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CYTATION CORP
Form PRER14C
April 07, 2006

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

SCHEDULE 14C INFORMATION STATEMENT

(Rule 14c-101)

Information Statement Pursuant to Section 14(c) of the Securities Exchange Act
of 1934

Check the appropriate box:

- Preliminary Information Statement
 Confidential, for Use of the Commission only (as permitted by
Rule 14c-5(d)(2))
 Definitive Information Statement

CYTATION CORP.

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

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- (1) Title of each class of securities to which transaction applies:
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- (1) Amount Previously Paid:
(2) Form, Schedule or Registration Statement No.:
(3) Filing Party:
(4) Date Filed:

PRELIMINARY AMENDED INFORMATION STATEMENT

DATED: APRIL 6, 2006

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CYTATION CORP.
4902 EISENHOWER BLVD., SUITE 185
TAMPA, FL 33634
(813) 885-5998

INFORMATION STATEMENT

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

This Information Statement is furnished by the Board of Directors of Cytation Corp. (the "Company") to provide notice of a special meeting of stockholders of the Company which will be held on May 15, 2006 at 2:00 p.m. at 4902 Eisenhower Blvd., Suite 185 for the purpose of electing directors, amending the Company's Certificate of Incorporation, increasing the Company's authorized common and preferred stock, changing the name of the Company, and changing the domicile of the Company. This special meeting of the stockholders of the Company is not in lieu of the Company's annual meeting.

The record date for determining stockholders entitled to receive this Information Statement has been established as the close of business on April 6, 2006 (the "Record Date"). This Information Statement will be first mailed on or about April 17, 2006 to stockholders of record at the close of business on the Record Date.

ONLY THE COMPANY'S SHAREHOLDERS OF RECORD AT THE CLOSE OF BUSINESS ON THE RECORD DATE ARE ENTITLED TO NOTICE OF THE PROPOSALS. PRINCIPAL SHAREHOLDERS WHO, AS OF THE RECORD DATE, WILL COLLECTIVELY HOLD IN EXCESS OF 50% OF THE COMPANY'S ISSUED AND OUTSTANDING SHARES ENTITLED TO VOTE ON THE PROPOSALS HAVE INDICATED THAT THEY WILL VOTE IN FAVOR OF THE PROPOSALS. AS A RESULT, THE PROPOSALS SHOULD BE APPROVED WITHOUT THE AFFIRMATIVE VOTE OF ANY OTHER SHAREHOLDERS OF THE COMPANY.

This is a second amendment to the Preliminary Schedule 14C filed with the SEC on February 3, 2006 and amended on February 14, 2006. All changes to the first amendment to the Preliminary Schedule 14C are indicated with and , just as in this paragraph.

BY ORDER OF THE BOARD OF DIRECTORS

/S/CHARLES G. MASTERS

CHARLES G. MASTERS
PRESIDENT, CHIEF EXECUTIVE OFFICER AND DIRECTOR
TAMPA, FLORIDA

APRIL 6, 2006

PRELIMINARY AMENDED INFORMATION STATEMENT

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INFORMATION STATEMENT

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This Information Statement contains information related to certain corporate actions of Cytation Corporation, a Delaware corporation (the "Company"), and is expected to be mailed to shareholders on or about April 17, 2006. Unless otherwise indicated or the context otherwise requires, all references below in this Information Statement to "we," "us" and the "Company" are to Cytation Corporation, a Delaware corporation, together with its wholly-owned subsidiaries, Deer Valley Acquisitions Corp., a Florida corporation, and Deer Valley Homebuilders, Inc., an Alabama corporation. Specific discussions or comments relating to Cytation Corporation will reference the "Company," those relating to Deer Valley Acquisitions Corp. will reference "DVA", and those relating to Deer Valley Homebuilders, Inc. will be referred to as "Deer Valley."

ABOUT THE INFORMATION STATEMENT

WHAT IS THE PURPOSE OF THE INFORMATION STATEMENT?

This Information Statement is being provided pursuant to Section 14 of the Securities Exchange Act of 1934 to notify the Company's shareholders, as of the close of business on the Record Date, of corporate action expected to be taken at the Company's special meeting of shareholders following the acquisition described in the Summary Term Sheet below. The acquisition of Deer Valley Homebuilders, Inc. was completed on January 18, 2006. In connection with this transaction, it is proposed that we amend our Certificate of Incorporation to authorize more shares of common and preferred stock. This requires the approval of both the holders of a majority of the issued and outstanding shares of the Company's common stock and our Board of Directors.

SUMMARY OF TERMS

ACQUIRER: Deer Valley Acquisitions, Corp., a Florida corporation and a wholly-owned subsidiary of Cytation Corporation, a Delaware corporation.

ACQUIRED COMPANY: Deer Valley Homebuilders, Inc., an Alabama corporation.

FORM OF ACQUISITION: Acquisition of 100% of the issued and outstanding capital stock of Deer Valley Homebuilders, Inc.

PURCHASE PRICE: \$6,000,000 cash paid at closing. Up to an additional \$6,000,000 may be paid to the former shareholders of Deer Valley Homebuilders, Inc. pursuant to an earn-out agreement (the "Deferred Purchase Price"). The Deferred Purchase Price is paid over a five year term and is based upon the financial performance of Deer Valley Homebuilders, Inc.

FINANCING: Of the \$6,000,000 cash paid at closing, \$1,500,000

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originated from a promissory note payable by Cytation Corporation. The remainder of the purchase price originated from a private placement of Cytation securities, pursuant to Rule 506 promulgated under Section 4(2) the Securities Act of 1933, as amended.

MANAGEMENT: Pursuant to long-term Employment Agreements, the existing management of Deer Valley Homebuilders, Inc. will continue to manage the day to day operations of Deer Valley Homebuilders, Inc.

PURCHASE AGREEMENT: The Purchase Agreement provides for standard representations and warranties as to the condition of Deer Valley Homebuilders, Inc.

DESCRIPTION OF BUSINESS: Deer Valley Homebuilders, Inc. was founded in January, 2004 and is a manufacturer of factory-built homes for the southeastern and south central housing markets in the United States. As of the date of the closing, Deer Valley manufactured all of its factory-built homes from a single manufacturing facility located in Guin, Alabama. As of the date of the closing, Deer Valley was selling manufactured homes in 14 states through its network of independent dealers and retail centers.

LOCATION: Deer Valley has its business offices located at 205 Carriage Street, P.O. Box 310, Guin, Alabama 33563.

ADDITIONAL INFORMATION: For more complete information, see below, "DESCRIPTION OF BUSINESS" and "CHANGE IN CONTROL AND ACQUISITION" in this Information Statement.

WHEN WILL THE SPECIAL MEETING OCCUR AND WHAT BUSINESS WILL BE CONDUCTED AT THE MEETING?

Shareholders holding in excess of fifty percent (50%) of the Company's outstanding capital stock are expected to act upon certain corporate matters outlined in this Information Statement, which action is expected to take place at the meeting on May 15, 2006.

Notice is hereby given that the Special Meeting of Stockholders (the "Meeting") of Cytation Corporation, a Delaware corporation, will be held at the Company's offices, located at 4902 Eisenhower Blvd., Suite 185, Tampa, Florida 33634, on May 15, 2006 at 2:00 p.m., Eastern Daylight Savings Time, for the following purposes:

1. To elect each of Hans Beyer, John Giordano, and Dale Phillips as directors to serve until the next annual meeting of the shareholders in the years in which their terms expire and until their successors are elected and qualified, or until their earlier resignation, removal from office, or death;

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2. To approve an amendment to the Company's Certificate of Incorporation to increase the authorized preferred stock, par value \$.01 per share, of the Company from 1,400,000 shares to 10,000,000 shares;
3. To approve an amendment to the Company's Certificate of Incorporation to increase the authorized common stock, par value \$.001 per share, of the Company from 2,000,000 shares to 100,000,000 shares;
4. To approve an amendment to the Company's Certificate of Incorporation to change the name of the Company to Deer Valley Corporation.;
5. To approve a merger with a Florida corporation, solely for purposes of establishing the Company's domicile in Florida; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

WHO IS ENTITLED TO NOTICE?

Each holder of an outstanding share of common or preferred stock of record on the close of business on the Record Date will be entitled to notice of each matter to be voted upon.

WHAT CORPORATE MATTERS WILL THE PRINCIPAL SHAREHOLDERS VOTE FOR AND HOW WILL THEY VOTE?

Shareholders holding a majority of the outstanding capital stock have indicated that they will vote for the following matters:

FOR the election of each of Hans Beyer, John Giordano, and Dale Phillips to serve as directors of Cytation Corporation until the next annual meeting of shareholders in the years in which their terms expire and until their successors are duly elected and qualified, or until their earlier resignation, removal from office, or death;

FOR amending the Company's Certificate of Incorporation to increase the authorized preferred stock, par value \$.01 per share, of the Company from 1,400,000 shares to 10,000,000 shares;

FOR amending the Company's Certificate of Incorporation to increase the authorized common stock, par value \$.001 per share, of the Company from 2,000,000 shares to 100,000,000 shares of common stock;

FOR amending the Certificate of Incorporation to change the name of the Company to Deer Valley Corporation; and

FOR approving a merger with a Florida corporation, solely for purposes of establishing the Company's domicile in Florida.

WHAT VOTE IS REQUIRED TO APPROVE THE PROPOSAL?

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ELECTION OF HANS BEYER, JOHN GIORDANO, AND DALE PHILLIPS. The election of Messrs. Beyer, Giordano, and Phillips will require the affirmative vote of a majority of the shares of capital stock outstanding on the Record Date.

Directors are required to be elected by a majority of the votes cast.

Shareholders holding in excess of fifty percent of the shares have indicated that they will vote for the election of Messrs. Beyer, Giordano, and Phillips as directors.

AMENDING THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED PREFERRED STOCK. For approval of the increase in preferred stock, the affirmative vote of a majority of the shares of capital stock outstanding on the Record Date will be required for approval.

In addition, the holders of at least fifty percent of our issued Series A Preferred Stock, as a class, must consent to the increase. Shareholders holding in excess of fifty percent of the shares have indicated that they will vote for approval of the increase, and holders of at least fifty percent of our issued and outstanding Series A Preferred Stock have indicated that they will consent to the increase.

AMENDING THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED COMMON STOCK. For approval of an amendment to the Company's Certificate of Incorporation to increase the authorized shares of the Company's common stock from 2,000,000 shares to 100,000,000 shares, the affirmative vote of a majority of the shares of capital stock outstanding on the Record Date will be required for approval. Shareholders holding in excess of fifty percent of the shares have indicated that they will vote for the amendment.

CHANGING THE NAME OF THE COMPANY. For approval of an amendment to the Company's Certificate of Incorporation to change the name of the Company to Deer Valley Corporation, the affirmative vote of a majority of the shares of capital stock outstanding on the Record Date will be required for approval.

Shareholders holding in excess of fifty percent of the shares have indicated that they will vote for the amendment.

CHANGING THE DOMICILE OF THE COMPANY.

For approval of a merger with a Florida corporation named Deer Valley Corporation, solely for the purposes of establishing the Company's domicile in Florida, the affirmative vote of a majority of the shares of capital stock outstanding on the Record Date will be required for approval. In addition, the holders of at least fifty percent of our issued Series A Preferred Stock, as a class, must consent to the merger. Shareholders holding in excess of fifty percent of the shares have indicated that they will vote for approval of the merger, and holders of at least fifty percent of our issued and outstanding Series A Preferred Stock have indicated that they will consent to the merger.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

There are currently six seats on the Board of Directors, four of which are

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currently vacant. The Board is currently divided into three classes of directors, each class serving staggered three-year terms. Directors hold their positions until the annual meeting of the shareholders in the year in which their term expires and until their respective successors are elected and qualified or until their earlier resignation, removal from office, or death.

Three directors are to be elected to serve until the next annual meeting of the shareholders in the year in which their term expires and until their successors are elected and qualified.

The Board of Directors has nominated Hans Beyer, John Giordano, and Dale Phillips to serve as directors (the "Nominees"). Mr. Christopher Portner is currently serving as a director and will resign promptly at the special meeting. Messrs. Beyer and Phillips currently have no role with the Company. Mr. Giordano is a shareholder in Bush Ross, P.A., which serves as legal counsel to the Company in corporate and securities matters. The Board of Directors has no reason to believe that any Nominee will be unable to serve or decline to serve as a director. Any vacancy occurring between shareholders' meetings, including vacancies resulting from an increase in the number of directors, may be filled by the Board of Directors. A director elected to fill a vacancy shall hold office until the next annual shareholders' meeting in the year in which the term expires.

PROPOSAL NO. 2

AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO INCREASE AUTHORIZED PREFERRED STOCK

The Company's directors propose an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of preferred stock, par value \$.01 per share, from 1,400,000 to 10,000,000 shares of preferred stock, par value \$.01 per share.

PURPOSE OF INCREASING THE COMPANY'S AUTHORIZED SHARES OF PREFERRED STOCK GENERAL CORPORATE PURPOSE

The Company's directors believe that it is desirable to have additional shares of preferred stock available for other possible future financing, possible future acquisition transactions, stock dividends, stock splits, and other general corporate purposes. The Company's directors believe that having such additional authorized shares of preferred stock available for issuance in the future should give the Company greater flexibility and may allow such shares to be issued without the expense and delay of a special shareholders' meeting. Although such issuance of additional shares with respect to future financing and acquisitions would dilute existing shareholders, management believes that such transactions would increase the value of the Company to its shareholders.

The Company has plans to issue additional preferred stock in the future to institutional or accredited investors in an offering exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(2) of that Act for transactions not involving a public offering and Rule 506 promulgated by the United States Securities and Exchange Commission under the Securities Act of 1933, as amended. A vote to increase the authorized preferred stock will facilitate the Company's ability to issue additional capital stock. Such future issuances will likely dilute current shareholders' ownership interests in the Company.

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AMENDMENT TO CERTIFICATE OF INCORPORATION

The amendment to the Company's Certificate of Incorporation provides for the authorization of 8,600,000 additional shares of the Company's preferred stock.

The amendment to the Company's Certificate of Incorporation shall be filed with the Delaware Secretary of State so that Article Fourth of the Certificate of Incorporation shall be changed as follows. The first sentence of Article Fourth shall be deleted in its entirety and substituted with the following:

"FOURTH: The total number of shares of stock that the Corporation shall have

authority to issue shall be 110,000,000 shares, consisting of (i) 100,000,000 shares of Common Stock, \$.001 par value per share ("Common Stock"), and (ii) 10,000,000 shares of Preferred Stock, \$.01 par value per share ("Preferred Stock")."

ADVANTAGES AND DISADVANTAGES OF INCREASING AUTHORIZED SHARES

There are certain advantages and disadvantages of voting for an increase in the Company's authorized preferred stock. The advantages include:

- The ability to raise capital by issuing capital stock under the transactions described above or other financing transactions.
- To have shares of preferred stock available to pursue business expansion opportunities, if any.

The disadvantages include:

- Dilution to the existing shareholders, including a decrease in our net income per share in future periods. This could cause the market price of our stock to decline.
- The issuance of authorized but unissued stock could be used to deter a potential takeover of the Company which might otherwise be beneficial to shareholders by diluting the shares held by a potential suitor or issuing shares to a shareholder who will vote in accordance with the desires of the Company's Board of Directors at that time. A takeover may be beneficial to independent shareholders because, among other reasons, a potential suitor may offer such shareholders a premium for their shares of stock compared to the then-existing market price. The Company does not have any plans or proposals to adopt provisions or enter into agreements which may have material anti-takeover consequences.

NOTICE OF INTEREST OF SENIOR MANAGEMENT OF DEER VALLEY

If Deer Valley remains profitable, certain members of the senior management of Deer Valley will receive substantial additional payments from the acquisition of Deer Valley. Increasing the number of authorized shares of the Company's preferred stock will facilitate this transaction. For more information, please see "Certain Relationships And Related Transactions," "Change in Control," and "Off-Balance Sheet Arrangements" below.

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PROPOSAL NO. 3

AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO INCREASE AUTHORIZED COMMON STOCK

The Company's directors propose an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of common stock, par value \$.001 per share, from 2,000,000 to 100,000,000 shares of common stock, par value \$.001 per share.

PURPOSE OF INCREASING THE COMPANY'S AUTHORIZED SHARES OF COMMON STOCK

CONVERSION OR EXERCISE OF DERIVATIVE SECURITIES

The Company's directors believe that it is desirable to have additional shares of common stock available in order to facilitate the conversion or exercise of derivative securities which are convertible to common stock, such as the Company's convertible preferred stock.

The Company does not currently have sufficient common stock to satisfy the conversion provisions of its outstanding convertible securities. The Company does not currently have any plans to issue common stock, other than in exchange for its convertible securities.

GENERAL CORPORATE PURPOSE

The Company's directors believe that it is desirable to have additional shares of common stock available for other possible future financing, possible future acquisition transactions, stock dividends, stock splits, and other general corporate purposes. The Company's directors believe that having such additional authorized shares of common stock available for issuance in the future should give the Company greater flexibility and may allow such shares to be issued without the expense and delay of a special shareholders' meeting.

Although such issuance of additional shares with respect to future financing and acquisitions would dilute existing shareholders, management believes that such transactions would increase the value of the Company to its shareholders.

AMENDMENT TO CERTIFICATE OF INCORPORATION

The amendment to the Company's Certificate of Incorporation provides for the authorization of 98,000,000 additional shares of the Company's common stock.

The amendment to the Company's Certificate of Incorporation shall be filed with the Delaware Secretary of State so that Article Fourth of the Certificate of Incorporation shall be changed as follows. The first sentence of Article Fourth shall be deleted in its entirety and substituted with the following:

"FOURTH: The total number of shares of stock that the Corporation shall have

authority to issue shall be 110,000,000 shares, consisting of (i) 100,000,000 shares of Common Stock, \$.001 par value per share ("Common Stock"), and (ii) 10,000,000 shares of Preferred Stock, \$.01 par value per share ("Preferred Stock")."

ADVANTAGES AND DISADVANTAGES OF INCREASING AUTHORIZED SHARES

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There are certain advantages and disadvantages of voting for an increase in the Company's authorized common stock. The advantages include:

- The ability to raise capital by issuing capital stock under the transaction described above or other financing transactions.
- To have shares of common stock available to pursue business expansion opportunities, if any.

The disadvantages include:

- Dilution to the existing shareholders, including a decrease in our net income per share in future periods. This could cause the market price of our stock to decline.
- The issuance of authorized but unissued stock could be used to deter a potential takeover of the Company which might otherwise be beneficial to shareholders by diluting the shares held by a potential suitor or issuing shares to a shareholder who will vote in accordance with the desires of the Company's Board of Directors at that time. A takeover may be beneficial to independent shareholders because, among other reasons, a potential suitor may offer such shareholders a premium for their shares of stock compared to the then-existing market price. The Company does not have any plans or proposals to adopt provisions or enter into agreements which may have material anti-takeover consequences.

NOTICE OF INTEREST OF SENIOR MANAGEMENT OF DEER VALLEY

If Deer Valley remains profitable, certain members of the senior management of Deer Valley will receive substantial additional payments from the acquisition of Deer Valley. Increasing the number of authorized shares of the Company's common stock will facilitate this transaction. For more information, please see "Certain Relationships And Related Transactions," "Change in Control," and "Off-Balance Sheet Arrangements" below.

PROPOSAL NO. 4

AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO CHANGE THE NAME OF THE COMPANY

The Company's directors propose an amendment to the Company's Certificate of Incorporation to change the name of the Company to Deer Valley Corporation.

GENERAL

The Board of Directors approved a proposal to amend the Company's Certificate of Incorporation to change the Company's Name to Deer Valley Corporation.

The Board further decreed that the proposal be submitted to the shareholders.

If Proposal No. 4 is approved, the Company's corporate name will be Deer Valley Corporation.

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PURPOSE OF CHANGING THE COMPANY'S NAME

The Board of Directors has proposed the amendment to change the Company's corporate name because it believes the new name is more synonymous with the Company's current operations.

AMENDMENT OF CERTIFICATE OF INCORPORATION

The amendment to the Certificate of Incorporation must be approved by a majority of the votes cast at the special meeting of the shareholders.

The amendment to the Company's Certificate of Incorporation shall be filed with the Delaware Secretary of State so that Article First of the Certificate of Incorporation shall be changed as follows. The first sentence of Article First shall be deleted in its entirety and substituted with the following:

"FIRST: The name of the corporation (the "Corporation") is: DEER VALLEY

CORPORATION."

PROPOSAL NO. 5

MERGER WITH FLORIDA CORPORATION SOLELY FOR THE PURPOSE OF CHANGING THE DOMICILE OF THE COMPANY

The Company's directors propose a merger with a Florida corporation solely for the purpose of changing the domicile of the Company.

GENERAL

The Board of Directors approved a proposal to merge with a Florida corporation. The Board further decreed that the proposal be submitted to the shareholders.

If Proposal No. 5 is approved, the Company shall be merged with and into a Florida corporation in accordance with the applicable laws of the States of Delaware and Florida. The name of the Florida corporation will be "Deer Valley Corporation." The separate existence of the Company shall cease, the Florida corporation shall be the surviving entity, and the Florida corporation shall be governed by the laws of the State of Florida.

The Articles of Incorporation of the new Florida corporation will be substantially similar to the current Delaware Certificate of Incorporation and will include the amendments proposed to our Delaware Certificate of Incorporation in this Information Statement.

See Exhibit 99.6 for the Articles of Incorporation the Board of Directors proposes for the Florida corporation.

Except for the name of the corporation and the reference to "Articles of Incorporation" rather than to a "Certificate of Incorporation," the Bylaws of the new Florida corporation will be identical to the Company's current Bylaws. The Company's directors and officers elected and appointed at or pursuant to the special meeting announced by this Information Statement, as well as current director, Charles G. Masters, shall be the directors and officers of the surviving Florida corporation.

Upon the effective date of the merger, by virtue of the merger and without

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any action on the part of any holder thereof, each share of the Company's Common Stock outstanding immediately prior thereto shall be changed and converted into one fully paid and nonassessable share of the common stock of the surviving Florida corporation, with the same rights and privileges thereto appertaining.

Likewise, each share of the Company's Preferred Stock outstanding immediately prior thereto shall be changed and converted into one fully paid and nonassessable share of the preferred stock of the surviving Florida corporation, with the same rights and privileges thereto appertaining. The Company's options and warrants shall also shall be changed and converted into options and warrants of the surviving Florida corporation, with the same rights and privileges thereto appertaining.

On the effective date of the merger, the surviving Florida corporation, without further act, deed, or other transfer, shall retain or succeed to, as the case may be, and possess and be vested with all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of the Company; all property of every description and every interest therein, and all debts and other obligations of or belonging to or due to the Company on whatever account shall thereafter be taken and deemed to be held by or transferred to, as the case may be, or invested in the surviving Florida corporation without further act or deed; title to any real estate, or any interest therein vested in the Company, shall not revert or in any way be impaired by reason of the merger; and all of the rights of creditors of the Company shall be preserved unimpaired, and all liens upon the property of the Company shall be preserved unimpaired, and all debts, liabilities, obligations, and duties of the respective corporations shall thenceforth remain with or be attached to, as the case may be, the surviving Florida corporation and may be enforced against the Company to the same extent as if all of said debts, liabilities, obligations, and duties had been incurred or contracted by the Company.

PURPOSE OF MERGER WITH FLORIDA CORPORATION

The Board of Directors has proposed the merger solely for the purpose of changing the domicile of the Company. The Board of Directors deem it advisable and to the advantage of the shareholders that the Company be merged with and into a Florida corporation for the purpose of changing the jurisdiction of incorporation of the Company from the State of Delaware to the State of Florida.

INFORMATION DISCLOSED AS PART OF THIS INFORMATION STATEMENT

MANAGEMENT

OFFICERS AND DIRECTORS

As of March 1, 2006, the directors and executive officers of Cytation Corporation, Inc., their ages, positions, the dates of initial election or appointment as directors or executive officers, and the expiration of their terms are as set forth in the following table. Please note that Joel Logan, Charles Murphree, and John Lawler are not directors or executive officers of Cytation Corporation but are included in this table pursuant to Rule 3b-7 because they are executive officers and/or directors of the Company's subsidiary who perform policy-making functions.

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NAME OF DIRECTOR/EXECUTIVE OFFICER	AGE	POSITION	PERIOD SERVED
Charles G. Masters	66	President, Chief Executive Officer, and Class II Director	January 18, 2006 to Present; term as Class II Director expires in 2007
Christopher Portner	39	Class I Director	July 2001 to Present; term as Class I Director expires in 2006
Joel Stephen Logan, II	37	Member of the Board of Directors of Deer Valley Homebuilders, Inc., President and General Manager of Deer Valley Homebuilders, Inc.	January 2004 to Present; term as Director expires in 2006
Charles L. Murphree, Jr.	44	Member of the Board of Directors of Deer Valley Homebuilders, Inc., Vice President and Regional Sales Director of Deer Valley Homebuilders, Inc.	April 2004 to Present; term as Director expires in 2006
John Steven Lawler	37	Member of the Board of Directors of Deer Valley Homebuilders, Inc., Director of Finance, Deer Valley Homebuilders, Inc.	January 2004 to Present; term as Director expires in 2006
Hans Beyer	40	Proposed Class II Director	Nominee; term would expire in 2007
John Giordano	48	Proposed Class III Director	Nominee; term would expire in 2008
Dale Phillips	58	Proposed Class I Director	Nominee; term would expire in 2009

DUTIES, RESPONSIBILITIES AND EXPERIENCE

CHARLES G. MASTERS, Chief Executive Officer, President and Director of Cytation Corporation. Mr. Masters was the founder of Deer Valley Acquisitions Corporation and, since its inception in July 2005, has served as its Chief Executive Officer. In March 1998, Mr. Masters founded and has since served as CEO and CFO of Bumgarner Enterprises, Inc., an oil and gas development and a business consulting firm. Since 2001, Mr. Masters has also served as Director, CEO and CFO of Ranger Industries, Inc., a public company, which is the sole shareholder of Bumgarner Enterprises. Mr. Masters has founded and served as the CEO and CFO of several private companies involved in the development of military electronic communications and test equipment, pioneering the introduction of microprocessors into point of sale equipment, medical equipment, artificial intelligence devices, and the development of laser scanners. Mr. Masters received a B.S.E.E. (1961) from Duke University, a M.S.E.E. (1964) from the University of Pittsburgh and a M.S.M.S. (1966) from Johns Hopkins University.

CHRISTOPHER PORTNER, Director of Cytation Corporation. Since March 1998, Mr. Portner has been a certified financial planner and a general securities principal with PSA Equities and a portfolio manager with PSA Capital Management

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of Lutherville, Maryland. From 1995 through February 1998, Mr. Portner was a financial consultant with Peremel & Company of Baltimore, Maryland. Mr. Portner is a graduate of the College of Financial Planning's professional education program, holds a Bachelor of Science degree in both Business and English from Towson State University.

Mr. Portner plans to resign as director at a special meeting to be held in the second quarter of 2006.

JOEL STEPHEN LOGAN, II, Director, President, and General Manager of Deer Valley Homebuilders, Inc. Mr. Logan has extensive experience in the manufactured home industry. Since 2004, Mr. Logan has served as General Manager and President for Deer Valley Homebuilders, Inc. From 1996 until 2003, Mr. Logan worked as President of Pinnacle Homes of Alabama, a manufactured housing company. Mr. Logan is a graduate of Mississippi State University, from which he holds a degree in Business Administration.

Mr. Logan is included here as an executive officer because he is an executive officer of the Company's subsidiary who performs a policy-making function, as determined by Rule 3b-7.

CHARLES L. MURPHREE, JR., Director, Vice President, and Regional Sales Director of Deer Valley Homebuilders, Inc. Since April of 2004, He has worked as Regional Sales Director and Vice President of Deer Valley Homebuilders, Inc. From 2003 until 2004, Mr. Murphree served as Plant Manager for Clayton Homes, Inc. From 2000 through 2003, Mr. Murphree worked as General Manager of the Energy and LifeStyle Divisions of Southern Energy Homes, Inc. Mr. Murphree graduated from the University of Alabama with a Bachelor of Science in Business Administration. Mr. Murphree is included here as an executive officer because he is an executive officer of the Company's subsidiary who performs a policy-making function, as determined by Rule 3b-7.

JOHN STEVEN LAWLER, Director and Director of Finance of Deer Valley Homebuilders, Inc. Since April 2004, Mr. Lawler, a certified public accountant, has worked as Director of Finance for Deer Valley Homebuilders, Inc. From 2001 until 2004, he served as ERP and IT Project Manager for Cavalier Homes, Inc. From 1999 until 2001, Mr. Lawler worked as the ERP Team Leader for Financial Accounting for Cavalier Homes, Inc. Mr. Lawler holds a Bachelor of Science in Business Administration from the University of Alabama. Mr. Lawler is included here as an executive officer because he is an executive officer of the Company's subsidiary who performs a policy-making function, as determined by Rule 3b-7.

HANS BEYER, Nominee for Director. Since February of 2005, Mr. Beyer has served as a partner for Saxon Gilmore Carraway Gibbons Lash & Wilcox, P.A. At Saxon Gilmore Carraway Gibbons Lash & Wilcox, P.A., he oversees and manages complex legal matters. Since September 2005, Mr. Beyer has served as the Senior Vice President of Mirabilis Ventures, Inc. At Mirabilis Ventures, Inc., he oversees private equity investments. In addition, Mr. Beyer is President and Founder for Daedalus Consulting, Inc. In connection with his position at Daedalus Consulting, Inc., Mr. Beyer provides consulting advice on business matters. From 2003 to February 2005, Mr. Beyer was a partner at Buchanan Ingersoll, P.C. Prior to 2002, Mr. Beyer was the founder and President of the Law Firm of Hans Christian Beyer, P.A. Mr. Beyer holds a B.A. from the University of Michigan and a J.D. from the University of Michigan Law School.

JOHN GIORDANO, Nominee for Director. For the past five years Mr. Giordano has served as Chair of the Business, Tax and Corporate Finance Practice Group at Bush Ross, P.A., a Tampa, Florida law firm. He is regularly involved in complex

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business-related transactions, has extensive experience in a broad range of areas, including federal and state securities law, corporate finance, mergers, acquisitions, and tax law, and has acted as general corporate counsel for numerous Florida-based public and private corporations. Mr. Giordano attended the University of Florida, where he received a B.S., a J.D., and an L.L.M. in taxation.

DALE PHILLIPS, Nominee for Director. For the past five years, Mr. Phillips has served as a director and Vice President of Finance for RE Purcell Construction Co., Inc., a paving and utility contractor. He is also a director and Vice President for Dalmari, Inc. Mr. Phillips holds an A.S. (1968) in Business Management from Champlain College and a B.A. (1971) in Accounting from Castleton State College.

SIGNIFICANT EMPLOYEES

Other than the executive officers of Deer Valley named above, no other employees are required to be disclosed under this item. Because of their importance to the success of Deer Valley and the Company, Deer Valley maintains "key man" life insurance policies, with Deer Valley as beneficiary, on the former owners of Deer Valley, including Joel Stephen Logan II, John Steven Lawler, and Charles Murphree.

FAMILY RELATIONSHIPS

There are no family relationships among any of our directors and executive officers.

INVOLVEMENT IN LEGAL PROCEEDINGS

To the best of our knowledge, there is no material proceeding to which any director, officer or affiliate of the Company, any owner of record or beneficially of more than 5% of any class of voting securities of the Company, or security holder is a party adverse to the Company or has a material interest adverse to the Company or any of its subsidiaries.

To the best of our knowledge, during the past five years, none of our directors or executive officers were involved in any of the following: (1) any bankruptcy petition filed by or against any property or business of which such

person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (2) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (3) being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending, or otherwise limiting his involvement in any type of business, securities or banking activities; and (4) being found by a court of competent jurisdiction (in a civil action), the SEC, or the Commodities Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

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Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors, officers and holders of more than 10% of the Company's equity securities to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership. Based solely on a review of the forms, reports, and certificates filed with the Company by such persons, all Section 16(a) filing requirements were complied with by such persons during the last fiscal year.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Except as set forth below, there were no transactions during the last two fiscal years, and there are no proposed transactions to which the Company or its subsidiary was or is to become a party, in which any director, executive officer, director nominee, beneficial owner of more than five percent (5%) of any class of our stock, or members of their immediate families had, or is to have, a direct or indirect material interest.

In connection with the Securities Purchase and Share Exchange Agreement, on January 18, 2006, the Company issued to Vicis Capital Master Fund, Inc. (the "Lender") an Interest Bearing Non-Convertible Installment Promissory Note, in the original principal amount of One Million Five Hundred Thousand and No/100 Dollars (\$1,500,000), together with interest accruing thereon at an annual rate of twelve percent (12%) per annum (the "Promissory Note"). The Lender also owns Series A Preferred Stock, Series A Common Stock Purchase Warrants, and Series B Common Stock Purchase Warrants.

In March 2006, the Lender agreed to convert the Promissory Note into 150,000 shares of Series A Preferred Stock, Series A Common Stock Purchase Warrants entitling the holder to purchase 2,000,000 shares of Common Stock at an exercise price of one dollar and fifty cents (\$1.50) per share, and Series B Common Stock Purchase Warrants entitling the holder to purchase 1,000,000 shares of Common Stock at an exercise price of two dollars and twenty five cents (\$2.25).

In connection with the Capital Stock Purchase Agreement, DVA entered into the Earnout Agreement, pursuant to which, additional payments may be paid to the former owners of Deer Valley Homebuilders, Inc., as an earnout, based upon the net income before taxes of Deer Valley Homebuilders, Inc. Joel Stephen Logan, II, the President and General Manager of Deer Valley Homebuilders, Inc., Charles L. Murphree, Jr., the Vice President and Regional Sales Director of Deer Valley Homebuilders, Inc., and John Steven Lawler, Director of Finance of Deer Valley Homebuilders, Inc., are each a party to the Earnout Agreement.

Pursuant an oral consulting agreement with Ranger Industries, Inc., Cytation paid, in two installments on January 30, 2006 and February 8, 2006, a \$100,000 consulting fee to Ranger Industries, Inc., as payment in full, for services rendered.

Ranger Industries, Inc. is controlled by Charles G. Masters, the Chief Executive Officer & President of Cytation Corp.

On January 25 2006, the Company approved Deer Valley entering into a Sales Contract with Steve J. Logan to purchase real property located at 7668 Highway 278 in Sulligent, Alabama. The purchase price for the Sulligent Property is \$725,000, which is to be financed, and the closing is currently scheduled to occur on April 30, 2006. In addition, Steve J. Logan and Deer Valley have agreed to enter into a short term lease of the Sulligent Property, for nominal consideration, to allow early occupancy and commencement of operations pending the expected purchase on April 30, 2006. Steve J. Logan is the father of Joel

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Stephen Logan, II, a Member of the Board of Directors, President, and General Manager of Deer Valley.

The disinterested members of the board of Deer Valley have approved a consulting agreement between Deer Valley and Steve J. Logan, the father of Joel Stephen Logan, II, a Member of the Board of Directors, President, and General Manager of Deer Valley. Under the consulting agreement, Mr. Logan agreed to remain as a personal guarantor on a loan on the Guin property and to provide real estate consulting services from time to time, as requested. Deer Valley, in return, agreed to pay Mr. Logan \$5,000 per month for five years and to assume the mortgage on the Guin property. Mr. Logan's personal guaranty allowed Deer Valley to obtain a materially lower interest rate than it would have otherwise been able to obtain. There are no specific minimum hours which Mr. Logan must work. There are no enforcement provisions available to Deer Valley, should Mr. Logan refuse to provide consulting services. To date, the number of consulting hours Mr. Logan has provided has been nominal.

Midtown Partners & Co., LLC ("Midtown Partners"), an SEC and NASD registered broker dealer, acted as the placement agent for the Company in connection with the Series A Preferred Stock Offering and was paid commissions as previously disclosed in the Company's filings. Christopher Phillips and other Series B Preferred Stockholders have an ownership interest in Midtown Partners.

CORPORATE GOVERNANCE

AUDIT COMMITTEE

With the resignations of Messrs. Richard A. Fisher, Kevin J. High, Richard Parke, and John J Gilece, Jr. from the Board of Directors, we do not currently have an audit committee, but one will be appointed as the current year progresses. The board member who is currently performing the equivalent functions of an audit committee is Charles G. Masters, who has not been determined to be an "audit committee financial expert."

AUDIT COMMITTEE FINANCIAL EXPERT

We do not currently have an "audit committee financial expert" as defined under Item 401(e) of Regulation S-B. As discussed above, our Board of Directors plans to form an Audit Committee and is actively seeking to appoint an individual to the Board of Directors and the Audit Committee who would be deemed an audit committee financial expert and who would be independent as that term is used in Item 7(d)(3)(iv) of Schedule 14A.

AUDIT COMMITTEE CHARTER

The Board of Directors has not adopted a written audit committee charter.

NOMINATING COMMITTEE

The Company does not currently have a standing Nominating Committee. The Company feels that it is appropriate not to have a standing Nominating Committee due to the size of the Company. Currently, the Board of Directors, as a whole, recommends candidates who will be nominated as management's slate of directors

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at each annual or special meeting of the shareholders. In connection with selecting candidates for nomination to the Board of Directors, including any nominees recommended by security holders, the Board of Directors (1) reviews compliance by security holders with the Company's nominating procedures contained in the Bylaws; (2) reviews information assembled for the purpose of selecting candidates for nomination to membership on the Board of Directors, taking into account the skills and characteristics reflected in the then-current Board members, and identifies any particular qualifications necessary to augment the skills, expertise and experience represented on the Board; and (3) following appropriate investigation, ascertains the willingness of selected candidates to serve and extends invitations to become candidates.

In identifying candidates for membership on the Board of Directors, the Board takes into consideration all of the factors that it considers appropriate, which may include diversity, knowledge of the Company's business and other related industries, skills, and experience of the nominee in the context of the needs of the Board as a whole. Nominees are selected who have the highest personal and professional integrity, as well as demonstrated abilities, and whom the Board believes will best serve the long-term interests of the stockholders. The Board considers recommendations from stockholders, directors and officers, in light of upcoming elections and actual or expected Board vacancies. All

candidates, including those recommended by shareholders, are evaluated using the same criteria. The Board of Directors has not adopted a written charter for a Nominating Committee. Due to the size of the Company, the Board of Directors does not currently have a formal procedure to be followed by security holders in submitting recommendations or nominations for candidates for the Board of Directors. Security holders may submit such recommendations or nominations directly to the Board of Directors at the Company's address, listed on this Information Statement.

The Board has determined that none of the current members of the Board of Directors are independent within the meaning of the listing standards of NASDAQ.

COMPENSATION COMMITTEE

The Company does not have a formal Compensation Committee. The Board of Directors, acting as a Compensation Committee, meets to discuss and deliberate on issues surrounding the terms and conditions of executive officer compensation, including base salaries, bonuses, awards of stock options, and reimbursement of certain business-related costs and expenses.

BOARD MEETINGS

Directors are expected to attend the Company's Annual Shareholders' Meeting, and all or substantially all Board meetings and meeting of the committees, if any, on which they serve. Occasionally, unforeseen circumstances may prevent a director from attending. All Board members attended the most recent annual meeting.

There were two telephonic board meetings of the Board of Directors in 2005 with all five directors in attendance. The board acted nine times in 2005 by unanimous consent. No incumbent directors attended fewer than seventy-five percent of the aggregate of the total number of meetings of the board of directors (held during the period for which they have been directors) and the total number of meetings held by all committees of the board on which they served (during the periods which they served).

SHAREHOLDER COMMUNICATION WITH THE BOARD

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At such time as the Company shall appoint a Corporate Secretary, shareholders and other parties interested in communicating with any director may do so in care of the Company's Corporate Secretary by phone or written correspondence pursuant to the contact information contained in this Information Statement. The Corporate Secretary shall review all correspondence and shall regularly forward all correspondence to the designated board member or, in the case of correspondence directed to the Board as a group, to the Chairman of the Board (except that the Corporate Secretary will not forward commercial correspondence or duplicative correspondence, except that copies will be maintained of all such correspondence). A written log of all correspondence will be maintained by the Corporate Secretary. All correspondence from the shareholders relating to accounting, internal controls, or auditing matters will be forwarded to appropriate parties in accordance with procedures developed by the Board with respect to such matters. Until the Company appoints a Corporate Secretary, shareholders or other parties interested in communicating with any director may do so in care of Charles G. Masters, the Company's Chief Executive Officer, President, and Director, who shall record and forward all correspondence in the manner described above.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

EXECUTIVE COMPENSATION

The following table sets forth information regarding the compensation earned by our Chief Executive Officer and each of our most highly compensated executive officers whose aggregate annual salary and bonus exceeded \$100,000 for each of the years indicated with respect to services rendered by such persons.

SUMMARY COMPENSATION TABLE (9)

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION			LONG-TERM INCENTIVE PLAN	
		SALARY	BONUS (\$)	OTHER ANNUAL COMPENSATION (\$)	RESTRICTED STOCK AWARDS/ SECURITIES UNDERLYING OPTIONS (\$)	PAID (\$)
Charles G. Masters (1)	2005	-	-	-	-	-
	2004	-	-	-	-	-
	2003	-	-	-	-	-
Joel Stephen Logan, II(2)	2005	\$52,000	\$ 245,161	\$143,617(7)	-	-
	2004	\$49,000	\$ 62,121	\$162,120(8)	-	-
	2003	-	-	-	-	-
Charles L. Murphree, Jr.(3)	2005	\$52,000	\$ 124,353	86,710(7)	-	-
	2004	\$48,000	\$ 34,389	\$ 97,516(8)	-	-
	2003	-	-	-	-	-
John Steven Lawler (4)	2005	\$52,000	\$ 118,291	\$ 67,021(7)	-	-
	2004	\$47,000	\$ 31,494	\$ 75,846(8)	-	-
	2003	-	-	-	-	-

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Richard A. Fisher(5)	2005	\$0	-	\$0	\$0
	2004	\$0	-	\$352,982	\$0
	2003	\$0	-	\$140,000	\$25,000
Kevin J. High (6)	2005	\$0	-	\$0	\$0
	2004	\$0	-	\$ 95,284	\$0
	2003	\$0	-	\$375,000	\$0