

**ISSUER INFORMATION AND DISCLOSURE STATEMENT
PURSUANT TO
RULE 15c2-11 (a)(5)**

May 26, 2006

**Hathaway Corporation
475 Central Ave., Suite B100
St Petersburg, FL 33701
Telephone: 817.812.2107
Facsimile: 813.354.2739**

**Federal I.D. No.
81-0562883**

**Cusip No.
41901P 10 8**

ISSUER'S EQUITY SECURITIES

COMMON STOCK

**\$.0001 Par Value
250,000,000 Shares Authorized
200,000,000 Shares Common
63,225,000 Issued and Outstanding
50,000,000 Shares Preferred**

TRANSFER AGENT

**Island Stock Transfer, Inc.
100 First Ave. South, Suite 212
St. Petersburg, FL 33701
Telephone: 727.287.1512
Facsimile: 727.287.1612**

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INFORMATION AND DISCLOSURE STATEMENT

May 26, 2006

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OBTAINED FROM THE COMPANY IN ACCORDANCE WITH RULE 15c2-11 (a)(5) PROMULGATED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RULED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

The undersigned hereby certifies that the information herein is true and correct to the best of their knowledge and belief.

May 26, 2006

Hathaway Corporation

**By: /s/ Paul Lisenby
Paul Lisenby, CEO**

COPIES OF THIS INFORMATION AND DISCLOSURE STATEMENT ARE AVAILABLE FROM THE ISSUER UPON REQUEST.

HATAWAY CORPORATION
INFORMATION AND DISCLOSURE STATEMENT
May 26, 2006

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated by the Securities and Exchange Commission under Securities Act of 1934.

ITEM (i): The exact name of the issuer and its predecessor (if any).

Hathaway Corporation

ITEM (ii): The address of its principal executive offices.

Hathaway Corporation.
475 Central Ave., Suite B100
St Petersburg, FL 33701
Telephone: 817.812.2107
Facsimile: 813.354.2739
Website: <http://www.hathawayglobal.com>.
Investor Relations: Sam Talari
Telephone: 727.417.9338
Email: talari@hathawayglobal.com

ITEM (iii): The state and date of incorporation, if it is a corporation.

Incorporated in the State of Delaware

ITEM (iv): The exact title and class of each class of securities outstanding.

The Issuer has one class of equity securities, namely, 250,000,000 total authorized shares with 200,000,000 of Common Stock with 63,225,000 shares of Common outstanding and 50,000,000 of Preferred with none outstanding.

CUSIP: 41901P 10 8
Trading Symbol: HWYI

ITEM (v): The par or stated value of the security.

The par values of the Common and Preferred Stock are \$.0001 par value per share. There are no other classes of securities.

ITEM (vi): The number of shares or total amount of the securities outstanding for each class of securities outstanding and a list of securities offerings and shares issued for services in the past two years.

Period Ending December, 31, 2003

- (i) Period ending 12/31/2003
- (ii) Total Shares Authorized: 100,000,000
- (iii) Total Shares Issued: 20,000,000
- (iv) Shares in the Public Float: 0
- (v) Number of Shareholders: 9

Period Ending December, 31, 2004

- (i) Period ending 12/31/2004
- (ii) Total Shares Authorized: 100,000,000
- (iii) Total Shares Issued: 20,000,000
- (iv) Shares in the Public Float: 0
- (v) Number of Shareholders: 9

Period Ending December, 31 2005

- (i) Period ending 12/31/2005
- (ii) Total Shares Authorized: 100,000,000
- (iii) Total Shares Issued: 60,225,000
- (iv) Shares in the Public Float*: 2,000,000
- (v) Number of Shareholders: 120

Period Ending March, 31 2006

- (i) Period ending 03/31/2005
- (ii) Total Shares Authorized: 250,000,000
- (iii) Total Shares Issued: 63,225,000
- (iv) Shares in the Public Float*: 2,000,000
- (v) Number of Shareholders: 400

* Public float is available through release of 144 shares by two of the unaffiliated investors and ex-officer, Jenny Talari and Niaz Aziz. Jenny Talari served as the company's secretary from July 2002 to December 2003. She has not been affiliated with the company since her resignation on December 2003. She is an ex-spouse of Sam Talari. Her shares were released on February 28, 2005 with an opinion of a counsel. The shares were held for almost 2 years. Mr. Niaz Aziz also released his shares through rule 144 on July 2005. He is not an affiliate and never has been in any management position with the company. Please see attached opinion letter.

Prior issuance of shares for the last two years for services and cash

Since our organization on July 23, 2002, we have sold securities in the transactions described below without registering the securities under the Securities Act of 1933, as amended. No underwriter or sales or placement agent was involved in the transactions.

In March 2003, we issued an aggregate of 9,200,000 shares of common stock for services rendered to us. Michael Knox received 100,000 shares, Jenny Talari received 1,000,000 shares, FutureTech Capital received 6,800,000 shares, Aziz Malik received 100,000 shares, Paul Lisenby received 70,000 shares, Sadruddin Curimbhoy received

100,000 shares, Mike Mackey received 30,000 shares and Niaz Aziz received 1,000,000 shares.

Set forth below is information regarding the issuance and sales of Hathaway securities without registration since its formation. No such sales involved the use of an underwriter and no commissions were paid in connection with the sale of any securities.

On July 30, 2002, Mr. Talari, our chairman and chief executive officer purchased 10,800,000 shares of our common stock for a purchase price of \$0.0001 per share which he paid by contribution of services valued at \$1080. We believe that these transactions were exempt from the registration requirements of the Securities Act pursuant to Section 4(2) thereof, as the recipients had sufficient knowledge and experience in financial and business matters that they were able to evaluate the merits and risks of an investment in Hathaway, and since the transactions were non-recurring and privately negotiated.

On March 31, 2003, Mrs. Talari, our Executive Secretary purchased 1,000,000 shares of our common stock for a purchase price of \$0.0001 per share which she paid \$100. We believe that these transactions were exempt from the registration requirements of the Securities Act pursuant to Section 4(2) thereof, as the recipients had sufficient knowledge and experience in financial and business matters that they were able to evaluate the merits and risks of an investment in Hathaway, and since the transactions were non-recurring and privately negotiated.

On March 31, 2003, Niaz Aziz, our director purchased 1,000,000 shares of our common stock for a purchase price of \$0.0001 per share which he paid \$100. We believe that these transactions were exempt from the registration requirements of the Securities Act pursuant to Section 4(2) thereof, as the recipients had sufficient knowledge and experience in financial and business matters that they were able to evaluate the merits and risks of an investment in Hathaway, and since the transactions were non-recurring and privately negotiated.

On March 31, 2003, Mike Mackey, our director purchased 30,000 shares of our common stock for a purchase price of \$0.0001 per share which he paid \$3. We believe that these transactions were exempt from the registration requirements of the Securities Act pursuant to Section 4(2) thereof, as the recipients had sufficient knowledge and experience in financial and business matters that they were able to evaluate the merits and risks of an investment in Hathaway, and since the transactions were non-recurring and privately negotiated.

On March 31, 2003, Aziz Malik, our director purchased 100,000 shares of our common stock for a purchase price of \$0.0001 per share which he paid \$10. We believe that these transactions were exempt from the registration requirements of the Securities Act pursuant to Section 4(2) thereof, as the recipients had sufficient knowledge and experience in financial and business matters that they were able to evaluate the merits and risks of an investment in Hathaway, and since the transactions were non-recurring and privately negotiated.

On March 31, 2003, Sadruddin Curimbhoy, our director purchased 100,000 shares of our common stock for a purchase price of \$0.0001 per share which he paid \$10. We believe that these transactions were exempt from the registration requirements of the

Securities Act pursuant to Section 4(2) thereof, as the recipients had sufficient knowledge and experience in financial and business matters that they were able to evaluate the merits and risks of an investment in Hathaway, and since the transactions were non-recurring and privately negotiated.

On March 31, 2003, Mike Knox, purchased 100,000 shares of our common stock for a purchase price of \$0.0001 per share which he paid \$10. We believe that these transactions were exempt from the registration requirements of the Securities Act pursuant to Section 4(2) thereof, as the recipients had sufficient knowledge and experience in financial and business matters that they were able to evaluate the merits and risks of an investment in Hathaway, and since the transactions were non-recurring and privately negotiated.

On March 31, 2003, Paul Lisenby, purchased 70,000 shares of our common stock for a purchase price of \$0.0001 per share which he paid \$7. We believe that these transactions were exempt from the registration requirements of the Securities Act pursuant to Section 4(2) thereof, as the recipients had sufficient knowledge and experience in financial and business matters that they were able to evaluate the merits and risks of an investment in Hathaway, and since the transactions were non-recurring and privately negotiated.

On March 31, 2003, FutureTech Capital, purchased 6,800,000 shares of our common stock for a purchase price of \$0.0001 per share which he paid \$680. We believe that these transactions were exempt from the registration requirements of the Securities Act pursuant to Section 4(2) thereof, as the recipients had sufficient knowledge and experience in financial and business matters that they were able to evaluate the merits and risks of an investment in Hathaway, and since the transactions were non-recurring and privately negotiated.

On July 31, 2005, Hathaway Corporation purchased 100% OptiCon systems inc for 42M shares of common at \$1 per shares, par value \$.0001. We believe that these transactions were exempt from the registration requirements of the Securities Act pursuant to Section 4(2) thereof, as the recipients had sufficient knowledge and experience in financial and business matters that they were able to evaluate the merits and risks of an investment in Hathaway, and since the transactions were non-recurring and privately negotiated.

On March 31, 2006, Hathaway Corporation purchased 100% of Diabetics Detections Inc. (DDI) for three million shares of common at \$1 per share, par value \$.0001. We believe that these transactions were exempt from the registration requirements of the Securities Act pursuant to Section 4(2) thereof, as the recipients had sufficient knowledge and experience in financial and business matters that they were able to evaluate the merits and risks of an investment in Hathaway, and since the transactions were non-recurring and privately negotiated.

ITEM (vii): The name and address of the transfer agent.

Island Stock Transfer, Inc.
100 First Ave. South, Suite 212
St. Petersburg, FL 337001

Telephone: 727.287.1512
Facsimile: 727.287.1612

Island Stock Transfer, Inc. is appropriately registered with the SEC.

ITEM (viii): The nature of the issuer's business.

Hathaway was organized and commenced operations on July 23, 2002. Since the inception, Hathaway has been developing communications and financial related software applications to market and sell in the global marketplace. The Company has spent the past two years in developing its business plan, communications software (Webimx) and financial software (CredEx). Hathaway has taken this time to develop and test its products to assure their robustness and stability.

We have not had any revenue since inception due to our concentration on R&D. We have spent our money, time and energy in developing our products and fine tuning our business model. We have come up with a convincing strategy to focus and concentrate on the telecommunication industry by purchasing companies with complementary products and services. We may consider letter of intent for several companies we are keeping an eye on.

In the long run, we would like to concentrate on developing and spinning off technology companies in the telecommunication field especially OSS related management software for fiber optic industry and VoIP related convergence products and services. We think the fiber optics industry is on the verge of exponential growth due to Fiber to Home Initiative.

In 2003 we filed with SEC to trade on NASDAQ OTC and are in the approval process with our SB2. We have audited financials for the years 2002-2003 and are in the process of auditing our financials for the years 2003-2004. You can find our filings at Edgar.

A. Business Development

1. Hathaway Corporation is a Delaware Corporation
2. The Company was organized as a Delaware Corporation on July 23, 2002.
3. The Company's fiscal year end is December 31.
4. The Issuer has never filed bankruptcy.
5. There has been no material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.
6. There have been no defaults on any indebtedness.
7. There have been no changes of control.
8. There have been new issuances and increase of shares since inception. We have increased our authorized shares of our Common stock from 100M to 200M shares. We have also authorized 50M shares of Preferred at \$.0001 par value.
9. On July 30th we purchased OptiCon Systems Inc for 42M shares of Common based on \$1 per share, par value \$.0001.
10. On December 31st, 2005 we increased our outstanding shares from 100M to 250M including 50M shares of Preferred.

11. On March 31st, we purchased Diabetics Detections Inc (DDI) for 3M shares of Common at \$1 per share, par value \$.0001.
12. On April 19th we decided to spin off OptiCon Systems. We are filing a SB2 with SEC by the end of June to complete the spin off. The shares in the newly spun off company will be given as dividend to the existing shareholders. For every shares of Hathaway held by the recording date, shareholders of public record will receive .50 shares of OptiCon.
13. The Issuer' securities have never been delisted by any securities exchange or NASDAQ.
14. There are no current, past, pending or threatening legal proceedings or administrative actions.

B. Business Of Issuer

1. The Issuers primary and secondary SIC Codes.

Primary – 7371 Computer Programming Services

Secondary – 7373 Computer Integrated System Design

2. The issuer is currently conducting operations.
3. There is no parent, subsidiary, or affiliates of the issuer.
4. There are no existing or probable governmental regulations on the business.
5. Hathaway has spent an estimate of \$2.5M for the last two fiscal years on research and development activities, and, none of this research and development was borne directly by customers.
6. There are no costs and effects of compliance with environmental laws (federal, state and local).
7. As of the date of this information statement Hathaway consisted total of 4 employees with 4 full time employees.

C. Investment Policies

1. Investments in real estate or interests in real estate.

None

2. Investments in real estate mortgages.

None

3. Securities of or interests in persons primarily engaged in real estate activities.

None

ITEM (ix): The nature of products or services offered.

1. Principal products or services, and their markets.

Hathaway has been developing communications and financial related software applications to market and sell in the global marketplace. The Company has developed a communications software (Webimx) and a financial software (CredEx).

For telecommunications industry Hathaway has developed a communications tool called Webimx. Webimx is a communication and collaboration software. Webimx is a secure web based software communication tool that allows companies of all sizes to have access to affordable and secure collaborative environment for training, sales, customer service and multimedia collaborations. Management believes that secure communications software will be in high demand by companies that are concerned about travel costs, secure communications between management, clients and employees.

For the financial services industry Hathaway has developed a credit risk management software solution called CredEx. CredEx is a proprietary credit discovery and evaluation software product for the financial credit scoring industry. CredEx has primarily been designed as an ASP system (Application Service Provider; leased and delivered through Internet), fulfilling the requirements of virtually any type of organization that wishes to utilize on-line credit checking.

2. Distribution methods of the products or services.

Hathaway uses a global infrastructure to deliver value-added services to its customers to address IT needs in specific industries. The Company offers a comprehensive range of IT services based on existing and emerging technologies that are tailored to meet the specific needs of its clients. Hathaway designs, develops and installs software for a variety of IT systems. A project may involve the development of new applications or new functions for existing software applications. Each development project typically involves all aspects of the software development process, including definition, prototyping, design, pilots, programming, testing, installation and maintenance.

The Company works with offshore software development facilities located throughout India, Russia and Asia that enable it to provide high quality, cost-effective services to its customers. The Company's services that are offered on a fixed-price, fixed-time frame or time-and-materials basis, include custom software application development, research and development, information solutions, e-solutions and product lifecycle management services.

Hathaway's marketing efforts are directed at reaching Senior Executive Management teams, including the Chief Financial Officers, Chief Information Officers, Chief Executive Officers, Owners and other key Decision-makers of the Company's potential customers.

Hathaway's definition of its target market includes those companies that have a turnover of \$5M to \$5 billion per annum. They include startups, entrepreneurs

developing or launching a new product or service, family-owned businesses, proprietorships, influencer, corporations, government entities, and non-profit institutions. These companies would typically have from 100 to 10,000 employees. They may fall within any of Hathaway's targeted group within financial institutions and insurance companies.

We try to be a leader in our segment of the industry through superior customer service and technological innovation. Our goals are to enhance our clients' visibility and profitability through state of the art solutions and domain expertise. Some clients verify that the increased revenues realized from more streamline operation and market traction can wholly or partially recover the cost of our solutions. We emphasize the benefits of our solutions by:

1. Adhere to high professional service standards;
2. Maintaining only highly qualified industry consultants as domain experts;
3. Educating our clients on global visibility and traction in regards to their products; and
4. Providing our services at a cost which is affordable to our customers with verifiable ROI.

We also try to increase customer satisfaction by offering a wide variety of solutions. We believe our customers view this as a turnkey solution for their important business functions. Our solutions can therefore be viewed as a total solution for businesses in our targeted segment.

Our future strategy is to increase the number of customers we serve, and to increase our services to each client. There are numerous medium size businesses in the industry that operate throughout the United States with inadequately product visibility and customer traction. We believe we can offer an excellent solution for these enterprises. As we continue to develop and market our expertise to these enterprises, we hope to appeal to larger companies with revenue of more than \$100M plus throughout the United States.

We believe our existing solutions will be adequate to sustain our growth for the foreseeable future. However, as new opportunities come to our attention, we will attempt to capitalize on additional revenue opportunities to accelerate that growth.

Marketing the services we offer will be critical to our success. An effective web presence, trade show representation and attendance, and industry contacts will be the three key areas we concentrate on in the beginning. As our site matures and we develop a large database of clients, then our referral programs will continue to assist us in building a network of qualified participants that can utilize our services as they come online. In addition, our alliances with other corporate partners will further develop channels of opportunities to market our services to businesses in the targeted market.

3. Status of any publicly announced new product or service.

None

4. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition.

The market for this product is medium and large organizations from Financial Marketing companies, Credit bureaus, Banks, Mortgage Lenders and Scorecard developers and System integrators. We may offer also our services to large scorecard developers such as Experian, CIT and Fair Isaac, Inc. Risk Management sector of the financial industry is one of the largest segment of the market. Every financial industry segments such as mortgage lending, credit granting institutions, banks and even business of all sizes will need some sort of lending or credit granting scorecard to evaluate the applicants. Even industries such as telecommunications, insurance and healthcare will need to have access to risk management software to value their customers in a B2C or B2B environment. With CredEx any of these companies can assess the risk associated with lending and credit granting practices with ease of use and at an affordable cost.

We compete with both outside suppliers and in-house computer systems departments for scoring business. Major competitors among outside suppliers of scoring models include the three major credit bureaus. In the consumer market we compete with companies that provide consumers with their credit reports, credit scores like FICO, and related monitoring and score analysis services. Homestore.com, Inc. offers such services through several consumer Web sites it maintains, including iPlace.com, consumerinfo.com, and Qspace.com. Also, Fair Isaac, Experian and TransUnion offer similar services through their Web sites. In addition to offering similar services, TrueLink, Inc. provides a consolidated credit report representing information from all three national credit reporting agencies.

5. Sources and availability of raw materials and the names of principal suppliers.

None

6. Dependence on one or a few major customers.

We currently have no revenue but our business model calls for a broad based customer base each accounting for no more than 20% of our revenue.

7. Patents, trademarks, licenses, franchises, concessions, royalty agreements, or labor contracts, including their duration.

We have labor contracts and agreements with our acting CEO, Paul Lisenby and our Secretary Derek Haake for the period of two years ending December 2006.

8. The need for government approval of principal products or services. Discuss the status of any requested government approvals.

None

ITEM (x): The nature and extent of the issuer's facilities.

The Company currently leases office space at 100 First Ave. South, Suite 200, St. Petersburg, Florida 33701. The company previous location was at 133 south commercial street, Manchester, NH. The Company moved to the current location on May 12th, 2004. The Company leases approximately 300 square feet of executive offices at a monthly rate of \$400.00. The lease expires in December 2005. The Company has no other assets or properties leased or otherwise.

The issuer does not owns any property or properties, for which the book value amounts to 10 percent or more of the total assets of the issuer and its consolidated subsidiaries for the last fiscal year

ITEM (xi): The name of the chief executive officer, members of the board of directors, as well as counsel, accountant and public relations consultant.

A. Officers, Directors and Advisors.

1. Executive Officers

Sam Talari, Paul Lisenby, and Derek Haake are shareholders, officers and directors of the company. Mr. Talari has spent over nine years in the information technology industry and he is working full time for Hathaway. Mr. Lisenby has more than 20 years in marketing and sales he is working full time for Hathaway, Derek Haake has spent over six years in the IT industry and as consultant for large telecom companies and he is working full time for Hathaway. There have been no salaries given to any of the officers for the past two years. The salary will not be given until the close of funding.

Name	Age	Position
Paul Lisenby	46	Acting Chief Executive Officer, Chairman
Derek Haake	26	Chief Technical Officer

The above officers can be contacted at:

Hathaway Corporation
475 Central Ave., Suite B100
St Petersburg, FL 33701
Telephone: 817.812.2107
Facsimile: 813.354.2739

Mr. Paul Lisensby SUMAMRY:

Education: B.S. Marketing.

Employment: June/1994 to January/2000 at WWW INC. at Caribbean Director of Marketing - June/2000 to August/2002 BeautyNexus, Long Beach, California, President - September/2002 to Present Hathaway Corporation, St. Petersburg, Florida, Director of Business Development.

70,000 Hathaway shares held as of December 31, 2004

Paul Lisenby (Acting CEO, Chairman) - Paul is a seasoned business executive with over 20 years of development and management experience. Paul has authored several business plans for start-up companies and continues to build lasting relationships in the financial sector. From 2000 to 2002 Mr. Lisenby was employed by BeautyNexus, an online beauty product company. Paul has assisted the company in implementing strategies for branding, online and offline marketing, web development, Internet streaming of audio and video, and has raised capital through private and institutional funding sources. Paul has developed significant funding, manufacturing, and distribution contacts in Asia and continues to assist companies in global strategies to expand their business models

Mr. DEREK HAAKE SUMAMRY:

Education: Associates in Russian Studies.

Employment: February/1999 to March/2001 at Valor Telecom, Dallas, TX, Information Technology Director - April/2001 to September/2004 at ALLTEL Communications, Dallas, TX, Information Technology Director - June/2004 to Present Hathaway Corporation, St. Petersburg, Florida, Secretary.

0 Hathaway shares held as of December 31, 2004

Derek Haake (CTO) - Derek has spent several years in both the IT industry with fortune 500 companies, and personal business endeavors. Derek attended Texas A&M University and studied Russian and economics while a student. After college, he began work as a telecommunications consultant with ALLTEL Communications, and spent several years providing support for a start-up ILEC in Dallas (Valor Telecom). At this position, Derek aided in the companies overall operations, collections, customer service, and billing functions. In addition to this experience, Derek has also started up multiple web design firms, an online job board, built and maintained multiple billing and customer service applications and created a profitable fixed wireless broadband network. With this experience, and Derek's entrepreneurial desires, he brings a young, but seasoned addition to the Hathaway team.

2. Directors

A director is elected for a period of one year at Hathaway annual meeting of shareholders and serves until the next such meeting and until his or her successor is duly elected and qualified. Directors may be re-elected annually without limitation. Officers are appointed by, and serve at the discretion of, the Board of Directors. Hathaway director does not presently receive any compensation for services as director.

Sadrudin Curimbhoy	41	Director
Niaz Aziz	30	Director
Mike Mackey	38	Director

Michael F. Mackey - Michael F. Mackey has been in the Financial Services Industry since 1992. He started his career at John Hancock Financial Services Co. since 1992 as a Registered Representative. After 6 successful years in the retail sector, he moved to John Hancock Funds Co. and was responsible for the wholesale distribution of their funds to the Brokerage Industry. In 1999 Michael accepted his current position with Prudential Securities Inc. as a Financial Advisor. His duties include managing money for high net worth retail and institutional clients. Michael has received numerous industry awards over the course of his career. Michael received his BS in Business Administration with a major in Finance from Northeastern University, and is currently matriculating towards his CFP designation from the College for Financial Planning. 30,000 Hathaway shares held as of December 31, 2004

Sadrudin Currimbhoy - Mr. Sadrudin is currently working at EastGate Capital since 2001. Sadrudin is a seasoned international business-person. He founded Solar Tech Industries Ltd. in 1989, in Hong Kong. In addition to administrative duties, Sadrudin was in charge of developing international markets for Solar Tech. This he did, traveling extensively and constantly to Turkey, Holland, South Africa, England, the Middle East, and South Asia. Here, he gained grass-roots level experience in dealing with and respecting, different cultures, laws, and business methods. One of his larger projects included supplying, through a local premiums company, Reebok brand watches, to Pepsico Benelux for a high-profile promotion. In 1995, he set up an Alarm Clock assembling factory in China. He also co-founded Dynabyte Pacific Ltd. - a hardware and software solutions provider in Hong Kong, 1992 - 1997. Sadrudin studied Business Administration and Computer Sciences, at the University of San Diego. 100,000 Hathaway shares held as of December 31, 2004.

Niaz Azeez - For the past five years (1999-present), Mr. Azeez has been working for Vitesse Semiconductor based in Salem, NH, as a chip design and testing Engineer. He has Bachelors in semiconductor design engineering. 1,000,000 Hathaway shares held as of December 31, 2004

The above directors can be contacted at:

Hathaway Corporation

475 Central Ave., Suite B100
 St Petersburg, FL 33701
 Telephone: 817.812.2107
 Facsimile: 813.354.2739

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND
 MANAGEMENT**

As of May 31, 2006, there were 63,225,000 shares of our common stock, \$.0001 par value outstanding. The following tabulates holdings of our common shares by each person who, as of May 31, 2006, (a) holds of record or is known by us to own beneficially more than 5.0% of our common shares and, in addition, (b) by all of our directors and officers individually and as a group. To the best of our knowledge, each named beneficial owner has sole voting and investment power with respect to the shares set forth opposite his name.

Title of Class	Name	Amount	Percent
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Common	Sam Talari	10,800,000	19.00%
Common	Jenny Talari*	1,000,000	1.800%
Common	Niaz Aziz	1,000,000	1.800%
Common	FutureTech Capital*	32,697,000	60.00%
Common	Aziz Malik	100,000	0.1800%
Common	Sadruddin Curimbhoy	100,000	0.1800%
Common	Paul Lisenby	70,000	0.1500%
Common	Mike Mackey	30,000	0.1200%
Common	John Marshall Batton	2,400,000	4.300%
Common	Jacques Laurin	2,400,000	4.300%
Common	Doug Wright	2,400,000	4.300%
Common	Jeffery Hoke	2,400,000	4.300%

Total Officers & Directors as a group 55,500,000 Direct 88.00%. (1) Pursuant to Rule 13-d-3 under the Securities Exchange Act of 1934, beneficial ownership of a security consists of sole or shared voting power (including the power to vote or direct the voting) and/or sole or shared investment power (including the power to dispose or direct the disposition) with respect to a security whether through a contract, arrangement, understanding, relationship or otherwise. Unless otherwise indicated, each person indicated above has sole power to vote, or dispose or direct the disposition of all shares beneficially owned, to the best of our knowledge. (2) This table is based upon information obtained from our stock records. Unless otherwise indicated in the footnotes to the above table and subject to community property laws where applicable, we believe that each shareholder named in the above table has sole or shared voting and investment power with respect to the shares indicated as beneficially owned.

3. General Partners

None

4. Investment Bankers

None

5. Promoters

None

6. Control Persons

*FutureTech Capital owns 32,697,000 shares of Hathaway common stock. FutureTech Capital is owned and operated by Sam Talari, Hathaway's former CEO. In total Sam Talari owns 43,497,000 shares of Hathaway. Jenny Talari is an ex-spouse of Sam Talari.

7. Counsel

Jackson Morris, P. A.
jmorris8@tampabay.rr.com
Phone; 1-813-874-8854

8. Accountant

Charlie M. Meeks, CPA, CVA
Wheeler, Herman, Hopkins & Lagor, P.A.
400 N. Ashley Dr., Suite 2650
Tampa, Florida 33602-4328
Phone: (813)223-5577
Fax: (813)225-2603

9. Public Relations Consultant

None

10. Other Advisors

None

B. Legal/Disciplinary History.

In the past five years, none of the foregoing persons have been the subject of:

1. a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

3. a finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

4. the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Beneficial Owners.

Title of Class	Name	Amount	Percent
-----	-----	-----	-----
Common	Sam Talari	10,800,000	19.00%
Common	Jenny Talari*	1,000,000	1.800%
Common	Niaz Aziz	1,000,000	1.800%
Common	FutureTech Capital*	32,697,000	60.00%
Common	Aziz Malik	100,000	0.1800%
Common	Sadruddin Curimbhoy	100,000	0.1800%
Common	Paul Lisenby	70,000	0.1500%
Common	Mike Mackey	30,000	0.1200%
Common	John Marshall Batton	2,400,000	4.300%
Common	Jacques Laurin	2,400,000	4.300%
Common	Doug Wright	2,400,000	4.300%
Common	Jeffery Hoke	2,400,000	4.300%

The above beneficial owners can be contacted at:

Hathaway Corporation
475 Central Ave., Suite B100
St Petersburg, FL 33701
Telephone: 817.812.2107
Facsimile: 813.354.2739

D. Disclosure of Certain Relationships.

There are no other relationships existing among and between the issuer's officers, directors and shareholders. There are no other relationships and affiliations among and between the shareholders and the issuer, its predecessors, its present and prior officers and directors, and other shareholders.

ITEM (xii): Adequate disclosure of the issuer's (or its predecessor's) current financial position, which should include the most recent fiscal year and any interim quarters.

Attached as Exhibit B.

The Company's balance sheet and statement of income and expense and other related statements dated December 31, 2004, are included and attached hereto and incorporated herein by reference.

The Company will provide adequate disclosures to the security holders such as change in shareholder status, quarterly financial reports, annual report, and mergers and acquisitions. The annual reports will be supplied once per year according to the SEC guidelines. Quarterly financial reports will be supplied within 30 days at the end of each quarter. All disclosures will be provided per SEC guidelines.

The financial statements attached are prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP). The financial statements have not been audited. The Company's executive officers certify that the statements, and the notes thereto, present fairly, in all material respects, the financial position of the issuer and the results of its operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

ITEM (xiii): Similar financial information for such part of the 2 preceding fiscal years as the issuer or its predecessor has been in existence.

Attached as Exhibit B.

The Company's financial statements for the previous two fiscal years ending December 31, 2003 and 2004 respectively are included and attached hereto and incorporated herein by reference.

The financial statements attached are prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP). The financial statements have not been audited. The Company's executive officers certify that the statements, and the notes thereto, present fairly, in all material respects, the financial position of the issuer and the results of its operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

ITEM (xiv): Whether any quotation is being submitted or published directly or indirectly on behalf of the issuer, or any director, officer, affiliate, or any person, directly or indirectly the beneficial owner of more than 10 percent of the outstanding units or shares of any equity security of the issuer, or at the request of any promoter for the issuer, and, if so, the name of such person, and the basis for any exemption under the federal securities laws for any sales of such securities on behalf of such person.

The Issuer has knowledge of a broker-dealer and associated person who is submitting quotations with respect to the Issuer's Common Stock, who may be associated directly or indirectly, with the Issuer. Part financial is submitting quotation per request of Jenny Talari. Jenny Talari currently has no association with the company and is ex-spouse of the CEO, Mr. Sam Talari.

ITEM (xv): Tradability Opinion Letter issued by Counsel. Attached as Exhibit A.

**EXHIBIT A.
TRADEABILITY OPINION LETTER**

Michael S. Krome, Esq.

Attorney-at-Law
8 Teak Court
Lake Grove, New York 11755

Tel.: (631) 737-8381
Fax: (631) 737-8382
email: mskrome@optonline.net

Cheryl A. Krome

Ronald Krome

Legal Assistant

February 28, 2005

Island Stock Transfer
100 First Avenue S.
Suite 212
St. Petersburg, Florida 33701

Re: Hathaway Corporation (the "Company")

Dear Hector:

This office has been requested to render an opinion regarding the removal of the restrictive legend from Certificate No. 1000 February 2, 2005 for a total of 200,000 shares of common stock of the Company in the name of Jenny Talari. The shares represented by the aforementioned certificate, No. 1000, were originally authorized by the Board of Directors of the Company and paid for by the shareholder, pursuant to a Subscription Agreement, dated March 23, 2003, but not issued until a later date. Therefore, based on the initial original purchase date and the expected original issue date of the shares the shares represented by said certificate has been held in excess of one (1) year on the identified certificates or previous certificates in the name of the shareholder.

For purposes of rendering the opinion expressed herein, we have reviewed among other documents, (i) a copy of an executed letter from Seller with a proposed sale date of January 26, 2005 (the "Representation Letter"), and (ii) Form 144 signed by the Seller and filed or to be filed with the SEC on or about January 26, 2005, as per the representation of Seller. The pertinent facts and circumstances, as set forth in such documents, are as set forth below:

(1) The Company is currently NOT a reporting company pursuant to Section 12 of the Securities and Exchange Act of 1934 (the "34 Act"), as amended, but has fulfilled all the information requirements of Rule 144(c)(2) with the dissemination of information to the public.

(2) Rule 144 (c) requires, as a condition to the availability of the exemption provided by the Rule, that there be adequate current information available concerning the Company at the time of the transaction. Compliance with the requirements of Rule 144 (c) can be satisfied by

Michael S. Krome, Esq.

Re: Rule 144 Legal Opinion for shares of common stock

February 28, 2005

Page 2 of 2

statements made by the Company which are set forth in its most recent public filing. Rule 144(c) states:

“(c) *Current Public Information.* There shall be available adequate current public information with respect to the issuer of the securities. Such information shall be deemed to be available only if either of the following conditions is met:

2. *Other Public Information.* If the issuer is not subject to Section 13 or 15(d) of the Securities Exchange Act of 1934, there is publicly available the information concerning the issuer specified in paragraphs (a)(5)(i) to (xiv), inclusive, and paragraph (a)(5)(xvi) of Rule 15c2-11 under that Act or, if the issuer is an insurance company, the information specified in Section 12(g)(2)(G)(i) of that Act.”

The Company has disseminated public information to the public, in the form of a recently filed Form 15c2-11, dated January 28, 2005, which complies with the requirements as set forth above.

(3) Rule 144 (d) requires, as a condition to the availability of the exemption provided by the Rule, that a minimum of one year must elapse between the later of the date of the acquisition of the securities from the issuer and any resale of the securities in reliance on this exemption. According to Form 144 and the Representation Letter, the Shares were to have been acquired, as set forth above, effective March 2003, and accordingly, based upon this information, the Shares have been beneficially owned for at least one year in accordance with Rule 144 (d).

(4) Rule 144 (e) contains certain volume limitations regarding the amount of securities which may be sold under Rule 144. Pursuant to Rule 144 (e) the amount of securities that may be sold, together with all sales of restricted or other securities in the same class for the account of the same person within the preceding three (3) months, may not exceed the greater of (i) one percent (1%) of the shares or other units of the class outstanding as shown by the most recent report or statement published by the Company, (ii) the average weekly reported volume of trading of such securities on all national securities exchanges and/or reported through the automated quotation system of a registered securities association during the four (4) calendar weeks preceding the filing of notice required by Rule 144 (h), or if no such notice is required the date of the order to execute the transaction by the broker or the date of execution of the transaction directly with the market maker, or (iii) the average weekly volume of trading in such securities reported through the consolidated transaction reporting system contemplated by Rule 11Aa3-1 under the Exchange Act in the four (4) week period specified in (ii) above.

(5) Based on the Seller’s representation he intends to sell 200,000 shares of the Company’s common stock, less than 1% of the number of shares of the Company’s Common Stock outstanding as reported in the Quarterly Report.

Michael S. Krome, Esq.

Re: Rule 144 Legal Opinion for shares of common stock

February 28, 2005

Page 3 of 3

(6) Rule 144 (h) requires that a notice of the proposed sale on Form 144, signed by the person on whose account the securities are being sold, shall be filed with the SEC at its principal offices in Washington, D.C., and that such form shall be transmitted for filing concurrently with the placing of an order to sell the securities with a registered broker-dealer. We have been advised that the Form 144 relating to the Shares has been submitted for filing with the SEC or will be prior to a sale of the Shares.

We have assumed without further investigation or inquiry the accuracy of the documents and facts discussed above. We have also assumed without investigation the authenticity of any document submitted to us as an original, the conformity to the originals of any documents submitted to us as a copy, the authenticity of the originals of such latter documents, the genuineness of all signatures, and the legal capacity of natural persons.

We are members of the Bar of the State of New York and do not purport to be experts on the laws of any jurisdiction other than New York and the Federal laws of the United States. This opinion is limited to matters governed by the Securities Act of 1933. This Opinion is limited to use by the Company, the Company's Transfer Agent, Shareholder named above and the broker involved in the transaction only. No other entity or individual is entitled to rely upon this opinion, without the written consent of this Office.

Based on and subject to the foregoing, it is our opinion that the sale of 200,000 shares of the Company's common stock through a "brokers transaction," in the manner described above is exempt from the registration requirements of the Act pursuant to Rule 144.

This opinion is furnished solely for use in connection with the above-referenced sale and may not be relied upon by any person or entity other than you and the Company. This opinion may not be reproduced or given to any other party without our express prior written consent. We assume no obligation to advise you or the Company of any subsequent events.

Very truly yours,

Michael S. Krome

Michael S. Krome, Esq.

Attorney-at-Law
8 Teak Court
Lake Grove, New York 11755

Tel.: (631) 737-8381
Fax: (631) 737-8382
email: mskrome@optonline.net

Cheryl A. Krome

Ronald Krome

Legal Assistant

May 13, 2005

Mr. R. Cromwell Coulson

Pink Sheets LLC
Chairman & CEO
304 Hudson Street, 2nd Floor
New York, NY 10013

Re: Hathaway Corporation (the "Company")

Dear Mr. Coulson:

With respect to your email communication of this morning, please be advised of the following:

I have reviewed the letter, dated November 1, 1999, from Mr. Ken Worm, Assistant Director, OTC Compliance Unit, NASD Regulation, Inc., to Mr. Richard K. Wulff, Chief, Office of Small Business, Securities and Exchange Commission, and Mr. Wulff's letter responding to Mr. Worm, dated January 21, 2000, as it relates to my Opinion, dated February 28, 2005 with respect to the sale of shares pursuant to Rule 144(c) of the Securities and Exchange Commission (the "SEC").

In each of the seven scenarios described in the November 1, 1999 letter from Mr. Ken Worm has as its basis that the shares belong to a "blank check shell company issuer." Thereafter, each scenario describes certain stock transactions related to the attempt to the attempt to sell shares of the described issuer.

Please be advised that I have also reviewed the Form 15c211 filed by the Company with the NASD, as well as the Registration Statement on Form SB-2, as amended, and filed with the SEC. A review of these documents indicates that the Company is not a "blank check" company but a "Developmental Stage" company. I have also reviewed For 144 as completed by the

Michael S. Krome, Esq.

To: Mr. R. Cromwell Coulson

Re: Hathaway Corporation (the "Company")

May 13, 2005

Page 2 of 2

Selling Shareholder, which indicated the shares owned by the Selling Shareholder were purchased on June 23, 2003.

While the Company has in fact less than ten shareholders, and all of the "free trade" shares would in fact be held by one or two shareholders, inasmuch as the Company is not a "blank check" company and is in fact a developmental stage company, as set forth in the aforementioned documents, it does not fall under the seven different scenarios as set forth in the Mr. Wulff's letter, dated January 21, 2000.

Therefore, in light of the fact that the Company does not fall under one of the seven scenarios of "blank checks", and I re-iterate my opinion of February 28, 2005.

Please feel free to contact me if you have any questions.


Very truly yours,

Michael S. Krome

EXHIBIT B.
UNAUDITED HISTORICAL FINANCIAL STATEMENTS

The financial statements attached are prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP). The financial statements have not been audited. The Company's executive officers certify that the statements, and the notes thereto, present fairly, in all material respects, the financial position of the issuer and the results of its operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

Hathaway Corporation

A handwritten signature in black ink that reads "Talari". The signature is enclosed within a hand-drawn oval.

By: /s/ Saeed Talari
Saeed Talari, CEO

HATHAWAY CORPORATION

FINANCIAL STATEMENTS
(Unaudited)

4th Quarter Ending
Dec. 31, 2005

Hathaway Corporation

CONTENTS

Consolidated Balance Sheet as of December 31, 2005

Consolidated Statement of Operations for the years ended
Dec. 31, 2005

Consolidated Statement of Cash Flows for the years ended
Dec. 31, 2005

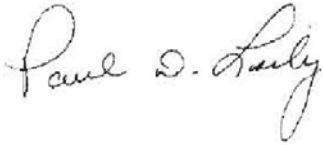
Consolidated Statement of Changes in Shareholders Equity
Dec. 31, 2005

Notes to Consolated Financial Statement

UN-AUDITED HISTORICAL FINANCIAL STATEMENTS

The financial statements attached are prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP). The financial statements have not been audited. The Company's executive officers certify that the statements and the notes thereto, present fairly, in all material respects, the financial position of the issuer and the results of its operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

Hathaway Corporation

A handwritten signature in cursive script that reads "Paul D. Early". The signature is written in dark ink and is positioned below the company name.

Hawathaway Corporation
Consolidated Income Statement
For the three months ended December 31, 2005

	4th Quarter	Year to Date
Operating Revenues		
Net Sales	\$ -	\$ -
Total Operating Revenue	\$ -	\$ -
Operating Expenses		
Accounting Fees	\$ -	\$ -
Bank Fees	\$ 75	\$ 150
Consulting Fees	\$ 100,000	\$ 137,000
Depreciation Expense	\$ 2,823,856	\$ 2,823,856
Insurance	\$ 324	\$ 648
Legal Fees	\$ -	\$ 20,000
Office & Postage Expense	\$ 250	\$ 301
Rent	\$ 7,000	\$ 11,369
Telephone & Fax	\$ 1,083	\$ 2,166
Travel & Entertainment	\$ -	\$ 975
Total Operating Expenses	\$ 2,932,588	\$ 2,996,465
Net Loss For the Period	\$ (2,932,588)	\$ (2,996,465)
Loss Per Common Share		
Basic (Total shares issued and outstanding 62,000,000)	(0.047300)	(0.048330)
Fully Diluted	(0.047300)	(0.048330)

Hawathaway Corporation
Consolidated Balance Sheet
4th Quarter ended December 31, 2005

ASSETS

Current Assets

Cash in Banks	\$	3,724
Accounts Receivable	\$	-
Total Current Assets	\$	3,724

Fixed Assets

Furniture & Fixtures	\$	17,070
Office Equipment	\$	4,449
OptiCon Fiber Management System	\$	42,000,000
Software	\$	2,417,800
Accumulated Depreciation	\$	(2,823,856)
Total Fixed Assets Net of Depreciation	\$	41,615,463

Other Assets

Stock Subscription Receivable	\$	920
Investments: 100% ownership of Opticon Systems, Inc.	\$	-

Total Other Assets

\$ 920

Total Assets

\$ 41,620,107

LIABILITIES AND CAPITAL

Current Liabilities

Accounts Payable	\$	153,884
Total Current Liabilities	\$	153,884

Long Term Liabilities

Notes Payable - Investors	\$	138,500
Total Long Term Liabilities	\$	138,500

Total Liabilities

\$ 292,384

Stockholders' Equity

Common stock, \$.0001 par value, 100,000,000 shares authorized,

52,800,000 shares issued and outstanding	\$	5,280
Comon stock subscribed 9,200,000	\$	920
Additional Paid-in Capital	\$	44,410,520
Deficit accumulated	\$	(2,991,547)

Total Stockholders' equity

\$ 41,425,173

Total Liabilities & Stockholders' Equity

\$ 41,717,557

Hathaway Corporation
 Combined Statement of Cash Flow
 For the three months ended December 31, 2005

	4th Quarter	Year to Date
Cash Flows From Operating Activities		
Net Income		
Net Loss for the period	\$ (2,932,588)	\$ (2,996,465)
Add (deduct) items not affecting cash		
Increase in accounts Payable	\$ -	\$ 153,884
Add back depreciation expense	\$ 2,823,856	\$ 2,823,856
	<hr/>	<hr/>
Net Cash Provided by Operations	\$ (108,732)	\$ (18,725)
Cash Flow from Investing Activities		
Purchase of Software*	\$ -	\$ -
Purchase of OptiCon**	\$ -	\$ (42,000,000)
Purchased equipment	\$ (4,449)	\$ (4,449)
	<hr/>	<hr/>
Net Cash Provided from Investing Activities	\$ (4,449)	\$ (42,004,449)
Cash Flow from Financing Activities		
Proceeds from sale of common stock	\$ -	\$ 42,000,000
Loans from investors	\$ 138,500	\$ 138,500
	<hr/>	<hr/>
Total Cash Provided from Financing Activities	\$ 138,500	\$ 42,138,500
	<hr/>	<hr/>
Net increase in cash	<u>\$ 25,319</u>	<u>\$ 115,326</u>
 Summary		
Cash at end of period	\$ 550	\$ 550
Cash at beginning of period	\$ -	\$ -
Net change in cash position	<u>\$ 550</u>	<u>\$ 550</u>

Supplemental Disclosures

Noncash Investing and Financing Activities

**Purchase of OptiCon paid for in full by issuance of 42,000,000 shares of .0001 PV common stock

HATHAWAY CORPORATION
(Un-audited)
Statement of Changes in Shareholders Equity
Quarter ending December 31, 2005

	COMMON STOCK		SUBSCRIPTIONS RECEIVABLE	ADDITIONAL PAID-IN CAPITAL	DEFICIT	TOTAL
	SHARES	AMOUNT	AMOUNT	AMOUNT	AMOUNT	AMOUNT
Balance July 23, 2002	-	\$ -	\$ -	\$ -	\$ -	\$ -
Common Stock	10,800,000	1,080	-	2,416,720	-	2,417,800
Common Stock	9,200,000	920	(920)	-	-	-
Net loss for the period and cumulative during the development stage	-	-	-	-	-	-
Balance, March 31, 2004	20,000,000	2,000	(920)	2,416,720	(60,814)	2,355,906
Net loss for the period	-	-	-	-	(11,500)	(11,500)
Balance, June 30, 2004	20,000,000	2,000	(920)	2,416,720	(72,314)	2,344,406
Net loss for the period	-	-	-	-	(10,500)	(10,500)
Balance, September 30, 2004	20,000,000	2,000	(920)	2,416,720	(82,814)	2,333,906
Net loss for the period	-	-	-	-	(16,000)	(16,000)
Balance, December 31, 2004	20,000,000	2,000	(920)	2,416,720	(98,814)	2,316,988

Balance						
March 31, 2005	20,000,000	2,000	(920)	2,416,720	(98,814)	2,316,988
Net loss for the period	-	-	-	-	-	-
	-----	-----	-----	-----	-----	-----
Acquisition of OptiCon*						
on June 30, 2005	42,000,000	4,200	-	42,000,000		42,000,000
Net loss for the period	-	-	-	-	-	-
	-----	-----	-----	-----	-----	-----
Balance						
December 31, 2005	62,000,000	6,200	(920)	44,416,720	(2,991,547)	41,427,173
	=====	=====	=====	=====	=====	=====

* On June 30th we closed our purchase of OptiCon Systems Inc., by issuing 42M shares of \$0.0001 par value Common stock for 100% of OptiCon System Inc at \$1 per share in which prices the transaction at \$42M. The transaction increased our outstanding shares of Common from 20M to 62M shares. The change in outstanding share is fully noted on our financials for the 4th quarter of December 31 2005.

HATHAWAY CORPORATION
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
December 31, 2005

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Hathaway Corporation (The Company), a development stage company, was organized on July 23, 2002, and has devoted substantially all of its efforts to establishing and raising necessary capital. Therefore, it has not generated any revenues and is still a development stage corporation. Since the inception, the Company has been developing state-of-the-art enterprise software products to market and sell in the global marketplace.

The Company will develop, market and license affordable communications, telecommunications and security related applications and information technology (IT) services and enterprise-wide business and technology solutions for five Global Industry Groups; Healthcare industry, Manufacturing, Financial Services, Communications and Telecommunications. The Company utilizes extensive offshore infrastructures based outside the United States to provide affordable software solutions to customers worldwide and will carry and offer a comprehensive portfolio of services including; Information Solutions, System Integration, and Application Development.

The Company will also offer a comprehensive range of IT services based on existing and emerging technologies that are tailored to meet the specific needs of its clients.

The Company works with many state-of-the-art offshore software development facilities located throughout India, Russia and Asia that will enable it to provide high quality, cost-effective services to its customers. The Company's services that will be offered on a fixed-price, fixed-time frame or time-and-materials basis, include: custom software application development, research and development, information solutions, e-solutions and product lifecycle management services.

The market for business application software is very competitive and characterized by ongoing technological advances. The Company is in the development stage, has yet to generate any revenue and has no assurance of future revenues. Management believes that the Company has unique products and should be successful in the future. Even if marketing efforts are successful, substantial time could pass before significant revenues will be realized and during this period, the Company may require additional funds and financing that may not be available to it.

Intangible and Long Lived Assets

The Company adopted Statement of Financial Accounting Standards No. 142 "Goodwill and Other Intangible Assets," ("SFAS 142") which requires that an intangible asset acquired shall be initially recognized and measured based on its fair value and amortized over its useful life to the Company.

The Company adopted Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," ("SFAS 144"). SFAS 144 requires that long-lived assets, such as property and equipment, and purchased intangible assets subject to amortization, be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The recoverability of an asset is measured by a comparison of the carrying amount of an asset to its estimated undiscounted future cash flows expected to be generated. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of would be separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposed group classified as held for sale would be presented separately in the appropriate asset and liability sections of the balance sheet.

Capitalized Software Costs

The Company accounts for the development cost of software intended for sale in accordance with Statement of Financial Accounting Standards No. 86, "Accounting for Costs of Computer Software to be Sold, Leased, or Otherwise Marketed," (SFAS 86"). SFAS 86 requires product development costs to be charged to expense as incurred until technological feasibility is attained. Technological feasibility is attained when the Company's software has completed system testing and has been determined viable for its intended use. The Company capitalizes software acquired through technology purchases and business combinations if the related software under development has reached technological feasibility or if there are alternative future uses for the software.

Capitalized Software represents software acquired in exchange for shares of common stock of the Company's 54% stockholder and has been recorded by the Company at the stockholder's cost basis using accrual basis accounting. The stockholder's cost basis has been computed by the Company by determining the amount of time spent by the stockholder in the development of the software after technological feasibility had been attained (6,908 hours) and multiplied by the going hourly rate paid program developers in the stockholder's geographical area of the country (\$350 per hour) for development of similar programs. The software has been recorded as follows at December 31, 2005:

Communication Software	\$	1,262,100
Risk Management Software		1,155,700

	\$	2,417,800
		=====

Amortization will commence on the third quarter 2005 with the start of planned operations.

Other Developments

On June 30th we closed our purchase of OptiCon Systems Inc., by issuing 42M shares of \$0.0001 par value Common stock for 100% of OptiCon System Inc at \$1 per share in which prices the transaction at \$42M. The transaction increased our outstanding shares of Common from 20M to 62M shares. The change in outstanding share is fully noted on our financials for the 4th quarter ending December 31 2005.

Earnings per Share

Hathaway records basic and fully diluted loss per share in accordance with Financial Accounting Standards Board Statement No. 128, "Earnings per Share". Basic earnings (loss) per share includes no dilution and is computed by dividing income (loss) available to common stockholders by the weighted average number of shares outstanding for the period. Diluted earnings (loss) per share reflect the potential dilution of securities that could share in the earnings (loss) of the entity.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Income Taxes

The Company records its federal and state tax liability in accordance with Financial Accounting Standards Board Statement No. 109 "Accounting for Income Taxes". Deferred taxes are recorded for temporary differences between the recognition of income and expenses for tax and financial reporting purposes, using current tax rates. Deferred tax assets and liabilities represent the future tax consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled.

NOTE B - COMMON STOCK

Common stock consists of 100,000,000 shares authorized of \$.0001 par value at December 31, 2005. Common stock consists of the following:

Common stock 10,800,000 shares paid, but unissued	\$	1,080
Common stock 9,200,000 shares subscribed		920
Common stock 42,000,000 shares issued*		4,200

		6,200
Less, common stock subscription receivable		(920)

	\$	5,280
		=====

* On June 30th we closed our purchase of OptiCon Systems Inc., by issuing 42M shares of \$0.0001 par value Common stock for 100% of OptiCon System Inc at \$1 per share in which prices the transaction at \$42M. The transaction increased our outstanding shares of Common from 20M to 62M shares.

All of the transactions with common stock represent non-cash transactions for cash flow purposes.

NOTE C - INCOME TAXES

Hathaway has an accumulated loss of \$138,000 for financial statements and tax purposes through December 31, 2005, which can be used to offset future taxable income through 2023.

The potential tax benefit of this loss is estimated as follows:

Future tax benefit	\$	5,700
Valuation allowance		(5,700)

Future tax benefit	\$	-
		=====

As of December 31, 2005, no deferred tax assets or liabilities are recorded in the accompanying financial statements.

NOTE D - COMMITMENTS AND CONTINGENCIES

Employment agreements

The Company has entered into employment agreements with its president/CEO, its secretary and its chief marketing officer. The agreements provide for, among other things, employment terms of three years for the president and secretary, and for two years for the chief marketing officer commencing on March 30, 2003, and extended automatically for additional periods of one year until terminated pursuant to the terms of the agreements. In the event the employment agreement is terminated by the company without cause, the employee shall be entitled to severance pay equivalent to two (2) month's base salary, plus benefits to which the employee was entitled immediately preceding the date of termination for a period of twelve months following the date of termination. The agreements contain non-compete provisions which prevent the employee from engaging in the IT industry or any other business which competes with the company, nor solicit customers, employees or suppliers for a period of one year.

The employment agreement with the president/CEO provides for an incentive compensation or bonus equivalent to 10% of the net profits of the Company, but not to exceed the sum of \$1,000,000, to be paid at the end of the year 2005 if any. As of now, the bonus has not been paid due to accumulated deficit.

Leases

In May 2004 the Company has entered into an operating lease for office space which expired on December, 2005. Currently the space is rented on a month to month basis. Monthly rental payments were \$400 per month. We have moved our offices to Texas, where OptiCon resides. Current rent is \$2000 per month.

Property and Equipment – Property and equipment are stated at cost less accumulated depreciation and any impairment in value. The initial cost of property and equipment comprises its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property and equipment have been put into operations, such as repairs and maintenance, are normally charged to income in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment. When assets are sold or retired, their cost and accumulated depreciation and amortization and any impairment in value are eliminated from the accounts.

Depreciation is provided principally on the straight-line method for financial reporting purposes at rates based on the following estimated useful lives of the assets:

Computer Hardware and software	3-5 years
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Impairment of Assets - The Company continually reviews its long-lived assets for events or changes in circumstances that might indicate that the carrying amount of the assets may not be recoverable. The Company assesses the recoverability of the assets by determining whether the depreciation of such long-lived assets over their estimated lives can be recovered through projected undiscounted future cash flows. The amount of impairment is measured based on the fair value of the assets. Any impairment loss is recognized in the statement of income.

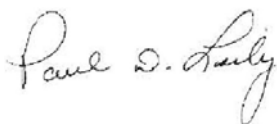
Leases Operating - lease payments are recognized as an expense in the statement of income over the lease term.

CERTIFICATIONS

I, Paul Lisenby, certify that:

1. I have reviewed this financial report of Hathaway Corporation:
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 report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant'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) for the registrant 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 registrant, 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) Evaluated the effectiveness of the registrant'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 c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting; and

Date:12/31/05



/s/ Paul Lisenby_____

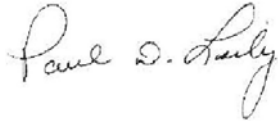
By: Paul Lisenby Acting Chief Executive Officer

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER 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 Financial Report of Hathaway Corporation,(the "Company"), for the Quarter ending December 31, 2005, as filed on the date hereon (the "Report"), I, Paul Lisenby, Acting Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350 as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (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 and result of operations of the Company.



/s/_Paul Lisenby_____

Paul Lisenby Acting Chief Executive Officer

HATHAWAY CORPORATION

FINANCIAL STATEMENTS
(Unaudited)

Year Ending
March 31, 2006

Hathaway Corporation

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Consolidated Balance Sheet as of Year Ending March 31, 2006

Consolidated Statement of Operations for the years ended
Year End March 31, 2006

Consolidated Statement of Cash Flows for the years ended
Year End March 31, 2006

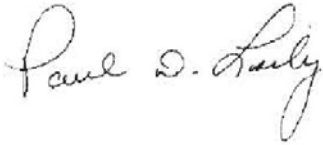
Consolidated Statement of Changes in Shareholders Equity
Year End March 31, 2006

Notes to Consolated Financial Statement

UN-AUDITED HISTORICAL FINANCIAL STATEMENTS

The financial statements attached are prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP). The financial statements have not been audited. The Company's executive officers certify that the statements and the notes thereto, present fairly, in all material respects, the financial position of the issuer and the results of its operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

Hathaway Corporation

A handwritten signature in cursive script that reads "Paul D. Early". The signature is written in dark ink and is positioned below the company name.

Hawathaway Corporation
Consolidated Balance Sheet
Year ended March 31, 2006

	Year Ending 31-Mar-06	Year Ending 31-Mar-05
ASSETS		
Current Assets		
Cash in Banks	\$ 3,724	\$ -
Accounts Receivable	\$ -	\$ -
Total Current Assets	\$ 3,724	\$ -
Fixed Assets		
Furniture & Fixtures	\$ 17,070	\$ -
Office Equipment	\$ 4,449	\$ -
OptiCon Fiber Management System	\$ 42,000,000	\$ -
Software	\$ 2,417,800	\$ 2,417,800
Accumulated Depreciation	\$ (2,823,856)	\$ (2,823,856)
Total Fixed Assets Net of Depreciation	\$ 41,615,463	\$ (406,056)
Other Assets		
Stock Subscription Receivable	\$ 920	\$ -
Investments: 100% ownership of Opticon Systems, Inc.	\$ -	\$ -
Total Other Assets	\$ 920	\$ -
Total Assets	\$ 41,620,107	\$ (406,056)
LIABILITIES AND CAPITAL		
Current Liabilities		
Accounts Payable	\$ 153,884	\$ 38,000
Total Current Liabilities	\$ 153,884	\$ 38,000
Long Term Liabilities		
Notes Payable - Investors	\$ 138,500	\$ -
Total Long Term Liabilities	\$ 138,500	\$ -
Total Liabilities	\$ 292,384	\$ 38,000
Stockholders' Equity		
Common stock, \$.0001 par value, 100,000,000 shares authorized, 52,800,000 & 10,800,000 shares issued and outstanding		
	\$ 5,280	\$ 2,000
Comon stock subscribed 9,200,000	\$ 920	\$ (920)
Additional Paid-in Capital	\$ 44,410,520	\$ 2,416,720
Deficit accumulated	\$ (2,991,547)	\$ (38,000)
Total Stockholders' equity	\$ 41,425,173	\$ 2,379,800
Total Liabilities & Stockholders' Equity	\$ 41,717,557	\$ 2,417,800

Hawathaway Corporation
Consolidated Income Statement
Year ended March 31, 2006

	Year Ending 31-Mar-06	Year Ending 31-Mar-05
Operating Revenues		
Net Sales	\$ -	\$ -
Total Operating Revenue	\$ -	\$ -
Operating Expenses		
Accounting Fees	\$ -	\$ 5,000
Bank Fees	\$ 75	\$ -
Consulting Fees	\$ 100,000	\$ 13,000
Depreciation Expense	\$ 2,823,856	\$ 2,823,856
Insurance	\$ 324	\$ -
Legal Fees	\$ -	\$ 20,000
Office & Postage Expense	\$ 250	\$ -
Rent	\$ 7,000	\$ -
Telephone & Fax	\$ 1,083	\$ -
Travel & Entertainment	\$ -	\$ -
Total Operating Expenses	\$ 2,932,588	\$ 2,861,856
Net Loss For the Period	\$ (2,932,588)	\$ (2,861,856)
Loss Per Common Share		
Basic (Total shares issued and outstanding 62,000,000 & 20,000,000)	(0.047300)	(0.143093)
Fully Diluted	(0.047300)	(0.143093)

Hathaway Corporation
 Combined Statement of Cash Flow
 For the year ended March 31, 2006

	Year Ending 31-Mar-06	Year Ending 31-Mar-05
Cash Flows From Operating Activities		
Net Income		
Net Loss for the period	\$ (2,996,465)	\$ (38,000)
Add (deduct) items not affecting cash		
Increase in accounts Payable	\$ 153,884	\$ -
Add back depreciation expense	\$ 2,823,856	\$ -
	\$ (18,725)	\$ (38,000)
Net Cash Provided by Operations		
Cash Flow from Investing Activities		
Purchase of Software	\$ -	\$ (2,418,720)
Purchase of OptiCon	\$ (42,000,000)	\$ -
Purchased equipment	\$ (4,449)	\$ -
	\$ (42,004,449)	\$ (2,418,720)
Net Cash Provided from Investing Activities		
Cash Flow from Financing Activities		
Proceeds from sale of common stock	\$ 42,000,000	\$ 2,418,720
Loans from investors	\$ 138,500	\$ -
	\$ 42,138,500	\$ 2,418,720
Total Cash Provided from Financing Activities		
Net increase in cash	\$ 115,326	\$ (38,000)
Summary		
Cash at end of period	\$ 550	\$ -
Cash at beginning of period	\$ -	\$ -
Net change in cash position	\$ 550	\$ -

Supplemental Disclosures
 Noncash Investing and Financing Activities

HATHAWAY CORPORATION
(Un-audited)
Statement of Changes in Shareholders Equity
Year ending March 31, 2006

	COMMON STOCK		SUBSCRIPTIONS RECEIVABLE	ADDITIONAL PAID-IN CAPITAL	DEFICIT	TOTAL
	SHARES	AMOUNT	AMOUNT	AMOUNT	AMOUNT	AMOUNT
Balance July 23, 2002	-	\$ -	\$ -	\$ -	\$ -	\$ -
Common Stock	10,800,000	1,080	-	2,416,720	-	2,417,800
Common Stock	9,200,000	920	(920)	-	-	-
Net loss for the period and cumulative during the development stage	-	-	-	-	-	-
Balance, March 31, 2004	20,000,000	2,000	(920)	2,416,720	(60,814)	2,355,906
Net loss for the period	-	-	-	-	(11,500)	(11,500)
Balance, June 30, 2004	20,000,000	2,000	(920)	2,416,720	(72,314)	2,344,406
Net loss for the period	-	-	-	-	(10,500)	(10,500)
Balance, September 30, 2004	20,000,000	2,000	(920)	2,416,720	(82,814)	2,333,906
Net loss for the period	-	-	-	-	(16,000)	(16,000)
Balance, December 31, 2004	20,000,000	2,000	(920)	2,416,720	(98,814)	2,316,988

Balance						
March 31, 2005	20,000,000	2,000	(920)	2,416,720	(98,814)	2,316,988
Net loss for the period	-	-	-	-	-	-
	-----	-----	-----	-----	-----	-----
Acquisition of OptiCon*						
on June 30, 2005	42,000,000	4,200	-	42,000,000		42,000,000
Net loss for the period	-	-	-	-	-	-
	-----	-----	-----	-----	-----	-----
Balance						
March 31, 2006	62,000,000	6,200	(920)	44,416,720	(2,991,547)	41,427,173
	=====	=====	=====	=====	=====	=====

* On June 30th we closed our purchase of OptiCon Systems Inc., by issuing 42M shares of \$0.0001 par value Common stock for 100% of OptiCon System Inc at \$1 per share in which prices the transaction at \$42M. The transaction increased our outstanding shares of Common from 20M to 62M shares. The change in outstanding share is fully noted on our financials for the Year ending March 31 2006.

HATHAWAY CORPORATION
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
March 31, 2006

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Hathaway Corporation (The Company), a development stage company, was organized on July 23, 2002, and has devoted substantially all of its efforts to establishing and raising necessary capital. Therefore, it has not generated any revenues and is still a development stage corporation. Since the inception, the Company has been developing state-of-the-art enterprise software products to market and sell in the global marketplace.

The Company will develop, market and license affordable communications, telecommunications and security related applications and information technology (IT) services and enterprise-wide business and technology solutions for five Global Industry Groups; Healthcare industry, Manufacturing, Financial Services, Communications and Telecommunications. The Company utilizes extensive offshore infrastructures based outside the United States to provide affordable software solutions to customers worldwide and will carry and offer a comprehensive portfolio of services including; Information Solutions, System Integration, and Application Development.

The Company will also offer a comprehensive range of IT services based on existing and emerging technologies that are tailored to meet the specific needs of its clients.

The Company works with many state-of-the-art offshore software development facilities located throughout India, Russia and Asia that will enable it to provide high quality, cost-effective services to its customers. The Company's services that will be offered on a fixed-price, fixed-time frame or time-and-materials basis, include: custom software application development, research and development, information solutions, e-solutions and product lifecycle management services.

The market for business application software is very competitive and characterized by ongoing technological advances. The Company is in the development stage, has yet to generate any revenue and has no assurance of future revenues. Management believes that the Company has unique products and should be successful in the future. Even if marketing efforts are successful, substantial time could pass before significant revenues will be realized and during this period, the Company may require additional funds and financing that may not be available to it.

Intangible and Long Lived Assets

The Company adopted Statement of Financial Accounting Standards No. 142 "Goodwill and Other Intangible Assets," ("SFAS 142") which requires that an intangible asset acquired shall be initially recognized and measured based on its fair value and amortized over its useful life to the Company.

The Company adopted Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," ("SFAS 144"). SFAS 144 requires that long-lived assets, such as property and equipment, and purchased intangible assets subject to amortization, be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The recoverability of an asset is measured by a comparison of the carrying amount of an asset to its estimated undiscounted future cash flows expected to be generated. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of would be separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposed group classified as held for sale would be presented separately in the appropriate asset and liability sections of the balance sheet.

Capitalized Software Costs

The Company accounts for the development cost of software intended for sale in accordance with Statement of Financial Accounting Standards No. 86, "Accounting for Costs of Computer Software to be Sold, Leased, or Otherwise Marketed," (SFAS 86"). SFAS 86 requires product development costs to be charged to expense as incurred until technological feasibility is attained. Technological feasibility is attained when the Company's software has completed system testing and has been determined viable for its intended use. The Company capitalizes software acquired through technology purchases and business combinations if the related software under development has reached technological feasibility or if there are alternative future uses for the software.

Capitalized Software represents software acquired in exchange for shares of common stock of the Company's 54% stockholder and has been recorded by the Company at the stockholder's cost basis using accrual basis accounting. The stockholder's cost basis has been computed by the Company by determining the amount of time spent by the stockholder in the development of the software after technological feasibility had been attained (6,908 hours) and multiplied by the going hourly rate paid program developers in the stockholder's geographical area of the country (\$350 per hour) for development of similar programs. The software has been recorded as follows at March 31, 2006:

Communication Software	\$	1,262,100
Risk Management Software		1,155,700

	\$	2,417,800
		=====

Amortization will commence on the third quarter 2005 with the start of planned operations.

Other Developments

On June 30th we closed our purchase of OptiCon Systems Inc., by issuing 42M shares of \$0.0001 par value Common stock for 100% of OptiCon System Inc at \$1 per share in which prices the transaction at \$42M. The transaction increased our outstanding shares of Common from 20M to 62M shares. The change in outstanding share is fully noted on our financials for the year ending March 31 2006.

Earnings per Share

Hathaway records basic and fully diluted loss per share in accordance with Financial Accounting Standards Board Statement No. 128, "Earnings per Share". Basic earnings (loss) per share includes no dilution and is computed by dividing income (loss) available to common stockholders by the weighted average number of shares outstanding for the period. Diluted earnings (loss) per share reflect the potential dilution of securities that could share in the earnings (loss) of the entity.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Income Taxes

The Company records its federal and state tax liability in accordance with Financial Accounting Standards Board Statement No. 109 "Accounting for Income Taxes". Deferred taxes are recorded for temporary differences between the recognition of income and expenses for tax and financial reporting purposes, using current tax rates. Deferred tax assets and liabilities represent the future tax consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled.

NOTE B - COMMON STOCK

Common stock consists of 100,000,000 shares authorized of \$.0001 par value at March 31, 2006. Common stock consists of the following:

Common stock 10,800,000 shares paid, but unissued	\$	1,080
Common stock 9,200,000 shares subscribed		920
Common stock 42,000,000 shares issued*		4,200

		6,200
Less, common stock subscription receivable		(920)

	\$	5,280
		=====

* On June 30th we closed our purchase of OptiCon Systems Inc., by issuing 42M shares of \$0.0001 par value Common stock for 100% of OptiCon System Inc at \$1 per share in which prices the transaction at \$42M. The transaction increased our outstanding shares of Common from 20M to 62M shares.

All of the transactions with common stock represent non-cash transactions for cash flow purposes.

NOTE C - INCOME TAXES

Hathaway has an accumulated loss of \$138,000 for financial statements and tax purposes through March 31, 2006, which can be used to offset future taxable income through 2023.

The potential tax benefit of this loss is estimated as follows:

Future tax benefit	\$	5,700
Valuation allowance		(5,700)

Future tax benefit	\$	-
		=====

As of March 31, 2006, no deferred tax assets or liabilities are recorded in the accompanying financial statements.

NOTE D - COMMITMENTS AND CONTINGENCIES

Employment agreements

The Company has entered into employment agreements with its president/CEO, its secretary and its chief marketing officer. The agreements provide for, among other things, employment terms of three years for the president and secretary, and for two years for the chief marketing officer commencing on March 30, 2003, and extended automatically for additional periods of one year until terminated pursuant to the terms of the agreements. In the event the employment agreement is terminated by the company without cause, the employee shall be entitled to severance pay equivalent to two (2) month's base salary, plus benefits to which the employee was entitled immediately preceding the date of termination for a period of twelve months following the date of termination. The agreements contain non-compete provisions which prevent the employee from engaging in the IT industry or any other business which competes with the company, nor solicit customers, employees or suppliers for a period of one year.

The employment agreement with the president/CEO provides for an incentive compensation or bonus equivalent to 10% of the net profits of the Company, but not to exceed the sum of \$1,000,000, to be paid at the end of the year 2005 if any. As of March 31 2006, the bonus has not been paid due to accumulated deficit.

Leases

In May 2004 the Company has entered into an operating lease for office space which expired on December, 2005. Currently the space is rented on a month to month basis. Monthly rental payments were \$400 per month. We have moved our offices to Texas, where OptiCon resides. Current rent is \$2000 per month.

Property and Equipment – Property and equipment are stated at cost less accumulated depreciation and any impairment in value. The initial cost of property and equipment comprises its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property and equipment have been put into operations, such as repairs and maintenance, are normally charged to income in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment. When assets are sold or retired, their cost and accumulated depreciation and amortization and any impairment in value are eliminated from the accounts.

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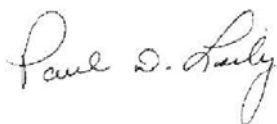
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CERTIFICATIONS

I, Paul Lisenby, certify that:

1. I have reviewed this financial report of Hathaway Corporation:
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 report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant'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) for the registrant 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 registrant, 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) Evaluated the effectiveness of the registrant'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 c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting; and

Date:03/31/06



/s/ Paul Lisenby_____

By: Paul Lisenby Acting Chief Executive Officer

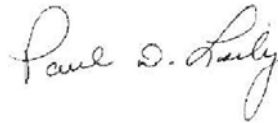
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In connection with the Financial Report of Hathaway Corporation,(the "Company"), for the Year ending March 31, 2006, as filed on the date hereon (the "Report"), I, Paul Lisenby, Acting Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350 as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(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 and result of operations of the Company.



/s/_Paul Lisenby_____

Paul Lisenby Acting Chief Executive Officer