QUARTERLY REPORT FOR THE THREE MONTHS ENDED June 30, 2010

LIVEWORLD, INC.

(Exact Name of issuer as specified in its charter)

Delaware	**77-0426524**
(State of Incorporation)	*(IRS Employer Identification No.)*

4340 Stevens Creek Blvd. Suite 101
San Jose, California 95129
(Address of principal executive offices)

(408) 871-5200
(Company's telephone number)

ISSUER'S EQUITY SECURITIES

COMMON STOCK

$0.001 Par Value
100,000,000 Common Shares Authorized
33,151,981 Shares Issued and Outstanding

LIVEWORLD, INC.
UNAUDITED BALANCE SHEETS
(In thousands, except share data)

	June 30, 2010	December 31, 2009
ASSETS		
Current assets		
Cash and cash equivalents	$ 417	$ 1,586
Accounts receivable, net	1,064	1,131
Prepaid expenses	160	157
Total current assets	1,641	2,873
Property and equipment, net	165	261
Investment in joint venture	836	867
Other assets	30	18
Total assets	$ 2,673	$ 4,019
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 166	$ 111
Accrued employee expenses	417	387
Other accrued liabilities	14	22
Current portion of capital lease obligations	78	113
Current portion of note payable	0	0
Deferred revenues	393	675
Total current liabilities	1,068	1,308
Long-term capital lease obligation	0	29
Total liabilities	1,068	1,337
Stockholders' equity		
Common stock: $0.001 par value, 100,000,000 shares authorized 33,151,981 issued and outstanding as of December 31, 2009 and June 30, 2010 respectively	33	33
Additional paid-in capital	140,892	140,728
Accumulated deficit	(139,321)	(138,078)
Total stockholders' equity	1,604	2,682
Total liabilities and stockholders' equity	$ 2,673	$ 4,019

See accompanying notes to the unaudited financial statements

LIVEWORLD, INC.
UNAUDITED CONDENSED STATEMENT OF OPERATIONS
(In thousands, except per share data)

	Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
Total revenues	$ 1,557	$ 2,334	$ 3,571	$ 4,893
Cost of revenues	661	797	1,420	1,569
Gross Margin	895	1,537	2,151	3,324
Operating Expense				
Product development	509	547	1,025	1,096
Sales and marketing	627	529	1,216	1,093
General and administrative	479	511	939	1,068
Stock based compensation	70	95	165	191
Total operating expense	1,685	1,682	3,345	3,447
Loss from operations	(790)	(145)	(1,194)	(124)
Interest Income (expense), net	(1)	(20)	(10)	(20)
Loss before tax	(791)	(164)	(1,204)	(143)
Provision for income taxes	(1)	(10)	(8)	(15)
Equity in net income (loss) of unconsolidated affiliate	(25)	(3)	(31)	2
Net loss	(816)	(177)	(1,242)	(157)
Basic Loss per share	$ (0.02)	$ (0.01)	$ (0.04)	$ (0.00)
Shares used in computing basic loss per share	33,151,981	33,151,981	33,151,981	33,151,981
Diluted net income (loss) per share	$ (0.02)	$ (0.01)	$ (0.04)	$ (0.00)
Shares used in computing diluted income (loss) per share	33,151,981	33,151,981	33,151,981	33,151,981
Departmental allocation of stock-based compensation:				
Product development	$ 35	$ 57	$ 82	$ 93
Sales and marketing	16	6	37	47
General and administrative	19	32	45	50
Total stock-based compensation	$ 70	$ 95	$ 165	$ 191

See accompanying notes to the unaudited financial statements

LIVEWORLD, INC.
UNAUDITED CONDENSED STATEMENTS OF CASH FLOWS
(In thousands)

	Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
Cash flows from operating activities:				
Net loss	$ (816)	$ (177)	$ (1,242)	$ (157)
Adjustments to reconcile net loss used in operating activities:				
Depreciation of long-lived assets	53	102	112	222
Stock-based compensation	70	95	165	191
Equity in net loss of unconsolidated affiliate	25	4	31	(2)
Changes in operating assets and liabilities:				
Accounts receivable	(345)	(172)	67	90
Other assets	(53)	(52)	(18)	(55)
Accounts payable	(41)	0	55	2
Accrued liabilities	(20)	25	22	7
Deferred revenue	114	302	(282)	8
Net cash provided by (used in) operating activities	(1,013)	126	(1,090)	305
Cash flows from investing activities:				
Purchase of property and equipment	(6)	0	(15)	(39)
Net cash provided by (used in) investing activities	(6)	0	(15)	(39)
Cash flows from financing activities:				
Capital lease financing	(31)	(45)	(64)	(89)
Proceeds from exercise of stock options	-	-	-	-
Note payable financing	-	4	-	(24)
Net cash provided by (used for) financing activities	(31)	(41)	(64)	(113)
Change in cash and cash equivalent	(1,050)	86	(1,169)	153
Cash and cash equivalents, beginning of period	1,467	1,431	1,586	1,363
Cash and cash equivalents, end of period	$ 417	$ 1,516	$ 417	$ 1,516

See accompanying notes to the unaudited financial statements

1. ORGANIZATION

LiveWorld Incorporated (the "Company") was incorporated in California on April 10, 1996 and reincorporated in Delaware in July 1999. In April 1999 the Company changed its name from LiveWorld Productions to Talk City, Inc. On May 8, 2001, the Company changed its name from Talk City, Inc. to LiveWorld, Inc. The Company's principal business is to provide private label social network services for global brands enabling them to create and manage persistent, consistent brand engagement across the social media landscape. Our services and products include: strategy & management, moderation & insight services, and platforms (Facebook, distributed social networks, central community sites). Our clients use these services to generate dialogue and relationships with and among their customers and other constituencies, as well as for loyalty relationship marketing, customer support and business intelligence.

2. INTERIM FINANCIAL STATEMENTS

The unaudited condensed interim financial information furnished herein reflects all adjustments, consisting only of normal recurring items, which in the opinion of management are necessary to fairly state our financial position, results from operations and cash flows for the dates and periods presented and to make such information presented not misleading. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted; nevertheless, the Company believes that the disclosures herein are adequate to make the information presented not misleading. Operating results for the three months ended June 30, 2010 are not necessarily indicative of the results that may be expected for the year ending December 31, 2010 or future periods. The balance sheet, operating results, and statements of cash flows for the periods ended June 30, 2009, December 31, 2009, and June 30, 2010 where neither audited nor reviewed by an independent accounting firm and are subject to change upon such a review or audit being completed.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenues — The Company recognizes revenues in accordance with Staff Accounting Bulletin No. 104, "Revenue Recognition in Financial Statements" ("SAB 104") when the following criteria have been met: persuasive evidence of an arrangement exists, the fees are fixed or determinable, no obligations remain, and collection of the related receivable is reasonably assured.

The Company has certain contracts which are multiple element arrangements and provide for several deliverables to the customer that may include service development, community set-up, on-line community hosting, on-line community management, moderation services, and consulting. Accordingly, these contracts are accounted for in accordance with Emerging Issues Task Force No. 00-21, "Revenue Arrangements with Multiple Deliverables" ("EITF 00-21"). EITF 00-21 requires that the Company assess whether the different elements qualify for separate accounting. Because the Company does not believe that service development and community set-up activities have value to the customer on a stand alone basis, this element does not qualify for separate accounting. Accordingly, fees received from service development and set-up activities are combined with the amounts allocable to the relevant undelivered item(s) within the contract. All other elements qualify for separate accounting and have objective and reliable evidence of fair value.

Revenues from service development and community set-up activities are deferred and are recognized ratably over the related development and service portions of the contract. Revenues from on-line community hosting, on-line community management, moderation services, and consulting are recognized as the services are provided.

Cost of Revenues — Cost of revenues is comprised of direct costs associated with the sales of on-line social network and community services to clients; the expense associated with the development, set-up and operation of communities, including expenses associated with server costs for hosting the communities, license fees for specified aspects of our platform used to develop the standard set-up for clients, as well as expenses associated with any custom development the client may desire; and the cost of providing moderators and any enhancements the client may request after the community has been set up. These expenses consist primarily of salaries, payroll taxes, benefits and related expenditures for development, set-up, additional add-ons, enhancements or upgrades, as well as, software license fees, hardware costs, and salary and related moderation expenses.

Deferred Revenues — Deferred revenues are the amounts associated with the initial service development and set-up of the community for our clients. These service development and set-up revenues are paid upfront but recognized ratably as the development and operational service contract is recognized.

Product Development — Product development expenses consist primarily of salaries, payroll taxes, benefits and related expenditures for technology, software development, project management and support personnel. Costs related to the development of new products and enhancements to existing products are charged to operations as incurred. Software development costs are required to be capitalized when a product's technological feasibility has been established by completion of a working model of the product. To date, completion of a working model of the Company's products and general release have substantially coincided. As a result, the Company has not capitalized any software development costs because such costs have not been significant.

Sales and Marketing — Sales and marketing expenses consist primarily of salaries, payroll taxes, benefits and related expenditures for sales and marketing, as well as the community management which are costs associated with account management and client services.

General and Administrative — General and administrative expenses are the consolidated expenses of the operations, facilities, finance, human resources, legal and other administrative functions. The expenses associated with these functions consist primarily of salaries, payroll taxes, benefits, professional fees, and related expenditures for our overall management and administration.

Earnings Per Share — Basic income or loss per share is computed using the net income or loss and the weighted average number of common shares outstanding during the period. Diluted income per share is computed using the net income and the weighted average number of common shares and dilutive potential common shares outstanding during the period. Potential dilutive common shares include, for some or all of the periods presented, outstanding stock options and warrants. The computation of diluted income per share does not assume conversion, or exercise of securities that would have an anti-dilutive effect on earnings. The dilutive effect of outstanding stock options and warrants is computed using the treasury stock method. As of June 30, 2009 there were 23,822,819 outstanding options and warrants to purchase shares of the Company's common stock; and as of June 30, 2010 there were 22,013,881 outstanding options and warrants to purchase shares of the Company's common stock.

The following table sets forth the computation of basic and diluted net income or loss attributable to common stockholders:

In thousands, except per share amounts	**June 30, 2010**	**June 30, 2009**	**Six Months Ended June 30, 2010**	**2009**
Numerator: Net income (loss) attributable to common Stockholders	$ (816)	$ (177)	$ (1,242)	$ (157)
Denominator:				
Weighted-average shares used to compute basic EPS	33,152	33,152	33,152	33,152
Effect of dilutive securities:				
Diluted common shares	----	----	----	----
Weighted-average shares used to compute diluted EPS	33,152	33,152	33,152	33,152
Net earnings per share:				
Basic	$ (0.02)	$ (0.01)	$ (0.04)	$ (0.00)
Diluted	$ (0.02)	$ (0.01)	$ (0.04)	$ (0.00)

4. STOCK-BASED COMPENSATION

Effective January 1, 2006, the Company adopted the fair value recognition provisions of FAS 123(R) "Share-Based Payment," which is a revision of Statement of Financial Accounting Standards No. 123. FAS 123(R) supersedes Accounting Principles Board Opinion No. 25, "Accounting for Compensation Arrangements" and amends Statement of Financial Accounting Standards No. 95, "Statement of Cash Flow." FAS 123(R) generally requires share-based payments to employees, including grants of employee stock options and other equity awards, to be recognized in the statement of operations based on their fair values. In addition, FAS 123(R) requires the benefits of tax deductions in excess of recognized compensation expense to be reported as a financing cash flow, rather than as an operating cash flow as prescribed under previous accounting rules.

Determining Fair Value

Valuation Method — The Company estimates the fair value of stock options granted using the Black-Scholes option-pricing model and a single option award approach.

Expected Term — The expected term represents the period the Company's stock-based awards are expected to be outstanding and was determined based on historical experience with similar awards, giving consideration to the contractual terms of the stock-based awards, vesting schedules and expectations of future employee behavior as influenced by changes to the terms of its stock-based awards.

Expected Volatility — A volatility of 69% was used as an estimate of the expected future volatility of the Company's common stock.

Risk-Free Interest Rate — The risk-free interest rate used in the Black-Scholes valuation method is based on the implied yield currently available on U.S. Treasury securities with an equivalent remaining term.

Expected Dividend — No dividends are expected to be paid.

Estimated Forfeitures — When estimating forfeitures, the Company considers voluntary termination behavior as well as analysis of actual option forfeitures.

The Company estimated the fair value of its stock options using the Black-Scholes option-pricing model, by using the following assumptions for the options granted during the six months ended June 30, 2010:

	Stock Options
Dividend yield	0%
Expected volatility	69%
Risk-free interest rate	3.79%
Estimated term	4 Years
Forfeiture rate	19%

A summary of the stock option activity is as follows:

	Shares Available for Grant	**Options Outstanding**	**Weighted Average Exercise Price Per Share**	**Weighted Average Remaining Contractual Life (in years)**	**Aggregate Intrinsic Value (in thousands)**
Balance as of December 31, 2009	9,610,631	20,018,744	$ 0.14		
Granted	(1,910,000)	1,910,000	$ 0.04		
Forfeited	3,552,800	(3,552,800)	$ 0.15		
Exercised	----	----	$ 0.00		
Balance as of June 30, 2010	11,253,431	18,375,944	$ 0.13	4.6	$128

The aggregate intrinsic value in the table above represents the difference between the exercise price of the underlying awards and the quoted price of our common stock for the options that were in-the-money as of June 30, 2010.

The 1996 Stock Option Plan ("1996 Plan") provides for stock options to be granted to employees, independent contractors, officers, and directors. Prior to 2004, options were generally granted at an exercise price which approximated eighty-five percent (85%) to one hundred percent (100%) of the estimated fair market value per share at the date of grant, as determined by our Board of Directors. Since 2004, options have generally been granted at one hundred percent (100%) of their estimated fair market value per share at the date of grant, as determined by our Board of Directors. All options issued under the 1996 Plan and the 2007 Stock Option Plan ("2007 Plan") have a term of ten (10) years, and generally have a vesting schedule such that they vest ratably over four (4) years, twenty-five percent (25%) one (1) year after the grant date and the remainder at a rate of 1/36 per month thereafter. As of December 31, 2005, all outstanding stock options were exercisable. The 1996 Plan expired in October of 2006 and was replaced by our 2007 Plan. Under the 2007 Plan, the number of shares authorized for grant is 9,480,631. As of June 30, 2010 there were a total of 18,375,944 outstanding options under the 1996 Plan and the 2007 Plan. As of June 30, 2010, there was approximately $360,000 of total unrecognized compensation expense related to non-vested stock-based compensation arrangements granted under the 1996 Plan and the 2007 Plan, as well as, stand alone option grants. The cost is expected to be recognized over the next 4 years.

5. PROPERTY AND EQUIPMENT

Property, furniture and equipment consisted of the following items:

($ in thousands)	June 30, 2010	December 31, 2009
Computer equipment	$ 2,290	$ 2,275
Software	1,191	1,191
Furniture and fixtures	37	37
Leasehold improvements	23	23
Leased equipment	418	418
Accumulated depreciation	(3,794)	(3,683)
Property, furniture and equipment, net	$ 165	$ 261

Depreciation expense was approximately $378,000 and $112,000 for the twelve months ended December 31, 2009 and six months ended June 30, 2010, respectively.

Management's Discussion and Analysis of Financial Condition and Results of Operation

Special Note Regarding Forward-Looking Statements

This report contains forward-looking statements. All statements other than statements of historical fact contained in this document are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only current predictions and are subject to known and unknown risks, uncertainties, and other factors that may cause our or our industry's actual results, levels of activity, performance, or achievements to be materially different from those anticipated by the forward-looking statements.

The following discussion and analysis should be read in conjunction with our financial statements and the notes to those statements included elsewhere in this quarterly report. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. Actual results may differ materially from those discussed in these forward-looking statements due to a number of factors, including those set forth in the section entitled "Risk Factors" contained in our 2007 Form 10-K.

The balance sheet, operating results, and statements of cash flows for the periods ended June 30, 2009 and 2010 and December 31, 2009 where neither audited nor reviewed by an independent accounting firm and are subject to change upon such a review or audit being completed.

Overview

We provide private label social network services for global brands enabling them to create and manage persistent, consistent brand engagement across the social media landscape. Our services and products include: strategy & management, moderation & insight services, and platforms (Facebook, distributed social networks, central community sites). Our clients use these services to generate dialogue and relationships with and among their customers and other constituencies, as well as for loyalty relationship marketing, customer support and business intelligence. Our services consist of the following products delivered on a complete end-to-end or modular basis:

Strategy & Management Services: Social Strategy & Community Relations Management Services include working with companies to develop a social strategy and social view of their brand aligned to business goals, creative, community content programming and client management services to help design, organize, manage, oversee and evolve the feature, content, and user participation aspects of an on-line community. We provide these services for sites using LiveWorld's application platforms, client or 3rd Party application platforms and on broad destination social networks such as Facebook.

Moderation & Insight Services: Moderation & Insight Services include content moderation, social engagement moderation and editorial moderation as well as overall moderation management and moderation reporting. Moderators are trained personnel that read and review user content for adherence to website guidelines, and take appropriate action when content violates those guidelines. Such action might include permitting, hiding (or deleting), or escalating such content to a supervisor. Moderation can also involve trained personnel leading topical discussions, or selecting or editing site content for featured display. We provide Moderation Services for sites using LiveWorld's application platforms, client or 3rd Party application platforms and on broad destination social networks such as Facebook. When moderating 3rd Party or broad destination social networks. We utilize client or platform-provided moderation tools or LiveWorld's advanced moderation tools and systems, depending on the specific client's needs. We provide moderation in 70 country/language combinations

Platforms: We design, develop, host and manage private-label branded community applications, including Facebook Conversation Applications, LiveBar distributed social networking and our Community Center branded community sites. Application Hosting includes operating applications on our system infrastructure on behalf of our clients.

We offer our services to brand clients as well as marketing agencies. In 2006 we entered into a non-exclusive joint venture with WPP to market our products and services to WPP clients. Pursuant to this joint venture, WPP has the opportunity to earn warrants to purchase our common stock based on the joint venture's contribution to our total revenue. Although WPP is under no contractual obligation to introduce us to WPP clients, we believe our relationship with WPP provides us access to companies that need and embrace on-line social networks and community services. We further believe that this relationship enhances our overall market visibility and credibility. Our relationship with WPP is non-exclusive and we enjoy close working partnerships with other agencies such as Digitas and Beam Interactive.

Total Revenues

Our business is primarily based on building recurring revenue streams through the operation of private-label on-line social networks and communities for our clients. Our revenues are derived principally from two sources: (i) service development and set-up revenues, and (ii) operations revenues.

We define service development and set-up revenues as follows: Service development revenues are fees we charge for customizing the standard service we provide to our clients. Set-up revenues are fees we charge for setting up the services based on our standard menu of services provided; and we charge add-ons, or enhancements fees for any additional customized work the client requests after we have begun to provide services to our client. Development and set-up revenues are paid upfront but recognized ratably as the development and operational services are provided.

We define operation revenues as follows: Application hosting revenues are fees we charge for hosting client communities on our servers and these fees are generally based on pageviews per month; community management revenues are fees derived from services provided to the client on a monthly basis to manage the community and the community needs of the customer, generally involving a monthly minimum fee for a specified minimum volume of hours with any additional time being charged on an hourly rate; and moderation revenues are fees we charge our clients for moderating their community. These revenues are recognized monthly as the services are delivered.

Cost of Revenues

Cost of revenues is comprised of direct costs associated with the sales of on-line social network and community services to clients; the expense associated with the development, set-up and operation of communities, including expenses associated with server costs for hosting the communities, license fees for specified aspects of our platform used to develop the standard set-up for clients, as well expenses associated with any custom development the client may desire; and the cost of providing moderators and any enhancements the client may request after the community has been set up. These expenses consist primarily of salaries, payroll taxes, benefits and related expenditures for development, set-up, additional add-ons enhancements or upgrades, as well as, software license fees, hardware costs, and salary and related moderation expenses.

Operating Expenses

Product Development. Product development expenses consist primarily of salaries, payroll taxes, benefits and related expenditures for technology, software development, project management and support personnel. Costs related to the development of new products and enhancements to existing products are charged to operations as incurred.

Sales and Marketing. Sales and marketing expenses consist primarily of salaries, payroll taxes, benefits and related expenditures for sales and marketing, as well as community management, which are costs associated with account management and client services.

General and Administrative. General and administrative expenses are the consolidated expenses of the operations, facilities, finance, human resources, legal and other administrative functions. The expenses associated with these functions consist primarily of salaries, payroll taxes, benefits, professional fees, and related expenditures for our overall management and administration.

Stock-Based Compensation. Stock-based compensation expenses include amounts related to the grant of options and warrants to employees and non-employee service providers.

Results From Operations

The following table sets forth our historical operating results as a percentage of total revenues for the periods indicated:

LIVEWORLD, INC.
STATEMENT OF OPERATIONS

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	**2009**	**2010**	**2009**
Total revenues	100%	100%	100%	100%
Cost of revenues	43	34	40	32
Gross Margin	57	66	60	68
Operating Expense				
Product development	33	23	29	21
Sales and marketing	40	23	34	22
General and administrative	31	22	26	22
Stock based compensation	4	4	5	4
Total operating expense	108	72	94	70
Income (loss) from operations	(51)	(6)	(34)	(3)
Other income (expense)	---	(1)	----	----
Income (loss) before tax	(51)%	(7)%	(34)%	(3)%

Three and Six Months Ended June 30, 2010 and 2009

Total Revenues

Our revenues for the three months ended June 30, 2010 were approximately $1.6 million, as compared to $2.3 million for the three months ended June 30, 2009. This was a reduction of approximately $777,000 or 33% period-over-period. Revenues decreased primarily as a result of reduced spending and fewer projects from existing clients and fewer new client projects.

For the three months ended June 30, 2010, revenues from eBay comprised 39% of our total revenues and Johnson & Johnson accounted for approximately 10% of our total revenues while all other clients represented approximately 51% of our total revenues. This compares to the three months ended June 30, 2009 where revenues from eBay comprised 30% of our total revenues, Johnson & Johnson accounted for approximately 12% of our total revenues and all other clients represented for 58% of total revenues.

Our revenues for the six months ended June 30, 2010 were approximately $3.6 million, as compared to $4.9 million for the six months ended June 30, 2009. This was a reduction of approximately $1.3 million or 27% period-over-period. Revenues decreased primarily as a result of fewer projects from existing clients and fewer new client projects. Over the first six months of the year, the economic environment has continued to have an impact on revenues as clients and potential clients have reduced their overall budgets and suspended projects in the short term.

For the six months ended June 30, 2010, revenues from eBay comprised 36% of our total revenues and Johnson & Johnson accounted for approximately 8% of our total revenues while all other clients represented approximately 56% of our total revenues. This compares to the six months ended June 30, 2009 where revenues from eBay comprised 29% of our total revenues, Johnson & Johnson accounted for approximately 11% of our total revenues and all other clients represented for 60% of total revenues .

Cost of Revenues

Cost of revenues were approximately $661,000, or 43% of total revenues for the three months ended June 30, 2010, and $797,000 or 34% of total revenues for the three months ended June 30, 2009. This represented a decrease of approximately $136,000 or 17% period-over-period. Cost of revenues for the six months ended June 30, 2010 were approximately $1.4 million as compared to $1.6 million for the six months ended June 30, 2009. This represented a decrease of approximately $149,000, or 10% period-over-period. The reduction in cost of revenues was driven primarily by the reduction in licensing fees, the use of fewer outside consultants to complete projects for our clients, and overall cost reductions by the company.

Operating Expenses

Product Development. Expenditures for product development were approximately $509,000, or 33% of total revenues for the three months ended June 30, 2010, and approximately $547,000 or approximately 23% of total revenues for the three months ended June 30, 2009. This represented a decrease in absolute dollars of approximately $38,000, or 7% period-over-period. The decrease was driven by reducing our dependency on outside contractors, as well as, reducing our overall employee cost.

For the six months ended June 30, 2010, the expenditures for product development were approximately $1.0 million or 29% of total revenues. This compares to $1.1 million in product development costs for the six months ended June 30, 2009 or 21% of total revenues. This represented a decrease in absolute dollars of approximately $71,000 or 7% period-over-period. The decrease was driven by reducing our dependency on outside contractors, as well as, reducing our overall employee cost.

The majority of product development costs are personnel related. We are committed to our product development efforts and expect product development expense will remain relatively flat in absolute dollar terms in the near future. Such efforts may not result in additional new services and any new services may not generate sufficient revenues, if any, to offset expenses.

Sales and Marketing. Sales and marketing costs were approximately $627,000, or 40% of total revenues for the three months ended June 30, 2010, and $529,000, or 23% for the three months ended June 30, 2009 representing an increase in absolute dollars of approximately $98,000 or 19% period-over-period. The period-over-period increase in sales and marketing expenses was a result of increased headcount in our sales group.

For the six months ended June 30, 2010 costs related to sales and marketing were approximately $1.2 million or 34% of total revenues. This compares to $1.1 million in sales and marketing costs for the six months ended June 30, 2009 or 22% of total revenues. This represented an increase in absolute dollars of approximately $123,000 or 11% period-over-period.

The substantial majority of our sales and marketing expenses are associated with our ongoing community management services, which are the costs associated with the servicing of existing clients, as opposed to those costs derived from new business development. We expect sales and marketing costs to increase as we further develop our sales efforts of private-label online social network and community services to new clients. In addition, if our product development efforts are successful and new products or services are created, we may incur increased sales and marketing expense to promote these products or services to new and existing clients**.**

General and Administrative. General and administrative expenses were approximately $479,000, or 31% of total revenues for the three months ended June 30, 2010, and $511,000, or 22% of total revenues for the three months ended June 30, 2009. This represented a decrease in absolute dollars of approximately $32,000, or 6% period-over-period. The decrease in general and administrative expenses period-over-period was related to reduced outside advisory costs and reductions in administrative expenses.

For the six months ended June 30, 2010 general and administrative expenses were approximately $939,000 or 26% of total revenues. This compares to the approximately $1.1 million in general and administrative expenses for the six months ended June 30, 2009 or 22% of total revenues. This represented a decrease in absolute dollars of approximately $129,000 or 12% period-over-period. The vast majority of the cost savings was related to the reduction in outside advisory costs, reduced in employee related expenses and reductions in administrative expenses.

Financial Condition, Liquidity and Capital Resources

Our total assets were approximately $2.7 million as of June 30, 2010, and $4.0 million as of December 31, 2009. This represented a decrease of approximately $1.3 million or 34% of total assets. Our cash and cash equivalents were $417,000 as of June 30, 2010 which is a decrease of approximately $1.2 million or 74% from the cash and cash equivalents balances of approximately $1.6 million as of December 30, 2009. This decrease was a primarily the result of our reduced revenues.

Accounts receivable was approximately $1.1 million as of June 30, 2010 which is a decrease of approximately $67,000 or 6% from the accounts receivable balance of approximately $1.1 million as of December 30, 2009. We believe accounts receivable balances will fluctuate with the levels of new client acquisition and enhancement activity.

Property and equipment decreased approximately $96,000 to $165,000 as of June 30, 2010 from $261,000 as of December 31, 2009. For the remainder of 2010 we do not anticipate a material increase in capital spending, therefore we expect property and equipment will continue to decrease in the short term.

Our current assets, which are made up of cash and cash equivalents, accounts receivable, and prepaid expenses as of June 30, 2010 were approximately $1.6 million while our current liabilities, which are made up of our accounts payable, accrued liabilities and current portions of long-term liabilities were approximately $1.1 million. This represented a positive working capital position of approximately $573,000, which was a decrease of approximately $1.0 million from the period ended December 31, 2009.

For the three months ended June 30, 2010 we had negative total cash flows of approximately $1.1 million while for the three months ended June 30, 2009 we had positive total cash flows of approximately $86,000. This represented a decrease in our total cash flows of approximately $1.1 million period-over-period.

For the six months ended June 30, 2010 we had negative total cash flows of approximately $1.2 million while for the six months ended June 30, 2009 we had positive total cash flows of approximately $153,000. This represented a decrease in our total cash flows of approximately $1.3million period-over-period. The primary reason for the decrease in total cash flows for both the three month and six months ended June 30, 2010 was the reduction in overall revenues.

We believe that the combination of cash balances, cash flow from operations, and available credit facilities will be sufficient to satisfy cash needs for the current level of operations and planned operations for at least the next twelve months.

In the future, we may strategically seek to take advantage of opportunities in the equity and capital markets to raise additional funds in order to take advantage of opportunities that may become available to us, including expansion of operating activities and acquisition of businesses, products or technologies, or otherwise to respond to competitive pressures. Capital scenarios may include but are not limited to public stock issuance, private investment rounds, merger or acquisition and/or privatization. There can be no assurance that we will be able to raise additional capital on favorable terms or at all.

Our earnings before interest, taxes, depreciation and amortization, and non-cash stock-based compensation (“Adjusted EBITDA”), was a loss of approximately $691,000, or 44% of total revenues for the three months ended June 30, 2010 as compared to EBITDA of $49,000, or 2% of total revenues for the three months ended June 30, 2009. The reduction in Adjusted EBITDA of approximately $740,000 period-over-period was primarily due to the increased reported net loss and the reduction in depreciation and amortization expense.

For the six months ended June 30, 2010 our Adjusted EBITDA loss was approximately $947,000 or 27% of total revenues. This compares to Adjusted EBITDA of approximately $292,000, or 6% of total revenues for the six months ended June 30, 2009. The reduction in Adjusted EBITDA of approximately $1.2 million period-over-period is primarily due to the increased reported net loss and the reduction in depreciation and amortization expense.

We define Adjusted EBITDA as net income or (loss) excluding net interest income, income taxes, depreciation and amortization, and non-cash stock-based compensation expense. The following table reconciles Adjusted EBITDA to the reported net income or loss:

LIVEWORLD
RECONCILIATION OF ADJUSTED EBITDA TO NET LOSS
(In thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
$ in 000's	2010	2009	2010	2009
Reported net (loss)	$ (816)	$ (177)	$ (1,242)	$ (157)
Depreciation and amortization	53	102	112	222
Stock-based compensation	70	95	165	191
Interest income, net	1	20	10	20
Provisions for income taxes	1	10	8	15
Adjusted EBITDA	$ (691)	$ 49	$ (947)	$ 292

Adjusted EBITDA does not represent funds available for management’s discretionary use and is not intended to represent cash flow from operations. Adjusted EBITDA has limitations and should not be construed as a substitute for net loss or as a better measure of liquidity than cash flows from operating activities, which are determined in accordance with United States generally accepted accounting principles

(“GAAP”) and therefore Adjusted EBITDA should only be used as supplemental information. Adjusted EBITDA excludes components that are significant in understanding and assessing our results of operations and cash flows. In addition, Adjusted EBITDA in not a term defined by GAAP and as a result, our measure of Adjusted EBITDA might not be comparable to similarly titled measures used by other companies.

However, Adjusted EBITDA is used by management to evaluate, assess and benchmark our performance as a service provider. We believe understanding the costs directly related to the delivery of our services is beneficial to the management of the Company. Adjusted EBITDA is relevant and useful information, which is often reported and widely used by analysts, investors and other interested parties as a measurement of the delivery of a product or service. Accordingly, we are disclosing this information to permit a more comprehensive analysis of our operating performance, to provide an additional measure of performance and liquidity and to provide additional information with respect to our ability to meet future debt service, capital expenditure and working capital requirements.

Our Adjusted EBITDA financial information is also comparable to net cash provided by operating activities. The table below reconciles Adjusted EBITDA to the GAAP disclosure of net cash provided (used in) operating activities:

LIVEWORLD
RECONCILIATION OF ADJUSTED EBITDA TO NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES
(In thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
$ in 000's	2010	2009	2010	2009
Net Cash Provided by (used in) operating activities	$ (1,013)	$ 126	$ (1,090)	$ 305
Interest income, net	1	20	10	20
Taxes	1	10	8	15
Equity in net loss of unconsolidated affiliate	(25)	(4)	(31)	2
Changes in accounts receivable	345	172	(67)	(90)
Changes in other assets	53	52	18	55
Changes in accounts payable	41	0	(55)	(2)
Changes in accrued liabilities	20	(25)	(22)	(7)
Changes in deferred revenues	(114)	(302)	282	(8)
Adjusted EBITDA	(691)	49	(947)	292

The reconciliation of Adjusted EBITDA to net cash provided by (used in) operating our Company should be viewed as supplemental information to our statement of cash flows and not as a substitute.

LIVEWORLD, INC.
UNAUDITED CONDENSED STATEMENTS OF CASH FLOWS
(In thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Cash flows from operating activities:				
Net loss	$ (816)	$ (177)	$ (1,242)	$ (157)
Adjustments to reconcile net loss used in operating activities:				
Depreciation of long-lived assets	53	102	112	222
Stock-based compensation	70	95	165	191
Equity in net loss of unconsolidated affiliate	25	4	31	(2)
Changes in operating assets and liabilities:				
Accounts receivable	(345)	(172)	67	90
Other assets	(53)	(52)	(18)	(55)
Accounts payable	(41)	-	55	2
Accrued liabilities	(20)	25	22	7
Deferred revenue	114	302	(282)	8
Net cash provided by (used in) operating activities	(1,013)	126	(1,090)	305
Cash flows from investing activities:				
Purchase of property and equipment	(6)	-	(15)	(39)
Net cash provided by (used in) investing activities	(6)	-	(15)	(39)
Cash flows from financing activities:				
Capital lease financing	(31)	(45)	(64)	(89)
Proceeds from exercise of stock options	-	-	-	-
Note payable financing	-	4	-	(24)
Net cash provided by (used for) financing activities	(31)	(41)	(64)	(113)
Change in cash and cash equivalent	(1,050)	86	(1,169)	153
Cash and cash equivalents, beginning of period	1,467	1,431	1,586	1,363
Cash and cash equivalents, end of period	$ 417	$ 1,516	$ 417	$ 1,516

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, investments in special purpose entities or undisclosed borrowings or debt. Additionally, we are not a party to any derivative contracts or synthetic leases.