assets and are being amortized over the life of the loan to interest expense. The \$35,000 fair value of the warrants was determined using the Black-Scholes valuation model with the following assumptions: remaining contractual term of 7 years, 2.9% risk-free interest rate, expected volatility of 406% and expected dividend yield of 0%. The fair value of the warrants was initially recorded as debt discount, with an offset to additional paid in capital, and is being amortized over the life of the loan to interest expense.

DCT's LOC balance at March 31, 2010 was comprised of the following (in thousands):

Total principal due	\$	250
Less unamortized debt discount		(14)
	\$	236

#### Interest Expense Related to Amortization of Warrant Fair Values and Loan Origination Fee

The Company recorded non-cash interest expense of \$15,000 during the three months ended March 31, 2010 in connection with the LOC warrants and amortization of the LOC origination, modification and legal fees.

#### Note 10 – Commitments and Contingencies

##### Operating Leases

The Company is committed under various non-cancelable operating leases which extend through June 2011. Future minimum rental commitments as of March 31, 2010 are as follows (in thousands):

Year Ending March 31,	Future Minimum Lease Payments
2011	\$ 55
2012	1
	\$ 56

The above table reflects the current leases for DCT's corporate headquarters and its inventory management and distribution, which both expire June 30, 2010. DCT expects to enter into new leases effective July 1, 2010 with similar terms, conditions and costs as existing leases.

##### Employment Agreements

DCT maintains employment agreements with its executive officers which extend through 2010. The agreements provide for a base salary and annual bonus to be determined by the Board of Directors. The agreements also provide for termination payments, stock options, non-competition provisions, and other terms and conditions of employment. In addition, DCT maintains employment agreements with other key employees with similar terms and conditions. As



of March 31, 2010 termination payments totaling \$1,055,000 remain in effect.

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DOCUMENT CAPTURE TECHNOLOGIES, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Unaudited)

### Research and Development Agreement

During the second quarter of 2009, the Company entered into an agreement (“Development Agreement”) with a customer to develop a scanner to meet the customer’s specific product requirements. The customer has the right to terminate the contract at any time without cause upon giving DCT two weeks’ notice. If terminated, the customer shall pay DCT for all work-in-progress or work completed up to the date of termination. Each party shall retain its rights in any intellectual property rights owned or licensed to it prior to commencement of development. All intellectual property developed by DCT will be owned exclusively by the customer and DCT will not distribute the developed product to any other customer (unless DCT receives prior written approval from the customer). During the first 12 months following the initial product shipment, the customer is committed to buying a certain minimum number of scanners developed under this agreement.

At March, 31, 2010, DCT had \$36,000 of deferred revenue associated with the Development Agreement, which will be recognized upon shipment of the developed product.

### Litigation, Claims and Assessments

The Company experiences routine litigation in the normal course of its business and does not believe that any pending litigation will have a material adverse effect on DCT’s financial condition, results of operations or cash flows.

### Note 11 – Segment and Geographic Information

#### Segment Information

DCT operates in one segment: the design, development and delivery of various imaging technology solutions, most notably scanners.

#### Geographic Information

During the three months ended March 31, 2010 and 2009, DCT recorded net sales throughout the U.S., Asia and Europe as determined by the final destination of the product. The following table summarizes total net sales attributable to significant countries (in thousands):

	Three Months Ended March 31,	
	2010	2009
U.S.	\$ 3,105	\$ 1,711
Europe	277	304
Asia	46	-
	\$ 3,428	\$ 2,015

Presented below is information regarding identifiable assets, classified by operations located in the U.S., Europe and Asia (in thousands):

	March 31, December 31,	
	2010	2009
U.S.	\$ 3,795	\$ 3,574

Asia	85	110
Europe	124	128
	\$ 4,004	\$ 3,812

Assets located in Asia relate to tooling equipment required to manufacture DCT's product. Assets located in Europe relate to DCT's field service, sales, distribution and inventory management in the Netherlands.

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DOCUMENT CAPTURE TECHNOLOGIES, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Unaudited)

Note 12 – Subsequent Events

Stock Option Grants to Officers and Directors

On April 29, 2010 the Company's board of directors granted an aggregate of 1,000,000 options to certain officers and directors of the company pursuant to the 2010 Stock Option Plan. The options are exercisable for a period of ten years from the date of grant at an exercise price of \$0.29 per share and vest as follows: one-third on April 29, 2011, one-third on April 29, 2012 and one-third on April 29, 2013.

Related Party Transactions

**Stock Option Grants and Amended Consulting Agreement.** On April 29, 2010, the Company's board of directors approved an amendment to the business advisory and consulting agreement between the Company and each of Richard "Bo" Dietl and Daniel DeGiorno (the "Consultants") dated July 28, 2008, whereby in addition to the services already being provided pursuant to the agreement, the Consultants will provide investor relations services in exchange for options to purchase up to 1,500,000 shares of the Company's common stock at a price of \$0.30 per share. The options vest over a two year period with 50% of such options vesting at the end of the first and second years of the agreement; however, in the event of a change of control in the Company's securities or assets pursuant to introductions specifically made by Consultants to the Company, all of the options shall immediately vest 100% in conjunction with such event. A change of control shall be defined as a change of ownership of 50% or more of the Company's securities, or voting control thereof, or a transfer of more than 50% of the Company's tangible and/or intangible assets.

**Agreement to License Office Space.** On April 26, 2010, DCT entered into a two-year license agreement ("License") with Richard "Bo" Dietl and Associates ("BDA") to license office space from BDA in New York City. The purpose of the License is for DCT to have a physical presence in New York City. In connection with the License, the Company paid BDA an upfront license fee of \$50,000 as payment in full. The License can be cancelled by either party with 90 days written notice.

**Agreement for Finder's Fee.** On April 30, 2010, DCT entered into a non-exclusive six-month agreement with BDA, whereby BDA will provide introductions to third parties who might be interested in investing or otherwise providing sources of financing to DCT. If DCT actually closes on any financing as a result of introductions by BDA, BDA will receive 10% of the proceeds.

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

The following discussion should be read in conjunction with Document Capture Technologies, Inc.'s ("DCT" or "Company") unaudited condensed consolidated financial statements and notes included herein. The results described below are not necessarily indicative of the results to be expected in any future period. Certain statements in this discussion and analysis, including statements regarding our strategy, financial performance and revenue sources, are forward-looking statements based on current expectations and entail various risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements. Readers are referred to DCT's Annual Report on Form 10-K for the year ended December 31, 2009 as filed with the Securities and Exchange Commission on March 31, 2010. We undertake no duty to update any forward-looking statement to conform the statement to actual results or changes in our expectations.

Management's discussion and analysis of financial condition and results of operations ("MD&A") is provided as a supplement to the accompanying unaudited condensed consolidated financial statements and notes to help provide an understanding of our financial condition, changes in financial condition and results of operations. The MD&A section is organized as follows:

- **Overview.** This section provides a general description of the Company's business, as well as recent developments that we believe are important in understanding the results of operations and to anticipate future trends in those operations.
- **Critical accounting policies.** This section provides an analysis of the significant estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities.
- **Results of operations.** This section provides an analysis of our results of operations for the three months ended March 31, 2010 compared to the three months ended March 31, 2009. A brief description of certain aspects, transactions and events is provided, including related-party transactions that impact the comparability of the results being analyzed.
- **Liquidity and capital resources.** This section provides an analysis of our financial condition and cash flows as of and for the three months ended March 31, 2010 as compared to the three months ended March 31, 2009.

### Overview

We are in the business of designing, developing and delivering imaging technology solutions. Our technology is protected under multiple patents. We focus our research and development toward new deliverable and marketable technologies related to document digitization and utilization. We sell our products to customers throughout the world, including the United States, Canada, Europe, South America, Australia and Asia.

Our strategy includes a plan to expand our document/image-capture product line and technology while leveraging our assets in other areas of the imaging industry. We are actively shipping five groups of image-capture products. We have expanded our document/image-capture product offerings, and will continue to expand our product offerings in the future in response to the increased market demand for faster, easier-to-use products and increased security to meet the growing need for information protection, including identity and financial transaction protection.

### Critical Accounting Policies

Our MD&A is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to revenue recognition, trade receivables and allowance for doubtful accounts, inventories, and income taxes. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

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An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used or changes in the accounting estimate that are reasonably likely to occur could materially change the financial statements.

Our disclosures of critical accounting policies in our Annual Report on Form 10-K for the year ended December 31, 2009 have not materially changed since that report was filed.

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## Results of Operations

The following table summarizes certain aspects of our results of operations for the three months ended March 31, 2010 compared to the three months ended March 31, 2009 (in thousands):

	Three Months Ended March 31,		\$ Change	% Change
	2010	2009		
Net sales	\$ 3,428	\$ 2,015	\$ 1,413	70%
Cost of sales	2,103	1,237	866	70
As a percentage of sales	61%	61%		
Selling, general and administrative expense	966	1,189	(223)	(19)
Research and development expense	265	231	34	15
Non-operating income (expense)	(36)	-	NM	NM

NM = Not Meaningful

## Net Sales

The increase in net sales during the three months ended March 31, 2010 as compared to the three months ended March 31, 2009 is primarily attributable to the gradual strengthening of the general economic and market conditions in the U.S. economy and the information technology (“IT”) capital spending. Sales during the three months ended March 31, 2009 were atypical as a result of such slowdown.

Our net sales were also positively impacted during the three months ended March 31, 2010 by our increased sales efforts and market recognition of our newer and more feature-rich products, and our ability to capitalize on several market opportunities.

International sales are strategically important to the growth of our business and represented 9% and 15% of our total sales during the three months ended March 31, 2010 and 2009, respectively. We continue to focus on expansion internationally and are working toward broadening our product support and fulfillment capabilities in Europe, Middle East, Africa and Western Asia.

Although we continually concentrate on expanding our significant customer base, our revenue remains dependent on a small number of significant customers. Total sales to significant customers (customers who represent more than 10% of our net sales) were 62% and 74% during the three months ended March 31, 2010 and 2009, respectively. See Note 4 included in Part I, “Item 1- Financial Statements.” The identities of our largest customers and their respective contributions to our net sales have varied in the past and will likely continue to vary from period to period.

From time to time, our key customers place large orders causing our quarterly sales to fluctuate significantly. Additionally, the timing of when we receive product to sell has a significant impact to our sales. We expect both of these trends and resulting fluctuations to continue.

## Cost of Sales, Including Gross Profit



Cost of sales includes all direct costs related to the purchase of scanners, imaging modules and services related to the delivery of those items manufactured in China, and to a lesser extent engineering services, software royalties, and depreciation of tooling equipment. Cost of sales as a percentage of sales during the three months ended March 31, 2010 as compared to the three months ended March 31, 2009 was positively impacted by our continued efforts toward the reduction of the cost of our products and value added third party software bundles. Cost of sales as a percentage of sales during the three months ended March 31, 2010 as compared to the three months ended March 31, 2009 was negatively impacted by a higher proportion of overall net sales generated from our less feature-rich products, which typically bear lower gross margins than our scanners with more product features.

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We expect our cost of sales as a percentage of net sales to fluctuate somewhat during the remainder of 2010 as we experience changes in our product mix and as we work toward implementing further product cost reduction strategies.

#### Selling, General and Administrative Expense

Selling, general and administrative expenses consist primarily of personnel-related expenses, including stock-based compensation costs, facilities-related expenses and outside professional services such as legal and accounting. To a lesser extent, market development and promotional funds for our retail distribution channels, tradeshow, website support, warehousing and logistics are also included.

The decrease in selling and marketing expense during the three months ended March 31, 2010 as compared to the three months ended March 31, 2009 was primarily attributable to the following:

- Decreased investor relations efforts associated with DCT's initiatives toward further reducing operating expenses;
- Decreased accounting fees associated with retaining the same independent accounting firm from year to year;
- Decreased legal fees; and
- Decreased amortization of the fair value (a non-cash charge) of equity instruments issued for consulting services to \$40,000 during the three months ended March 31, 2010 from \$111,000 during the three months ended March 31, 2009. See "Note 8 - Equity" in Part I, Item 1 of this Form 10-Q.

We anticipate that selling, general and administrative expenses will continue to fluctuate as our business continues to grow and the costs associated with being a public company continue to increase. We continue to work to offset these expenses by reducing overhead expenses and streamlining operations

#### Research and Development Expense

Research and development expense consists primarily of salaries and related costs, including stock-based compensation costs of employees engaged in product research, design and development activities, compliance testing, documentation, prototypes and expenses associated with transitioning the product to production. The increased research and development expense was primarily attributable to increased personnel expenses, as our headcount during the three months ended March 31, 2010 was double the headcount during the three months ended March 31, 2009.

We anticipate that research and development expense will continue to increase over the long term as a result of the growth of our existing products, new product opportunities and expansion into new markets and technologies. We remain committed to significant research and development efforts to extend our technology leadership in the imaging technology markets.

#### Non-Operating Income (Expense)

The most significant components of our non-operating income (expense) during the three months ended March 31, 2010 were (i) interest expense totaling \$25,000, of which \$15,000 was non-cash and attributable to amortization of debt issuance costs, and (ii) realized loss on foreign currency resulting from the devaluation of the Euro against the US dollar.



Other income (expense) during the three months ended March 31, 2009 was immaterial to our results of operations.

### Liquidity and Capital Resources

At March 31, 2010, principal sources of liquidity included cash and cash equivalents of \$165,000 and an available borrowing capacity of \$1,575,000 on our bank line of credit. During March 2010, we negotiated an increase to our existing line of credit borrowing, which gave us approximately \$500,000 additional borrowing capacity. We had no significant cash outlays, except as part of our normal operations, during the three months ended March 31, 2010 or March 31, 2009.

The following table summarizes certain aspects of DCT's liquidity (in thousands):

	As of or for the Three Months Ended March 31,	
	2010	2009
Cash and cash equivalents	\$ 165	\$ 207
Working capital	2,696	1,471
Cash used by operating activities	(140)	(540)
Cash used by investing activities	(45)	(7)
Cash provided by financing activities	22	349

#### Operating activities:

Cash used by operations during the three months ended March 31, 2010 was primarily a result of our \$56,000 net income, \$287,000 of net non-cash expenses and \$483,000 net cash used by changes in operating assets and liabilities. Cash used by operations during the three months ended March 31, 2009 was primarily a result of our \$642,000 net loss, \$300,000 of net non-cash expenses, and \$198,000 net cash provided by changes in operating assets and liabilities.

Non-cash items included in net loss are depreciation expense, stock-based compensation cost of options, fair value of warrants issued for services rendered, and amortization of debt discount. The most significant change in operating assets and liabilities during the three months ended March 31, 2010 was attributable to the increased accounts receivable as a result of increased revenues during the period. The remaining changes in operating assets and liabilities during both the three months ended March 31, 2010 and 2009 were indicative of the normal operational fluctuations related to the timing of product shipments, trade receivable collections, inventory management, and timing of vendor payments.

We expect future cash provided (used) by operating activities to fluctuate, primarily as a result of fluctuations in operating results, timing of product shipments, trade receivables collections, inventory management and timing of vendor payments.

**Investing activities:** Investing activities for both the three months ended March 31, 2010 and 2009 included capital purchases to support normal business operations.

**Financing activities:** During the three months ended March 31, 2010, financing activities consisted of (i) negotiating an increase to our existing line of credit borrowing base, and (ii) \$28,000 line of credit draw to meet short-term obligations incurred during the normal course of business. During the three months ended March 31, 2009, financing activities consisted of a \$349,000 draw against our bank line of credit to meet short-term obligations incurred during the normal course of business.



### Cash and Working Capital Requirements

DCT actively controls operating expenses to align with current and projected net sales. If we continue to successfully manage our projected net sales and control our operating expenses, of which there can be no assurance, management believes that current cash and other sources of liquidity are sufficient to fund normal operations through the next 12 months.

DCT's current line of credit matures on September 2, 2010. Our current lender has already communicated the desire to extend DCT's current credit facility through September 2011. Although management believes DCT will be able to obtain an additional line of credit upon maturity of the existing line of credit, there is no guarantee that DCT will be able to secure a line of credit on terms that are acceptable to DCT.

### Contractual Obligations

The following table summarizes our contractual obligations at March 31, 2010, and the effect such obligations are expected to have on our liquidity and cash flows in future periods (in thousands):

	Total	Less Than One Year	One – Three Years	Three – Five Years
Line of credit (1)	\$ 250	\$ 250	\$ -	\$ -
Operating lease obligations	56	55	1	-
Total contractual cash obligations	\$ 306	\$ 305	\$ 1	\$ -

(1) As of March 31, 2010, DCT had a \$2,000,000 line of credit ("LOC") at a commercial bank. Borrowings under the LOC are limited to (i) 80% of eligible accounts receivable less the aggregate face amount of all outstanding letters of credit, cash management services, and foreign exchange contracts, and (ii) 40% of eligible inventory (all as defined in the LOC agreement). The interest rate is prime (3.25% at March 31, 2010) plus 2.75% for advances drawn against receivables, with a minimum interest rate of 6%; and prime plus 3.75% for advances drawn against inventory, with a minimum interest rate of 7%. Interest payments are due monthly and all unpaid interest and principal is due in full on September 2, 2010.

Upon certain events of default (as defined in the LOC agreement), the default variable interest rate increases five percentage points above the interest rate applicable immediately prior to the default. Additionally, the lender has the right to declare all of the amounts due under the LOC immediately due and payable upon an event of default.

As of March 31, 2010, DCT was in compliance with all LOC debt covenants.

### Off-Balance Sheet Arrangements

At March 31, 2010, we did not have any relationship with unconsolidated entities or financial partnerships, which other companies have established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Therefore, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

### Trends

To the best of our knowledge, except for the commitments described in "Note 10 - Commitments and Contingencies" in Part I, Item 1 of this Form 10-Q, there are no other known trends or demands, commitments, events or

uncertainties that existed at March 31, 2010, which are likely to have a material effect on our future liquidity.

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## Item 4T – Controls and Procedures

### Evaluation of Disclosure Controls and Procedures

We conducted an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), of the effectiveness of the design and operation of our disclosure controls and procedures. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (“Exchange Act”), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures also include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were not effective as of March 31, 2010 for the reasons discussed below related to material weaknesses in our internal control over financial reporting.

### Discussion and Management's Remediation Initiatives

At March 31, 2010, we did not have an independent financial expert on our Board of Directors, which resulted in ineffective comprehensive entity-level internal controls specific to the structure of our Board of Directors. We are currently in the process of interviewing candidates that meet the definition of independent and financial expert and can fill the vacant position on our Board of Directors.

### Conclusion

To mitigate the above identified material weakness, DCT's executive management, two of whom are also members of DCT's Board of Directors, performed detailed analyses. These included, but were not limited to, a detailed balance sheet and statement of operations analytical review that compared changes from the prior period's financial statements and analyzed all significant differences. Additionally, DCT's executive management compared the actual results of operations to its internal budgeted forecast and investigated any items where the actual results differed from expectations. In addition to executive management's detailed analyses, DCT's independent board members performed extensive analysis of our financial performance.

Such detailed analyses were completed so management and our board of directors could gain assurance that the financial statements and schedules included in this Quarterly Report on Form 10-Q present fairly, in all material respects, DCT's financial position, results of operations and cash flows for all periods presented.

### Evaluation of Changes in Internal Control over Financial Reporting

Under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, we have determined that, during the three months ended March 31, 2010, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.





## PART II. OTHER INFORMATION

### Item 1 - Legal Proceedings

We are subject to various legal proceedings from time to time in the ordinary course of business, none of which is required to be disclosed under this Item 1.

### Item 1A – Risk Factors

There have been no changes to the risk factors included in our Annual Report on Form 10-K for the year ended December 31, 2009 as filed with the Securities and Exchange Commission on March 31, 2010.

### Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds

On April 29, 2010 the Company's board of directors granted an aggregate of 1,000,000 options to certain officers and directors of the company pursuant to the 2010 Stock Option Plan. The options are exercisable for a period of ten years from the date of grant at an exercise price of \$0.29 per share and vest as follows: one-third on April 29, 2011, one-third on April 29, 2012 and one-third on April 29, 2013.

On April 29, 2010, the Company's board of directors approved an amendment to the business advisory and consulting agreement between the Company and each of Richard "Bo" Dietl and Daniel DelGiorno (the "Consultants") dated July 28, 2008, whereby in addition to the services already being provided pursuant to the agreement, the Consultants will provide investor relations services in exchange for options to purchase up to 1,500,000 shares of the Company's common stock at a price of \$0.30 per share. The options vest over a two year period with 50% of such options vesting at the end of the first and second years of the agreement; however, in the event of a change of control in the Company's securities or assets pursuant to introductions specifically made by Consultants to the Company, all of the options shall immediately vest 100% in conjunction with such event. A change of control shall be defined as a change of ownership of 50% or more of the Company's securities, or voting control thereof, or a transfer of more than 50% of the Company's tangible and/or intangible assets.

### Item 3 - Defaults Upon Senior Securities

None.

### Item 5 - Other Information

On April 29, 2010, the Company's board of directors adopted the Company's 2010 Stock Option Plan pursuant to which it authorized the issuance of up to 2,000,000 options pursuant to the plan. A copy of the 2010 Stock Option Plan is attached hereto as Exhibit 10.1.

Item 6 - Exhibits

Exhibit Number	Description of Exhibit	Method of Filing
10.1	2010 Stock Option Plan	Filed herewith
10.2	Business Advisory and Consulting Agreement between the Company, Richard “Bo” Dietl and Daniel DelGiorno dated July 28, 2008	Filed herewith
10.3	Amendment #1 to the Business Advisory and Consulting Agreement between the Company, Richard “Bo” Dietl and Daniel DelGiorno dated August 3, 2009	Filed herewith
10.4	Amendment #2 to the Business Advisory and Consulting Agreement between the Company, Richard “Bo” Dietl and Daniel DelGiorno dated April 29, 2010	Filed herewith
10.5	License agreement between the Company and Richard “Bo” Dietl and Associates dated April 26, 2010	Filed herewith
31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act – David P. Clark	Filed herewith
31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act – M. Carolyn Ellis	Filed herewith
32.1	Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act – David P. Clark	Filed herewith
32.2	Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act – M. Carolyn Ellis	Filed herewith

SIGNATURES

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

Document Capture Technologies, Inc.

Date: May 24, 2010

/s/ David P. Clark  
David P. Clark, Chief Executive Officer

Date: May 24, 2010

/s/ M. Carolyn Ellis  
M. Carolyn Ellis  
Chief Financial Officer