

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

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FILER

LYNCH INTERACTIVE CORP

CIK: **1088771** | IRS No.: **061458056** | State of Incorp.: **DE** | Fiscal Year End: **1231**
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SIC: **4813** Telephone communications (no radiotelephone)

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

FORM 10-K/A

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

For the fiscal year ended DECEMBER 31, 2004

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

For the transition period from _____ to _____

Commission file number 1-15097

LYNCH INTERACTIVE CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

06-1458056

(I.R.S. employer
identification no.)

401 Theodore Fremd Avenue
Rye, New York 10580
(Address of principal executive offices) (Zip code)

(914) 921-8821
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class -----	Name of each exchange on which registered -----
Common Stock, \$.0001 par value	American Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

NONE

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 /X/ No / /

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. / /

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-20). Yes / / No / X /

The aggregate market value of voting stock held by non-affiliates of the Registrant as of June 30, 2004 (based upon the closing price of the Registrant's Common Stock on the American Stock Exchange of \$34.54 per share) was \$72.0 million. (In determining this figure, the Registrant has assumed that all of the Registrant's directors and officers are affiliates. This assumption shall not be deemed conclusive for any other purpose.)

The number of outstanding shares of the Registrant's Common Stock was 2,752,251 as of March 25, 2005.

Item 10. DIRECTORS AND EXECUTIVE OFFICERS

Biographical summaries and ages of the Company's Directors are set forth below.

DIRECTOR -----	AGE ---	PROFESSIONAL BACKGROUND -----
Morris Berkowitz	82	Mr. Berkowitz has served as a director of the Company since 2004. He has acted as a consultant and an advisor to the Company and its predecessor, Lynch Corporation, since 1998. He has also served as an advisor to GGCP, Inc., a private investment company, since 1998. Mr. Berkowitz is currently retired.
Paul J. Evanson	63	Mr. Evanson has served as a director of the Company since 1999. He has served as Chairman, President and Chief Executive Officer of Allegheny Energy, Inc. since June 2003. Prior to that, he served as President of Florida Power & Light Company from 1995 to May 2003. He also served as President and Chief Operating Officer of Lynch Corporation prior to 1995.
John C. Ferrara	53	Mr. Ferrara has served as a director of the Company since 1999. He has served as President and Chief Executive Officer of Lynch Corporation, a holding company with diversified manufacturing operations, since October 2004. He was a private investor from 2002 to 2004. Prior to that, he served as President and Chief Executive Officer of Space Holding Corporation, a private multimedia company dedicated to space, science and technology, from 2001 to March 2002 and as Chief Financial Officer from 1999 to 2000. Mr. Ferrara is a Director of

Gabelli Asset Management Inc, a private corporation that makes investments for its own account.

Mario J. Gabelli 62

Mr. Gabelli has served as a director and Chief Executive Officer of the Company since 1999. He has served as the Company's Chairman since December 2004 (and also from September 1999 to December 2002) and as its Vice Chairman from December 2002 to December 2004. Mr. Gabelli has also served as the Chairman and Chief Executive Officer and a director of Gabelli Asset Management Inc. and its predecessors since November 1976 (and in connection with those responsibilities, he serves as director or trustee and/or an officer of registered investment companies managed by subsidiaries of Gabelli Asset Management). Mr. Gabelli also serves as Chairman and Chief Executive Officer of GGCP, Inc., a private investment company. Mr. Gabelli serves on the Board of Advisors of Healthpoint and Caymus Partners LLC. Mr. Gabelli (i) is a former Governor of the AMEX; and (ii) serves as an Overseer of Columbia University Graduate School of Business; Trustee of Fairfield University, Roger Williams University, the Winston Churchill Foundation and the E.L. Wiegand Foundation; as a Director of the National Italian American Foundation and the American-Italian Cancer Foundation; and as the Chairman of the Patron's Committee of Immaculate Conception School.

Daniel R. Lee 48

Mr. Lee has served as a director of the Company since 2000. He has served as Chairman and Chief Executive Officer of Pinnacle Entertainment, Inc., a public company operating resorts and casinos since 2002. From 2000 to 2002, Mr. Lee was a private investor. Prior to that, he served as Chief Financial Officer and Senior Vice President of HomeGrocer.com, Inc. from 1999 to 2000. From 1992 to 1999, Mr. Lee served as the Chief Financial Officer, Treasurer and Senior Vice President, Development of Mirage Resort, Incorporated.

Lawrence R. Moats 57

Mr. Moats has served as a director of the Company since January 2005. He has served as President and Chief Executive Officer of Arlington Electrical Construction Company Inc. since 1970. He also serves as President and Chief Executive Officer of Moats Office Properties, Inc., a private real estate company, since 1992. Mr. Moats served for 15 years as a Trustee of Harper College. Since 1991, Mr. Moats has also

been a Director and Chairman of the Audit Committee of Royal American Bank, a private banking institution.

Salvatore 45
Muoio

Mr. Muoio has served as a director of the Company since 1999. He has served as Principal and Chief Investment Officer of

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S. Muoio & Co. LLC, a securities advisory firm, since 1996. From 1995 to 1996, Mr. Muoio served as a Securities Analyst and Vice President of Lazard Freres & Co., L.L.C., an investment banking firm. From 1985 to 1995, Mr. Muoio served as a Securities Analyst at Gabelli & Company, Inc.

Biographical summaries and ages of the Company's executive officers can be found in Part I of this Annual Report on Form 10-K, originally filed with the Securities and Exchange Commission April 1, 2005.

COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

Section 16(a) of the Exchange Act requires the directors, executive officers and holders of more than 10% of the Company's Common Stock to file with the SEC and the AMEX initial reports of ownership and reports of changes in the ownership of the Company's Common Stock and other equity securities. Such persons are required to furnish the Company with copies of all Section 16(a) filings. Based solely on the Company's review of the copies of such filings the Company has received and written representations of directors and officers, the Company believes that during the fiscal year ended December 31, 2004, its officers, directors, and 10% stockholders were in compliance with all Section 16(a) filing requirements applicable to them.

AUDIT COMMITTEE

The Company has an Audit Committee consisting of Messrs. Moats (Chairman), Berkowitz and Muoio. Mr. Berkowitz meets the SEC criteria of an "audit committee financial expert" and is independent within the Rules of the Securities and Exchange Commission and the AMEX.

EMPLOYEE CODE OF ETHICS AND CONFLICTS OF INTEREST POLICY

Since the Company's spin-off from Lynch Corporation in 1999, it has had a code of conduct and conflicts of interest policy. In December 2003, the Company adopted a code of ethics that applies to all of its employees, officers and directors, including its principal executive officer and senior financial officers. The Company requires all of its employees to adhere to its code of ethics in addressing legal and ethical issues encountered in conducting their work. Interactive's code of ethics requires that its employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner and otherwise act with integrity and in the best interest of the Company. All of Interactive's employees are required to certify that they have reviewed and understood the Company's code of ethics.

In addition, all employees who because of their responsibilities are thought to be in sensitive positions and who may, therefore, be placed in conflicts of interest situations, are required to certify as to their compliance with the Company's conflicts of interest policy. Copies of the Company's code of ethics and conflicts of interest policy were filed with the SEC as exhibits to the Company's December 31, 2003 annual report on Form 10-K and are posted on its website at www.lynchinteractivecorp.com.

Item 11. EXECUTIVE COMPENSATION

The following table sets forth compensation received by the Chief Executive Officer and each of the executive officers of the Company for the last three fiscal years:

Name and Principal Position -----	Year ----	ANNUAL COMPENSATION -----		
		Salary(\$) -----	Bonus(\$)(1) -----	All Other Compensation -----
Mario J. Gabelli	2004	350,000	---	-
Vice Chairman and	2003	250,000	850,000	-
Chief Executive Officer	2002	350,000	195,000	-
Robert E. Dolan	2004	285,146	125,000	-
Chief Financial Officer	2003	260,000	300,000	-
	2002	250,000	85,000	-
3				
Evelyn C. Jerden	2004	244,467	6,928	24,269(2)
Senior Vice President--	2003	191,659	7,228	24,469(2)
Operations	2002	148,674	6,083	23,080(2)
John A. Cole(3)	2004	17,692	10,000	-
Vice President, Corporate Development, General Counsel and Secretary				

(1) Bonuses earned in any fiscal year are generally paid during the following fiscal year.

(2) Represents Western New Mexico Telephone Company's contribution to Ms. Jerden's account with Western New Mexico's Employee Profit Sharing Plan.

(3) Mr. Cole's employment commenced on December 1, 2004.

The Company has no outstanding stock options or stock appreciation rights and it has not made any long-term incentive plan awards to its executive officers.

COMPENSATION OF DIRECTORS

Directors, other than the Chairman and directors considered to be the Company's employees, receive a monthly cash retainer of \$1,500, a fee of \$2,000 for each in person Board of Directors meeting attended and a fee of \$1,000 for each telephonic meeting of the Board of Directors (which lasts for at least one hour) attended and each committee meeting the director attended.

In addition, each non-employee director (other than the Chairman) serving as a committee chairman receives an additional \$2,000 annual cash retainer. The Company also purchases accident and dismemberment insurance coverage of \$100,000 for each member of its Board of Directors and maintain a liability insurance policy that provides for indemnification of each director (and officer) against certain liabilities that he may incur in his capacity as such.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth information concerning ownership of the Company's Common Stock, as of April 28, 2005, by each person known by the Company to be the beneficial owner of more than five percent of the Common Stock, each director, each executive officer as defined in Item 402(a)(3) of Regulation S-K and by all directors and executive officers of the Company as a group. The number of shares beneficially owned is determined under rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which a person has the sole or shared voting or investment power and any shares that the person can acquire within 60 days, such as through exercise of stock options or conversions of securities. Except as otherwise indicated, the Company's stockholders listed in the table have sole voting and investment power with respect to the Common Stock set forth in the table. The following information is either reflected in filings with the SEC or has otherwise been furnished to the Company by persons named in the table. Unless otherwise indicated, the address of each entity listed in the table is c/o 401 Theodore Fremd Avenue, Rye, New York 10580.

Name of Beneficial Owner -----	Amount and Nature Of Beneficial Ownership -----	Percent Of Class -----
Kinetics Asset Management, Inc. 470 Park Avenue South New York, New York 10016	209,000 (1)	7.6%
MJG-IV Limited Partnership.....	620,000 (2)	22.5%
Mario J. Gabelli.....	658,583 (2) (3)	23.9%
Morris Berkowitz.....	504	*
Paul J. Evanson.....	11,304	*
John C. Ferrara.....	2,828	*
Daniel R. Lee.....	0	0

Lawrence R. Moats.....	27,700 (4)	1.0%
Salvatore Muoio.....	16,004 (5)	*
Robert E. Dolan.....	960 (6)	*

Evelyn C. Jerden.....	105	*
John A. Cole.....	0	0
All directors and named executive officers as a group (10 persons)...	717,988	26.1%

 * Represents holdings of less than one percent.

- (1) Because of its investment and/or voting power over shares of the Company's Common Stock held in the accounts of its investment advisory clients, Kinetics Asset Management, Inc., an investment adviser, is deemed to be the beneficial owner of 209,000 shares. Kinetics disclaims beneficial ownership of all such shares.
- (2) MJG-IV Limited Partnership, a limited partnership of which Mr. Gabelli is the general partner, has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, 620,000 shares. Mr. Gabelli has approximately a 5% interest in the partnership, except in respect of 480,000 shares of the Company's Common Stock sold by Mr. Gabelli to the partnership in January 2004 in which Mr. Gabelli has no interest. Mr. Gabelli holds an irrevocable proxy to vote such 480,000 shares until January 16, 2007.
- (3) Represents 620,000 shares owned by a limited partnership in which Mr. Gabelli is the general partner (see footnote 2 above), 6,008 shares owned directly by Mr. Gabelli, 11,075 shares owned by Mr. Gabelli through the Company's 401(k) Savings Plan, and 21,500 shares owned by GGCP, Inc., in which Mr. Gabelli is the majority stockholder. Mr. Gabelli disclaims beneficial ownership of the shares owned by MJG-IV and GGCP, Inc. except to the extent of his interest therein.
- (4) Includes 600 shares owned directly by Mr. Moats, 100 shares held as custodian for a child, 100 shares held by a family member and 26,800 shares held by a foundation of which Mr. Moats is the president. With respect to all such shares except the 600 shares held by him directly, Mr. Moats disclaims beneficial ownership.
- (5) Consists of (i) 1,704 shares owned directly by Mr. Muoio; (ii) 14,100 shares owned by investment funds of which S. Muoio & Co. LLC is the general partner or investment manager and (iii) 200 shares owned by S. Muoio & Co. LLC Profit Sharing Plan. Mr. Muoio is the managing member of S. Muoio & Co. LLC. Mr. Muoio disclaims beneficial ownership of the shares owned by such investment funds, except for his interest therein.
- (6) Includes 70 shares registered in the name of Mr. Dolan's children with respect to which Mr. Dolan has voting and investment power and 238 shares owned by Mr. Dolan through the Company's 401(k) Savings Plan.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Mario Gabelli is affiliated with various entities that he directly or indirectly controls and that are engaged in various aspects of the securities business, such as an investment adviser to various institutional and individual

clients, including registered investment companies and pension plans, as a broker dealer, and as managing general partner of various private investment partnerships. During 2004, the Company and its subsidiaries engaged in various transactions and arrangements with certain of these entities. The amount of commissions, fees, and other remuneration paid to such entities, excluding reimbursement of certain expenses related to Mr. Gabelli's employment with the Company (including approximately \$40,000 reimbursement in connection with an airplane in part owned by a subsidiary of GGCP, Inc.), was approximately \$63,000, primarily for administrative and staff support functions.

In 1998, Lynch Corporation, Interactive's predecessor, entered into a lease for approximately 5,000 square feet in a building in Rye, New York, owned by an affiliate of Mr. Gabelli. Following the spin-off, Interactive became the lessee under such lease and in May 2001 the parties agreed to reduce the leased space to approximately 3,300 square feet. The lease was renewed in December 2002 and provides for rent at approximately \$28 per square foot per annum plus a minimum of \$3 per square foot per annum for utilities, subject to adjustment for increases in taxes and other operating expenses. The total amount paid for rent and utilities in 2004 under this lease was \$112,000. An unaffiliated entity also leasing space in the same building pays rent on substantially the same basis.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

AUDIT FEES

The aggregate fees billed or to be billed by Deloitte & Touche for professional services rendered for the audit of the Company's 2003 and 2004 financial statements are \$1.2 million and \$1.1 million, respectively. The aggregate fees billed by Deloitte & Touche for professional services rendered for the reviews of the financial statements included in the Company's quarterly reports on Forms 10-Q for 2004 were approximately \$215,000. The aggregate fees billed by Ernst & Young for the audit of the Company's 2002 financial statements and review of financial statements included in the Company's Form 10-Q's for that year were \$615,000. In addition, Ernst & Young billed the Company \$263,000 for review of the financial statements included in its Form 10-Q for 2003 and \$50,000 for audit-related work in 2004.

AUDIT-RELATED FEES

No fees were billed by Deloitte & Touche for assurance and related services for 2004 that are reasonably related to the performance of the audit of the Company's 2004 financial statements and/or performance of a review of the Company's financial statements during 2004 that are not reported as audit fees above. The aggregate fees billed by Ernst & Young for assurance and related services for 2003 that are reasonably related to the performance of the review of the Company's financial statements and not reported as audit fees above were \$7,500.

TAX FEES

The aggregate fees billed by Deloitte & Touche for professional services rendered to the Company in 2004 for tax compliance, tax advice, and tax planning were approximately \$15,000. These services included miscellaneous tax-related research. The aggregate fees billed by Ernst & Young for professional services rendered to the Company in 2003 for tax compliance, tax advice, and tax planning were \$5,000.

ALL OTHER FEES

No fees were billed by Deloitte & Touche or by Ernst & Young

for 2004 or 2003, respectively, for services other than as set forth above.

AUDIT COMMITTEE'S PRE-APPROVAL POLICIES AND PROCEDURES

In December 2002, the Company's audit committee adopted policies and procedures that require that any non-audit services to be provided by the Company's independent auditor that are not otherwise proscribed by Sarbanes-Oxley must be pre-approved by a member of the Company's audit committee and that any such pre-approval must then be ratified by the audit committee at its next meeting.

The revised audit committee charter also provides that the Company's audit committee shall pre-approve all auditing provided to the Company by the independent auditors.

Prior to December 2002, the Company's audit committee did not have an established pre-approval procedure with respect to the provision of services other than the audit by its independent auditor. For the year ended 2002, the audit committee considered that the provisions of all non-audit services were compatible with maintaining the independence of our independent auditor. For the years ended 2003 and 2004, the audit committee pre-approved all the fees incurred by the Company's independent auditors.

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

- (a) The required Financial Statements were previously filed on this Form 10-K.
- (b) Exhibits

EXHIBIT INDEX

Exhibit No. -----	Description -----
2	Separation Agreement(1)
3.1	Amended and Restated Certificate of Incorporation of Registrant (1)
3.2	Amended By-laws of Registrant(2)
4.1	Mortgage, Security Agreement and Financing Statement among Haviland Telephone Company, Inc., the United States of America and the Rural Telephone Bank(1)
4.2	Restated Mortgage, Security Agreement and Financing Statement between Western New Mexico Telephone Company,

- 10(a) Partnership Agreement dated March 11, 1987, between Lombardo Communications, Inc. and Lynch Entertainment Corporation (incorporated by reference to Exhibit 10(e) of the Lynch Corporation ("Lynch")'s Annual Report on Form 10-K for the year ended December 31, 1987).
- 10(b) Lynch Corporation 401(k) Savings Plan (incorporated by reference to Exhibit 10(b) to Lynch's Form 10-K for the year ended December 31, 1995).
- 10(c) Shareholders Agreement among Capital Communications Company, Inc., Lombardo Communications, Inc. and Lynch Entertainment Corporation II (incorporated by reference to Exhibit 10 of Lynch's Form 8-K, dated March 14, 1994).
- 10(d) (i) Loan Agreement, dated as of November 6, 1995, between Lynch PCS Corporation A and Aer Force Communications L.P. (now Fortunet Wireless, L.P.) (plus four similar loan agreements with Fortunet Wireless, L.P.) (incorporated by reference to Exhibit 10(w) to Lynch's Form 10-K for the year ended December 31, 1995).
- 10(d) (ii) Amendment No. 1 to the Loan Agreement, dated as of November 6, 1995, referred to in 10(d) (i) incorporated by reference to Exhibit 10(a) to Lynch's Form 10-Q for quarter ended March 31, 1996).
- 10(e) (i) Letter Agreement, dated as of August 12, 1996, between Rivgam Communicators, L.L.P. and Lynch PCS Corporation G (incorporated by reference to Exhibit 10(u) (ii) to Lynch's Form 10-K for the year ended December 31, 1996).
- 10(f) (ii) Letter Agreement dated as of December 16, 1998, between Rivgam Communicators, L.L.P. and Lynch PCS Corporation G (incorporated by reference in Exhibit 10(u) (iv) to Lynch's Form 10-K for the year ended December 31, 1998).
- 10(f) Letter Agreement between Lynch PCS Corporation G and Bal/Rivgam, L.L.C. (incorporated by reference to Exhibit 10(x) to Lynch's Form 10-Q for the Quarter ended September 30, 1997).
- 10(g) Letter Agreement, dated January 20, 1998, between Lynch PCS Corporation G and BCK/Rivgam, L.L.C. (incorporated by reference to Exhibit 10(y) to Lynch's Form 10-K for the year ended December 31, 1997).

Exhibit No. -----	Description -----
10(h)	2000 Stock Option Plan (incorporated by reference to the Exhibit to Registrant's Proxy Statement dated April 18, 2000).

- 10(i) Lease Agreement between Lynch and Gabelli Funds, Inc. (incorporated by reference to Exhibit 10(a)(a) to Lynch's Form 10-Q for the Quarter ended March 31, 1998).
- 10(j) Letter Agreement dated November 11, 1998, between Registrant and Gabelli & Company, Inc. (incorporated by reference to Exhibit 10(c)(c) to Lynch Form 10-K for the year ended December 31, 1998).
- 10(l) Agreement and Plan of Merger dated as of May 25, 1999, among Central Scott Telephone Company, Brighton Communications Corporation and Brighton Iowa Acquisition Corporation (schedules omitted) (incorporated by reference to Exhibit 10.1 to Lynch's Form 8-K dated July 16, 1999).
- 10(m) Separation and Distribution Agreement, dated as of January 18, 2002, by and among Lynch Interactive Corporation, Morgan Group Holding Co. and The Morgan Group, Inc.(2)
- 10(n) Agreement for Purchase and Sale of Licenses dated August 18, 2003, by and between Sunshine PCS Corporation, Cingular Wireless LLC and for purposes of Articles X and XII, certain stockholders including Lynch Interactive Corporation. (3)
- 10(o) Stock Purchase Agreement by and among Lynch Telephone Corporation XI, Lynch Interactive Corporation, Brighton Communications Corporation, California-Oregon Telecommunications Company ("COTC") and the Shareholders of COTC dated as of March 22, 2004.(3)
- 14.1 Lynch Interactive Corporation Code of Ethics(3)
- 14.2 Lynch Interactive Corporation Conflicts of Interest Policy(3)
- 21 Subsidiaries of Registrant(4)
- 23.1 Consent of Ernst & Young LLP(4)
- 23.2 Consent of Deloitte & Touche LLP(4)
- 23.3 Consents of Siepert & Co., L.L.P. for use of:(4)
- Report of Siepert & Co., L.L.P. on the financial statements of Cuba City Telephone Exchange Company for the year ended December 31, 2002
 - Report of Siepert & Co., L.L.P. on the financial statements of Belmont Telephone Company for the year ended December 31, 2002
 - Report of Siepert & Co., L.L.P. on the financial statements of Upper Peninsula Telephone Company for the year ended December 31, 2002
- 24 Powers of Attorney(4)
- 31.1 Rule 13a-14(a) Certification of the Chief Executive Officer+
- 31.2 Rule 13a-14(a) Certification of the Chief Financial

Officer+

32.1 Section 1350 Certification of the Chief Executive Officer+

32.2 Section 1350 Certification of the Chief Financial Officer+

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Exhibit No. -----	Description -----
99.1	Reports of Independent Auditors(4) <ul style="list-style-type: none">- Report of Siefert & Co., L.L.P. on the financial statements of Cuba City Telephone Exchange Company for the year ended December 31, 2002- Report of Siefert & Co., L.L.P. on the financial statements of Belmont Telephone Company for the year ended December 31, 2002- Report of Siefert & Co., L.L.P. on the financial statements of Lynch Michigan Telephone Holding Corporation for the year ended December 31, 2002

+ Filed herewith.

- (1) Incorporated by reference to the exhibits to the Registrant's Registration Statement on Form 10A-1.
- (2) Incorporated by reference to the exhibits to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2002.
- (3) Incorporated by reference to the exhibits to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003.
- (4) Incorporated by reference to the exhibits to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004.

The Exhibits listed above have been filed separately with the Securities and Exchange Commission in conjunction with this Annual Report on Form 10-K or have been incorporated by reference into this Annual Report on Form 10-K. Lynch Interactive Corporation will furnish to each of its shareholders a copy of any such Exhibit for a fee equal to Lynch Interactive Corporation's cost in furnishing such Exhibit. Requests should be addressed to the Office of the Secretary, Lynch Interactive Corporation, 401 Theodore Fremd Avenue, Rye, New York 10580.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

LYNCH INTERACTIVE CORPORATION

By: /s/ Robert E. Dolan

Robert E. Dolan
Chief Financial Officer

Dated: May 2, 2005

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

Section 302 Certification

I, MARIO J. GABELLI, certify that:

1. I have reviewed this annual report on Form 10-K/A of LYNCH INTERACTIVE CORPORATION, a Delaware corporation (the "registrant");

2. Based on my knowledge, this annual 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 annual 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 report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures 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 registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the

registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2005

By: /s/ Mario J. Gabelli

Mario J. Gabelli
Chief Executive Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

Section 302 Certification

I, ROBERT E. DOLAN, certify that:

1. I have reviewed this annual report on Form 10-K/A of LYNCH INTERACTIVE CORPORATION, a Delaware corporation (the "registrant");

2. Based on my knowledge, this annual 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 annual 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 report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures 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 registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of

directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2005

By: /s/ Robert E. Dolan

Robert E. Dolan
Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C.ss. 1350)

In connection with the Annual Report on Form 10-K/A of Lynch Interactive Corporation (the "Company") for the year ended December 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Mario J. Gabelli, as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Mario J. Gabelli

Mario J. Gabelli
Chief Executive Officer
May 2, 2005

CERTIFICATION OF CHIEF FINANCIAL OFFICER

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C.ss. 1350)

In connection with the Annual Report on Form 10-K/A of Lynch Interactive Corporation (the "Company") for the year ended December 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Robert E. Dolan, as Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert E. Dolan

Robert E. Dolan
Chief Financial Officer
May 2, 2005