

# EAGLE BROADBAND INC

## FORM 25-NSE

(Notification filed by National Security Exchange to report the removal from listing and registration of matured, redeemed or retired securities Initial Filing Amendments)

Filed 4/10/2007

Address	101 COURAGEOUS DRIVE LEAGUE CITY, Texas 77573
Telephone	281-538-6000
CIK	0001023139
Industry	Communications Services
Sector	Services
Fiscal Year	08/31

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

**FORM 25**  
**NOTIFICATION OF REMOVAL FROM LISTING AND/OR**  
**REGISTRATION UNDER SECTION 12(b) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-15649

Issuer: EAGLE BROADBAND INC  
Exchange: AMERICAN STOCK EXCHANGE LLC

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(Exact name of Issuer as specified in its charter, and name of Exchange where security is listed and/or registered)

Address: 101 Courageous Drive  
League City,  
TEXAS  
77573

Telephone number: 2815386000

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(Address, including zip code, and telephone number, including area code, of Issuer's principal executive offices)

Common Stock, \$0.001 Par Value

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(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration:

17 CFR 240.12d2-2(a)(1)

17 CFR 240.12d2-2(a)(2)

17 CFR 240.12d2-2(a)(3)

17 CFR 240.12d2-2(a)(4)

Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or withdraw registration on the Exchange. <sup>1</sup>

Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with its rules of the Exchange and the requirements of 17 CFR 240.12d-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

Pursuant to the requirements for the Securities Exchange Act of 1934, AMERICAN STOCK EXCHANGE LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

	By		Vice President - Listing Qualifications
<u>2007-04-10</u>		<u>Dennis J. Meeekins</u>	
Date		Name	Title

<sup>1</sup> Form 25 and attached Notice will be considered compliance with the provisions of 17 CFR 240.19d-1 as applicable. See General Instructions.

# AMERICAN STOCK EXCHANGE LLC

## DETERMINATION AND NOTIFICATION OF REMOVAL FROM LISTING AND/OR REGISTRATION UNDER SECTION 12(b) OF THE SECURITIES EXCHANGE ACT OF 1934 Attachment to Form 25

April 10, 2007

The American Stock Exchange LLC (the “Exchange” or “Amex”), pursuant to Section 12(d) of the Securities Exchange Act of 1934 and Rule 12d2-2(b) promulgated thereunder by the Securities and Exchange Commission (the “Commission”), has determined to strike from listing and registration on the Exchange, the following:

**EAGLE BROADBAND, INC.**  
Common Stock, \$0.001 Par Value  
Commission File Number – 001-15649

1. The standards of the Exchange provide, among other things, that consideration may be given to the removal of a security when: (i) the financial condition and/or operating results of the issuer appear to be unsatisfactory; (ii) the issuer has failed to comply with its listing agreements with the Exchange; or (iii) any other event shall occur or any condition shall exist which makes further dealings on the Exchange unwarranted.

In applying these standards, the Exchange gives consideration to delisting the securities of a company that is not in compliance with:

- (a) Section 1003(a)(i) of the Amex Company Guide (the “Company Guide”) which requires a company to maintain at least \$2 million in shareholders’ equity if the company has reported losses from continuing operations and/or net losses in two of its three most recent fiscal years;
- (b) Section 1003(a)(ii) of the Company Guide which requires a company to maintain at least \$4 million in shareholders’ equity if the company has reported losses from continuing operations and/or net losses in three of its four most recent fiscal years; and
- (c) Section 1003(a)(iii) of the Company Guide which requires a company to maintain at least \$6 million in shareholders’ equity if the company has reported losses from continuing operations and/or net losses in three of its four most recent fiscal years.

2. The Common Stock of Eagle Broadband, Inc. (the “Company” or “Eagle”) does not qualify for continued listing for the following reasons:

- (a) The Company has incurred net (losses) as follows:

<u>Fiscal years ended August 31,</u>	<u>Net (Loss)</u>
2006	(\$24,983,000)
2005	(\$57,124,000)
2004	(\$31,008,000)
2003	(\$31,351,000)

2002

(\$76,832,000)

Three months ended November 30,  
2006

Net (Loss)  
(\$3,461,000)

(b) At August 31, 2006 the Company reported shareholders' equity of \$1,863,000.

3. In reviewing the eligibility of the Company's Common Stock for continued listing, the Exchange has complied with its standards and procedures as follows:

- (a) On November 29, 2006 the Company was notified by the Amex that following a review of the Company's annual report on Form 10-K for the fiscal year ended August 31, 2006, Eagle was not in compliance Section 1003(a)(i) of the Company Guide with shareholders' equity of less than \$2,000,000 and losses from continuing operations and net losses in two out of its three most recent fiscal years; Section 1003(a)(ii) of the Company Guide with shareholders' equity of less than \$4 million and losses from continuing operations and net losses in three of its four most recent fiscal years; and Section 1003(a)(iii) of the Company Guide with shareholders' equity of less than \$6,000,000 and losses from continuing operations and net losses in its five most recent fiscal years. The Company was given the opportunity to submit a plan by December 29, 2006 outlining its plan to regain compliance with Amex continued listing standards within a maximum of 18 months.
- (b) The Company submitted its plan to regain compliance on January 5, 2007 (the "Plan"). On February 7, 2007, the Exchange notified Eagle it had determined to initiate immediate delisting proceedings against the Company based on the Staff's determination that that the Plan did not make a reasonable demonstration that the Company could regain compliance within the required timeframe (the "Staff Determination").
- (c) On February 13, 2007 the Company requested, pursuant to Sections 1203 and 1009(d) of the Company Guide, an oral hearing to appeal the Amex determination before a Listing Qualifications Panel of the Amex Committee on Securities (the "Panel"). A hearing before the Panel was set for March 29, 2007.
- (d) On March 27, 2007, the Company notified the Exchange in writing of its decision to withdraw its request for a hearing before the Panel.

Accordingly, the Exchange, having complied with all of its procedures, is authorized to file this application in accordance with Section 12 of the Securities Exchange Act of 1934 and the rules promulgated thereunder.

4. In the opinion of the Exchange, all of the material facts relating to the reasons for this application are contained herein.

5. The Exchange official whose signature is set forth below is duly authorized to file this application.

6. In accordance with the provisions of Rule 12d2-2, the Exchange has issued public notice of its final determination to remove the Company's securities from listing and/or registration by issuing a press release and posting notice on [www.amex.com](http://www.amex.com). Further, a copy of this application has been forwarded to Mr. David Micek President and Chief Executive Officer of the Company.

/s/

Dennis J. Meekins  
Vice President, Listing Qualifications  
American Stock Exchange LLC