

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

-----  
FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES ACT OF 1934

For the quarterly period ended December 31, 2004

OR

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

Commission file number 0-33067

DIGICORP  
Incorporated pursuant to the Laws of the State of Utah

Internal Revenue Service - Employer Identification No. 87-0398271

1206 West South Jordan Parkway, Unit B  
South Jordan, Utah 84095

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No   
--- ---

The total number of shares of the registrant's Common Stock, \$.001 par value, outstanding on December 31, 2004, was 9,742,857.

Part I. FINANCIAL INFORMATION

Item 1. Financial Statements for Second Fiscal Quarter 2005 Period Ending December 31, 2004.

DIGICORP  
(A Development Stage Company)  
BALANCE SHEETS  
(Unaudited)

Assets	Dec. 31, 2004
Current Assets	
Cash	\$ 2,276
-----	-----
Total current assests	2,276
-----	-----
Liabilities and Shareholders' Equity	
Current liabilities	\$ -0-
-----	-----

Commitments and contingencies

Shareholders' equity:

Common stock, par value \$0.001 per share; 50,000,000 shares authorized; 9,742,857, shares issued and outstanding	9,743
Additional paid-in capital	523,338
Accumulated deficit	(530,805)
	-----
Total shareholders' equity	2,276
	-----
Total liabilities and stockholder's equity	\$ 2,276
	-----

The accompanying notes are an integral part of these financial statements.

<TABLE>  
<CAPTION>

DIGICORP  
(A Development Stage Company)  
STATEMENTS OF OPERATIONS  
(Unaudited)

	Three Months Ended December 31,		Cumulative Amounts
	2004	2003	
<S>	<C>	<C>	<C>
Revenues	\$ -0-	\$ -0-	\$ -0-
	-----	-----	-----
Expenses			
General and administrative	200	812	19,178
	-----	-----	-----
Loss from operations	(200)	(812)	(19,178)
	-----	-----	-----
Net loss before income taxes	(200)	(812)	(19,178)
Provision for income taxes	-0-	-0-	-0-
	-----	-----	-----
Net (loss)	\$ (200)	(812)	(19,178)
	-----	-----	-----
Loss per common share - basic and diluted	\$ (.00)	\$ (.00)	
Weighted average common shares - basic and diluted	9,743,000	9,743,000	
	-----	-----	

</TABLE>  
<TABLE>  
<CAPTION>

	Six Months Ended December 31,	
	2004	2003
<S>	<C>	<C>
Revenues	\$ -0-	\$ -0-
	-----	-----
Expenses		
General and administrative	1,715	2,362
	-----	-----
Loss from operations	(1,715)	(2,362)
	-----	-----
Net loss before income taxes	(1,715)	(2,362)
Provision for income taxes	-0-	-0-
	-----	-----

Net (loss)	\$	(1,715)		(2,362)
		-----		-----
Loss per common share - basic and diluted	\$	(.00)	\$	(.00)
Weighted average common shares - basic and diluted		9,743,000		9,410,000
		-----		-----

</TABLE>

The accompanying notes are an integral part of these financial statements.

DIGICORP  
(A Development Stage Company)  
STATEMENTS OF CASH FLOWS  
(Unaudited)

<TABLE>  
<CAPTION>

	For the Six Months Ended December 31,		Cumulative
	2004	2003	Amounts
	-----	-----	-----
<S>	<C>	<C>	<C>
Cash flows from operating activities			
Net (loss)	\$ (1,715)	\$ (2,362)	(19,178)
Adjustments to reconcile net (loss) to net cash used in operating activities:			
Stock issued for services	-0-	-0-	5,000
Decrease in related party payable	-0-	(235)	-0-
Net cash used in operating activities	(1,715)	(2,597)	(14,178)
	-----	-----	-----
Cash flows from investing activities:	-0-	-0-	-0-
	-----	-----	-----
Cash flows from financing activities:			
Proceeds from issuance of common stock	-0-	7,000	16,000
Net cash provided by financing activities	-0-	7,000	16,000
	-----	-----	-----
Net increase (decrease) in cash	(1,715)	4,403	1,822
Cash, beginning of period	3,991	-0-	454
	-----	-----	-----
Cash, end of period	2,276	4,403	2,276
	-----	-----	-----

</TABLE>

The accompanying notes are an integral part of these financial statements.

DIGICORP  
NOTES TO (UNAUDITED) FINANCIAL STATEMENTS  
December 31, 2004

NOTE 1 - BASIS OF PRESENTATION

The financial statements presented in this report have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission for interim reporting and include all adjustments which are, in the opinion of management,

necessary for fair presentation. These financial statements have not been audited by an independent accountant. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations for interim reporting. These financial statements for the three and six month periods ended December 31, 2004 are not necessarily indicative of the results, which may be expected for an entire fiscal year.

**NOTE 2 - EARNINGS (LOSS) PER SHARE**

Earnings (loss) per common share have been computed based on net income (loss) divided by the weighted average number of common shares outstanding during the period. For the six months ended December 31, 2004 and 2003, the weighted average number of shares outstanding totaled 9,743,000 and 9,743,000 respectively.

**NOTE 3 - GOING CONCERN**

As shown in the accompanying financial statements, the Company reported a loss during the period ended December 31, 2004. The company presently has no source of revenues. Therefore, the ability of the Company to continue as a going concern is dependent on obtaining additional capital and financing. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**Item 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OR  
PLAN OF OPERATION  
(Period Ending December 31, 2004)  
Unaudited Financial Data**

The discussion and analysis contained herein should be read in conjunction with the preceding financial statements and the information contained in the Company's 10SB. Except for the historical information contained herein, the matters discussed in this 10 QSB contain forward looking statements within the meaning of Section 27a of the Securities Act of 1933, as amended, and Section 21e of the Securities Exchange Act of 1934, as amended, that are based on management's beliefs and assumptions, current expectations, estimates, and projections. Statements that are not historical facts, including without limitation statements which are preceded by, followed by or include the words "believes," "anticipates," "plans," "expects," "may," "should," or similar expressions are forward-looking statements. Many of the factors that will determine the company's future results are beyond the ability of the Company to control or predict. These statements are subject to risks and uncertainties and, therefore, actual results may differ materially. All subsequent written and oral forward-looking statements attributable to the Company, or persons acting on its behalf, are expressed qualified in their entirety by these cautionary statements. The Company disclaims any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.

Important factors that may include, but are not limited to: the risk of a significant natural disaster, the inability of the Company to obtain a suitable company for a business combination, a business combination with a company that proves later on not to have the ability to effectively compete in the marketplace, as well as general market conditions, competition and pricing, and other risks detailed from time to time in the Company's SEC reports, copies of which are available upon request from the Company.

**Plan of Operations-**

The Company's plan of operation for the coming year is to identify and acquire a favorable business opportunity. The Company does not plan to limit its options to any particular industry, but will evaluate each opportunity on its merits. The Company believes it has sufficient capital to continue operations until the end of 2005. After that period if the Company does not enter a business combination, the Company anticipates that its owners, affiliates, and consultants will provide sufficient capital for another year, but there can be no assurance that this expectation will be realized.

The Company does not expect to generate any meaningful revenue or incur operating expenses unless and until it acquires an interest in an operating

company.

### ITEM 3 CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of its chief executive officer/chief financial officer of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act). Based upon this evaluation, the Company's chief executive officer/chief financial officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. There was no change in the Company's internal controls or in other factors that could affect these controls during the Company's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

### PART II. OTHER INFORMATION

#### Item 1 - Legal Proceedings

None.

#### Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds.

None.

#### Item 3 - Defaults Upon Senior Securities

None.

#### Item 4 - Submission of Matters to a Vote of Security Holders

None.

#### Item 5 - Other Information

None.

#### Item 6 - Exhibits and Reports on Form 8-K

(a) Exhibit No.	Page No.	DESCRIPTION
31	9	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14 of the Securities and Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	10	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) The Company filed one 8K form during the reporting period. The 8K filed disclosed the sale of 80% of the common shares held by the officers and directors of the Company to the Franklin Capital Corporation that resulted in a change in control. The 8K also reported the resignation of all of the directors of the Company other than Gregg B. Colton and the appointment of Melanie Glazer as the Chairman of the Board of Directors. SIGNATURES

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

DigiCorp

Dated: February 10, 2005

/s/ Gregg B. Colton  
-----

Exhibit 31

CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002

I, Gregg B. Colton, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of DigiCorp.
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report.
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the small business issuer and have:
  - a) designed such disclosure controls or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer is made known to us by others particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the small business issuer's and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting;
5. The small business issuer's other certifying officer(s) and I have disclosed, based most recent evaluation, of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal controls over financial reporting.

DATE: February 10, 2005

/s/ Gregg B. Colton

-----  
Gregg B. Colton, Chief Executive Officer  
and Chief Financial Officer

Exhibit 32

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

In connection with the filing of the Quarterly Report of DigiCorp (the "Company") on Form 10-QSB for the period ended December 31, 2004 (the "Report"), I, Gregg B. Colton, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

(i) The Report fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934; and

(ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Gregg B. Colton

-----  
Gregg B. Colton  
Chief Executive Officer and  
Chief Financial Officer