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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 for the quarterly period ended: December 31, 2008

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

ELECTRONIC CONTROL SECURITY INC.
(Exact name of small business issuer as specified in its charter)

NEW JERSEY
(State or other jurisdiction
of incorporation or organization)

22-2138196
(IRS Employer Identification No.)

790 BLOOMFIELD AVENUE, CLIFTON, NEW JERSEY 07012
(Address of principal executive offices)

(973) 574-8555
(Issuer's telephone number)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

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

As of February 13, 2009, Electronic Control Security Inc. had outstanding 10,149,259 shares of common stock, par value \$.001 per share.

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Electronic Control Security Inc.
Consolidated Balance Sheets

	December 31, 2008	June 30, 2008
(Unaudited)		
ASSETS		
Current assets		
Cash and cash equivalents	\$ 149,924	\$ 72,592
Accounts receivable, current portion, net of allowance of \$100,000	2,301,017	1,447,880
Accounts receivable, retainage	273,459	797,888
Inventories	2,190,718	2,152,533
Other current assets	325,809	337,461
Total current assets	5,240,927	4,808,354
Property, equipment and software development costs - net	251,793	306,788
Intangible assets - net	1,156,745	1,198,367
Goodwill	50,000	50,000
Deferred income taxes	460,750	460,750
Other assets	156,880	156,382
	<u>\$ 7,317,095</u>	<u>\$ 6,980,641</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued expenses	\$ 3,186,673	\$ 2,675,299
Current maturities of long-term debt	74,682	106,991
8% Convertible debentures (net of discounts of \$3,644 and \$45,214)	486,356	444,786
Payroll taxes payable	613	613
Total current liabilities	3,748,324	3,227,689
Noncurrent liabilities		
Due to officers and shareholders	440,504	444,308
Deferred income taxes	66,950	66,950
Total liabilities	4,255,778	3,738,947
Shareholders' equity		
Series A Convertible Preferred stock, cumulative, \$.01 par value; \$2.00 liquidation preference; 5,000,000 shares authorized, 300,000 and 300,000 shares issued and outstanding, respectively	3,000	3,000
Series B 10% Convertible Preferred stock, cumulative, \$.001 par value; \$1,561 and \$1,485 per share liquidation preference; 2,000 shares authorized, 791 shares issued and outstanding, respectively	1	1
Common Stock, \$.001 par value; 30,000,000 shares authorized; 10,249,259 and 10,249,259 shares issued; 10,149,259 and 10,149,259 shares outstanding	10,249	10,249
Additional paid-in capital	12,843,845	12,735,943
Accumulated deficit	(9,790,568)	(9,502,288)
Accumulated other comprehensive income	4,790	4,790
Treasury stock, at cost, 100,000 shares	(10,000)	(10,000)
Total shareholders' equity	3,061,317	3,241,694
	<u>\$ 7,317,095</u>	<u>\$ 6,980,641</u>

See Notes to Consolidated Financial Statements.

Electronic Control Security Inc.
 Consolidated Statements of Operations

	Six Months Ended December 31,		Three Months Ended December 31,	
	2008 (Unaudited)	2007 (Unaudited)	2008 (Unaudited)	2007 (Unaudited)
Revenues	\$ 2,438,190	\$ 1,454,375	\$ 1,612,674	\$ 326,804
Cost of revenues	<u>1,819,127</u>	<u>1,049,325</u>	<u>1,112,074</u>	<u>192,959</u>
Gross profit	<u>619,063</u>	<u>405,050</u>	<u>500,600</u>	<u>133,845</u>
Research and development	80,668	55,668	40,334	27,834
Selling, general and administrative expenses	566,355	737,265	347,745	380,098
Stock based compensation	<u>47,947</u>	<u>134,866</u>	<u>4,653</u>	<u>78,526</u>
Income (loss) from operations	(75,907)	(522,749)	107,868	(352,613)
Other (income) expense				
Interest expense	87,889	85,225	40,467	50,014
Legal settlement	55,304	220,000	55,304	
Amortization of beneficial conversion feature on convertible debt	<u>9,224</u>	<u>9,318</u>	<u>4,612</u>	<u>4,612</u>
Total other (income) expense	<u>152,417</u>	<u>314,543</u>	<u>100,383</u>	<u>54,626</u>
Income (loss) before income taxes	(228,324)	(837,292)	7,485	(407,239)
Income taxes	-	-	-	-
Income (loss) before dividends	(228,324)	(837,292)	7,485	(407,239)
Dividends related to convertible preferred stock	<u>59,956</u>	<u>54,477</u>	<u>30,351</u>	<u>27,663</u>
Net loss attributable to common shareholders	<u>\$ (288,280)</u>	<u>\$ (891,769)</u>	<u>\$ (22,866)</u>	<u>\$ (434,902)</u>
Net loss per share:				
Basic	<u>\$ (0.03)</u>	<u>\$ (0.09)</u>	<u>\$ (0.00)</u>	<u>\$ (0.04)</u>
Diluted	<u>\$ (0.03)</u>	<u>\$ (0.09)</u>	<u>\$ (0.00)</u>	<u>\$ (0.04)</u>
Weighted average number of common shares and equivalents:				
Basic	<u>10,149,259</u>	<u>9,941,556</u>	<u>10,149,259</u>	<u>10,036,814</u>
Diluted	<u>10,149,259</u>	<u>9,941,556</u>	<u>10,149,259</u>	<u>10,036,814</u>

See Notes to Consolidated Financial Statements.

Electronic Control Security Inc.
 Consolidated Statements of Cash Flows

	Six Months Ended December 31,	
	2008	2007
	(Unaudited)	(Unaudited)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		
Cash flows from operating activities:		
Net loss before deemed dividends	\$ (228,324)	\$ (837,292)
Adjustments to reconcile loss to net cash used in operating activities:		
Depreciation and amortization	128,963	153,800
Allowance for bad debt		
Stock based compensation	47,947	134,866
Amortization of beneficial conversion feature on convertible debt	9,224	9,318
Increase (decrease) in cash attributable to changes in assets and liabilities		
Accounts receivable	(328,708)	(34,573)
Inventory	(38,185)	115,598
Other current assets	11,652	1,427
Other assets	(498)	
Accounts payable and accrued expenses	511,374	477,509
Payroll taxes payable	0	(178)
Net cash provided by operating activities	113,445	20,475
Cash flows from investing activities:		
Acquisition of property plant and equipment	-	(2,120)
Net cash used in operating activities	-	(2,120)
Cash flows from financing activities:		
Proceeds from exercise of stock options and warrants		17,775
Payments on long-term debt	(32,309)	(30,250)
Loans from officers and shareholders - net	(3,804)	(2,772)
Net cash provided by (used in) financing activities	(36,113)	(15,247)
Net decrease in cash and cash equivalents	77,332	3,108
Cash and cash equivalents at beginning of period	72,592	58,107
Cash and cash equivalents at end of period	\$ 149,924	\$ 61,215
Noncash financing and investing activities:		
Stock issued upon conversion of stockholder loan	\$ -	\$ 150,000
Stock issued upon conversion of debentures	\$ -	\$ 13,397
Stock issued in lieu of amounts payable	\$ -	\$ 215,717
Supplemental disclosures of cash flow information		
Cash paid during the period for:		
Interest	\$ -	\$ 31,814
Taxes	\$ -	\$ -

See Notes to Consolidated Financial Statements.

ELECTRONIC CONTROL SECURITY INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Basis of Presentation

The accompanying unaudited consolidated financial statements of Electronic Control Security Inc. and its subsidiaries (collectively "the Company") have been prepared in accordance with generally accepted accounting principles for interim financial information and Article 8.03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended December 31, 2008 are not necessarily indicative of the results that may be expected for the year ending June 30, 2009. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and footnotes thereto included in the Company's Form 10-KSB for the year ended June 30, 2008, as filed with the Securities and Exchange Commission.

Note 2 - Earnings Per Share

In determining basic or diluted earnings per share (EPS), the effects of dividends related to the Company's Series A convertible preferred stock is added to the net loss. Basic EPS is computed by dividing net income or net loss by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution from the exercise or conversion of other securities into common stock, but only if dilutive. The following securities have been excluded from the dilutive per-share computation, as they are anti-dilutive.

	<u>2008</u>	<u>2007</u>
Stock options	1,584,500	1,074,500
Warrants	556,552	2,803,397
Convertible debentures	653,333	653,333
Convertible preferred stock	1,646,019	1,860,363

ELECTRONIC CONTROL SECURITY INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 3 - Inventories

Inventories consist of the following:

	<u>December 2008</u>	<u>June 2008</u>
Raw materials	\$ 349,178	\$ 358,877
Work-in-process	396,056	467,297
Finished goods	1,445,484	1,326,359
	<u>\$ 2,190,718</u>	<u>\$ 2,152,533</u>

Note 4 - Convertible Debentures

In January 2006, the Company raised net proceeds of \$831,000 from the proceeds of the private placement of \$1 million in principal amount of Senior Secured Convertible Debentures ("the Debentures"). The obligations with respect to the Debentures are secured by a lien on all of the Company's assets, including its intellectual property. The Debentures have a term of three years and are convertible at the option of the holder at any time into shares of the Company's Common Stock at a conversion price of \$.75 per share, subject to certain adjustments. Interest is payable at a rate equal to the greater of 8% per annum or the prime rate for the applicable interest period plus 2.5%. As of December 31, 2008, approximately \$490,000 in principal amount of the debentures remains outstanding.

The principal owing on the debentures became due as of January 11, 2009 but was not repaid. The Company and certain of the debenture holders are currently holding discussions to consider various proposals designed to address this issue. No assurance can be provided that the Company and the debenture holders will in fact be able to reach a resolution of this matter.

Note 5 - Legal Settlement

On December 22, 2006, a former employee and shareholder of Clarion filed a complaint against the Company for breach of employment contract and asset purchase agreement. Damages were sought in excess of \$300,000. As of October 30, 2008, the parties agreed to settle the matter for \$52,367. The settlement included an initial payment of \$16,367 and \$2,000 per month for 18 months.

Note 6 - New Authoritative Pronouncements

The Company does not anticipate that the adoption of recently-issued accounting pronouncements will have a significant impact on the Company's results of operations, financial position or cash flows.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR RESULTS OF OPERATIONS.

The following discussion should be read in conjunction with our financial statements and the notes related to those statements. Some of our discussion is forward-looking and involves risks and uncertainties. For information regarding risk factors that could have a material adverse effect on our business, refer to the risk factors section of the annual report for the year ended June 30, 2008 on Form 10-KSB.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Our Company and its representatives may from time to time make written or verbal forward-looking statements, including statements contained in this report and other Company filings with the Securities and Exchange Commission and in our reports to shareholders. Statements that relate to other than strictly historical facts, such as statements about our plans and strategies, expectations for future financial performance, new and existing products and technologies, and markets for our products are forward-looking statements. Generally, the words "believe," "expect," "intend," "estimate," "anticipate," "will" and other similar expressions identify forward-looking statements. The forward-looking statements are and will be based on our management's then-current views and assumptions regarding future events and operating performance, and speak only as of their dates. Investors are cautioned that such statements involve risks and uncertainties that could cause actual results to differ materially from historical or anticipated results due to many factors including, but not limited to, our Company's current and future capital needs, uncertainty of capital funding, our clients' ability to cancel contracts with little or no penalty, government initiatives to implement Homeland Security measures, the likelihood of completing transactions for which we have entered into letters of intent, the state of the worldwide economy, competition, our customer's ability to pay our invoices within our standard credit terms, and other risks detailed in our Company's most recent Annual Report on Form 10-KSB and other Securities and Exchange Commission filings. We undertake no obligation to publicly update or revise any forward-looking statements.

OVERVIEW

We design, develop, manufacture and market technology-based integrated security systems. We also provide support services to system integrators consisting of risk assessment and vulnerability studies to ascertain a client's security requirements to develop a comprehensive risk management and mitigation program.

We market our products domestically and internationally to:

- security system integrators;
- national and local government entities;
- large industrial facilities and major office complexes;
- energy facilities, including nuclear plants, power utilities and pipelines; and commercial transportation centers, such as airports and seaports.

We believe we are one of the few true comprehensive security solution providers in the industry. We are able to analyze a security risk and develop security solutions specifically tailored to mitigate that risk, including design, engineering and manufacturing individual components of a system as may be necessary to deliver a fully integrated security system customized to a client's requirements. We are frequently engaged by security system integrators, security system dealers/installers, and commercial architects and engineers because we are able to deliver the integrated platform of design, engineering services and fully integrated security solutions that support their requirements for the completion of a given project.

We believe that we have developed a superior reputation as a provider of integrated security systems since our inception in 1976 because we:

- offer the complete range of solutions-driven responses to accommodate our customers' needs;
- offer technologically superior products;

- are able to design, engineer and manufacture systems customized to our clients' specific requirements;
- deliver systems that are easy to operate and maintain while providing superior life cycle cost performance compared to systems offered by competitors;
- have established solid credentials in protecting high value targets; and
- offer customers perhaps the best warranty in the industry.

During the quarter ended December 31, 2008, the Company submitted proposals on major projects for the Department of Defense facilities in the United States valued at approximately \$8,250,000. These proposals are pending and awaiting approval, funding and award. We anticipate decisions relating to these proposals within the third quarter of fiscal 2009..

Between October and December 2008, the Company was awarded purchase orders for over \$850,000 to develop and supply security solutions for projects in the United States and middle east. In January 2009, the Company entered into a joint venture agreement with OASIS Networks LLC for the Middle East for which the Company shall supply the security design, engineering, technology, supervision, testing, commissioning and training. OASIS will supply the program management, installation and oversight.

The Company entered into marketing agreement with Global Trade Management for the China Nuclear market. All of the Company's literature and web site has been reproduced in Mandarin for this marketing program.

CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements and accompanying notes have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires that we make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management continually evaluates the accounting policies and estimates it uses to prepare the consolidated financial statements. We base our estimates on historical experience and assumptions believed to be reasonable under current facts and circumstances. Actual amounts and results could differ from these estimates made by management.

We do not participate in, nor has there been created, any off-balance sheet special purpose entities or other off-balance sheet financing. In addition, we do not enter into any derivative financial instruments for speculative purposes.

We have identified the following critical accounting policies that affect the more significant judgments and estimates used in the preparation of our condensed consolidated financial statements.

INVENTORY VALUATION

Inventories are valued at the lower of cost or market. We routinely evaluate the composition of our inventory to identify obsolete or otherwise impaired inventories. Inventories identified as impaired are evaluated to determine if reserves are required. We do not currently have any reserves against inventory.

ALLOWANCE FOR DOUBTFUL ACCOUNTS

The allowance for doubtful accounts is comprised of two parts, a specific account analysis and a general reserve. Accounts where specific information indicates a potential loss may exist are reviewed and a specific reserve against amounts due is recorded. As additional information becomes available, such specific account reserves are updated. Additionally, a general reserve is applied to the aging categories based on historical collection and write-off experience.

ACCOUNTING FOR INCOME TAXES

We record a valuation allowance to our deferred tax assets for the amount that is more likely than not to be realized. While we consider historical levels of income, expectations and risks associated with estimates of future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, in the event that we determine that we would be able to realize deferred tax assets in the future in excess of the net amount recorded, an adjustment to the deferred tax asset would increase income in the period such determination has been made. Likewise, should we determine that we would not be able to realize all or part of the net deferred tax asset in the future, an adjustment to the deferred tax asset would be charged against income in the period such determination was made.

FAIR VALUE OF EQUITY INSTRUMENTS

The valuation of certain items, including valuation of warrants or stock options that may be offered as compensation for goods or services, involve significant estimations with underlying assumptions judgmentally determined. Warrants are valued using the most reliable measure of fair value, such as the value of the goods or services rendered, if obtainable. If such value is not readily obtainable, the valuation of warrants and stock options are then based upon the Black-Scholes valuation model, which involves estimates of stock volatility, expected life of the instruments and other assumptions.

RESULTS OF OPERATIONS

SIX MONTHS ENDED DECEMBER 31, 2008 ("2008 PERIOD") COMPARED TO SIX MONTHS ENDED DECEMBER 31, 2007 ("2007 PERIOD") and THREE MONTHS ENDED DECEMBER 31, 2008 COMPARED TO THREE MONTHS ENDED DECEMBER 31, 2007

REVENUES. We had net revenues of \$2,438,190 for the 2008 Period compared to \$1,454,375 for the 2007 Period, representing an increase of approximately 68%. Net revenues for the three months ended December 31, 2008 were \$1,612,674 as compared to \$326,804 for the corresponding three month period in 2007. The increase in net revenues during the 2008 periods compared to the 2007 periods is primarily attributable to task orders released on contracts in-house for the U.S. Air Force IBDSS program, Department of Energy projects and Nuclear Power Station orders received during the period.

GROSS MARGINS. Gross margins for the 2008 Period were 25.39% compared to 27.85% of revenue for the 2007 Period. Gross margins were 31.04 % of revenue for the three months ended December 31, 2008 compared to 40.96% for the corresponding three-month period in 2007. The decrease in gross margins for the three months ended December 31, 2008 compared to the corresponding period in 2007 is primarily attributable to a change in the order mix of equipment sales and support services. We encountered an increase in material cost while experiencing a decrease in higher margin design and engineering support service billings which, combined, resulted in the decrease in gross margins for the period.

RESEARCH AND DEVELOPMENT. Research and development expenses consist primarily of expenses incurred in designing and developing upgrades to existing products and systems as well as new product development work on the Sentinel water technologies. Research and development expenses for the 2008 Period and for the three months ended December 31, 2008 were \$80,668 and \$40,334, respectively, compared to \$55,668 and \$27,834 for the corresponding periods in 2007. The increase in research and development expenses is primarily attributable to new product development such as a Long Range PTZ/IR Illuminated CCTV/ Intelligent Video Motion Detection System, Low Volume Entry Control System, and further upgrades on our IPID and FOIDS products.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Selling, general and administrative expenses for the 2008 Period and for the three months ended December 31, 2008 were \$543,355 and \$324,745, respectively, compared to \$737,265 and \$380,098 for each of the corresponding periods in 2007. The decrease in selling, general and administrative expenses is primarily attributable to a concerted effort by management to reduce such costs including a reduction in personnel corresponding to reduced sales volume.

STOCK BASED COMPENSATION. We issued stock options to our directors and various employees and consultants. The value of these options is being amortized over their respective vesting periods. Stock-based compensation is non-cash and, therefore, has no impact on cash flow or liquidity

INCOME (LOSS) FROM OPERATIONS. The net loss from operations decreased from \$522,749 in the 2007 period to \$58,758 in the 2008 period. For the three months ended December 31, 2008, there was net income from operations of \$125,017 compared to a net loss of \$(352,613) for the corresponding period in 2007.

INTEREST EXPENSE. Interest expense in the 2008 Period was \$87,889 compared to \$85,225 incurred during the 2007 Period. Also included in interest expense in the 2008 and 2007 period is \$32,346 and \$34,369, respectively, of amortization of deferred finance costs relating to the offering costs and the value of the warrant issued on the private placement of the convertible debentures.

AMORTIZATION OF BENEFICIAL CONVERSION FEATURE. In accordance with EITF No. 00-27, we recorded an additional discount in the amount of \$118,748 upon the issuance of our convertible debentures in January 2006 to reflect the beneficial conversion feature of the debt and amortize this amount to the date of maturity. Amortization for the 2008 Period totaled \$9,224 as compared to \$9,318 in the 2007 Period.

LEGAL SETTLEMENT. We recorded a charge of \$55,304 in the 2008 Period in connection with the settlement of a lawsuit by one of our employees. Under the settlement agreement, we remitted \$16,367 and agreed to pay \$36,000 over 18 months and incurred legal fees of \$2,937.

NET INCOME (LOSS). Net loss before deemed dividends related to preferred stock for the 2008 Period was \$(211,175) compared to \$(837,292) in 2007. For the three months ended December 31, 2008, there was net income of \$24,634 compared to a loss of \$(407,237) in the corresponding period in 2007.

DIVIDENDS RELATED TO PREFERRED STOCK.

We recorded dividends totaling \$59,956 on our Series B Convertible Preferred Stock in the 2008 Period and \$54,477 in the 2007 Period. In lieu of a cash payment, we have elected, under the terms of these securities, to add this amount to the stated value of the Series B Convertible Preferred Stock.

These dividends are non-cash and, therefore, have no impact on our net worth, cash flow or liquidity.

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2008, we had working capital of approximately \$1.5 million compared to approximately \$1.58 million at June 30, 2008. Net cash provided by operating activities for the 2008 period was \$113,445 as compared to \$20,475 provided by operating activities for the 2007 period.

Inventory has decreased by \$38,185 during the six months ended December 31, 2008 which has still remained relatively high in anticipation of shipments for committed projects.

Accounts receivable collection day's sales outstanding (DSO) were 178 days at December 31, 2008 compared to 253 days at June 30, 2008. The receivables have been delayed due to close out of the Tinker Air Force Base Project, release of funds on certain overseas projects, and approvals on certain task orders which we anticipate to resolve during the third and fourth quarters of fiscal 2009.

Accounts payable and accrued expenses have increased by \$511,374 to \$3,186,673 for the six months ended December 31, 2008 as payments to vendors match the corresponding decrease in collection of accounts receivable. Included in accrued expenses are accrued salaries to officers and other key employees in the amount of \$590,298.

There were no investing activities for the 2008 Period. We do not have any material commitments for capital expenditures going forward.

In January 2006, we raised net proceeds of \$831,000 from the proceeds of the private placement of \$1 million in principal amount of our Senior Secured Convertible Debentures ("the Debentures"). Our obligations with respect to the Debentures are secured by a lien on all of our assets, including our intellectual property. The Debentures have a term of three years and are convertible at the option of the holder at any time into shares of the Company's Common Stock at a conversion price of \$.75 per share, subject to certain adjustments. Interest is payable at a rate equal to the greater of 8% per annum or the prime rate for the applicable interest period plus 2.5%. As of December 31, 2008, approximately \$490,000 in principal amount of the debentures remains outstanding. The principal and interest owing on the debentures became due as of January 11, 2009 but were not repaid. The Company and certain of the debenture holders are currently holding discussions to consider various proposals to address this issue. No assurance can of course be provided that the Company and the debenture holders will in fact be able to reach a resolution of this matter.

We expect that cash on hand together with anticipated collection of accounts receivable will be sufficient to provide for our working capital needs for the next 12 months.

ITEM 4(T). CONTROLS AND PROCEDURES.

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. As of the end of the period covered by this Quarterly Report on Form 10-QSB, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer (and Principal Financial Officer and Accounting Officer), of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, management and our Chief Executive Officer (and Principal Financial Officer and Accounting Officer) concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

There was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) identified in connection with the foregoing evaluation that occurred during the period covered by this Quarterly Report on Form 10-Q that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

In January 2006, we raised net proceeds of \$831,000 from the proceeds of the private placement of \$1 million in principal amount of our Senior Secured Convertible Debentures ("the Debentures"). Our obligations with respect to the Debentures are secured by a lien on all of our assets, including our intellectual property. The Debentures have a term of three years and are convertible at the option of the holder at any time into shares of the Company's Common Stock at a conversion price of \$.75 per share, subject to certain adjustments. Interest is payable at a rate equal to the greater of 8% per annum or the prime rate for the applicable interest period plus 2.5%. As of December 31, 2008, approximately \$490,000 in principal amount of the debentures remains outstanding. The principal and interest owing on the debentures became due as of January 11, 2009 but were not repaid. The Company and certain of the debenture holders are currently holding discussions to consider various proposals to designed to address this issue. No assurance can be provided that the Company and the debenture holders will in fact be able to reach a resolution of this matter.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On December 19, 2008, we held our 2008 annual meeting of shareholders at our principal offices in Clifton, New Jersey. The following matters were voted on: (1) election of directors to our board of directors; and (2) ratification of the appointment of independent registered public accounting firm and auditors. The vote tally was as follows:

- (1) Each of the following individuals was elected to the board of directors to hold office until the next annual meeting of stockholders or until a successor is duly elected and qualified or the director's earlier death, resignation or removal

	<u>For</u>	<u>Withheld</u>
Arthur Barchenko	5,759,053	304,849
Natalie Barchenko	5,756,833	307,049
Gordon Fornell	5,770,983	292,899
Stephen Rossetti	5,770,683	293,199
Edward Snow	5,770,983	292,899
Ronald Thomas	5,770.983	292,899

- (2) Ratification of appointment of Demetrius & Company, LLC, Certified Public Accountants as our independent accounting firm and auditors for the fiscal year ended June 30, 2009.

For
5,773,033

Against
257,788

Abstain
33,061

ITEM 6. EXHIBITS -

Exhibit No. Title

- 31.1 Certification of Chief Executive Officer (and Principal Financial and Accounting Officer) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer (and Principal Financial and Accounting Officer) pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ELECTRONIC CONTROL SECURITY INC.

Date: February 13, 2009

By: /s/ Arthur Barchenko

Arthur Barchenko
President, Chief Executive Officer
(duly authorized officer; principal executive officer, and
principal financial and accounting officer)

CERTIFICATION

I, Arthur Barchenko, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended December 31, 2008 of Electronic Control Security Inc.;
2. Based on my knowledge, this 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. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the 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 me by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the small registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the registrant's board of directors (or persons performing 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.

Date: February 13, 2009

By: /s/ Arthur Barchenko
Arthur Barchenko
President, Chief Executive Officer
(duly authorized officer; principal executive officer, and principal financial and accounting officer)

EXHIBIT 32.1

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

In connection with the Quarterly Report of Electronic Control Security Inc. (the "Company") on Form 10-Q for the period ended December 31, 2008 as filed with the Securities and Exchange on the date hereof (the "Report"), the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report 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 results of operation of the Company.

Date: February 13, 2009

By: /s/ Arthur Barchenko
Arthur Barchenko
President, Chief Executive Officer
(duly authorized officer; principal executive officer, and principal financial and accounting officer)

This certification accompanies this Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section. This certification shall not be deemed incorporated by reference in any filing under the Securities Act or Exchange Act, except to the extent that the Company specifically incorporates it by reference.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form with the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This fax cover sheet is NOT part of the official filing and is meant as a courtesy only. Please disregard this page if you plan to submit changes via email. Email is the preferred method for submitting changes.

Fax Cover Sheet

To:	Rudy Singh	From:	
Fax:	646-349-9655	Phone:	
Phone:	(212) 730-4303	Pages:	
Project:	v139541	Form Type:	10-Q
Client:	Electronic Control Security Inc.		

Comments: