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

FORM 10-KSB/A

(Mark One)

[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF1934

For the fiscal year ended: December 31, 2007

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF1934

Commission file number: 000-50021

NuTECH DIGITAL, INC.
(Exact name of registrant as specified in its charter)

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

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

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

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

NONE

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

COMMON STOCK, NO PAR VALUE PER SHARE

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Check whether the issuer (1) filed all documents and 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 [ ]

Check if there is no disclosure of delinquent filers in response to item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES [ ] NO [X]

State issuer's revenues for its most recent fiscal year. $1,001,207.

The aggregate market value of the issuer's voting and non-voting common equity held by non-affiliates computed by reference to the average bid and ask price of such common equity as of March 31, 2008, was approximately $4,504,150.

As of March 31, 2008 the issuer had 32,172,494 shares of common stock, no par value per share outstanding ("Common Stock").

Transitional Small Business Disclosure Format (Check one): YES [ ] NO [X]

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PART I

Item 1. Description of Business.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

CERTAIN STATEMENTS IN THIS ANNUAL REPORT ON FORM 10-KSB (THIS "FORM 10 KSB"), INCLUDING STATEMENTS UNDER "ITEM 1. DESCRIPTION OF BUSINESS," AND "ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS", CONSTITUTE "FORWARD LOOKING STATEMENTS" WITHIN THE MEANING OF SECTION 27A OF THE SECURITIES ACT OF 1934, AS AMENDED, AND THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 (COLLECTIVELY, THE "REFORM ACT"). CERTAIN, BUT NOT NECESSARILY ALL, OF SUCH FORWARD-LOOKING STATEMENTS CAN BE IDENTIFIED BY THE USE OF FORWARD-LOOKING TERMINOLOGY SUCH AS "BELIEVES", "EXPECTS", "MAY", "SHOULD", OR "ANTICIPATES", OR THE NEGATIVE THEREOF OR OTHER VARIATIONS THEREON OR COMPARABLE TERMINOLOGY, OR BY DISCUSSIONS OF STRATEGY THAT INVOLVE RISKS AND UNCERTAINTIES. SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE THE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS OF NUTECH DIGITAL, INC ("NUTECH", "THE COMPANY", "WE", "US" OR "OUR") TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. REFERENCES IN THIS FORM 10-KSB, UNLESS ANOTHER DATE IS STATED, ARE TO DECEMBER 31, 2006.

BUSINESS HISTORY

NuTech Entertainment, Inc. was founded in 1993 for the purpose of licensing and distributing karaoke software. NuTech Digital, Inc. was founded in 1997 for the purpose of licensing and distributing films. In 1999 the business of NuTech Entertainment, Inc. was combined with the business of NuTech Digital, Inc. by distributing the assets of NuTech Entertainment, Inc. to its sole shareholder, Mr. Lee Kasper, who subsequently transferred the assets into NuTech Digital, Inc. NuTech Entertainment, Inc. ceased doing business in 1999 and was dissolved in 2001.

During the 2005 fiscal year we continued to change the direction of our business from licensing and distributing general entertainment products to producing, filming and distributing popular music concerts. Prior to 2004, our primary business activities centered around licensing and distributing karaoke products as well as general entertainment films that included action adventure films, children's animated films, horror films, comedies, Japanese hentai (which is adult animation) and late night programming. While we continue to offer action adventure, horror and comedy films, Japanese hentai and late night programming, we have stopped licensing new products to sell. Furthermore, we have not renewed the license we had to manufacture and distribute children's animated films and we have stopped offering karaoke products.

We began our production and filming of popular music concerts in March 2004 with a concert given by Russell Jones, who performs under the name Ol' Dirty Bastard. During 2004, we also produced and filmed concerts given by Jessica Simpson and Macy Gray and we acquired the rights to distribute DVDs of concerts given by RZA and Kool and the Gang. During 2005, we filmed an additional four concerts by hip-hop artists. We did not film any concerts during 2006.

Aside from the right to sell DVDs of the concert video, we sometimes acquire broadcast rights, usually for all media, including the Internet. In May 2005 we entered into an agreement with Warner Elektra Atlantic Corporation ("WEA") for the exclusive distribution of our concert videos in the United States, its territories and possessions and Canada. Upon signing the agreement, we received a $200,000 recoupable advance. Once the advance is recouped, we are paid net receipts. Net receipts are defined as gross sales made by WEA, net of returns, less manufacturing and packaging costs, the distribution fee (22% of net sales), product returns, storage costs, freight charges, content preparation charges and other out-of-pocket expenses. WEA recouped the advance and began making payments to us in October 2005. During the 2006 fiscal year, we earned no revenues from our distribution arrangement with WEA.

Until August, 2007, we were engaged in the business of licensing and selling and distributing general entertainment products, most of which are made available through digital versatile discs, commonly known as DVDs. Our products include popular music concerts, Japanese anime, late night programming and general entertainment action adventure films. Moving forward, we plan to continue selling DVDs from our film library. However, our business focus is now to exploit the technology licenses and business opportunities afforded us as a result of the Asset Purchase Agreement with Jump Communications, Inc. described below.

All of our DVD products are sold through retail stores, the Internet, and wholesale distributors. We also license the broadcast rights to the music concerts we produce and film.

In January 2005 we implemented a digital rights management technology ("DRM") affording us the ability to offer our products on demand over the Internet. Our digital rights management technology allows our products to be accessed via secure downloads to a personal computer. We build around the importance of DRM and the live music concerts produced in Hi-Definition. Currently, this technology is applied to third parties with our license content through licensing and affiliate websites or unaffiliated partnering websites. Once we encrypt the content title, it cannot be viewed without a playback license, which triggers the revenues, thus enabling NuTech to share its library with a less technically oriented website organization. We are continuing to develop our software to integrate with any website on the Internet.

The production and filming of popular music concerts is extremely cash intensive. Production costs, such as fees or costs for the artist, venue, musicians, sound and cameramen, make-up, wardrobe, insurance and releases, are paid either prior to or immediately following the performance. To date, we have paid these costs or, in some instances, we have partnered with unrelated third parties who assist us with the payment of these costs in exchange for a share of the royalties. After the performance, we must spend additional funds to have the master prepared and ultimately approved by the artist, which may take several months. For example, while we filmed our first concert in April 2004, the release of our first concert DVD did not occur until November 2004. Depending on our agreement with the artist, we may obtain all the rights to the production, in which case we can exploit it in any medium, or we may obtain only restricted rights, such as the right to broadcast the concert only outside the United States. Generally, our agreements require us to split the royalty from sales of the concert DVD and, if we received them, broadcast rights, with the artist after we recoup our production expenses, although the terms of these agreements vary. There is no guarantee that any concert we film will result in a DVD that will sell enough copies to make filming the concert profitable. During the year ended December 31, 2006, revenues from our music concert sales totaled $155,994. During the year ended December 31, 2006, we also sold licensing rights to certain music concerts in the amount of $201,572. In accordance with SOP 00-2 we recognized the revenue at the date of the various agreements. This revenue is not recurring and we cannot be certain this level will increase in the future.

In May 2006, we entered into several Broadcasting Agreements with HDNet, LLC ("HDNet") in connection with the broadcasting of live high definition concerts which we filmed and produced (the "Broadcasting Agreements"). The Broadcasting Agreements provide that we are to be paid a fee of $28,571 for each program broadcast by HDNet, which fee provides HDNet the right to re-broadcast the program for up to thirty (30) days per year, and up to three (3) times each day. The Broadcasting Agreements have a term of three (3) years, commencing on the initial broadcast of each program, and provide for HDNet to have the right of first refusal to broadcast the high definition version of the programs for six (6) months following the termination of the Broadcasting Agreements. To date, we have generated $142,855 in revenues through our Broadcasting Agreements with HDNet.

In July 2006, we entered into a Video Licensing Agreement (the "Licensing Agreement") with MusicGiants, Inc. ("MusicGiants"), pursuant to which we agreed to provide certain video content to MusicGiants for downloading through MusicGiants' Internet website. Pursuant to the Licensing Agreement, MusicGiants was appointed as a non-exclusive reseller of the video content. We reserved the right to terminate MusicGiants' use of any of the video content by providing MusicGiants two days prior written notice. The Licensing Agreement provided for MusicGiants to pay us $1.49 for each individual track and $9.99 for each complete DVD downloaded from MusicGiants' website (www.MusicGiants.com), which we have licensed to MusicGiants, payable to us within ten days of each calendar month in arrears. The term of the Licensing Agreement is three (3) years, and shall automatically renew for additional years unless previously terminated by either party. The Licensing Agreement can be terminated by either party if any provision of the Licensing Agreement is breached and not cured after thirty (30) days written notice, and/or by us if MusicGiants fails to pay us any monthly payment after 10 days written notice of such failure. To date, we have not generated any revenues through our Video Licensing Agreement with MusicGiants.

In August 2006, we entered into five (5) separate consulting agreements with five (5) consultants to provide us consulting services in connection with potential strategic alliances, business development activities, business expansion, marketing opportunities, and partnering opportunities, which services the consultants agreed would not be in connection with fund raising activities, and issued those consultants an aggregate of 5,000,000 shares of our Form S-8 registered common stock.

On August 22, 2007, we entered into an Asset Purchase Agreement with Jump Communications, Inc. We will begin marketing and selling our exclusive line of devices and services for the distribution of entertainment video, 2WayTV (videophone) and internet access, including the SDI-2 wireless video distribution point for surveillance, remote date, and for the distribution of entertaining video including HD. This service is being integrated into the new line of equipment as well. It utilizes existing servers that provide on-line purchasing interfaces with major credit card services and real time delivery of video.

Recent Events:

Asset Purchase Agreement and License Agreement with Jump

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

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

Contemporaneous with the issuance of the Preferred Stock, the Board of Directors of Jump authorized the distribution of the Preferred Stock to its shareholders as a partial redemption of their Jump stock, in accordance with their pro-rata interests in Jump. This transaction has been recorded in the capital account of each Jump shareholder retroactive to the closing of the Transaction.

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

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

Jump Operations

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

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

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

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

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

Jump Historical Information

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

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

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

As of December 31, 2007, the Company had thirty-four million six hundred thirty-nine thousand nine hundred ninety-four (34,639,994) shares of common stock that will be converted to five hundred seventy-seven thousand three hundred thirty-three (577,333) by operation of the reverse split. Thereafter, the Company will have issued and outstanding common stock of twenty million four hundred ten thousand six hundred sixty-six (20,410,666) shares of common stock. Fractional shares will be rounded up to the nearest whole number.

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

The Effect of Government Regulation on our Business

While production of our products does not require government approval, we are subject to the same federal, state, and local laws as other companies producing hardware and software in the telecommunications industry. However, due to the increasing popularity and use of the Internet and other telecommunications modes, it is possible that laws and regulations will be adopted in the future governing our business. These laws and regulations could cover issues such as online contracts, user privacy, freedom of expression, pricing, fraud, content and quality of products and services, taxation, advertising, intellectual property rights, and information security. Applicability to the Internet of existing laws governing issues such as property ownership, copyrights and other intellectual property issues, taxation, libel, obscenity, and personal privacy is still evolving.

Due to the global nature of the Internet, it is possible that the governments of foreign countries might attempt to regulate our activity or prosecute us for violations of their laws.

Our products are subject to patent and copyright laws. We may become the subject of infringement claims or legal proceedings by third parties with respect to our current or future products. In addition, we may initiate claims or litigation against third parties for infringement of our proprietary rights, or to establish the validity of our proprietary rights. Any such claims could be time-consuming, divert management from our daily operations, result in litigation, cause product shipment delays or lead us to enter into royalty or licensing agreements rather than disputing the merits of such claims. Moreover, an adverse outcome in litigation or similar adversarial proceedings could subject us to significant liabilities to third parties, require the expenditure of significant resources to develop non-infringing products, require disputed rights to be licensed from others or require us to cease the marketing or use of certain products, any of which could have a material adverse effect on our business and operating results.

Licenses and Other Intellectual Property

We do not have patents, franchises or concessions and we have not entered into labor contracts. However, our products are being developed under licenses granted by affiliated companies which hold the intellectual property rights to such technology.

While we have not registered our trade names or our logo with the United States Patent and Trademark Office, we believe that the name recognition and image that we have developed in each of our markets significantly enhance customer response to our sales promotions.

Competition

All of our products compete with other products and services that utilize free time or disposable income. The telecommunications industry is, in general, highly competitive and many of our competitors, such as major telecommunications companies like Cablevision, Time Warner and DirectTV, have the ability to spend significant sums on advertising and promotion and much greater distribution capacities than we have. We do not represent a significant presence in our markets. We cannot guarantee you that we can compete successfully.

Employees

As of December 31, 2007, we had no employee who work for us on a full-time basis.

Item 2. Description of Property.

On May 1, 2001, the Company leased its office and warehouse facilities for five years and three months. The base rental was $7,800 per month plus operating costs with cost of living adjustments in May of each year. The lease terminated on July 31, 2006.

At the end of the lease, the Company relocated to the home of an officer of the Company. From August 1, 2006 through September 30, 2007, the Company was being charged an amount of $2,000 per month for the use of this location.

On October 1, 2007, the Company entered into a thirty-six month lease with Jump Communications, Inc. for office and warehouse space. The base rental is $10,000 per month, plus operating costs. The lease terminates on September 30, 2010.

On October 1, 2007, the Company entered into a twelve month lease with Jump Communications, Inc. for office space. The base rental is $3,100 per month, plus operating costs. The lease terminates on September 30, 2008.

Item 3. Legal Proceedings.

On September 1, 2005, the Company's Board of Directors approved an Employment Agreement for Lee Kasper, as the Company's President. The term of the Employment Agreement is seven years. After the initial term, unless either party gives 180 days notice to the other that it wishes to terminate the Employment Agreement, the term will be renewed for successive one year periods.

Mr. Kasper received a base salary of $600,000 during 2005. In 2006, the agreement was amended to reduce Mr. Kasper's salary to 300,000 for 2006 and all subsequent years of the agreement. Mr. Kasper was also be entitled to receive an annual performance bonus based on standards and goals established by the Board of Directors and Mr. Kasper within 90 days of the beginning of each fiscal year. Mr. Kasper was also entitled to participate in any benefit programs established for the Company's employees.

The Company terminated Mr. Kasper's employment for cause on November 6, 2007 by written consent of the majority of shareholders.

In February of 2008, Mr. Kasper filed suit against the Company, directors of the Company, and Jump Communications. Management feels that the suit is unwarranted and plans to defend itself to the fullest extent possible. No adjustments have been made to the financial statements at December 31, 2007 for this contingency.

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

Effective November 1, 2007, the Company reached a settlement agreement with Richardson & Patel, LLC a creditor owned approximately $137,566, as evidenced in a convertible promissory note, and $150,281 in accounts payable (an aggregate owing of $287,847), wherein Richardson & Patel released the Company from all payment liabilities for a one-time payment of $30,000.

Effective November 14, 2007, the Company reached a settlement agreement with U-Tech Media Corporation, a creditor owed approximately $228,215 wherein U-Tech released the Company from all payment liabilities for a one-time payment of $15,000.

On February 19, 2008, the Company agreed to pay the amount of $25,000 to Kickarock Productions, Inc. via wire transfer, which executes the settlement of the loan with Kickarock, which has an outstanding balance of $42,175 at December 31, 2007. Concurrently, Kickarock will return the promissory notes to the Company, marked paid in full and both parties will release all claims and rights against each other.

Item 4. Submission of Matter to a Vote of Security Holders.

None.

PART II

Item 5. Market for Common Equity and Related Stockholder Matters and Small Business Issuer Purchases of Equity Securities.

"Bid" and "asked" offers for the common stock are listed on the Over-The-Counter Bulletin Board ("OTCBB") published by the National Quotation Bureau, Inc. The Company's common stock trades on the OTCBB under the symbol "NTDL."

The following table sets forth the high and low bid prices for the Company's common stock for the periods indicated as reported by the OTCBB. The quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

Quarter Ended	High	Low
December 31, 2007	$0.022	$0.005
September 30, 2007	$0.071	$0.016
June 30, 2007	$0.020	$0.016
March 31, 2007	$0.021	$0.016
December 31, 2006	$0.052	$0.012
September 31, 2006	$0.052	$0.0016
June 30, 2006	$0.050	$0.0016
March 31, 2006	$0.090	$0.030

There were approximately 56 holders of record of the Common Stock as of March 31, 2008. The Company has never paid a cash dividend on its Common Stock and does not anticipate the payment of a cash dividend in the foreseeable future. The Company intends to reinvest in its business operations any funds that could be used to pay a cash dividend. The Company's Common Stock is considered a "penny stock" as defined in the Commission's rules promulgated under the Exchange Act. In general, a security which is not quoted on NASDAQ or has a market price of less than $5.00 per share where the issuer does not have in excess of $2,000,000 in net tangible assets (none of which conditions the Company meets) is considered a penny stock. The Commission's rules regarding penny stocks impose additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and accredited investors (generally persons with net worth in excess of $1,000,000 or an annual income exceeding $200,000 or $300,000 jointly with their spouse). For transactions covered by the rules, the broker-dealer must make a special suitability determination for the purchaser and receive the purchaser's written agreement to the transaction prior to the sale. Thus, the Rules affect the ability of broker-dealers to sell the Company's shares should they wish to do so because of the adverse effect that the Rules have upon liquidity of penny stocks. Unless the transaction is exempt under the Rules, under the Securities Enforcement Remedies and Penny Stock Reform Act of 1990, broker-dealers effecting customer transactions in penny stocks are required to provide their customers with (i) a risk disclosure document; (ii) disclosure of current bid and ask quotations if any; (iii) disclosure of the compensation of the broker-dealer and its sales personnel in the transaction; and (iv) monthly account statements showing the market value of each penny stock held in the customer's account. As a result of the penny stock rules the market liquidity for the Company's securities may be severely adversely affected by limiting the ability of broker-dealers to sell the Company's securities and the ability of purchasers of the securities to resell them.

RECENT SALES OF UNREGISTERED SECURITIES

On January 10, 2007, we issued 2,000,000 shares of common stock to our Chief Executive Officer and Director, Lee Kasper in consideration of payroll accrued in 2006 and the fact that Mr. Kasper has not demanded repayment of any of his outstanding loans to the Company.

The 3,000,000 shares which we issued in December 2006 and January 2007, were issued as free trading.

On January 17, 2007, we agreed to issue 15,000,000 shares to Troy Carter in connection with Mr. Carter’s entry into the Joint Venture Agreement described above; however we have not entered into a final Joint Venture Agreement with Mr. Carter to date and have therefore not issued him any shares of common stock to date. Assuming such shares are issued, we will claim an exemption from registration afforded by Section 4(2) of the Securities Act of 1933, as amended, since the foregoing issuance will not involve a public offering, the recipient will take the shares for investment and not resale, and we will take appropriate measures to restrict transfer. No underwriters or agents will be involved in the offering, and we will not pay any underwriting discounts or commissions.

On August 22, 2007, 23,800 shares of Series A convertible preferred stock, which on a fully diluted basis is equal to 97.17% of the Company’s outstanding shares as of September 30, 2007 were issued to Jump Communications, Inc. in exchange for $3,749,220 worth of assets.

Item 6. Management’s Discussion and Analysis or Plan of Operation.

FORWARD-LOOKING STATEMENTS

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

Management's discussion and analysis of results of operations and financial condition are based upon the Company's financial statements. These statements have been prepared in accordance with accounting principles generally accepted in the United States of America. These principles require management to make certain estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates based on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

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Asset Purchase Agreement and License Agreement with Jump

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

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

Contemporaneous with the issuance of the Preferred Stock, the Board of Directors of Jump authorized the distribution of the Preferred Stock to its shareholders as a partial redemption of their Jump stock, in accordance with their pro-rata interests in Jump. This transaction has been recorded in the capital account of each Jump shareholder retroactive to the closing of the Transaction.

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

The terms of the Agreement were previously reported in the Company's report on Form 8-K filed on August 2,

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

Jump Operations

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

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

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

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

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

Jump Historical Information

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

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

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

As of December 31, 2007, the Company had thirty-four million six hundred thirty-nine thousand nine hundred ninety-four (34,639,994) shares of common stock that will be converted to five hundred seventy-seven thousand three hundred thirty-three (577,333) by operation of the reverse split. Thereafter, the Company will have issued and outstanding common stock of twenty million four hundred ten thousand six hundred sixty-six (20,410,666) shares of common stock. Fractional shares will be rounded up to the nearest whole number.

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

Settlement Agreements

Effective November 1, 2007, the Company reached a settlement agreement with Richardson & Patel, LLC a creditor owned approximately $137,566, as evidenced in a convertible promissory note, and $150,281 in accounts payable (an aggregate owing of $287,847), wherein Richardson & Patel released the Company from all payment liabilities for a one-time payment of $30,000.

Effective November 14, 2007, the Company reached a settlement agreement with U-Tech Media Corporation, a creditor owed approximately $228,215 wherein U-Tech released the Company from all payment liabilities for a one-time payment of $15,000.

Additionally, the Company executed a payment to Comerica, the Company's Small Business Loan administrator, for $13,857, which brought that delinquent loan current.

On February 19, 2008, the Company agreed to pay the amount of $25,000 to Kickarock Productions, Inc. via wire transfer, which executes the settlement of the loan with Kickarock, which has an outstanding balance of $42,175 at December 31, 2007. Concurrently, Kickarock will return the promissory notes to the Company, marked paid in full and both parties will release all claims and rights against each other.

Critical Accounting Policies and Estimates

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

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

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

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

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

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

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

Results of Operations

Selected Statement Of Operations Data

Comparison of Year End Periods. Summarized in the table below is statement of operations data comparing the year ended December 31, 2007 with the year ended December 31, 2006:

	Year Ended		Increase/(Decrease)
	December 31, 2007	December 31, 2006	
Net (Loss) from Continuing Operations	$ (81,809)	$ -	$ (81,809)
Net Income (Loss) From Discontinued Operations	1,083,016	(3,530,610)	$ 4,613,626
Net Income (Loss)	$ 1,001,207	$ (3,530,610)	$ 4,531,817
Net (Loss) Per Common Share from Continuing Operations			
Basic	$ 0.00	$ 0.00	$ 0.00
Diluted	$ 0.00	$ 0.00	$ 0.00
Net Income (Loss) Per Common Share from Discontinued Operations			
Basic	$ 0.03	$ (0.13)	$ 0.16
Diluted	$ 0.01	$ 0.00	$ 0.01

During the year ended December 31, 2007, we had a net loss from continuing operations of $81,809, compared to no income or loss during the year ended December 31, 2006. This is due to the fact that we have incurred various expenses during the year ended December 31, 2007 since we discontinued our operations on August 22, 2007. Since all operations relating to the year ended December 31, 2006 were ceased during the current year, all items are considered discontinued.

During the year ended December 31, 2007, we had net income from discontinued operations of $1,083,016, compared to a net loss from discontinued operations in the amount of $3,530,610 for the year ended December 31, 2006. During the year ended December 31, 2006, we switched our method of recording various costs associated with the business. In prior periods, the Company was amortizing completed masters, royalty advances and prepaid production costs. Due to the difficulty in projecting sales and due to the large amount of sales returns, management determined that $2,086,936 should be written off as impaired as the future cash flows from the assets were not determinable. During the year ended December 31, 2007, we had a cancellation of debt in the amount of $1,343,360, as well as the discontinued operations.

Liquidity and Capital Resources

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

In July 2000, we received a $900,000 Small Business Administration loan with Comerica Bank participation. The interest rate per annum is 2% over prime, and the loan is scheduled to be paid over an 18 year period.

In the past we borrowed funds from Mr. Lee Kasper, a stockholder of the company. These loans accrue interest at the rate of 10% per annum and are due on demand. At December 31, 2007, we owed Mr. Kasper $214,262 from these borrowings.

On August 1, 2005 we received from Mr. Kasper a loan in the amount of $350,000. The interest rate on the loan is 8% per annum, and the loan is scheduled to be repaid over a 36 month period. We used these funds to produce live music concerts.

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

In May 2006, we received from Mr. Kasper a loan in the amount of $22,000. There is no interest on the loan, and the loan was due in December 2007.

During 2006, we received from Kickarock Productions, Inc. loans in the amount of $42,175. The interest rate on the loans is 7% per annum, and the loan is due in December 2007. The loan was subsequently settled on February 19, 2008 for $25,000, which payment is yet to be made.

Sources And Uses Of Cash

Summarized in the table below is information derived from our statements of cash flow comparing the year ended December 31, 2007 with the year ended December 31, 2006:

	Year Ended	
	December 31, 2007	December 31, 2006
Net Cash Provided (Used) By		
Operating Activities	$ (119,577)	$ 164,148
Investing Activities	(20,846)	37,100
Financing Activities	133,769	(198,764)
Net Increase (Decrease) in Cash	$ (6,654)	$ 2,484

Operating Activities

During the year ended December 31, 2007, we had a net loss from continuing operations of $81,809; along with a net income from discontinued operations was $1,083,016. This included non-cash items of depreciation in the amount of $18,250, a loss on the disposition of assets of $7,757, a cancellation of debt in the amount of $1,343,360, the issuance of common stock for services, consulting fees and other expenses in the amount of $45,038, and non-cash rent expense in the amount of $21,000. Cash was provided from operations by the decrease of prepaid expenses in the amount of $34,413, and the increase in accounts payable in the amount of $181,053. We used the cash provided from operations to fund a decrease in accrued liabilities of $84,935.

During the year ended December 31, 2006, our net loss from discontinued operations was $3,320,610. This included non-cash items of depreciation in the amount of $52,673, amortization in the amount of $115,630, a provision for doubtful accounts of $110, a loss on disposal of fixed assets of $90,437, a loss on impairment of assets of $2,086,936, amortization of options issued to employees in the amount of $65,984 and payment of consulting fees and expenses with common stock in the amount of $279,275. Cash was provided from operations by the decrease of accounts receivable of $395,335, the decrease of production costs receivable of $50,626, the decrease of inventories of $18,967, the decrease of production costs of $446,851, the decrease of prepaid royalties of $85,420, the decrease of prepaid expenses of $9,115, and the decrease of deposits of $7,800 and an increase in accounts payable of 86,266. We used the cash provided from operations to fund a decrease in accrued liabilities of ($96,667).

Investing Activities

During the year ended December 31, 2007, there were purchases of property and equipment of $20,846. During the year ended December 31, 2006, there were disposals of property and equipment of $37,100.

Financing Activities

Financing activities for the year ended December 31, 2007 provided net cash of $133,769. We repaid a bank overdraft in the amount of $8,277, and made principal payments on our notes payable to unrelated parties and our notes payable to related parties in the amounts of $1,068 and $75,257, respectively. This was offset by proceeds from our notes payable to related parties of $218,371.

Financing activities for the year ended December 31, 2006 used net cash of $198,764. We repaid a bank overdraft in the amount of $54,692 and made principal payments on our demand loans payable, our notes payable to unrelated parties and our notes payable to related parties, in the amounts of $87,989, $13,302, and $133,839, respectively. We received $26,883, $22,000 and $42,175 in proceeds from our demand loan payable, notes payable to a related party, and notes payable to an unrelated party, respectively.

Commitments For Capital Expenditures

At December 31, 2007 and 2006, we had no commitments for capital expenditures.

Going Concern

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

- we have an accumulated a deficit of $8,292,508 since inception;
- we have a working capital deficit of $2,167,917;
- we have incurred multiple operating losses; and

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

- we are negotiating the payment of old outstanding payables;
- we are reducing our expenses;
- we developed a new line of business, which includes the marketing and sale of its exclusive line of devices and services for the distribution of entertainment video, 2WayTV (videophone) and internet access, including the SDI-2 wireless video distribution point for surveillance, remote date, and for the distribution of entertainment video including.

Past Due Accounts Payable

Approximately $680,000 of accounts payable is over 90 days old and could hamper our acquisition of inventory in future periods.

Off-Balance Sheet Arrangements

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

Capital Requirements And Available Capital Resources

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

As of December 31, 2007 we had available $447 of cash on hand and $2,167,917 of a working capital deficit. Cash generated by our current operations is not sufficient to continue our business for the next twelve months. We will need additional financing during the next 12 months to produce music videos and to pay our costs and expenses, if they stay at current levels. To the extent it becomes necessary to raise additional cash in the future, we will seek to raise it through the public or private sale of debt or equity securities, funding from joint-venture or strategic partners, debt financing or short-term loans, or a combination of the foregoing. We may also seek to satisfy indebtedness without any cash outlay through the private issuance of debt or equity securities. We currently have a binding commitment in the amount of $500,000 for additional financing. We cannot provide any assurances that we will be able to secure the additional cash or working capital we may require to expand our business and exploit the Company's products and services.

Item 7. Financial Statements.

The Financial Statements required by Item 310 of Regulation S-B are stated in U.S. dollars and are prepared in accordance with U.S. Generally Accepted Accounting Principles

To the Board of Directors and Stockholders
Nutech Digital, Inc.
Los Angeles, California

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have audited the accompanying balance sheets of Nutech Digital, Inc. as of December 31, 2007 and 2006 and the related statements of income, stockholders' equity, and cash flows for the years then ended. Nutech Digital, Inc's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. Our audits of the financial statements include examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Nutech Digital, Inc. as of December 31, 2007 and 2006, and the results of its operations, stockholders' equity, and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered recurring losses from operations and is dependent upon the continued sale of its securities or obtaining debt financing for funds to meet its cash requirements. These factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/Weaver & Martin, LLC
Weaver & Martin, LLC
Kansas City, Missouri
March 31, 2008

NUTECH DIGITAL, INC.
BALANCE SHEET
DECEMBER 31, 2007

ASSETS	
CURRENT ASSETS	
Cash in bank	$ 447
Prepaid expenses, current portion	4,463
TOTAL CURRENT ASSETS	4,910
PROPERTY AND EQUIPMENT, NET OF ACCUMULATED DEPRECIATION	746,975
OTHER ASSETS	
Prepaid expenses, long-term portion	3,920
TOTAL OTHER ASSETS	3,920
TOTAL ASSETS	$ 755,805
LIABILITIES AND STOCKHOLDERS' EQUITY	
CURRENT LIABILITIES	
Accounts payable	$ 787,018
Accrued liabilities.	114,949
Notes payable, related party	457,132
Notes payable, other	813,728
TOTAL CURRENT LIABILITIES	2,172,827
STOCKHOLDERS' EQUITY	
Preferred stock, Series A	
Authorized 30,000 shares, $0.001 par value	
Issued and outstanding 23,800 shares	24
Additional paid in capital, preferred stock, series A	700,885
Common stock	
Authorized 100,000,000 shares, no par value	
Issued and outstanding – 34,639,994 shares	6,174,577
Accumulated (deficit)	(8,292,508)
TOTAL STOCKHOLDERS' EQUITY	(1,417,022)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 755,805

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

NUTECH DIGITAL, INC.
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006

	2007	2006
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES.	$ 81,809	$ -
(LOSS) FROM CONTINUING OPERATIONS	(81,809)	-
INCOME (LOSS) FROM DISCONTINUED OPERATIONS	1,083,016	$(3,530,610)
NET INCOME (LOSS)	$ 1,001,207	$(3,530,610)
NET (LOSS) PER SHARE FROM CONTINUING OPERATIONS		
BASIC	$ 0.00	$ 0.00
DILLUTED	$ 0.00	$ 0.00
NET INCOME (LOSS) PER COMMON SHARE FROM DISCONTINUED OPERATIONS		
BASIC	$ 0.03	$ (0.13)
DILLUTED	$ 0.01	$ 0.00
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		
BASIC	34,293,172	27,593,590
DILUTED	100,000,000	-

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

NUTECH DIGITAL, INC.
STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006

	Common Stock				Preferred Stock				
	Shares Issued	Shares Owed But Not Issued	Amount Issued	Amount Owed But Not Issued	Shares Issued	Amount Issued	Paid In Capital	Accumulated Deficit	Total
BALANCE, JANUARY 1, 2006	24,025,494	1,172,000	$ 5,299,011	$ 85,000	-	$ -	$ -	$ (5,763,105)	$ (379,094)
ISSUANCE OF COMMON STOCK FOR:									
SERVICES UNDER 2003 CONSULTANT STOCK PLAN	5,825,000	-	119,475	-	-	-	-	-	119,475
OTHER SERVICES AND EXPENSES	1,150,000	-	412,119	-	-	-	-	-	412,119
ISSUANCE OF SHARES FROM PRIOR PERIOD	1,172,000	(1,172,000)	85,000	(85,000)	-	-	-	-	-
CASH – OPTIONS EXERCISED UNDER THE 2001 EQUITY INCENTIVE PLAN	-	-	192,934	-	-	-	-	-	192,934
NET LOSS FOR THE YEAR ENDED DECEMBER 31, 2006	-	-	-	-	-	-	-	(3,530,610)	(3,530,610)
BALANCE, DECEMBER 31, 2006	32,172,494	-	6,108,539	-	-	-	-	(9,293,715)	(3,185,176)
ISSUANCE OF PREFERRED STOCK FOR:									
EQUIPMENT	-	-	-	-	23,800	24	700,885	-	700,909
ISSUANCE OF COMMON STOCK FOR:									
SERVICES UNDER 2003 CONSULTANT STOCK PLAN	467,500	-	21,000	-	-	-	-	-	21,000
SALARIES AND OTHER EXPENSES	2,000,000	-	45,038	-	-	-	-	-	45,038
NET INCOME FOR THE YEAR ENDED DECEMBER 31, 2007	-	-	-	-	-	-	-	1,001,207	1,001,207
BALANCE, DECEMBER 31, 2007	34,639,994	-	$ 6,174,577	-	23,800	$ 24	$ 700,885	$ (8,292,508)	$(1,417,022)

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

NUTECH DIGITAL, INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006

	2007	2006
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss) from continuing operations	$ (81,809)	$ -
Net income (loss) from discontinued operations	1,083,016	(3,530,610)
Adjustments to reconcile net income (loss) from discontinued operations to net cash provided (used) by operating activities:		
Depreciation	18,250	52,673
Amortization	-	115,630
Provision for doubtful accounts	-	110
Cancellation of debt	(1,343,360)	-
Loss on disposal of fixed assets	7,757	90,437
Loss on impairment of assets	-	2,086,936
Issuance of common stock for services, consulting fees and other expenses	45,038	128,325
Non-cash rent expense	21,000	9,000
Amortization of options issued to employees	-	207,934
Changes in operating assets and liabilities:		
Accounts receivable	-	395,335
Production costs receivable	-	50,626
Inventories	-	18,967
Production costs	-	446,851
Prepaid royalties	-	85,420
Prepaid expenses	34,413	9,115
Deposits	-	7,800
Accounts payable	181,053	86,266
Accrued liabilities	(84,935)	(96,667)
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	(119,577)	164,148
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(20,846)	-
Disposal of property and equipment	-	37,100
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	(20,846)	37,100
CASH FLOWS FROM FINANCING ACTIVITIES		
Bank overdraft	(8,277)	(54,692)
Proceeds from notes payable, related parties	218,371	48,883
Proceeds from notes payable, other	-	42,175
Repayment of notes payable, other	(1,068)	(101,291)
Repayment of notes payable, related parties	(75,257)	(133,839)
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	133,769	(198,764)
NET INCREASE (DECREASE) IN CASH	(6,654)	2,484
CASH BALANCE, AT BEGINNING OF PERIOD	7,101	4,617
CASH BALANCE, AT END OF PERIOD	$ 447	$ 7,101

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

NUTECH DIGITAL, INC.
STATEMENTS OF CASH FLOWS (CONTINUED)
FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006

	2007	2006
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
CASH PAID DURING THE PERIOD FOR:		
Interest	$ 70,677	$ 159,705
Taxes	$ 800	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Issuance of common stock for prepaid expenses, services consulting fees and other expenses	$ 45,038	$ 128,325
Non-cash rent expense	$ 21,000	$ 9,000
Issuance of preferred stock for equipment	$ 700,909	$ -
Amortization of options issued to employees	$ -	$ 207,934
Cancellation of debt	$ 1,343,360	$ -
Asset impairment	$ -	$ 2,086,936

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

NOTE 1SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

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

Basis of Presentation – Going Concern

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

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

A. The Company has accumulated a deficit of $8,292,508 since inception.

B. The Company has a working capital deficit of $2,167,917.

C. The Company has incurred substantial operating losses.

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

a. Negotiate the payment of old outstanding payables.

b. The reduction of expenses.

c. A new line of business, which includes the marketing and sale of its exclusive line of devices and services for the distribution of entertainment video, 2WayTV (videophone) and internet access, including the SDI-2 wireless video distribution point for surveillance, remote date, and for the distribution of entertainment video including HD.

Property and Equipment

Property and equipment are stated at cost. Major renewals and improvements are charged to the asset accounts while replacements, maintenance and repairs, which do not improve or extend the lives of the respective assets, are expensed. At the time property and equipment are retired or otherwise disposed of, the asset and related accumulated depreciation accounts are relieved of the applicable amounts. Gains or losses from retirements or sales are credited or charged to income.

Computer equipment	5 years
Computer software	3 years

The Company depreciates its property and equipment for financial reporting purposes using the straight-line method based upon the following useful lives of the assets:

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The company also has data transmission equipment on hand that has not yet been placed in service, and therefore is not being depreciated at December 31, 2007.

Revenue Recognition

In 2006, management decided to record income on the cash basis relating to our discontinued operations due to the fact that we cannot make reliable estimates of revenue and projected cash flow cannot be determined. Going forward, All income generated by our new line of business will be recorded on the accrual basis.

Disclosure About Fair Value of Financial Instruments

The Company has financial instruments, none of which are held for trading purposes. The Company estimates that the fair value of all financial instruments at December 31, 2007 as defined in FASB 107, does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying balance sheet. The estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. Considerable judgment is required in interpreting market data to develop the estimates of fair value, and accordingly, the estimates are not necessarily indicative of the amounts that the Company could realize in a current market exchange.

Income Taxes

Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes on temporary differences between the amount of taxable income and pretax financial income and between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled as prescribed in FASB Statement No. 109, Accounting for Income Taxes. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

Common Stock Issued for Non-Cash Transactions

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

Stock based Compensation

Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standards (“SFAS”) No. 123(R), “Share-Based Payment: An Amendment of FASB Statements No. 123 and 95” using the modified prospective method. Under this method, compensation cost is recognized on or after the effective date for the portion of outstanding awards, for which the requisite service has not yet been rendered, based on the grant date fair value of those awards. Prior to January 1, 2006, the Company accounted for employee stock options using the intrinsic value method in accordance with Accounting Principles Board (“APB”) Opinion No. 25 (“APB No. 25”), “Accounting for Stock Issued to Employees,” and adopted the disclosure only alternative of SFAS No. 123. For stock-based awards issued on or after January 1, 2006, the Company recognizes the compensation cost on a straight-line basis over the requisite service period for the entire award. Measurement and attribution of compensation cost for awards that are unvested as of the effective date of SFAS No. 123(R) are based on the same estimate of the grant-date or modification-date fair value and the same attribution method used previously under SFAS No. 12.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Long-Lived Assets

Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of," requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the historical cost-carrying value of an asset may no longer be appropriate. The Company assesses the recoverability of the carrying value of an asset by estimating the future net cash flows expected to result from the asset, including eventual disposition. If the future net cash flows are less than the carrying value of the asset, an impairment loss is recorded equal to the difference between the asset's carrying value and fair value. The Company had impairment losses of $2,086,936 in 2006 and $0 in 2007.

Shipping and Handling Costs

The Company's policy is to classify shipping and handling costs as part of cost of good sold in the statements of operations.

Reclassifications

Certain 2006 amounts have been reclassified to conform to 2007 presentations.

NOTE 2 PROPERTY AND EQUIPMENT

At December 31, 2007, property and equipment and accumulated depreciation consist of:

Data transmission equipment	$	700,909
Computer equipment		69,360
Computer software		51,239
		821,508
Less accumulated depreciation		74,533
	$	746,975

Depreciation expense for the years ended December 31, 2007 and 2006 was $18,250 and $52,673, respectively. Our data transmission equipment is not in service at December 31, 2007 and is therefore not being depreciated.

NOTE 3 ACCOUNTS PAYABLE

A summary of the accounts payable at December 31, 2007 is as follows:

Warner/Chappell Music.	$	323,500
Other		463,518
	$	787,018

NOTE 4 INCOME TAXES

Provision for income taxes

The provision for income taxes for the years ended December 31, 2007 and 2006 represents primarily California franchise taxes and consists of the following:

	2007	2006
Current	$ -	$ -
Deferred	$ -	$ -

Deferred Tax Components

Significant components of the Company's deferred tax assets are as follows at December 31, 2007:

Net operating loss carryforwards	$ 24,820
Less valuation allowance	24,820
Net deferred tax assets	$ -
Summary of valuation allowance:	
Balance, January 1, 2007	$ 3,114,621
Change for the year ended December 31, 2007	(3,089,801)
Balance, December 31, 2007	$ 24,820

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets is dependent upon the generation of future taxable income during the period in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

Net Operating Loss Carryforwards

The Company has the following net operating loss carryforwards:

Year of Loss	**Expiration Date**	
December 31, 2004	December 31, 2024	741,152
December 31, 2005	December 31, 2025	3,625,948
December 31, 2006	December 31, 2026	3,530,610
December 31, 2007		-
		$ 7,897,710

On August 22, 2007, the Company sold 23,000 shares of Series A convertible preferred stock, which on a fully diluted basis is equal to 97.17% of the Company's outstanding shares as of December 31, 2007. As a result of this change of ownership, the company is only allowed to take 4.49%, or $64,000 of the carryforwards listed above.

NOTE 5 NOTES PAYABLE, RELATED PARTY

	Total	Current Portion
LEE KASPER (STOCKHOLDER OF THE COMPANY)		
On August 1, 2005, Mr. Kasper loaned $350,000 to the Company. The terms of the loan are as follows: 1. Interest – 8% per annum. 2. Thirty-six monthly payments of principal and interest in the amount of $10,968. 3. The Company is five months behind in its payments and is in default on the loan. 4. Principal balance at December 31, 2007 is:	$ 214,262	$ 214,262
LEE KASPER (STOCKHOLDER OF THE COMPANY)		
Mr. Kasper provided the Company with advances and debt payments as necessary. The loan is due upon demand. The principal balance at December 31, 2007 is:	34,500	34,500
ROOT COMMUNICATIONS CORP (Affiliate)		
On October 1, 2007, the Company entered into a $75,000 loan agreement with Root Communications Corp. The amount of the loan may vary throughout the course of the loan, as the Company feels the funds are needed. The loan bears interest at 9.5% per annum, and is due upon demand. The principal balance at December 31, 2007 is:	18,000	18,000
JUMP COMMUNICATONS, INC. (Affiliate)		
On October 1, 2007, the Company entered into a $500,000 loan agreement with Jump Communications Inc. The amount of the loan may vary throughout the course of the loan, as the Company feels the funds are needed. The loan bears interest at 9.5% per annum, and is due upon demand. The principal balance at December 31, 2007 is:	190,370	190,370
	$ 457,132	$ 457,132

Future minimum principal payments on the notes payable to others are as follows:

December 31, 2008	$ 457,132

NOTE 6 NOTES PAYABLE, OTHER

	Total	Current Portion
SMALL BUSINESS ADMINISTRATION AND COMERICA BANK LOAN		
On July 12, 2000, the Company received a $900,000 Small Business Administration loan with Comerica Bank participation. The loan requires monthly payments of $6,414, including interest at 2% over prime. The loan is secured by all assets of the Company and a stockholder's personal residence and personal guaranty. The loan matures on July 14, 2018. Effective interest rate at December 31, 2007 was 9.25%. The Company is six months behind in its payments on the loan balance and is in default on the loan.	$ 672,548	$ 672,548
KICKAROCK PRODUCTIONS INC.		
During 2006, the Company received loans in the amount of $42,175 from an unrelated company. The loan matured in December 2007. The loan accrues interest at a rate of 7% per annum. See Note 16.	42,175	42,175
NOEL GIMBEL		
On July 27, 2005, the Company received a $100,000 loan from an unrelated individual. The loan required the payment of the principal in full on December 2007, together with any accrued interest at the rate of 10%. The loan is currently in litigation for settlement.	$ 99,005	$ 99,005
	$ 813,728	$ 813,728

Future minimum principal payments on the notes payable to others are as follows:

December 31, 2008	$ 813,728

Interest expense relating to all notes payable was $110,265 for the year ended December 31, 2007. Accrued interest on all notes payable as of December 31, 2007 was $43,819.

NOTE 7 PREFERRED STOCK

On August 22, 2007, 23,800 shares of Series A convertible preferred stock, which on a fully diluted basis is equal to 97.17% of the Company's outstanding shares as of December 31, 2007 were issued to Jump Communications, Inc. in exchange for $700,909 of telephone equipment. The preferred stock is convertible into common at a rate of 1 share of preferred for 50,000 shares of common, therefore, the preferred stock is convertible into 1,190,000,000 shares of common stock as of December 31, 2007. The total authorized common stock as of December 31, 2007 was 100,000,000, of which, 34,639,994 are already issued and outstanding. Each share of preferred stock also carries the voting rights of 50,000 shares of common stock and has a par value of $0.001. See Note 13 for additional information.

As of December 31, 2007, there are 23,800 shares of Series A convertible preferred stock issued and outstanding.

NOTE 8 COMMON STOCK

During the year ended December 31, 2006, the Company issued the following shares of common stock:

On February 6, 2006, 75,000 shares of common stock, with an aggregate fair value of $3,975 were issued to a consultant for a nine month consulting agreement that expired on December 31, 2006.

On February 10, 2006, 150,000 shares were issued with an aggregate fair value of $8,850 to three individuals for their loaning funds to the Company.

On February 22, 2006, 150,000 shares of common stock, with an aggregate fair value of $9,000 were issued to a consultant for past services provided.

On August 8, 2006, 5,000,000 shares of common stock, with an aggregate fair value of $82,500 were issued to five consultants for a six month consulting agreement that expired on February 8, 2007. Of this amount, $65,462 was expensed and $17,038 was recorded on the balance sheet as prepaid expenses as of December 31, 2006. During the year ended December 31, 2007, the remaining $17,038 was expensed.

On December 15, 2006, 1,000,000 shares of common stock, with an aggregate fair value of $15,000 were issued to two employees of the company as a substitution for wages owed.

On December 20, 2006, 600,000 shares of common stock, with an aggregate fair value of $10,200 were issued to a consultant for $24,000 of past services provided.

On January 10, 2007, 2,000,000 shares of common stock, with an aggregate fair value of $24,000 were issued to a stockholder of the Company for services provided to the Company.
On August 17, 2007, 467,500 shares of common stock, with an aggregate fair value of $21,038 were issued to a consultant for services provided to the Company.
As of December 31, 2007, there are 34,639,994 issued and outstanding.

NOTE 9 REAL ESTATE LEASES

On May 1, 2001, the Company leased its office and warehouse facilities for five years and three months. The base rental was $7,800 per month plus operating costs with cost of living adjustments in May of each year. The lease terminated on July 31, 2006.

At the end of the lease, the Company relocated to the home of an officer of the Company. From August 1, 2006 through September 30, 2007, the Company was being charged an amount of $2,000 per month for the use of this location.

On October 1, 2007, the Company entered into a thirty-six month lease with Jump Communications, Inc. for office and warehouse space. The base rental is $10,000 per month, plus operating costs. The lease terminates on September 30, 2010.

On October 1, 2007, the Company entered into a twelve month lease with Jump Communications, Inc. for office space. The base rental is $3,100 per month, plus operating costs. The lease terminates on September 30, 2008.

NOTE 9 REAL ESTATE LEASES (CONTINUED)

Future minimum annual lease payments are:

	Amount
December 31, 2008	$ 147,900
December 31, 2009	120,000
December 31, 2010	90,000
	$ 357,900

NOTE 10 CANCELLATION OF DEBT

The Company had a cancellation of debt in the amount of $1,343,360 during the year ended December 31, 2007. This consisted of old accounts payable of $84,880, general accounts payable of $705,550, a forgiveness of accrued vacation and payroll in the amount of $266,470, and the forgiveness of loans to both related and non-related parties in the amount of $286,460.

NOTE 11 STOCK OPTIONS AND WARRANTS

The Board of Directors and stockholders approved the NuTech Digital, Inc. 2001 Equity Incentive Plan which permits the Board of Directors to grant, for a ten year period, both stock purchase rights and stock options. The Company has reserved 12,695,000 shares of its common stock for issuance to the directors, employees and consultants under the Plan. The Plan is administered by the Board of Directors. The administrators have the authority and discretion, subject to the provisions of the Plan, to select persons to whom stock purchase rights or options will be granted, to designate the number of shares to be covered by each option or stock purchase right, to specify the type of consideration to be paid, and to establish all other terms and conditions of each option or stock purchase right. Options granted under the Plan will not have a term that exceeds ten years from date of grant. The stock subject to the plan and issuable upon exercise of options granted under the plan are shares of the Company's common stock, no par value, which may be restricted, or grants of options to purchase shares of common stock. Vesting terms of the options range from immediate to ten years.
From time to time, the board of directors also authorizes the issuance of options and warrants for services or compensation outside the 2001 incentive plan.

There were no option or warrant issuances in 2006 or 2007.

At January 1, 2006, there were 24,470,000 options and warrants outstanding with a weighted average exercise price of $0.46. During the year ended December 31, 2006, 115,000 options issued in previous periods expired.

On July 7, 2006, the exercise price for 10,695,000 options held by officers and employees of the Company were amended to an exercise price of $0.01. During the year ended December 31, 2007, all of the directors and employees except a few were laid off and 1,940,000 the options were cancelled.

During the year ended December 31, 2007, 300,000 warrants issued in 2005 expired.

NOTE 11 STOCK OPTIONS AND WARRANTS (CONTINUED)

A summary of the option and warranty activity for the year ended December 31, 2006 follows:

	Shares Under Option	Weighted Average Exercise Price
Options outstanding at January 1, 2006	24,470,000	$ 0.46
Expired	(115,000)	0.33
Options outstanding at December 31, 2006	24,355,000	$ 0.41

Information regarding stock options outstanding as of December 31, 2006 is as follows:

Price range	$ 0.01 - $ 1.00
Weighted average exercise price	$ 0.41
Weighted average remaining contractual life	6 years, 6 months

A summary of the option and warranty activity for the year ended December 31, 2007 follows:

	Shares Under Option	Weighted Average Exercise Price
Options outstanding at January 1, 2007	24,355,000	$ 0.41
Cancelled and expired	(2,240,000)	0.18
Options outstanding at December 31, 2007	22,115,000	$ 0.43

Information regarding stock options outstanding as of December 31, 2007 is as follows:

Price range	$ 0.01 - $ 0.75
Weighted average exercise price	$ 0.43
Weighted average remaining contractual life	5 years, 6 months

NOTE 12 COMMITMENTS AND CONTINGENCIES

Employment Agreement and litigation

On September 1, 2005, the Company's Board of Directors approved an Employment Agreement for Lee Kasper, as the Company's President. The term of the Employment Agreement is seven years. After the initial term, unless either party gives 180 days notice to the other that it wishes to terminate the Employment Agreement, the term will be renewed for successive one year periods.

Mr. Kasper received a base salary of $600,000 during 2005. In 2006, the agreement was amended to reduce Mr. Kasper's salary to 300,000 for 2006 and all subsequent years of the agreement. Mr. Kasper was also be entitled to receive an annual performance bonus based on standards and goals established by the Board of Directors and Mr. Kasper within 90 days of the beginning of each fiscal year. Mr.

Kasper was also entitled to participate in any benefit programs established for the Company's employees.

NOTE 12 COMMITMENTS AND CONTINGENCIES (CONTINUED)

The Company terminated Mr. Kasper's employment for cause on November 6, 2007 by written consent of the majority of shareholders.

In February of 2008, Mr. Kasper filed suit against the Company, directors of the Company, and Jump Communications. Management feels that the suit is unwarranted and plans to defend itself to the fullest extent possible. No adjustments have been made to the financial statements at December 31, 2007 for this contingency.

NOTE 13 ASSET PURCHASE AGREEMENT

On August 22, 2007, the Company entered into an Asset Purchase Agreement with Jump Communications, Inc. The Company acquired various data transmission equipment from Jump. Also, in connection with the Jump transaction, the Company and Jump entered into a License Agreement, whereby Jump provides the Company an exclusive, non-terminable license to use the certain Jump technology, know-how and proprietary intellectual property in the United States. Collectively, the acquired assets were independently valued at $700,909.

Jump was issued 23,800 shares of Series A Convertible Preferred Stock in consideration for the acquired assets. The shares, on a fully diluted basis, is equal to 97.17% of the Company's outstanding shares. The Preferred Stock issued to Jump carries voting and conversion rights equivalent to 50,000 shares of common stock to one of the preferred stock, or 1,190,000,000 shares of common stock.

NOTE 14 DISCONTINUED OPERATIONS

APB 30 requires that an entity restate prior year financial statements to disclose the results of subsequent discontinued operations. The prior business of discontinued on August 22, 2007. The December 31, 2006, statements of operations and cash flows were restated to segregate the income from discontinued operations from continuing operations.

The following in formation is presented for the discontinued operations:

Operations discontinued – NuTech digital, Inc. that distributed general entertainment products, most of which were made available through digital versatile discs, commonly known as DVDs.

Discontinued date – August 22, 2007
Manner of disposal – withdrawal from industry
Remaining assets – none
Income for the ended December 31, 2007 - $1,083,016

	2007	**2006**
Net income (loss) from discontinued operations	$1,083,016	$(3,563,610)
Weighted average number of common shares outstanding		
Basic	34,290,622	27,5935,90
Diluted	100,000,000	-
Net income (loss) per share		
Basic	$0.03	$(0.13)
Diluted	$0.01	$0.00

NOTE 15 EARNINGS PER SHARE

Earnings per common share is based on the weighted average number of common shares outstanding during the year. All stock options and warrants have exercise prices in excess of the December 31, 2007 market price of the stock so they were not considered in the dilutive earnings per share calculation. Preferred stock is convertible into 1,190,000,000 shares of common stock as of December 31, 2007 and was considered in the dilutive earnings per share calculation. The preferred stock was convertible into more common shares than are authorized to be issued so the total authorized amount of 100,000,000 shares was used as the denominator in the dilutive earnings per share calculation.

NOTE 16 SUBSEQUENT EVENTS

On February 19, 2008, the Company agreed to pay the amount of $25,000 to Kickarock Productions, Inc. via wire transfer, which executes the settlement of the loan with Kickarock, which has an outstanding balance of $42,175 at December 31, 2007. Concurrently, Kickarock will return the promissory notes to the Company, marked paid in full and both parties will release all claims and rights against each other.

In February of 2008, Mr. Kasper filed suit against the Company, directors of the Company, and Jump Communications. Management feels that the suit is unwarranted and plans to defend itself to the fullest extent. No adjustments have been made to the financial statements at December 31, 2007 for this contingency.

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

Item 8. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

Farber & Hass LLP, the independent accountant who had been engaged by us as the principal accountant to audit our consolidated financial statements, was dismissed effective April 14, 2005. On April 14, 2005, our Board of Directors approved the engagement of Weaver & Martin, LLC as our new principal independent accountant to audit our consolidated financial statements for the year ending December 31, 2005.

The decision to change our independent accountant from Farber & Hass LLP to Weaver & Martin, LLC was approved by our Board of Directors.

The report of Farber & Hass LLP on our financial statements as of and for the years ended December 31, 2004 and December 31, 2003 did not contain an adverse opinion, or a disclaimer of opinion, however the report issued on the financial statements for the year ended December 31, 2004 was modified as to our ability to continue as a going concern. During the periods ended December 31, 2003 and December 31, 2004 and the interim period from January 1, 2005 through the date of dismissal, we did not have any disagreements with Farber & Hass LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Farber & Hass LLP, would have caused it to make a reference to the subject matter of the disagreements in connection with its reports.

Prior to engaging Weaver & Martin, LLC, we had not consulted Weaver & Martin, LLC regarding the application of accounting principles to a specified transaction, completed or proposed, or the type of audit opinion that might be rendered on our financial statements.

On October 5, 2007, the firm of Weaver & Martin resigned as the auditor of record for the Company. There were no disagreements between the Company and Weaver & Martin, and Weaver & Martin did not issue any adverse opinion or disclaimer or opinion in the principal accountant's report on the financial statement for the Company in either of the past two years.

On October 26, 2007, the Company retained Michael F. Albanese, CPA in Parsippany, New Jersey to act as the publicly registered auditor of the Company and to review the Company's Form 10-QSB for September 30, 2007. Prior to engaging Michael F. Albanese, CPA, we had not consulted Michael F. Albanese, CPA, regarding the application of accounting principles to a specified transaction, completed or proposed, or the type of audit opinion that might be rendered on our financial statements.

On March 3, 2008, Michael F. Albanese, CPA advised the Company that he resigned as our auditor of record. There have been no disagreements between the Company and Michael F. Albanese, and Michael F. Albanese did not issue any adverse opinion or disclaimer or opinion in the principal accountant's report on the financial statements for the Company in either of the past two years and any subsequent interim period through the date of resignation.

On March 3, 2008, the Company retained the firm of Weaver & Martin in Kansas City, Missouri to act as the principal accountant of the Company to audit the Company's financial statements.

Item 8A. Controls and Procedures.

(a) Evaluation of disclosure controls and procedures. In connection with the preparation of this Annual Report on Form 10-K, an evaluation was carried out by the Company's management, with the participation of our Chief Executive Officer and Principal Financial Officer, of the effectiveness of our "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Annual Report on Form 10-KSB (the "Evaluation Date"). Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

During the evaluation of disclosure controls and procedures as of December 31, 2007 conducted during the preparation of our financial statements to be included in this annual Report on Form 10-K, no material weakness in internal control over financial reporting was identified. The Company has concluded that as of the Evaluation Date, our disclosure controls and procedures are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Accounting Officer, as appropriate, to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process, under the supervision of our Chief Executive Officer and Chief Financial Officer, designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with GAAP.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2007 based on the criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. Our management has concluded that, as of December 31, 2007, no material weakness existed in our financial statements.

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

Item 8B. Other Information.

None.

Item 9. Directors, Executive Officers, Promoters, Control Persons and Corporate Governance; Compliance With Section 16(a) of the Exchange Act.

The following table sets forth certain information regarding our Directors and executive officers.

Name	Age	Position
A. Frederick Greenberg		Chief Executive Officer, Director
Richard M. Greenberg		President, Secretary, Treasurer, Director

A. Frederick Greenberg and Richard M. Greenberg are brothers.

Business Experience:

A. Frederick Greenberg,
Chief Executive Officer and Director

From 1962 to 1967, Mr. A. Frederick Greenberg served as a line officer in the United States Navy, specializing in communications. As part of his duties, he participated in the design of the Navy's 20-year communications plans for the Atlantic area, commanded the Naval Communications Station in Driver, Virginia, served as Radio Officer aboard the aircraft carrier, U.S.S. Intrepid and as Communications Officer in Guantanamo Bay, Cuba for the duration of the "Cuban Missile Crisis." From 1981 through 1984, he arranged for the acquisition and distribution of theatrically released major motion pictures including "First Blood (Rambo)" (1982), and "The Terminator" (1984) and motion picture libraries. From 1990 to 1993, he conceived and oversaw development of the world's first direct digital broadcast satellite system, called SkyPix. In 1993, Mr. Greenberg and Nynex successfully tested the use of DSL technology (DSL) to distribute full-motion video. In 1995, he developed a system for home delivery of unlimited channel capacity and 2-Way Video for NYNEX CableComms Ltd. in London, England. From 1995 until 2005, he conceived and developed a fully switched broadband telephone network for real-time 2-Way Video and data, targeting enterprise, military, educational, medical and government market verticals. Mr. Greenberg graduated from Phillips Academy, Andover, Massachusetts in 1956 and from Harvard College in 1960. Mr. Greenberg is Richard M. Greenberg's brother and has worked alongside him in all things since 1972.

Richard M. Greenberg,

President, Secretary, Treasurer and Director

Mr. Richard M. Greenberg has engaged in various entrepreneurial enterprises. Mr. Greenberg graduated from Phillips Academy, Andover, Massachusetts in 1962, and from Harvard College in 1965, and received a Juris Doctorate from Fordham University School of Law in 1968. He served in the Judge Advocate General Corps of the United States Navy from 1969 to 1972.

There have been no material changes to the procedures by which shareholders may recommend nominees to our Board of Directors, as described in our last proxy statement.

Term of Office

The Directors named above will serve until the next annual meeting of our shareholders. Absent an employment agreement, officers hold their positions at the pleasure of the Board of Directors.

Code of Ethics

On February 13, 2004 our Board of Directors adopted a Code of Business Conduct and Ethics that applies to all of our officers, Directors and employees. We will provide to any person, upon request and without charge, a copy of our Code of Ethics. Requests should be in writing and addressed to Mr. Richard M. Greenberg, c/o NuTech Digital, Inc., 10390 Wilshire Boulevard, Penthouse 20, Los Angeles, California 90024.

COMPENSATION DISCUSSION AND ANALYSIS

Director Compensation

Other than Mr. Hergott, our former Director, who previously drew a salary from us for his services to the Board of Directors, our Directors do not receive any separate consideration from the Company other than the compensation (if any), that they are paid as the Company's executives for their services on the Board of Directors. The Board of Directors reserves the right in the future to award the members of the Board of Directors cash or stock based consideration for their services to the Company, which awards, if granted shall be in the sole determination of the Board of Directors. Mr. Hergott accrued $1,538 of consideration during the year ended December 31, 2006, in connection with his service to the Board of Directors; however, Mr. Hergott has since resigned from the Company.

Executive Compensation Philosophy

Our Board of Directors determines the compensation provided to our executive officers in their sole determination. Our executive compensation program is designed to attract and retain talented executives to meet our short-term and long-term business objectives. In doing so, we attempt to align our executives' interests with the interests of our shareholders by providing an adequate compensation package to such executives. This compensation package may include a base salary, funding permitting, which we believe is competitive with other companies of our relative size. In addition, we have previously granted certain options to our executive and non-executive employees as part of our compensation package, and our Board of Directors reserves the right to award incentive bonuses which are linked to our performance, as well as to the individual executive officer's performance in the future. This package may also include long-term, stock based compensation to certain executives which is intended to align the performance of our executives with our long-term business strategies. As we have had significant working capital deficiencies during the past two fiscal years, our executive officers have agreed to keep their salaries and compensation packages to a minimum to conserve our working capital for business operations and current liabilities.

Compliance With Section 16(a) of Exchange Act

Section 16(a) of the Securities Exchange Act requires our Directors, executive officers and persons who own more than 10% of our common stock to file reports of ownership and changes in ownership of our common stock with the Securities and Exchange Commission. Directors, executive officers and persons who own more than 10% of our common stock are required by Securities and Exchange Commission regulations to furnish to us copies of all Section 16(a) forms they file.

To our knowledge, based solely upon review of the copies of such reports received or written representations from the reporting persons, we believe that during our 2006 fiscal year our Directors, executive officers and persons who own more than 10% of our common stock did not comply with all Section 16(a) filing requirements. These deficiencies include, but are not limited to the fact that Mr. Aramyan and Giarmo failed to file Form 4 filings in connection with the issuances of shares they received in December 2006 and Mr. Kasper failed to file a Form 4 in connection with his grant of shares in January 2007.

Employment Agreements

On September 1, 2005, the Company's Board of Directors approved an Employment Agreement for Lee Kasper, as the Company's President. The term of the Employment Agreement is seven years. After the initial term, unless either party gives 180 days notice to the other that it wishes to terminate the Employment Agreement, the term will be renewed for successive one year periods.

Mr. Kasper received a base salary of $600,000 during 2005. In 2006, the agreement was amended to reduce Mr. Kasper's salary to 300,000 for 2006 and all subsequent years of the agreement. Mr. Kasper was also be entitled to receive an annual performance bonus based on standards and goals established by the Board of Directors and Mr. Kasper within 90 days of the beginning of each fiscal year. Mr. Kasper was also entitled to participate in any benefit programs established for the Company's employees.

The Company terminated Mr. Kasper's employment for cause on November 6, 2007 by written consent of the majority of shareholders.

In February of 2008, Mr. Kasper filed suit against the Company, directors of the Company, and Jump Communications. Management feels that the suit is unwarranted and plans to defend itself to the fullest extent possible. No adjustments have been made to the financial statements at December 31, 2007 for this contingency.

Item 10. Executive Compensation.

The following table sets forth information as to the compensation paid or accrued to our officers and Directors, for the years ended December 31, 2007, December 31, 2006 and December 31, 2005:

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Bonus ($)	Securities Underlying Options/ SARs(1)	Stock Awards	All Other Compensation ($)	Total Compensation ($)
A. Frederick Greenberg	2007	--	--	--	--	--	0
CEO, Director	2006	--	--	--	--	--	--
	2005	--	--	--	--	--	--
Richard M. Greenberg	2007	--	--	--	--	--	--
President, Secretary,	2006	--	--	--	--	--	--
Treasurer, Director	2005	--	--	--	--	--	--
Lee Kasper	2007	--	--	--	--	--	--
Former Director	2006	$ 213,461 (1)	--	--	(2)	*	$ 213,461
CEO, President, CFO	2005	$ 288,462	--	$ 297,600(3)	--	--	$ 586,062
Joseph Giarmo	2007	--	--	--	--	--	--
Former Director	2006	$ 38,177 (6)	--	--	$ 7,500 (7)	--	$ 45,677
Vice President, Secretary	2005	$ 137,500	--	$ 7,440 (8)	--	--	$ 144,940
Yegia Eli Aramyan	2007	--	--	--	--	--	--
Former Director,	2006	$ 14,000 (10)	--	--	$ 7,500 (11)	--	$ 8,900
Accountant	2005	$ 66,000	--	$ 22,320 (12)	--	--	$ 88,320
Jay S. Hergott	2007	--	--	--	--	--	--
Former Director	2006	$ 1,538 (14)	--	--	--	--	$ 1,538
	2005	$ 10,000	--	--	--	--	$ 10,000

(1) All but $1,000 of the amount Mr. Kasper was due in salary for the year ended December 31, 2006, was accrued. Additionally, $56,227 of Mr. Kasper's salary for the year ended December 31, 2004 was accrued. As a result, the total amount of accrued salary owed to Mr. Kasper as of December 31, 2006, was approximately $268,688.

(2) Mr. Kasper was issued 2,000,000 shares of common stock in January 2007, in consideration for payroll accrued in 2006 and the fact that Mr. Kasper has not demanded repayment of any of his outstanding loans to the Company, which shares were valued at approximately $30,000. Because these shares were issued in consideration for accrued payroll, they have not been given any value in the table above.

(3) On September 1, 2005, in conjunction with the execution of his employment agreement, we granted an option to Mr. Kasper for the purchase of 6,000,000 shares of our common stock at an exercise price of $0.121 per share, which exercise price has since been amended to $0.01 per share. The option has a term of five years. On that date we also granted Mr. Kasper a performance-based option for the purchase of 2,000,000 shares of common stock. This option has expired.

(4) Of the amount shown as compensation paid to Mr. Kasper in 2004, the payment of $56,226 has been accrued but unpaid.

(5) Represents the value of 500,000 options granted to Mr. Kasper pursuant to the Company's 2001 Stock Option Plan and 2,500,000 options granted to Mr. Hergott separate from the 2001 Stock Option Plan, of which 1,500,000 options were subsequently cancelled.

(6) All but $7,000 of the amount Mr. Giarmo was due in salary for the year ended December 31, 2006, was accrued. As a result, the total amount of accrued salary owed to Mr. Giarmo as of December 31, 2006 was $38,179.

(7) Represents the value of 500,000 shares of common stock issued to Mr. Giarmo on December 15, 2006, in consideration for services rendered during 2006.

(8) Represents the value of 600,000 options granted to Mr. Giarmo separate from the Company’s 2001 Stock Option Plan.

(9) Represents the value of 100,000 options granted to Mr. Giarmo pursuant to the Company’s 2001 Stock Option Plan and 1,300,000 options granted to Mr. Giarmo separate from the 2001 Stock Option Plan.

(10) All but $7,000 of the amount Mr. Aramyan was due in salary for the year ended December 31, 2006, was accrued. As a result, the total amount of accrued salary owed to Mr. Aramyan as of December 31, 2006 was $14,000.

(11) Represents the value of 500,000 shares of common stock issued to Mr. Aramyan on December 15, 2006, in consideration for services rendered during 2006.

(12) Represents the value of 600,000 options granted to Mr. Aramyan, which options were not granted pursuant to the Company’s 2001 Stock Option Plan.

(13) Represents the value of 50,000 options granted to Mr. Aramyan pursuant to the Company’s 2001 Stock Option Plan and 100,000 options granted to Mr. Aramyan separate from the 2001 Stock Option Plan.

(14) The entire amount of Mr. Hergott’s salary reported above for the year ended December 31, 2006, was accrued. As a result, the total amount of accrued salary owed to Mr. Hergott as of December 31, 2006 was $1,538.

(15) Represents the value of 30,000 options granted to Mr. Hergott pursuant to the Company’s 2001 Stock Option Plan and 40,000 options granted to Mr. Hergott separate from the 2001 Stock Option Plan.

(16) Represents the value, on January 28, 2004, of 35,000 shares of common stock issued to Mr. Hergott.

* Does not include approximately $2,000 per month which Mr. Kasper is paid by us for use of a portion of his home as an office for the Company.

Other than Lee Kasper, with whom we have an employment agreement, we do not have a long term incentive plan or arrangement of compensation with any individual in the group of officers and Directors.

Outstanding Options Held by Officers and Directors
As of December 31, 2006

Name	Options	Original Date Issued	Expiration Date	Original Exercise Price	Amended Exercise Price (2)
Yegia Aramyan	100,000 (1)	5/30/2003	5/30/2013	$0.16	$0.01
Joseph Giarmo	300,000 (1)	5/30/2003	5/30/2013	$0.16	$0.01
Jay Hergott	25,000 (1)	5/30/2003	5/30/2013	$0.16	$0.01
Lee Kasper	700,000 (1)	5/30/2003	5/30/2008	$0.16	$0.01
Yegia Aramyan	100,000 (1)	10/7/2003	10/7/2013	$0.50	$0.01
Joseph Giarmo	50,000 (1)	10/7/2003	10/7/2013	$0.50	$0.01
Joseph Giarmo	100,000 (1)	1/9/2004	1/9/2014	$0.60	$0.01
Lee Kasper	500,000 (1)	1/9/2004	1/9/2009	$0.60	$0.01
Yegia Eli Aramyan	100,000	6/18/2004	6/18/2014	$0.40	$0.01
Joseph Giarmo	200,000	6/18/2004	6/18/2014	$0.40	$0.01
Lee Kasper	500,000	6/18/2004	6/18/2009	$0.40	$0.01
Lee Kasper	2,000,000	6/18/2004	6/18/2009	$0.40	$0.01
Joseph Giarmo	1,000,000	9/1/2004	9/1/2014	$0.26	$0.01
Jay Hergott	40,000	9/1/2004	9/1/2014	$0.26	$0.01
Yegia Aramyan	50,000 (1)	12/6/2004	12/6/2009	$0.27	$0.01
Jay Hergott	30,000 (1)	12/6/2004	12/6/2008	$0.27	$0.01
Yegia Eli Aramyan	300,000	9/1/2005	9/1/2015	$0.11	$0.01
Lee Kasper	6,000,000	9/1/2005	9/1/2010	$0.11	$0.01
Yegia Eli Aramyan	300,000	12/20/2005	12/20/2015	$0.06	$0.01
Joseph Giarmo	300,000	12/20/2005	12/20/2015	$0.06	$0.01

(1) Originally granted pursuant to the Company's 2001 Stock Option Plan.
(2) On July 7, 2006, our Board of Directors voted to amend the previous stock option awards granted to our officers and Directors.

Item 11. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth, as of March 30, 2007, information regarding the beneficial ownership of our common stock with respect to each of our executive officers, each of our Directors, each person known by us to own beneficially more than 5% of the common stock, and all of our Directors and executive officers as a group. Beneficial ownership is determined under the rules of the Securities and Exchange Commission and generally includes voting or investment power over securities. The term "executive officer" is defined as the Chief Executive Officer/President, Chief Financial Officer and the Vice-President. Each individual or entity named has sole investment and voting power with respect to the shares of common stock indicated as beneficially owned by them, subject to community property laws, where applicable, except where otherwise noted.

Shares of common stock subject to options or warrants that are currently exercisable or exercisable within 60 days of March 31, 2008, are considered outstanding and beneficially owned by the person holding the options or warrants for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

Name and Address (1)	Number of Shares of Common Stock Beneficially Owned		Percentage of Ownership
A. Frederick Greenberg Chief Executive Officer and Director	1,190,000,000	(2)	96.4%(3)
Richard M. Greenberg President, Treasurer, Secretary and Director	--		0%
All current Officers and Directors (2 Persons)	1,190,000,000	(2)	96.4%(3)

(1) Unless otherwise indicated, the address of the persons named in this column is NuTech Digital, Inc., 10390 Wilshire Boulevard, Penthouse 20, Los Angeles, California 90024.

(2) On August 2, 2007, Jump Communications, Inc. ("Jump") entered into an Asset Purchase Agreement and a License Agreement with the Issuer pursuant to which Jump agreed to sell certain assets and license certain technology to the Issuer in exchange for 90% of the issued and outstanding stock of the Issuer. On August 22, 2007, the transaction between the Issuer and Jump closed, with the Issuer issuing 23,800 shares of Series A Convertible Preferred Stock to Jump. Each share of Series A Convertible Preferred Stock is convertible into 50,000 shares of Common Stock, no par value per share, of the Issuer. The conversion is at the sole discretion of the Preferred shareholder and may be exercised at any time and from time to time. In addition, each share of Series A Convertible Preferred Stock is entitled 50,000 votes on each issue presented to the shareholders by the Issuer. The Reporting Person holds 95% percent of the issued and outstanding stock of Jump.

(3) On a fully converted and diluted basis, these shares of Series A Convertible Preferred Stock would represent 96.4% of the issued and outstanding shares of Common Stock of the Issuer.

(4) Based on 1,235,367,494 shares of common stock outstanding assuming the exercise of all options held by the Company's current and former officers and Directors, and the conversion of all outstanding shares of Series A Convertible Preferred Stock.

Item 12. Certain Relationships and Related Transactions, and Director Independence.

In order to fund working capital requirements, we have from time to time borrowed money from persons who are executive officers, Directors and/or beneficial holders of 5% or more of our common stock, or their affiliates. Our unpaid principal indebtedness to these persons is set forth below.

In July 2000, Mr. Kasper provided both his personal residence and his personal guaranty as security for a loan in the amount of $900,000 that we borrowed through the Small Business Administration. We make monthly payments of principal and interest in the amount of $6,414. This loan is described in greater detail above under "Liquidity and Capital Resources."

On May 15, 2001, our Board of Directors adopted and our shareholders approved the NuTech Digital, Inc. 2001 Equity Incentive Plan (the "Equity Incentive Plan"). The Equity Incentive Plan has a term of 10 years and is administered by our Board of Directors. Pursuant to the Equity Incentive Plan, the Board of Directors may grant to eligible persons, which include employees, officers, Directors, consultants and agents, awards of options (which may be qualified or non-qualified) or common stock. 3,500,000 shares of our common stock were originally set aside for grants made under the Equity Incentive Plan. Pursuant to the terms of the Equity Incentive Plan, the number of shares available for issuance may be increased on the first day of each fiscal year by a number that will increase the total number of shares reserved to 30% of our issued and outstanding common stock. As of December 31, 2006, a total of 12,695,000 shares of the common stock included in the Equity Incentive Plan had been reserved for issuance for awards. Of this amount, 2,190,000 shares have been reserved for option grants, and 115,000 of those options have since been cancelled or expired, leaving 2,075,000 outstanding options as of December 31, 2006. Generally, the option terms extend for a period of between five and 10 years from the date of grant, with the exception of options granted to our former Chief Executive Officer and President, Mr. Lee Kasper, whose options will expire 5 years from the date of grant. The price for each share of common stock purchased pursuant to the options varies. With the exception of the exercise price of the options granted to Mr. Kasper, which equals 110% of the fair market value of our common stock on the date of grant, the exercise price per share for the options granted is generally the fair market value of our common stock on the date of grant.

In March 2002, Mr. Kasper also agreed to personally guarantee our bank line of credit in the amount of $650,000. We breached certain covenants of the loan agreement and our lender, U.S. Bank, N.A. wanted us to repay the loan. On November 7, 2002, U.S. Bank, N.A. agreed to make a loan in the amount of $640,000 to Mr. Lee Kasper, who used the proceeds to pay-off our line of credit. The loan to Mr. Kasper required 30 monthly payments of $21,333 plus interest at 3% over prime. We pledged all of our assets as collateral for repayment of the loan and we have guaranteed repayment of the loan. This loan is paid in full.

In February 2003, Mr. Kasper received a personal loan of $500,000 from Skura Intercontinental Trading Company, which is secured by his assets. The interest rate of the loan is 3% and the term is 36 months. Mr. Kasper loaned these funds to us on terms identical to the terms he received.

In July 2003, the Company adopted the 2003 Consultant Stock Plan and reserved 5,000,000 shares of common stock for issuance to consultants for the Company. The purpose of the plan is to advance the interests of the Company by helping the Company obtain and retain the services of persons providing consulting service upon whose judgment, initiative, efforts and/or service the Company is substantially dependent, by offering to or providing those persons with incentives or inducements affording such persons an opportunity to become owners of common stock in the Company. The plan term is for ten years and the shares are issued at the fair market value on the date the shares are awarded.

On June 18, 2004, Lee Kasper was granted an option to purchase 2,000,000 shares of common stock at a price of $0.385 per share, 110% of the fair market value on the date of grant. The term of the option is five years. Mr. Kasper had the right to purchase 1,000,000 shares if the Company earns at least $2,000,000 in any calendar quarter during the 2004 fiscal year. Mr. Kasper’s right to purchase an additional 500,000 shares would have vested if the Company earns at least $5,000,000 in revenues during the 2004 fiscal year. The right to purchase 500,000 shares would vest if the Company successfully produces at least two major music concerts during the 2004 fiscal year. A major music concert is defined as a concert having a production budget that is no less that $250,000. The Company has successfully produced two major music concerts during the 2004 fiscal year. As of December 31, 2004, the right to purchase 1,500,000 of those warrants had lapsed.

On June 18, 2004, our former Vice President and Director Joseph Giarmo was granted an option to purchase 300,000 shares of common stock at a price of $0.35 per share, the fair market value on the date of grant. The term of the option is ten years. The right to purchase 150,000 shares vested immediately, in recognition of Mr. Giarmo’s efforts in filming our first music concert. Mr. Giarmo was granted the right to purchase 50,000 shares if the Company earned at least $2,000,000 in any calendar quarter during the 2004 fiscal year. Mr. Giarmo’s right to purchase an additional 50,000 shares was to vest if the Company earned at least $5,000,000 in revenues during the 2004 fiscal year. The right to purchase 50,000 shares was to vest if the Company successfully produced at least two major music concerts during the 2004 fiscal year. A major music concert is defined as a concert having a production budget that is no less than $250,000. The Company successfully produced two major music concerts during the 2004 fiscal year. As of December 31, 2004, the right to purchase 100,000 of those warrants had lapsed.

On June 18, 2004, our former Director Yegia Eli Aramyan was granted an option to purchase 100,000 shares of common stock at a price of $0.35 per share, the fair market value on the date of grant. The term of the option was ten years. The right to purchase 25,000 shares vest immediately, in recognition of Mr. Aramyan’s past service to the

Company. The right to purchase the remaining 75,000 shares vests over a three year period, 25,000 shares per year, on the anniversary date of the date of grant.

On September 1, 2004, our former Director Joseph Giarmo was granted an option to purchase 1,000,000 shares of common stock at a price of $0.26 per share, the fair market value on the date of grant. The term of the option was ten years. The right to purchase 500,000 shares vested on the date of grant while the right to purchase the remaining 500,000 shares vested on October 1, 2004.

On September 1, 2004, our former Director Jay Hergott was granted an option to purchase 40,000 shares of common stock at a price of $0.26 per share, the fair market value on the date of grant. The term of the option is ten years. The option vested immediately.

On March 17, 2005, the Company issued a warrant to acquire up to 3,000,000 shares of common stock at an exercise price of $0.14 to the Company's former President, Lee Kasper. On April 26, 2005, the warrant was cancelled by mutual agreement of the Company and Mr. Kasper.

The following is a summary of the shares covered by the Company's 2001 Stock Option Plan as of December 31, 2007:

Total shares authorized	5,000,000
Shares issued during the year ended December 31, 2003 ($0.12 - $1.20 per 20 per share)	1,315,000
Shares issued during the year ended December 31, 2004 ($0.24 - $1.20 per 20 per share)	1,082,223
Shares issued during the year ended December 31, 2005 ($0.09 - $0.22 per 22 per share)	500,000
Shares issued during the year ended December 31, 2006	-
Shares available for future issuance	2,102,777

On September 1, 2005, Lee Kasper was granted an option to purchase 6,000,000 shares of common stock at a price of $0.121 per share, 110% of the fair market value on the date of grant as an incentive to execute an Employment Agreement with the Company. The term of the option is five years. The option vested immediately.

In August 2005, Mr. Kasper received an additional $350,000 loan from Skura Intercontinental Trading Company, which is secured by his personal residence. Mr. Kasper loaned these funds to us on the same terms on which they were borrowed. The interest rate is 8% and the term is 36 months.

On July 7, 2006, our Board of Directors, pursuant to a consent to action without meeting of the Board of Directors, voted to amend the award of previous stock options to our officers, Directors and employees as follows:

Name	Options	Original Date Issued	Original Exercise Price	Amended Exercise Price
Yegia Aramyan	100,000 (1)	5/30/2003	$ 0.16	$0.01
Joseph Giarmo	300,000 (1)	5/30/2003	$ 0.16	$0.01
Jay Hergott	25,000 (1)	5/30/2003	$ 0.16	$0.01
Lee Kasper	700,000 (1)	5/30/2003	$ 0.16	$0.01
Yegia Aramyan	100,000 (1)	10/7/2003	$ 0.50	$0.01
Joseph Giarmo	50,000 (1)	10/7/2003	$ 0.50	$0.01
Joseph Giarmo	100,000 (1)	1/9/2004	$ 0.60	$0.01
Lee Kasper	500,000 (1)	1/9/2004	$ 0.60	$0.01
Yegia Eli Aramyan	100,000	6/18/2004	$ 0.40	$0.01
Joseph Giarmo	200,000	6/18/2004	$ 0.40	$0.01
Lee Kasper	500,000	6/18/2004	$ 0.40	$0.01
Lee Kasper	2,000,000	6/18/2004	$ 0.40	$0.01
Joseph Giarmo	1,000,000	9/1/2004	$ 0.26	$0.01
Jay Hergott	40,000	9/1/2004	$ 0.26	$0.01
Yegia Aramyan	50,000 (1)	12/6/2004	$ 0.27	$0.01
Jay Hergott	30,000 (1)	12/6/2004	$ 0.27	$0.01
Yegia Eli Aramyan	300,000	9/1/2005	$ 0.11	$0.01
Lee Kasper	6,000,000	9/1/2005	$ 0.11	$0.01
Yegia Eli Aramyan	300,000	12/20/2005	$ 0.06	$0.01
Joseph Giarmo	300,000	12/20/2005	$ 0.06	$0.01

(1) Originally granted pursuant to our 2001 Equity Incentive Plan.

In or around July 2006, we adopted the NuTech Digital, Inc. 2006 Directors, Officers and Consultants, Stock Option, Stock Warrant and Stock Award Plan, which has not been approved by our shareholders, which plan allowed for the issuance of 5,000,000 shares of common stock, warrants options or preferred stock to eligible Directors, employees, consultants, and attorneys who provide bona fide services to the Company, which is described in greater detail in our Registration Statement on Form S-8, filed with the Commission on August 2, 2006.

On December 15, 2006, we issued 500,000 shares of common stock to our Director Joseph Giarmo, in consideration for services rendered by Mr. Giarmo during 2006.

On December 15, 2006, we issued 500,000 shares of common stock to our former Director Yegia Eli Aramyan, in consideration for services rendered by Mr. Aramyan during 2006.

On January 10, 2007, we issued 2,000,000 shares of common stock to our former Chief Executive Officer and Director, Lee Kasper in consideration of payroll accrued in 2006 and the fact that Mr. Kasper has not demanded repayment of any of his outstanding loans to the Company.

On May 1, 2001, the Company leased its office and warehouse facilities for five years and three months. The base rental was $7,800 per month plus operating costs with cost of living adjustments in May of each year. The lease terminated on July 31, 2006.

At the end of the lease, the Company relocated to the home of an officer of the Company. From August 1, 2006 through September 30, 2007, the Company was being charged an amount of $2,000 per month for the use of this location.

On October 1, 2007, the Company entered into a thirty-six month lease with Jump Communications, Inc. for office and warehouse space. The base rental is $10,000 per month, plus operating costs. The lease terminates on September 30, 2010. Our Chief Executive Officer, A. Frederick Greenberg, is the principal shareholder of Jump. In addition, Mr. Greenberg and our President, Richard M. Greenberg, are officers and directors of Jump.

On October 1, 2007, the Company entered into a twelve month lease with Jump Communications, Inc. for office space. The base rental is $3,100 per month, plus operating costs. The lease terminates on September 30, 2008.

Item 13. Exhibits.

(a) EXHIBITS:

Exhibit No.	**Description of Exhibit**
3.1	Articles of Incorporation, as amended.(1)
3.2	Bylaws of NuTech Digital, Inc.(1)
10.1	2001 NuTech Digital, Inc. Equity Incentive Plan, as amended August 13, 2003.(4)
10.2	Business Security Loan Agreement between NuTech Digital, Inc. and U.S. Bank N.A., dated as of March 20, 2002 including the Addendum and Amendment thereto. (1)
10.3	Letter of Intent between NuTech Digital, Inc. and Ritek Corp. dated as of August 6, 1996 (including Letter of Intent A).(1)
10.4	Promissory Note and Commercial Security Agreement memorializing Small Business Administration Loan between NuTech Digital, Inc. and Imperial Bank, SBA Department, dated as of July 12, 2000.(1)
10.5	Unconditional Guarantee signed by Lee Kasper in favor of Imperial Bank dated July 12, 2000.(1)
10.6	Lease Agreement between Kathy Shreiber, Todd Lorber and Hiroko (“Lessor”) and NuTech Digital, Inc. (“Lessee”) for the premises located at 7900 Gloria Avenue, Los Angeles, CA, dated as of March 10, 2001.(1)
10.7	Note Secured by Deed of Trust by and between Lee H. and Michelle Kasper and Skura Intercontinental Trading Company dated February 19, 2003.(2)
10.8	Deed of Trust dated February 19, 2003 by Lee H. Kasper and Michelle Kasper in favor of Skura Intercontinental Trading Company.(2)
10.9	Term Loan Agreement dated November 7, 2002 between Lee Kasper and U.S. Bank, N.A.(2)
10.10	Addendum to Term Loan Agreement dated November 7, 2002 between U.S. Bank N.A. and Lee Kasper. (2)
10.11	Form of Common Stock Purchase Agreement. (4)
10.12	Form of Warrant. (4)
10.13	Warrant issued to Brighton Capital, Ltd.(4)
10.14	Amended and Restated NuTech Digital, Inc. 2003 Consultant Stock Plan. (4)
10.15	Consulting Agreement dated February 18, 2004 between NuTech Digital, Inc. and Redwood Consultants, LLC.(4)
10.16	Agreement dated February 4, 2004 between NuTech Digital, Inc. and Brighton Capital, Ltd.(4)

10.17	Agreement dated January 29, 2004 between NuTech Digital, Inc. and Lyons Capital, LLP.(4)
10.18	Agreement dated February 2, 2004 between NuTech Digital, Inc. and Sloan Securities Corp.(4)
10.19	Agreement dated December 4, 2003 between NuTech Digital, Inc. and Queenstone Financial Corp., including an amendment thereto dated February 22, 2004(4)
10.20	Option grant to Lee Kasper dated June 18, 2004.(5)
10.21	Option grant to Joseph Giarmo dated June 18, 2004.(5)
10.22	Option grant to Yegia Eli Aramyan dated June 18, 2004.(5)
10.23	Option grant to Joseph Giarmo dated September 1, 2004.(5)
10.24	Employment Agreement with Lee Kasper dated September 1, 2005(6)
10.25	Option grant to Lee Kasper dated September 1, 2005 (6)
10.26	Heads of Agreement for Manufacturing and Distribution between Warner Elektra Atlantic Corporation and NuTech Digital, Inc. (7)
10.27	Consulting Agreement dated April 14, 2006 between the Company and Digital Acquisitions Company LLC (8)
10.28	Joint Venture Agreement with Coalition Media Group (9)
10.29	Video Licensing Agreement with MusicGiants, Inc. (10)
10.30	License Agreement Regarding Due Distribution(11)
10.31	License Agreement Regarding DVD Distribution(11)
10.32	Agreement with Jump Communications, Inc. (12)
10.33	Asset Purchase Agreement with NuTech (12)
10.34	License Agreement with NuTech (12)
10.35	Asset Purchase Agreement with NAC (12)
10.36	License Agreement with NAC (12)
10.37	Debt Conversion Agreement with Queenstone(12)
31.1*	Certificate of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-OxleyAct of 2002*
32.1*	Certificate of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-OxleyAct of 2002*

(1) Incorporated by reference to the respective exhibits filed with registrant's Registration Statement on Form SB-2 (Commission File No. 333-88550).

(2) Incorporated by reference from the registrant's Form 10-KSB for the fiscal year ended December 31, 2002 filed on March 31, 2003, as amended on April 10, 2003.

(3) Incorporated by reference from the registrant's Form 8-K filed on October 15, 2002.

(4) Incorporated by reference from the registrant's Form 10-KSB for the fiscal year ended December 31, 2003 filed on March 24, 2004.

(5) Incorporated by reference from the registrant's Form 10-KSB for the fiscal year ended December 31, 2004 filed on April 11, 2005.

(6) Incorporated by reference from the registrant's Form 8-K filed on September 2, 2005.

(7) Filed as an exhibit to our Form 10-KSB, filed with the Commission on April 17, 2007, and incorporated herein by reference.

(8) Filed as an exhibit to our Form 10-QSB, filed with the Commission on May 22, 2006, and incorporated herein by reference.

(9) Filed as an exhibit to our Form 8-K, filed with the Commission on January 19, 2007, and incorporated herein by reference.

(10) Filed as an exhibit to our Form 10-QSB, filed with the Commission on November 22, 2006 and incorporated herein by reference.

(11) Filed as an exhibit to the Company's Form 10-KSB, filed with the Commission on April 17, 2007, and incorporated herein by reference.

(12) Filed as an exhibit to the Company's Form 10-QSB, filed with the Commission on May 22, 2006, and incorporated herein by reference.

(13) Filed as an exhibit to the Company's Form 8-K, filed with the Commission on January 19, 2007, and incorporated herein by reference.

(14) Filed as an exhibit to the Company's Form 10-QSB, filed with the Commission on November 22, 2006 and incorporated herein by reference.

(15) Filed as an exhibit to the Company's Form 10-QSB, filed with the Commission on April 6, 2007 and incorporated herein by reference.

(16) Filed as an exhibit to the Company's Report on Form 8-K, filed with the Commission on August 14, 2007, and incorporated herein by reference.

* Filed herein

(b) REPORTS ON FORM 8-K:

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

- On August 14, 2007, to report the Company's entry into various agreements with Jump

Communications, Inc., as reported in greater detail above.

- On August 27, 2007, to report the completion of the Acquisition of Jump Assets and Change of Control of the Registrant, as reported in greater detail above.
- On October 30, 2007, to report a Change in the Registrants Certifying Accountant as a result of the resignation of the Company's accountant without dispute.
- On November 15, 2007, to report a Change in the Registrants Certifying Accountant as a result of the retention of a new accountant, and to report the Departure of a Director or Officer, as reported in greater detail above.
- On March 3, 2008, to report a Change in the Registrants Certifying Accountant as a result of the resignation of the Company's accountant without dispute, and the retention of a new accountant.

Item 14. Principal Accountant Fees and Services.

The following table sets forth fees billed to us by our auditors during the fiscal years ended December 31, 2007 and December 31, 2006 for: (i) services rendered for the audit of our annual financial statements and the review of our quarterly financial statements, (ii) services by our auditor that are reasonably related to the performance of the audit or review of our financial statements and that are not reported as Audit Fees, (iii) services rendered in connection with tax compliance, tax advice and tax planning, and (iv) all other fees for services rendered.

	December 31, 2007	December 31, 2006
(i) Audit Fees	$ 27,500	$ 27,275
(ii) Audit Related Fees	$ 0	$ 0
(iii) Tax Fees	$ 0	$ 0
(iv) All Other Fees	$ 0	$ 0

SIGNATURES

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

August 5, 2008

NUTECH DIGITAL, INC.

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

In accordance with the Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ A. Frederick Greenberg A. Frederick Greenberg	Chief Executive Officer, and Director	August 5, 2008
/s/Richard M. Greenberg Richard M. Greenberg	President, Secretary, Treasurer and Director (Chief Financial Officer)	August 5, 2008

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
AND CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

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

1. I have reviewed this annual report on Form 10-KSB of the Company.

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this annual report.

4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: August 5, 2008

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

EXHIBIT 31.2

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
AND CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

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

1. I have reviewed this annual report on Form 10-KSB of the Company.

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this annual report.

4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: August 5, 2008

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

EXHIBIT 32.1

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

In connection with the Annual Report of NuTech Digital, Inc (the "Company") on Form 10-KSB for the twelve months ending December 31, 2008, as filed with the Securities and Exchange Commission (the “Report”), I, A. Frederick Greenberg, Chief Executive Officer, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

2. The information contained in the Report fairly presents, in all material respects, the financial condition of the Company as of the dates presented and the results of operations of the Company.

Dated: March 31, 2008

/s/ A. Frederick Greenberg

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

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

EXHIBIT 32.2

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

In connection with the Annual Report of NuTech Digital, Inc (the "Company") on Form 10-KSB for the twelve months ending December 31, 2008, as filed with the Securities and Exchange Commission (the “Report”), I, A. Frederick Greenberg, Chief Executive Officer, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

2. The information contained in the Report fairly presents, in all material respects, the financial condition of the Company as of the dates presented and the results of operations of the Company.

Dated: March 31, 2008

/s/ Richard M. Greenberg

Richard M. Greenberg
President, Secretary and Treasurer
(Chief financial officer)

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