

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 10-QSB

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly
period ended March
31, 2006

Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition
period
to _____

Commission File
Number: 000-33369

Sedona Software Solutions, Inc.
(Exact name of small business issuer as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

98-0226926
(IRS Employer Identification No.)

3273 E. Warm Springs Rd.
Las Vegas, Nevada 89120
(Address of principal executive offices)

(702) 312-6255
(Issuer's telephone number)

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days Yes No

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

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:
1,075,304 common shares as of as of March 31, 2006

Transitional Small Business Disclosure Format (check one): Yes No

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PART I- FINANCIAL INFORMATION

Item 1. Financial Statements

Our unaudited financial statements included in this Form 10-QSB are as follows:

[F-1 Unaudited Balance Sheet as of March 31, 2006;](#)

[F-2 Unaudited Statements of Operations for the three and nine months ended March 31, 2006 and 2005 and from January 14, 1999 \(Inception\) to March 31, 2006;](#)

[F-3 Unaudited Statements of Cash Flows for the nine months ended March 31, 2006 and 2005 and from January 14, 1999 \(Inception\) to March 31, 2006;](#)

[F-4 Notes to Unaudited Financial Statements;](#)

These unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the SEC instructions to Form 10-QSB. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period ended March 31, 2006 are not necessarily indicative of the results that can be expected for the full year.

SEDONA SOFTWARE SOLUTIONS, INC.
(a Development Stage Company)
Balance Sheet
(Unaudited)
(Stated in U.S. Dollars)

	March 31, 2006	June 30, 2005 (Audited)
ASSETS		
Current		
Cash	\$ 246	\$ 270
	<u>\$ 246</u>	<u>\$ 270</u>
LIABILITIES		
Current		
Accounts payable and accrued liabilities	1,740	5,086
Due to related parties (Note 4)	<u>\$ 82,428</u>	<u>\$ 58,265</u>
	<u>\$ 84,168</u>	<u>\$ 63,351</u>
STOCKHOLDERS' DEFICIENCY		
Share Capital		
Authorized:		
70,000,000 common shares, par value \$0.001 per share		
5,000,000 preferred shares, par value \$0.001 per share		
Issued and outstanding		
1,075,304 common shares (post reverse stock split)	1,075	1,075
Additional paid-in capital	77,371	77,371
Deficit Accumulated During the Development Stage	<u>\$ (162,368)</u>	<u>\$ (141,527)</u>
	(83,922)	(63,081)
	<u>\$ 246</u>	<u>\$ 270</u>

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

SEDONA SOFTWARE SOLUTIONS, INC.
(a Development Stage Company)
Statements of Operations
(Unaudited)
(Stated in U.S. Dollars)

	Three months ended March 31, 2006	Three months ended March 31, 2005	Nine months ended March 31, 2006	Nine months ended March 31, 2005	July 14, 1999(Inception) to March 31, 2006
Revenue	\$ -	\$ -	\$ -	\$ -	\$ -
Expenses					
Consulting fees	\$ -	\$ -	\$ -	\$ -	2,500
Option payments	-	-	-	-	4,430
Professional fees	2,795	4,100	20,897	12,684	147,760
Interest expense	-	-	-	-	1,863
Bank charges and office	12	23	24	101	2,255
Transfer fees	-	50	-	100	3,560
Total expenses	<u>2,807</u>	<u>4,173</u>	<u>20,921</u>	<u>12,885</u>	<u>162,368</u>
Net (loss)	<u>\$ (2,807)</u>	<u>\$ (4,173)</u>	<u>\$ (20,921)</u>	<u>\$ (12,885)</u>	<u>\$ (162,368)</u>
Net Loss for the Period	<u>\$ (2,807)</u>	<u>\$ (4,173)</u>	<u>\$ (20,921)</u>	<u>\$ (12,885)</u>	<u>\$ (162,368)</u>
Basic and Diluted Loss Per Share	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>	<u>\$ (0.01)</u>	<u>\$ (0.15)</u>
Weighted Average Number of Shares Outstanding	<u>1,075,304</u>	<u>1,075,304</u>	<u>1,075,304</u>	<u>1,075,304</u>	<u>1,075,304</u>

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

SEDONA SOFTWARE SOLUTIONS, INC.
(a Development Stage Company)
Statements of Cash Flows
(Unaudited)
(Stated in U.S. Dollars)

	Three months ended March 31, 2006	Three months ended March 31, 2005	Nine months ended March 31, 2006	Nine months ended March 31, 2005	July 14, 1999(Inception) to March 31, 2006
Cash Flows From Operating Activities					
Net loss for the period	\$ (2,807)	\$ (4,173)	\$ (20,841)	\$ (12,885)	\$ (162,368)
Membership units issued in exchange for expenses	-	-	-	-	-
Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities:					
Non-cash items:					
Shareholder debt forgiven (Note 3)	-	-	-	-	8,811
Beneficial conversion feature of convertible notes recorded as interest expense (Note 3)	-	-	-	-	1,863
Adjustments To Reconcile Net Loss To Net Cash Used By Operating Activities					
Accounts payable and accrued liabilities	(3,266)	2,788	(3,346)	537	1,741
Amounts due to related parties	6,061	-	24,163	-	86,155
Advance due to former director	-	-	-	-	46,144
Net cash (used) by operating activities	(12)	(1,385)	(24)	(12,348)	(17,654)
Cash Flows From Financing Activities					
Issue of common shares	-	-	-	-	17,900
Net cash provided by financing activities	-	-	-	-	17,900
Net increase (decrease) in cash	(12)	(1,385)	(24)	(12,348)	(246)
Cash - beginning	258	1,699	270	12,662	-
Cash - ending	\$ 246	\$ 314	\$ 246	\$ 314	\$ (246)
Supplemental disclosures:					
Interest paid	\$ -	\$ -	\$ -	\$ -	\$ -
Income taxes paid	\$ -	\$ -	\$ -	\$ -	\$ -

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

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SEDONA SOFTWARE SOLUTIONS, INC.
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2006
(Stated in U.S. Dollars)

1 BASIS OF PRESENTATION

The unaudited interim financial statements as of March 31, 2005 included herein have been prepared without audit pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with United States of America generally accepted principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. It is suggested that these financial statements be read in conjunction with the June 30, 2005 audited financial statements and notes thereto.

2. NATURE OF OPERATIONS

a) Organization

The Company was incorporated in the State of Nevada, U.S.A., on July 14, 1999.

b) Going Concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern.

As shown in the accompanying financial statements, the Company has incurred a net loss of \$162,368 for the period from July 14, 1999 (inception) to March 31, 2006, and has no sales. The future of the Company is dependent upon its ability to obtain financing and upon future profitable operations from the development of its new business opportunities. Management has plans to seek additional capital through a private placement and public offering of its common stock. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates, which have been made using careful judgment.

The financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality, and within the framework of the significant accounting policies summarized below:

a) Development Stage Company

The Company is a development stage company as defined in the Statements of Financial Accounting Standards No. 7. The Company is devoting substantially all of its present efforts to establish a new business

and none of its planned principal operations have commenced. All losses accumulated since inception have been considered as part of the Company's development stage activities.

b) Option Payments and Development Costs

The Company expenses all costs related to option maintenance and development costs.

c) Income Taxes

The Company has adopted Statement of Financial Accounting Standards No. 109 - "Accounting For Income Taxes" (SFAS 109). This standard requires the use of an asset and liability approach for financial accounting and reporting on income taxes. If it is more likely than not that some portion, or all of a deferred tax asset, will not be realized, a valuation allowance is recognized.

d) Financial Instruments

The Company's financial instruments consist of cash, and accounts payable and accrued liabilities, and advances due to director.

Unless otherwise noted, it is management's opinion that this Company is not exposed to significant interest or credit risks arising from these financial instruments. The fair value of these financial instruments approximate their carrying values, unless otherwise noted.

e) Basic and Diluted Loss Per Share

In accordance with SFAS No. 128, "Earnings Per Share," the basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. At March 31, 2006, the Company has no common stock equivalents that were anti-dilutive and excluded in the earnings per share computation.

4. RELATED PARTY TRANSACTIONS

Amounts due to related parties as disclosed in the balance sheet comprise the following:

	December 31, 2005
Convertible note payable to Cane Clark LLP	\$ 50,326
Debt discount resulting from beneficial conversion feature	(5,591)
Amortization of debt discount	1,863
Amounts due to Cane Clark LLP	35,830
Amounts due to former director	-
	\$ <u>82,428</u>

The Convertible note payable is interest free, unsecured and became due on October 1, 2005. The note may be converted, at the option of the holder, into common stock at a discount of 10% to the current market price, providing the discount does not exceed \$0.20 per share. The Company is in default with respect to the settlement of this note and the holder has not demanded repayment.

During the three month period ended March 31, 2006, the Company incurred \$2,911 in professional fees to Cane Clark LLP, the controlling shareholder of the Company, increasing the total amounts due to Cane Clark, LLP to \$35,830.

5. CONTINGENCY

The Company and a former director have been served with a formal notice of investigation by the Securities Exchange Commission with regard to certain violations of the Securities Act of 1933. The Company's legal counsel for the Company has advised that, at this stage of the proceedings, they cannot offer an opinion as to the probable outcome of the investigation. The Company has agreed to incur, on behalf of the former director, all costs associated with the investigation. As of March 31, 2005, no accrual for costs has been made in these financial statements as the cost cannot be reasonably determined.

Item 2. Plan of Operation

Forward-Looking Statements

Historical results and trends should not be taken as indicative of future operations. Management's statements contained in this report that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934 (the "Exchange Act"), as amended. Actual results may differ materially from those included in the forward-looking statements. We intend such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and is including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of ours, are generally identifiable by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project," "prospects," or similar expressions. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Further information concerning this company and our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

Change in Control

Upon the close of a Share Transfer Agreement effective May 13, 2005, John E. Cooper, our former sole director and officer, transferred his 3,000,000 shares of common stock in Sedona Software, Inc. to Cane Clark, LLP, our legal counsel for several years. In connection with the transfer of shares, Mr. Cooper also assigned a promissory note dated May 1, 2005 to Cane Clark, LLP. As part of the same transaction, Mr. Cooper's two sons and prior directors of the Company, Andrew J. Cooper and Gordon E. Cooper, each transferred his 500,000 shares of common stock in Sedona Software, Inc. to Cane Clark, LLP. In consideration for the aggregate 4,000,000 shares, Cane Clark, LLP agreed to forgive accrued legal fees incurred by us, which we were unable to afford, and provide future services. In further consideration for the aggregate 4,000,000 shares, Cane Clark, LLP agreed to pay John E. Cooper, Andrew J. Cooper, and Gordon E. Cooper the total sum of \$100,000.00 out of the proceeds of any resale of the shares.

We believe that the consummation of the Share Transfer Agreement represents a change of control of Sedona Software, Inc. Upon the close of the Share Transfer Agreement effective May 13, 2005, Cane and Clark, LLP now owns approximately 74.4% of our voting shares.

On September 6, 2005, our shareholders approved a 5 to 1 reverse stock split of our common stock. Following this effective date of this forward split, the number of outstanding shares of our common stock decreased from 5,376,500 shares to 1,075,304 shares.

Plan of Operation

We currently have no business activities. Our plan of operations is to continue our attempts to identify and evaluate businesses and technology opportunities and make arrangements to acquire one that is consistent with our expertise and income needs. At the present time, we have not identified any other businesses or technology opportunities that management believes in consistent with our expertise and income needs.

We can provide no assurance that we will be successful in acquiring other businesses or technology due to our limited working capital. We anticipate that if we are successfully able to identify technology or businesses for acquisition, we will require additional financing in order to enable us to complete the acquisition. However, we can provide no assurance that if we pursue additional financing we will receive any financing.

We currently have forecasted the expenditure of approximately \$30,000 during the next six to twelve months in order to remain in compliance with the reporting requirements of the Securities Exchange Act of 1934 and to identify additional businesses and technology for acquisition. The completion of our business plan for the next 12 months is contingent upon us obtaining additional financing. If we are unable to obtain additional financing, our business plan will be significantly impaired. We do not have any formal commitments or arrangements for the sales of stock or the advancement or loan of funds. Without the necessary cash flow, we will not be able to pursue our plan of operations until such time as the necessary funds are raised in the equity securities market. If we are successful and identify a business or technology to acquire, we will need additional financing to complete this acquisition.

We do not anticipate purchasing any real property or significant equipment during the next 12 months.

At the present time we have no employees other than our sole officer and director, Mr. David Clark. We do not anticipate hiring any employees until such time as we are able to acquire any additional businesses and/or technology.

Results of Operations

We did not earn any revenues during the three months ended March 31, 2006 and have not earned any revenues since our inception on July 14, 1999.

We incurred expenses in the amount of \$2,795 for the three month period ended March 31, 2006, compared to expenses of \$4,173 for the three month period ended March 31, 2005. We incurred expenses in the amount of \$20,291 for the nine month period ended March 31, 2006, compared to expenses of \$12,885 for the nine month period ended March 31, 2005. Our expenses for the three and nine month periods ended March 31, 2006 were entirely attributable to paying professional fees. We anticipate our operating expenses will increase as we undertake our plan of operations.

We incurred a loss of \$2,807 for the three month period ended March 31, 2006, compared to a loss of \$4,173 for the three month period ended March 31, 2005. We incurred a loss of \$25,472 for the nine month period ended March 31, 2006, compared to a loss of \$12,885 for the nine month period ended March 31, 2005. Our losses have been attributable entirely to operating expenses.

Liquidity and Capital Resources

As of March 31, 2006, our sole asset was cash in the amount of \$246. As of March 31, 2006, we had total current liabilities in the amount of \$84,178. As a result, we had a working capital deficit of \$83,922 as of March 31, 2006. Accordingly, we currently have insufficient working capital to pursue our plan of operations.

We have not attained profitable operations and are dependent upon obtaining financing to pursue our plan of operations. For these reasons our auditors stated in their report that they have substantial doubt we will be able to continue as a going concern.

Off Balance Sheet Arrangements

As of March 31, 2006, there were no off balance sheet arrangements.

Item 3. Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of March 31, 2006. **This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, Mr. David Clark. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2006, our disclosure controls and procedures are effective.** There have been no significant changes in our internal controls over financial reporting during the quarter ended March 31, 2006 that have materially affected or are reasonably likely to materially affect such controls.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Limitations on the Effectiveness of Internal Controls

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. Our

disclosure controls and procedures are designed to provide reasonable assurance of achieving our objectives and our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective at that reasonable assurance level. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are aware that a formal order of investigation by the SEC was entered in the matter titled "Sedona Software Solutions, Inc. / HO-9634." In accordance with this investigation, Mr. John E. Cooper, our Chief Executive and Financial Officer, testified before the SEC on February 11, 2003 in regard to this matter. On June 7, 2005, Mr. Cooper received notice from the staff at the SEC that it intends to recommend that the Commission file a civil action in U.S. District Court seeking the following:

- A permanent injunction pursuant to Section 20(b) of the Securities Act of 1933 ("Securities Act") and Section 21(d)(1) of the Securities Exchange Act for the following conduct in or about January 2003:
 1. Violating Sections 5(a) and 5(c) of the Securities Act by offering and selling shares of Sedona Software Solutions, Inc. ("Sedona") without a registration statement or proper exemption from registration;
 2. Violation Section 13(d) of the Exchange Act and Rule 13d-2 thereunder by failing to file an amended Schedule 13D with the Commission to report sales of Sedona stock;
 3. Violating Section 16(a) of the Exchange Act and Rules 16a-2 and 16a-3 thereunder by failing to make proper filing with the Commission disclosing sales and annual ownership of Sedona stock;
 4. Aiding and abetting Sedona's violation of Section 13(a) of the Exchange Act and Rule 13a-11 thereunder by failing to file a current report on Form 8-K with the Commission disclosing that Sedona had been sold and that Mr. Cooper had resigned as chairman and CEO of the company (and was later reinstated as such).
- Disgorgement (including pre-judgment interest) of profits received in connection with unlawful sales of Sedona stock in or about January 2003;
- The imposition of civil penalties pursuant to Section 20(d) of the Sections Act and Section 21(d)(3) of the Exchange Act; and
- A permanent bar to Section 20(g) of the Securities Act and Section 21(d)(6) of the Exchange Act prohibiting Mr. Cooper from participating in penny stock offerings.

On June 23, 2005, the SEC sent a letter confirming a telephone conversation between SEC staff and our securities counsel indicating that the Commission intends to recommend enforcement action against us. The SEC further indicated that the Commission intends to file a civil action in the United States District Court to seek a permanent injunction against us pursuant to Section 20(b) of the Securities Act and Section 21(d)(1) of the Exchange Act for violations of Section 5(a) and 5(c) of the Securities Act, and Section 13(a) of the Exchange Act and Rule 13a-11

thereunder.

Since then, management has discussed possible resolutions with the Staff of the SEC. Those discussions are ongoing.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3. Defaults upon Senior Securities

None

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

No matters have been submitted to our security holders for a vote, through the solicitation of proxies or otherwise, during the quarterly period ended March 31, 2006.

Item 5. Other Information

None

Item 6. Exhibits

Exhibit Number	Description of Exhibit
31.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

In accordance with the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Sedona Software Solutions, Inc.

Date: May 31, 2006

By: /s/ David Clark
David Clark

Title: Chief Executive Officer, Chief Financial
Officer, and Director