CREATIVE COMPUTER APPLICATIONS INC
Form S-4/A
October 26, 2005

As filed with the Securities and Exchange Commission on October 26, 2005

Registration No. 333-128795

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1

to

Form S-4

REGISTRATION STATEMENT

Under The Securities Act of 1933

CREATIVE COMPUTER APPLICATIONS, INC.

(Exact name of registrant as specified in its charter)

California	**7373**	**95-3353465**
(State or other jurisdiction of incorporation or organization)	(Standard Industrial Classification Code No.)	(I.R.S. Employer Identification No.)

26115-A Mureau Road

Calabasas, California 91302

(818) 880-6700

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

Steven M. Besbeck

President and Chief Executive Officer

Creative Computer Applications, Inc.

26115-A Mureau Road

Calabasas, California 91302

(818) 880-6700

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Joseph E. Nida, Esq.
Sheppard, Mullin, Richter & Hampton, LLP
800 Anacapa Street
Santa Barbara, CA 93101
(805) 568-1151

Anahita Villafane
Chief Financial Officer
Creative Computer Applications, Inc.
26115-A Mureau Road
Calabasas, California 91302
(818) 880-6700

Samuel G. Elliott
Chief Executive Officer
StorCOMM, Inc.
7 Corporate Plaza, 8649 Baypine Rd.
Jacksonville, Florida 32256
(888) 731-0731

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions set forth in the Agreement and Plan of Reorganization, dated as of August 16, 2005, described in the enclosed joint proxy statement/prospectus have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

SUBJECT TO COMPLETION, DATED OCTOBER 26, 2005

The information in this prospectus is not complete and may be changed. Creative Computer Applications, Inc. may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Dear Creative Computer Applications, Inc. and StorCOMM, Inc.shareholders:

We are pleased to report that the boards of directors of Creative Computer Applications (CCA) and StorCOMM, Inc. (StorCOMM) have each unanimously approved the Agreement and Plan of Reorganization (referred to in this joint proxy statement/prospectus as the merger agreement) providing for a merger involving our two companies. Before we can complete the merger, we must obtain the approval of each of our company s shareholders. We are sending you this joint proxy statement/prospectus to ask you to vote in favor of the merger agreement, and various related matters.

Pursuant to the merger, CCA will acquire StorCOMM. StorCOMM shareholders will be entitled to receive 2.4728 shares of CCA common stock for every 100 shares of StorCOMM common stock they own at the effective time of the merger (referred to in this joint proxy statement/prospectus as the exchange rate). As a result of this exchange, StorCOMM shareholders will become CCA shareholders and StorCOMM will become a wholly owned subsidiary of CCA. StorCOMM shareholders will receive cash instead of fractional shares of CCA common stock. Each outstanding share of CCA common stock will remain unchanged in the merger.

Prior to the merger, StorCOMM option holders will be given the opportunity to cancel their existing StorCOMM options. Those StorCOMM option holders that elect to cancel their options will receive the same number of CCA options that they would have received had they exchanged their options in the merger, except that the CCA options they will receive will have an exercise price equal to the fair market value of CCA common stock on the date of grant and a two-year vesting schedule. At the effective time of the merger, each outstanding option that is not voluntarily cancelled prior to the merger (referred to in this joint proxy statement/prospectus as assumed options) and all warrants to purchase shares of StorCOMM common stock will be assumed by CCA and converted into options or warrants to purchase shares of CCA common stock. The number of shares of CCA common stock subject to each assumed option and warrant will be determined on the same basis as the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole number (with no cash payable for any fractional share eliminated by such rounding). The exercise price of the assumed options or warrants will be equal to the exercise price per share under the original option or warrant divided by the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole cent. After adjusting the assumed options and warrants to reflect the application of the exchange rate and the assumptions by CCA, all other terms of the assumed options and warrants will remain unchanged.

Simultaneously with the closing of the merger, CCA will sell in a private placement up to 1,500,000 shares of its common stock and warrants to purchase up to 300,000 shares of its common stock. The shares of common stock and warrants will be sold in units, with each unit consisting of a single share of CCA common stock and 1/5 of a warrant to purchase one share of CCA common stock. The price per unit will be $2.00 for an aggregate purchase price of $3 million.

Assuming the merger had been completed as of September 15, 2005, CCA would have issued approximately 3,703,900 shares of common stock to the StorCOMM shareholders in the merger, on a fully diluted basis. Assuming further, the simultaneous sale of 1,500,000 units in the private placement immediately following the merger, StorCOMM shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company and CCA shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company, in both cases on a fully diluted basis, with the remainder owned by the investors in the private placement.

CCA common stock trades on the American Stock Exchange under the symbol CAP. Following the merger, CCA expects to change its trading symbol to APY following approval of the corporate name

change to Aspyra, Inc., as described herein. On , 2005, the closing price of CCA common stock, as reported by the American Stock Exchange, was $. StorCOMM is a private company and there is currently no public market for its securities.

CCA is taking this opportunity to call and hold its 2005 annual meeting of shareholders. At the CCA annual meeting, CCA is submitting the merger-related proposals as well as several additional proposals for the consideration and approval of its shareholders. At the CCA annual meeting, shareholders will vote on the following issues: FIRST, the merger agreement and the issuance and reservation for issuance of shares of CCA common stock pursuant to the merger agreement, SECOND, the issuance and reservation for issuance of shares of CCA common stock and warrants to purchase shares of CCA common stock in a private placement pursuant to the Common Stock and Warrant Purchase Agreement, THIRD, the amendment to CCA s Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc., FOURTH, the adoption of the 2005 Equity Incentive Plan, FIFTH, the election of the director nominees named in this joint proxy statement/prospectus, SIXTH, the ratification of the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005, and SEVENTH, the adjournment of the annual meeting, if necessary, if a quorum is present, to solicit additional proxies in favor of the proposals.

StorCOMM has also scheduled a special meeting for its shareholders to vote on the merger-related proposals. At the StorCOMM special meeting, the shareholders will vote on the following issues: FIRST, the merger agreement and SECOND, the adjournment of the special meeting, if necessary, if a quorum is present, to solicit additional proxies in favor of Proposal No. 1.

YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend your meeting, please take the time to vote by completing, signing, dating and returning the enclosed proxy card to us.

This document provides you with detailed information about the merger, the private placement, the non merger-related proposals of CCA and the meetings of CCA and StorCOMM. As described in the next few pages, you can also find more information about CCA from publicly available documents on file with the Securities and Exchange Commission.

We encourage you to read this entire joint proxy statement/prospectus carefully and we especially encourage you to read the section entitled Risk Factors beginning on page 15.

We enthusiastically support this combination, and we join with the members of our boards of directors in recommending that you vote **FOR** the merger agreement and the other proposals.

Bruce M. Miller
Chairman of the Board
Creative Computer Applications, Inc.

Samuel G. Elliott
Chief Executive Officer
StorCOMM, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the Creative Computer Applications, Inc. common stock to be issued pursuant to the terms set forth in this joint proxy statement/prospectus or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated , 2005 and is first being mailed to shareholders on or about , 2005.

CREATIVE COMPUTER APPLICATIONS, INC.
26115-A Mureau Road
Calabasas, CA 91302

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To Be Held November 21, 2005

To the Shareholders of
Creative Computer Applications, Inc.:

Notice is hereby given that the 2005 Annual Meeting of Shareholders of Creative Computer Applications, Inc. (CCA) will be held at CCA s offices at 26115-A Mureau Road, Calabasas, California 91302, on Monday, November 21, 2005, at 10:00 AM Pacific Time, for the following purposes:

1. **Merger**. To approve the Agreement and Plan of Reorganization (referred to in this joint proxy statement/prospectus as the merger agreement), dated as of August 16, 2005, by and among StorCOMM, Inc. (StorCOMM), CCA and Xymed.com, Inc., a Delaware corporation and wholly owned subsidiary of CCA, and the issuance and reservation for issuance of shares of CCA common stock to StorCOMM shareholders pursuant to the merger agreement.

2. **Private Placement**. To approve the issuance and reservation for issuance of up to 1,500,000 shares of CCA common stock and warrants to purchase up to 300,000 shares of CCA common stock in a private placement pursuant to the Common Stock and Warrant Purchase Agreement.

3. **Amendment to the Articles of Incorporation**. To approve the amendment to the Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc.

4. **2005 Equity Incentive Plan**. To approve the 2005 Equity Incentive Plan.

5. **Election of Directors**. To elect six members of CCA s board of directors to serve until the next annual meeting of shareholders and until their successors are elected and qualified.

6. **Ratification of Appointment of Independent Registered Public Accounting Firm**. To ratify the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005.

7. **Adjournment.** To adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposals.

In addition, the shareholders may transact any other business that properly may come before the annual meeting or any continuation, adjournment or postponement thereof.

While these proposals are being voted upon separately, each of the first two proposals must be approved in order for either of them to be implemented.

These proposals are more fully described in the accompanying joint proxy statement/prospectus, which we urge you to read very carefully. A copy of the merger agreement, the Common Stock and Warrant Purchase Agreement, the form of warrant, Registration Rights Agreement, the Amendment to the Articles of Incorporation and the 2005 Equity Incentive Plan are attached as Annex A, Annex B, Annex C, Annex D, Annex E and Annex G, respectively, to the joint proxy statement/prospectus.

Only CCA shareholders of record at the close of business on October 3, 2005, the record date, are entitled to notice of and to vote at the annual meeting or any adjournment or postponement of the annual meeting. A list of shareholders eligible to vote at the meeting will be available for your review during CCA s regular business hours at its headquarters in Calabasas, California for at least ten days prior to the annual meeting for any purpose related to the annual meeting.

The board of directors of CCA unanimously recommends that you vote FOR Proposal No. 1 for the merger agreement and the issuance and reservation for issuance of shares of CCA common stock pursuant to the merger agreement, FOR Proposal No. 2 for the issuance and reservation for issuance of shares of CCA common stock and warrants to purchase shares of CCA common stock in a private placement pursuant to the Common Stock and Warrant Purchase Agreement, FOR Proposal No. 3 for the amendment to the Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc., FOR Proposal No. 4 for the 2005 Equity Incentive Plan, FOR Proposal No. 5 for the election of the director nominees named in this joint proxy statement/prospectus, FOR Proposal No. 6 for the ratification of the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005, and FOR Proposal No. 7 to adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposals.

Whether or not you plan to attend the annual meeting in person, to ensure that your shares are represented at the annual meeting, we encourage you to submit your proxy by mail in the enclosed postage-paid envelope. Returning your proxy does not deprive you of your right to attend the annual meeting and to vote your shares in person. You may revoke your proxy in the manner described in this joint proxy statement/prospectus at any time before it has been voted at the annual meeting.

By Order of the Board of Directors,

James R. Helms
Secretary

STORCOMM, INC.
7 Corporate Plaza
8649 Baypine Road
Jacksonville, Florida 32256

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
To Be Held November 18, 2005

To the Shareholders of StorCOMM, Inc.:

Notice is hereby given that the Special Meeting of StorCOMM, Inc. (StorCOMM) will be held at StorCOMM s offices at 7 Corporate Plaza, 8649 Baypine Road, Jacksonville, Florida on Friday, November 18, 2005, at 10:00 AM Eastern Time, for the following purposes:

1. **Merger**. To approve the Agreement and Plan of Reorganization (referred to in this joint proxy statement/prospectus as the merger agreement), dated as of August 16, 2005, by and among StorCOMM, Creative Computer Applications, Inc. (CCA) and Xymed.com, Inc. (Xymed), a Delaware corporation and wholly owned subsidiary of CCA, pursuant to which StorCOMM will merge with Xymed and become a wholly owned subsidiary of CCA.

2. **Adjournment.** To adjourn the special meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1.

These proposals are more fully described in the accompanying joint proxy statement/prospectus, which we urge you to read very carefully. A copy of the merger agreement is attached as Annex A to the joint proxy statement/prospectus.

Only StorCOMM shareholders of record at the close of business on October 3, 2005, the record date, are entitled to notice of and to vote at the special meeting or any adjournment or postponement of the special meeting. A list of shareholders eligible to vote at the meeting will be available for your review during StorCOMM s regular business hours at its headquarters in Jacksonville, Florida for at least ten days prior to the special meeting for any purpose related to the special meeting.

The board of directors of StorCOMM unanimously recommends that you vote FOR Proposal No. 1 for the merger agreement pursuant to which StorCOMM will merge with Xymed and become a wholly owned subsidiary of CCA, and FOR Proposal No. 2 to adjourn the special meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1.

Whether or not you plan to attend the special meeting in person, to ensure that your shares are represented at the special meeting, we encourage you to submit your proxy by mail in the enclosed postage-paid envelope. Returning your proxy does not deprive you of your right to attend the special meeting and to vote your shares in person. You may revoke your proxy in the manner described in this joint proxy statement/prospectus at any time before it has been voted at the special meeting.

By Order of the Board of Directors,

Samuel G. Elliott
Chief Executive Officer

Additional Information

This joint proxy statement/prospectus:

- Incorporates by reference important business and financial information about CCA that is not included in or delivered with this joint proxy statement/prospectus.

- Does not include some information included in the registration statement on Form S-4 filed with the Securities and Exchange Commission by CCA, of which this joint proxy statement/prospectus is a part, or information included in the exhibits to the registration statement.

This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in this joint proxy statement/prospectus or filed as exhibits to the registration statement by requesting them in writing or by telephone from CCA at the following address and telephone number:

Creative Computer Applications, Inc.

26115-A Mureau Road
Calabasas, California 91302
Attention: Investor Relations
(818) 880-6700

In order for you to receive timely delivery of the documents in advance of the meetings, CCA should receive your request no later than November 14, 2005, which is five business days before the date of CCA s annual meeting.

See Where You Can Find More Information on page 166.

If you have any questions about the merger, the private placement, the non merger-related proposals of CCA or the meetings of CCA and StorCOMM, including the procedures for voting your shares, or if you need additional copies of the joint proxy statement/prospectus or the enclosed proxy, please contact:

For CCA shareholders:

Creative Computer Applications, Inc.

26115-A Mureau Road
Calabasas, CA 91302
Attention: Investor Relations
(818) 880-6700

For StorCOMM shareholders:

StorCOMM, Inc.

7 Corporate Plaza
8649 Baypine Road
Jacksonville, Florida 32256
Attention: Investor Relations
(888) 731-0731

TABLE OF CONTENTS

This joint proxy statement/prospectus is based on information provided by CCA, StorCOMM and other sources that CCA and StorCOMM believe to be reliable. This joint proxy statement/prospectus summarizes certain documents filed as exhibits hereto. For more information on how you can obtain copies of these documents, see Where You Can Find More Information on page 166.

QUESTIONS AND ANSWERS
ABOUT THE MERGER, THE PRIVATE PLACEMENT,
THE CCA ANNUAL MEETING AND THE STORCOMM SPECIAL MEETING

The following questions and answers are intended to address briefly some commonly asked questions regarding the CCA annual meeting and the StorCOMM special meeting, the merger and the private placement. These questions and answers may not address all of the information that may be important to you. Please refer to the more detailed information contained elsewhere in this joint proxy statement/prospectus and in the documents referred to or incorporated by reference in this joint proxy statement/prospectus.

Q: What is the merger?

A: CCA, Xymed.com, Inc. (Xymed), a Delaware corporation and wholly owned subsidiary of CCA, and StorCOMM have entered into an Agreement and Plan of Reorganization, dated August 16, 2005, as the same may be amended from time to time (referred to in this joint proxy statement/prospectus as the merger agreement), that contains the terms and conditions of the proposed business combination of CCA and StorCOMM. Under the merger agreement, StorCOMM and Xymed will merge (referred to in this joint proxy statement/prospectus as the merger). StorCOMM will survive the merger as a wholly owned subsidiary of CCA. StorCOMM shareholders will be entitled to receive 2.4728 shares of CCA common stock for every 100 shares of StorCOMM common stock they own at the completion of the merger (referred to in this joint proxy statement/prospectus as the exchange rate). StorCOMM shareholders will receive cash instead of fractional shares of CCA common stock. Each outstanding share of CCA common stock will remain unchanged in the merger.

Prior to the merger, StorCOMM option holders will be given the opportunity to cancel their existing StorCOMM options. Those StorCOMM option holders that elect to cancel their options will receive the same number of CCA options that they would have received had they exchanged their options in the merger, except that the CCA options they will receive will have an exercise price equal to the fair market value of CCA common stock on the date of grant and a two-year vesting schedule. At the effective time of the merger, each outstanding option that is not voluntarily cancelled prior to the merger (referred to in this joint proxy statement/prospectus as assumed options) and all warrants to purchase shares of StorCOMM common stock will be assumed by CCA and converted into options or warrants to purchase shares of CCA common stock. The number of shares of CCA common stock subject to each assumed option and warrant will be determined on the same basis as the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole number (with no cash payable for any fractional share eliminated by such rounding). The exercise price of the assumed options or warrants will be equal to the exercise price per share under the original option or warrant divided by the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole cent. After adjusting the assumed options and warrants to reflect the application of the exchange rate and the assumptions by CCA, all other terms of the assumed options and warrants will remain unchanged.

Assuming the merger had been completed as of September 15, 2005, CCA would have issued approximately 3,703,900 shares of common stock, on a fully diluted basis, to the StorCOMM shareholders in the merger. Assuming further, the simultaneous sale of 1,500,000 units in the private placement immediately following the merger, StorCOMM shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company and CCA shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company, in both cases on a fully diluted basis, with the remainder owned by the investors in the private placement. For a more complete description of the merger, see the section entitled The Merger on page 54.

Q: What is the private placement?

CCA has also entered into a Common Stock and Warrant Purchase Agreement, dated August 18, 2005, as the same may be amended from time to time (referred to in this joint proxy statement/prospectus as the Purchase Agreement and the transaction contemplated by the Purchase Agreement being referred to as the private placement), that contains the terms and conditions of the proposed sale of shares CCA common stock and warrants to the purchasers listed in the Purchase Agreement. Pursuant to the Purchase Agreement, simultaneously with the closing of the merger, CCA will sell up to 1,500,000 shares of its common stock and warrants to purchase up to 300,000 shares of its common stock. The shares of common stock and warrants will be sold in units, with each unit consisting of a single share of CCA common stock and 1/5 of a warrant to purchase one share of CCA common stock. The price per unit will be $2.00 for a maximum aggregate purchase price of $3 million. For a more complete description of the private placement, see the section entitled The Private Placement on page 66.

Q: Why are CCA and StorCOMM combining?

A: Both CCA and StorCOMM believe that combining the two companies will expand and better serve the addressable market and result in greater long-term growth opportunities than either company has operating alone. CCA and StorCOMM expect that completion of the merger will enable the combined company to:

- offer integrated applications and services to a broader sector of the healthcare provider market;
- have a broader sales and channel coverage than either company independently;
- take advantage of financial synergies;
- have the scale to better compete in the marketplace; and
- be led by an experienced management team.

Q: Why is CCA selling common stock and warrants in the private placement?

A: CCA anticipates that the private placement will provide working capital for the integration of the two companies and the implementation of the combined company s business plan. The simultaneous closing of the merger is a condition to the closing of the private placement.

Q: Why am I receiving this joint proxy statement/prospectus?

A: You are receiving this joint proxy statement/prospectus because you have been identified as a shareholder of either CCA or StorCOMM, and thus you may be entitled to vote at such company s annual or special meeting, as the case may be. This document serves as both a joint proxy statement of CCA and StorCOMM, used to solicit proxies for the meetings, and as a prospectus of CCA, used to offer shares of CCA common stock in exchange for shares of StorCOMM common stock pursuant to the terms of the merger agreement. This document contains important information about the merger, the private placement, the non merger-related proposals of CCA and the meetings of CCA and StorCOMM, and you should read it carefully.

Q: What is required to complete the merger?

A. To complete the merger, CCA shareholders must approve the issuance and reservation for issuance of shares of CCA common stock in connection with the merger and the issuance and reservation for issuance of up to 1,500,000 shares of CCA common stock and warrants to purchase up to 300,000 shares of CCA common stock in the private placement. In addition, StorCOMM shareholders must adopt the

merger agreement. In addition to obtaining shareholder approval, CCA and StorCOMM must satisfy or waive all other closing conditions set forth in the merger agreement.

Q: What is required to complete the private placement?

A. The closing of the private placement is conditioned on the closing of the merger. Accordingly, all of the items required to complete the merger, as discussed above, are also required to complete the private placement. In addition, CCA and the investors in the private placement must satisfy or waive all other closing conditions set forth in the Purchase Agreement.

Q: What will StorCOMM shareholders receive in the merger?

A: If the merger is completed, StorCOMM shareholders will be entitled to receive 2.4728 shares of CCA common stock for every 100 shares of StorCOMM common stock they own at the completion of the merger (referred to in this joint proxy statement/prospectus as the exchange rate). The StorCOMM shareholders will receive cash instead of fractional shares of CCA common stock. Prior to the merger, StorCOMM option holders will be given the opportunity to cancel their existing StorCOMM options. Those StorCOMM option holders that elect to cancel their options will receive the same number of CCA options that they would have received had they exchanged their options in the merger, except that the CCA options they will receive will have an exercise price equal to the fair market value of CCA common stock on the date of grant and a two-year vesting schedule. At the effective time of the merger, each outstanding option that is not voluntarily cancelled prior to the merger and all warrants to purchase shares of StorCOMM common stock will be assumed by CCA and converted into options or warrants to purchase shares of CCA common stock. The number of shares of CCA common stock subject to each assumed option and warrant will be determined on the same basis as the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole number (with no cash payable for any fractional share eliminated by such rounding). The exercise price of the assumed options or warrants will be equal to the exercise price per share under the original option or warrant divided by the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole cent. After adjusting the assumed options and warrants to reflect the application of the exchange rate and the assumptions by CCA, all other terms of the assumed options and warrants will remain unchanged. Assuming the merger had been completed as of September 15, 2005, CCA would have issued approximately 3,703,900 shares of common stock, on a fully diluted basis, to the StorCOMM shareholders in the merger. Assuming further, the simultaneous sale of 1,500,000 units in the private placement immediately following the merger, StorCOMM shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company and CCA shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company, in both cases on a fully diluted basis, with the remainder owned by the investors in the private placement.

Q: Will all of the CCA directors elected at the annual meeting continue to serve if the merger is not completed?

A: No. If all of the nominees for CCA s board of directors are elected but the merger is not completed, Bradford G. Peters and C. Ian Sym-Smith will resign (leaving four CCA directors on the board of directors). The remaining CCA directors will select individuals to fill the resulting vacancies on the CCA board of directors, who will serve until the next annual meeting of CCA s shareholders or until such director s successor has been elected and qualified.

Q: How does CCA s board of directors recommend that CCA shareholders vote?

A: After careful consideration, CCA s board of directors unanimously recommends that CCA shareholders vote FOR Proposal No. 1 for the merger agreement and the issuance and reservation for issuance of shares of CCA common stock pursuant to the merger agreement, FOR Proposal No. 2 for the issuance and reservation for issuance of shares of CCA common stock and warrants to purchase shares of CCA common stock in a private placement pursuant to the Purchase Agreement, FOR Proposal No. 3 for the amendment to the Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc., FOR Proposal No. 4 for the 2005 Equity Incentive Plan, FOR Proposal No. 5 for the election of the director nominees named in this joint proxy statement/prospectus, FOR Proposal No. 6 for the ratification of the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005, and FOR Proposal No. 7 to adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposals. For a description of the reasons underlying the recommendations of CCA s board, see the sections entitled The Merger Our Reasons for the Merger, and Other Factors Considered by the CCA Board on pages 38 and 39, the section entitled CCA Proposal No. 1 on page 35 and the section entitled CCA Proposal No. 2 on page 67.

Q: How does StorCOMM s board of directors recommend that StorCOMM shareholders vote?

A. After careful consideration, StorCOMM s board of directors unanimously recommends that the StorCOMM shareholders vote FOR Proposal No. 1 for the merger agreement pursuant to which StorCOMM will merge with Xymed and become a wholly owned subsidiary of CCA, and FOR Proposal No. 2 to adjourn the special meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1. For a description of the reasons underlying the recommendation of StorCOMM s board, see the sections entitled The Merger Our Reasons for the Merger and Other Factors Considered by the StorCOMM Board on pages 38 and 40.

Q: What shareholder approvals are required for CCA?

A: The affirmative vote of holders of a majority in voting power of the outstanding shares of CCA common stock, is required to approve Proposal No. 1 regarding the merger agreement and the issuance and reservation for issuance of shares of CCA common stock pursuant to the merger agreement, Proposal No. 3 regarding the amendment to the Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc., and Proposal No. 4 regarding the 2005 Equity Incentive Plan. The affirmative vote of holders of a majority of the shares of CCA common stock, present in person or represented by proxy at the annual meeting and entitled to vote (assuming that a quorum is present), is required to approve Proposal No. 2 regarding the issuance and reservation for issuance of shares of CCA common stock and warrants to purchase shares of CCA common stock in a private placement pursuant to the Purchase Agreement, Proposal No. 6 regarding the ratification of the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005, and Proposal No. 7 regarding the adjournment of the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposals. With respect to Proposal No. 5 regarding the election of the director nominees named in this joint proxy statement/prospectus, the candidates receiving the highest number of votes, up to the number of directors to be elected, will be elected.

Q: How many votes do CCA shareholders have?

A: Each holder of record of CCA common stock as of October 3, 2005 will be entitled to one vote for each share of common stock held on that date.

Q: Are there any CCA officers, directors or shareholders already committed to voting in favor of the merger?

A: Yes. Steven M. Besbeck, Bruce M. Miller and James R. Helms, the president and chief executive officer, chairman of the board and chief technology officer, and vice president operations and secretary of CCA, respectively, who hold an aggregate of approximately 21% of the voting power of CCA as of September 15, 2005, have entered into a shareholder support agreement with StorCOMM in which they have agreed to vote in favor of the merger agreement. This does not represent a sufficient number of shares of CCA capital stock to approve the merger agreement on behalf of the CCA shareholders. As of the record date, the directors and executive officers of CCA and their affiliates held 742,500 shares of CCA common stock representing 21.3% of the outstanding shares of CCA common stock.

Q: What shareholder approvals are required for StorCOMM?

A: The affirmative vote of holders of 90% of the voting power of StorCOMM s capital stock outstanding is required to approve Proposal No. 1 regarding the adoption of the merger agreement. The affirmative vote of holders of a majority of the shares of StorCOMM common stock present in person or represented by proxy at the special meeting and entitled to vote, is required to approve Proposal No. 2 regarding the adjournment of the special meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1.

Q: How many votes do StorCOMM shareholders have?

A: Each holder of record of StorCOMM common stock as of October 3, 2005 will be entitled to one vote for each share of common stock held on that date.

Q: Are there any StorCOMM officers, directors or shareholders already committed to voting in favor of the merger?

A: Yes. C. Ian Sym-Smith, the chairman of StorCOMM s board of directors, and Bradford G. Peters, a member of StorCOMM s board of directors and StorCOMM s largest shareholder, who hold an aggregate of approximately 95.8% of the voting power of StorCOMM as of October 3, 2005, have entered into a shareholder support agreement with CCA in which they have agreed to vote in favor of the merger agreement. Therefore, there are a sufficient number of shares of StorCOMM capital stock committed to approve the merger agreement on behalf of the StorCOMM shareholders. As of the record date, the directors and executive officers of StorCOMM and their affiliates held 132,935,979 shares of StorCOMM common stock representing 95.8% of the outstanding shares of StorCOMM common stock.

Q: Are there risks involved in undertaking the merger and the private placement?

A: Yes. The merger (including the possibility that the merger may not be consummated) and the private placement pose a number of risks. In addition, both CCA and StorCOMM are subject to various risks associated with their respective businesses and industries, certain of which may be heightened by the merger. These risks are discussed in greater detail under the caption Risk Factors beginning on page 15 below. We encourage you to read and

consider all of these risks carefully.

x

Q: What do I need to do now?

A: We urge you to read this joint proxy statement/prospectus carefully and then vote your proxy for the relevant proposals. If you are a CCA shareholder, you may vote in person at the CCA annual meeting or vote by proxy using the enclosed proxy card.

- To vote in person, come to the annual meeting, and you will be given a ballot when you arrive.

- To vote by proxy, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card before the meeting, your shares will be voted as you direct.

If you are a StorCOMM shareholder, you may vote in person at the StorCOMM special meeting or vote by proxy using the enclosed proxy card.

- To vote in person, come to the special meeting, and you will be given a ballot when you arrive.

- To vote by proxy, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card before the meeting, your shares will be voted as you direct.

Please also see the instructions included with the enclosed proxy card. Regardless of whether you return your proxy card, you may attend the applicable meeting and vote your shares in person.

Q: What happens if I do not vote?

A: The failure of a CCA shareholder to vote in person or by proxy will have the effect of voting AGAINST CCA Proposal No. 1 and Proposal No. 3. The failure of a CCA shareholder to vote in person or by proxy will not affect the outcome of any of the other CCA Proposals but will reduce the number of votes required to approve these proposals. While Proposals No. 1 and No. 2 are being voted upon separately, each of Proposals No. 1 and 2 must be approved in order for either of them to be implemented.

The failure of a StorCOMM shareholder to vote in person or by proxy will have the effect of voting AGAINST StorCOMM Proposal No. 1. The failure of a StorCOMM shareholder to vote in person or by proxy will not affect the outcome of StorCOMM Proposal No. 2 but will reduce the number of votes required to approve this proposal.

Q: May I change my vote after I have submitted my proxy?

A: Yes. You may revoke your proxy at any time before your proxy is voted at the applicable meeting. You can do this in any of three ways:

- First, you can send a written, dated notice to the Secretary of CCA or StorCOMM, as applicable, stating that you would like to revoke your proxy.

- Second, you can complete, date and submit a new, later-dated proxy card.

- Third, you can attend the meeting and vote in person. Your attendance alone will not revoke your proxy.

If you have instructed a broker to vote your shares, you must follow directions received from your broker to change those instructions.

Q: If my shares of CCA common stock are held in street name by my broker, will my broker vote my shares for me?

A: Your broker will not be able to vote your shares of CCA common stock unless you provide your broker with instructions on how to vote your shares. You should follow the procedure provided by your broker and instruct your broker to vote your shares for your shares to be voted.

Q: What are the material federal income tax consequences of the merger to me?

A: The merger has been structured to qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. Assuming the merger qualifies as a reorganization, StorCOMM shareholders will not recognize gain or loss for United States federal income tax purposes upon the exchange of shares of StorCOMM common stock for shares of CCA common stock, except with respect to cash received in lieu of fractional shares of CCA common stock. Tax matters are very complicated, and the tax consequences of the merger to a particular shareholder will depend in part on such shareholder s circumstances. Accordingly, we urge you to consult your own tax advisor for a full understanding of the tax consequences of the merger to you, including the applicability and effect of federal, state, local and foreign income and other tax laws. For more information, see the section entitled The Merger Material United States Federal Income Tax Considerations on page 7 and. 49.

Q: Should I send in my StorCOMM stock certificates now?

A: No. After the merger is completed, you will receive written instructions from CCA or the exchange agent explaining how to exchange your shares of StorCOMM common stock for the merger consideration.

Q: When do you expect the merger to be completed?

A: CCA and StorCOMM are working toward consummating the merger as quickly as possible. We hope to consummate the merger during the fourth quarter of 2005 promptly following the approval of the merger by the shareholders of CCA and StorCOMM. However, the merger is subject to several conditions that could affect the timing of its consummation.

Q: Am I entitled to appraisal or dissenters rights?

A: In connection with the merger, holders of StorCOMM common stock are entitled to appraisal rights under the Delaware General Corporation Law. However, holders of CCA common stock may only be entitled to dissenters rights under California General Corporation Law if demands are made for payment with respect to five percent or more of the shares of CCA common stock. For more information, see the section entitled The Merger Appraisal and Dissenters Rights on page 52.

Q: How will the merger affect my stock options and warrants to acquire StorCOMM common stock?

A: Prior to the merger, StorCOMM option holders will be given the opportunity to cancel their existing StorCOMM options. Those StorCOMM option holders that elect to cancel their options will receive the same number of CCA options that they would have received had they exchanged their options in the merger, except that the CCA options they will receive will have an exercise price equal to the fair market value of CCA common stock on the date of grant and a two-year vesting schedule. At the effective time of the merger, each outstanding option that is not voluntarily cancelled prior to the merger and all warrants to purchase shares of StorCOMM common stock will be assumed by CCA and converted into options or warrants to purchase shares of CCA common stock. The number of shares of CCA common stock subject to each assumed option and warrant will be determined on the same basis as the

exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole number (with no cash payable for any fractional share eliminated by such rounding). The exercise price of the assumed

options or warrants will be equal to the exercise price per share under the original option or warrant divided by the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole cent. After adjusting the assumed options and warrants to reflect the application of the exchange rate and the assumptions by CCA, all other terms of the assumed options and warrants will remain unchanged.

Q: Who is paying for this proxy solicitation?

A: CCA and StorCOMM are conducting this proxy solicitation and will bear the cost of soliciting proxies, including the preparation, assembly, printing and mailing of this joint proxy statement/prospectus, the proxy card and any additional information furnished to shareholders.

Q: Who can help answer my questions?

A: If you have any questions about the merger, the private placement, the non merger-related proposals of CCA or the meetings of CCA and StorCOMM, including the procedures for voting your shares, or if you need additional copies of the joint proxy statement/prospectus or the enclosed proxy, please contact:

If you are a CCA shareholder:
Creative Computer Applications, Inc.
26115-A Mureau Road
Calabasas, CA 91302
Attention: Investor Relations
(818) 880-6700

If you are a StorCOMM shareholder:
StorCOMM, Inc.
7 Corporate Plaza
8649 Baypine Road
Jacksonville, Florida 32256
Attention: Investor Relations
(888) 731-0731

You may also obtain additional information about CCA from the documents it files with the Securities and Exchange Commission or by following the instructions in the section entitled Where You Can Find More Information on page 166.

SUMMARY

The following summary highlights selected information from this joint proxy statement/prospectus and may not contain all of the information that is important to you. You should carefully read this joint proxy statement/prospectus and the other documents we refer to or incorporate by reference for a more complete understanding of the merger, the private placement and other proposals described in this summary. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions in the section entitled Where You Can Find More Information that begins on page 166 of this joint proxy statement/prospectus.

Creative Computer Applications, Inc.
26115-A Mureau Road
Calabasas, CA 91302
(818) 880-6700

CCA is a healthcare information technology and service provider that provides software and browser-based solutions, specializing in Clinical Information Systems for hospital and clinic-based laboratories, pharmacies, and radiology departments. Its primary products, CyberLAB®, CyberMED® and CyberRAD® are highly functional, scalable, and can be deployed in a variety of healthcare settings. CCA s systems are deployed at more than 500 sites.

The common stock of CCA is traded on the American Stock Exchange under the symbol CAP. Following the merger and shareholder approval of the change of the company name to Aspyra, Inc., CCA expects to change its trading symbol to APY. Its website can be accessed at *http://www.ccainc.com*. The information on CCA s website is not a part of this joint proxy statement/prospectus.

StorCOMM, Inc.
7 Corporate Plaza
8649 Baypine Road
Jacksonville, Florida 32256
(888) 731-0731

StorCOMM is a leader in the design, development, implementation and support of highly scalable Picture Archive Communication Systems, or PACS, and Clinical Image Management Systems tailored to meet the needs of healthcare organizations in the United States and abroad. StorCOMM s Access.NET family of systems provides enterprise wide system solutions for imaging centers, orthopedic environments and hospitals. Access.NET systems are deployed at more than 180 sites in the United States and Europe.

StorCOMM is a private company and there is currently no public market for its securities. Its website can be accessed at *http://www.storcomm.com*. The information on StorCOMM s website is not a part of this joint proxy statement/prospectus.

The Merger (page 35)

In the merger, Xymed will merge with and into StorCOMM, and StorCOMM will become a wholly owned subsidiary of CCA. Holders of StorCOMM common stock, options and warrants will become holders of CCA common stock, options and warrants following the merger. The shares of CCA common stock issued to StorCOMM shareholders in connection with the merger are expected to represent approximately 40.4% of the outstanding shares of CCA common stock immediately following the closing of the merger and the private placement, based on the number of shares of CCA and StorCOMM common stock outstanding on September 15, 2005, in each case on a fully-diluted basis.

Merger Consideration. Upon completion of the merger, StorCOMM shareholders will be entitled to receive 2.4728 shares of CCA common stock for every 100 shares of StorCOMM common stock they own

at the completion of the merger (referred to in this joint proxy statement/prospectus as the exchange rate). StorCOMM shareholders will receive cash instead of fractional shares of CCA common stock. Each outstanding share of CCA common stock will remain unchanged in the merger. Assuming the merger had been completed as of September 15, 2005, CCA would have issued approximately 3,703,900 shares of common stock, on a fully diluted basis, to the StorCOMM shareholders in the merger. Assuming further, the simultaneous sale of 1,500,000 units in the private placement immediately following the merger, StorCOMM shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company and CCA shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company, in both cases on a fully diluted basis, with the remainder owned by investors in the private placement.

Treatment of Stock Options and Warrants. Prior to the merger, StorCOMM option holders will be given the opportunity to cancel their existing StorCOMM options. Those StorCOMM option holders that elect to cancel their options will receive the same number of CCA options that they would have received had they exchanged their options in the merger, except that the CCA options they will receive will have an exercise price equal to the fair market value of CCA common stock on the date of grant and a two-year vesting schedule. At the effective time of the merger, each outstanding option that is not voluntarily cancelled prior to the merger and all warrants to purchase shares of StorCOMM common stock will be assumed by CCA and converted into options or warrants to purchase shares of CCA common stock. The number of shares of CCA common stock subject to each assumed option and warrant will be determined on the same basis as the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole number (with no cash payable for any fractional share eliminated by such rounding). The exercise price of the assumed options or warrants will be equal to the exercise price per share under the original option or warrant divided by the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole cent. After adjusting the assumed options and warrants to reflect the application of the exchange rate and the assumptions by CCA, all other terms of the assumed options and warrants will remain unchanged.

A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A. We urge you to read it carefully.

Our Reasons for the Merger (page 38)

CCA and StorCOMM believe that combining the two companies will expand and better serve the addressable market and result in greater long-term growth opportunities than either company has operating alone. In evaluating the reasons for the merger, the boards of directors of CCA and StorCOMM considered:

- the ability of the combined company to providing integrated applications and services to a broader sector of the healthcare provider market;
- the broader sales and channel coverage of the combined company;
- the expected financial synergies for the combined company;
- the scale of the combined company to better compete in the marketplace; and
- the experience of the combined company s management team.

Other Factors Considered by the CCA Board (page 39)

In the course of its deliberations, the CCA board, together with CCA s management and financial and legal advisors, considered other positive factors and considered a number of potentially negative factors regarding the merger. The CCA board considered a variety of factors such as its strategic plan; general and

2

financial market conditions; the potential benefits to shareholders as a result of growth opportunities; historical and current information about CCA and StorCOMM; the risks inherent in integrating the companies and that anticipated cost and product synergies will not be realized; the terms and conditions of the merger agreement; the possible loss of key management; and other possible adverse consequences in reaching its decision to support the merger.

Other Factors Considered by the StorCOMM Board (page 40)

In the course of its deliberations, the StorCOMM board, after consultation with StorCOMM s management and financial and legal advisors, considered other positive factors regarding the merger and considered a number of potentially negative factors regarding the merger. The StorCOMM board considered a variety of factors such as the consistency of CCA s long-term operating strategy with StorCOMM s long-term operating strategy to grow its business; general and financial market conditions; the historical and current information about CCA and StorCOMM; conditions in the healthcare industry; the nature of its competition; the terms and conditions of the merger agreement; the risks inherent in integrating the companies and the risk that anticipated cost and product synergies will not be realized; the possible loss of key management; the potential conflicts of interest of StorCOMM directors and officers in connection with the merger; and other possible adverse consequences in reaching its decision to support the merger.

Opinion of Financial Advisor to the Board of Directors of CCA (page 42 and Annex H)

Simon Financial, Inc. rendered its oral opinion on June 3, 2005, subsequently confirmed in writing on the same day, to the CCA board of directors that, as of such date, and based upon and subject to certain matters stated in its opinion, from a financial point of view, the exchange rate to be paid by CCA in the merger was fair to CCA. The full text of Simon Financial s written opinion, dated June 3, 2005, is attached as Annex H to this joint proxy statement/prospectus. Simon Financial provided its opinion for the use and benefit of the CCA board of directors in connection with its consideration of the merger. Simon Financial s opinion was not intended to be and did not constitute a recommendation to any shareholder of CCA or StorCOMM as to how such shareholder should vote with respect to the merger.

CCA Required Shareholder Vote (page 29)

Proposal No. 1: Approval of the merger agreement and the proposal to issue and reserve for issuance shares of CCA common stock in connection with the merger requires the affirmative vote of holders of a majority in voting power of the outstanding shares of CCA common stock.

Proposal No. 2: Approval of the proposal to issue and reserve for issuance shares of CCA common stock and warrants to purchase shares of CCA common stock in the private placement pursuant to the Purchase Agreement requires the affirmative vote of holders of a majority of the shares present in person or represented by proxy at the annual meeting and entitled to vote, so long as a quorum is present.

Proposal No. 3: Approval of the amendment to the Articles of Incorporation to change the name of the company to Aspyra, Inc., requires the affirmative vote of holders of a majority in voting power of the outstanding shares of CCA common stock.

Proposal No. 4: Approval of the 2005 Equity Incentive Plan requires the affirmative vote of holders of a majority in voting power of the outstanding shares of CCA common stock.

Proposal No. 5: Election of the director nominees named in this joint proxy statement/prospectus, requires that the candidates receiving the highest number of votes, up to the number of directors to be elected, be elected.

Proposal No. 6: Approval of the ratification of the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005 requires the affirmative vote of holders of a majority of the shares present in person or represented by proxy at the annual meeting and entitled to vote, so long as a quorum is present.

Proposal No. 7: Approval of the proposal to adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies in favor of the proposals requires the affirmative vote of holders of a majority of the shares of CCA common stock present in person or represented by proxy at the annual meeting and entitled to vote.

While Proposals No. 1 and No. 2 are being voted upon separately, each of the first two proposals must be approved in order for either of them to be implemented. In addition, if all of the nominees for CCA s board of directors are elected but the merger is not completed, Bradford G. Peters and C. Ian Sym-Smith will resign (leaving four CCA directors on the board of directors). The remaining CCA directors will select individuals to fill the resulting vacancies on the CCA board of directors, who will serve until the next annual meeting of CCA s shareholders or until such director s successor has been elected and qualified.

StorCOMM Required Shareholder Vote (page 33)

Proposal No. 1: Approval of the merger agreement requires the affirmative vote of holders of 90% of the voting power of StorCOMM s capital stock outstanding.

Proposal No. 2: If a quorum is present, the vote upon an adjournment of the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1 requires the affirmative vote of holders of a majority of the shares of StorCOMM common stock present in person or represented by proxy at the special meeting and entitled to vote.

Voting CCA Shares Held by Your Broker in Street Name (page 29)

If your CCA shares are held in street name, your broker will vote your shares for you only if you provide instructions to your broker on how to vote your shares. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Your broker cannot vote your shares without specific instructions from you. Failure to instruct your broker on how to vote your shares on Proposal No. 1 will have the effect of voting AGAINST CCA Proposal No. 1 and Proposal No. 3. Failure to instruct your broker on how to vote your shares on any other proposal will have no effect on the outcome of such proposals, assuming that a quorum is present at the annual meeting, but will reduce the number of votes required to approve those proposals.

Changing Your Vote (pages 29 and 33)

If you submit a proxy, you may revoke it at any time before it is voted, by:

- delivering to the Secretary of your company a written notice, dated later than the proxy you wish to revoke, stating that the proxy is revoked;
- submitting to the Secretary of your company a new, signed proxy with a later date than the proxy you wish to revoke; or
- attending your annual or special meeting and voting in person (your attendance alone will not revoke your proxy).

Notices to the Secretary of CCA should be sent to 26115-A Mureau Road, Calabasas, CA 91302. Notices to the Secretary of StorCOMM should be sent to 7 Corporate Plaza, 8649 Baypine Road, Jacksonville, Florida 32256.

If you are a CCA shareholder and have instructed your broker to vote your shares, you must follow directions received from your broker to change those instructions.

Expected Timing of the Merger (page 54)

CCA and StorCOMM are working toward consummating the merger as quickly as possible. We hope to consummate the merger during the fourth quarter of 2005 promptly following the approval of the merger by the shareholders of CCA and StorCOMM. However, the merger is subject to several conditions that could affect the timing of its consummation.

Exchanging your StorCOMM Stock Certificates (page 56)

Promptly after the effective time of the merger, you will be directed to surrender your StorCOMM stock certificates to the exchange agent so that they may be canceled and exchanged for CCA common stock certificates and/or cash in lieu of fractional CCA shares. Please do not surrender your StorCOMM stock certificates until you receive the letter of transmittal from the exchange agent.

Interests of Certain StorCOMM Persons in the Merger (page 46)

In considering the StorCOMM board of directors recommendation that you vote to adopt the merger agreement, you should be aware that some StorCOMM officers and directors may have interests in the merger that are different from, or in addition to, your interests. Among other things, these interests include:

- following the closing of the merger, Bradford G. Peters and C. Ian Sym-Smith, who are currently members of the StorCOMM board, will become members of CCA s board;

- following the closing of the merger, Samuel G. Elliott and William W. Peterson , who are currently members of the StorCOMM management, will become the chief international officer and the chief sales, marketing and product management officer, respectively, of CCA;

- CCA will enter into employment agreements with Samuel G. Elliott and William W. Peterson that will be effective upon the closing of the merger; and

- directors and officers of StorCOMM have rights to indemnification against specified liabilities that must be maintained by CCA and CCA is required to maintain directors and officers liability insurance for them. CCA has also agreed to indemnify the directors and officers of StorCOMM against liabilities arising from their service as directors or officers of StorCOMM including liabilities in connection with the merger and the merger agreement.

Conditions to Completion of the Merger (page 63)

The completion of the merger depends on a number of conditions being satisfied, including but not limited to the following:

- the issuance and reservation for issuance of shares of CCA common stock in connection with the merger;

- the merger agreement shall have been adopted by the shareholders of StorCOMM and CCA;

- the shares of CCA common stock to be issued in the merger and to be reserved for issuance in connection with the merger shall have been approved for listing on the American Stock Exchange;

- the Form S-4, of which this joint proxy statement/prospectus is a part, shall have been declared effective by the Securities and Exchange Commission, or the SEC, under the Securities Act;

- CCA shall have simultaneously closed the private placement;

- the parties respective representations and warranties contained in the merger agreement must be true and correct, subject in certain cases to exceptions that would not have a material adverse effect;

- the parties must each be in compliance in all material respects with their respective covenants contained in the merger agreement;

- Messrs. Besbeck, Miller and Helms, holders of an aggregate of approximately 21% of the voting power of CCA as of September 15, 2005 shall have executed a shareholder support agreement in which they have agreed to vote in favor of the merger and Messrs. Sym-Smith and Peters, holders of an aggregate of approximately 95.8% of the voting power of StorCOMM as of October 3, 2005, shall have executed a shareholder support agreement in which they have agreed to vote in favor of the merger.

- except for no more than $1 million of unsecured debt, all debt held by StorCOMM shareholders and all preferred stock held by StorCOMM shareholders shall be converted to common stock of StorCOMM on terms approved by CCA; and

- no more than $1 million of unsecured debt will remain on StorCOMM s books.

This is not a complete list of all conditions to the closing of the merger. Each of the conditions to the merger may be waived by the company entitled to assert the condition except to the extent that the condition must be satisfied in order to comply with applicable law or regulatory requirements.

Termination of the Merger Agreement; Fees Payable (page 65)

CCA and StorCOMM may jointly agree to terminate the merger agreement without completing the merger. In addition, either CCA or StorCOMM may terminate the merger agreement if any of the following events occur:

- the merger shall not have occurred on or before January 31, 2006, but this termination right is not available to a party whose failure to comply with the merger agreement resulted in the failure to complete the merger by that date;

- any governmental entity shall have issued a final and nonappealable order, decree or ruling or taken any other action permanently restraining, enjoining or otherwise prohibiting the merger, or shall have failed to issue an order, decree or ruling, or to take any other action, necessary to fulfill any conditions to the merger; but this termination right is not available to a party whose failure to comply with the merger agreement has been the cause of, or resulted in, the action or inaction;

- the shareholders do not adopt the merger agreement (in the case of StorCOMM), or do not adopt the merger agreement and approve the issuance of common stock in connection with the merger (in the case of CCA);

- the other party s board of directors has withdrawn or adversely modified its recommendation in favor of the matters to be voted upon by such party s shareholders;

- the other party breaches its obligation to hold its shareholder meeting to vote on the adoption of the merger agreement (in the case of StorCOMM), or on the approval of the merger and the issuance of common stock in connection with the merger (in the case of CCA); or

- the other party has breached any of its representations, warranties or covenants so that the conditions set forth in the merger agreement cannot be satisfied.

A termination fee not to exceed $250,000 may be payable by either CCA or StorCOMM to the other party upon the termination of the merger agreement under several circumstances. For more information regarding termination of the merger agreement see the section entitled The Merger Agreement Completion and Effectiveness of the Merger on page 54.

Fees and Expenses (page 66)

All fees and expenses incurred in connection with the merger agreement and the merger will be paid by the party incurring such expenses. All fees and expenses associated with the filing and printing of the registration statement and this joint proxy statement/prospectus will be borne equally by CCA and StorCOMM. CCA will also pay Dominick & Dominick LLP a fee equal to three percent of the value of the shares of CCA common stock being issued to StorCOMM shareholders in the merger based on the closing price of such shares as listed on the American Stock Exchange on the closing date of the merger as consideration for the financial advisory services provided to CCA in connection with the merger.

No Solicitation (page 60)

CCA and StorCOMM have agreed that they will not solicit, encourage or facilitate any alternative transaction proposal. They have also agreed to notify each other of inquiries, proposals or offers that constitute alternative transaction proposals. CCA and StorCOMM have agreed to prohibit their officers, directors, employees, agents, advisors and other representatives from soliciting, encouraging or facilitating any alternative transaction proposal. However, if either party receives an unsolicited alternative transaction proposal that is superior, so long as certain conditions are satisfied, that party may engage in negotiations with respect to the superior alternative transaction proposal.

Material United States Federal Income Tax Considerations (page 49)

The merger has been structured to qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. Assuming the merger qualifies as a reorganization, StorCOMM shareholders will not recognize gain or loss for United States federal income tax purposes upon the exchange of shares of StorCOMM common stock for shares of CCA common stock, except with respect to cash received in lieu of fractional shares of CCA common stock. None of CCA, Xymed or StorCOMM will recognize gain or loss as a result of the merger.

Anticipated Accounting Treatment (page 52)

The merger will be accounted for as a purchase transaction by CCA for financial reporting and accounting purposes under United States generally accepted accounting principles. After the merger, the results of operations of StorCOMM will be included in the consolidated financial statements of CCA. The purchase price, which is equal to the aggregate merger consideration, will be allocated based on the fair values of the StorCOMM assets acquired and the StorCOMM liabilities assumed. These allocations will be made based upon valuations and other studies that have not yet been finalized.

Appraisal and Dissenters Rights (page 52)

In connection with the merger, holders of StorCOMM common stock are entitled to appraisal rights under the Delaware General Corporation Law. However, holders of CCA common stock may only be entitled to dissenters rights under California General Corporation Law if demands are made for payment with respect to five percent or more of the shares of CCA common stock. For more information, see the section entitled The Merger Appraisal and Dissenters Rights on page 52.

Governmental and Regulatory Matters (page 53)

To complete the merger, CCA must comply with applicable federal and state securities laws and the rules and regulations of the American Stock Exchange in connection with the issuance of the CCA common stock pursuant to the merger and the filing of this joint proxy statement/prospectus with the SEC.

Forward-Looking Statements May Prove Inaccurate (page 25)

Each of CCA and StorCOMM has made forward-looking statements in this document (and in documents that are incorporated herein by reference) that are subject to risks and uncertainties. Forward-looking statements include expectations concerning matters that are not historical facts. Also, when CCA or StorCOMM uses words such as believes, expects, anticipates or similar expressions, CCA or StorCOMM is making a forward-looking statement. For more information regarding factors that could cause actual results to differ from these expectations, you should refer to the specific risks described under Risk Factors beginning on page 15 and to the documents referred to under Documents Incorporated by Reference on page 165.

Where You Can Find More Information (page 166)

If you have any questions about the merger, the private placement, the non merger-related proposals of CCA or the meetings of CCA and StorCOMM, including the procedures for voting your shares, or if you need additional copies of the joint proxy statement/prospectus or the enclosed proxy, please contact:

For CCA shareholders:

Creative Computer Applications, Inc.

26115-A Mureau Road
Calabasas, CA 91302
Attention: Investor Relations
(818) 880-6700

For StorCOMM shareholders:

StorCOMM, Inc.

7 Corporate Plaza
8649 Baypine Road
Jacksonville, Florida 32256
Attention: Investor Relations
(888) 731-0731

Summary Selected Historical Consolidated Financial Data of CCA

The following information is provided to aid you in your analysis of the financial aspects of the merger. This information has been derived from CCA s audited consolidated financial statements for the years ended August 31, 2002, 2003 and 2004, unaudited transition period beginning on September 1, 2004 and ending on December 31, 2004, and unaudited consolidated financial statements for the six months ended June 30, 2005 and 2004.

This information is only a summary. You should read it along with CCA s historical financial statements and related notes and the section titled Management s Discussion and Analysis of Financial Condition and Results of Operations of CCA contained in this joint proxy statement/prospectus and in CCA s annual reports on Form 10-KSB, quarterly reports on Form 10-QSB and other information on file with the Securities and Exchange Commission and incorporated by reference into this document. Please refer to the section of the joint proxy statement/prospectus entitled Where You Can Find More Information beginning on page 166.

Statement of Operations Data:	**Six Months Ended June 30, 2005 (Unaudited)**	**2004**	**Transition Period Four Months Ended December 31, 2004 (Unaudited)**	**Year Ended August 31, 2004**	**2003**	**2002**
NET SYSTEM SALES AND SERVICE REVENUE:						
System sales	$ 883,707	$ 1,617,851	$ 844,069	$ 3,295,708	$ 3,144,293	$ 3,723,551
Service revenue	2,497,588	2,135,843	1,547,173	4,360,264	4,236,828	4,107,466
	3,381,295	3,753,694	2,391,242	7,655,972	7,381,121	7,831,017
COSTS OF PRODUCTS AND SERVICES SOLD:						
System sales	824,568	976,539	610,294	1,913,745	2,099,738	2,118,221
Service revenue	824,693	806,563	542,151	1,592,801	1,470,861	1,467,940
Total costs of products and services sold	1,649,261	1,783,102	1,152,445	3,506,546	3,570,599	3,586,161
Gross profit	1,732,034	1,970,592	1,238,797	4,149,426	3,810,522	4,244,856
OPERATING EXPENSES						
Selling, general and administrative	1,599,977	1,319,074	1,099,279	1,014,235	901,564	790,609
Research and development	558,940	514,880	406,214	2,855,703	2,780,214	2,730,107
Total operating expenses	2,158,917	1,833,954	1,505,493	3,869,938	3,681,778	3,520,716
Operating income (loss)	(426,883)	136,638	(266,696)	279,488	128,744	724,140
INTEREST AND OTHER INCOME	9,142	1,858	4,589	4,603	19,776	12,490
INTEREST EXPENSE	(7,761)	(1,685)	(2,020)	(3,704)	(8,863)	(15,471)
Income (Loss) before provision for income taxes	(425,502)	136,811	(264,127)	280,387	139,657	721,159
PROVISION FOR INCOME TAXES				117,763	45,556	289,500
NET INCOME (LOSS)	$ (425,502)	$ 136,811	$ (264,127)	$ 162,624	$ 94,101	$ 431,659
EARNINGS (LOSS) PER SHARE:						
Basic	$ (.13)	$ .04	$ (.08)	$ .05	$ .03	$ .13
Diluted	(.13)	.04	(.08)	.05	.03	.13
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING:						
Basic	3,368,567	3,318,900	3,319,650	3,318,900	3,294,108	3,243,317
Diluted	3,368,567	3,423,240	3,319,650	3,467,939	3,526,681	3,310,286

Balance Sheet Data:	June 30, 2005 (Unaudited)	Transition Period Ended December 31, 2004 (Unaudited)	Year Ended August 31, 2004	2003	2002
Cash	$ 1,354,505	$ 1,655,063	$ 1,574,377	$ 1,075,323	$ 1,027,810
Receivables, net	710,560	1,736,768	1,722,340	2,063,311	2,089,274
Capitalized software costs, net	1,693,358	1,531,573	1,492,661	1,360,374	1,365,763
Total assets	5,827,635	6,591,471	6,351,465	6,281,343	6,292,376
Notes payable to bank	200,000	300,000			
Accounts payable	309,419	377,768	185,869	207,624	224,418
Deferred service contract income	838,747	1,235,032	1,175,509	1,115,366	973,931
Deferred revenue on system sales	369,896	226,111	244,882	501,507	561,385
Total liabilities	2,253,672	2,684,006	2,182,873	2,275,375	2,429,159
Shareholders equity	3,573,963	3,907,465	4,168,592	4,005,968	3,863,217

Summary Selected Historical Consolidated Financial Data of StorCOMM

The following information is provided to aid you in your analysis of the financial aspects of the merger. This information has been derived from StorCOMM s audited consolidated financial statements for the years ended December 31, 2004 and 2003 and from StorCOMM s unaudited consolidated financial statements for the six months ended June 30, 2005 and 2004.

This information is only a summary. You should read it along with StorCOMM s historical financial statements and related notes included elsewhere in this document.

	Six Months Ended June 30,		Year Ended December 31,	
Statement of Operations Data:	**2005 (Unaudited)**	**2004**	**2004**	**2003**
REVENUES	$ 3,447,587	$ 4,334,034	$ 7,364,930	$ 4,542,993
COSTS OF REVENUE:				
Cost of sales equipment	651,356	1,238,758	1,725,662	511,229
Cost of sales support, training	952,897	800,980	1,767,533	1,828,583
Cost of sales amortization of cap software	111,366	111,367	222,735	18,561
Total costs of goods sold	1,715,619	2,151,105	3,715,930	2,358,373
Gross profit	1,731,968	2,182,929	3,649,000	2,184,620
OPERATING EXPENSES				
Sales and marketing	611,029	617,749	1,186,148	1,103,114
Research and product development	509,544	546,506	1,123,357	902,013
General and administrative	760,926	650,917	1,256,803	1,091,239
Total operating costs	1,881,499	1,815,172	3,566,308	3,096,366
Operating income (loss)	(149,531)	367,757	82,692	(911,746)
INTEREST EXPENSE	(591,274)	(603,710)	(1,141,162)	(1,467,963)
NET LOSS	$ (740,805)	$ (235,953)	$ (1,058,470)	$ (2,379,709)

		Year Ended December 31,	
Balance Sheet Data:	**June 30, 2005 (Unaudited)**	**2004**	**2003**
Cash and cash equivalents	$ 381,923	$ 68,325	$ 142,991
Accounts receivable	596,204	607,562	592,654
Capitalized software costs, net	761,013	872,379	1,095,114
Total assets	1,907,645	1,763,308	2,071,704
Accrued interest	1,787,585	1,228,998	4,126,588
Unearned revenues	1,665,326	1,018,470	1,769,336
Notes payable	649,754	774,291	991,808
Notes payable (related parties)	2,256,116	2,191,116	3,282,078
Convertible notes payable	850,594	850,594	850,594
Convertible notes payable (related parties)	9,368,085	9,368,085	8,226,092
Total liabilities	17,644,830	16,754,641	20,900,439
Convertible Series D Preferred Stock(1)	5,644,564	5,411,779	
Shareholders deficit	(21,381,749)	(20,403,112)	(18,828,735)

(1) All of the outstanding shares of convertible Series D Preferred Stock were converted into 36,548,890 shares of common stock of StorCOMM on September 27, 2005.

Summary Selected Unaudited Pro Forma Condensed Combined Financial Information

The following unaudited pro forma condensed combined financial information gives effect to the merger between Xymed, a wholly owned subsidiary of CCA, and StorCOMM (using the purchase method of accounting), the private placement, the conversion of certain StorCOMM debt to shares of StorCOMM common stock, and CCA s change in fiscal year end to December 31st. The pro forma combined statement of operations data gives effect to the merger as if it had occurred as of January 1, 2004. The pro forma combined balance sheet data gives effect to the merger as if it had occurred on the last day of the period presented. The information is based upon the historical financial statements of CCA and StorCOMM. The information should be read in conjunction with such historical financial statements, the related notes and other information contained elsewhere or incorporated by reference in this document. Certain items derived from CCA s and StorCOMM s historical financial statements have been reclassified to conform to the pro forma combined presentation.

The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and is not necessarily indicative of what the actual combined financial position or results of operations would have been had the foregoing transactions been completed on the dates set forth therein, nor does it give effect to (1) any transaction other than the merger, the private placement, the conversion of certain StorCOMM debt to shares of StorCOMM common stock, and CCA s change in the fiscal year end to December 31st, (2) CCA s or StorCOMM s results of operations since June 30, 2005, (3) certain synergies, cost savings and one-time charges expected to result from the merger or (4) the results of final valuations of the assets and liabilities of StorCOMM, including property, equipment and intangible assets. We are currently developing plans to integrate the operations of CCA and StorCOMM, which may involve various costs, including severance and other charges, which may be material. The allocation of the purchase price is preliminary. We will also revise the allocation of the purchase price when the final appraisal and valuation is completed. Accordingly, the pro forma combined financial information does not purport to be indicative of the financial position or results of operations as of the date of this document, as of the effective date of the merger, any period ending at the effective date of the merger or as of any other future date or period. The foregoing matters could cause both CCA s pro forma financial position and results of operations, and CCA s actual future financial position and results of operations, to differ materially from those presented in the following unaudited pro forma combined financial information.

Statement of Operations Data:	**Six Months Ended June 30, 2005**	**Year Ended December 31, 2004**
Total revenues	$ 6,826,399	$ 14,852,890
Total costs of products and services sold	3,340,752	7,222,674
Operating loss	(837,111)	(540,788)
Net loss	$ (861,194)	$ (594,676)
Basic and diluted loss	$ (.10)	$ (.07)
Weighted average shares basic and diluted	8,368,786	8,319,369

Balance Sheet Data:	**June 30, 2005**
Cash and cash equivalents	$ 3,681,428
Receivables, net	1,306,764
Capitalized software costs, net	2,454,371
Goodwill	8,327,912
Intangible assets	2,823,422
Total assets	19,837,947
Accounts payable	653,201
Deferred service contract income	838,747
Deferred revenue on system sales	1,255,470
Notes payable	849,754
Total liabilities	5,110,209
Shareholders equity	14,727,738

Comparative Per Share Data

The following table presents: (1) historical per share data for CCA; (2) unaudited pro forma per share data of the combined company after giving effect to the merger; and (3) historical and unaudited equivalent pro forma per share data for StorCOMM.

The combined company unaudited pro forma per share data was derived by combining information from the historical consolidated financial statements of CCA and StorCOMM using the purchase method of accounting for the merger after giving effect to the private placement and the conversion of certain StorCOMM debt to shares of StorCOMM common stock. The following data assumes 2.4728 shares of CCA common stock will be issued in exchange for every 100 shares of StorCOMM common stock in connection with the merger after conversion of a majority of StorCOMM debt to equity. The StorCOMM unaudited equivalent pro forma per share data was derived by multiplying the CCA and StorCOMM combined pro forma amounts by the exchange ratio of .024728 shares of CCA common stock for each share of StorCOMM common stock.

Historical book value per share has been calculated by dividing shareholders equity by the number of shares of common stock outstanding at June 30, 2005.

You should read this table together with the historical consolidated financial statements of StorCOMM and CCA contained elsewhere or that are filed by CCA with the Securities and Exchange Commission and incorporated by reference into this document. Please refer to the section of the joint proxy statement/prospectus entitled Where You Can Find More Information beginning on page 166. You should not rely on the pro forma per share data as being necessarily indicative of actual results had the merger occurred prior to the dates indicated below.

	Historical		**Pro Forma CCA and StorCOMM Combined**	**StorCOMM Equivalent**
	CCA	**StorCOMM**		
Net income (loss) per share:				
Year ended August 31, 2004 for CCA and December 31, 2004 for StorCOMM and pro forma:				
Basic	$ .05	(.14)	$ (.07)	
Diluted	$ .05	(.14)	$ (.07)	
Net income (loss) per share:				
Six months ended June 30, 2005:				
Basic	$ (.13)	(.10)	$ (.10)	
Diluted	$ (.13)	(.10)	$ (.10)	
Book value per share as of:				
June 30, 2005	$ 1.05		$ 1.75	$ .04
Cash dividends				

Comparative Per Share Market Price Data

CCA common stock is traded on the American Stock Exchange under the symbol CAP. StorCOMM is a private company and there is currently no public market for its securities.

The table below sets forth the high and low sales prices per share of CCA common stock as reported on the American Stock Exchange on January 7, 2005, the last completed trading day prior to the announcement of the merger, and on , 2005, the last full trading day for which high and low sales prices were available as of the date of this joint proxy statement/ prospectus. These equivalent high and low sales prices per share of StorCOMM reflect the fluctuating value of CCA common stock that StorCOMM shareholders would receive in exchange for each share of StorCOMM common stock if the merger had been completed on either of those dates, applying the exchange ratio of 2.4728 shares of CCA common stock for every 100 shares of StorCOMM common stock.

	CCA Common Stock		StorCOMM Equivalent Price Per Share	
	High	Low	High	Low
January 7, 2005	$ 3.76	$ 3.60	$ 0.093	$ 0.089
, 2005	$	$	$	$

The above table shows only historical comparisons. These comparisons may not provide meaningful information to CCA and StorCOMM shareholders in determining whether to approve the proposals described within this joint proxy statement/ prospectus. CCA and StorCOMM shareholders are urged to obtain current market quotations for CCA common stock and to review carefully the other information contained in this joint proxy statement/ prospectus or incorporated by reference into this joint proxy statement/ prospectus. See the section entitled Where You Can Find More Information beginning on page 166 of this joint proxy statement/ prospectus.

Dividend Information (CCA and StorCOMM)

CCA has never declared or paid any cash dividends on its capital stock. CCA currently intends to retain any earnings for use in its business and does not anticipate paying any cash dividends in the foreseeable future.

StorCOMM has never declared or paid any cash dividends on its capital stock. StorCOMM currently intends to retain any earnings for use in its business and does not anticipate paying any cash dividends in the foreseeable future.

Number of Shareholders (CCA and StorCOMM)

As of the record date of October 3, 2005, there were approximately 275 shareholders of record of CCA common stock and approximately 1,200 shareholders of beneficial ownership in street name.

As of the record date of October 3, 2005, there were approximately 175 shareholders of record of StorCOMM common stock.

RISK FACTORS

The merger involves a high degree of risk. By voting in favor of the merger, StorCOMM shareholders will be choosing to invest in CCA common stock. In addition to the risks described in CCA s reports on Forms 10-KSB and 10-QSB filed with the Securities and Exchange Commission, you should carefully consider the risks described below relating to the merger and the risks to the combined company s business after the merger. You should also consider the other information contained in, or incorporated by reference into, this joint proxy statement/prospectus. Please refer to the section of the joint proxy statement/prospectus entitled Where You Can Find More Information beginning on page 166. If any of these risks actually occur, the business, financial condition or results of operations of CCA may be seriously harmed. In such case, the market price of CCA common stock may decline, and you may lose all or part of your investment.

Risks Related to the Merger

If CCA and StorCOMM fail to effectively integrate their operations, the combined company may not realize the potential benefits of the merger.

The integration of CCA and StorCOMM will be a time consuming and expensive process and may disrupt the combined company s operations if it is not completed in a timely and efficient manner. If this integration effort is not successful, the combined company s results of operations could be harmed, employee morale could decline, key employees could leave, customers could cancel existing orders or choose not to place new ones and the combined company could have difficulty complying with regulatory requirements. In addition, the combined company may not achieve anticipated synergies or other benefits of the merger. Following the merger, CCA and StorCOMM must operate as a combined organization utilizing common information and communication systems, operating procedures, financial controls and human resources practices. The combined company may encounter the following difficulties, costs and delays involved in integrating their operations:

- failure to successfully manage relationships with customers and other important relationships;
- failure of customers to accept new services or to continue using the products and services of the combined company;
- difficulties in successfully integrating the management teams and employees of CCA and StorCOMM;
- challenges encountered in managing larger, more geographically dispersed operations;
- the loss of key employees;
- diversion of the attention of management from other ongoing business concerns;
- potential incompatibilities of technologies and systems;
- potential difficulties integrating and harmonizing financial reporting systems; and
- potential incompatibility of business cultures.

If the combined company s operations after the merger do not meet the expectations of existing customers of CCA or StorCOMM, then these customers may cease doing business with the combined company altogether, which would harm the results of operations and financial condition of the combined company.

If the anticipated benefits of the merger are not realized or do not meet the expectations of financial or industry analysts, the market price of CCA common stock may decline after the merger. The market price of CCA common stock may decline as a result of the merger if:

- the integration of CCA and StorCOMM is unsuccessful;
- the combined company does not achieve the expected benefits of the merger as quickly as anticipated or the costs of or operational difficulties arising from the merger are greater than anticipated;
- the combined company s financial results after the merger are not consistent with the expectations of financial or industry analysts;
- the anticipated operating and product synergies of the merger are not realized; or
- the combined company experiences the loss of significant customers or employees as a result of the merger.

CCA common stock is subject to price volatility that may reduce the value StorCOMM shareholders will receive upon the closing of the merger.

In the merger, StorCOMM shareholders will be entitled to receive 2.4728 shares of CCA common stock for every 100 shares of StorCOMM common stock they own at the completion of the merger (referred to in this joint proxy statement/prospectus as the exchange rate). This exchange rate will not be adjusted based on the price of CCA common stock at the time of the merger and neither CCA nor StorCOMM has the ability to terminate the merger agreement solely because of changes in the market price of CCA common stock. Accordingly, the value of CCA common stock that StorCOMM shareholders will receive in connection with the merger will depend on the trading price of CCA common stock on the closing date of the merger. The trading price of CCA common stock on the closing date of the merger may be lower than it was on the date of this joint proxy statement/prospectus or the date on which CCA and StorCOMM shareholders vote on the merger. The share price of CCA common stock is subject to price fluctuations and has experienced significant volatility in the recent past. Stock price changes may result from a variety of factors that are beyond the control of CCA and StorCOMM, including changes in their businesses, operations and prospects, regulatory considerations and general and industry specific market and economic conditions. Neither CCA nor StorCOMM can predict the market prices of CCA common stock at any time before the completion of the merger or the market price of CCA common stock after the merger. We encourage you to obtain current market quotations of CCA common stock.

Failure to complete the merger could adversely affect CCA s and StorCOMM s future business and operation as well as the market price of CCA common stock.

The merger is subject to the satisfaction of closing conditions, including the approval by both CCA and StorCOMM shareholders, and neither CCA nor StorCOMM can assure you that the merger will be successfully completed. In the event that the merger is not completed, CCA and StorCOMM may be subject to many risks, including the costs related to the merger, such as legal, accounting and advisory fees, which must be paid even if the merger is not completed, or the payment of a termination fee under specified circumstances. If the merger is not completed, the market price of CCA common stock could decline.

Completion of the merger may result in dilution of future earnings per share to the shareholders of CCA.

The completion of the merger may not result in improved earnings per share of CCA or a financial condition superior to that which would have been achieved by either CCA or StorCOMM on a stand-alone basis. The merger could fail to produce the benefits that the companies anticipate, or could have other

adverse effects that the companies currently do not foresee. In addition, some of the assumptions that either company has made, such as the achievement of operating synergies, may not be realized. In this event, the merger could result in a reduction of earnings per share of CCA as compared to the earnings per share that would have been achieved by CCA or StorCOMM if the merger had not occurred.

The costs associated with the merger are difficult to estimate, may be higher than expected and may harm the financial results of the combined company.

CCA and StorCOMM estimate that they will incur aggregate direct transaction costs of approximately $700,000 associated with the merger, and additional costs associated with consolidation and integration of operations, which cannot be estimated accurately at this time. If the total costs of the merger exceed estimates or the benefits of the merger do not exceed the total costs of the merger, the financial results of the combined company could be adversely affected.

The businesses of CCA and StorCOMM could suffer due to the announcement and closing of the merger.

The announcement and closing of the merger may have a negative impact on CCA s or StorCOMM s ability to sell their respective products and services, attract and retain key management, technical, sales or other personnel, maintain and attract new customers and maintain strategic relationships with third parties. For example, CCA and StorCOMM may experience deferral, cancellations or a decline in the size or rate of orders for their respective products or services or a deterioration in their respective customer or business partner relationships. Any such events could harm the operating results and financial condition of the combined company following the merger.

StorCOMM executive officers and directors have interests that are different from, or in addition to, those of StorCOMM shareholders generally.

The executive officers and directors of StorCOMM in some cases have interests in the merger that are different from, or are in addition to, those of StorCOMM shareholders generally. The receipt of compensation or other benefits in the merger, including employment agreements, and/or the provision and continuation of indemnification and insurance arrangements for current directors of StorCOMM following completion of the merger may influence these directors in making their recommendation that you vote in favor of the adoption of the merger agreement. You should be aware of these interests when you consider the StorCOMM board s recommendation that you vote in favor of adoption of the merger agreement. See the section entitled The Merger Interests of Certain StorCOMM Persons in the Merger below starting on page 46.

Risks Related to CCA After the Merger

To facilitate a reading of the risks that we believe will apply to CCA and StorCOMM as a combined company following completion of the merger, in referring to we , us and other first person declarations in these risk factors, we are referring to the combined company as it would exist following the merger.

We face intense competition from both established entities and new entries in the market that may adversely affect our revenues and profitability

Our markets are competitive. There are many companies with active research and development programs both in and outside of the healthcare information technology industry. Many of these companies have considerable experience in areas of competing interest to us. Additionally, we cannot determine if other firms are conducting potentially competitive research, which could result in the development and introduction of products that are either comparable or superior to the products we sell. Further, new product introductions, product enhancements and the use of other technologies by our competitors could lead to a loss of market acceptance and cause a decline in sales or gross margins.

If we are unable to anticipate or react to competition or if existing or new competitors gain market share, our sales may decline or be impaired and we may experience a decline in the prices we can charge for our products, which could adversely affect our operating results. Our competitive position depends on several factors, including:

- our ability to adapt effectively to the continued development, acquisition or licensing of technology or product rights by our competitors;
- our ability to enhance our products or develop new products;
- our ability to adapt to changing technological demands; and
- our strategic decisions regarding the best allocation of our limited resources.

Several of our current and potential competitors have greater financial, technical, sales, marketing and other resources than we do and consequentially may have an ability to influence customers to purchase their products that compete with ours. Our future and existing competitors could introduce products with superior features, scalability and functionality at lower prices than our products, and could also bundle existing or new products with other more established products in order to compete with us. Our competitors could also gain market share by acquiring or forming strategic alliances with our other competitors. If we do not adapt our business in the face of this competition, our business and operating results may be harmed.

Any failure to successfully introduce future products into the market could adversely affect our business.

The commercial success of future products depends upon their acceptance by the medical community. Our future product plans include capital-intensive clinical information systems. We believe that these products can significantly reduce labor costs, improve patient care and offer other distinctive benefits to the medical community. However, there is often market resistance to products that require significant capital expenditures or which eliminate jobs through automation. We can make no assurance that the market will accept our future products and systems, or that sales of our future products and systems will grow at the rates expected by our management.

If we fail to meet changing demands of technology, we may not continue to be able to compete successfully with competitors.

The market for our products is characterized by rapid technological advances, changes in customer requirements and frequent new product introductions and enhancements. Our future success depends upon our ability to introduce new products that keep pace with technological developments, enhance current product lines and respond to evolving client requirements. CCA and StorCOMM have incurred, and we will need to continue to incur, significant research and development expenditures in future periods as we strive to remain competitive. Our failure to meet these demands could result in a loss of our market share and competitiveness and could harm our revenues and results of operations.

Our success depends on our ability to attract, retain and motivate management and other skilled employees.

Our future success and growth depend on the continued services of our key management and employees, including Steven M. Besbeck, Bruce M. Miller, James R. Helms, Samuel G. Elliott, and William W. Peterson. The loss of the services of any of these individuals or any other key employee could materially affect our business. Our future success also depends on our ability to identify, attract and retain additional qualified personnel. Competition for employees in our industry is intense and we may not be successful in attracting or retaining them. There are a limited number of people with knowledge of, and experience in, our industry. We do not have employment agreements with most of our key employees. However, we generally enter into agreements with our employees regarding patents, confidentiality and

related matters. We do not maintain life insurance polices on our employees. Our loss of key personnel, especially without advance notice, or our inability to hire or retain qualified personnel, could have a material adverse effect on sales and our ability to maintain our technological edge. We cannot guarantee that we will continue to retain our key management and skilled personnel, or that we will be able to attract, assimilate and retain other highly qualified personnel in the future.

If we do not protect our proprietary information and prevent third parties from making unauthorized use of our products and technology, our financial results could be harmed.

We rely on a combination of confidentiality agreements and procedures and copyright, patent, trademark and trade secret laws to protect our proprietary information. However, all of these measures afford only limited protection and may be challenged, invalidated, or circumvented by third parties. Third parties may copy aspects of our products or otherwise obtain and use our proprietary information without authorization. Third parties may also develop similar or superior technology independently, including by designing around our patents. Furthermore, the laws of some foreign countries do not offer the same level of protection of our proprietary rights as the laws of the United States, and we may be subject to unauthorized use of our products in those countries. Any legal action that we may bring to protect proprietary information could be expensive and may distract management from day-to-day operations. Unauthorized copying or use of our products or proprietary information could result in reduced sales of our products.

Third parties claiming that we infringe their proprietary rights could cause us to incur significant legal expenses and prevent us from selling our products.

We may receive claims that we have infringed the intellectual property rights of others. Any such claim, with or without merit, could:

- be time consuming to defend;
- result in costly litigation;
- divert management s time and attention from our business;
- require us to stop selling, to delay shipping or to redesign our products; or
- require us to pay monetary amounts as damages to our customers.

In addition, we license and use software from third parties in our business. These third party software licenses may not continue to be available to us on acceptable terms. Also, these third parties may from time to time receive claims that they have infringed the intellectual property rights of others, including patent and copyright infringement claims, which may affect our ability to continue licensing their software. Our inability to use any of this third party software could result in disruptions in our business, which could materially and adversely affect our operating results.

CCA operates in a consolidating industry which creates barriers to market penetration.

The healthcare information technology industry in recent years has been characterized by consolidation by both healthcare providers who are our clients and by those companies that we compete against. Large hospital chains and groups of affiliated hospitals prefer to negotiate comprehensive contracts for all of their system needs with larger vendors who offer broader product lines and services. The convenience offered by these large vendors are administrative and financial incentives that we cannot offer our clients.

Our products may be subject to government regulation in the future that could impair our operations.

Our products could be subject to stringent government regulation in the United States and other countries in the future. Furthermore, we expect that the integration of our product and service offering will require us to comply with regulatory requirements and that we will devote significant time and resources to this effort. These regulatory processes can be lengthy, expensive and uncertain. Additionally, securing necessary clearances or approvals may require the submission of extensive data and other supporting information. Failure to comply with applicable requirements could result in fines, recall, total or partial suspension of distribution, withdrawal of existing product or our inability to integrate our service and product offerings. If any of these things occur, it could have a material adverse impact on our business.

Changes in government regulation of the healthcare industry could adversely affect our business.

Federal and state legislative proposals are periodically introduced or proposed that would effect major changes in the healthcare system, nationally, at the state level or both. Future legislation, regulation or payment policies of Medicare, Medicaid, private health insurance plans, health maintenance organizations or other third-party payors could adversely affect the demand for our current or future products and our ability to sell our products on a profitable basis. Moreover, healthcare legislation is an area of extensive and dynamic change, and we cannot predict future legislative changes in the healthcare field or their impact on our industry or our business.

We are subject to the Health Insurance Portability and Accountability Act (HIPAA) and the cost of complying with HIPAA may negatively impact our net income.

Our business is substantially impacted by the requirements of HIPAA and our products must maintain the confidentiality of a patient s medical records and information. These requirements also apply to most of our clients. We believe our products meet the standards of HIPAA and may require our clients to upgrade their systems, but our clients preoccupation with HIPAA may adversely impact sales of our products, and the costs of compliance with HIPAA could have an impact on our product margins and sales, the general and administrative expenses incurred by us and could negatively impact our net income.

Defective products or product failure may subject us to liability and could substantially increase our costs.

Our products are used to gather information for professionals to make medical decisions, diagnosis, and treatment. Accordingly, the manufacture and sale of our products entails an inherent risk of product liability arising from an inaccurate, or allegedly inaccurate, test or procedure result. CCA and StorCOMM may discover errors and failures in certain of their product offerings, which could result in delays or lost revenue during the period required to correct these errors. Errors and failures in products released by us could result in negative publicity, product returns, loss of or delay in market acceptance of our products, loss of competitive position or claims by customers or others. Alleviating any of these problems could require significant expenditures of our capital and resources and could cause interruptions, delays or cessation of our sales, which could cause us to lose existing or potential customers and would adversely affect our operating results. We may be subject to product liability claims as a result of any failure or errors in our products. If a customer is successful in proving its damages, it could prove expensive and time-consuming to defend against these claims, and we could be liable for the damages suffered by our customers and other related expenses, which could adversely affect our operating results. We currently maintain product liability insurance coverage for up to $2 million per incident and up to an aggregate of $4 million per year. Although management believes this liability coverage is sufficient protection against future claims, there can be no assurance of the sufficiency of these policies. We have not received any indication that our insurance carrier will not renew our product liability insurance at or near current premiums; however, we cannot guarantee that this will continue to be the case.

System or network failures could reduce our sales, increase costs or result in a loss of customers.

We rely on our management information systems to operate our business and to track our operating results. Our management information systems will require modification and refinement as we grow and our business needs change. If we experience a significant system failure or if we are unable to modify our management information systems to respond to changes in our business needs, then our ability to properly run our business could be adversely affected and could lead to a reduction in our sales, increased costs and a loss of customers.

Our evaluation of internal controls and remediation of potential problems will be costly and time consuming and could expose weakness in our financial reporting.

While we believe that we currently have adequate internal control procedures in place, we are still exposed to potential risks from recent legislation requiring companies to evaluate controls under Section 404 of the Sarbanes-Oxley Act of 2002. We are evaluating our internal controls system in order to allow management to report on, and our Independent Registered Public Accounting Firm to attest to, our internal controls over financial reporting, as required in Section 404 of the Sarbanes-Oxley Act of 2002.

StorCOMM has a history of losses and has never been profitable.

For the year ended December 31, 2004, StorCOMM had a net loss of approximately $1.06 million and an accumulated deficit of approximately $20.4 million. For the six months ended June 30, 2005, StorCOMM had a net loss of approximately $740,805, as compared to a net loss of approximately $235,953 for the six months ended June 30, 2004. The report of StorCOMM s independent certified public accounting firm on their financial statements for the year ended December 31, 2004 indicated that there is substantial doubt about StorCOMM s ability to continue as a going concern. We cannot be certain that, following the merger, StorCOMM will become profitable as a subsidiary of CCA. If StorCOMM does not become profitable and sustain profitability, the market price of our common stock will likely decline.

StorCOMM may have taxable income from debt cancellation.

In connection with the merger, the holders of secured debt of StorCOMM have agreed to convert the debt into StorCOMM common stock and, as a result, StorCOMM may have incurred taxable debt cancellation income. See "Material United States Federal Income Tax Consequences Conversion of StorCOMM Secured Debt" on page 51.

Future sales of our common stock could adversely affect our stock price.

Future sales of substantial amounts of shares of our common stock in the public market, or the perception that these sales could occur, may cause the market price of our common stock to decline. In addition, we may be required to issue additional shares upon exercise of previously granted options or warrants, such as the warrants to purchase up to 300,000 shares of CCA common stock that CCA is issuing in the private placement and the CCA options and warrants to be issued in exchange for StorCOMM s options and warrants in the merger. Increased sales of our common stock in the market after exercise of stock options or warrants could exert significant downward pressure on our stock price. These sales also might make it more difficult for us to sell equity or equity-related securities in the future at a time and price we deem appropriate.

Our stock price may be volatile in the future, and you could lose the value of your investment.

The market prices of the common stock for CCA has experienced significant fluctuations and our stock price may continue to fluctuate significantly, and you could lose the value of your investment. The market price of our common stock may be affected by a number of factors, including:

- announcements of quarterly operating results and revenue and earnings forecasts by us, our competitors or our customers;
- failure to achieve financial forecasts, either because expected sales do not occur or because they occur at lower prices or on terms that are less favorable to us;
- rumors, announcements or press articles regarding changes in our management, organization, operations or prior financial statements;
- changes in revenue and earnings estimates by securities analysts;
- announcements of planned acquisitions by us or by our competitors;
- announcements of new or planned products by us, our competitors or our customers;
- gain or loss of a significant customer;
- inquiries by the SEC, American Stock Exchange, law enforcement or other regulatory bodies; and
- acts of terrorism, the threat of war and economic slowdowns in general.

The stock market has experienced extreme price volatility, which has adversely affected and may continue to adversely affect the market price of our common stock for reasons unrelated to our business or operating results.

Fluctuations in our quarterly financial results have affected the stock prices of CCA in the past and could affect our stock price in the future.

The quarterly financial results of CCA have fluctuated in the past, and the quarterly financial results of the combined company are likely to vary significantly in the future. A number of factors associated with the operation of our business may cause our quarterly financial results to fluctuate, including our ability to:

- effectively align sales resources to meet customer needs and address market opportunities;
- effectively respond to competitive pressures; and
- effectively manage our operating expense levels.

A number of factors associated with our industry and the markets for our products, many of which are outside our control, may cause our quarterly financial results to fluctuate, including:

- reduced demand for any of our products;
- timing and amount of orders by customers and seasonality in the buying patterns of customers;
- cancellation, deferral or limitation of orders by customers;

- fluctuations in foreign currency exchange rates; and
- weakness or uncertainty in general economic or industry conditions.

Quarterly changes in our financial results could cause the trading price of our common stock to fluctuate significantly after the merger. If our quarterly financial results or our predictions of future financial results fail to meet the expectations of securities analysts and investors, our stock price could be

negatively affected. Any volatility in our quarterly financial results may make it more difficult for us to raise capital in the future or pursue acquisitions that involve issuances of our stock or securities convertible into or exercisable for our stock. You should not rely on the results of prior periods as predictors of our future performance.

Factors outside of our control may adversely affect our operations and operating results.

Our operations and operating results may be adversely affected by many different factors which are outside of our control, including:

- deterioration in economic conditions in any of the healthcare information technology industry, which could reduce customer demand and ability to pay for our products and services;

- political and military instability, which could slow spending within our target markets, delay sales cycles and otherwise adversely affect our ability to generate revenues and operate effectively;

- budgetary constraints of customers, which are influenced by corporate earnings and spending objectives;

- earthquakes, floods, hurricanes or other natural disasters affecting our headquarters located in Calabasas, California, an area known for seismic activity, or our other locations worldwide;

- acts of war or terrorism; and

- inadvertent errors.

Any of these factors could result in a loss of revenues and/or higher expenses, which could adversely affect our financial results.

Our international operations involve special risks that could increase our expenses, adversely affect our operating results and require increased time and attention of our management.

We expect to generate approximately 10% of our revenues from customers located outside of the United States in the fiscal year ending December 31, 2005 and StorCOMM has significant operations outside of the United States. We expect to expand our international operations and such expansion is contingent upon the successful growth of our international revenues. Our international operations are subject to risks in addition to those faced by our domestic operations, including:

- potential loss of proprietary information due to piracy, misappropriation or laws that may be less protective of our intellectual property rights;

- imposition of foreign laws and other governmental controls, including trade and employment restrictions;

- enactment of additional regulations or restrictions on imports and exports;

- fluctuations in currency exchange rates and economic instability such as higher interest rates and inflation, which could make our products more expensive in those countries;

- limitations on future growth or inability to maintain current levels of revenues from international sales if we do not invest sufficiently in our international operations;

- longer payment cycles for sales in foreign countries and difficulties in collecting accounts receivable;

- difficulties in staffing, managing and operating our international operations;

- difficulties in coordinating the activities of our geographically dispersed and culturally diverse operations; and

23

- political unrest, war or terrorism, particularly in areas in which we have facilities.

A portion of StorCOMM s transactions outside of the United States are denominated in foreign currencies. Our functional currency is the U.S. dollar. Accordingly, our future operating results will continue to be subject to fluctuations in foreign currency rates. Hedging foreign currency transaction exposures is complex and subject to uncertainty. We may be negatively affected by fluctuations in foreign currency rates in the future, especially if international sales continue to grow as a percentage of our total sales.

Changes to financial accounting standards and new exchange rules could make it more expensive to issue stock options to employees, which would increase compensation costs and may cause us to change our business practices.

We prepare our financial statements to conform with generally accepted accounting principles, or GAAP, in the United States. These accounting principles are subject to interpretation by the Public Company Accounting Oversight Board, the Securities and Exchange Commission and various other regulatory bodies. A change in those policies could have a significant effect on our reported results and may affect our reporting of transactions completed before a change is announced.

For example, we have used stock options and other long-term equity incentives as a fundamental component of our employee compensation packages. We believe that stock options and other long-term equity incentives directly motivate our employees to maximize long-term shareholder value and, through the use of vesting, encourage employees to remain with our company. Several regulatory agencies and entities are considering regulatory changes that could make it more difficult or expensive for us to grant stock options to employees. For example, the Financial Accounting Standards Board has issued SFAS 123R that will require us to record a charge to earnings for employee stock option grants. In addition, regulations implemented by the American Stock Exchange generally require shareholder approval for all stock option plans, which could make it more difficult or expensive for us to grant stock options to employees. We may, as a result of these changes, incur increased compensation costs, change our equity compensation strategy or find it difficult to attract, retain and motivate employees, each of which could materially and adversely affect our business, operating results and financial condition.

StorCOMM currently relies on third party distribution arrangements to distribute its products. The loss of any of these relationships, or a material change in any of them, could materially harm our business.

For the six months ended June 30, 2005 and the year ended December 31, 2004, StorCOMM received approximately 90% and 80% of its revenues, respectively, through third party distribution arrangements. Following the merger, we expect that we will continue to generate a significant portion of our revenues through a limited number of distribution arrangements for the foreseeable future. A significant portion of StorCOMM s outstanding accounts receivable are with such third party distributors, which will result in a concentration of our credit risk. If any of these third party distributors decides not to market or distribute our products or decides to terminate or not to renew its agreement with us, we may be unable to replace the affected agreements with acceptable alternatives, which could materially harm our business, operating results and financial condition.

We depend on channel partners such as Source One and Swiss Ray for a significant portion of our revenues.

In each of fiscal year 2004 and for the six months ended June 30, 2005, CCA and StorCOMM generated approximately 10% and 100%, respectively, of their revenues from medical imaging related products. We expect to continue to derive a substantial portion of our revenues from this single product category. If this product category is not successful in the future or we are unable to develop new applications that are as successful, our future revenues could be limited and our business may suffer.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The SEC encourages companies to disclose forward-looking information so that investors can better understand a company s future prospects and make informed investment decisions. This joint proxy statement/prospectus contains such forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934.

Words such as anticipate, believe, estimate, expect, intend, may, plan, project, seek, will and words and terms of similar subs connection with any discussion of future operating or financial performance, or expected strategic benefits, advantages and other effects of the merger or any statements about StorCOMM s business or operating results identify forward-looking statements. In particular, statements that involve risks and uncertainties regarding the expected strategic benefits, objectives, advantages, expectations and intentions and other effects of the merger described in sections such as The Merger Our Reasons for the Merger, Other Factors Considered by the CCA Board and Other Factors Considered by the StorCOMM Board and elsewhere in this document are forward-looking statements. In addition, some statements about StorCOMM s business, revenues, revenue mix, gross margin, operating expense levels, financial outlook, commitments under existing leases, research and development initiatives, sales and marketing initiatives and competition in sections such as Information Regarding StorCOMM s Business, Management s Discussion and Analysis of Financial Conditions and Results of Operations of StorCOMM, and Quantitative and Qualitative Disclosures About Market Risk of StorCOMM and elsewhere in this document are forward-looking statements. These forward-looking statements include:

- projections of revenues, synergies and other financial items;
- statements of strategies and objectives for future operations;
- expectations regarding the completion of the merger;
- statements regarding integration plans;
- statements concerning proposed applications or services;
- statements regarding future economic conditions, performance or business prospects;
- statements regarding competitors or competitive actions; and
- statements of assumptions underlying any of the foregoing.

All forward-looking statements are present expectations of future events and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The risks related to the merger and to CCA s business after the merger discussed under Risk Factors of this joint proxy statement/prospectus, among others, could cause actual results to differ materially from those described in the forward-looking statements. Such risks include, among others: the competitive environment and competitive responses to the merger; whether the combined company can successfully develop new products and the degree to which these products will gain market acceptance; whether anticipated cost and product synergies can be achieved; whether the integration of CCA and StorCOMM will be more difficult and costly than expected; uncertainties as to the timing of the merger; approval of the proposals described herein by the respective shareholders of CCA and StorCOMM; and the satisfaction of closing conditions to the merger. Neither CCA nor StorCOMM makes any representation as to whether any projected or estimated information or results contained in any forward-looking statements will be obtained or achieved. Shareholders are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this joint proxy statement/prospectus or the date of the documents incorporated by reference in this joint proxy

statement/prospectus. Neither CCA nor StorCOMM is under any obligation, and each expressly disclaims any obligation, to update or alter any forward-looking statements after the date of this joint proxy statement/prospectus, whether as a result of new information, future events or otherwise.

For additional information about factors that could cause actual results to differ materially from those described in the forward-looking statements, please see the section entitled Risk Factors , beginning on page 15 of this joint proxy statement/prospectus, and the annual reports on Form 10-KSB and the quarterly reports on Form 10-QSB that CCA has filed with the Securities and Exchange Commission.

ANNUAL MEETING OF CCA SHAREHOLDERS

CCA is furnishing this joint proxy statement/prospectus to you in order to provide you with important information regarding the matters to be considered at the annual meeting of CCA shareholders and at any adjournment or postponement of the annual meeting. CCA first mailed this joint proxy statement/prospectus and the accompanying form of proxy to its shareholders on or about , 2005.

Date, Time and Place of the Annual Meeting

CCA will hold its annual meeting of its shareholders at CCA s offices at 26115-A Mureau Road, Calabasas, California 91302, on Monday, November 21, 2005, at 10:00 A.M. Pacific Time.

Matters to be Considered at the Annual Meeting

At the annual meeting, shareholders of CCA will be asked to consider and vote upon the following proposals:

1. **Proposal No. 1**: To approve the Agreement and Plan of Reorganization (referred to in this joint proxy statement/prospectus as the merger agreement), dated as of August 16, 2005, by and among StorCOMM, CCA and Xymed.com, Inc., a Delaware corporation and wholly owned subsidiary of CCA, and the issuance and reservation for issuance of shares of CCA common stock to StorCOMM shareholders pursuant to the merger agreement.

2. **Proposal No. 2**: To approve the issuance and reservation for issuance of up to 1,500,000 shares of CCA common stock and warrants to purchase up to 300,000 shares of CCA common stock in a private placement pursuant to the Common Stock and Warrant Purchase Agreement (referred to in this joint proxy statement/prospectus as the purchase agreement).

3. **Proposal No. 3**: To approve the amendment to the Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc.

4. **Proposal No. 4**: To approve the 2005 Equity Incentive Plan.

5. **Proposal No. 5**: To elect six members of CCA s board of directors to serve until the next annual meeting of shareholders and until their successors are elected and qualified.

6. **Proposal No. 6**: To ratify the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005.

7. **Proposal No. 7**: To adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposals.

In addition, the shareholders may transact any other business that properly may come before the annual meeting or any continuation, adjournment or postponement thereof.

Record Date; Shareholders Entitled to Vote

The record date for determining the CCA shareholders entitled to vote at the annual meeting is October 3, 2005. Only holders of record of CCA common stock at the close of business on that date are entitled to vote at the annual meeting. On the record date, there were issued and outstanding 3,483,900 shares of CCA common stock.

As of the record date, the directors and executive officers of CCA and their affiliates held 769,000 shares of CCA common stock representing 22% of the outstanding shares of CCA common stock.

A list of shareholders eligible to vote at the meeting will be available for your review during CCA s regular business hours at its headquarters in Calabasas, California for at least ten days prior to the annual meeting for any purpose related to the annual meeting.

Shareholder Support Agreements

Steven M. Besbeck, Bruce M. Miller, and James R. Helms, the president and chief executive officer, the chairman of the board and chief technology officer, the vice president of operations and secretary of CCA, who hold an aggregate of approximately 21.3% of the voting power of CCA as of September 15, 2005, have entered into a shareholder support agreement with StorCOMM in which they have agreed to vote in favor of the merger agreement. This does not represent a sufficient number of shares of CCA capital stock to approve the merger agreement on behalf of the CCA shareholders. As of the record date, the directors and executive officers of CCA and their affiliates held 769,000 shares of CCA common stock representing 22% of the outstanding shares of CCA common stock.

Voting and Revocation of Proxies

The proxy accompanying this joint proxy statement/prospectus is solicited on behalf of the board of directors of CCA for use at the annual meeting.

General. Shares represented by a properly signed and dated proxy will be voted at the annual meeting in accordance with the instructions indicated on the proxy. Proxies that are properly signed and dated but that do not contain voting instructions will be voted FOR Proposal No. 1 for the merger agreement and the issuance and reservation for issuance of shares of CCA common stock pursuant to the merger agreement, FOR Proposal No. 2 for the issuance and reservation for issuance of shares of CCA common stock and warrants to purchase shares of CCA common stock in a private placement pursuant to the Purchase Agreement, FOR Proposal No. 3 for the amendment to the Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc., FOR Proposal No. 4 for the 2005 Equity Incentive Plan, FOR Proposal No. 5 for the election of the director nominees named in this joint proxy statement/prospectus, FOR Proposal No. 6 for the ratification of the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005, and FOR Proposal No. 7 to adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposals.

Abstentions. CCA will count a properly executed proxy marked ABSTAIN with respect to a particular proposal as present for purposes of determining whether a quorum is present, but the shares represented by that proxy will not be voted at the annual meeting with respect to such proposal. Because approval of Proposal No. 1 and Proposal No. 3 require the affirmative vote of a majority of the voting power of the shares outstanding, abstentions on these proposals will have the same effect as a vote AGAINST Proposal No 1 and Proposal No. 3. However, abstentions will have no effect on the outcome of any other proposal, but will reduce the number of votes required to approve those proposals.

Broker Non-Votes. If your shares are held by your broker, your broker will vote your shares for you if you provide instructions to your broker on how to vote. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Broker non-votes are shares held by a broker or other nominee that are represented at the annual meeting, but with respect to which the broker or nominee is not instructed by the beneficial owner of the shares to vote on the particular proposal and the broker does not have discretionary voting power on the proposal. Broker non-votes will be counted for purposes of determining the presence or absence of a quorum but will not be counted for purposes of determining the number of shares represented and voting with respect to a proposal. Failure to instruct your broker on how to vote your shares on Proposal No. 1 will have the effect of voting AGAINST CCA

Proposal No. 1 and Proposal No. 3. Failure to instruct your broker on how to vote your shares on any other proposal will have no effect on the outcome of such proposals, assuming that a quorum is present at the annual meeting, but will reduce the number of votes required to approve those proposals.

Voting Shares in Person that are Held Through Brokers. If your shares are held of record by your broker, bank or another nominee and you wish to vote those shares in person at the annual meeting, you must obtain from the nominee holding your shares a properly executed legal proxy identifying you as a CCA shareholder, authorizing you to act on behalf of the nominee at the CCA annual meeting and identifying the number of shares with respect to which the authorization is granted.

Revocation of Proxies. If you submit a proxy, you may revoke it at any time before it is voted by:

- delivering to the Secretary of CCA a written notice, dated later than the proxy you wish to revoke, stating that the proxy is revoked;
- submitting to the Secretary of CCA a new, signed proxy with a later date than the proxy you wish to revoke; or
- attending the annual meeting and voting in person.

Notices to the Secretary of CCA should be sent to 26115-A Mureau Road, Calabasas, CA 91302.

If you have instructed your broker to vote your shares, you must follow directions received from your broker to change those instructions.

Required Shareholder Vote

In order to conduct business at the CCA annual meeting, a quorum must be present. The holders of a majority of the votes entitled to be cast by holders of common stock at the annual meeting, present in person or represented by proxy, constitutes a quorum under CCA s Bylaws. CCA will treat shares of CCA common stock represented by a properly signed and returned proxy, including abstentions and broker non-votes, as present at the CCA annual meeting for the purposes of determining the existence of a quorum.

With respect to any matter submitted to a vote of the CCA shareholders, each holder of CCA common stock will be entitled to one vote, in person or by proxy, for each share of CCA common stock held in his, her or its name on the books of CCA on the record date subject, in the case of election of directors, to the cumulative voting provisions described below.

Proposal No. 1: Approval of the merger agreement and the proposal to issue and reserve for issuance shares of CCA common stock in connection with the merger requires the affirmative vote of holders of a majority in voting power of the outstanding shares of CCA common stock.

Proposal No. 2: Approval of the proposal to issue and reserve for issuance shares of CCA common stock and warrants to purchase shares of CCA common stock in the private placement pursuant to the purchase agreement requires the affirmative vote of holders of a majority of the shares present in person or represented by proxy at the annual meeting and entitled to vote, so long as a quorum is present.

Proposal No. 3: Approval of the amendment to the Articles of Incorporation to change the name of the company to Aspyra, Inc. requires the affirmative vote of holders of a majority in voting power of the outstanding shares of CCA common stock.

Proposal No. 4: Approval of the 2005 Equity Incentive Plan requires the affirmative vote of holders of a majority in voting power of the outstanding shares of CCA common stock.

Proposal No. 5: Election of the director nominees named in this joint proxy statement/prospectus, requires that the candidates receiving the highest number of votes, up to the number of directors to be elected, be elected. See also Cumulative Voting below.

Proposal No. 6: Approval of the ratification of the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005 requires the affirmative vote of holders of a majority of the shares present in person or represented by proxy at the annual meeting and entitled to vote, so long as a quorum is present.

Proposal No. 7: Approval of the proposal to adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies in favor of the proposals requires the affirmative vote of holders of a majority of the shares of CCA common stock present in person or represented by proxy at the annual meeting and entitled to vote.

While Proposals No. 1 and No. 2 are being voted upon separately, each of the first two proposals must be approved in order for either of them to be implemented.

The inspector of elections for the CCA annual meeting will tabulate the votes.

Cumulative Voting

Pursuant to the requirements of the California Corporations Code and CCA s Bylaws, the holders of CCA common stock may cumulate their votes for the election of directors if any shareholder gives notice, at the annual meeting prior to voting, of his or her intention to cumulate his or her votes. Cumulative voting means that each shareholder entitled to vote may cast that number of votes equal to the product of the number of his or her common stock multiplied by the number of directors being elected. Since six directors are being elected at the annual meeting, each shareholder may cast a total of six votes per share of common stock for all nominees for director. A shareholder may cast all of his or her votes for a single nominee or may allocate them among two or more nominees. Instructions for allocation may be marked on the proxy card in the space provided opposite each nominee s name and, if the proxy card is properly marked, the persons acting under the proxy will give notice of the shareholder s intent to vote cumulatively. Unless a contrary instruction is properly marked on the proxy card, the persons acting under the proxy will cumulatively vote so as to maximize the probability that each nominee will be elected.

Unanimous Recommendations by the Board of Directors

After careful consideration, the board of directors of CCA has determined that the merger is advisable and in the best interests of CCA and its shareholders. **The CCA board of directors unanimously recommends that CCA shareholders vote FOR Proposal No. 1 for the merger agreement and the issuance and reservation for issuance of shares of CCA common stock pursuant to the merger agreement.**

The CCA board of directors has also determined that the private placement is in the best interests of CCA and its shareholders. **The CCA board of directors unanimously recommends that CCA shareholders vote FOR Proposal No. 2 for the issuance and reservation for issuance of shares of CCA common stock and warrants to purchase shares of CCA common stock in a private placement pursuant to the purchase agreement.**

The CCA board of directors has also determined that the adoption of the amendment to the Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc. is in the best interests of CCA and its shareholders. **The CCA board of directors unanimously recommends that CCA shareholders vote FOR Proposal No. 3 for the amendment to the Articles of Incorporation.**

The CCA board of directors has also determined that the adoption of the 2005 Equity Incentive Plan is in the best interests of CCA and its shareholders. **The CCA board of directors unanimously recommends that CCA shareholders vote FOR Proposal No. 4 for the 2005 Equity Incentive Plan.**

The CCA board of directors has also determined that the election of the director nominees named in this joint proxy statement/prospectus is in the best interests of CCA and its shareholders. **The CCA board**

of directors unanimously recommends that CCA shareholders vote FOR Proposal No. 5 for the election of the director nominees named in this joint proxy statement/prospectus.

The CCA board of directors has also determined that the ratification of the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005 is in the best interests of CCA and its shareholders. **The CCA board of directors unanimously recommends that CCA shareholders vote FOR Proposal No. 6 for the ratification of the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005.**

The CCA board of directors has further determined that approving a proposal to adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies is in the best interests of CCA and its shareholders. **The CCA board of directors unanimously recommends that CCA s shareholders vote FOR Proposal No. 7 to adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposal.**

Solicitation of Proxies

CCA and StorCOMM are conducting this proxy solicitation and will bear the cost of soliciting proxies, including the preparation, assembly, printing and mailing of this joint proxy statement/prospectus, the proxy card and any additional information furnished to shareholders. CCA will also make arrangements with brokerage houses and other custodians, nominees and fiduciaries to send the proxy materials to their principals and will reimburse them for their reasonable expenses in so doing. To the extent necessary in order to assure sufficient representation at the CCA annual meeting, officers and regular employees of CCA may solicit the return of proxies from CCA shareholders by mail, telephone, telegram and personal interview. No compensation in addition to regular salary and benefits will be paid to any such officer or regular employee for such solicitation. The total estimated cost of the solicitation of CCA proxies is $20,000.

Security Ownership of Principal Shareholders, Directors and Executive Officers

For information regarding the security ownership of CCA common stock by principal shareholders, directors and executive officers of CCA, see Information Concerning CCA - Ownership of CCA Common Stock.

The matters to be considered at the annual meeting are of great importance to the shareholders of CCA. Accordingly, you are urged to read and carefully consider the information presented in this joint proxy statement/prospectus, and to submit your proxy by mail in the enclosed postage-paid envelope.

SPECIAL MEETING OF STORCOMM SHAREHOLDERS

StorCOMM is furnishing this joint proxy statement/prospectus to you in order to provide you with important information regarding the matters to be considered at the special meeting of the StorCOMM shareholders and at any adjournment or postponement of the special meeting. StorCOMM first mailed this joint proxy statement/prospectus and the accompanying form of proxy to its shareholders on or about , 2005.

Date, Time and Place of the Special Meeting

StorCOMM will hold its special meeting of its shareholders at StorCOMM s offices at 7 Corporate Plaza, 8649 Baypine Road, Jacksonville, Florida on Friday, November 18, 2005, at 10:00 AM Eastern Time.

Matters to be Considered at the Special Meeting

At the special meeting, shareholders of StorCOMM will be asked to consider and vote upon the following two proposals:

1. **Proposal No. 1**: To approve the Agreement and Plan of Reorganization (referred to in this joint proxy statement/prospectus as the merger agreement), dated as of August 16, 2005, by and among StorCOMM, CCA and Xymed.com, Inc. (Xymed), a Delaware corporation and wholly owned subsidiary of CCA, pursuant to which StorCOMM will merge with Xymed and become a wholly owned subsidiary of CCA.

2. **Proposal No. 2:** To adjourn the special meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1.

StorCOMM s Bylaws authorize the Chairman of the meeting to adjourn the special meeting if a quorum is not then in attendance.

Record Date; Shareholders Entitled to Vote

The record date for determining the StorCOMM shareholders entitled to vote at the special meeting is October 3, 2005. Only holders of record of StorCOMM common stock at the close of business on that date are entitled to vote at the special meeting. On the record date, there were issued and outstanding 138,724,230 shares of StorCOMM common stock.

As of the record date, the directors and executive officers of StorCOMM and their affiliates held 132,935,979 shares of StorCOMM common stock representing approximately 95.8% of the outstanding shares of StorCOMM common stock.

A list of shareholders eligible to vote at the meeting will be available for your review during StorCOMM s regular business hours at its headquarters in Jacksonville, Florida for at least ten days prior to the special meeting for any purpose related to the special meeting.

Shareholder Support Agreements

C. Ian Sym-Smith, the chairman of StorCOMM s board of directors, and Bradford G. Peters, a member of StorCOMM s board of directors and StorCOMM s largest shareholder, have entered into a shareholder support agreement with CCA in which they have agreed to vote in favor of the merger agreement. Mr. Sym-Smith and Mr. Peters together hold an aggregate of approximately 95.8% of the voting power of StorCOMM as of October 3, 2005. Therefore, there is a sufficient number of shares of StorCOMM capital stock committed to approve the merger agreement on behalf of the StorCOMM shareholders. As of the record date, the directors and executive officers of StorCOMM and their affiliates

held 132,935,979 shares of StorCOMM common stock representing, 95.8% of the outstanding shares of StorCOMM common stock.

Voting and Revocation of Proxies

The proxy accompanying this joint proxy statement/prospectus is solicited on behalf of the board of directors of StorCOMM for use at the special meeting.

General. Shares represented by a properly signed and dated proxy will be voted at the special meeting in accordance with the instructions indicated on the proxy. Proxies that are properly signed and dated but that do not contain voting instructions will be voted FOR Proposal No. 1 to adopt the merger agreement and FOR Proposal No. 2 to adjourn the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1.

Abstentions. StorCOMM will count a properly executed proxy marked ABSTAIN with respect to a particular proposal as present for purposes of determining whether a quorum is present, but the shares represented by that proxy will not be voted at the special meeting with respect to such proposal. Because approval of Proposal No. 1 requires the affirmative vote of holders of 90% of the voting power of StorCOMM s capital stock outstanding, abstentions on this proposal will have the same effect as a vote AGAINST Proposal No 1. However, abstentions will have no effect on the outcome of Proposal No. 2.

Revocation of Proxies. If you submit a proxy, you may revoke it at any time before it is voted by:

- delivering to the Secretary of StorCOMM a written notice, dated later than the proxy you wish to revoke, stating that the proxy is revoked;

- submitting to the Secretary of StorCOMM a new, signed proxy with a later date than the proxy you wish to revoke; or

- attending the special meeting and voting in person (your attendance alone will not revoke your proxy).

Notices to the Secretary of StorCOMM should be sent to 7 Corporate Plaza, 8649 Baypine Road, Jacksonville, Florida, 32256.

Required Shareholder Vote

In order to conduct business at the StorCOMM special meeting, a quorum must be present. The holders of a majority of the votes entitled to be cast by holders of common stock at the special meeting, present in person or represented by proxy, constitutes a quorum under StorCOMM s Bylaws. StorCOMM will treat shares of common stock represented by a properly signed and returned proxy, including abstentions and broker non-votes, as present at the StorCOMM special meeting for the purposes of determining the existence of a quorum. If a quorum is not present, it is expected that the special meeting will be adjourned to solicit additional proxies.

With respect to any matter submitted to a vote of the StorCOMM shareholders each holder of StorCOMM common stock will be entitled to one vote, in person or by proxy, for each share of StorCOMM common stock held in his, her or its name on the books of StorCOMM on the record date.

Approval of Proposal No. 1 requires the affirmative vote of holders of 90% of the voting power of StorCOMM s capital stock outstanding.

Approval of Proposal No. 2 requires the affirmative vote of holders of a majority of the shares of StorCOMM common stock present in person or represented by proxy at the special meeting and entitled to vote.

The inspector of elections for the StorCOMM special meeting will tabulate the votes.

Unanimous Recommendations by the Board of Directors

After careful consideration, the board of directors of StorCOMM has determined that the merger agreement is advisable and in the best interests of StorCOMM and its shareholders. **The StorCOMM board of directors unanimously recommends that StorCOMM shareholders vote FOR Proposal No. 1 to adopt the merger agreement and FOR Proposal No. 2 to adjourn the special meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1.**

Solicitation of Proxies

CCA and StorCOMM are conducting this proxy solicitation and will bear the cost of soliciting proxies, including the preparation, assembly, printing and mailing of this joint proxy statement/prospectus, the proxy card and any additional information furnished to shareholders. To the extent necessary in order to assure sufficient representation at the StorCOMM special meeting, officers and regular employees of StorCOMM may solicit the return of proxies from StorCOMM shareholders by mail, telephone, telegram and personal interview. No compensation in addition to regular salary and benefits will be paid to any such officer or regular employee for such solicitation. The total estimated cost of the solicitation of StorCOMM proxies is $5,000.

Security Ownership of Principal Shareholders, Directors and Executive Officers

For information regarding the security ownership of StorCOMM common stock by principal shareholders, directors and executive officers of StorCOMM, see Information Concerning StorCOMM Ownership of StorCOMM Common Stock.

Interest of Certain Persons in Matters to be Acted Upon

The executive officers and directors of StorCOMM may have interests in the merger that are different from, or are in addition to, those of StorCOMM shareholders generally. For information regarding the interests of StorCOMM s executive officers and directors in the merger see The Merger Interests of Certain StorCOMM Persons in the Merger below starting on page 46.

The matters to be considered at the special meeting are of great importance to the shareholders of StorCOMM. Accordingly, you are urged to read and carefully consider the information presented in this joint proxy statement/prospectus, and to properly complete and submit your proxy.

You should not submit any stock certificates with your proxy. A transmittal form with instructions for the surrender of stock certificates for StorCOMM stock will be mailed to you as soon as practicable after completion of the merger.

CCA PROPOSAL NO. 1 AND STORCOMM PROPOSAL NO. 1
THE MERGER

This section of this joint proxy statement/prospectus describes the principal aspects of CCA Proposal No. 1 and StorCOMM Proposal No. 1, including the merger and the merger agreement. While CCA and StorCOMM believe that this description covers the material terms of the merger and the related transactions, this summary may not contain all of the information that is important to CCA and StorCOMM shareholders. You can obtain a more complete understanding of the merger by reading the merger agreement, a copy of which is attached to this joint proxy statement/prospectus as Annex A. You are encouraged to read the merger agreement and the other annexes to this joint proxy statement/prospectus carefully and in their entirety.

Background of the Merger

The CCA board of directors has regularly evaluated the long-term strategy and potential strategic options for CCA in light of CCA s operating performance and trends in the healthcare information technology industry. The strategic options that the CCA board and management have considered in the context of its operating performance include pursuing organic growth, tactical acquisitions, or a sale or the merger of CCA with another company.

From time to time, CCA s board of directors determined that the healthcare information technology industry was undergoing a trend towards consolidation, and began to investigate business combinations and other strategic transactions that would allow CCA to expand beyond its existing market.

In late 2002, CCA s board of directors determined that the convergence of CCA s medical imaging product technology with a business offering Picture Archive Communication Systems, or PACS, would present significant opportunities for growth given the changes that were occurring in the market place. CCA s board of directors believed that the integration of clinical information systems that manage operational activities in healthcare with diagnostic systems such as PACS systems, was becoming more important in the healthcare information systems market.

In August 2002, CCA entered into a joint product development venture to integrate its radiology information system product with a PACS product. However, the PACS partner was acquired before the technology was brought to market and the joint product development venture was terminated.

During 2003 through the summer of 2004, CCA considered other potential business combinations and strategic relationships with a variety of PACS companies.

The board of directors of StorCOMM has regularly monitored the marketplace for opportunities to strengthen and grow its business. StorCOMM s board and management have considered various options, including pursuing organic growth, and a sale or the merger of StorCOMM with another company.

In late 2003 and early 2004, StorCOMM was approached by several third parties interested in exploring various business combination transactions with StorCOMM. During this period, StorCOMM was experiencing cash flow problems and was having difficulty raising capital from outside investors. During this time, in furtherance of its effort to raise investment capital, StorCOMM s management and board of directors developed a Private Placement Memorandum, or PPM.

In mid 2004, the board of directors and management of StorCOMM agreed to enter into discussions with three of the interested third parties to explore possible business combinations. These discussions ultimately resulted in three independent proposals being presented to StorCOMM s board of directors. After carefully considering each proposal, StorCOMM s board of directors determined that it would not proceed with any of the individual offers at that time. It was generally felt by the board of directors that other more advantageous opportunities would materialize if StorCOMM kept on track with its recently revised business plan and strategy. StorCOMM s board of directors authorized management to continue to monitor and evaluate other business combination opportunities. CCA had no prior relationship with StorCOMM.

In March, 2004, CCA engaged Dominick & Dominick LLC, or D&D, a financial advisor, to assist CCA in identifying appropriate business opportunities including companies specializing in PACS technologies. Pursuant to CCA s agreement with D&D, CCA agreed to pay D&D a fee equal to three percent of the value of the shares issued to the StorCOMM shareholders in the merger as consideration for the financial advisory services provided to CCA in connection with the merger.

In early October 2004, D&D contacted StorCOMM and obtained a copy of its PPM, which D&D shared with CCA s management. During this time, D&D reviewed the operating history and certain financial information of StorCOMM and prepared an analysis of the medical imaging industry. D&D presented its preliminary findings to CCA s management to help them understand StorCOMM s business and identify opportunities that a possible business combination might offer.

On October 8, 2004, D&D held a telephonic meeting for the purposes of introducing CCA s management to StorCOMM s management. At this meeting, the parties agreed to exchange additional information and discussed the possibility of exploring a business combination.

On October 12, 2004, after receiving additional information on StorCOMM, Steven M. Besbeck, CCA s president and chief executive officer, visited StorCOMM s headquarters in Jacksonville, Florida and met with Samuel G. Elliott and William W. Peterson, StorCOMM s chief executive officer and chief operating officer respectively. During the visit, StorCOMM provided CCA with an overview of its business, technology, and facilities. At this meeting, the parties did not agree to explore any particular relationship or transaction, but did agree to have further discussions. CCA s management invited StorCOMM s management to visit its facilities in Calabasas, California.

On October 15, 2004, a regular meeting of CCA s board of directors was held. During the meeting Mr. Besbeck reported on his visit to StorCOMM. Mr. Besbeck also distributed to each member of CCA s board of directors, information that had been prepared by D&D regarding StorCOMM and briefed the board of directors on the possible synergies between CCA and StorCOMM. The board reviewed the information and directed Mr. Besbeck to proceed with furthering the discussions with StorCOMM.

In mid October, Mr. Elliott and Mr. Peterson briefed StorCOMM s board of directors on the initial meeting with Mr. Besbeck and StorCOMM s board of directors authorized them to continue discussions with CCA.

On the 18th and 19th of October 2004, Mr. Elliott and Mr. Peterson visited CCA s headquarters in Calabasas, California and the parties discussed the possibility of a business combination involving the two companies. During the two-day meeting the parties explored a variety of topics and specifically discussed the markets and customers served by each of StorCOMM and CCA, and the extent to which the two companies products and services would be complimentary. All agreed that customers would benefit from a single supplier of the products and services of each company. The parties also discussed the potential for market synergies and cost synergies from a business combination. At the end of the two-day meeting the management teams of both companies felt positively about the potential synergies of a combination but did not agree to explore any particular relationship or transaction. At this point the companies also entered into a mutual Confidential Non-Disclosure Agreement to cover all communications related to the possible business combination. The management teams agreed that the next step would be to exchange additional due diligence information and to schedule a meeting between Mr. Besbeck and Bradford G. Peters, a member of StorCOMM s board of directors and StorCOMM s largest shareholder.

In late October 2004, after returning from their meetings with CCA, Mr. Elliott and Mr. Peterson reported on their visit to CCA at a meeting of the board of directors of StorCOMM. The board considered the information and directed Mr. Elliot and Mr. Peterson to proceed with furthering the discussions with CCA s management.

On November 4, 2004, Mr. Besbeck, Mr. Peters and representatives of D&D met in New York City, New York to discuss the potential business combination. The parties engaged in a discussion regarding the strategic rationale of a possible business combination that did not include specific terms. During the meeting, Mr. Besbeck presented the group with CCA s view on the potential synergies created by a business combination.

During the remainder of November 2004, the parties continued to discuss the potential business combination. These discussions included discussions regarding the business strategy and prospects of their respective companies, the manner in which the two businesses could potentially be combined, including the strategic rationale for the potential transaction, and how the combined company would be operated. The management teams also discussed a process to further evaluate such a transaction, including due diligence matters. During this time, Mr. Besbeck kept CCA s board of directors informed of the discussions between the parties and received their guidance. Mr. Besbeck kept CCA s board informed of the negotiations between the parties by both written and verbal communications and received guidance from CCA s board during November 2004.

On November 28, 2004, Mr. Besbeck, Mr. Elliott, Mr. Peterson, Mr. Peters and C. Ian Sym-Smith, the chairman of StorCOMM s board of directors, met in Chicago during the annual Radiological Society of North America conference. At this meeting, the parties discussed the potential for combining the two companies, a possible structure for the transaction and potential of integrating the radiology information system of CCA with StorCOMM s PACS system.

On November 29, 2004, Mr. Besbeck met with Mr. Peters. During the meeting they discussed the possible structures for the business combination, including a merger. It was decided at that time that Mr. Peters would visit CCA s offices in Calabasas, California to further the discussions and learn more about CCA s business operations.

On December 7, 2004, CCA s board of directors had a special board meeting to discuss the status of the discussions with StorCOMM s management and board of directors. At this meeting, Mr. Besbeck advised the board of the conversations between the officers of the two companies that had occurred since the last meeting of CCA s board of directors. The board further explored with management the strategic rationale for such a combination, potential valuation ranges for a transaction and a plan for moving forward with mutual due diligence and negotiations. After detailed discussions, CCA s board of directors gave Mr. Besbeck the authority to engage in negotiations with StorCOMM to enter into a letter of intent to merge with StorCOMM as equals subject to board and shareholder approval.

On the 8th and 9th of December 2004, Mr. Peters and a financial advisor to StorCOMM, visited CCA s headquarters in Calabasas, California. Mr. Peters conducted preliminary due diligence related to CCA and the potential business combination. During this meeting, the parties discussed a possible valuation analysis, the possible deal structures, the possible process and timing for a potential transaction and the management of the combined entity.

During the remainder of December, the parties entered into formal negotiations regarding the specific terms of the business combination and engaged in due diligence reviews of each other. During this period, Mr. Besbeck kept CCA s board of directors apprised on the progress of the negotiations and received their guidance.

In late December, Mr. Besbeck conferred with members of CCA s board of directors regarding the status of negotiations with StorCOMM and the specific terms of the combination of the businesses.

On December 22, 2004, Mr. Besbeck distributed the letter of intent to CCA s board of directors and the board subsequently reviewed and approved the final letter of intent.

On January 10, 2005, CCA and StorCOMM entered into a letter of intent regarding the merger of the entities as equals. On the same day, CCA filed a Current Report on Form 8-K announcing the potential merger and made a press release as well.

Beginning in January 2005 and continuing through June 2005 the parties conducted extensive due diligence on each other s businesses and developed an integration plan to integrate the businesses following the merger. The merger necessitated a two year audit of StorCOMM, and CCA s Independent Registered Public Accounting Firm was selected by StorCOMM to perform the audit. Also during this time the parties negotiated the definitive merger agreement and set a timeline to complete the merger subject to shareholder approval of both companies.

On March 22, 2005, CCA s board of directors retained a financial advisory firm, Simon Financial, Inc., or Simon Financial, to perform a fairness opinion in relation to the proposed merger and the resulting valuation to the CCA shareholders. The fairness opinion was presented by Simon Financial at a special meeting of CCA s board of directors on June 3, 2005.

On April 2, 2005, following further review and discussion, the board of directors of CCA voted unanimously to approve the merger agreement and the transactions contemplated by the merger agreement and resolved to recommend that its shareholders vote to approve the issuance and reservation for issuance of shares of CCA common stock pursuant to the merger agreement.

On August 15, 2005, following further review and discussion, the board of directors of StorCOMM voted unanimously to approve the merger agreement and the transactions contemplated by the merger agreement and resolved to recommend that its shareholders vote to approve the merger agreement.

On August 16, 2005, the parties signed the merger agreement. The signing of the merger agreement was publicly announced on August 19, 2005, prior to the opening of the American Stock Exchange.

Our Reasons for the Merger

CCA and StorCOMM believe that combining the two companies will expand and better serve the addressable market and result in greater long-term growth opportunities than either company has operating alone.

In particular, in concluding to approve the merger, the boards of directors of CCA and StorCOMM considered the following:

Integration of Applications and Services. The combined company will be able to provide integrated applications and services to a broader sector of the healthcare provider market. This will better serve CCA s existing customers and reach new customers in new specialties, including in the orthopedic, cardiology and anatomic pathology specialties.

Complementary Sales and Channel Coverage. By combining the sales and service organizations of CCA and StorCOMM, the combined company will have a broader reach that will provide greater access to a larger and more diverse range of customers.

Financial Synergies. CCA and StorCOMM expect the merger will create financial synergies for the combined company, primarily as a result of combining the purchasing power of the two companies and other economies of scale and, to a lesser extent, as a result of the reduction in overlapping functions of the combining companies.

Scale to Better Compete. We believe that our industry is in a period of consolidation. We believe that the combined company will have the scale to better compete in this environment.

Experienced Management Team. The combined company will be led by a combination of experienced senior management from both CCA and StorCOMM, which will provide management continuity to support the integration of the two companies.

Other Factors Considered by the CCA Board

The CCA board of directors consulted with CCA s management and its financial and legal advisors and considered the advice of consultants that it had retained in the past to provide advice for the formulation of a long-term strategy. In addition to considering the strategic factors outlined above, the CCA board of directors considered the following additional factors in reaching its conclusion to approve the merger and to recommend that the CCA shareholders approve the merger and the issuance and reservation for issuance of shares of common stock pursuant to the merger agreement, all of which it viewed as generally supporting its decision to approve the business combination with StorCOMM:

- the importance of the merger for pursuing the board s strategic plan;
- general market conditions for CCA s products and services;
- opportunities and competitive factors within the healthcare information technology industry;
- the potential benefits to CCA s shareholders as a result of growth opportunities following the merger;
- historical and current information about each of the combining companies and their businesses, prospects, financial performance and condition, operations, management and competitive position, including market data and management s knowledge of the healthcare information technology industry;
- financial market conditions, historical market prices, volatility and trading information with respect to CCA common stock;
- the opinion of Simon Financial, rendered orally on June 3, 2005, subsequently confirmed in writing on the same day, to the CCA board of directors that, as of such date, and based upon and subject to certain matters stated in its opinion, from a financial point of view, the consideration to be paid by CCA in the merger was fair to CCA;
- the results of the due diligence review of StorCOMM s businesses and operations;
- the terms and conditions of the merger agreement, including:
- the provisions designed to restrict the ability of the parties to entertain third party acquisition proposals;
- the consideration to be paid by CCA to StorCOMM s shareholders in the merger;
- the conditions to each party s obligation to effect the merger;
- the definition of material adverse effect;
- the limited ability of the parties to terminate the merger agreement;
- the likelihood of retaining key StorCOMM employees to help manage the combined entity; and
- the likelihood that the companies will be able to complete the merger.

CCA s board of directors also considered the following potentially negative factors in its deliberations regarding the merger:

- the risks inherent in integrating the two companies and the possibility that delays or difficulties in completing the integration could adversely affect CCA s operating results and preclude the achievement of some benefits anticipated from the merger, including the risk of diverting management s attention from other strategic priorities to implement merger integration efforts;

- the possible loss of key management or other personnel of either of the combining companies as a result of the management and other changes that will be implemented in integrating the businesses;

- the possible adverse consequences, at least in the short term, of the merger announcement on the trading price of CCA common stock;

- the potential loss of customers of either company as a result of any such customers unwillingness to do business with the combined company or response to potential service disruptions as a result of the integration process;

- the possibility that the reactions of existing and potential competitors to the combination of the two businesses could adversely impact the competitive environment in which the companies operate;

- the potential disruption to third party business relationships important to either company as a result of the merger;

- the expenses to be incurred in connection with the merger, including costs of integrating the businesses and transaction expenses arising from the merger;

- the necessity of raising additional financing for purposes of funding the merger;

- the risk that anticipated product synergies and cost savings will not be realized; and

- the possibility that the merger might not close or the closing might be delayed.

The above discussion of the material factors is not intended to be exhaustive, but does set forth the principal factors considered by the CCA board of directors. After due consideration, the CCA board of directors unanimously concluded that the potential benefits of the merger outweighed the risks associated with the merger.

In view of the wide variety of factors considered by the CCA board of directors in connection with the evaluation of the merger and the complexity of these matters, the board did not consider it practical to quantify, rank or otherwise assign relative weights to the foregoing factors, and it did not attempt to do so. Rather, the board made its recommendation based on the totality of the information presented to it, and the investigation conducted by it. The CCA board of directors considered all these factors and determined that these factors, as a whole, supported the conclusions and recommendations described above.

Other Factors Considered by the StorCOMM Board

In addition to considering the strategic factors outlined above, the StorCOMM board of directors considered the following factors in reaching its conclusion to approve the merger and to recommend that the StorCOMM shareholders adopt the merger agreement, all of which it viewed as generally supporting its decision to approve the business combination with CCA:

- historical and current information concerning StorCOMM s and CCA s respective businesses, financial performance and condition, operations, management, competitive positions and prospects;

- the results of the due diligence review of CCA s businesses and operations;

40

- the board s and management s assessment that the merger and CCA s operating strategy are consistent with StorCOMM s long-term operating strategy;

- the competitive and market environments in which StorCOMM and CCA operate;

- the terms and conditions of the merger agreement, including:

- the fact that the merger agreement is not subject to termination solely as a result of any change in the trading prices of CCA s stock between signing of the merger agreement and closing;

- the limited number and nature of the conditions to CCA s obligation to close the merger and the limited risk of non-satisfaction of such conditions;

- the provisions designed to restrict the ability of the parties to entertain third party acquisition proposals; and

- the reciprocal requirement that the merger agreement be submitted to a vote of the respective shareholders of StorCOMM and CCA.

- the expectation that the merger will be treated as a tax-free reorganization for U.S. federal income tax purposes, with the result that the StorCOMM shareholders will generally not recognize taxable gain or loss for U.S. federal income tax purposes, except for cash received in lieu of fractional shares;

- the determination that the consideration to be received by StorCOMM s shareholders in the merger is appropriate to reflect the strategic purpose of the merger and consistent with market practice for a merger of this type; and

- the likelihood that the merger will be completed on a timely basis.

StorCOMM s board of directors also considered the potential risks of the merger and potential conflicts of interest, including the following:

- the challenges and costs of combining the operations of two companies and the substantial expenses to be incurred in connection with the merger, including the risks that delays or difficulties in completing the integration could adversely affect the combined company s operating results and preclude the achievement of some benefits anticipated from the merger;

- the potential loss of customers of either company as a result of any such customers unwillingness to do business with the combined company or response to potential service disruptions as a result of the integration process;

- the potential disruption to third party business relationships important to either company as a result of the merger;

- the possibility that the reactions of existing and potential competitors to the combination of the two businesses could adversely impact the competitive environment in which the companies operate;

- the possible loss of key management or other personnel of either of the combining companies as a result of the management and other changes that will be implemented in integrating the businesses;

- the price volatility of CCA common stock;

- the potential conflicts of interest of StorCOMM directors and officers in connection with the merger;

- the risk of diverting management s attention from other strategic priorities to implement merger integration efforts; and

- the risk that anticipated product synergies and cost savings will not be realized.

In view of the wide variety of factors considered in connection with its evaluation of the merger and the complexity of these matters, the StorCOMM board of directors did not find it useful, and did not attempt, to quantify, rank or otherwise assign relative weights to these factors. In considering the factors described above, individual members of the StorCOMM board of directors may have given different weight to different factors. The StorCOMM board of directors conducted an overall analysis of the factors described above, including thorough discussions with, and questioning of, StorCOMM s management and StorCOMM s legal and financial advisors, and considered the factors overall to be favorable to, and to support, its determination.

Opinion of Financial Advisor to the Board of Directors of CCA

Simon Financial delivered its opinion dated June 3, 2005 to the board of directors of CCA to the effect that, as of such date and based upon and subject to certain matters stated in such opinion, the exchange rate is fair to CCA from a financial point of view. The full text of Simon Financial s written opinion, which sets forth the assumptions made, matters considered and limitations on the review undertaken by Simon Financial, has been attached to this document as Annex H. Simon Financial s opinion is directed only to the fairness to CCA, from a financial point of view, of the exchange rate, and is not intended to constitute, and does not constitute, a recommendation as to how a shareholder should vote with respect to the approval of the adoption of the merger agreement. Furthermore, Simon Financial s opinion does not address the fairness of the Closing Financing to CCA or its shareholders. You are urged to read this opinion carefully in its entirety. The summary of Simon Financial s opinion in this document is qualified in its entirety by reference to the full text of Simon Financial s opinion.

Pursuant to an engagement letter dated March 18, 2005, the CCA board of directors retained Simon Financial to render an opinion as to the fairness to CCA, from a financial point of view, of the exchange rate. Simon Financial is a financial advisory company and was selected by the CCA board of directors based on Simon Financial s reputation and experience in the valuation of assets and business entities and its industry experience. Simon Financial does not beneficially own nor has it ever beneficially owned any interest in CCA or StorCOMM. On June 3, 2005, at a meeting of the CCA board of directors, Simon Financial made an oral presentation and delivered to the CCA board of directors its written opinion, that the exchange rate is fair to CCA, from a financial point of view.

The opinion of Simon Financial does not address CCA s underlying business decision to effect the merger. Simon Financial has not been requested to, and did not, advise the board of directors with respect to alternatives to the merger. Furthermore, at the request of the CCA board of directors, Simon Financial has not negotiated the terms of the merger on CCA s behalf.

In connection with its fairness opinion, Simon Financial made such reviews, analyses and inquiries as it deemed necessary and appropriate under the circumstances. Among other things, Simon Financial:

- Held discussions with certain members of the management team of CCA to discuss both the Transaction and the financial condition, future prospects and projected operations and performance of CCA on both a stand alone and pro-forma basis;
- Held discussions with certain members of the management team of StorCOMM;
- Visited CCA s headquarters in Calabasas, California;
- Received a demonstration of CCA s CyberRAID® and CyberLAB® software products;
- Reviewed certain publicly available financial statements and other information of CCA as filed with the Securities and Exchange Commission;
- Reviewed CCA s pro-forma projected balance sheet and statement of operations for 2005 through 2007;

- Reviewed CCA s financial projections for 2005 through 2007;

- Reviewed StorCOMM s Historical Financial summary for the years 1998 through 2003;

- Reviewed the StorCOMM s audited financial statements for the years ended December 31, 2001 and December 31, 2002, which are the latest available per management;

- Reviewed the StorCOMM unaudited financial statements for the 3 months ended March 31, 2005;

- Reviewed the StorCOMM 2004 Operational Plan;

- Reviewed the StorCOMM Private Placement Memorandum, dated April 2004, regarding a capital raise of $7 million to $10 million;

- Reviewed a schedule of StorCOMM Capitalization structure as of January 15, 2004 and December 31, 2004, prepared by StorCOMM management;

- Reviewed a copy of the CCA StorCOMM Merger Benefits Analysis, dated November 4, 2004 and prepared by Dominick & Dominick LLC;

- Reviewed drafts of the merger agreement and certain documents to be delivered at the closing of the Transaction;

- Reviewed a copy of the Term Sheet for Potential Investment in Creative Computer Applications, dated April 8, 2005;

- Reviewed the reported prices and trading activity of CCA s common stock;

- Reviewed certain other publicly available financial data for certain companies that we deem comparable to CCA; and

- Conducted such other studies, analyses and inquiries as deemed appropriate.

Simon Financial did not independently verify the accuracy and completeness of the information supplied to it with respect to CCA s business and its assets and did not assume any responsibility with respect to such information. Simon Financial did not make any independent appraisal of any of the properties or assets involved in the merger. Simon Financial recognizes that, as with any potential merger or acquisition, there are inherent risks that could prevent the transaction from being consummated.

Simon Financial s opinion is necessarily based on business, economic, market and other conditions as they existed and could be evaluated by Simon Financial at the date of the opinion and CCA s management does not believe there has been a material change in these conditions since that date. Furthermore, among other things, Simon Financial has relied upon and assumed, without independent verification, that (a) CCA-prepared financial forecasts and projections used in its analysis have been reasonably prepared and reflect the best currently available estimates of the future financial results and condition of CCA (b) CCA-prepared financial forecasts and projections for CCA pro-forma for the merger which Simon Financial used in its analysis have been reasonably prepared and reflect the best currently available estimates of the future financial results and condition of CCA on a pro-forma basis; and (c) there has been no material change in the assets, financial condition, business or prospects of CCA since the date of the most recent financial statements made available to it. In rendering the opinion, Simon Financial also assumed that the merger will be consummated in accordance with the terms of the merger agreement presented to it and that all governmental or other approvals or consents necessary for the consummation of the merger and related transactions will be obtained without any adverse effect on CCA or StorCOMM or on the expected benefits of the merger in any way material to its analysis.

The Simon Financial opinion was prepared for the information of the CCA board of directors in connection with its evaluation of the merger and did not constitute a recommendation to CCA, the CCA

board of directors, or any holder of shares of the common stock of CCA as to whether to enter into the merger or to take any other action. Simon Financial s opinion and the presentation to the board of directors of CCA was one of the many factors taken into consideration by the board of directors of CCA in making its determination to engage in the merger. Consequently, the analyses described below should not be viewed as determinative of the opinion of the board of directors or the management of CCA with respect to the value of CCA or StorCOMM or whether CCA or StorCOMM would have been willing to agree to a different exchange rate.

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to a partial analysis or summary description. The analyses described below do not purport to be appraisals or to reflect the prices at which the businesses or securities of CCA or StorCOMM might actually be sold. In arriving at its opinion, Simon Financial considered the results of all of its analysis as a whole and did not attribute any particular weight to any particular analysis or factor considered by it. Further, Simon Financial believes that the summary provided below must be considered as a whole and that selecting any portion of Simon Financial s analyses, without considering all of its analysis, would create an incomplete view of the process underlying Simon Financial s opinion. In addition, Simon Financial may have deemed various assumptions more or less probable than other assumptions, so that the range of valuations resulting from any particular analysis described herein should not be taken to be Simon Financial s view of the actual value of CCA or StorCOMM.

CCA has paid Simon Financial fees of $50,000 for its services in connection with the engagement letter and has agreed to reimburse Simon Financial for reasonable out-of-pocket expenses incurred in connection therewith not to exceed $1,000. No portion of the fee is contingent upon the consummation of the merger or the conclusions reached in the opinion. The engagement letter pursuant to which CCA engaged Simon Financial contains provisions requiring CCA to indemnify, defend and hold harmless Simon Financial, its employees, agents, officers, directors, attorneys, shareholders and other affiliates from certain costs, expenses and damages incurred in connection with any claims arising out of the engagement of Simon Financial or the rendering of the opinions contemplated thereby.

Company-Specific Valuation Considerations

In assessing the financial fairness of the exchange rate to CCA, from a financial point of view, Simon Financial (i) analyzed the trading value implied by CCA s publicly traded equity securities, (ii) independently valued the common stock of CCA using widely accepted valuation methodologies, and (iii) independently valued the common stock of CCA on a pro-forma basis for the merger using widely accepted valuation methodologies.

Analysis of CCA s Publicly Traded Stock Price. As part of its analysis, Simon Financial analyzed the trading value of the common stock of CCA. Simon Financial calculated CCA s 30 day average stock price, 60 day average stock price, and 30 day average unaffected stock price. Simon Financial also analyzed the common stock s average daily trading volume to its float and total shares outstanding. Simon Financial then compared CCA s trading volume and float levels to similar comparable publicly traded companies. Finally, Simon Financial considered the lack of analyst coverage for the common stock. Based on these analyses, Simon Financial observed that CCA s common stock trades less actively than the comparable public companies and the common stock has a significantly smaller public float than the comparable public companies.

Fundamental Valuation of CCA. Simon Financial completed an independent, fundamental valuation of CCA, on both a stand alone basis and pro-forma for the Transaction, using three widely accepted valuation approaches: the market multiple approach, the discounted cash flow approach, and the comparable transaction approach.

Market Multiple Approach. The market multiple approach involved the multiplication of various revenues, earnings and cash flow measures by appropriate risk-adjusted multiples. Multiples were determined through an analysis of certain publicly traded companies, selected on the basis of operational and economic similarity with the principal business operations of CCA. Revenue, earnings and cash flow multiples were calculated for the comparable companies based upon daily trading prices. A comparative risk analysis between CCA, on both a stand alone and pro-forma basis, and the public companies formed the basis for the selection of appropriate risk adjusted multiples for CCA. The risk analysis incorporates both quantitative and qualitative risk factors which relate to, among other things, the nature of the industry in which CCA and the comparable companies are engaged.

For purposes of this analysis, Simon Financial selected six publicly traded, healthcare information software companies for comparison to CCA on a stand-alone basis. The companies included:

- Cerner Corporation
- Eclipsys Corporation
- IDX Systems
- IMPAC Medical Systems
- McKesson
- Quality Systems

For purposes of comparing CCA on a pro-forma basis, Simon Financial selected five publicly traded, medical imaging software companies. The companies included:

- Cedara Software Corporation
- IDX Systems
- Emageon, Inc.
- Merge Technologies
- Vital Images, Inc.

In order to determine the enterprise value of CCA on both a stand alone and pro-forma basis, a control premium of 15% was added. Because the market multiple approach is based upon publicly traded prices of equity securities and represents a minority position, a control premium was deemed appropriate, based on a review of control premiums in relevant transactions. The market multiple approach produced indications of an enterprise value for CCA, on a stand alone basis, in the range of $7.5 million to $8 million. The market multiple approach produced indications of an enterprise value for CCA, on a pro-forma basis, in the range of $25 million to $27 million.

No company included in the market multiple analysis is identical to CCA or StorCOMM. In calculating the comparable companies, Simon Financial made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters. Many of these matters are beyond the control of CCA or StorCOMM. Mathematical analysis, such as determining the average or median, or the high or low, is not itself a meaningful method of using precedent transaction data.

Comparable Transaction Approach. The comparable transaction approach, also involved multiples of revenues and cash flow. Multiples utilized in this approach were determined through an analysis of acquisitions of controlling interests in companies with operations deemed to be reasonably comparable to CCA s principal business operations, on both a

stand alone and pro-forma basis. For purposes of this

analysis, Simon Financial analyzed eight transactions completed between May 2002 and April 2005 and one transaction announced in January 2005. Of these, four were involving target companies involved in the provision of healthcare information systems and five targets were involved in medical imaging software. The comparable transaction approach produced indications of an enterprise value for CCA, on a stand alone basis, in the range of $7.5 million to $8 million; and produced indications of an enterprise value for CCA, on a pro-forma basis, in the range of $22 million to $24 million.

No transaction included in the comparable transaction analysis is identical to the merger. In evaluating the precedent transactions, Simon Financial made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters. Many of these matters are beyond the control of CCA or StorCOMM. Mathematical analysis, such as determining the average or median, or the high or low, is not itself a meaningful method of using precedent transaction data.

Discounted Cash Flow Approach. The discounted cash flow approach utilized CCA s stand alone and pro forma projections prepared by CCA s management. The projected cash flows were analyzed on a debt-free basis (before cash payments to equity and interest-bearing debt investors) in order to develop an enterprise value indication for CCA. A provision for the value of CCA at the end of the forecast period, or terminal value, was also made. The present value of the interim cash flows and the terminal value was determined using a risk-adjusted rate of return or discount rate. The discount rate, in turn, was developed through an analysis of rates of return on alternative investment opportunities on investments in companies with similar risk characteristics to CCA. The discounted cash flow approach produced indications of an enterprise value for CCA, on a stand alone basis, in the range of $5.9 million to $6.3 million. The discounted cash flow approach produced indications of an enterprise value for CCA, on a pro-forma basis, in the range of $18 million to $20 million.

Asset Approach. Simon Financial determined that the asset approach was not appropriate for the purposes of determining the fair market value of CCA as CCA is worth more as a going concern than in liquidation.

Conclusion

Based on the foregoing analyses, Simon Financial concluded that the enterprise value of CCA, on a stand alone basis was $7 million. After adding CCA s cash and subtracting its debt, the equity value of CCA, on a stand alone basis, was determined to be in the range of $8.1 million to $8.2 million.

Simon Financial further concluded that the enterprise value of CCA, on a pro-forma basis after giving effect to the merger was $23 million. After adding CCA s cash and subtracting its debt, pro-forma for the merger and the Closing Financing, the equity value of CCA, on a pro-forma basis was determined to be in the range of $23 million to $25 million.

In accordance with the merger agreement, CCA s existing shareholders will own 50 percent of the total number of shares of CCA s common stock issued and outstanding on a fully diluted basis upon consummation of the Transaction, excluding the shares issued in the Closing Financing. Based on this exchange rate, existing CCA shareholders will own 40.4% of CCA, pro-forma for the merger and Closing Financing. Thus, Simon Financial concluded that the fair market value of the equity for CCA s existing shareholders, on a pro-forma basis, is in the range of $9.5 million to $9.8 million. On this basis, Simon Financial concluded that the exchange rate, is fair from a financial point of view.

Interests of Certain StorCOMM Persons in the Merger

In considering the recommendation of the StorCOMM board of directors regarding the merger agreement, StorCOMM shareholders should be aware that some of StorCOMM s directors and executive

officers may have interests in the merger that are different from, or in addition to, their interests as StorCOMM shareholders. These interests may create an appearance of a conflict of interest. The StorCOMM board of directors was aware of these potential conflicts of interest during its deliberations on the merits of the merger and in making its decision to recommend to the StorCOMM shareholders that they vote to adopt the merger agreement. In addition, pursuant to the terms of the merger agreement, the board of directors of CCA after the merger will have six members, including Bradford G. Peters and C. Ian Sym-Smith of the StorCOMM board. For more information see Information Regarding Certain Directors and Executive Officers of StorCOMM beginning on page 158.

Appointment of Officers and New Employment Agreements with CCA. Following the closing of the merger, Samuel G. Elliott and William W. Peterson who are currently members of the StorCOMM management, will become the chief international officer and the chief sales, marketing and product management officer, respectively, of CCA. In connection with their appointment, Messrs. Elliott and Peterson have entered into new employment agreements with CCA that are contingent upon the closing of the merger. The employment agreements will take effect upon the closing of the merger and will continue for 24 months. Either CCA or the executives may terminate the employment agreements at any time for any reason. A summary of the material terms of the new employment agreements with CCA follows:

Title and Salary. Upon the closing of the merger, Mr. Elliott will have the title of chief international officer and will receive an annual base salary of $180,000 per year and Mr. Peterson will have the title of chief sales, marketing and product management officer and will receive an annual base salary of $150,000 per year.

Annual Bonus. The compensation committee of CCA is responsible for administering a management incentive bonus plan that is predicated on the pre-tax profitability of the overall company. Bonus pool funds will be allocated according to two criteria. 50% of the pool should be awarded to the participants according to salary percentage. The remaining 50% will be allocated according to the accomplishment of individual goals set for each plan participant.

Benefits. Messrs. Elliott and Peterson will participate in CCA s employee benefits plans and programs.

Option Grant. The Compensation Committee of CCA is responsible for administering the company s Equity Incentive Plan upon approval of the shareholders. No grants have been made under the plan and the committee intends to review such grants upon the approval of the shareholders.

Severance Benefits. If Messrs. Elliott or Peterson are terminated for death or disability, for cause, or if the executive terminates his employment other than for good reason, CCA will pay all accrued and unpaid salary and bonus to the executive (or his beneficiaries in the case of death), as well as provide any accrued benefits and any benefits required to be provided by law. The executive (or his beneficiaries in the case of death) will also be allowed to exercise all vested unexercised stock options and warrants outstanding at the termination date in accordance with terms of the instruments governing the options or warrants. If Mr. Elliott or Mr. Peterson is terminated without cause or terminates his employment for good reason, the executive will receive the same benefits as he would have received for any other type of termination as described above. In addition, he will be entitled to severance pay for a period of 6 months, commencing on the 30th day following the termination date, equal to his monthly base salary in effect immediately prior to the termination. For purposes of the employment agreements, cause means any willful breach of duty by the executive in the course of his employment, continued violation of CCA s policies after notice, violation of CCA s insider trading policies, conviction of a felony or any crime involving fraud, theft, embezzlement, dishonesty or moral turpitude, engaging in activities which materially defame CCA, engaging in conduct which is materially injurious to CCA, or the executive s gross negligence or continued failure of his duties. In addition, good reason means the occurrence of CCA s material and uncured breach of the employment agreement, or, in the event of a change in control of CCA, a reduction

of total compensation, benefits, and perquisites, relocation greater than 50 miles, or material change in position or duties.

CCA Board Seats. Following the closing of the merger, Bradford G. Peters and C. Ian Sym-Smith, who are currently members of the StorCOMM board, will become members of CCA s board as non-employee board members. Each new non-employee board member will receive a director s fee of $2,000 per meeting, an annual retainer of $3,000, an annual grant of 10,000 non-qualified stock options, and reimbursement for his reasonable expenses for attending meetings.

Indemnification; Directors and Officers Insurance. Under the terms of the merger agreement, CCA has agreed that it will indemnify and hold harmless, and provide advancement of expenses to, all past and present directors, officers and employees of StorCOMM and its subsidiaries, to the same extent these directors, officers and employees were indemnified or had the right to advancement of expenses as of the date of the merger agreement by StorCOMM pursuant to StorCOMM s Certificate of Incorporation, by-laws and indemnification agreements, in existence on the date of the merger agreement with any of the directors, officers and employees of StorCOMM and its subsidiaries for acts or omissions occurring at or prior to the date of the merger, including for acts or omissions occurring in connection with the approval of the merger agreement and the consummation of the merger.

Subject to certain limitations, CCA also agreed to cause to be maintained for a period of six years after the merger the current policies of directors and officers liability insurance and fiduciary liability insurance, if any, maintained by StorCOMM with respect to claims arising from facts or events that occurred on or before the merger. As of the date of the merger agreement, StorCOMM did not maintain directors or officers liability insurance or fiduciary liability insurance.

Sections 204(a)(10), 204(a)(11), 204.5 and 317 of the California General Corporation Law ("CGCL") permit a corporation to indemnify its directors, officers, employees and other agents in terms sufficiently broad to permit indemnification (including reimbursement for expenses) under certain circumstances for liabilities arising under the Securities Act of 1933. CCA's Articles of Incorporation provide that the liability of directors for monetary damages shall be eliminated to the fullest extent permitted under California law. In addition, CCA's Articles of Incorporation provide that CCA is authorized to provide indemnification of agents, including directors, officers, employees and other agents (as defined in Section 317 of the CGCL) for breach of duty to CCA and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the CGCL, subject only to the applicable limits set forth in Section 204 of the CGCL.

CCA's Bylaws provide that, to the maximum extent permitted by the CGCL, CCA may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person was an agent of CCA, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding. CCA may advance expenses incurred in defending any proceeding prior to the final disposition of such proceeding to the maximum extent permitted by the CGCL.

The above discussion of the CGCL and CCA's Articles of Incorporation and Bylaws is not intended to be exhaustive and is qualified in its entirety by such statutes, Articles of Incorporation and Bylaws.

Indemnification for liabilities arising under the Securities Act may be permitted to CCA s directors, officers and controlling persons under the foregoing provisions, or otherwise. CCA has been advised that in the opinion of the Securities and Exchange Commission this indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Section 317(i) of the CGCL further provides that a corporation may purchase and maintain insurance on behalf of any agent, including any director, officer, employee or other agent of the corporation. CCA s bylaws permit CCA to secure insurance on behalf of any officer, director, employee or other agent of CCA. CCA has obtained policies of insurance under which, subject to the limitations of such policies, coverage is provided to CCA s directors and officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or officer.

CCA has entered into agreements to indemnify its directors and executive officers in addition to the indemnification provided for in its Articles of Incorporation and Bylaws. These agreements, among other things, provide for indemnification of CCA s directors and executive officers for expenses, judgments, fines and settlement amounts incurred by any of these people in any action or proceeding arising out of his or her services as a director or executive officer or at CCA's request. CCA believes that these provisions and agreements are necessary to attract and retain qualified people as directors and executive officers.

The interests described above may influence StorCOMM s directors and executive officers in making their recommendation that you vote in favor of the adoption of the merger agreement. You should be aware of these interests when you consider the StorCOMM board s recommendation that you vote in favor of adoption of the merger agreement.

Material United States Federal Income Tax Considerations

The following discussion summarizes the material United States federal income tax consequences of the merger that are generally applicable to U.S. holders of StorCOMM common stock. This discussion is based on the Code, Treasury regulations, administrative rulings and court decisions in effect as of the date of this joint proxy statement/prospectus, all of which may change at any time, possibly with retroactive effect.

For purposes of this discussion, we use the term U.S. holder to mean:

- an individual who is a citizen or resident of the United States;
- a corporation created or organized under the laws of the United States or any of its political subdivisions;
- a trust that (i) is subject to the supervision of a court within the United States and the control of one or more United States persons or (ii) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person; or
- an estate that is subject to United States federal income tax on its income regardless of its source.

This discussion assumes that holders of StorCOMM common stock hold their stock as capital assets within the meaning of Section 1221 of the Code and do not hold any shares or rights to acquire shares of CCA common stock either actually or constructively under section 318 of the Code. This discussion does not address all aspects of United States federal income taxation that may be important to a StorCOMM shareholder in light of his or her particular circumstances or particular tax status, including the following:

- shareholders who are not U.S. holders;
- shareholders who are subject to the alternative minimum tax provisions of the Code;
- banks and other financial institutions;
- tax-exempt organizations and governmental entities;
- insurance companies;
- S corporations, entities taxable as partnerships, and other pass-through entities;

- shareholders who have a functional currency other than the U.S. dollar;
- brokers or dealers in securities or foreign currency;
- traders in securities who elect the mark-to-market method of accounting for their securities holdings;
- shareholders who acquired their shares in connection with stock option or stock purchase plans or in other compensatory transactions; and
- persons holding shares as part of a hedge, straddle, conversion transaction or risk reduction transaction.

In addition, except for the discussion below under the heading *Conversion of StorCOMM Debt,* the following discussion does not address the tax consequences of other transactions effectuated prior to, concurrently with, or after the merger (including conversion of StorCOMM Preferred Stock or StorCOMM Convertible Notes or the conversion or exchange of StorCOMM stock options or warrants), whether or not such transactions are in connection with the merger. Furthermore, no foreign, state or local tax considerations are addressed. Therefore, we urge you to consult your own tax advisor as to the specific federal, state, local and foreign tax consequences to you of such other transactions, and of the merger and related reporting obligations.

Federal Income Tax Consequences of the Merger

The material United States federal income tax consequences of the merger are as follows:

- No gain or loss will be recognized by StorCOMM, Xymed or CCA solely as a result of the merger.
- No gain or loss will be recognized by holders of StorCOMM common stock solely upon their receipt of CCA common stock in the merger, except to the extent of any cash received in lieu of a fractional share of CCA common stock.
- The aggregate tax basis of the CCA common stock received in the merger by a holder of StorCOMM common stock will be the same as the aggregate tax basis of the StorCOMM common stock surrendered in exchange therefor (excluding the portion of the shareholder s basis that is allocable to a deemed fractional share of CCA common stock for which the shareholder will receive cash in lieu of such fractional share).
- The holding period of CCA common stock received in the merger by a holder of StorCOMM common stock will include the holding period of the StorCOMM common stock surrendered in exchange therefor.
- A fractional share of CCA common stock for which cash is received in lieu of stock will be treated as if the fractional share of CCA common stock had been issued in the merger and then redeemed by CCA. A StorCOMM shareholder receiving cash for a fractional share will generally recognize gain or loss upon the payment equal to the difference between the shareholder s tax basis allocable to the fractional share and the amount of cash received. The gain or loss will be long term capital gain or loss if, at the effective time of the merger, the holding period of the StorCOMM common stock is more than one year.

Neither CCA nor StorCOMM will request a ruling from the Internal Revenue Service regarding the tax consequences of the merger to StorCOMM shareholders. The actual tax consequences of the merger could be different from the treatment described above.

Backup Withholding

If you are a non-corporate holder of StorCOMM common stock, you may be subject to information reporting and backup withholding on any cash payments received in respect of CCA common stock. A non-corporate holder will not be subject to backup withholding, however, if such holder:

- furnishes a correct taxpayer identification number and certifies that such holder is not subject to backup withholding on the substitute Form W-9 or successor form included in the letter of transmittal to be delivered to it following the completion of the merger; or

- is otherwise exempt from backup withholding.

Any amounts withheld under the backup withholding rules will be allowed as a refund or credit against United States federal income tax liability, provided the required information is furnished to the Internal Revenue Service.

Reporting

StorCOMM shareholders will be required to attach a statement to their United States federal income tax returns for the year of the merger that contains the information listed in Treasury Regulation Section 1.368-3(b). Such statement must include the shareholder s tax basis in shares of StorCOMM common stock and a description of the CCA common stock received.

Conversion of StorCOMM Secured Debt

As a condition precedent to the merger, certain secured creditors of StorCOMM have agreed to convert their secured debt interests into StorCOMM common stock. StorCOMM and the secured creditors have represented that the secured debt interests have been converted pursuant to the original terms of their secured debt instruments, and in that case the conversion should not result in taxable debt cancellation income to StorCOMM. If the conversion were determined not to be pursuant to the original terms of the secured debt interests, then StorCOMM would recognize taxable debt cancellation income to the extent of the difference between the face amount of the debt and the fair market value of the StorCOMM common stock received upon the conversion. Nonetheless, such debt cancellation income may be excluded from gross income pursuant to section 108(a) of the Code to the extent that StorCOMM is insolvent at the time of conversion. Insolvency for such purposes means the excess of liabilities over the fair market value of assets. To the extent any debt cancellation income is excluded on the basis of insolvency at the time of conversion, StorCOMM in turn would be required to reduce its net operating losses, and any debt cancellation income in excess of the excluded amount would be includible in StorCOMM's gross income. StorCOMM has net operating loss carryforwards that may be able to offset any debt cancellation income resulting from the exchange in whole or in part. However, StorCOMM's ability to use its net operating loss carryforwards may be limited by a prior ownership change within the meaning of section 382 of the Code. Consequently, the conversion of StorCOMM secured debt for StorCOMM common stock may result in taxable income that StorCOMM is unable to offset entirely with net operating loss carryforwards, and a corresponding federal income tax liability in a material amount. StorCOMM also would incur alternative minimum tax liability with respect to any debt cancellation income offset with net operating loss carryforwards.

THE PRECEDING DISCUSSION OF MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR DISCUSSION OF ALL POTENTIAL TAX EFFECTS RELEVANT THERETO. THE FOREGOING DISCUSSION NEITHER BINDS THE IRS NOR PRECLUDES IT FROM ADOPTING A CONTRARY POSITION. STORCOMM SHAREHOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS AS TO THE SPECIFIC TAX CONSEQUENCES

TO THEM OF THE MERGER, INCLUDING REPORTING REQUIREMENTS, THE APPLICABILITY AND EFFECT OF FEDERAL, STATE, LOCAL, FOREIGN AND OTHER APPLICABLE TAX LAWS AND THE EFFECT OF ANY CHANGES IN TAX LAWS.

Anticipated Accounting Treatment

CCA intends to account for the merger as a purchase transaction for financial reporting and accounting purposes under accounting principles generally accepted in the United States. After the merger, the results of operations of StorCOMM will be included in the consolidated financial statements of CCA. The purchase price, which is equal to the aggregate merger consideration, will be allocated based on the fair values of the StorCOMM assets acquired and the StorCOMM liabilities assumed. These allocations will be based upon valuations and other studies that have not yet been finalized.

Appraisal and Dissenters Rights

In connection with the merger, holders of StorCOMM common stock are entitled to appraisal rights under the Delaware General Corporation Law. However, holders of CCA common stock may only be entitled to dissenters rights under California General Corporation Law if demands are made for payment with respect to five percent or more of the shares of CCA common stock. Appraisal and dissenters rights for StorCOMM and CCA shareholders are described more fully below:

Under the Delaware General Corporation Law, if a StorCOMM shareholder does not wish to receive shares of CCA common stock pursuant to the merger, then the shareholder has the right to seek an appraisal of, and to be paid the fair value for, the shares of StorCOMM common stock held by the shareholder if the shareholder complies with the provisions of Section 262 of the Delaware General Corporation Law.

If a StorCOMM shareholder wishes to exercise appraisal rights, it must not cast any of the votes attached to the shareholder s shares of StorCOMM common stock in favor of the adoption of the merger agreement and must deliver to StorCOMM before the vote on the merger agreement at the special meeting, a written demand for appraisal of the shares of StorCOMM common stock as set forth in more detail on Annex I to this joint proxy statement/prospectus. This written demand for appraisal is in addition to and separate from any proxy or vote abstaining from or against the adoption of the merger agreement.

Under California Corporations Code Sections 1300 through 1313, dissenters rights will be available to holders of CCA common stock if demands are made for payment with respect to five percent or more of the shares of CCA common stock. If dissenters rights are made available and a shareholder follows all of the procedures required by law, the shareholder will have the right to be paid the fair value of the shares of CCA common stock held by the shareholder. This 5% limit does not apply to shares which are subject to a restriction on transfer imposed by CCA or by any law or regulation. Those shareholders who believe there is some restriction affecting their shares should consult with their own counsel as to the nature and extent of any dissenters rights they may have.

If a CCA shareholder wishes to exercise dissenters rights, it must vote against the merger and must deliver to CCA before the vote on the merger agreement at the annual meeting, a written demand for payment of the fair market value of their CCA common stock as set forth in more detail on Annex J to this joint proxy/statement prospectus. This written demand is in addition to and separate from any proxy or vote abstaining from or against the adoption of the merger agreement.

The foregoing discussion is not a complete statement of the law of appraisal and dissenters rights and is qualified in its entirety by the summary and full text of Section 262 of the Delaware General Corporation Law, which is reprinted in its entirety as Annex I to this joint proxy statement/prospectus, and the summary

and full text of Sections 1300 through 1313 of California General Corporation Law, which are reprinted in their entirety as Annex J to this joint proxy statement/prospectus.

Governmental and Regulatory Matters

To complete the merger, CCA must comply with applicable federal and state securities laws and the rules and regulations of the American Stock Exchange in connection with the issuance of the CCA common stock pursuant to the merger and the filing of this joint proxy statement/prospectus with the SEC.

Listing of CCA Common Stock to be Issued in the Merger

The shares of CCA common stock to be issued in the merger and the shares of CCA common stock to be reserved for issuance in connection with the assumption of outstanding StorCOMM stock options and warrants are required to be approved for listing on the American Stock Exchange. Following the merger, CCA expects to change its trading symbol to APY following approval of the change of the company name to Aspyra, Inc.

Restriction on Resales of CCA Common Stock

The CCA common stock to be issued in the merger will be registered under the Securities Act, thereby allowing such shares to be freely transferable without restriction by all former holders of StorCOMM common stock who are not deemed under the Securities Act to be affiliates of StorCOMM at the time of the StorCOMM special meeting and who do not become affiliates of CCA after the merger. Persons who may be deemed to be affiliates of CCA or StorCOMM generally include individuals or entities that control, are controlled by or are under common control with CCA or StorCOMM, and may include some of their respective executive officers and directors, as well as their respective significant shareholders.

Shares of CCA common stock received by those shareholders of StorCOMM who are deemed to be affiliates of StorCOMM or CCA under the Securities Act may not be sold except pursuant to an effective registration statement under the Securities Act covering the resale of those shares, or pursuant to Rule 145 under the Securities Act or any other applicable exemption under the Securities Act. StorCOMM has agreed to provide a list of those shareholders considered to be affiliates to CCA prior to the closing of the merger.

This joint proxy statement/prospectus does not cover the resale of any CCA common stock received by any person who may be deemed to be an affiliate of CCA or StorCOMM.

Recent Transactions Between CCA and StorCOMM

On September 30, 2005, StorCOMM issued a note to CCA in the principal amount of $55,318.25. The full amount of the note is due immediately on the first to occur of January 31, 2006 or the termination of the merger agreement prior to completion of the merger. The interest rate under the note is 7%. The note covers a payment made on August 22, 2005 by CCA to StorCOMM in the amount of $39,478.85 and the purchase of equipment by CCA for StorCOMM in September 2005 for an aggregate purchase price of $15,839.40.

THE MERGER AGREEMENT

The following summary describes the material provisions of the merger agreement. This summary may not contain all of the information about the merger agreement that is important to you. The following summary is qualified in its entirety by reference to the complete text of the merger agreement, which is attached to this joint proxy statement/prospectus as Annex A and is incorporated by reference into this joint proxy statement/prospectus. We encourage you to read it carefully in its entirety for a more complete understanding of the merger agreement.

The merger agreement has been included to provide you with information regarding its terms. It is not intended to provide any other factual information about us. Such information can be found elsewhere in this joint proxy statement/prospectus and in the other public filings CCA makes with the Securities and Exchange Commission, which are available without charge at www.sec.gov.

The merger agreement contains representations and warranties CCA and StorCOMM have made to each other. The assertions embodied in those representations and warranties are qualified by information in confidential disclosure schedules that CCA and StorCOMM have exchanged in connection with signing the merger agreement. While we do not believe that these schedules contain information required to be publicly disclosed by CCA or StorCOMM under the applicable securities laws other than information that has already been so disclosed, the disclosure schedules do contain information that modifies, qualifies and creates exceptions to the representations and warranties set forth in the attached merger agreement. Accordingly, you should not rely on the representations and warranties as current characterizations of factual information about CCA and StorCOMM, since they were made as of the date of the merger agreement and are modified in important part by the underlying disclosure schedules. These disclosure schedules contain information that has been included in the general prior public disclosures of CCA, as well as additional non-public information. Moreover, information concerning the subject matter of the representations and warranties may have changed since the date of the merger agreement, which subsequent information may or may not be fully reflected in the public disclosures of CCA.

The Merger

The merger agreement provides that, upon the closing, Xymed, a wholly owned subsidiary of CCA, will merge with and into StorCOMM with StorCOMM surviving as a wholly owned subsidiary of CCA. We refer to this transaction as the merger.

Completion and Effectiveness of the Merger

The parties will close the merger when all of the conditions to completion of the merger contained in the merger agreement are satisfied or waived, including adoption of the merger agreement by the shareholders of StorCOMM and CCA and the approval of the issuance of and reservation for issuance of shares of CCA common stock by the shareholders of CCA. As soon as practicable after the satisfaction or waiver of the closing conditions, the parties will cause the merger to be effected by filing a certificate of merger with the Delaware Secretary of State.

CCA and StorCOMM plan to complete the merger soon after the special meetings occur and anticipate that they will be in a position to complete the merger on or prior to January 31, 2006.

Conversion of StorCOMM Common Stock

Upon the effectiveness of the merger, StorCOMM shareholders will be entitled to receive 2.4728 shares of CCA common stock for every 100 shares of StorCOMM common stock they own at the completion of the merger (referred to in this joint proxy statement/prospectus as the exchange rate).

Prior to the merger, StorCOMM option holders will be given the opportunity to cancel their existing StorCOMM options. Those StorCOMM option holders that elect to cancel their options will receive the same number of CCA options that they would have received had they exchanged their options in the merger, except that the CCA options they will receive will have an exercise price equal to the fair market value of CCA common stock on the date of grant and a two-year vesting schedule. At the effective time of the merger, each outstanding option that is not voluntarily cancelled prior to the merger and all warrants to purchase shares of StorCOMM common stock will be assumed by CCA and converted into options or warrants to purchase shares of CCA common stock. The number of shares of CCA common stock subject to each assumed option and warrant will be determined on the same basis as the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole number (with no cash payable for any fractional share eliminated by such rounding).

Assuming the merger had been completed as of September 15, 2005, CCA would have issued approximately 3,703,900 shares of common stock, on a fully diluted basis, to the StorCOMM shareholders in the merger. Assuming further, the simultaneous sale of 1,500,000 units in the private placement, immediately following the merger, StorCOMM shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company and CCA shareholders would have owned approximately 40.4% of the outstanding shares of common stock of the combined company, in both cases on a fully diluted basis.

Fractional Shares

CCA will not issue any fractional shares of common stock of CCA in connection with the merger. Instead, as soon as practical after the merger, the exchange agent will sell the fractional shares at the then prevailing price on the American Stock Exchange. The StorCOMM shareholders who would have received fractional shares, will be entitled to a portion of the net proceeds from the sale, without interest and less withholding tax. The amount received by each StorCOMM shareholder, if any, will be equal to the amount of the aggregate net proceeds from the sale multiplied by a fraction, the numerator of which is the amount of the fractional share interest in CCA common stock to which such StorCOMM shareholder is entitled and the denominator of which is the aggregate amount of fractional share interests in CCA common stock to which all StorCOMM shareholders are entitled.

StorCOMM Options and Warrants

Prior to the merger, StorCOMM option holders will be given the opportunity to cancel their existing StorCOMM options. Those StorCOMM option holders that elect to cancel their options will receive the same number of CCA options that they would have received had they exchanged their options in the merger, except that the CCA options they will receive will have an exercise price equal to the fair market value of CCA common stock on the date of grant and a two-year vesting schedule. At the effective time of the merger, each outstanding option that is not voluntarily cancelled prior to the merger and all warrants to purchase shares of StorCOMM common stock will be assumed by CCA and converted into options or warrants to purchase shares of CCA common stock. The number of shares of CCA common stock subject to each assumed option and warrant will be determined on the same basis as the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole number (with no cash payable for any fractional share eliminated by such rounding). The exercise price of the assumed options or warrants will be equal to the exercise price per share under the original option or warrant divided by the exchange rate applicable to all outstanding shares of StorCOMM common stock, and rounded to the nearest whole cent. After adjusting the assumed options and warrants to reflect the application of the exchange rate and the assumptions by CCA, all other terms of the assumed options and warrants will remain unchanged.

Exchange of Stock Certificates

Surrender of Certificates. Promptly following completion of the merger, the exchange agent for the merger will mail to each record holder of StorCOMM common stock a letter of transmittal and instructions for surrendering and exchanging the record holder s stock certificates. Only those holders of StorCOMM common stock who properly surrender their StorCOMM stock certificates in accordance with the exchange agent s instructions will receive (1) the number of shares of CCA Common Stock (which will be in uncertificated book-entry form unless a physical certificate is requested) representing that number of whole shares of CCA common stock to which such holder is entitled and (2) a check representing the amount of any cash in lieu of fractional shares of CCA common stock that such holder has the right to receive, and (3) dividends or other distributions, if any, to which they are entitled under the terms of the merger agreement. No interest will be paid or accrued on any cash in lieu of fractional shares or on any unpaid dividends and distributions payable to StorCOMM shareholders upon surrender of their stock certificates. The surrendered certificates representing StorCOMM common stock will be canceled. After the completion of the merger, each certificate representing shares of StorCOMM common stock that has not been surrendered will represent only the right to receive the merger consideration described above. Following the completion of the merger, StorCOMM will not register any transfers of StorCOMM common stock on its stock transfer books.

Distribution with Respect to Unexchanged Shares. Holders of StorCOMM common stock will not be entitled to receive any dividends or other distributions on CCA common stock until the merger is completed. After the merger is completed, holders of StorCOMM common stock certificates will be entitled to dividends and other distributions declared or made on CCA common stock with a record date after the completion of the merger. No such dividends or other distributions on CCA common stock will be paid to the holders of StorCOMM common stock until they surrender their StorCOMM stock certificates to the exchange agent.

Representations and Warranties

The merger agreement contains substantially reciprocal representations and warranties made by StorCOMM, on the one hand, and CCA, on the other, relating to, among other things:

- corporate organization and similar corporate matters;
- capital structure;
- corporate authorization to enter into and carry out the obligations under the merger agreement, and the enforceability of the merger agreement;
- the absence of a need to obtain governmental consents, authorizations or filings in order to complete the merger;
- the absence of any conflict with or violation of corporate charter documents, applicable law or contracts as a result of entering into and carrying out the obligations under the merger agreement;
- filings and reports with the SEC, with respect to CCA, and the accuracy of financial statements;
- the accuracy of the information provided to the other party;
- receipt of necessary board approval;
- the required shareholder approval;

- the absence of litigation;
- compliance with applicable law and possession of necessary governmental permits;

- the absence of a material adverse effect and other changes since the date of the party s last quarterly balance sheet;
- compliance with environmental laws;
- ownership of intellectual property and the absence of infringement of third party intellectual property rights;
- the validity and enforceability of accounts receivable;
- disclosure of broker, investment banker or financial advisor fees;
- proper preparation and timely filing of tax returns and timely payment of taxes;
- disclosure of, and the absence of a default under, material contracts;
- compliance with applicable laws and contracts relating to employee benefit plans and labor relations;
- the existence of adequate insurance coverage;
- the absence of liens on property;
- the absence of ownership of the other parties capital stock;
- valid ownership and possession of properties;
- the adequacy of products sold and services performed; and
- the quality and quantity of inventories.

Conduct of Business Before Completion of the Transaction

Under the merger agreement, StorCOMM has agreed that, until the earlier of the completion of the merger or termination of the merger agreement, or unless CCA consents in writing, it will:

- carry on its operations in the usual, regular and ordinary course, in substantially the same manner as previously conducted; and
- use commercially reasonable efforts to keep available the services of the current officers, key employees and key consultants and to preserve customer, supplier and other business relationships.

In addition to the above agreements regarding the conduct of business generally, StorCOMM has agreed with respect to itself and its subsidiaries to various additional specific restrictions relating to the conduct of its business, including not to do any of the following:

- enter into any new material line of business;
- incur or commit to any capital expenditures or any obligations or liabilities in connection with any capital expenditures other than in the ordinary course of business consistent with past practice, and in no event in excess of $0.5 million;
- declare or pay any dividends on or make other distributions in respect of any of its capital stock, except for dividends by any direct or indirect wholly owned subsidiaries of StorCOMM;

- split, combine or reclassify any of its capital stock or issue or authorize or propose the issuance of any other securities in respect of, in lieu of or in substitution for, shares of its capital stock, except for any such transaction by a wholly owned subsidiary of StorCOMM which remains a wholly owned subsidiary after consummation of such transaction;

- repurchase, redeem or otherwise acquire any shares of its capital stock or any securities convertible into or exercisable for any shares of its capital stock;

- issue, grant or transfer any shares of capital stock except for the issuances of securities issuable upon the exercise of options outstanding or permitted as of the date of the merger agreement, grants of stock-based awards under stock plans in effect on the date of the merger agreement, or the exercise or conversion of certain listed securities;

- amend or otherwise change its Certificate of Incorporation, Bylaws, or equivalent governing documents;

- acquire, or agree to acquire, any operation, division or business or engage in any merger, consolidation or other business combination, except internal reorganizations or consolidations involving existing subsidiaries of StorCOMM, or the creation of new direct or indirect wholly owned subsidiaries of StorCOMM;

- sell, pledge, dispose of, transfer, lease, license or encumber any material property or assets, other than in connection with internal reorganizations or consolidations involving existing subsidiaries of StorCOMM or as required by law to facilitate the consummation of the merger;

- make any loans, advances or capital contributions to, or investments in, any other person, other than with a subsidiary, pursuant to an existing obligation, employee loans or advances made in the ordinary course of business consistent with past practice, which are not material taken as a whole;

- create, incur, assume or suffer to exist any indebtedness, issuances of debt securities, guarantees, loans or advances not in existence as of the date of the merger agreement except in the ordinary course of business consistent with past practice, which are not material taken as a whole (other than to refinance or replace any indebtedness, debt securities, guarantees, loans or advances in existence on the date of the merger agreement, and except that StorCOMM may restructure its existing debt obligations with CCA s prior written approval;

- fail to use reasonable best efforts to avoid any action that would prevent or impede the merger from qualifying as a reorganization under Section 368(a) of the Code;

- increase the amount of compensation or benefits of any director, officer or employee, pay any pension, retirement, savings or profit-sharing allowance that is not required by any existing plan or agreement, enter into any contract with any employees regarding employment, compensation or benefits, increase or commit to increase any benefits, issue any additional options, adopt or amend any compensation plan or make any contribution, other than regularly scheduled contributions, to any compensation plan, in each case, except as permitted by the merger agreement or required by law or the terms of any agreement currently in effect or in the ordinary course of business consistent with past practice;

- accelerate the vesting of, or the lapsing of restrictions with respect to, any stock-based compensation, except as required by law, by the terms of a plan or agreement or in the ordinary course of business consistent with past practice, and any option committed to be granted or granted after the date of the merger agreement will not accelerate as a result of the approval or consummation of any transaction contemplated by the merger agreement;

- change its methods of accounting, except as required by changes in GAAP or any governmental entity;

- change its fiscal year;

- make any material tax election or settle or compromise any material income tax liability, other than in the ordinary course of business consistent with past practice;

- enter into any contracts that limit or otherwise restrict StorCOMM, its subsidiaries or affiliates, or that would limit or restrict CCA or any of its subsidiaries or affiliates after the merger from engaging or competing in any line of business or in any geographic area which would have a material adverse effect on CCA after the merger;

- settle or compromise any threatened or pending action for an amount in excess of $200,000 in the aggregate or enter into any consent decree, injunction or similar restraint or form of equitable relief in settlement of any threatened or pending actions; or

- agree or commit to do any of the foregoing actions.

Each of CCA and Xymed has also agreed with respect to itself and its subsidiaries to various specific restrictions relating to the conduct of its business, including not to do any of the following:

- split, combine or reclassify any of its capital stock or issue or authorize or propose the issuance of any other securities in respect of, in lieu of or in substitution for, shares of its capital stock, except for any such transaction by a wholly owned subsidiary of CCA which remains a wholly owned subsidiary after consummation of such transaction;

- repurchase, redeem or otherwise acquire any shares of its capital stock or any securities convertible into or exercisable for any shares of its capital stock;

- issue, grant or transfer any shares of capital stock except for the issuances of securities issuable upon the exercise of options outstanding or permitted as of the date of the merger agreement, or grants of stock-based awards under stock plans in effect on the date of the merger agreement;

- amend or otherwise change its Certificate of Incorporation, Bylaws, or equivalent governing documents;

- fail to use reasonable best efforts to avoid any action that would prevent or impede the merger from qualifying as a reorganization under Section 368(a) of the Code;

- change its methods of accounting, except as required by changes in GAAP or any governmental entity and except as publicly disclosed by CCA;

- change its fiscal year;

- enter into any contracts that limit or otherwise restrict CCA, its subsidiaries or affiliates, or that would limit or restrict CCA or any of its subsidiaries or affiliates after the merger from engaging or competing in any line of business or in any geographic area which would have a material adverse effect on CCA after the merger;

- as to Xymed, conduct any activities other than in connection with its organization and the consummation of the merger; or

- agree or commit to do any of the foregoing actions.

CCA and StorCOMM Prohibited from Soliciting Other Proposals

The merger agreement contains detailed provisions prohibiting each of CCA and StorCOMM from seeking an alternative transaction to the merger. Under these no solicitation provisions, CCA and StorCOMM have agreed that neither of them may, subject to specific exceptions described below, directly or indirectly:

- initiate, solicit, encourage or facilitate any inquiries or proposals or offers with respect to any acquisition proposal (as described below);

- have any discussion with or provide information to any person relating to an acquisition proposal, or engage in any negotiations concerning an acquisition proposal, or knowingly facilitate any effort or attempt to make or implement an acquisition proposal;

- approve or recommend any acquisition proposal; or

- approve or recommend or enter into any letter of intent or agreement related to any acquisition proposal.

For purposes of the merger agreement, an *acquisition proposal* means any inquiry, proposal or offer from any person with respect to CCA or StorCOMM related to the following:

- any purchase or sale of a business or asset of the party that constitutes 20% or more of the net revenues, net income or assets of the party;

- a merger, reorganization, share exchange, consolidation, business combination, recapitalization, liquidation, dissolution or similar transaction involving the party; and

- any purchase or sale of, or tender or exchange offer for, the equity securities of the party that would result in any person beneficially owning securities representing 20% or more of the total voting power of the party (or of the surviving parent entity in such transaction).

Under the merger agreement, each of CCA and StorCOMM agreed to cease, as of the date of the merger agreement, all existing activities, discussions or negotiations with any third parties conducted prior to that date with respect to any acquisition proposal.

The merger agreement permits each of CCA and StorCOMM and their respective boards of directors to do the following:

- comply with Rule 14d-9 and Rule 14e-2 under the Securities Exchange Act of 1934, as amended, with regard to an acquisition proposal; and

- change the recommendation of the party s board of directors with respect to the merger.

Superior Proposals

If either CCA or StorCOMM receives an unsolicited bona fide written acquisition proposal, then the party may furnish information to and engage in discussions or negotiations with the third party making the acquisition proposal, if its shareholder meeting has not yet occurred, and as long as the CCA or StorCOMM board of directors (as applicable):

- concludes in good faith that there is a reasonable likelihood that the acquisition proposal would constitute a superior proposal;

- determines in good faith that it is required to take such action in the exercise of its fiduciary duties to shareholders under applicable laws;

60

- receives from the third party an executed confidentiality agreement having provisions that are at least as restrictive as the confidentiality agreement between CCA and StorCOMM; and

- has given the other party prior notice of its intention to take such actions and the identity of the third party and material terms and conditions of the acquisition proposal.

For purposes of the merger agreement, a superior proposal is a bona fide written proposal which is:

- for a merger, reorganization, consolidation, share exchange, business combination, recapitalization or similar transaction involving a party as a result of which the third party will own 50% or more of the combined voting power of the entity surviving or resulting from such transaction (or the ultimate parent entity);

- not subject to financial contingencies or due diligence conditions; and

- otherwise on terms which the board of directors of the applicable party in good faith concludes (following receipt of the advice of its financial advisors and outside counsel), taking into account all legal, financial, regulatory and other aspects of the proposal, would result in a transaction that is more favorable to its shareholders, from a financial point of view, than the merger and is reasonably capable of being completed.

Change of Recommendation

Solely in response to the receipt of an unsolicited bona fide written acquisition proposal, the board of directors of CCA or StorCOMM may withhold, withdraw, amend, qualify or modify its recommendation in favor of, in the case of CCA, adoption of the merger agreement, approval of the issuance and reservation for issuance of CCA common stock pursuant to the merger agreement, and in the case of StorCOMM, adoption of the merger agreement, if its shareholder meeting has not occurred, and as long as the CCA or StorCOMM board of directors (as applicable):

- concludes in good faith that the acquisition proposal constitutes a superior proposal (as described above);

- determines in good faith that it is required to take such action in the exercise of its fiduciary duties to shareholders under applicable laws;

- receives from the third party an executed confidentiality agreement having provisions that are at least as restrictive as the confidentiality agreement between CCA and StorCOMM; and

- has given the other party prior notice of its intention to take such actions and the identity of the third party and material terms and conditions of the acquisition proposal.

Obligations of the CCA Board of Directors and StorCOMM Board of Directors with Respect to their Recommendations and Holding a Meeting of their Shareholders

Both CCA and StorCOMM have agreed, take all lawful action to call, give notice of, convene and hold shareholder meetings for their respective shareholders on a date or dates determined by mutual agreement of CCA and StorCOMM. Both parties will solicit from shareholders proxies in favor of, in the case of CCA, the adoption of the merger agreement and the issuance and reservation for issuance of CCA common stock pursuant to the merger agreement, described in its Proposal No. 1, and, in the case of StorCOMM, the adoption of the merger agreement, described in its Proposal No. 1.

These meetings may be postponed or adjourned to the extent necessary to ensure that any necessary supplement or amendment to this joint proxy statement/prospectus is provided to shareholders in advance of a vote or if there are insufficient shares of CCA common stock or StorCOMM common stock, as applicable, represented (either in person or by proxy) to constitute a quorum necessary to conduct the

business of such meeting. Both CCA and StorCOMM have agreed to submit the adoption of the merger agreement and the issuance of common stock pursuant to the merger agreement (in the case of CCA) and the adoption of the merger agreement (in the case of StorCOMM) to their shareholders, regardless of any withholding, withdrawal, amendment, qualification or modification of recommendation by the board of directors of CCA or StorCOMM.

Employee Benefits Matters

From and after the merger, CCA and StorCOMM employee benefit plans will remain in effect for those people covered by the plans on the date of the merger, until such time as CCA determines, subject to applicable laws and the terms of the plans. CCA intends to put new employee benefit plans in place as soon as reasonably practicable after the merger, which treat similarly situated employees on a substantially equivalent basis and do not discriminate between continuing StorCOMM and CCA employees after the merger. CCA may amend, modify or terminate any employee benefit plans or other contract, arrangement, commitment or understanding, in accordance with its terms and applicable laws after the merger.

With respect to any employee benefit plans in which any continuing employees become eligible to participate after the merger, and in which the continuing employees did not participate prior to the merger, CCA will:

- waive all pre-existing conditions, exclusions and waiting periods with respect to participation and coverage requirements, except to the extent they were not met under the analogous employee benefit plan prior to the merger;

- provide credit for any co-payments and deductibles paid prior to the merger; and

- recognize all service of the continuing employees for all purposes (including, without limitation, purposes of eligibility to participate, vesting credit, entitlement to benefits, and, except with respect to defined benefit pension plans, benefit accrual), except to the extent that it would result in duplication of benefits.

Required Approvals and Cooperation of the Parties

CCA, Xymed and StorCOMM have each agreed to use its commercially reasonable efforts to take all actions necessary or advisable to close the merger, and assist and cooperate with each other in doing so, including the following:

- obtaining all consents, waivers or approvals from governmental entities that are necessary or advisable to consummate the merger;

- obtaining all consents, waivers or approvals from third parties that are necessary or advisable to consummate the merger;

- preparing and filing all documentation to effect all applications, notices, petitions and filings that are necessary or advisable to consummate the merger;

- avoiding or eliminating each and every impediment to the merger, including any lawsuit or similar proceeding challenging the merger; and

- filing all reports required to be filed with any governmental entity between the date of the merger agreement and the merger.

CCA and StorCOMM have also generally agreed to work cooperatively in an effort to obtain all required consents and approvals and to promptly consummate the merger, including by doing the following:

- promptly informing the other party of any communication with any governmental entity and of any material communication in connection with any proceeding by a private party;

- permitting the other party to review any communication given by it to, and consult with each other in advance of any meeting or conference with, any governmental entity or, in connection with any proceeding by a private party, with any other person, and to the extent appropriate or permitted, give the other party the opportunity to attend and participate in such meetings and conferences;

- conferring on a regular and frequent basis with the other party;

- reporting to the other party on operational matters; and

- delivering to the other party copies of all reports, announcements and publications filed with the government by a party promptly after filing.

CCA Corporate Governance

CCA has agreed to take all actions necessary so that, immediately following the merger, its board of directors will consist of six directors, four of whom will be designated by CCA and two of whom will be designated by StorCOMM. Steven M. Besbeck, Lawrence S. Schmid, Robert S. Fogerson, Jr. and Norman R. Cohen will be the initial four directors appointed by CCA. Bradford G. Peters and C. Ian Sym-Smith will be the initial two directors appointed by StorCOMM.

In addition, the Bylaws of CCA will be amended so that after the merger, if any director resigns, dies or is removed prior to the expiration of the director s term, the director will be replaced by the party that appointed him or her. The Bylaws will also provide that for a period of two years after the merger, the affirmative vote of at least 75% of the whole board of directors of CCA (without taking into account any vacancies) will be required to:

- change the number of CCA directors;

- change the number of directors comprising each of the audit committee, the compensation and management development committee and the governance and board composition committee; or

- amend any of the above referenced provisions of the Bylaws.

Immediately following the merger, Steven M. Besbeck will be reappointed as the president and chief executive officer of CCA.

Conditions to Completion of the Merger

The obligation of each party to complete the merger is subject to the satisfaction or waiver of the following conditions:

- CCA shareholder approval and StorCOMM shareholder approval has been obtained;

- no law, restraining order, injunction or other order issued by a court or governmental entity of competent jurisdiction shall be in effect, which makes the merger illegal or otherwise prohibits consummation of the merger;

- no proceeding initiated by any governmental entity seeking, and which is reasonably likely to result in the granting of, an injunction shall be pending;

- all consents, approvals, orders or authorizations of, actions of, filings and registrations with and notices to any governmental entity set forth in each party s disclosure schedules or required to

consummate the merger, the failure of which to be obtained or taken would have a material adverse effect on CCA shall have been obtained and shall be in full force and effect;

- the shares of CCA common stock to be issued or reserved for issuance in connection with the merger shall have been approved for listing on the American Stock Exchange;

- the registration statement on form S-4, of which this joint proxy statement/prospectus is a part, shall have been declared effective by the SEC and no stop order suspending the effectiveness shall then be in effect and no proceedings for that purpose shall be pending before or threatened by the SEC;

- CCA and StorCOMM shall have entered into an escrow agreement;

- the private placement discussed in Proposal No. 2 shall have closed simultaneously with the merger;

- except for no more than $1 million of unsecured debt, all debt held by StorCOMM shareholders and all preferred stock held by StorCOMM shareholders shall be converted to common stock of StorCOMM on terms approved by CCA;

- the representations and warranties of the other party shall be true and correct in all material respects, disregarding all qualifications and exceptions relating to materiality or material adverse effect, as of the date of the merger agreement and the closing of the merger, and each party shall have certificated to the other party to that effect;

- the other party s performance or compliance in all material respects with all of its obligations and covenants required by the merger agreement, and each party shall have certificated to the other party to that effect; and

- the major shareholders of each party shall have entered into shareholder support agreement, pursuant to which the shareholders promise to vote in favor of the merger.

In addition, the obligation of CCA to complete the merger is subject to the satisfaction or waiver of the following additional conditions:

- StorCOMM shall have delivered to CCA, in such form as is satisfactory to CCA, StorCOMM s audited financial statements for the fiscal years ended December 31, 2003 and 2004;

- no more than $1 million of unsecured StorCOMM shareholder debt shall be on StorCOMM s books;

- CCA shall have received a fairness opinion in form and substance acceptable to CCA stating that the transaction is fair to CCA from a financial point of view;

- all employees of StorCOMM shall have executed all standard documents required to be executed by employees of CCA; and

- Samuel G. Elliott and William W. Peterson shall have entered into employment agreements with CCA.

For purposes of the merger agreement, the term material adverse effect means, with respect to either of CCA or StorCOMM, any event, change, circumstance or effect that is or is reasonably likely to be materially adverse to the ability of the party to consummate the transactions contemplated by the merger agreement or to the business, condition results of operations, assets, liabilities, properties or prospects of either CCA or StorCOMM and its subsidiaries taken as a whole. However, any change or event caused by or resulting from the following will not be deemed to have a material adverse effect:

- the public announcement or pendency of the transactions contemplated by the merger agreement;

- any action taken in connection with the transactions contemplated by the merger agreement;

- the economy or financial markets in general;

- the industries in which CCA or StorCOMM, or any of their subsidiaries, operates and not specifically relating to such entity; or

- any action or omission of CCA, StorCOMM or Xymed or any of their subsidiaries taken with the prior written consent of the other parties.

Termination of the Merger Agreement

The merger agreement may be terminated at any time prior to the effective date of the merger by action of the board of directors of CCA or StorCOMM, as applicable, and except as provided below, the termination may occur before or after the requisite approvals of the shareholders of CCA or StorCOMM have been obtained, under the following circumstances:

- by mutual written consent of CCA and StorCOMM;

- by either CCA or StorCOMM if the merger shall not have occurred on or before January 31, 2006, but this termination right is not available to a party whose failure to comply with the merger agreement resulted in the failure to complete the merger by that date;

- by either CCA or StorCOMM if any governmental entity shall have issued a final and nonappealable order, decree or ruling or taken any other action permanently restraining, enjoining or otherwise prohibiting the merger, or shall have failed to issue an order, decree or ruling, or to take any other action necessary to fulfill any conditions to the merger; but this termination right is not available to a party whose failure to comply with the merger agreement has been the cause of, or resulted in, the action or inaction;

- by either CCA or StorCOMM if the shareholders do not adopt the merger agreement (in the case of StorCOMM and CCA), or approve the issuance of common stock in connection with the merger (in the case of CCA);

- by either CCA or StorCOMM if the other party s board of directors has withdrawn or adversely modified its recommendation in favor of the matters to be voted upon by such party s shareholders;

- by either CCA or StorCOMM if the other party breaches its obligation to hold its shareholder meeting to vote on the adoption of the merger agreement (in the case of StorCOMM), or the adoption of the merger agreement and the approval of the issuance of common stock in connection with the merger (in the case of CCA); or

- by either CCA or StorCOMM if the other party has breached any of its representations, warranties or covenants so that the conditions set forth in the merger agreement cannot be satisfied.

Termination Fee

A termination fee not to exceed $250,000 will be payable by either CCA or StorCOMM to the other party upon the termination of the merger agreement under the following three circumstances.

- An acquisition proposal (defined on page 60 of this joint proxy statement/prospectus) was announced before the merger agreement was terminated and an acquisition proposal is consummated within 12 months after the termination of the merger agreement (the references in the definition of acquisition proposal to 20% shall be to 50% for purposes of determining whether the acquisition proposal was consummated, if the merger agreement was terminated for one of the following reasons:

- the other party s shareholders failed to approve the merger;

- the other party s shareholder meeting and the merger did not occur on or before January 31, 2006; or

- the other party intentionally breached or failed to perform any of its representations, warranties or covenants so that the conditions set forth in the merger agreement cannot be satisfied.

- The other party s board of directors withdrew or adversely modified its recommendation in favor of the matters to be voted upon by its shareholders.

- The other party breached its obligation to hold its shareholder meeting to vote on the adoption of the merger agreement.

Fees and Expenses

All fees and expenses incurred in connection with the merger agreement and the merger will be paid by the party incurring such expenses. All fees and expenses associated with the filing and printing of the registration statement and this joint proxy statement/ prospectus and the private placement will be borne equally by CCA and StorCOMM. These fees will be payable even if the merger is terminated or does not take effect. However, if either CCA or StorCOMM is obligated to pay a termination fee as described above, it will also be required to pay the other party s reasonable expenses incurred in connection with the proposed merger. CCA will also pay Dominick & Dominick a fee equal to three percent of the value of the shares of CCA common stock being issued to StorCOMM shareholders in the merger based on the closing price of such shares as listed on the American Stock Exchange on the closing date of the merger as consideration for the financial advisory services provided to CCA in connection with the merger.

Amendment, Extension and Waiver of the Merger Agreement

The merger agreement may be amended by mutual written consent of CCA, StorCOMM and Xymed, subject to all applicable laws. Any amendment proposed after obtaining the required approvals of the shareholders of CCA and StorCOMM may not be made without the further approval of those shareholders if shareholder approval is required by applicable law or the rules of the American Stock Exchange.

At any time prior to completion of the merger, either CCA or StorCOMM may extend the other s time for the performance of any of the obligations or other acts under the merger agreement, waive any inaccuracies in the other s representations and warranties and waive compliance by the other with any of the agreements or conditions contained in the merger agreement.

The CCA board of directors unanimously recommends a vote FOR Proposal No. 1 to approve the merger agreement and the issuance and the reservation for issuance of shares of CCA common stock to holders of StorCOMM securities pursuant to the merger agreement. The StorCOMM board of directors unanimously recommends a vote FOR Proposal No. 1 to adopt the merger agreement.

CCA PROPOSAL NO. 2
PRIVATE PLACEMENT

Summary of Private Placement

CCA s board of directors has approved the terms of a private placement of shares of common stock and warrants to purchase CCA common stock. On August 18, 2005, CCA entered into a Common Stock and Warrant Purchase Agreement (referred to in this joint proxy statement/prospectus as the purchase agreement) with a limited number of accredited investors to sell up to 1,500,000 shares of its common stock and warrants to purchase up to 300,000 shares of its common stock. The shares of common stock and warrants will be sold in units, with each unit consisting of a single share of CCA common stock and 1/5 of a warrant to purchase one share of CCA common stock. The price per unit will be $2.00 for an aggregate purchase price of $3 million, a price achieved through negotiation with the investors. The exercise price of the warrants is $3.00 per share.

The closing of this private placement will occur simultaneously with and is contingent on the closing of the merger agreement. On August 18, 2005, the investors deposited the full amount of their respective purchase prices for the shares and warrants into escrow. The funds will be released, without interest, to CCA in exchange for the shares and warrants at the closing under the purchase agreement. The closing of the private placement is subject to obtaining shareholder approval at CCA s annual meeting and compliance with the other terms and conditions of the purchase agreement.

CCA s shareholders are being asked to approve a proposal to issue and reserve for issuance up to 1,500,000 shares of CCA common stock and warrants to purchase up to 300,000 shares of CCA common stock in the private placement pursuant to the purchase agreement.

Why We Need Shareholder Approval

Our common stock is traded on the American Stock Exchange (Amex). The Amex Company Guide requires listed companies to obtain shareholder approval for the issuance of securities in a private offering of common stock at a price less than the greater of the book or market value per share of the stock, if the issuance amounts to 20% or more of the outstanding stock of the company before the issuance. As of August 30, 2005, we had issued and outstanding 3,483,900 shares of common stock. The number of shares that we would issue under the purchase agreement is in excess of 20% of our issued and outstanding shares as of August 30, 2005. The shares to be sold under the purchase agreement would represent approximately 17.7% of our outstanding shares (20.5% if the warrants are exercised in full). The purchase price of these shares of $2.00 per share is greater than the book value per share of $1.12 per share as of June 30, 2005. The minimum vote which will constitute shareholder approval for Proposal No. 2 shall be the affirmative vote of holders of a majority of the shares of CCA common stock, present in person or represented by proxy at the annual meeting and entitled to vote (assuming that a quorum is present).

Reasons for the Private Placement

CCA expects to use the net proceeds from the private placements for the transaction expenses of the merger, working capital, general corporate purposes and to fund the integration of CCA and StorCOMM following the merger.

Listing of CCA Common Stock to be Issued in the Private Placement

The shares of CCA common stock to be issued in the private placement and the shares of CCA common stock to be reserved for issuance in connection with the issuance of the warrants are required to be approved for listing on the American Stock Exchange.

Restriction on Resale of CCA Common Stock and Registration Rights Agreement

CCA has agreed to register the common stock and shares issued upon exercise of the warrants purchased in the private placement as provided in the registration rights agreement, which is discussed more fully below. However, except as provided in the registration rights agreement, the securities sold in the private placement are not being registered under the Securities Act of 1933 or any state securities laws, and may not be offered, sold, pledged or otherwise transferred unless subsequently registered thereunder or an exemption from such registration is available.

Impact of the Issuance on Existing Shareholders

If this proposal is approved, our existing shareholders will hold a smaller share of our outstanding capital stock and will have less influence on our affairs.

Dissenters Rights

Under California law, shareholders are not entitled to dissenters rights with respect to Proposal 2.

Vote Required

The minimum vote which will constitute shareholder approval for Proposal No. 2 shall be the affirmative vote of holders of a majority of the shares of CCA common stock, present in person or represented by proxy at the annual meeting and entitled to vote (assuming that a quorum is present).

**THE COMMON STOCK AND WARRANT PURCHASE AGREEMENT,
THE WARRANTS AND THE REGISTRATION RIGHTS AGREEMENT**

The following summary describes the material provisions of the Common Stock and Warrant Purchase Agreement (referred to in this joint proxy statement/prospectus as the purchase agreement), the warrants and the Registration Rights Agreement in connection with CCA s private placement. This summary may not contain all of the information about these documents that is important to you. The following summary is qualified in its entirety by reference to the complete text of the purchase agreement, the form of warrant and the Registration Rights Agreement, which are attached to this joint proxy statement/prospectus as Annex B, Annex C and Annex D, respectively, and are incorporated by reference into this joint proxy statement/prospectus. We encourage you to read them carefully in their entirety for a more complete understanding of the purchase agreement, the warrants and the Registration Rights Agreement.

The purchase agreement, the form of warrant and the Registration Rights Agreement have been included to provide you with information regarding their terms. They are not intended to provide any other factual information about us. Such information can be found elsewhere in this joint proxy statement/prospectus and in the other public filings CCA makes with the Securities and Exchange Commission, which are available without charge at www.sec.gov.

The purchase agreement, the form of warrant and the Registration Rights Agreement contain representations and warranties CCA and the investors have made to each other. The assertions embodied in those representations and warranties are qualified by information in confidential disclosure schedules that CCA and the investors have exchanged in connection with signing these documents. While we do not believe that these schedules contain information required to be publicly disclosed by CCA or the investors under the applicable securities laws other than information that has already been so disclosed, the disclosure schedules do contain information that modifies, qualifies and creates exceptions to the representations and warranties set forth in the attached purchase agreement, the form of warrant and the Registration Rights Agreement. Accordingly, you should not rely on the representations and warranties as current characterizations of factual information about CCA and the investors, since they were made as of the date of the purchase agreement, the warrants and the Registration Rights Agreement and are modified in important part by the underlying disclosure schedules. These disclosure schedules contain information that has been included in the general prior public disclosures of CCA, as well as additional non-public information. Moreover, information concerning the subject matter of the representations and warranties may have changed since the date of the purchase agreement, the warrants and the Registration Rights Agreement, which subsequent information may or may not be fully reflected in the public disclosures of CCA.

Summary of the Terms of the Agreements

Set forth below are summaries of the provisions of the following agreements:

- the purchase agreement, a copy of which is attached hereto as Annex B;
- the form of warrant issued in connection with the purchase agreement, a copy of which is attached hereto as Annex C; and
- the registration rights agreement, a copy of which is attached hereto as Annex D.

The summary of each of the following is qualified in its entirety by reference to, and should be read in conjunction with, the respective documents.

Purchase Agreement

General. Pursuant to the purchase agreement, subject to shareholder approval, CCA agreed to sell up to an aggregate of 1,500,000 shares of common stock and warrants to purchase up to 300,000 shares of

common stock to investors in a private placement. The per share purchase price of the shares of common stock is $2.00, and the exercise price under the warrants is $3.00 per share.

Representations and Warranties. In the purchase agreement, CCA makes customary representations and warranties to each of the investors relating to, among other matters:

- corporate organization and similar corporate matters;
- corporate authorization to enter into and carry out the obligations under the purchase agreement and related documents, and the enforceability of the purchase agreement and related documents;
- capital structure;
- the absence of any conflict with or violation of corporate charter documents, applicable law or contracts as a result of entering into and carrying out the obligations under the purchase agreement;
- the absence of a need to obtain governmental consents, authorizations or filings in order to complete the merger;
- filings and reports with the SEC and the accuracy of financial statements;
- the absence of a material adverse effect and other changes since the date of the party s last quarterly balance sheet;
- the absence of litigation;
- proper preparation and timely filing of tax returns and timely payment of taxes;
- the absence of transactions with affiliates;
- the adequacy of internal controls;
- the accuracy of the information provided to the other party;
- the arms-length nature of the transaction;
- the absence of any general solicitation;
- the absence of any integrated offerings and that the transaction is exempt from registration under the Securities Act;
- except as specified in the merger agreement, the absence of any broker fees or commissions;
- ownership of intellectual property and the absence of infringement of third party intellectual property rights;
- compliance with environmental laws;
- compliance with applicable law and possession of necessary governmental permits;
- the absence of any violation of material terms of certain contracts by a key employee; and

- the absence of any collective bargaining agreements or other agreements with labor organizations and compliance with labor and employment laws.

Each investor also makes customary representations and warranties to CCA relating to, among other matters:

- the purchase of the shares and warrants entirely for the investor s own account;
- its status as an accredited investor under applicable securities laws;

- acknowledgement of the offering of the common stock and warrants pursuant to exemptions from the registration requirements of United States federal and state securities laws;

- the receipt of and access to information;

- the absence of any government review of the securities;

- acknowledgement that the shares and warrants are restricted securities;

- acknowledgement of the legend to be included on any certificate or document representing the securities;

- authority to enter into and carry out the obligations under the purchase agreement and related documents, and the enforceability of the purchase agreement and related documents;

- the residence of the investor; and

- absence of a short sale positions in CCA common stock.

Covenants. In the purchase agreement, CCA and the investors have agreed to do a number of things, including the following:

- Securities Laws; Disclosure; Press Release: CCA has agreed to file a Form D with respect to the securities with the Securities and Exchange Commission, take such action as is necessary to sell the securities to the investors under applicable securities laws, file a Form 8-K disclosing purchase agreement and the transactions contemplated thereby.

- Reporting Status: CCA has agreed, so long as any investor beneficially owns any of the securities, to use commercially reasonable efforts to timely file all reports required to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, and not voluntarily terminate its status as an issuer required to file reports under the Securities Exchange Act of 1934.

- Reservation of Common Stock: CCA has agreed to reserve out of its authorized and unissued common stock, solely for the purpose of effecting the exercise of the warrants, a sufficient number of shares of common stock to provide for issuance of the shares upon exercise of the warrants.

- Listing of Common Stock: CCA has agreed to use commercially reasonable efforts to maintain the listing of its common stock on the American Stock Exchange and apply for the listing of the shares to be issued, including upon exercise of the warrants.

- Right of First Offer: CCA has agreed to grant a right of first offer to the investors with respect to subsequent sales of securities of CCA.

- Corporate Existence: CCA has agreed that, so long as any investor beneficially owns any of the securities purchase under the purchase agreement, CCA will maintain its corporate existence, except in the event of a merger, consolidation or sale of all or substantially all of CCA s assets, as long as the surviving or successor entity in such transaction assumes CCA s obligations under the Purchase Agreement and related documents.

- Hedging Transactions: Each of the investors has agreed not to enter into any short sales with respect to the common stock of CCA prior to the date on which the investor is entitled to sell the number of shares of common stock as to which the investor proposes to establish a short position, except that an investor may enter into options contracts

with respect to the CCA common stock.

- Election of Director: CCA has agreed that, so long as the investors collectively own not less than 750,000 shares of CCA common stock, the investors collectively may appoint one nominee to CCA s board of directors.

- Use of Proceeds: CCA has agreed to use the proceeds of the sale of the securities to complete the merger and for working capital needs consistent with financial budgets approved from time to time by the CCA s board of directors.

- Removal of Legend: CCA has agreed to cause the legends to be removed from the certificates representing the shares of common stock purchased by the investors if the sale of the common stock is registered under the Securities Act of 1933, the holder provides CCA with a generally acceptable opinion of counsel to the effect that a public sale may be made without registration under the Securities Act of 1933 or that the securities can be sold pursuant to Rule 144, or that the securities can be sold pursuant to Rule 144(k).

- Sale of Securities: Each investor has agreed to sell all of the securities purchased in the private placement pursuant to an effective registration statement, in accordance with the manner of distribution described in such registration statement and to deliver a prospectus in connection with such sale, or in compliance with an exemption from the registration requirements of the Securities Act of 1933.

- Transfer Agent Instructions: CCA has agreed that, at such time as a legend is no longer required on the certificates representing the securities, it will deliver the shares issued under the warrants to the investors without legends. CCA has agreed further to only provide the transfer agent with such instructions as set forth in the purchase agreement. In addition, CCA has agreed to permit the transfer or issue of certificates pursuant to Rule 144 where a generally acceptable opinion of counsel has been provided.

Closing Conditions. The obligations of CCA to issue and sell the shares of CCA common stock and the warrants are subject to fulfillment of the following conditions:

- the investors shall have executed and delivered the purchase agreement and the Registration Rights Agreement;

- the investors shall have wired the purchase price into escrow;

- the representations and warranties of the investors shall be true and correct as of the date when made and as of the closing with the same force and effect as though they had been made on and as of the date of closing (except for representations and warranties that speak as of a specific date), and the investors shall have performed, satisfied and complied in all material respects with the covenants, agreements and conditions required by the purchase agreement to be performed, satisfied or complied with by the applicable investor at or prior to the closing;

- no statute, rule, regulation, executive order, decree, ruling or injunction shall have been enacted, entered, promulgated or endorsed by any court or governmental authority or any self-regulatory organization which restricts or prohibits the consummation of any of the transactions contemplated by the purchase agreement;

- CCA shall have obtained all approvals and consents needed to consummate the transaction contemplated by the purchase agreement;

- the investors shall have delivered a reasonably acceptable officer s certificate as to the accuracy of the investors representations and warranties; and

- the merger shall have been completed.

The obligations of the investors to purchase the shares of CCA common stock and related warrants in the closing are subject to fulfillment of the following conditions:

- CCA shall have executed and delivered the purchase agreement and the Registration Rights Agreement;

- CCA shall have delivered to the escrow account certificates for the common stock being so purchased and warrants being issued in the private placement;

- the representations and warranties of CCA shall be true and correct in all material respects as of the date when made and as of the closing with the same force and effect as though they had been made on and as of the date of closing (except for representations and warranties that speak as of a specific date and without taking into account the effects of the merger), and CCA shall have performed, satisfied and complied in all material respects with the covenants, agreements and conditions required by the purchase agreement to be performed, satisfied or complied with by CCA at or prior to the closing;

- no statute, rule, regulation, executive order, decree, ruling or injunction shall have been enacted, entered, promulgated or endorsed by any court or governmental authority or any self-regulatory organization which restricts or prohibits the consummation of any of the transactions contemplated by the purchase agreement;

- CCA shall have delivered a reasonably satisfactory officer s certificate as to the accuracy of CCA s representations and warranties; and

- the merger shall have been completed.

Warrant Agreements

In connection with the issuance of shares of common stock described in this Proposal 2 and as contemplated by the purchase agreement, CCA will issue warrants to purchase an aggregate of 300,000 shares of common stock at the closing. All of the warrants have an exercise price of $3.00 per share. Each warrant has a term of two years. The exercise price may only be paid in cash.

Registration Rights Agreement

Pursuant to the Registration Rights Agreement, CCA has agreed to file with the Securities and Exchange Commission within 60 days following the closing, a registration statement for the purpose of registering under the Securities Act of 1933 all of the shares of CCA common stock that are sold to the investors, including the shares issuable upon exercise of the warrants, and to use all reasonable efforts to cause the registration statement to be declared effective within 120 days after filing (referred to in this joint proxy statement/prospectus as the effective date deadline) and to remain continuously effective until the earlier of the following:

- the date on which the securities have been resold or otherwise transferred pursuant to the registration statement;

- the date on which the securities are transferred in compliance with Rule 144 under the Securities Act of 1933 or may be sold or transferred pursuant to Rule 144 under the Securities Act of 1933 (or any other similar provisions then in force) without any volume or manner of sale restrictions thereunder; or

- the date on which the securities cease to be outstanding.

If the registration statement is not declared effective on or prior to the effective date deadline, for any reason other than through the fault of the investors, CCA has agreed to pay each investor an amount equal

to 1% of the product of (i) $2.00 and (ii) the number of shares required to be registered and then held by the investor. These payments shall be made on the 30th day following the effective date deadline and on the expiration of each 30 day period thereafter until the registration statement is declared effective.

The CCA board of directors unanimously recommends a vote FOR Proposal No. 2 to approve the issuance and reservation for issuance of shares of CCA common stock and warrants to purchase shares of CCA common stock in the private placement pursuant to the Common Stock and Warrant Purchase Agreement.

CCA PROPOSAL NO. 3
AMENDMENT TO ARTICLES OF INCORPORATION

At the annual meeting of CCA, the shareholders of CCA will be asked to approve the amendment to CCA s Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc. The amendment to CCA s Articles of Incorporation is attached to this joint proxy statement/prospectus as Annex E. The amendment was adopted by CCA s board of directors on August 2, 2005 and will become effective only after approval of the shareholders at the annual meeting.

The CCA board of directors unanimously recommends a vote FOR Proposal No. 3 to approve the amendment to CCA s Articles of Incorporation to change the name of the company from Creative Computer Applications, Inc. to Aspyra, Inc.

CCA PROPOSAL NO. 4
2005 EQUITY INCENTIVE PLAN

At the annual meeting of CCA, the shareholders of CCA will be asked to approve the adoption of the 2005 Equity Incentive Plan, or the 2005 Plan. The 2005 Plan was adopted by CCA s board of directors on August 2, 2005 and will become effective only after approval of the shareholders at the annual meeting.

The CCA board of directors approved the 2005 Plan because it believes that CCA needs additional shares available for issuance as equity-based compensation, particularly if the merger is consummated. As of the record date for the CCA annual meeting, CCA had 290,875 shares available for future issuance under its 1997 Stock Option Plan, or the 1997 Plan. Additionally, the board of directors adopted the 2005 Plan because it allows for various types of equity-based awards that are not provided for under CCA s existing shareholder-approved equity compensation plan. Recent changes in the accounting treatment for stock options are expected to make the use of these additional types of awards more attractive in the future.

Summary of the 2005 Equity Incentive Plan

A copy of the 2005 Plan is attached to this joint proxy statement/prospectus as Annex G. The following description of the 2005 Plan is a summary and is qualified by reference to the complete text of the 2005 Plan.

Background and Purpose of the 2005 Plan. The purpose of the 2005 Plan is to encourage ownership in our company by key personnel whose long-term service is considered essential to our continued progress, thereby linking these employees directly to shareholder interests through increased stock ownership. We currently have one stock option plan from which awards can be made, which we refer to as the 1997 Plan. The 1997 Plan authorizes up to 800,000 shares for issuance pursuant to stock options. The 2005 Plan will provide for added flexibility over the 1997 Plan in light of recent changes in the rules affecting such plans.

As of June 30, 2005, options with respect to 304,000 shares were outstanding under the 1997 Plan at exercise prices ranging from $.72 to $1.76 and 290,875 shares remained available for future grants. The Board has determined that the 1997 Plan will no longer be available for further option grants upon the effective date of the approval of our shareholders of the 2005 Plan.

Eligible Participants. Awards under the 2005 Plan may be granted to any of our employees, directors or consultants or those of our affiliates. As of June 30, 2005, there were approximately 68 full-time employees and 3 non-employee directors who would be eligible to participate. An incentive stock option may be granted under the 2005 Plan only to a person who, at the time of the grant, is an employee of us or a related corporation.

Number of Shares of Common Stock Available Under the 2005 Plan. If approved by the shareholders, a total of 1,000,000 new shares of our common stock will be reserved for issuance under the 2005 Plan. Moreover, upon approval of the 2005 Plan by the shareholders the 1997 Plan will be terminated, and the pool of shares under the 2005 Plan will also include:

- shares of our common stock available for issuance under the 1997 Plan as of the date of approval of the 2005 Plan by the shareholders; and

- shares of our common stock that are issuable upon exercise of options granted pursuant to the 1997 Plan that expire or become unexercisable for any reason without having been exercised in full after approval by the shareholders of the 2005 Plan.

The effect of establishing a pool of this nature is to merge into the 2005 Plan any shares available or which would otherwise in the future become available under the 1997 Plan. The total plan reserve, including the new shares and shares currently reserved under the 1997 Plan, cannot therefore exceed

1,290,875 shares, which represents the number of reserved but unissued shares under the 1997 Plan as of June 30, 2005 plus the new 1,000,000 share reserve. If an award is cancelled, terminates, expires or lapses for any reason without having been fully exercised or vested, or is settled for less than the full number of shares of common stock represented by such award actually being issued, the unvested, cancelled or unissued shares of common stock generally will be returned to the available pool of shares reserved for issuance under the 2005 Plan. Also, if we experience a stock dividend, reorganization or other change in our capital structure, the administrator has discretion to adjust the number of shares available for issuance under the 2005 Plan and any outstanding awards as appropriate to reflect the stock dividend or other change. The share number limitations included in the 2005 Plan will also adjust appropriately upon such event.

The maximum aggregate number of shares that may be issued under the 2005 Plan through the exercise of incentive stock options is 1,290,875.

Administration of the Plan. The 2005 Plan will be administered by the Board or a committee of the Board, which we refer to as the Committee. Our Board has appointed our Compensation Committee as the Committee referred to in the 2005 Plan. In the case of awards intended to qualify as performance-based-compensation within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code, the Committee will consist of two or more outside directors within the meaning of Section 162(m) of the Code. The administrator has the power to determine the terms of the awards, including the exercise price, the number of shares subject to each award, the exercisability of the awards and the form of consideration payable upon exercise. The administrator also has the power to implement an award transfer program, whereby awards may be transferred to a financial institution or other person or entity selected by the administrator, and an exchange program whereby outstanding awards are surrendered or cancelled in exchange for awards of the same type (which may have lower exercise prices and different terms). Except to the extent prohibited by any applicable law, the Committee may delegate to one or more individuals the day-to-day administration of the 2005 Plan.

Award Types

Options. A stock option is the right to purchase shares of our common stock at a fixed exercise price for a fixed period of time. The exercise price of options granted under the 2005 Plan must be at least equal to the fair market value of our common stock on the date of grant. In addition, the exercise price for any incentive stock option granted to any employee owning more than 10% of our common stock may not be less than 110% of the fair market value of our common stock on the date of grant.

Unless the administrator determines to use another method, the fair market value of our common stock on the date of grant will be determined as the closing price for our common stock on the date the option is granted (or if no sales are reported that day, the last preceding day on which a sale occurred), using a reporting source selected by the administrator. As of , 2005, the closing price on the American Stock Exchange for our common stock was $. per share. The administrator determines the acceptable form of consideration for exercising an option, including the method of payment, either through the terms of the option agreement or at the time of exercise of an option.

An option granted under the 2005 Plan generally cannot be exercised until it becomes vested. The administrator establishes the vesting schedule of each option at the time of grant and the option will expire at the times established by the administrator. After termination of the service of one of our employees, directors or consultants, he or she may exercise his or her option for the period of time stated in the option agreement, to the extent the option is vested on the date of termination. If termination is due to death or disability, the option generally will remain exercisable for 12 months following such termination. In all other cases, the option generally will remain exercisable for three months. However, an option may never be exercised later than the expiration of its term. The term of any stock option may not exceed ten years,

except that with respect to any participant who owns 10% or more of the voting power of all classes of our outstanding capital stock, the term for incentive stock options must not exceed five years.

Stock Awards. Stock awards are awards or issuances of shares of our common stock that vest in accordance with terms and conditions established by the administrator. Stock awards include stock units, which are bookkeeping entries representing an amount equivalent to the fair market value of a share of common stock, payable in cash, property or other shares of stock. The administrator may determine the number of shares to be granted and impose whatever conditions to vesting it determines to be appropriate, including performance criteria and level of achievement versus the criteria that the administrator determines. The criteria may be based on financial performance, personal performance evaluations and completion of service by the participant. Unless the administrator determines otherwise, shares that do not vest typically will be subject to forfeiture or to our right of repurchase of the unvested portion of such shares at the original price paid by the participant, which we may exercise upon the voluntary or involuntary termination of the awardee s service with us for any reason, including death or disability.

In the case of stock awards intended to qualify as performance-based compensation within the meaning of Section 162(m) of the Code, the measures established by the administrator must be qualifying performance criteria. Qualifying performance criteria include any of the following performance criteria, individually or in combination:

- cash flow
- earnings (including gross margin, earnings before interest and taxes, earnings before taxes, and net earnings)
- earnings per share
- growth in earnings or earnings per share
- stock price
- return on equity or average shareholders equity
- total shareholder return
- return on capital
- return on assets or net assets
- return on investment
- revenue
- income or net income
- operating income or net operating income
- operating profit or net operating profit
- operating margin
- return on operating revenue

- market share
- contract awards or backlog
- overhead or other expense reduction
- growth in shareholder value relative to the moving average of the S&P 500 Index or a peer group index
- credit rating

- strategic plan development and implementation
- improvement in workforce diversity
- EBITDA
- any other similar criteria

Qualifying performance criteria may be applied either to us as a whole or to a business unit, affiliate or business segment, individually or in any combination. Qualifying performance criteria may be measured either annually or cumulatively over a period of years, and may be measured on an absolute basis or relative to a pre-established target, to previous years results or to a designated comparison group, in each case as specified by the administrator in writing in the award.

Stock Appreciation Rights. A stock appreciation right is the right to receive the appreciation in the fair market value of our common stock in an amount equal to the difference between (a) the fair market value of a share of our common stock on the date of exercise, and (b) the exercise price. This amount will be paid in shares of our common stock with equivalent value. The exercise price must be at least equal to the fair market value of our common stock on the date of grant. Subject to these limitations, the administrator determines the exercise price, term, vesting schedule and other terms and conditions of stock appreciation rights; however, stock appreciation rights terminate under the same rules that apply to stock options.

Cash Awards. Cash awards are awards that confer upon the participant the opportunity to earn future cash payments tied to the level of achievement with respect to one or more performance criteria established by the administrator for a performance period. The administrator will establish the performance criteria and level of achievement versus these criteria, which will determine the target and the minimum and maximum amount payable under a cash award. The criteria may be based on financial performance and/or personal performance evaluations. In the case of cash awards intended to qualify as performance-based compensation within the meaning of Section 162(m) of the Code, the measures established by the administrator must be specified in writing.

Transferability of Awards. Unless the administrator determines otherwise, the 2005 Plan does not allow for the transfer of awards other than by beneficiary designation, will or by the laws of descent or distribution and only the participant may exercise an award during his or her lifetime.

Adjustments upon Merger or Change in Control. The 2005 Plan provides that in the event of a merger with or into another corporation or our change in control, including the sale of all or substantially all of our assets, and certain other events, our Board or the Committee may, in its discretion, provide for the assumption or substitution of, or adjustment to, each outstanding award, accelerate the vesting of options and stock appreciation rights, and terminate any restrictions on stock awards or cash awards or provide for the cancellation of awards in exchange for a cash payment to the participant.

Amendment and Termination of the 2005 Plan. The administrator has the authority to amend, alter or discontinue the 2005 Plan, subject to the approval of the shareholders to the extent required by applicable laws, and no amendment will impair the rights of any award, unless mutually agreed to between the participant and the administrator.

Certain Federal Income Tax Information

The following is a general summary as of this date of the federal income tax consequences to us and to U.S. participants for awards granted under the 2005 Plan. The federal tax laws may change and the federal, state and local tax consequences for any participant will depend upon his or her individual circumstances. Tax consequences for any particular individual may be different.

79

Incentive Stock Options. For federal income tax purposes, the holder of an incentive stock option receives no taxable income at the time of the grant or exercise of the incentive stock option. If such person retains the common stock for a period of at least two years after the option is granted and one year after the option is exercised, any gain upon the subsequent sale of the common stock will be taxed as a long-term capital gain. A participant who disposes of shares acquired by exercise of an incentive stock option prior to the expiration of two years after the option is granted or one year after the option is exercised will realize ordinary income as of the exercise date equal to the difference between the exercise price and fair market value of the share on the exercise date. Any additional gain or loss recognized upon any later disposition of the shares would be capital gain or loss. The difference between the option exercise price and the fair market value of the shares on the exercise date of an incentive stock option is an adjustment in computing the holder s alternative minimum taxable income and may be subject to an alternative minimum tax which is paid if such tax exceeds the regular tax for the year.

Nonstatutory Stock Options. A participant who receives a nonstatutory stock option with an exercise price equal to or greater than the fair market value of the stock on the grant date generally will not realize taxable income on the grant of such option, but will realize ordinary income at the time of exercise of the option equal to the difference between the option exercise price and the fair market value of the shares on the date of exercise. Any additional gain or loss recognized upon any later disposition of shares would be capital gain or loss. Any taxable income recognized in connection with an option exercise by an employee or former employee of the company is subject to tax withholding by us.

Stock Awards. Stock awards will generally be taxed in the same manner as nonstatutory stock options. However, a restricted stock award is subject to a substantial risk of forfeiture within the meaning of Section 83 of the Code to the extent the award will be forfeited in the event that the participant ceases to provide services to us. As a result of this substantial risk of forfeiture, the participant will not recognize ordinary income at the time of grant. Instead, the participant will recognize ordinary income on the dates when the stock is no longer subject to a substantial risk of forfeiture, or when the stock becomes transferable, if earlier. The participant s ordinary income is measured as the difference between the amount paid for the stock, if any, and the fair market value of the stock on the date the stock is no longer subject to forfeiture.

The participant may accelerate his or her recognition of ordinary income, if any, and begin his or her capital gains holding period by timely filing (i.e., within thirty days of the award) an election pursuant to Section 83(b) of the Code. In such event, the ordinary income recognized, if any, is measured as the difference between the amount paid for the stock, if any, and the fair market value of the stock on the date of award, and the capital gain holding period commences on such date. The ordinary income recognized by an employee or former employee will be subject to tax withholding by us. If the stock award consists of stock units, no taxable income is reportable when stock units are granted to a participant or upon vesting. Upon settlement, the participant will recognize ordinary income in an amount equal to the value of the payment received pursuant to the stock units.

Stock Appreciation Rights. No taxable income is reportable when a stock appreciation right with an exercise price equal to or greater than the fair market value of the stock on the date of grant which is exercisable only for stock is granted to a participant or upon vesting. Upon exercise, the participant will recognize ordinary income in an amount equal to the fair market value of any shares received. Any additional gain or loss recognized upon any later disposition of the shares would be capital gain or loss.

Cash Awards. Upon receipt of cash, the recipient will have taxable ordinary income, in the year of receipt, equal to the cash received. Any cash received by an employee or former employee will be subject to tax withholding by us.

Tax Effect for Us. Unless limited by Section 162(m) or Section 280G of the Code, we generally will be entitled to a tax deduction in connection with an award under the 2005 Plan in an amount equal to the

ordinary income realized by a participant at the time the participant recognizes such income (for example, upon the exercise of a nonstatutory stock option).

Section 162(m) Limits. Section 162(m) of the Code places a limit of $1 million on the amount of compensation that we may deduct in any one year with respect to each of our five most highly paid executive officers. Certain performance-based compensation is not subject to the deduction limit. The 2005 Plan is qualified such that awards under the Plan may constitute performance-based compensation not subject to Section 162(m) of the Code. One of the requirements for equity compensation plans is that there must be a limit to the number of shares granted to any one individual under the plan. Accordingly, the 2005 Plan provides that the maximum number of shares for which awards may be made to any employee, in any calendar year, is 200,000, except that in connection with his or her initial service, an awardee may be granted awards covering up to an additional 500,000 shares. The maximum amount payable pursuant to that portion of a cash award granted under the 2005 Plan for any fiscal year to any employee that is intended to satisfy the requirements for performance-based compensation under Section 162(m) of the Code may not exceed 2,000,000.

American Jobs Creation Act of 2004. The American Jobs Creation Act of 2004 contains deferred compensation provisions added as Section 409A of the Code. These provisions make compensation deferred under a nonqualified deferred compensation plan taxable on a current basis (or, if later, when vested), unless certain requirements are met. The Internal Revenue Service has issued initial guidance on the provisions of Section 409A, and further guidance is expected later in 2005. The 2005 Plan provides that it is the intent of the company that all awards granted under the 2005 Plan will not cause an imposition of additional taxes provided by Section 409A of the Code, and that the 2005 Plan should be administered so that such taxes are not imposed.

Section 280G Limits. Section 280G of the Code limits the amount of certain compensation payable upon a change in control of CCA, so-called parachute payments. If stock options or other awards vest upon a change in control, or if other payments contingent upon such a change in control are made, the vesting or payment may in whole or in part result in a nondeductible parachute payment. In addition, the recipient of the parachute payment would be subject to a 20% excise tax that we would be required to withhold in addition to federal income tax.

New Plan Benefits

Except as described in the section entitled CCA Executive Compensation of this joint proxy statement/prospectus, we have no current plans, proposals or arrangements to grant any awards under the 2005 Plan.

Amendment and Termination

The administrator may amend the 2005 Plan at any time or from time to time or may terminate it, but any such amendment shall be subject to the approval of the shareholders in the manner and to the extent required by applicable law, rules or regulations. However, no action by the administrator or the shareholders may alter or impair any option or other type of award under the 2005 Plan, unless mutually agreed otherwise between the holder of the award and the administrator. The 2005 Plan will continue in effect for a term of ten years, unless terminated earlier in accordance with the provisions of the 2005 Plan.

The CCA board of directors unanimously recommends a vote FOR

Proposal No. 4 to approve the 2005 Equity Incentive Plan.

CCA PROPOSAL NO. 5
ELECTION OF DIRECTORS

Nominees

The Bylaws of CCA provide that CCA s board of directors shall consist of not less than three nor more than nine directors, as determined by the CCA s board of directors, each to hold office for a term of one year and until a successor shall be duly elected and qualified. The present number of directors constituting the entire board is six.

At the 2005 annual meeting of CCA s shareholders, unless otherwise instructed, the proxy holders will vote the proxies received by them for the six nominees named below, each of whom is presently a director of CCA or StorCOMM. In the event that any nominee is unable or declines to serve as a director at the time of the annual meeting, the proxies will be voted for any nominee who shall be designated by the present board of directors of CCA to fill the vacancy. The proxy holders intend to vote all proxies received by them in such a manner and in accordance with cumulative voting as will ensure the election of as many of the nominees listed below as possible and, in such event, the specific nominees to be voted for will be determined by the proxy holders. CCA is not aware of any nominee who will be unable or will decline to serve as a director. If all of the nominees for CCA s board of directors are elected but the merger is not completed, Bradford G. Peters and C. Ian Sym-Smith will resign (leaving four CCA directors on the board of directors). The remaining CCA directors will select individuals to fill the resulting vacancies on the CCA board of directors, who will serve until the next annual meeting of CCA s shareholders or until such director s successor has been elected and qualified.

The names of the six nominees and certain information about them are set forth below:

Name of Nominee	Age	Director since
Steven M. Besbeck	57	Director of CCA since 1980
Lawrence S. Schmid	63	Director of CCA since 1991
Robert S. Fogerson, Jr.	51	Director of CCA since 1992
Norman R. Cohen	68	Director of CCA since 2003
Bradford G. Peters	37	Director of StorCOMM since 1999
C. Ian Sym-Smith	75	Director of StorCOMM since 1996

Steven M. Besbeck has served as CCA s president and chief executive officer since August 1983 and a director of CCA since November 1980. Mr. Besbeck also served as CCA s chief financial officer from November 1980 to June 2005. Since September 1990, Mr. Besbeck has served as a director of IRIS International, Inc., a clinical diagnostics company. Mr. Besbeck received a B.S. from the College of Business Administration at California State University of Long Beach.

Lawrence S. Schmid has served as a director of CCA since November 1991. Since November 1990, Mr. Schmid has served as the president and chief executive officer of Strategic Directions International, Inc., a management consulting firm specializing in technology companies. Mr. Schmid received a BSME from General Motors Institute and an M.B.A. from the Graduate School of Management at the University of California Los Angeles.

Robert S. Fogerson, Jr. has served as a director of CCA since May 1992. Since January 1998, Mr. Fogerson has served as the general manager of ViroMED Labcorp., a laboratory providing clinical testing services. Mr. Fogerson had previously served in various capacities at PharmChem Laboratories since 1975. Mr. Fogerson received a B.A. from Stanford University.

Norman R. Cohen has served as a director of CCA since October 2003. Mr. Cohen is a retired attorney. Prior to his retirement in August 2003, Mr. Cohen had been in private practice for more than 40 years, primarily in the areas of corporate and securities law. Mr. Cohen received a B.S. in Economics from

the Wharton School of the University of Pennsylvania and an L.L.B from the Law School of the University of Pennsylvania.

C. Ian Sym-Smith has served as chairman of the board of directors of StorCOMM since April 1997 and as a director of StorCOMM since February 1996. Mr. Sym-Smith has served as a director of several private and public companies. Mr. Sym-Smith received his B.S. in electrical engineering from the College of Technology in Birmingham, England, and his M.B.A. from the Wharton School of Business.

Bradford G. Peters has served as a director of StorCOMM since 1999. Since June 1998, Mr. Peters has served as president of Blackfin Capital, LLC, a New York based, privately held investment management company. Prior to founding Blackfin Capital, LLC, Mr. Peters worked for Morgan Stanley as a vice president in the private wealth management group from 1993 to 1998. Since 1999, Mr. Peters has served as a director of Britesmile, Inc., a developer of teeth whitening technology, where he is a member of the audit committee, and chairman of the compensation committee. Before joining Morgan Stanley, Mr. Peters received his M.B.A. in finance from Duke University in 1993.

The candidates for the CCA board of directors receiving the six highest vote totals will be elected to serve as directors of CCA. The directors of CCA elected at the annual meeting will serve until the earlier of the end of their term, unless they resign or are removed prior to such term, or the completion of the merger.

The CCA board of directors unanimously recommends a vote FOR each of the nominees for CCA s board of directors set forth herein.

CCA PROPOSAL NO. 6

RATIFICATION OF APPOINTMENT OF BDO SEIDMAN, LLP

The audit committee of CCA s board of directors has selected BDO Seidman, LLP, a Independent Registered Public Accounting Firm, to serve as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005. BDO Seidman, LLP has served as CCA s Independent Registered Public Accounting Firm for its last eleven fiscal years. The affirmative vote of holders of a majority of the shares of CCA common stock, present in person or represented by proxy at the annual meeting and entitled to vote (assuming that a quorum is present), is required to approve Proposal No. 6 to ratify the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005.

A representative of BDO Seidman, LLP is expected to be available at the meeting of shareholders to respond to appropriate questions and will be given the opportunity to make a statement if he or she desires to do so.

Audit Fees

The aggregate fees billed for fiscal years 2004 and 2003 for each of the following categories of services are as follows, all of which was attributable to BDO Seidman, LLP:

Fees Billed to CCA	**2004**	**2003**
Audit fees(1)	92,656	73,867
Audit related fees(2)	2,786	3,341
Tax fees(3)		
All other fees(4)		
Total fees	**95,442**	**77,208**

The categories in the above table have the definitions assigned under Item 9 of Schedule 14A promulgated under the Securities Exchange Act of 1934, as shall be in effect for periodic annual filings for fiscal years ending after December 15, 2003, and with respect to CCA s 2004 and 2003 fiscal years, these categories include in particular the following components:

(1) Audit fees includes fees for audit services principally related to the year-end examination and the quarterly reviews of CCA s consolidated financial statements, consultation on matters that arise during a review or audit, and SEC filings.

(2) Audit related fees includes fees which are for services related to the proxy and annual shareholders meeting.

(3) Tax fees includes fees for tax compliance and advice.

(4) All other fees includes fees for training on the requirements of Section 404 of the Sarbanes-Oxley Act of 2002.

An accounting firm other than BDO Seidman, LLP provides the majority of CCA s tax services.

Audit Committee Pre-Approval Policy

The audit committee s policy is to pre-approve all audit and non-audit services, and the related fees, provided to CCA by its Independent Registered Public Accounting Firm, or subsequently approve non-audit services in those circumstances where a subsequent approval is necessary and permissible under the Exchange Act or the rules of the Securities and Exchange Commission. Accordingly, all of the services relating to the fees described in the table above were approved by the audit committee.

All Other Fees

The only other services provided during the fiscal year by BDO Seidman, LLP, which amounted to $2,786, was for other audit related services.

The CCA board of directors unanimously recommends a vote FOR Proposal No. 6 to ratify the appointment of BDO Seidman, LLP as CCA s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2005.

CCA PROPOSAL NO. 7
POSSIBLE ADJOURNMENT OF THE ANNUAL MEETING

If CCA fails to receive a sufficient number of votes to approve any of the proposals presented at the annual meeting, CCA may propose to adjourn the annual meeting, if a quorum is present, for a period of not more than 45 days for the purpose of soliciting additional proxies to approve any proposal that fails to receive a sufficient number of votes. CCA currently does not intend to propose adjournment at the annual meeting if there are sufficient votes to approve the proposals presented at the annual meeting. If approval of the proposal to adjourn the CCA annual meeting for the purpose of soliciting additional proxies is submitted to shareholders for approval, such approval requires the affirmative vote of holders of a majority of the shares of CCA common stock present in person or represented by proxy at the annual meeting and entitled to vote.

The CCA board of directors unanimously recommends that CCA s shareholders vote FOR Proposal No. 7 to adjourn the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the proposals.

STORCOMM PROPOSAL NO. 2
POSSIBLE ADJOURNMENT OF THE SPECIAL MEETING

If StorCOMM fails to receive a sufficient number of votes to approve Proposal No. 1, StorCOMM may propose to adjourn the special meeting, if a quorum is present, for a period of not more than 30 days for the purpose of soliciting additional proxies to approve Proposal No. 1. StorCOMM currently does not intend to propose adjournment at the special meeting if there are sufficient votes to approve Proposal No. 1. If approval of the proposal to adjourn the StorCOMM special meeting for the purpose of soliciting additional proxies is submitted to shareholders for approval, such approval requires the affirmative vote of holders of a majority of the votes of the outstanding shares of StorCOMM common stock present in person or represented by proxy at the special meeting and entitled to vote thereon, that are voted for or against Proposal No. 2.

The StorCOMM board of directors unanimously recommends that StorCOMM s shareholders vote FOR Proposal No. 2 to adjourn the special meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal No. 1.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The following unaudited pro forma condensed combined balance sheet as of June 30, 2005 and the unaudited pro forma condensed combined statements of operations for the year ended December 31, 2004 and the six months ended June 30, 2005 are based on the historical financial statements of CCA and StorCOMM after giving effect to the merger as a purchase of StorCOMM by CCA using the purchase method of accounting, CCA s change in year end, the private placement, the conversion of certain StorCOMM debt to shares of StorCOMM common stock and applying the assumptions and adjustments described in the accompanying notes to the unaudited pro forma condensed combined financial statements. See Note 1 for further discussion.

CCA and StorCOMM have the same fiscal year end of December 31st. However, CCA changed its fiscal year end from August 31st to December 31st on January 10, 2005 and prior to that date CCA and StorCOMM had different fiscal year ends. Accordingly, the unaudited pro forma condensed combined balance sheet combines CCA s historical consolidated balance sheet as of June 30, 2005 with StorCOMM s historical consolidated balance sheet as of June 30, 2005, giving effect to the merger, CCA s change in year end, the private placement, and the conversion of certain StorCOMM debt to shares of StorCOMM common stock as if it had occurred on June 30, 2005. The unaudited pro forma condensed combined statement of operations for the year ended December 31, 2004 combines CCA s historical consolidated statement of operations for the year ended August 31, 2004 with StorCOMM historical consolidated statement of operations for the year ended December 31, 2004. The unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2005 combines CCA s historical consolidated statement of operations for the six months ended June 30, 2005 with StorCOMM s historical consolidated statement of operations for the six months ended June 30, 2005. The unaudited pro forma condensed combined statements of operations give effect to the merger, CCA s change in year end, the private placement, and the conversion of certain StorCOMM debt to shares of StorCOMM common stock as if it had occurred on January 1, 2004.

The merger will be accounted for under the purchase method of accounting in accordance with Statement of Financial Accounting Standards (SFAS) No. 141, *Business Combinations*. Under the purchase method of accounting, the total estimated purchase price, calculated as described in the Notes to these unaudited pro forma condensed combined financial statements, is allocated to the net tangible and intangible assets of StorCOMM acquired in connection with the merger, based on their estimated fair values. Management has made a preliminary allocation of the estimated purchase price to the tangible and intangible assets acquired and liabilities assumed based on various preliminary estimates. A final determination of these estimated fair values, which cannot be made prior to the completion of the merger, will be based on the actual net tangible and intangible assets of StorCOMM that exist as of the date of completion of the merger.

Further, the unaudited pro forma condensed combined financial statements do not include any adjustments for liabilities that may result from integration activities, as management of CCA and StorCOMM are in the process of making these assessments, and estimates of these costs are not currently known. Management anticipates investing approximately $700,000 in new systems for voice and data communications to integrate all of its offices and remote employees together. This also includes new software licenses to expand its accounting, CRM, and sales management systems throughout the combined company. In addition, management intends to invest in new marketing programs to launch the merged company and its products.

These unaudited pro forma condensed combined financial statements have been prepared based on preliminary estimates of fair values. They do not include liabilities that may result from integration activities, which are not presently estimable as discussed above. Amounts preliminarily allocated to intangible assets with definite lives may change significantly, which could result in a material change in

amortization of intangible assets. Therefore, the actual amounts recorded as of the completion of the merger may differ materially from the information presented in these unaudited pro forma condensed combined consolidated financial statements. The impact of ongoing integration activities, the timing of completion of the merger and other changes in StorCOMM s net tangible and intangible assets that occur prior to completion of the merger could cause material differences in the information presented.

The unaudited pro forma condensed combined financial statements have been prepared by the management of CCA and StorCOMM for illustrative purposes only and are not necessarily indicative of the condensed consolidated financial position or results of operations in future periods or the results that actually would have been realized had CCA and StorCOMM been a combined company during the specified periods. The pro forma adjustments are based on the preliminary information available at the time of the preparation of this document. The unaudited pro forma condensed combined financial statements, including the notes thereto, are qualified in their entirety by reference to, and should be read in conjunction with, CCA s historical consolidated financial statements included in its Annual Report on Form 10-KSB, as amended, for its year ended August 31, 2004 and in its Form 10-QSB for the period ended June 30, 2005, both of which are incorporated herein by reference, and StorCOMM s historical consolidated financial statements for the year ended December 31, 2004 and for the six months ended June 30, 2005, included elsewhere in this joint proxy statement/ prospectus.

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET OF CCA AND STORCOMM

As of June 30, 2005

	CCA 6/30/05	StorCOMM 6/30/05	Adjustments relating to Merger	Proceeds and Adjustments for Private Placement	Pro Forma
Cash and cash equivalents	$ 1,354,505	$ 381,923	(875,000)(f)	2,820,000 (q)	$ 3,681,428
Receivables, net	710,560	596,204			1,306,764
Inventory	104,101	29,965			134,066
Prepaid expenses and other assets	314,806	15,608			330,414
Deferred tax asset	539,420		(539,420)(h)		0
Total current assets	3,023,392	1,023,700			5,452,672
Property and equipment, net	447,503	39,310			486,813
Inventory of component parts	209,135				209,135
Capitalized software costs, net	1,693,358	761,013			2,454,371
Deposits		83,622			83,622
Deferred merger costs	199,790		(199,790)(g)		0
Deferred tax asset	254,457		(254,457)(h)		0
Goodwill			8,327,912 (a)		8,327,912
Intangible assets			2,823,422 (a)		2,823,422
Total assets	$ 5,827,635	$ 1,907,645			$ 19,837,947
Accounts payable	309,419	343,782			653,201
Accrued liabilities:					
Vacation pay	247,371				247,371
Accrued payroll	104,491				104,491
Other	183,748	398,547			582,295
Accrued compensation and related benefits		325,041	253,839 (j)		578,880
Accrued interest		1,787,585	(1,787,585)(b)		0
Deferred service contract income	838,747				838,747
Deferred revenue on system sales	369,896	1,665,326	(779,752)(i)		1,255,470
Notes payable	200,000	649,754	(349,754)(c)		500,000
Notes payable (related parties)		2,256,116	(2,256,116)(c)		0
Convertible notes payable		850,594	(850,594)(c)		0
Convertible notes payable (related parties)		9,368,085	(9,368,085)(c)		0
Total current liabilities	2,253,672	17,644,830			4,760,455
Notes payable long term			349,754 (c)		349,754
Convertible Series D Preferred Stock(1)		5,644,564	(5,644,564)(d)		0
Total shareholders equity (deficit)	3,573,963	(21,381,749)	29,715,524 (e)	2,820,000 (q)	14,727,738
Total liabilities and shareholder s equity	$ 5,827,635	$ 1,907,645			$ 19,837,947

(1) All of the outstanding shares of convertible Series D Preferred Stock were converted into 36,548,890 shares of common stock of StorCOMM on September 27, 2005.

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS OF CCA AND STORCOMM

For the Year Ended December 31, 2004

	CCA Year Ended 8/31/04	Adjustments Relating to Change in F/Y	CCA Year Ended 12/31/04	StorCOMM Year Ended 12/31/04	Pro Forma Adjustments Relating to Merger	Pro Forma
NET SYSTEMS SALES AND SERVICE REVENUE:						
System sales	$ 3,295,708	(541,019)(r) 844,069 (s)	$ 3,598,758	$ 5,426,828	(561,053)(m)	$ 8,464,533
Service revenue	4,360,264	(1,457,182)(r) 1,547,173 (s)	4,450,255	1,938,102		6,388,357
	7,655,972		8,049,013	7,364,930		14,852,890
COSTS OF PRODUCTS AND SERVICES SOLD:						
System sales	1,913,745	(607,784)(r) 610,294 (s)	1,916,255			1,916,255
Service revenue	1,592,801	(540,751)(r) 542,151 (s)	1,594,201			1,594,201
Cost of revenue equipment				1,725,662		1,725,662
Cost of revenue support, training				1,767,533		1,767,533
Cost of revenue amort of cap software				222,735	(3,712)(k)	219,023
Total costs of products and services sold	3,506,546		3,510,456	3,715,930		7,222,674
Gross profit	4,149,426		4,538,557	3,649,000		