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STRONGHOLD TECHNOLOGIES INC

Form SB-2

July 21, 2004

As filed with the Securities and Exchange Commission on July 21, 2004

An Exhibit List can be found on page II-6.

Registration No. 333-_____

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

FORM SB-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

STRONGHOLD TECHNOLOGIES, INC.
(Name of small business issuer in its charter)

| | | |
|----------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------------|
| NEVADA | 4841 | 22-3762832 |
| (State or other Jurisdiction of Incorporation or Organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification No.) |

106 ALLEN ROAD
BASKING RIDGE, NJ 07920
(908) 903-1195

(Address and telephone number of principal executive offices and
principal place of business)

CHRISTOPHER CAREY, CHIEF EXECUTIVE OFFICER
STRONGHOLD TECHNOLOGIES, INC.
106 ALLEN ROAD
BASKING RIDGE, NJ 07920
(908) 903-1195

(Name, address and telephone number of agent for service)

Copies to:
GREGORY SICHENZIA, ESQ.
STEPHEN M. FLEMING ESQ.
SICHENZIA ROSS FRIEDMAN FERENCZ LLP
1065 AVENUE OF THE AMERICAS, 21ST FLR.
NEW YORK, NEW YORK 10018
(212) 930-9700
(212) 930-9725 (FAX)

APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC:
From time to time after this Registration Statement becomes effective.

If any securities being registered on this Form are to be offered on a delayed

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or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: [X]

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

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

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

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. _____

CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED (1) | PROPOSED MAXIMUM OFFERING PRICE PER SHARE | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE |
|------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------------------------|-------------------------------------------------|
| Common stock, \$.0001 par value issuable upon conversion of Callable Secured Convertible Notes | 25,500,000 (2) | \$.20 (3) | \$5,100,000 |
| Common Stock, \$.0001 par value issuable upon exercise of Warrants | 2,550,000 (4) | \$.57 | \$1,453,500 |
| Total | 28,050,000 | | \$6,553,500 |

(1) Includes shares of our common stock, par value \$0.0001 per share, which may be offered pursuant to this registration statement, which shares are issuable upon conversion of callable secured convertible notes and the exercise of warrants held by the selling stockholders. In addition to the shares set forth in the table, the amount to be registered includes an indeterminate number of shares issuable upon conversion of the callable secured convertible notes and exercise of the warrants, as such number may be adjusted as a result of stock splits, stock dividends and similar transactions in accordance with Rule 416. The number of shares of common stock registered hereunder represents a good

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faith estimate by us of the number of shares of common stock issuable upon conversion of the callable secured convertible notes and upon exercise of the warrants. For purposes of estimating the number of shares of common stock to be included in this registration statement, we calculated a good faith estimate of the number of shares of our common stock that we believe will be issuable upon conversion of the callable secured convertible notes and upon exercise of the warrants to account for market fluctuations, and antidilution and price protection adjustments, respectively. Should the conversion ratio result in our having insufficient shares, we will not rely upon Rule 416, but will file a new registration statement to cover the resale of such additional shares should that become necessary. In addition, should a decrease in the exercise price as a result of an issuance or sale of shares below the then current market price, result in our having insufficient shares, we will not rely upon Rule 416, but will file a new registration statement to cover the resale of such additional shares should that become necessary.

(2) Includes a good faith estimate of the shares underlying the callable secured convertible notes to account for market fluctuations.

(3) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, using the average of the high and low price as reported on the Over-The-Counter Bulletin Board on July 15, 2004, which was \$.20 per share.

(4) Includes a good faith estimate of the shares underlying warrants exercisable at \$.57 per share to account for antidilution and price protection adjustments.

(5) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(g) under the Securities Act of 1933, using the exercise price of \$.57.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

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PRELIMINARY PROSPECTUS SUBJECT TO COMPLETION, DATED JULY 21, 2004

STRONGHOLD TECHNOLOGIES, INC.
28,050,000 SHARES OF
COMMON STOCK

This prospectus relates to the resale by the selling stockholders of up to 28,050,000 shares of our common stock, including up to 25,500,000 shares of common stock underlying secured convertible notes in a principal amount of \$3,000,000 and up to 2,550,000 issuable upon the exercise of common stock purchase warrants. The secured convertible notes are convertible into our common stock at the lower of \$0.70 or 50% of the average of the three lowest intraday trading prices for the common stock on a principal market for the 20 trading days before but not including the conversion date. The selling stockholders may sell common stock from time to time in the principal market on which the stock is traded at the prevailing market price or in negotiated transactions. The selling stockholders may be deemed underwriters of the shares of common stock which they are offering. We will pay the expenses of registering these shares.

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Our common stock is registered under Section 12(g) of the Securities Exchange Act of 1934 and is listed on the Over-The-Counter Bulletin Board under the symbol "SGHT.ob". The last reported sales price per share of our common stock as reported by the Over-The-Counter Bulletin Board on July 16, 2004, was \$.15.

INVESTING IN THESE SECURITIES INVOLVES SIGNIFICANT RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 4.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is July 19, 2004.

The information in this Prospectus is not complete and may be changed. This Prospectus is included in the Registration Statement that was filed by Stronghold Technologies, Inc. with the Securities and Exchange Commission. The selling stockholders may not sell these securities until the registration statement becomes effective. This Prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the sale is not permitted.

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PROSPECTUS SUMMARY

The following summary highlights selected information contained in this prospectus. This summary does not contain all the information you should consider before investing in the securities. Before making an investment decision, you should read the entire prospectus carefully, including the "risk factors" section, the financial statements and the secured convertible notes to the financial statements.

STRONGHOLD TECHNOLOGIES, INC.

We are a Customer Relationship Management ("CRM") solutions provider for the retail automotive industry. Our DealerAdvance(TM) Sales Solution is designed to streamline dealership sales operations using software that integrates existing technology systems.

For the three months ended March 31, 2004, we generated \$643,678 in revenue and a net loss of \$583,728. In addition, for the year ended December 31, 2003, we generated revenue of \$2,996,344 and a net loss of \$4,258,007. As a result of recurring losses from operations and a net deficit in both working capital and stockholders' equity, our auditors, in their report dated March 17, 2004, have expressed substantial doubt about our ability to continue as going concern.

Our principal offices are located at 106 Allen Road, Basking Ridge, NJ 07920, and our telephone number is (908) 903-1195. We are a Nevada corporation.

The Offering

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Common stock offered by selling stockholders

Up to 28,050,
following:

- up to 2
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Over-The-Counter Bulletin Board Symbol

SGHT

EXPLANATORY NOTE: ON JUNE 18, 2004, WE ENTERED INTO A SECURITIES PURCHASE AGREEMENT WITH New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC. CERTAIN ISSUANCES OF SHARES OF COMMON STOCK PURSUANT TO THIS AGREEMENT WOULD REQUIRE US TO ISSUE SHARES OF COMMON STOCK IN EXCESS OF OUR AUTHORIZED CAPITAL. WE INTEND TO FILE A PROXY STATEMENT OR INFORMATION STATEMENT WITH THE SECURITIES AND EXCHANGE COMMISSION, SEEKING TO INCREASE OUR AUTHORIZED COMMON STOCK FROM 50,000,000 TO 250,000,000. WE INTEND ON FILING THE CERTIFICATE OF AMENDMENT TO OUR CERTIFICATE OF INCORPORATION AFTER SUCH INCREASE HAS BEEN APPROVED AT OUR STOCKHOLDERS' MEETING. WE ARE REGISTERING 28,050,000 SHARES OF COMMON STOCK PURSUANT TO THIS PROSPECTUS THAT ARE UNDERLYING THE CONVERTIBLE DEBENTURES AND WARRANTS ISSUED IN CONNECTION WITH THE SECURITIES PURCHASE AGREEMENT. UPON FILING THE CERTIFICATE OF AMENDMENT, WE WILL AMEND THIS PROSPECTUS TO INCLUDE ADDITIONAL SHARES OF COMMON STOCK THAT ARE ISSUABLE PURSUANT TO THIS AGREEMENT.

The above information regarding common stock to be outstanding after the offering is based on 13,438,277 shares of common stock outstanding as of July 15, 2004 and assumes the subsequent conversion of our issued secured convertible notes and exercise of warrants by our selling stockholders.

To obtain funding for our ongoing operations, we entered into a Securities Purchase Agreement with New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC on June 18, 2004 for the sale of (i) \$3,000,000 in callable secured convertible notes and (ii) stock purchase warrants to buy 3,000,000 shares of our common stock. This prospectus relates to the resale of the common stock underlying these callable secured convertible notes and warrants.

On June 18, 2004, the investors purchased \$1,500,000 in callable secured convertible notes and received warrants to purchase 1,500,000 shares of our common stock. In addition, provided that all of the conditions in the Securities Purchase Agreement are satisfied, the investors are obligated to provide us with additional funds as follows:

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- o \$500,000 will be funded within five business days of filing a registration statement registering shares of our common stock underlying the callable secured convertible notes and the warrants; and
- o \$1,000,000 will be funded within five business days of the effectiveness of the registration statement.

The callable secured convertible notes bear interest at 12%, mature two years from the date of issuance, and are convertible into our common stock, at the investors' option, at the lower of (i) \$0.70 or (ii) 50% of the average of the three lowest intraday trading prices for our common stock during the 20 trading days before, but not including, the conversion date. As of July 16, 2004, the average of the three lowest intraday trading prices for our common stock during the preceding 20 trading days as reported on the Over-The-Counter Bulletin Board was \$.183 and, therefore, the conversion price for the secured convertible notes was \$.092. Based on this conversion price, the \$3,000,000 callable secured convertible notes, excluding interest, were convertible into 32,608,696 shares of our common stock.

We may prepay the callable secured convertible notes in the event that no event of default exists, there are a sufficient number of shares available for conversion of the callable secured convertible notes and the market price is at or below \$.57 per share. The full principal amount of the callable secured convertible notes is due upon default under the terms of callable secured convertible notes. In addition, we have granted the investors a security interest in substantially all of our assets and intellectual property as well as registration rights.

The warrants are exercisable until five years from the date of issuance at a purchase price of \$0.57 per share. In addition, the exercise price of the warrants is adjusted in the event we issue common stock at a price below market.

The investors have contractually agreed to restrict their ability to convert the callable secured convertible notes and exercise the warrants and receive shares of our common stock such that the number of shares of our common stock held by them and their affiliates after such conversion or exercise does not exceed 4.99% of our then issued and outstanding shares of our common stock.

See the "Selling Stockholders" and "Risk Factors" sections for a complete description of the secured convertible notes.

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RISK FACTORS

This investment has a high degree of risk. Before you invest you should carefully consider the risks and uncertainties described below and the other information in this prospectus. If any of the following risks actually occur, our business, operating results and financial condition could be harmed and the value of our stock could go down. This means you could lose all or a part of your investment.

RISKS RELATING TO OUR BUSINESS:

WE HAVE A HISTORY OF INCURRING NET LOSSES; WE EXPECT OUR NET LOSSES TO CONTINUE

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AS A RESULT OF PLANNED INCREASES IN OPERATING EXPENSES; AND, THEREFORE, WE MAY NEVER ACHIEVE PROFITABILITY WHICH MAY CAUSE US TO SEEK ADDITIONAL FINANCING OR TO CEASE OPERATIONS.

We have a history of operating losses and have incurred significant net losses in each fiscal quarter since our inception. We had a net loss of \$4,258,007 and \$4,528,803 for the fiscal years ended December 31, 2003 and December 31, 2002, respectively. We have an accumulated net operating loss of approximately \$7,531,007 for the period from May 17, 2002 through December 31, 2003 to offset future taxable income. Losses prior to May 17, 2002 were passed directly to the shareholders and, therefore, are not included in the loss carry-forward. We expect to continue to incur net losses and negative cash flows for the foreseeable future. We will need to generate significant additional revenue to achieve profitability. Our ability to generate and sustain significant additional revenues or achieve profitability will depend upon numerous factors outside of our control, including:

- o Competing products that are more effective or less costly than ours;
- o Our ability to develop and commercialize our own products and technologies; and
- o Our ability to increase sales of our existing products and any new products.

It is possible that we may never achieve profitability and, even if we do achieve profitability, we may not sustain or increase profitability in the future. If we do not achieve sustained profitability, we may be unable to continue our operations.

WE HAVE RECENTLY ENTERED A FOREBEARANCE AGREEMENT WITH A LENDER IN CONNECTION WITH A LOAN AGREEMENT IN WHICH WE ARE PRESENTLY IN DEFAULT. IF WE ARE UNABLE TO COMPLY WITH THE TERMS OF PAYMENT IN THE FORBEARANCE AGREEMENT, THE LENDER COULD ACCELERATE THE MATURITY DATE OF THE LOAN OR ATTEMPT TO SEIZE THE ASSETS OF OUR COMPANY PLEDGED AS SECURITY FOR THE LOAN.

On November 1, 2001, we entered into a line of credit with United Trust Bank (now PNC Bank) pursuant to which the Predecessor Entity entered into a line of credit with United Trust Bank (now PNC Bank) pursuant to which the Predecessor Entity borrowed \$1.5 million. On September 30, 2002, we converted the outstanding line of credit with UnitedTrust Bank into a \$1,500,000 promissory note. As of December 31, 2003, \$1,231,667 was outstanding under the promissory note.

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On January 9, 2004, we were served with a Notice of an Event of Default by United Trust Bank under its Loan Agreement stating that pursuant to section 6.01(d) of the Loan Agreement, an Event of Default exists due to our failure to pay Payroll Tax Obligations aggregating in the amount of \$1,089,897 as of December 31, 2003 (including estimated penalties and interest). On April 1, 2004, we received a second Notice of Event of Default stating that the Bank had accelerated the maturity of the Loan and declared all principal, interest, and other outstanding amounts due and payable. On April 27, 2004, PNC Bank, N.A., as successor by merger to UnitedTrust Bank filed a complaint in the Superior Court of New Jersey, Law Division, Union County (Docket No. UNN-L_001522-04) against our company and Christopher J. Carey, in his capacity as guarantor, to collect the sums outstanding under the Loan Agreement, dated as

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of September 30, 2002. On July 15, 2004, we entered into a fully executed forbearance agreement with PNC Bank, N.A. We made an initial principal payment of \$420,000 with the execution of the forbearance. Additionally, we are required to make four consecutive monthly installments of \$50,000.00 on August 15, 2004, September 15, 2004, October 15, 2004 and November 15, 2004 followed by the remaining principal on or before December 15, 2004. Failure to adhere to this schedule will cause the suit to be reinstated and PNC Bank will resume collection of the sum under the suit. If the bank is successful in a lawsuit, it could seize our assets which may cause us to cease our operations.

WE HAVE RECENTLY ENTERED AN INSTALLMENT AGREEMENT WITH THE UNITED STATES INTERNAL REVENUE SERVICE AND IF WE DEFAULT UNDER SUCH INSTALLMENT AGREEMENT, THE IRS COULD ATTEMPT TO SEIZE OUR ASSETS FOR PAYMENT OF TAXES OWED.

On April 30, 2004, we entered into an installment agreement with the IRS to pay withholding taxes due in the amount of \$1,233,101.35, under the terms of which will pay \$35,000 each month, we will make 36 monthly payments to the IRS. If we violate the installment agreement, the IRS could take possession of our assets and we may be forced to cease operations and/or to file for bankruptcy protection.

WE HAVE A LIMITED OPERATING HISTORY, THEREFORE IT IS DIFFICULT TO EVALUATE OUR FINANCIAL PERFORMANCE AND PROSPECTS.

We were formed in September 2000 to import and market truffle oil products. As of May 16, 2002, our business purpose focus shifted to the development and marketing of handheld wireless technology for the automotive dealer software market. We entered the handheld wireless technology business through the acquisition of an entity with a 23-month operating history. We are, therefore, subject to all of the risks inherent in a new business enterprise. Our limited operating history makes it difficult to evaluate our financial performance and prospects. We cannot assure you that in the future we will operate profitably or that we will have adequate working capital to meet our obligations as they become due. Because of our limited financial history, we believe that period-to-period comparisons of our results of operations will not be meaningful in the short term and should not be relied upon as indicators of future performance.

WE MAY FAIL TO GAIN MARKET ACCEPTANCE OF OUR PRODUCTS, THEREFORE OUR BUSINESS AND RESULTS OF OPERATIONS COULD BE HARMED.

We are still in the early marketing stages of our DealerAdvance(TM) suite of products. Our first pilot system for DealerAdvance Sales Solution(TM) was installed in April 2001 and our sixth and final pilot system was installed in September 2001. We implemented a total of 33 additional sites in 2002. As of December 31, 2003, a total of 69 Dealerships were using the DealerAdvance Sales Solution(TM) in 13 states. We expect to introduce our DealerAdvance Service Solution(TM) over the next two years. This solution is still in the development stages and is not yet ready for testing. While we have received positive feedback of DealerAdvance Sales Solution(TM) by the test sites, sixty-nine systems is a small number and results in such sites may not be indicative of the overall market acceptance and success of DealerAdvance Sales Solutions(TM) or our entire DealerAdvance(TM) suite of products. We may experience design,

marketing, and other difficulties that could delay or prevent our development, introduction, or marketing of these and other new products and enhancements. In addition, the costs of developing and marketing our products may far outweigh

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the revenue stream generated by such products. Finally, our prospects for success will depend on our ability to successfully sell our products to key automobile dealerships that may be inhibited from doing business with us because of their commitment to their own technologies and products, or because of our relatively small size and lack of sales and production history.

The nature of our handheld product and technology requires us to market almost exclusively to automobile dealerships. Should any particular dealership or group of dealerships decide not to utilize our services to the extent anticipated, our business may be adversely affected. Large and costly consumer products such as automobiles are sensitive to broad economic trends. Therefore, our business could suffer if automobile dealerships are affected by poor economic conditions. If dealer sales are trending downward, capital expenditures, like those associated with our DealerAdvance (TM) suite of products, may be delayed or abandoned.

WE DEPEND ON ATTRACTING AND RETAINING KEY PERSONNEL TO MAINTAIN OUR COMPETITIVE ADVANTAGE, THEREFORE THE LOSS OF THEIR SERVICES MAY SIGNIFICANTLY DELAY OR PREVENT THE ACHIEVEMENT OF OUR STRATEGIC OBJECTIVES.

We are highly dependent on the principal members of our management, research and sales staff. The loss of their services might significantly delay or prevent the achievement of our strategic objectives. Our success depends on our ability to retain key employees and to attract additional qualified employees. Competition for personnel is intense, and we cannot assure you that we will be able to retain existing personnel or attract and retain additional highly qualified employees in the future.

Our subsidiary, Stronghold, has an employment agreement in place with its President and Chief Executive Officer, Christopher J. Carey, which provides for vesting of options exercisable for shares of our common stock based on continued employment and on the achievement of performance objectives defined by the board of directors. Stronghold does not have similar retention provisions in its employment agreements with other key personnel. If we are unable to hire and retain personnel in key positions, our business could be significantly and adversely affected unless qualified replacements can be found.

Our success is dependent on the vision, technological knowledge, business relationships and abilities of our president, Mr. Carey. Any reduction of Mr. Carey's role in our business would have a material adverse effect on us. Mr. Carey's employment contract expires on December 31, 2004. He has not, however, expressed any intention or desire to leave.

RISKS CONCERNING OUR HANDHELD TECHNOLOGY:

WE OBTAIN PRODUCTS AND SERVICES FROM THIRD PARTIES, THEREFORE AN INTERRUPTION IN THE SUPPLY OF THESE PRODUCTS AND SERVICES COULD CAUSE A DECLINE IN SALES OF OUR PRODUCTS AND SERVICES.

We are dependant upon certain providers of software, including Microsoft Corporation and their Pocket PC software, to provide the operating system for our applications. If there are significant changes to this software, or if this software stops being available or supported, we will experience a disruption to our product and development efforts.

In designing, developing and supporting our wireless data services, we rely on mobile device manufacturers, content providers, database providers and software providers. These suppliers may experience difficulty in supplying us products or services sufficient to meet our needs or they may terminate or fail to renew contracts for supplying us these products or services on terms we find acceptable. Any significant interruption in the supply of any of these products or services could cause a decline in sales of our products and

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services, unless and until we are able to replace the functionality provided by these products and services. We also depend on third parties to deliver and support reliable products, enhance their current products, develop new products on a timely and cost-effective basis and respond to emerging industry standards and other technological changes.

COMPETITION IN THE WIRELESS TECHNOLOGY INDUSTRY IS INTENSE AND TECHNOLOGY IS CHANGING RAPIDLY, THEREFORE WE MAY BE UNABLE TO COMPETE SUCCESSFULLY AGAINST OUR CURRENT AND FUTURE COMPETITORS IN THE FUTURE.

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Many wireless technology and software companies are engaged in research and development activities relating to our range of products. The market for handheld wireless technology is intensely competitive, rapidly changing and undergoing consolidation. We may be unable to compete successfully against our current and future competitors, which may result in price reductions, reduced profit margins and the inability to achieve market acceptance for our products. Our competitors in the field are major international car dealership service companies, specialized technology companies, and, potentially, our joint venture and strategic alliance partners. Many of our competitors have substantially greater financial, marketing, sales, distribution and technical resources than us and have more experience in research and development, sales, service, manufacturing and marketing. We anticipate increased competition in the future as new companies enter the market and new technologies become available. Our technology may be rendered obsolete or uneconomical by technological advances developed by one or more of our competitors.

WE MAY NOT HAVE ADEQUATELY PROTECTED OUR INTELLECTUAL PROPERTY RIGHTS, THEREFORE WE MAY NOT BE SUCCESSFUL IN PROTECTING OUR INTELLECTUAL PROPERTY RIGHTS.

Our success depends on our ability to sell products and services for which we do not currently have intellectual property rights. We currently do not have patents on any of our intellectual property. We have filed for a patent which protects a number of developments pertaining to the management of information flow for automotive dealer-based software. We plan to file an additional patent application which will address certain proprietary features pertaining to our systems components, related equipment and software modules. We cannot assure you we will be successful in protecting our intellectual property right through patent law.

We rely primarily on trade secret laws, patent law, copyright law, unfair competition law and confidentiality agreements to protect our intellectual property. To the extent that these avenues do not adequately protect our technology, other companies could develop and market similar products or services, which could adversely affect our business.

WE MAY BE SUED BY THIRD PARTIES FOR INFRINGEMENT OF THEIR PROPRIETARY RIGHTS, THEREFORE WE MAY INCUR DEFENSE COSTS AND POSSIBLY ROYALTY OBLIGATIONS OR LOSE THE RIGHT TO USE TECHNOLOGY IMPORTANT TO OUR BUSINESS.

The wireless technology and software industries are characterized by the existence of a large number of patents and frequent litigation based on allegations of patent infringement or other violations of intellectual property rights. As the number of participants in our market increases, the possibility of an intellectual property claim against us could increase. Any intellectual property claims, whether with or without merit, could be time consuming and expensive to litigate or settle and could divert management attention from the

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administration of our business. A third party asserting infringement claims against us or our customers with respect to our current or future products may adversely affect us.

RISKS RELATING TO OUR CURRENT FINANCING ARRANGEMENT:

THERE ARE A LARGE NUMBER OF SHARES UNDERLYING OUR CALLABLE SECURED CONVERTIBLE NOTES, AND WARRANTS THAT MAY BE AVAILABLE FOR FUTURE SALE AND THE SALE OF THESE SHARES MAY DEPRESS THE MARKET PRICE OF OUR COMMON STOCK.

As of July 16, 2004, we had 13,438,277 shares of common stock issued and outstanding and callable secured convertible notes outstanding or an obligation to issue callable secured convertible notes that may be converted into an estimated 32,608,696 shares of common stock at current market prices, and outstanding warrants or an obligation to issue warrants to purchase 3,000,000 shares of common stock. In addition, the number of shares of common stock issuable upon conversion of the outstanding callable secured convertible notes may increase if the market price of our stock declines. All of the shares, including all of the shares issuable upon conversion of the notes and upon exercise of our warrants, may be sold without restriction. The sale of these shares may adversely affect the market price of our common stock.

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THE CONTINUOUSLY ADJUSTABLE CONVERSION PRICE FEATURE OF OUR CALLABLE SECURED CONVERTIBLE NOTES COULD REQUIRE US TO ISSUE A SUBSTANTIALLY GREATER NUMBER OF SHARES, WHICH WILL CAUSE DILUTION TO OUR EXISTING STOCKHOLDERS.

Our obligation to issue shares upon conversion of our callable secured convertible notes is essentially limitless. The following is an example of the amount of shares of our common stock that are issuable, upon conversion of the Notes (excluding accrued interest), based on market prices 25%, 50% and 75% below the current conversion price, as of July 16, 2004 of \$0.183.

| % Below Market ----- | Price Per Share ----- | With Discount at 50% ----- | Number of Shares Issuable ----- | % of Outstanding Stock ----- |
|----------------------------|-----------------------------|----------------------------------|------------------------------------------|---------------------------------------|
| 25% | \$.1373 | \$.0686 | 43,715,847 | 76.49% |
| 50% | \$.0915 | \$.0458 | 65,573,770 | 82.99% |
| 75% | \$.0458 | \$.0229 | 131,147,541 | 90.71% |

As illustrated, the number of shares of common stock issuable upon conversion of our secured convertible notes will increase if the market price of our stock declines, which will cause dilution to our existing stockholders.

THE CONTINUOUSLY ADJUSTABLE CONVERSION PRICE FEATURE OF OUR CALLABLE SECURED CONVERTIBLE NOTES MAY ENCOURAGE INVESTORS TO MAKE SHORT SALES IN OUR COMMON STOCK, WHICH COULD HAVE A DEPRESSIVE EFFECT ON THE PRICE OF OUR COMMON STOCK.

The callable secured convertible notes are convertible into shares of our common stock at a 50% discount to the trading price of the common stock prior to the conversion. The significant downward pressure on the price of the common stock as the selling stockholder converts and sells material amounts of common stock could encourage short sales by investors. This could place further downward pressure on the price of the common stock. The selling stockholder could sell common stock into the market in anticipation of covering the short sale by converting their securities, which could cause the further downward pressure on the stock price. In addition, not only the sale of shares issued

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upon conversion or exercise of notes, warrants and options, but also the mere perception that these sales could occur, may adversely affect the market price of the common stock.

THE ISSUANCE OF SHARES UPON CONVERSION OF THE CALLABLE SECURED CONVERTIBLE NOTES AND EXERCISE OF OUTSTANDING WARRANTS MAY CAUSE IMMEDIATE AND SUBSTANTIAL DILUTION TO OUR EXISTING STOCKHOLDERS.

The issuance of shares upon conversion of the callable secured convertible notes and exercise of warrants may result in substantial dilution to the interests of other stockholders since the selling stockholders may ultimately convert and sell the full amount issuable on conversion. Although the selling stockholders may not convert their callable secured convertible notes and/or exercise their warrants if such conversion or exercise would cause them to own more than 4.99% of our outstanding common stock, this restriction does not prevent the selling stockholders from converting and/or exercising some of their holdings and then converting the rest of their holdings. In this way, the selling stockholders could sell more than this limit while never holding more than this limit. There is no upper limit on the number of shares that may be issued which will have the effect of further diluting the proportionate equity interest and voting power of holders of our common stock, including investors in this offering.

IN THE EVENT THAT OUR STOCK PRICE DECLINES, THE SHARES OF COMMON STOCK ALLOCATED FOR CONVERSION OF THE CALLABLE SECURED CONVERTIBLE NOTES AND REGISTERED PURSUANT TO THIS PROSPECTUS MAY NOT BE ADEQUATE AND WE MAY BE REQUIRED TO FILE A SUBSEQUENT REGISTRATION STATEMENT COVERING ADDITIONAL SHARES. IF THE SHARES WE HAVE ALLOCATED AND ARE REGISTERING HEREWITH ARE NOT ADEQUATE AND WE ARE REQUIRED TO FILE AN ADDITIONAL REGISTRATION STATEMENT, WE MAY INCUR SUBSTANTIAL COSTS IN CONNECTION THEREWITH.

Based on our current market price and the potential decrease in our market price as a result of the issuance of shares upon conversion of the callable secured convertible debentures, we have made a good faith estimate as to the amount of shares of common stock that we are required to register and allocate for conversion of the convertible debentures. As we do not currently have the required amount of shares available, we may be required to file an

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additional registration statement after we have increased our authorized common stock. Accordingly, subject to obtaining an increase in our authorized shares of common stock, we will allocate and register approximately 28,050,000 shares to cover the conversion of the callable secured convertible debentures. In the event that our stock price decreases, the shares of common stock we have allocated for conversion of the callable secured convertible debentures and are registering hereunder may not be adequate. If the shares we have allocated to the registration statement are not adequate and we are required to file an additional registration statement, we may incur substantial costs in connection with the preparation and filing of such registration statement.

IF WE FAIL TO OBTAIN STOCKHOLDER APPROVAL TO INCREASE OUR AUTHORIZED SHARES OF COMMON STOCK, WE MAY BE REQUIRED TO REPAY THE CALLABLE SECURED CONVERTIBLE DEBENTURE AS WELL AS VARIOUS PENALTIES.

We presently do not have an adequate amount of authorized and unissued shares of common stock to issue in connection with the financing entered into with the selling stockholders in June 2004. In the near future we intend to hold a meeting for the purpose of obtaining stockholder approval to

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increase our authorized shares of common stock of which we can provide no assurance that we will be able to obtain. In the event that we are unable to obtain an increase in our authorized common stock, we will be required to repay the callable secured convertible debenture and we will be subject to prepayment penalties.

IF WE ARE REQUIRED FOR ANY REASON TO REPAY OUR OUTSTANDING CALLABLE SECURED CONVERTIBLE NOTES, WE WOULD BE REQUIRED TO DEplete OUR WORKING CAPITAL, IF AVAILABLE, OR RAISE ADDITIONAL FUNDS. OUR FAILURE TO REPAY THE CALLABLE SECURED CONVERTIBLE NOTES, IF REQUIRED, COULD RESULT IN LEGAL ACTION AGAINST US, WHICH COULD REQUIRE THE SALE OF SUBSTANTIAL ASSETS.

In June 2004, we entered into a Securities Purchase Agreement for the sale of an aggregate of \$3,000,000 principal amount of callable secured convertible notes. The callable secured convertible notes are due and payable, with 12% interest, two years from the date of issuance, unless sooner converted into shares of our common stock. Although we currently have \$1,500,000 callable secured convertible notes outstanding, the investor is obligated to purchase additional callable secured convertible notes in the aggregate amount of \$1,500,000. In addition, any event of default such as our failure to repay the principal or interest when due, our failure to issue shares of common stock upon conversion by the holder, our failure to timely file a registration statement or have such registration statement declared effective, breach of any covenant, representation or warranty in the Securities Purchase Agreement or related convertible note, the assignment or appointment of a receiver to control a substantial part of our property or business, the filing of a money judgment, writ or similar process against our company in excess of \$50,000, the commencement of a bankruptcy, insolvency, reorganization or liquidation proceeding against our company and the delisting of our common stock could require the early repayment of the callable secured convertible notes, including a default interest rate of 15% on the outstanding principal balance of the notes if the default is not cured with the specified grace period. We anticipate that the full amount of the callable secured convertible notes will be converted into shares of our common stock, in accordance with the terms of the callable secured convertible notes. If we are required to repay the callable secured convertible notes, we would be required to use our limited working capital and raise additional funds. If we were unable to repay the notes when required, the note holders could commence legal action against us and foreclose on all of our assets to recover the amounts due. Any such action would require us to curtail or cease operations.

RISKS RELATING TO OUR COMMON STOCK:

IF WE FAIL TO REMAIN CURRENT ON OUR REPORTING REQUIREMENTS, WE COULD BE REMOVED FROM THE OTC BULLETIN BOARD WHICH WOULD LIMIT THE ABILITY OF BROKER-DEALERS TO SELL OUR SECURITIES AND THE ABILITY OF STOCKHOLDERS TO SELL THEIR SECURITIES IN THE SECONDARY MARKET.

Companies trading on the OTC Bulletin Board, such as us, must be reporting issuers under Section 12 of the Securities Exchange Act of 1934, as amended, and must be current in their reports under Section 13, in order to maintain price quotation privileges on the OTC Bulletin Board. If we fail to remain current on our reporting requirements, we could be removed from the OTC Bulletin Board. As a result, the market liquidity for our securities could be severely adversely affected by limiting the ability of broker-dealers to sell our securities and the ability of stockholders to sell their securities in the secondary market.

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OUR COMMON STOCK IS SUBJECT TO THE "PENNY STOCK" RULES OF THE SEC AND THE TRADING MARKET IN OUR SECURITIES IS LIMITED, WHICH MAKES TRANSACTIONS IN OUR STOCK CUMBERSOME AND MAY REDUCE THE VALUE OF AN INVESTMENT IN OUR STOCK.

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

- o that a broker or dealer approve a person's account for transactions in penny stocks; and
- o the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

- o obtain financial information and investment experience objectives of the person; and
- o make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form:

- o sets forth the basis on which the broker or dealer made the suitability determination; and
- o that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

USE OF PROCEEDS

This prospectus relates to shares of our common stock that may be

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offered and sold from time to time by the selling stockholders. We will not receive any proceeds from the sale of shares of common stock in this offering. However, we will receive the sale price of any common stock we sell to the selling stockholder upon exercise of the warrants. We expect to use the proceeds received from the exercise of the warrants, if any, for general working capital purposes. However, the selling stockholders will be entitled to exercise the warrants on a cashless basis if the shares of common stock underlying the warrants are not then registered pursuant to an effective registration statement. In the event that the selling stockholder exercises the warrants on a cashless basis, then we will not receive any proceeds. In addition, we have received gross proceeds \$1,500,000 from the sale of the callable secured convertible notes and the investors are obligated to provide us with an additional \$500,000 within five days of the filing of this registration statement and \$1,000,000 within five days of this prospectus being declared effective. The proceeds received from the sale of the callable secured convertible notes will be used for business development purposes, working capital needs, pre-payment of interest, payment of consulting and legal fees and repayment of debt.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our Common Stock is traded on the OTC Bulletin Board, referred to herein as the OTCBB, under the symbol "SGHT.ob". The following table sets forth the high and low bid prices of our Common Stock, as reported by the OTCBB for each quarter since January 1, 2002. The quotations set forth below reflect inter-dealer prices, without retail mark-up, markdown or commission and may not represent actual transactions.

| 2002 | High | Low |
|-------------------------------------|--------|--------|
| ---- | ---- | --- |
| January 1, 2002 - March 31, 2002 | \$0.14 | \$0.14 |
| April 1, 2002 - June 30, 2002 | \$1.15 | \$0.14 |
| July 1, 2002 - September 30, 2002 | \$1.60 | \$0.25 |
| October 1, 2002 - December 31, 2002 | \$2.25 | \$1.25 |
| 2003 | High | Low |
| ---- | ---- | --- |
| January 1, 2003 - March 31, 2003 | \$1.70 | \$0.25 |
| April 1, 2003 - June 30, 2003 | \$1.01 | \$0.59 |
| July 1, 2003 - September 30, 2003 | \$0.98 | \$0.47 |
| October 1, 2003 - December 31, 2003 | \$0.70 | \$0.30 |
| 2003 | High | Low |
| ---- | ---- | --- |
| January 1, 2004 - March 31, 2004 | \$1.15 | \$0.45 |
| April 1, 2004 - June 30, 2004 | \$0.70 | \$0.24 |

As of July 14, 2004, there were approximately 73 holders of record of our common stock.

We have appointed Continental Stock Transfer & Trust Company, 17 Battery Place, New York, New York 10004, as transfer agent for our shares of Common Stock.

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EQUITY COMPENSATION PLAN INFORMATION

We currently do not have any equity compensation plans.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND PLAN OF OPERATIONS

Some of the information in this Form SB-2 contains forward-looking statements that involve substantial risks and uncertainties. You can identify these statements by forward-looking words such as "may," "will," "expect," "anticipate," "believe," "estimate" and "continue," or similar words. You should read statements that contain these words carefully because they:

- o discuss our future expectations;
- o contain projections of our future results of operations or of our financial condition; and
- o state other "forward-looking" information.

We believe it is important to communicate our expectations. However, there may be events in the future that we are not able to accurately predict or over which we have no control. Our actual results and the timing of certain events could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under "Risk Factors," "Business" and elsewhere in this prospectus. See "Risk Factors."

EXECUTIVE OVERVIEW

We are a Customer Relationship Management ("CRM") solutions provider for the retail automotive industry. Our DealerAdvance(TM) Sales Solution is designed to streamline dealership sales operations using software that integrates existing technology systems.

Our strategic focus since our entry into the automotive retail market on May 2002 has been:

- o Applying wireless technology, leveraging the Internet, providing software and process improvement methods to improve buying and servicing satisfaction at retail automobile dealerships.
- o Establishment and growth of customer base.
- o Geographic diversification to penetrate large national markets.
- o Development of user friendly CRM applications.
- o Development of a best-of-breed seamless software solution that replaces multiple applications that typically are not designed to work together as seamlessly as DealerAdvance(TM).

Our current initiatives include the following:

- o Leveraging existing clients to generate new and recurring revenues through the introduction of new products and services.
- o Developing and refining products through internal research and development, strategic partnerships and acquisitions that target synergistic applications surrounding the dealership accounting systems (DMS - Dealer Management System). The goal of these efforts is to become a leading, single source solution provider to automobile dealerships.
- o new products and concepts (or product candidates) include: in-coming call management; advertising effectiveness reporting; Internet lead management; services marketing; online credit reporting; and compliance with Do Not Call regulations.
- o Making strategic acquisitions.

OUR HISTORY

We were incorporated as a Nevada corporation on September 8, 2000, under the name TDT Development, Inc. On May 16, 2002, our predecessor entity entered into a merger agreement with our wholly-owned subsidiary, TDT Stronghold Acquisition Corp. As consideration for the merger, we issued 7,000,000 shares of our common stock, par value \$0.0001 per share, to the stockholders of our predecessor entity in exchange for all of the issued and outstanding shares of Stronghold-NJ. The stockholders of the predecessor entity continue to hold these shares of our common stock. Following the merger, TDT Stronghold Acquisition Corp., the survivor of the merger, changed its name to Stronghold Technologies, Inc. (NJ) and remains our only wholly-owned subsidiary. On July 11, 2002, we changed our name from TDT Development, Inc. to Stronghold Technologies, Inc. On July 19, 2002, we exchanged all of the shares that we held in our two other wholly-owned subsidiaries, Terre di Toscana, Inc. and Terres Toscanes, Inc., which conducted an import and distribution business specializing in truffle-based food product, for 75,000 shares of our common stock held by Mr. Pietro Bortolatti, our former president.

Our principal executive offices are located at 106 Allen Road, Basking Ridge, NJ 07920. Our telephone number at that location is 908-903-1195 and our Internet address is www.strongholdtech.com. Our Annual Report on Form 10-KSB, Quarterly Reports on Form 10-QSB, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934 are available on our website (www.strongholdtech.com under the "For Investors-SEC Filings" caption) as soon as reasonably practicable after we electronically file such reports with the Securities and Exchange Commission ("SEC"). Our annual, quarterly and current reports, and, if applicable, amendments to those reports, filed or furnished pursuant to Section 13(a) of the Exchange Act are also available at the website maintained by the SEC at <http://www.sec.gov>. The information contained on our website is not incorporated by reference herein.

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On May 16, 2002, we entered the handheld wireless technology business via our acquisition by merger of our predecessor entity. The predecessor entity was founded on August 1, 2000 to develop proprietary handheld wireless technology for the automotive dealer software market. Since the merger of the predecessor entity into our subsidiary, we continue to conduct the predecessor entity's handheld wireless technology business.

DESCRIPTION OF PRODUCTS

Our DealerAdvance(TM) suite of Customer Relationship Management ("CRM") software, has been designed to maximize revenues and reduce operating expenses of automobile dealerships. We have completed the development of its DealerAdvance Sales Solution(TM), a software suite designed to increase sales by effectively capturing a greater percentage of unsold customer prospects and maximizing customer "be-back" rates. We are in various stages of development of complimentary CRM systems for our handheld devices, including the DealerAdvance Service Solution(TM), which is designed to further increase our clients' revenues and profits by managing dealer service operations, customer information and vehicle inventory. We are designing products to be functionally equivalent to the devices used by automobile rental agencies in which automobile return and checkout is automated using scanning and other point of sale technology.

We generally grants a 60-day performance guarantee period for each new installation. If performance goals are met, the contracts become noncancellable for its term, usually 36 months. As of March 31, 2004, a total of 78 dealers were using the DealerAdvance Sales Solution(TM), of which approximately 70 had reached or exceeded the 60-day performance period.

OUR REVENUES

Our revenues are primarily received from system installation, software licenses and system maintenance. The approximate average selling package price of the system and installation also is \$70,000. Additional revenues are derived from monthly system maintenance agreements that have a monthly fee of \$850 per month and a total contract value of \$30,600. The revenues derived from these categories are summarized below:

- o Software License Revenues: This represents the software license portion of the Dealer Advance Service Solution purchased by customers of our company. The software and intellectual property of Dealer Advance has been developed and is owned by us.

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- o System Installation Revenues: This represents the installation and hardware portion of the Dealer Advance Service Solution. All project management during the installation is performed by us. The installation and hardware portions include cable wiring subcontracting services and off the shelf hardware and handheld computers ("PDA"s).
- o Monthly Recurring Maintenance Revenue: This represents the maintenance and support contract for the Dealer Advance Service Solution that the customer executes with the system installation. The typical maintenance contract is for 36 months. In our three year operating history, approximately 50% of all our customers have prepaid the maintenance fees through a third party leasing finance company. These prepaid maintenance fees have provided additional

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cash flow to us and have generated a deferred revenue liability on our balance sheet.

Cost of sales for software licensing with the installation are estimated at 10% of revenue for reproduction, minor customer specific configurations and the setup cost of interface with the customers' DMS. Cost of sales for the system installation includes direct labor and travel, subcontractors and third party hardware.

GENERAL AND ADMINISTRATIVE OPERATING EXPENSES

Our general operating expenses are primarily comprised of:

- o Marketing and Selling;
- o General and Administrative;
- o Development & Operations;

Our marketing and selling expenses include all labor, sales commissions and non-labor expenses of selling and marketing of our products and services. These include the salaries of two Vice Presidents of Sales and the Business Development Manager ("BDM") staff.

Our general and administrative expenses include expenses for all facilities, insurance, benefits, telecommunications, legal and auditing expenses are included as well as the executive management group wage expense.

Our development & operations expenses include the expenses for the Client Consultant group which advises and supports the installations of our Dealer Advance(TM) clients.

RESULTS OF OPERATIONS

We entered the handheld wireless technology business through the acquisition of the Predecessor Entity, which had only twenty-two months of operating history. We are subject to all of the risks inherent in a new business enterprise. Our limited operating history makes it difficult to evaluate our financial performance and prospects. We cannot make assurances at this time that we will operate profitably or that we will have adequate working capital to meet our obligations as they become due. Because of our limited financial history, we believe that period-to-period comparisons of our results of operations will not be meaningful in the short term and should not be relied upon as indicators of future performance.

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DIVIDEND POLICY

We have never declared or paid any cash dividends on our common stock. We anticipate that any earnings will be retained for development and expansion of our business and we do not anticipate paying any cash dividends in the foreseeable future. Our board of directors, subject to any restrictions or prohibitions that may be contained in our loan or preferred stock agreements, has sole discretion to pay dividends based on our financial condition, results of operations, capital requirements, contractual obligations and other relevant factors.

INDUSTRY TRENDS

The automotive industry has identified sales productivity tools and

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CRM systems as high priorities. Many consolidators and independent dealership owners have begun to explore and pilot some of these solutions to determine the most effective means for managing and exploiting prospects and customers to increase car sales. To date, only a small number of the 22,600-dealership sites in the United States have implemented CRM systems. There remains substantial uncertainty as to the type of systems that will be implemented as well as the pace at which implementation will take place.

Since large consumer purchases are sensitive to broad economic trends, our operations may be affected by general economic conditions. For example, if dealer sales are trending downward, capital expenditures like those associated with our DealerAdvance(TM) suite of products may be delayed or abandoned.

OUR CUSTOMERS

As of December 2003, the U.S. retail automotive industry consisted of approximately 22,150 franchise dealerships covering all domestic and foreign brands. These franchises are granted for specific geographic territories and allow the franchisee to pursue sales within that territory. In many cases, a franchisee with two or more brands will operate at one location or property (e.g., Honda/Acura or Lincoln/Mercury).

Over the last 10 years, the industry has experienced some consolidation of ownership with large consolidators (large public and private companies) buying up independently owned retail sites and dealer groups. However, the market is still highly fragmented with the 100 top consolidators operating 1,689 dealerships, or only 7.6% of total dealerships.

THE AUTOMOBILE DEALER SOFTWARE MARKET

The automotive dealer software industry began as a spin-off of companies providing accounting and business forms to dealerships. Today, two major and two minor providers control the market for DMS, which is primarily an accounting and business system. The major providers are ADP Dealer Services, a unit of ADP, Inc. (33% market share) and Reynolds & Reynolds, an \$850 million (in revenue) public company (35% market share). The minor players are Universal Computer Systems (UCS), a privately held company with approximately \$150 million in revenues (1% market share) and a division of Electronic Data Services (EDS), the public company originally formed by H. Ross Perot (1% market share). Approximately 98% of dealerships utilize some form of DMS.

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THREE MONTHS ENDED MARCH 31, 2004 AND THREE MONTHS ENDED MARCH 31, 2003.

For the quarter ended March 31, 2004, we had revenue of \$643,678 compared with revenue of \$919,010 for the quarter ended March 31, 2003. This decrease in revenue of \$275,332 or 30.00% is primarily attributed to steps we made to address our limited funding. Our decision to conserve capital and reduce head count through the fourth quarter and into the first quarter of 2004 attributed to a lower level of sales productivity in the first quarter of 2004.

Revenue is comprised of one-time charges to the dealerships for hardware (including server, wireless infrastructure, desktop PCs, printers, interior/exterior access points/antennas and handheld devices), software licensing fees and installation/training services. Other sources of revenue include monthly support and maintenance contracts (required with purchase of DealerAdvance(TM)) and fee-based business development consulting and sales

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training services. Depending upon the dealership arrangement, the support and maintenance contracts are either billed monthly and recorded as revenue monthly, or are paid up front and recorded to unearned maintenance fees at the present value of the 36-month revenue stream and amortized monthly to revenue.

We generated \$407,170 in gross profits from sales for the quarter ended March 31, 2004, which was a decrease of \$188,136 from the quarter ended March 31, 2003, when we generated \$595,306 in gross profits. Our gross profit margin percentage had a reduction of 1.5% from 64.8 % in the quarter ended March 31, 2003 to 63.3% in the quarter ended March 31, 2004. We expect that our ability to control our prices given our premium product offering and continued efforts to reduce cost of services will result in the same or a similar gross profit margin in the future.

Total Selling and General and Administrative expenses in the quarter ended March 31, 2004 were \$964,002, a decrease of 13% or \$144,812 from the quarter ended March 31, 2003 of \$1,108,814. Total operating expenses for the quarter ended March 31, 2004 and March 31, 2003 were comprised primarily of general and administrative expenses (which includes research and development expenses, consulting and professional costs, recruiting fees, office rent and investor relations expenses), professional salaries, benefits, stock compensation and bad debt write-off expense.

Our interest and penalty expense decreased from \$107,646 in the quarter ended March 31, 2003 to \$26,897 in the quarter ended March 31, 2004. This decrease of \$8,074 was primarily based on the forgiveness of interest on stockholder loans for the quarter.

The net loss for the quarter ended March 31, 2004 was \$583,729 which is a decrease of \$37,425 from the loss for the quarter ended March 31, 2003 of \$621,154. The decrease in losses despite the reduction in revenue and gross profit reflects the effects of our reduction in overhead. Our loss per share also reduced to \$.04 loss per share with a weighted average of 13,341,930 shares outstanding in the quarter ended March 31, 2004 as compared to \$.06 loss per share in the quarter ended March 31, 2003 with a weighted average of 9,857,000 shares outstanding.

COMPARISON OF YEAR ENDED DECEMBER 31, 2003 AND YEAR ENDED DECEMBER 31, 2002

For the fiscal year ended December 31, 2003, we had total revenue of \$2,996,344. Revenue for the year ended December 31, 2002 was \$2,802,483, representing an increase of 7%. Sustained revenue levels are due to increased installation of our DealerAdvance(TM) products in 63 new dealerships from January 1, 2002 through December 31, 2003, compared with six dealerships implemented in the twelve-month period ended in 2001.

Revenue is comprised of one-time charges to the dealerships for hardware (including server, wireless infrastructure, desktop PCs, printers, interior/exterior access points/antennas and handheld devices), software licensing fees and installation/training services. Average installation cost is \$70,000. The most significant variable in pricing is the number of handheld devices. Other sources of revenue include monthly support and maintenance contracts (required with purchase of DealerAdvance(TM)) and fee-based business development consulting and sales training services. Depending upon the dealership arrangement, the support and maintenance contracts are either billed monthly and recorded as revenue monthly, or are paid up front and recorded to unearned maintenance fees at the present value of the 36-month revenue stream and amortized monthly to revenue.

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Total operating expenses for the fiscal years ended December 31, 2003 and December 31, 2002 were comprised primarily of general and administrative expenses (which includes research and development expenses, consulting and professional costs, recruiting fees, office rent and investor relations expenses), professional salaries, benefits, stock compensation and bad debt write-off expense. Operating expenses for the year ended December 31, 2003 and December 31, 2002 were \$5,512,042 and \$5,490,419. The increase in operating expenses is primarily attributable to one time non-cash expense items that included in \$269,500 of stock based compensation and \$539,630 of bad debt write-off expense.

We generated \$1,766,170 in gross profits from sales for the year ended December 31, 2003, an increase of \$591,107 from the year ended December 30, 2002. We were able to improve our gross profit margin from 42% in the year ended December 30, 2002 to 59% in the year ended December 30, 2003. The higher gross profit as a percentage of revenue reflects our ability to increase sales prices based upon performance of prior installations and continued efforts to reduce cost of services. Additional factors are attributed to better buying of third party services, lower software and information licensing costs, lower costs for materials, and better negotiated prices with customers.

After all operating expenses and interest costs, we reported a loss of \$4,258,007 for the fiscal year ended December 31, 2003. This compares with a loss for the fiscal year ended December 31, 2002 of \$4,528,803, a decrease of \$270,796, or 6%.

Our business operations and financial results for prior periods were representative of a start-up company and, therefore, not in a position to generate significant revenue. As we moved out of our start-up phase and into a marketing and sales position, our revenues have become more predictable as dealerships install our DealerAdvance(TM) suite of products. We can offer no assurance, however, that future revenues will be maintained or increase. Notwithstanding the gross profit growth, we have yet to generate a profit in any accounting period.

LIQUIDITY AND CAPITAL RESOURCES

OVERVIEW

As of March 31, 2004, our cash balance was \$52,955. We had a net loss of \$583,728 for the quarter ended March 31, 2004. We had a net operating loss of \$4,258,007 for the fiscal year ended December 31, 2003, and a net operating loss of approximately \$8,114,728 for the period from May 17, 2002 through March 31, 2004 to offset future taxable income. Losses incurred prior to May 17, 2002 were passed directly to the shareholders and, therefore, are not included in the loss carry-forward. There can be no assurance, however, that we will be able to take advantage of any or all tax loss carry-forwards, in future fiscal years. Our accounts receivable as of March 31, 2004 was \$887,102 (less allowances for doubtful accounts of \$184,067), and \$1,361,234 (less allowances for doubtful accounts of \$200,000) for the quarter ended March 31, 2003. Accounts receivable balances represent amounts owed to Stronghold for new installations and maintenance, service, training services, software customization and additional systems components.

FINANCING NEEDS

To date, we have not generated revenues in excess of our operating expenses. We have not been profitable since our inception, we expect to incur additional operating losses in the future and will require additional financing to continue the development and commercialization of our technology. We have

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incurred a net loss of approximately \$583,728 and has negative cash flows from operations of approximately \$679,889 for the quarter year ended March 31, 2004, and has a working capital deficit of approximately \$4,128,398 and a stockholders' deficit of approximately \$4,888,000 as of March 31, 2004. These conditions raise substantial doubt about our ability to continue as a going concern. During 2004, our management will rely on raising additional capital to fund its future operations. If we are unable to generate sufficient revenues or raise sufficient additional capital, there could be a material adverse effect on the consolidated financial position, results of operations and we may be unable to continue our operations.

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We expect our capital requirements to increase significantly over the next several years as we continue to develop and market the DealerAdvance(TM) suite and as we increase marketing and administration infrastructure and develop capabilities and facilities. Our future liquidity and capital funding requirements will depend on numerous factors, including, but not limited to, the levels and costs of our research and development initiatives, the cost of hiring and training additional sales and marketing personnel and the cost and timing of the expansion of our marketing efforts.

FINANCINGS

On July 31, 2000, the Predecessor Entity entered into a line of credit with Mr. Chris Carey, our President and Chief Executive Officer and the President and Chief Executive Officer of Stronghold. The terms of the line of credit made available \$1,989,500, which the Predecessor Entity could borrow from time to time, until August 1, 2001. The outstanding amounts accrued interest at the per annum rate equal to the floating base rate, as defined therein, computed daily, for the actual number of days elapsed as if each full calendar year consisted of 360 days. The first interest payment under the line of credit was due on August 1, 2001. On such date, the parties agreed to extend the line of credit for one more year, until August 1, 2002.

On November 1, 2001, the Predecessor Entity entered into a line of credit with UnitedTrust Bank (now PNC Bank) pursuant to which the Predecessor Entity borrowed \$1.5 million. This line of credit was due to expire by its terms, and all outstanding amounts were due to be paid, on June 30, 2002. On June 30, 2002, the line of credit came due and the bank granted a three-month extension. On September 30, 2002, we converted the outstanding line of credit with UnitedTrust Bank into a \$1,500,000 promissory note. Such promissory note is to be paid in 36 monthly installments, which commenced in February 2003 and is due to terminate on January 1, 2006. Interest accrues on the note at the prime rate, adjusted annually, which is the highest New York City prime rate published in The Wall Street Journal. The initial prime rate that applied to the promissory note was 4.750%.

On August 7, 2003, we entered into a modification of the loan agreement with UnitedTrust Bank, of which the principal balance was \$1,291,666 at the time of closing of the modification. Pursuant to the modification agreement, UnitedTrust Bank agreed to subordinate its lien against our assets to a new lender and reduce the monthly payments from \$41,666 per month principal plus accrued interest as follows: (a) from the date of closing through December 15, 2003, \$10,000 per month plus accrued interest (b) from January 15, 2004 through December 15, 2004, \$15,000 per month plus accrued interest, (c) from January 15, 2005 through December 15, 2005, \$20,000 per month plus interest and (d) on the maturity date of January 1, 2006, a balloon payment equal to all the outstanding principal and accrued interest. We are current with our payment of

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\$15,000 per month.

On January 9, 2004, we were served with a notice of an event of default by United Trust Bank, now PNC Bank, a successor by merger effective January 2004 with United Trust Bank, ("the Bank"), under its Loan Agreement. Pursuant to section 6.01(d) of the Loan Agreement, an Event of Default exists due to our failure to pay Payroll Tax Obligations aggregating in the amount of \$1,089,897 as of December 31, 2003 (including estimated penalties and interest). We continue to make timely scheduled payments pursuant to the terms of the loan and is in forbearance negotiations with the Bank with respect to the default. On April 1, 2004, we received a second Notice of Event of Default stating that the Bank had accelerated the maturity of the Loan and declared all principal, interest, and other outstanding amounts due and payable. However, if we are unable to reach a forbearance agreement with the Bank, we may be required to pay off the amounts outstanding under the loan, and if we are unable to pay off the amounts outstanding, the Bank could seize the assets we pledged as security for the Loan. If either of these actions occur, we may be unable to continue our operations.

Because we are in default under the terms of the loan due primarily to our payroll tax default, the Bank has instituted the default rate of interest which is 5% above the "highest New York City prime rate" stated above. We have entered into an installment agreement with the United States Internal Revenue Service to pay the withholding taxes, under the terms of which we will pay \$100,000 by May 31, 2004 and \$35,000 each month, commencing June 28, 2004, until we have paid the withholding taxes due in full.

On April 27, 2004, PNC Bank, N.A., as successor by merger to UnitedTrust Bank filed a complaint in the Superior Court of New Jersey, Law Division, Union County (Docket No. UNN-L_001522-04) against our company and Christopher J. Carey, in his capacity as guarantor, to collect the sums outstanding under the Loan Agreement, dated as of September 30, 2002. On July

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15, 2004, we entered into a fully executed forbearance agreement with PNC Bank, N.A. We made an initial principal payment of \$420,000 with the execution of the forbearance. Additionally, we are required to make four consecutive monthly installments of \$50,000.00 on August 15, 2004, September 15, 2004, October 15, 2004 and November 15, 2004 followed by the remaining principal on or before December 15, 2004. Failure to adhere to this schedule will cause the suit to be reinstated and PNC Bank will resume collection of the sum under the suit.

On April 22, 2002, the Predecessor Entity issued 500,000 shares of its common stock to Mr. Carey (which converted into 1,093,750 shares of our common stock when we acquired the Predecessor Entity on May 16, 2002) in exchange for cancellation of \$1 million of outstanding indebtedness under the July 31, 2000 line of credit from Mr. Carey.

On May 16, 2002, the total amount outstanding under the July 31, 2000 line of credit with Mr. Carey was \$2.2 million. On such date, we issued 666,667 shares of our common stock to Mr. Carey in exchange for the cancellation of \$1 million of the then outstanding amount under the line of credit. We agreed to pay Mr. Carey the remaining \$1.2 million according to the terms of a non-negotiable promissory note, which was issued on May 16, 2002.

On May 15, 2002, we entered into a Securities Purchase Agreement with Stanford Venture Capital Holdings, Inc., referred to herein as Stanford, in which we issued to Stanford (i) such number of shares of our Series A \$1.50

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Convertible Preferred Stock, referred to herein as Series A Preferred Stock, that would in the aggregate equal 20% of the total issued and outstanding shares of our common stock, and (ii) such number of warrants for shares of our common stock that would equal the number of shares of Series A Preferred Stock issued to Stanford. The total aggregate purchase price for the Series A Preferred Stock and warrants paid by Stanford was \$3,000,000. The issuance of the Series A Preferred Stock and warrants took place on each of four separate closing dates from May 16, 2002 through and July 19, 2002, at which we issued an aggregate of 2,002,750 shares of our Series A Preferred Stock and warrants for 2,002,750 shares of our common stock to Stanford.

On April 24, 2003, we entered into a Securities Purchase Agreement with Stanford Venture Capital Holdings, Inc. for the issuance of 2,444,444 shares of our Series B \$0.90 Convertible Preferred Stock. The issuance of the Series B Preferred Stock took place on six separate closing dates beginning on May 5, 2003 through September 15, 2003. In connection with the Securities Purchase Agreement, we agreed to modify the previously issued five-year warrants to purchase 2,002,750 shares of our common stock: (i) to reduce the exercise price to \$.25 per share; and (ii) to extend the expiration date through August 1, 2008. In addition, our President and Chief Executive Officer, Christopher J. Carey, agreed to convert outstanding loans of \$543,000 to 603,333 shares of our common stock at a price of \$.90 per share. In addition, we entered into a Registration Rights Agreement with Stanford, dated April 30, 2003, in which we agreed to register the shares of our common stock issuable upon conversion of the Series A and Series B Preferred Stock with the Securities and Exchange Commission, no later than November 15, 2003. Stanford agreed to extend the date of the filing requirements of the Registration Rights Agreement to March 14, 2004. We have not yet filed a registration statement, and are in negotiations with Stanford regarding an extension of the registration filing date.

During August and September 2002, we entered into 9 subscription agreements with accredited private investors, as defined in Rule 501 of the Securities Act, pursuant to which we issued an aggregate of 179,333 shares of our common stock at \$1.50 per share. These private investments generated total proceeds to us of \$269,000.

On September 30, 2002, we renegotiated the \$1,200,000 promissory note with Mr. Carey pursuant to a requirement contained in the promissory note with UnitedTrust Bank. According to the new terms of the loan, Mr. Carey extended the repayment of the principal amount until December 1, 2005. Until such time as the principal is paid, we will pay an interest only fee of 12% per year. Mr. Carey's promissory note is expressly subordinated in right of payment to the prior payment in full of all of our senior indebtedness. Subject to the payment in full of all senior indebtedness, Mr. Carey is subrogated to the rights of the holders of such senior indebtedness to receive principal payments or distribution of assets. As of December 31, 2002, \$970,749 was outstanding under the promissory note issued to Mr. Carey.

On September 30, 2002, we entered into a loan agreement with CC Trust Fund to borrow an amount up to \$355,128. This bridge loan was for a period of

twelve months, with all principal due and payable on September 30, 2003. The 12.5% interest on the outstanding principal is due each year. At the end of the loan period, the CC Trust Fund will be entitled to exercise 25,000 warrants at \$1.50 per share. On September 30, 2003, the CC Trust Fund agreed to extend the term of their loan to December 30, 2003. On December 30, 2003, the CC Trust Fund agreed to extend the term of their loan to March 31, 2004. On March 30, 2004,

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the CC Trust Fund agreed to extend the term of their loan to March 31, 2005. As of December 31, 2003, \$355,128 was outstanding under the CC Trust Fund loan agreement. Christopher Carey Jr., Mr. Carey's son, is the beneficiary of the trust, and Mary Carey, Mr. Carey's wife, is the trustee of the trust.

On September 30, 2002, we entered into a loan agreement with AC Trust Fund to borrow an amount up to \$375,404. This bridge loan is for a period of twelve months, with all principal due and payable on September 30, 2003. The 12.5% interest on the outstanding principal is due each year. At the end of the loan period, the Fund will be entitled to exercise 25,000 warrants at \$1.50 per share. On September 30, 2002, the AC Trust Fund agreed to extend the term of their loan to December 30, 2003. On December 30, 2003, the AC Trust Fund agreed to extend the term of their loan to March 31, 2004. On March 30, 2004, the AC Trust Fund agreed to extend the term of their loan to March 31, 2005. As of December 31, 2003, \$375,404 was outstanding under the AC Trust Fund loan agreement. Amie Carey, Mr. Carey's daughter, is the beneficiary of the trust, and Mary Carey, Mr. Carey's wife, is the trustee of the trust.

In October 2002, in connection with a loan to us in the amount of \$165,000, we issued a promissory note to Christopher J. Carey for \$165,000. Such promissory note was due on or before December 31, 2003. On December 30, 2003, Mr. Carey agreed to extend the term of his loan to March 31, 2004. On March 30, 2004, Mr. Carey agreed to extend the term of his loan to March 31, 2005. As of December 31, 2003, the amount outstanding on this promissory note was \$10,000. Until such time as the principal is paid, interest on the note will accrue at the rate of 12.5% per year.

On March 18, 2003, we entered into a bridge loan agreement with Christopher J. Carey, for a total of \$380,000. The agreement stipulates that we will pay an 8% interest rate on a quarterly basis until the loan becomes due and payable on June 30, 2004. We also issued to Mr. Carey 391,754 warrants exercisable for common stock for 10 years at a price of \$0.97 per share. On December 30, 2003, Christopher J. Carey agreed to extend the term of the promissory note to June 30, 2004. As of December 31, 2003, \$380,000 was outstanding under this bridge loan agreement.

In October 2003, we commenced offerings to accredited investors in private placements of up to \$3,000,000 of our common stock. In the period of October 2003 through January 9, 2004 we raised \$225,000 under the terms of these private placements. The shares offered in the private placement are priced at the 5 trading day trailing average closing price of the common stock on the OTCBB, less 20%. For each share purchased in the private placements, purchasers received a warrant to purchase one half (0.5) share of common stock at 130% of the purchase price. A minimum of \$25,000 was required per investor. The number shares issued under this placement total 509,559, at an average price of \$0.44/share.

On March 3, 2004 and March 15, 2004 we received loans in the amount of \$437,500 each from Stanford. The final terms of the investment are to be determined but we expect to pay Stanford an 8% annual dividend on the funds invested and to redeem the securities not later than three years from the date of funding.

To obtain funding for our ongoing operations, we entered into a Securities Purchase Agreement with four accredited investors on June 18, 2004 for the sale of (i) \$3,000,000 in callable secured convertible notes and (ii) warrants to buy 3,000,000 shares of our common stock. This prospectus relates to the resale of the common stock underlying these secured convertible notes and warrants. Provided that the terms and conditions of the Securities Purchase Agreement are satisfied, the investors are obligated to provide us with an aggregate of \$3,000,000 as follows:

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- o \$1,500,000 was disbursed on June 18, 2004;
- o \$500,000 will be disbursed within five days of the filing of this registration statement; and

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- o \$1,000,000 will be disbursed within five days of this prospectus being declared effective.

Accordingly, we have received a total of \$1,500,000 pursuant to the Securities Purchase Agreement. The funds from the sale of the callable secured convertible notes will be used for business development purposes, business acquisitions, working capital needs, pre-payment of interest, payment of consulting and legal fees and borrowing repayment.

The callable secured convertible notes bear interest at 12%, mature two years from the date of issuance, and are convertible into our common stock, at the investors' option, at the lower of (i) \$0.70 or (ii) 50% of the average of the three lowest intraday trading prices for the common stock on a principal market for the 20 trading days before but not including the conversion date. The full principal amount of the callable secured convertible notes is due upon default under the terms of secured convertible notes. The warrants are exercisable until five years from the date of issuance at a purchase price of \$0.57 per share. In addition, the conversion price of the secured convertible notes and the exercise price of the warrants will be adjusted in the event that we issue common stock at a price below the fixed conversion price, below market price, with the exception of any securities issued in connection with the Securities Purchase Agreement. The conversion price of the callable secured convertible notes and the exercise price of the warrants may be adjusted in certain circumstances such as if we pay a stock dividend, subdivide or combine outstanding shares of common stock into a greater or lesser number of shares, or take such other actions as would otherwise result in dilution of the selling stockholder's position. The selling stockholders have contractually agreed to restrict their ability to convert or exercise their warrants and receive shares of our common stock such that the number of shares of common stock held by them and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock. In addition, we have granted the investors a security interest in substantially all of our assets and intellectual property and registration rights.

Since the conversion price will be less than the market price of the common stock at the time the secured convertible notes are issued, we anticipate recognizing a charge relating to the beneficial conversion feature of the callable secured convertible notes during the quarter in which they are issued, including the second quarter of fiscal 2004 when \$1,500,000 of secured convertible notes were issued.

We will still need additional investments in order to continue operations to cash flow break even. Additional investments are being sought, but we cannot guarantee that we will be able to obtain such investments. Financing transactions may include the issuance of equity or debt securities, obtaining credit facilities, or other financing mechanisms. However, the trading price of our common stock and the downturn in the U.S. stock and debt markets could make it more difficult to obtain financing through the issuance of equity or debt securities. Even if we are able to raise the funds required, it is possible that we could incur unexpected costs and expenses, fail to collect significant amounts owed to us, or experience unexpected cash requirements that would force us to seek alternative financing. Further, if we issue additional equity or debt

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securities, stockholders may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of existing holders of our common stock. If additional financing is not available or is not available on acceptable terms, we will have to curtail our operations again.

CRITICAL ACCOUNTING POLICIES AND USE OF ESTIMATES

Financial Reporting Release No. 60, recently released by the Securities and Exchange Commission, requires all companies to include a discussion of critical accounting policies or methods used in the preparation of financial statements. The notes to the consolidated financial statements include a summary of significant accounting policies and methods used in the preparation of our Consolidated Financial Statements. In addition, Financial Reporting Release No. 61 was recently released by the SEC requires all companies to include a discussion which addresses, among other things, liquidity, off-balance sheet arrangements, contractual obligations and commercial commitments. The following is a brief discussion of the more significant accounting policies and methods used by us.

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in accordance with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of

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assets and liabilities, including the recoverability of tangible and intangible assets, disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reported period.

On an on-going basis, we evaluate our estimates. The most significant estimates relate to our recognition of revenue and the capitalization of our software development.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

REVENUE RECOGNITION POLICY

Revenue related to the sale of products is comprised of one-time charges to dealership customers for hardware (including server, wireless infrastructure, desktop PCs, printers, interior/exterior access points/antennas and handheld devices), software licensing fees and installation/training services. Stronghold charges DealerAdvance Sales Solution(TM) dealers for all costs associated with installation. The most significant variable in pricing is the number of handheld devices purchased. Stronghold has not determined pricing for DealerAdvance Service Solution(TM).

Once DealerAdvance Sales Solution(TM) is installed, we provides hardware and software maintenance services for a yearly fee equal to approximately 10% of the one-time implementation fees. All dealerships are required to purchase maintenance with installations and pay maintenance fees on a monthly basis. We provide our customers with services, including software and report customization, business and operations consulting, and sales training

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services on an as needed basis and typically are charged on a time and expenses basis.

We offer all new customers a sixty-day performance trial period during which time performance targets are set. We install the system and agree to remove the system at no charge if the performance targets are not met. If performance is met, a large portion of the dealerships enter into a third party lease generally with lessors introduced by us. We have entered into a number of relationships with leasing companies in which the leasing company finances the implementation fees for the dealership in a direct contractual relationship with the dealership. The lease is based solely on the creditworthiness of the dealership without recourse to us. The leasing company receives an invoice from us, and remits funds upon acceptance by the dealership. We receive all funds as invoiced, with interest costs passed to the dealership. These leases typically run 36 months in duration, during which time we contract for service and maintenance services. Stronghold charges separately for future software customization after the initial installation, for additional training, and for additions to the base system (e.g., more handheld devices for additional sales people). Depending upon the dealership arrangement, the support and maintenance contracts are either billed monthly and recorded as revenue monthly, or are recorded up front to unearned maintenance fees at the present value of the 36-month revenue stream and amortized monthly to revenue over the life of the agreement.

REVENUE RESTATEMENT

On December 26, 2002, we reclassified our consolidated financial statements for the first three quarters of 2002. This step was taken on the advice of Rothstein, Kass & Company, P.C., our accounting firm, to reflect accounting changes in accordance with revenue recognition guidelines released by the SEC.

Accordingly, our revenue was reclassified such that it may be recognized in future quarters. For the nine months ended September 30, 2002, revenue was reclassified from \$2,952,076 to \$1,898,884 with the difference treated as deferred revenue.

Historically, we recorded revenue as a three-stage process: at the time the equipment and software were delivered, installed and the personnel trained. We will now recognize each sale with an additional stage as outlined in the analysis provided by our accounting firm, which includes a fourth stage defined as, "the system is handed over to the customer to run on their own." This four-stage delivery process results in current sales revenues being carried into future quarters. We estimate that this change delays our recognition of revenue by approximately 20-50 days.

SOFTWARE DEVELOPMENT CAPITALIZATION POLICY

Software development costs, including significant product enhancements incurred subsequent to establishing technological feasibility in the process of software production, are capitalized according to Statement of Financial Accounting Standards No. 86, "Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed." Costs incurred prior to the establishment of technological feasibility are charged to research and development expenses. For the quarter ended March 31, 2004, we capitalized \$134,326 of development costs in developing enhanced functionality of our DealerAdvance(TM) products.

BUSINESS

OUR HISTORY

We were incorporated as a Nevada corporation on September 8, 2000, under the name TDT Development, Inc. On May 16, 2002, we acquired Stronghold Technologies, Inc., a New Jersey corporation, referred to herein as our "Predecessor Entity", pursuant to a merger of Stronghold Technologies into our wholly-owned subsidiary, TDT Stronghold Acquisition Corp., referred to herein as "Acquisition Sub". As consideration for the merger, we issued 7,000,000 shares of our common stock to the stockholders of the Predecessor Entity in exchange for all of the issued and outstanding shares of the Predecessor Entity. Following the merger, Acquisition Sub, the survivor of the merger, changed its name to Stronghold Technologies, Inc. (NJ) and remains our only wholly-owned subsidiary. On July 11, 2002, we changed our name from TDT Development, Inc. to Stronghold Technologies, Inc. (NV). On July 19, 2002, we exchanged all of the shares that we held in our two other wholly-owned subsidiaries, Terre di Toscana, Inc. and Terres Toscanes, Inc., which conducted an import and distribution business specializing in truffle-based food product, for 75,000 shares of our common stock held by Mr. Pietro Bortolatti, our former president.

Our principal executive offices are located at 106 Allen Road, Basking Ridge, NJ 07920. Our telephone number at that location is 908-903-1195 and our Internet address is www.strongholdtech.com.

OVERVIEW OF OUR HANDHELD TECHNOLOGY BUSINESS

On May 16, 2002, we entered the handheld wireless technology business via our acquisition by merger of the Predecessor Entity. The Predecessor Entity was founded on August 1, 2000 by Christopher J. Carey, our current Chief Executive Officer and President, and Lenard J. Berger, Chief Technology Officer and Salvatore F. D'Ambra, Vice President, Product Development, of our wholly-owned subsidiary. This founding group has substantial expertise in systems design, software development, wireless technologies and automotive dealer software applications. The Predecessor Entity was founded to develop proprietary handheld wireless technology for the automotive dealer software market. Since the merger of the Predecessor Entity into our subsidiary, we continue to conduct the Predecessor Entity's handheld wireless technology business.

Our DealerAdvance(TM) suite of Customer Relationship Management ("CRM") software, has been designed to maximize revenues and reduce operating expenses of automobile dealerships. We completed the development of our DealerAdvance Sales Solution(TM), a software suite designed to increase sales by effectively capturing a greater percentage of unsold customer prospects and maximizing customer "be-back" rates. We are in various stages of development of complimentary CRM systems for our handheld devices, including the DealerAdvance Service Solution(TM), which is designed to further increase our clients' revenues and profits by managing dealer service operations, customer information and vehicle inventory. We are designing our products to be functionally equivalent to the devices used by automobile rental agencies in which automobile return and checkout is automated using scanning and other point of sale technology.

DESCRIPTION OF PRODUCTS

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The DealerAdvance Sales Solution(TM) provides certain advantages to automobile dealerships, including:

- o convenient use associated with handheld mobile communications;
- o access to competitive and proprietary industry information from a variety of sources, such as convenient access to vehicle identification numbers, drivers license numbers and reverse telephone number information which provides home and business addresses;
- o employee access to sales contracts as well as access to sales and performance reports; and
- o allows integration with existing automotive dealer accounting and business systems such as ADP and Reynolds and Reynolds.

The DealerAdvance Sales Solution(TM) has been designed to be a comprehensive CRM system implemented through the use of a wireless handheld device connected to a server that distributes the functional applications to the units. Sales associates can also maintain on the handheld units a personal

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calendar and instructions on follow-up tasks. Sales associates, using the handheld units, collect customer contact information and other data relevant to the customer's automotive needs. The handheld, using the DealerAdvance Sales Solution technology aids automobile dealerships in making sales transactions quicker and more efficient.

The DealerAdvance Sales Solution(TM) offers features that aid in automobile sales and service such as: enabling a high sales capture rate on walk-in customers; streamlining and simplifying sales and follow-up processes; providing current and comprehensive information and data for new and used car inventory, including information regarding competing products, and customer history with the dealership; providing performance data and analysis on each member of a sales team; and providing management with valuable and relevant transaction information on a real-time basis.

The DealerAdvance Sales Solution(TM) is intended to provide information about a customer's preferences and automotive needs, name and address information; reverse phone look-up in order to contact prospective buyers, authorization to obtain a buyer's credit information, dealer vehicle information and competitive product comparisons, vehicle inventory status, integrated purchase forms completion and printing, information regarding used car appraisals; management reports; and E-mail and Internet access.

We installed Version 1.0 of the DealerAdvance Sales Solution(TM) in six pilot dealerships during 2001 in New Jersey, California and Connecticut. The initial release contained the ability to capture and display information about a prospective customer, search the dealership inventory, display competitive product information, a financial calculator, and paging functionality from a wireless handheld. Drivers license scanning, from a desktop station, was introduced for the State of California. Stronghold introduced Version 2.0 of DealerAdvance Sales Solution(TM) at all of its sites by the end of September 2001. Version 2.0 offered an electronic desk log, email and internet access from the handheld, printing of correspondence (forms letters) , a reporting engine, the printing of sales forms, and the ability to import prospect records from 3rd party sources.

We introduced Version 3.0 of our software and installed another 3

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dealership sites in the quarter ended March 31, 2002, adding customers in New York. Version 3.0 introduced the CRM rules engine, which allowed the system to automatically schedule and manage customer follow up activities for salespeople based on rules established by the dealership management. Other features included DMS deal creation (allowing a user to pass information from DealerAdvance to the DMS), management reporting, and the expansion of drivers license scanning to include 39 states (through a partnership with Intellicheck).

In the quarter ended June 30, 2002, through our wholly owned subsidiary, we installed another 7 sites, adding customers in Arizona, Southern California and South Carolina and introduced Version 3.1 of its software to improve the communication protocol between the handheld and the DealerAdvance Server. In the quarter ended September 30, 2002, through our wholly owned subsidiary, we implemented another 10 sites, adding customers in Virginia, Florida, South Carolina and Central California. In the fourth quarter ending December 31, 2002, through our wholly owned subsidiary, we installed an additional 13 dealerships, adding customers in Texas, Indiana and Michigan. Overall, in 2002, through our wholly owned subsidiary, we installed DealerAdvance Sales Solution(tm), in a total of 33 dealerships sites representing Toyota, Honda, Ford, Chevrolet, Nissan, Volkswagen, Buick, Pontiac, Cadillac, Chrysler, Dodge, Kia and Hyundai.

In the first quarter of 2003, we installed in 11 dealerships and released Version 3.2. New features included reverse phone lookup (via partnership with Axicom), searches for duplicate customer records, wireless PDA trade appraisal, electronic buyers order, nightly download of sold customers from the DMS, and customer search. Additional functionality was added to the rules engine, forms printing, management functions were added to the PDA, 3rd party data imports, and customer tracking. In the quarter ended June 30, 2003, we installed another 11 systems in 9 dealerships in California, Nevada, Indiana, Washington, Ohio, and Michigan. We implemented our goal to expand our direct sales network and operational support personnel for coverage of 14 major cities from nine at the end of 2002. Additionally, in the second quarter we realigned our sales force into geographic markets and hired several experienced industry veterans as regional business development managers.

We plan to utilize our direct sales force to market the DealerAdvance Sales Solution(tm) on a national basis. We have established a strong presence in most regions of the United States, and are continuing to add business development and operations offices pursuant to an organized growth plan. As of December 31, 2003, we had employees in Northern New Jersey, San Francisco,

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Washington, DC, Atlanta, Los Angeles, Phoenix, Miami, Seattle, Cleveland, and Dallas.

Version 3.3, released in August 2003 introduced the concept of a work-plan, which assists the user in prioritizing follow up for prospective customers. The work-plan generates a simple daily "to-do" list for each salesperson, which can be viewed and updated on the handheld. Version 3.3 also introduced the concept of "prompted follow up" to guide the salesperson through best of breed follow up processes. The salesperson is prompted to indicate the action taken to complete an activity and to enter a next activity for the customer with the goal of scheduling a next activity for a prospective customer until they either purchase a vehicle or indicate they are no longer in the market.

As of December 31, 2003, a total of 70 dealers were using the

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DealerAdvance Sales Solution(tm), of which approximately 40 had reached or exceeded the 60-day performance period generally associated with installation. In January 2004 we installed systems in 2 dealerships in Oregon.

Version 3.4 released in January 2004 introduced integration with WhosCalling and Call Bright, the two leading providers of phone call management services. The dealer is assigned several toll free numbers to place in a specific advertising outlet (newspaper, tv, radio, etc). When the customer dials the toll free number, the call management service identifies the callers information (name, address, demographics) and records the call. The call information and a link to the call recording is passed by the call management service to DealerAdvance. Version 3.4 introduced the ability to receive Internet leads in DealerAdvance. An Internet Manager can view leads and follow up via email with prospective customers that view the dealer's web site or are passed by 3rd party lead providers. Through a subscription service, in Version 3.4, the dealer can maintain their compliance with the National Do Not Call Regulations managed by the FTC. DealerAdvance will automatically determine which customers are safe to call based on the "established business relationship" rules defined in the regulations. The system can produce the documentation required to demonstrate compliance.

We generally grant a 60-day performance guarantee period for each new installation. If performance goals are met, the contracts become noncancellable for their terms, usually 36 months. As of December 30, 2003, a total of 69 dealers were using the DealerAdvance Sales Solution(TM), of which approximately 55 had reached or exceeded the 60-day performance period. In the year ended December 31, 2003, approximately 7 dealers cancelled after the 60-day performance guarantee period.

NEW PRODUCT DEVELOPMENTS

We have identified five major prospect and customer sources within an auto dealership that can be leveraged for revenue and profit: walk in showroom traffic, call-in prospects, internet based leads, the existing owner base of customers and service prospects. The vision for

DealerAdvance(TM) is to provide a single solution to attack all of these groups to increase profitability and improve customer service in the dealership. DealerAdvance(TM) provides information captured from prospects, and provides automobile dealerships with the ability to manage prospects and customers through a disciplined follow-up process.

The development plan includes the addition of the following applications and functions:

- o With Version 3.4 introduced in January 2004, we introduced a Call Management application that is expected to allow dealerships to automatically capture and track prospects that contact the dealership via phone. This new program allows salespeople to retrieve customer information while talking to the customer and to conduct a needs analysis for handling prospect phone calls. The Call Management application automatically generates management logs and reports designed to identify sales associates that need phone skills training. In addition, we have partnered with the two leading Call Management Systems providers, Call Bright and Who's Calling, who provide 800 number and web based system forwarding functions to DealerAdvance(TM). We have created a software to poll the web sites for incoming caller ID and provide prospect assignment, and comparative analysis relating to follow up activities. This application is expected to significantly increase the conversion of call-in prospects to customers.

- o In Version 3.4 we expanded our offerings to include an initial application for Internet Lead Management. Most dealerships secure Internet leads through multiple sources including their own web site, manufacturers' forwarded leads, and subscription services including Autobytel and others. These lead sources are received through DealerAdvance(TM), which processes a quick response via email, and then passes qualified leads to sales associates for phone follow-up leading to appointment setting. We plan several enhancements to this application.
- o In January 2004, we also introduced an application that lessens potential violations of the 2003 federal Do Not Call regulations. Our system automatically and regularly compares the prospect and customers within the system to the Do Not Call registry data base. The application also allows the dealership personnel to log prospect and customer requests not to be contacted. The system deletes from the database telephone numbers that match numbers in the Do Not Call database.
- o In February 2004, we introduced Services Marketing. Services Marketing is offered in partnership with Market One, LLC. Through Market One, we offer services in database marketing, data warehousing, predictive modeling, marketing consulting, campaign fulfillment, direct mail, telemarketing and surveys, and Internet communications services. During 2004, we intend to combine the Services Marketing application from Market One with follow-up and reporting capabilities within DealerAdvance(TM), to provide activities reporting for increasing repeat sales to dealership customers.
- o In the third quarter of 2004 we plan to introduce online consumer credit reporting to our customers through an ASP web hosted model integrated to inquiries from DealerAdvance(TM). The service accesses credit reports from Experian, Equifax and Transunion.
- o DealerAdvance(TM) Service Solution, a handheld wireless tablet for Service Advisors in a dealership is under development. This system is designed to improve customer service and reduced vehicle check in time by allowing dealer representatives to scan a vehicle identification number from the windshield or door. DealerAdvance(TM) Service Solution also is designed to provide instant client and vehicle history including warrantee and service advice, all to the service technicians' wireless tablet. We expect this product will add premium-pricing to increase repair order revenue and to add service marketing through the DealerAdvance CRM application.

OUR REVENUES

Our revenues are primarily received from system installation, software licenses and system maintenance. The approximate average selling package price of the system and installation also is \$70,000. Additional revenues are derived from 36 month system maintenance agreements that have a monthly fee of \$850 per month and a total contract value of \$30,600. The

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revenues derived from these categories are summarized below:

- o **Software License Revenues:** This represents the software license portion of the Dealer Advance Service Solution purchased by our customers. The software and intellectual property of Dealer Advance has been developed and is owned by us. The average upfront license cost to the customer is approximately \$35,000.
- o **System Installation Revenues:** This represents the installation and hardware portion of the Dealer Advance Service Solution. All project management during the installation is performed by us. The installation and hardware portions include cable wiring subcontracting services and off the shelf hardware and handheld computers ("PDA"s). The average upfront installation cost to the customer is approximately \$35,000.
- o **Monthly Recurring Maintenance Revenue:** This represents the maintenance and support contract for the Dealer Advance Service Solution that the customer executes with the system installation. The typical maintenance contract is for 36 months and is \$850.00 per month. The average total 36 month maintenance portion of the contact is \$30,600. In our three year operating history, approximately 50% of all our customers have prepaid the maintenance fees through a third party leasing finance company. These prepaid maintenance fees have provided additional cash flow to us and have generated a deferred revenue liability on or balance sheet.

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The average gross profit and cost of sales for the revenues associated with software licenses and systems installation are summarized in the following table:

Average Gross Profit per Installation

| | | |
|---------------------------------|----------|------|
| Software License Revenue | \$35,000 | |
| System Installation Revenue | \$35,000 | |
| ----- | ----- | |
| Gross Revenue per Installation: | \$70,000 | |
| | | |
| Gross Profit | GP \$ | GP % |
| | ---- | ---- |
| Software License Revenue | \$31,500 | 90% |
| System Installation Revenue | \$12,600 | 36% |
| ----- | | |
| Gross Revenue per Installation: | \$44,100 | 63% |
| | | |
| Cost of Sales | | |
| Software License Revenue | \$3,500 | 10% |
| System Installation Revenue | \$22,400 | 64% |
| ----- | | |
| Gross Revenue per Installation: | \$25,900 | 37% |

Cost of sales for software licensing with the installation are minimal and are estimated at 10% of revenue for reproduction, minor customer

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specific configurations and the setup cost of interface with the customers' DMS. Cost of sales for the system installation includes direct labor and travel, subcontractors and third party hardware. The average gross profit and cost of sales for the revenues from recurring maintenance of software is approximately \$850.00 per system which includes Auto Research (approximately \$27.5), Driver License data (approximately \$12.50), Legacy System Interface (approximately \$161.00), CDI integration (approximately \$ 54.00), with total cost of sales of \$255.00, gross profit of \$595.00 or 70%.

GENERAL AND ADMINISTRATIVE OPERATING EXPENSES

Our general operating expenses are primarily comprised of:

- o Marketing and Selling;
- o General and Administrative; and
- o Development & Operations.

Our marketing and selling expenses include all labor, sales commissions and non-labor expenses of selling and marketing of our products and services. These include the salaries of two Vice Presidents of Sales and the Business Development Manager ("BDM") staff. The sales commission plan compensates the sales force at the rate of 6% and is broken down in the following table:

| | |
|---------------------|-------|
| BDM per contract | 3.5% |
| Regional VP | 1.5% |
| Management Override | 1.0% |
| | ----- |
| | 6.00% |

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Our general and administrative expenses include expenses for all facilities, insurance, benefits, telecommunications, legal and auditing expenses are included as well as the executive management group wage expense.

Our development & operations expenses include the expenses for the Client Consultant group which advises and supports the installations of our Dealer Advance(TM) clients.

RESEARCH AND DEVELOPMENT

Since our inception in September 2000, we have spent approximately \$3,612,685 on research and development activities. While we have been successful in meeting planned goals in the development and introduction of DealerAdvance Sales Solution(TM), there can be no assurance that our research and development efforts will be successful with respect to additional products, or if successful, that we will be able to successfully commercially exploit such additional products.

COMPETITION RELATED TO HANDHELD TECHNOLOGY BUSINESS

We do not believe that we have direct competition for our handheld product. However, we expect competitors in the wireless handheld solutions market in the future. We compete with the traditional CRM providers and the emerging new CRM providers in the retail automotive dealer software market.

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Some of our potential competitors include:

- o Automotive Directions, a division of ADP Dealer Services, and a provider of PC-based customer relationship management systems as well as marketing research and consulting services;
- o Higher Gear, a provider of client server based front-end sales and customer relationship management software which serves the retail automotive industry exclusively;
- o Autobase, a provider of PC based front-end software which serves the retail automotive industry exclusively;
- o Cowboy Corporation, recently acquired by Cobalt Corporation, and a provider of ASP sales prospect management systems and customer relationship management systems which services the retail automotive industry exclusively; and
- o Autotown, a provider of PC and web-based front-end sales systems, which services the retail automotive industry exclusively.

We believe that our proprietary technology is unique and, therefore, places us at a competitive advantage in the industry. However, there can be no assurance that our competitors will not develop a similar product with properties superior to our own or at greater cost-effectiveness.

MARKETING AND SALES

We have identified a target market of approximately 12,000 automobile dealerships in the United States that meet the base criteria for our system. More specifically, we target a primary market of 6,500 dealerships that sell a minimum of 75 new and used cars each month and do not currently have CRM systems.

We have an in-house sales force that distributes its DealerAdvance Sales Solution(TM) and we continue to grow our Sales and Marketing team, adding geographically defined territories.

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OUR INTELLECTUAL PROPERTY

We have a trademark for "DealerAdvance(TM)" and have patent applications pending to protect a number of information management software programs. We also plan to file to protect certain proprietary processes pertaining to systems components, related equipment and software modules.

SUMMARY OF DISCONTINUED TRUFFLE BUSINESS OPERATIONS

From our inception on September 8, 2000, through July 19, 2002, we imported, marketed and distributed specialized truffle-based food products, including fresh truffles, truffle oils, truffle pates, truffle creams and truffle butter, through our former wholly-owned subsidiaries, Terre di Toscana, Inc. and Terres Toscanes, Inc. Our target market included retailers such as restaurants, specialty food stores, delicatessens and supermarkets. We imported products directly from Italian producers and marketed our products in the specialty food industry primarily in Florida, South Carolina, North Carolina and California, and also earned commissions on sales made in Belgium, Holland and Germany. On July 19, 2002, we exchanged all of the shares that we held in our

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wholly-owned subsidiaries for 75,000 shares of our Common Stock held by Mr. Pietro Bortolatti, our former president. As a result of our transfer of our interest in the truffle business to Mr. Bortolatti him, we are no longer involved in the truffle business. The sale of these subsidiaries was part of our effort to focus on the handheld technology business.

EMPLOYEES

As of March 31, 2004, we had a total of 29 full-time employees, of which 20 are dedicated to marketing and sales and regional customer support. As of March 31, 2004, we had 1 employee in Arizona, 8 in California, 1 in Florida, 1 in Georgia, 2 in North Carolina, 6 in New Jersey, 1 in Texas, and 9 in Virginia.

We have no collective bargaining arrangements with our employees. We believe that our relationship with our employees is good.

DESCRIPTION OF PROPERTIES

We do not currently own any real property. We lease a 6,000 square foot development facility in Sterling, Virginia, which is staffed with 11 development and field support personnel. We also operate and lease business development and operations offices in Basking Ridge, New Jersey, and Lafayette, California. We carry insurance for each of these properties.

We are obligated under these leases through August 2007. In addition to the base rent, one lease requires us to pay a proportionate share of operating costs and other expenses.

Future aggregate minimum annual rent payments under these leases are approximately as follows:

Year ended December 31,

| | |
|-------|-----------|
| 2004 | \$186,000 |
| 2005 | \$192,000 |
| 2006 | \$100,000 |
| 2007 | \$95,000 |
| 2008 | \$34,000 |
| TOTAL | \$607,000 |

Rent expenses were approximately \$165,000 for the year ended December 31, 2003.

LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. Except as disclosed below, we are currently not aware of any such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse affect on our business, financial condition or operating results.

On April 27, 2004, PNC Bank, N.A., as successor by merger to UnitedTrust Bank filed a complaint in the Superior Court of New Jersey, Law

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Division, Union County (Docket No. UNN-L_001522-04) against our company and Christopher J. Carey, in his capacity as guarantor, to collect the sums outstanding under the Loan Agreement, dated as of September 30, 2002. On July 15, 2004, we entered into a fully executed forbearance agreement with PNC Bank, N.A. We made an initial principal payment of \$420,000 with the execution of the forbearance. Additionally, we are required to make four consecutive monthly installments of \$50,000.00 on August 15, 2004, September 15, 2004, October 15, 2004 and November 15, 2004 followed by the remaining principal on or before December 15, 2004. Failure to adhere to this schedule will cause the suit to be reinstated and PNC Bank will resume collection of the sum under the suit.

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MANAGEMENT

DIRECTORS AND EXECUTIVE OFFICERS

Our executive officers and directors and their respective ages and positions as of December 31, 2003 are as follows:

| Name | Age | Position(s) |
|---------------------------|-----|-------------------------------------------------|
| Christopher J. Carey..... | 51 | President, Chief Executive Officer and Director |
| Lenard Berger..... | 34 | Chief Technology Officer and Vice President |
| Robert Nawy..... | 43 | Chief Financial Officer |
| Robert J. Corliss*..... | 50 | Director |
| Robert Cox*..... | 62 | Director |
| William Lenahan*..... | 52 | Director |
| Luis Delahoz*..... | 43 | Director |

* Member of audit, compensation and governance/nominating committees.

The business address for each executive officer and director is 106 Allen Road, Basking Ridge, NJ 07920.

Christopher J. Carey has served as our President and Chief Executive Officer since May 2002. Mr. Carey is also the founder, President and Chief Executive Officer of Stronghold, our wholly-owned subsidiary. Since founding Stronghold in 2000, Mr. Carey has set the strategic direction and corporate vision for Stronghold, drawing on over 25 years of experience building technology-focused businesses. From 1976 until 1996, Mr. Carey was President and Chief Executive Officer of Datatec Industries, Inc., which became North America's largest specialist in the rapid deployment of network and computing systems. After negotiating a merger with Glasgal Communications in 1996, Mr. Carey became President of Datatec Systems, Inc., the combined entity until May 2002. Mr. Carey is currently a member of Board of Trustees of The Albert Dorman Honors College, New Jersey Institute of Technology, and a past Chairman of the New

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Jersey Chapter of the Young President's Organization.

Lenard Berger has served as our Chief Technology Officer and Vice President since May 2002. Mr. Berger is also the Chief Technology Officer and Vice President of our company. Prior to the founding of our predecessor entity in 2000, Mr. Berger was the President of eBNetworks, a division of Computer Horizons, Inc. From 1990 until 1999, Mr. Berger was the Vice President of RPM Consulting, Inc.

Robert Nawy joined Stronghold on July 22, 2003 and is responsible for financial management, with emphasis on strategic planning and day-to-day financial operations of the business. Mr. Nawy became the Chief Financial Officer in the fourth quarter of 2003. Nawy is a CPA, holds an MBA and is financial management veteran in the information technology industry, with over 19 years of experience in both public and privately held companies. Prior to joining us, Mr. Nawy served as CFO of Exenet Technologies, Inc. from 2001 through 2003 Prior to Exenet, Mr. Nawy served as CFO for Maden Technologies, Inc. 1998 to 2001.

Robert J. Corliss has been a director since May 2002. Mr. Corliss has been, since 1998, the President and Chief Executive Officer of the Athlete's Foot Group, Inc., a privately owned, 800-store retail chain with operations in 50 countries. Since 1999, Mr. Corliss has been a member of the board of Kahala Corporation, a publicly traded franchising corporation dedicated to the design, development and marketing of quick service restaurants serving nutritious

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products. From 1996 until 1998, Mr. Corliss was the President and Chief Executive Officer of Infinity Sports, Inc., a manufacturer, distributor and licensor of athletic products primarily under the brand Bike Athletic. Prior to founding Infinity Sports, Inc., Mr. Corliss was the Chief Executive Officer and President of Hermann's Sporting Goods retail chain. Mr. Corliss serves on the Advisory Council for the Sporting Goods Manufacturers Association's recently announced Physical Education for Progress (P.E.P.) initiative. Additionally, Mr. Corliss serves as a Director and Executive Committee member of the National Retail Federation and the National Retail Foundation and serves on the board of directors for The World Federation of the Sporting Goods Industry and serves on the board of directors of The Athlete's Foot Group, Inc. He is also an Advisor for Emory University's Goizueta Business School.

Robert Cox has been a director since May 2002. Mr. Cox is a retired business executive. From 1996 until 2000, Mr. Cox served as President and a Director of Summit Bancorp, a \$39 billion NJ bank holding company. Mr. Cox was the Chief Executive Officer of The Summit Bancorporation from 1994 until 1996, when Summit Bancorporation merged into UJB Financial. Mr. Cox is currently a member the Board of Trustees of NJ SEEDS, a statewide educational not-for-profit. Mr. Cox also sits on the board of directors of the Bay View Bank and the Bay View Capital Corporation in San Mateo, CA. Mr. Cox is a former Chairman of the New Jersey Bankers Association and is an honorary chairman of its board of directors.

William Lenahan has been a director since May 2002. Mr. Lenahan has been the Chief Executive Officer of KMC Telecom Holdings, Inc. since 2000. KMC is a \$500 million nationwide provider of next generation telecommunications, including outsourcing services, consulting and financing for metro access and advanced voice, data and Internet services to business customers. Mr. Lenahan was the President and CEO of BellSouth Wireless Data (currently Cingular Wireless) from 1984 to 2000 and was responsible for financial performance and nationwide wireless data strategy for this division of BellSouth Corporation. Mr. Lenahan

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has served nearly 30 years in the information technology, telecommunications and data industries. He presently serves on the board of directors of Broadbeam Corporation.

Luis Delahoz has been a director since May 2002. Mr. Delahoz is the current President and Chief Executive Officer of TWS International, Inc., a leading provider of professional technical consulting services to the rapidly growing telecommunications industry. From 1998 until 2001, Mr. Delahoz was the Executive Vice President of Client Soft, Inc., a provider of e-business solutions. In 1996, Mr. Delahoz co-founded TOC Global Communications, Inc., where he served as Vice President until 1998. Currently, Mr. Delahoz is a member of the board of directors of TWS, Inc. and TWS International, Inc.

EXECUTIVE OFFICERS

Christopher J. Carey, Lenard Berger and Robert Nawy each have employment contracts with our company. The remaining officers serve at the discretion of our board of directors and holds office until his successor is elected and qualified or until his earlier resignation or removal. There are no family relationships among any of our directors or executive officers.

BOARD COMMITTEES

Our board of directors has an audit committee, compensation committee and governance/nominating committee. The audit committee reviews the results and scope of the audit and other services provided by our independent public accountant. The audit committee does not currently have an "audit committee financial expert", as defined by the SEC, due to our status as an early-development stage company. We are in the process of identifying an audit committee financial expert to join its board of directors and audit committee.

The compensation committee establishes the compensation policies applicable to our executive officers and administers and grants stock options pursuant to our stock plans. The governance/nominating committee oversees board procedures and nominates prospective members of the board should a vacancy arise. The current members of each of the audit, compensation and governance/nominating committees are Messrs. Corliss, Cox, Lenahan and Delahoz.

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CODE OF ETHICS

Because we are an early-development stage company with limited resources, we have not yet adopted a "code of ethics", as defined by the SEC, that applies to our Chief Executive Officer, Chief Financial Officer, principal accounting officer or controller and persons performing similar functions. We are in the process of drafting and adopting a Code of Ethics.

DIRECTOR COMPENSATION

We have granted an initial one-time option grant to purchase 40,000 shares of common stock to each non-employee board member upon election to our board of directors. This one-time grant was awarded to the current non-employee board members on October 7, 2003. The options will vest 50% on each of the first and second anniversaries of the date of grant. In addition, each non-employee director will be granted, on an annual basis, an option to purchase 30,000 shares of our common stock, which will vest 50% on each of the first and second anniversaries of the date of grant. We have not yet granted the annual option grants to our board of directors, but intend to do so as soon as reasonably

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practicable after the filing of this Form 10-KSB. All stock options granted to members of our board of directors will have exercise prices equal to the fair market value of the Common Stock on the date of grant. We also reimburse directors for reasonable out-of-pocket expenses incurred in attending meetings of the board of directors and any meetings of its committees.

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EXECUTIVE COMPENSATION

The following table sets forth executive compensation for fiscal years ended December 31, 2003, 2002 and 2001. We have not paid any salaries or bonuses to any of our officers from our inception through the date hereof. All of our executive officers also serve as officers of and are paid by our operating subsidiary. The following table shows compensation paid during the fiscal years ended December 31, 2002 and 2001 by our wholly owned subsidiary to our former president and other former executive officers. The table also provides information regarding executive compensation for our wholly owned subsidiary's current president and three other most highly compensated executive officers. We refer to all of these officers collectively as our "named executive officers."

SUMMARY COMPENSATION TABLE

| Name and Principal Position | Year | Salary | Bonus | Other Annual Compensation |
|---------------------------------------------------------------------|------|---------|--------|---------------------------|
| ----- | | | | |
| Former Officers and Directors | | | | |
| ----- | | | | |
| Pietro Bortolatti | 2003 | -- | -- | -- |
| President, Chief Executive Officer and Chairman of the Board | 2002 | -- | -- | 20,500 (1) |
| | 2001 | -- | -- | -- |
| Tiziana DiRocco | 2003 | -- | -- | -- |
| Vice President Director of European Operations | 2002 | -- | -- | -- |
| | 2001 | -- | -- | 15,370 (1) |
| David Rector | 2003 | -- | -- | -- |
| Director | 2002 | -- | -- | -- |
| | 2001 | -- | -- | -- |
| Current Officers(3) | | | | |
| ----- | | | | |
| Christopher J. Carey(4) | 2003 | 300,000 | | |
| President, Chief Executive Officer and And Chairman of the Board | 2002 | 264,000 | -- | -- |
| | 2001 | 165,000 | -- | -- |
| Lenard Berger(5) | 2003 | 175,000 | -- | 29,963 |
| Vice President and Chief Technology Officer | 2002 | 160,416 | 22,558 | 28,025 |
| | 2001 | 150,000 | -- | 2,804 |
| Salvatore D'Ambra(6) | 2003 | 134,375 | -- | 27,135 |

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| | | | | |
|------------------------------|------|---------|----|-------|
| Vice President - Development | 2002 | 121,397 | -- | 8,000 |
| | 2001 | 106,782 | -- | 2,818 |
| Robert Nawy(8) | 2003 | 82,967 | -- | -- |
| Chief Financial Officer | 2002 | -- | -- | -- |
| | 2001 | -- | -- | -- |

1 Commissions of sales from Terre Di Toscana, Inc., and Terres Toscanas, Inc.

2 Includes consulting service fees paid to the David Stephen Group, of which David Rector, our former director, is a principal.

3 On May 16, 2002, our wholly-owned subsidiary merged with a New Jersey corporation, Stronghold Technologies, Inc. Our wholly-owned subsidiary survived and changed its name to Stronghold Technologies, Inc. ("Stronghold").

4 Christopher J. Carey became our President and Chief Executive Officer on May 16, 2002, following the merger. Mr. Carey also remains the President, Chief Executive Officer and the sole Director of Stronghold. Mr. Carey's base salary from May 15, 2002 until December 31, 2002 was \$260,000, as set forth in his Employment Agreement with Stronghold. The terms of Mr. Carey's Employment

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Agreement are more fully set forth below. "All Other Compensation" consists solely of the reimbursement of automobile expenses. All of Mr. Carey's salary for 2002 has been deferred and accrued.

5 Lenard Berger has been our Vice President and Chief Technology Officer since the merger, and holds the same positions with our wholly owned subsidiary. Mr. Berger's base salary for the period of July 2001 through July 2002 was \$112,000, as set forth in his Employment Agreement. As of July 2002, Mr. Berger's salary increased to \$122,000. The terms of Mr. Berger's Employment Agreement are more fully set forth below. "Other Annual Compensation" consists solely of sales commissions. "All Other Compensation" consists solely of the reimbursement of automobile expenses.

6 Salvatore D'Ambra has been our Vice President - Development of our wholly owned subsidiary from the merger until November 12, 2003. Mr. D'Ambra's base salary for the period of August 2001 through August 2002 was \$150,000, as set forth in his Employment Agreement. As of August 2002, Mr. D'Ambra's salary increased to \$175,000. Mr. D'Ambra resigned from his position with our wholly owned subsidiary in November 2003.

7 James J. Cummiskey has been our Vice President - Sales of our wholly owned subsidiary from the merger until January 27, 2003. Mr. Cummiskey's base salary for the period of August 2001 through August 2002 was \$192,000, as set out in his Employment Agreement. As of August 2002, Mr. Cummiskey's salary increased to \$195,763. Mr. Cummiskey resigned from Stronghold on January 27, 2003.

8 Robert Nawy joined Stronghold on July 22, 2003 as Assistant Chief Financial Officer and became the Chief Financial Officer in November 2003. Mr. Nawy's base salary for the period of June 2003 through July 2004 is \$180,000, as set out in his Employment Agreement.

OPTIONS GRANTS

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The following table sets forth information concerning individual grants of stock options under the 2002 Stock Incentive Plan during the fiscal year ended December 31, 2003 to each of the named executive officers.

OPTION GRANTS IN FISCAL YEAR ENDED DECEMBER 31, 2003

| Name | Number of Securities Underlying Options | % of Total Options Granted Exercise or to Employees in 2002 | Base Price (\$/ |
|---------------|-----------------------------------------|-------------------------------------------------------------|-----------------|
| Lenard Berger | 153,100 | 10.7% | \$0.6 |
| Robert Nawy | 50,000 | 3.5% | \$0.6 |
| Robert Nawy | 200,000 | 14% | \$0.0 |

EMPLOYMENT AGREEMENTS WITH EXECUTIVE OFFICERS

CHRISTOPHER J. CAREY

On May 15, 2002, we assumed the employment agreement that was in place between Christopher J. Carey and the Predecessor Entity. Under the terms of the agreement, Mr. Carey's employment as Chairman of the Board, President and Chief Executive Officer of will continue until December 31, 2004, unless terminated sooner. The agreement may be renewed through mutual agreement of the parties. Mr. Carey receives a base salary of \$260,000 per year. Such base salary was increased effective January 1, 2003, to the annualized rate of \$300,000 and increased, effective January 1, 2004, to the annualized rate of \$350,000. Such salary will be reviewed annually and is subject to increase as determined by our board of directors or the Compensation Committee in its sole discretion.

The employment agreement provides that each fiscal year after fiscal year 2002, Mr. Carey will be eligible to receive an annual bonus based upon our meeting and exceeding our annual budget, as same has been reviewed and approved by the board of directors for earnings before interest, taxes, depreciation and amortization, referred to as EBITDA. This bonus will be earned according to the

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following: (i) if we achieve 90-100% of budgeted EBITDA, Mr. Carey will receive a bonus of 10% of his then current annual base salary; (ii) if we achieve 101-110% of budgeted EBITDA, Mr. Carey will receive a total bonus of 20% of his then current annual base; and (iii) if we achieve 111-120% of budgeted EBITDA, Mr. Carey will receive a total bonus of 30% of his then current annual base salary; (iv) if we achieve 121-130% of budgeted EBITDA, Mr. Carey will receive a total bonus of 40% of his then current annual base salary; (v) if we achieve 131-140% of budgeted EBITDA, Mr. Carey will receive a total bonus of 50% of his then current annual base salary; (vi) if we achieve 141-150% of budgeted EBITDA, Mr. Carey will receive a total bonus of 55% of his then current annual base salary; and (vii) if we achieve 151% or more of budgeted EBITDA, Mr. Carey will receive a total bonus of 60% of his then current annual base salary. The bonus, if any, shall be paid in one lump sum within sixty (60) days after the close of the fiscal year for which it was earned. To date, Mr. Carey has not been awarded a bonus.

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In accordance with the agreement, the Predecessor Entity granted to Mr. Carey stock options under the 2000 Stock Option Plan for the purchase of an aggregate of 200,000 shares of the Predecessor Entity's common stock at an option exercise price equal of \$1.50 per share, the fair market value of the underlying common stock on the date of the grant. Such option converted into an option to purchase 437,500 shares of our Common Stock when we merged with the Predecessor Entity and our wholly-owned subsidiary, Stronghold, assumed the 2000 Stock Option Plan. While Mr. Carey is employed by our company, the option will become exercisable on the earlier of: (i) the seventh anniversary of May 15, 2002; or (ii) the achievement of the performance goals set forth above in the paragraph above.

Upon a change in control of our company, the unvested portion of the options shall immediately vest and become exercisable by Mr. Carey. If we terminate Mr. Carey's employment (i) after the expiration of the term of employment; or (ii) with cause; or if Mr. Carey resigns for no good reason, he will receive all accrued compensation and vested benefits. If we terminate his employment without cause, Mr. Carey will receive all unpaid accrued compensation, vested benefits and a severance benefit equal to his base salary until the earlier of the balance of the term of his agreement, the renewal term or twelve months following the date of termination.

Mr. Carey's agreement contains a confidentiality provision and further provides that Mr. Carey may not work for, or hold 1% or more of the outstanding capital stock of a publicly traded corporation, which is a competing business anywhere in the world for one year after the conclusion of his employment. Mr. Carey has not expressed a desire to leave.

LENARD BERGER

On August 1, 2000, the Predecessor Entity entered into an employment agreement with Lenard Berger, which we assumed. Under the terms of the agreement, Mr. Berger's employment as Vice President, Chief Technology Officer will continue until July 31, 2005 unless sooner terminated. The agreement may be renewed through mutual agreement of the parties. Mr. Berger received a base salary of \$10,500 per month during the first six months of the term of the agreement and \$12,500 per month commencing February 1, 2001. During the second year of the term of the agreement, Mr. Berger's base salary will be \$150,000, but may increase to \$175,000 if the our Net Sales achieved in the first year of the term of the agreement equal or exceed \$2,000,000. During the third year of the term of the agreement, Mr. Berger's base salary will be \$175,000, but may increase to \$200,000 if our Net Sales achieved in the second year of the term of the agreement equal or exceed \$10,000,000. During the fourth and fifth years of the term of his agreement, Mr. Berger's base salary will be increased annually by a percentage determined by the Consumers Price Index. Beginning his second year of employment, Mr. Berger is eligible for a commission not to exceed \$50,000 for any year during the balance of the term of the agreement. The commission is equal to 1% of net sales, which is determined by subtracting certain costs from the gross sales of products and services. To date, Mr. Berger has not been awarded a commission. Mr. Berger is also eligible to receive extra compensation at the discretion of our board of directors, a car allowance and any insurance and 401(k) plans provided by the employer.

Pursuant to his employment agreement, Mr. Berger received an option grant to purchase 100,000 shares of the Predecessor Entity's common stock. Such option converted into an option to purchase 218,750 shares of our common stock when we merged with the Predecessor Entity. The vesting schedule for such grant is set forth above under the section entitled "Option Grants". Upon a change of control of our company, 50% of any unvested options shall become vested and exercisable immediately. If we register shares of common stock in an initial public offering, Mr. Berger has the right to include any shares of common stock that he owns in the registration.

If we terminate Mr. Berger's employment without cause, he will receive payment of his base salary in effect at the time of his termination for a period of one month. If Mr. Berger resigns for good reason after the first full year of employment, Mr. Berger shall receive as his severance pay the lesser of (x) base salary payable for the balance of the then existing term of the agreement or (y) two months' base salary, plus one week's base salary for each full or part year worked after the first year of employment.

Mr. Berger's agreement provides that all rights to discoveries, inventions, improvements, and innovations related to our business that originates during the term of Mr. Berger's employment will be the exclusive property of our company. Mr. Berger's agreement also contains a confidentiality provision and further provides that Mr. Berger may not work for or hold 5% or more of the outstanding capital stock of a publicly traded corporation, which is a competing business anywhere in the world for one year after the conclusion of his employment. Mr. Berger has not expressed a desire to leave our company.

ROBERT NAWY

On June 23, 2003, we entered into an employment agreement with Robert Nawy. Under the terms of the agreement, Mr. Nawy's employment as Chief Financial Officer will continue until July 31, 2006, unless terminated sooner. The agreement may be renewed through mutual agreement of the parties. Mr. Nawy receives a base salary at an annualized rate of \$180,000 from July 28, 2003 until July 31, 2004. From August 1, 2004 to July 31, 2006, Mr. Nawy's salary will be increased annually by a percentage determined by the Consumers Price Index. Such salary will be reviewed annually and is subject to increase as determined by the board of directors or the Compensation Committee in its sole discretion.

The employment agreement provides that each fiscal year after fiscal year 2003, Mr. Nawy will be eligible to receive an annual bonus based upon our meeting and exceeding its annual budget, as same has been reviewed and approved by the board of directors for earnings before interest, taxes, depreciation and amortization, referred to as EBITDA. This bonus will be earned according to the following: (i) if we achieve 65-99% of budgeted EBITDA, Mr. Nawy will receive a bonus of 10% of his then current annual base salary; (ii) if we achieve 100-124% of budgeted EBITDA, Mr. Nawy will receive a total bonus of 20% of his then current annual base; and (iii) if we achieve 125% or more of budgeted EBITDA, Mr. Nawy will receive a total bonus of 30% of his then current annual base salary. The bonus, if any, shall be paid in one lump sum within sixty (60) days after the close of the fiscal year for which it was earned. To date, Mr. Nawy has not been awarded a bonus.

In accordance with the agreement, we granted to Mr. Nawy stock options under the 2002 Stock Option Plan for the purchase of an aggregate of 200,000 shares of our common stock at an option exercise price equal to \$0.80 per share, the fair market value of the underlying common stock on the date of the grant. While Mr. Nawy is employed by us, the options will become exercisable at the rate of 25,000 options on July 28, 2003, 60,000 options on July 31, 2004, 60,000 options on July 31, 2005 and 55,000 options on July 31, 2006.

Upon a change in control of our company, an additional 50% of the unvested portion of the options shall immediately vest and become exercisable by Mr. Nawy.

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If we terminate Mr. Nawy's employment without cause within one year following a change of control, or Mr. Nawy resigns after one year following a change of control, he will receive all accrued compensation and vested benefits. If we terminate his employment without cause, Mr. Nawy will receive a severance benefit equal to: one month salary if termination occurs within the first six months of employment; two months salary if termination occurs within the second six months of employment; and the lesser of the balance of the term of the agreement and three months if termination occurs after completion of one full year of employment.

Mr. Nawy's agreement contains a confidentiality provision and further provides that Mr. Nawy may not work for, or hold 1% or more of the outstanding capital stock of a publicly traded corporation, which is a competing business anywhere in the world for one year after the conclusion of his employment. Mr. Nawy has not expressed a desire to leave.

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Stronghold Technologies, Inc., the Predecessor Entity, became our wholly-owned subsidiary on May 16, 2002 pursuant to a merger with and into Acquisition Sub. Pursuant to the merger, the Predecessor Entity's stockholders surrendered all of their outstanding shares of the Predecessor Entity's common stock in exchange for a total of 7,000,000 shares of our common stock. Of these shares, Christopher J. Carey and his wife received a total of 3,937,500 shares held jointly, and Mr. Carey received an additional 1,093,750 shares individually.

Pursuant to a Securities Purchase Agreement which we entered into on May 15, 2002, with Stanford, Pietro Bortolatti and Mr. Carey, we agreed to issue to Stanford such number of shares of our Series A Preferred Stock that would in the aggregate equal 20% of the total issued and outstanding shares of our common stock, and a warrant to purchase an equal number of shares of our common stock. The aggregate purchase price for the Series A Preferred Stock and warrants purchased by Stanford was \$3,000,000. The Series A Preferred Stock and warrant purchase took place on four separate closing dates from May 16, 2002 through July 19, 2002, in which we issued an aggregate of 2,002,750 shares of our Series A Preferred Stock to Stanford and warrants for 2,002,750 shares of our common stock. So long as any shares of Series A Preferred Stock are outstanding and held by Stanford, Stanford had the right to maintain its percentage ownership with respect to any additional securities we may issue, with certain exceptions under the Series A Securities Purchase Agreement.

Pursuant to a Securities Purchase Agreement which we entered into on April 24, 2003, we agreed to issue to Stanford a total of 2,444,444 shares of our Series B \$0.90 Convertible Preferred Stock ("Series B Preferred Stock"). The issuance of the Series B Preferred Stock occurred on six separate closing dates beginning on April 24, 2003 and closing on September 15, 2003. In connection with the Purchase Agreement, we modified the warrants issued in connection with the Series A offering to reduce the exercise price to \$0.25 per share and extend the expiration date to August 1, 2008. Stanford was also granted the right to maintain its percentage ownership with respect to any additional securities we may issue, with certain exceptions under the Series B Securities Purchase Agreement. In addition, we agreed to convert all outstanding loans and unreimbursed expenses to certain stockholders of our company for 603,000 shares of our common stock at a price of \$0.90 per share. The value of the warrant modification was treated as additional costs associated with raising capital and was shown as a reduction of additional paid-in capital of approximately \$557,000

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(computed using the Black-Scholes model with the following assumptions: expected volatility of 0%, expected dividend yield rate of 0%, expected life of 5 years, and a risk-free interest rate of 4.91% for September 30, 2003).

In connection with the Series B Purchase Agreement, we entered into a Registration Rights Agreement with Stanford, dated April 30, 2003, in which we agreed to register the shares of common stock issuable upon conversion of the Series B Preferred Stock, no later than November 15, 2003. Stanford has agreed to extend the date to register the common stock issuable upon conversion of the Series B Preferred Stock until March 15, 2004, which was further extended in June 2004.

In connection with the Series B Purchase Agreement, we entered into a Consulting Agreement with Stanford, pursuant to which Stanford has agreed to perform certain financial consulting and advisory services, in exchange for which we agreed to pay Stanford a fee of \$50,000 per year for two years, payable quarterly in equal installments of \$12,500, with the first such installment due on July 1, 2003. Pursuant to the terms of the Consulting Agreement, we may, at our sole option, choose to issue shares of our common stock to Stanford in lieu of such payments.

On November 11, 2003, we agreed with Stanford to modify the terms of the Series A and Series B Preferred Stock to facilitate acquisitions and other company actions. The basic terms of the modification are: (i) waiver Section 2(e) (iii) of the Series A Certificate of Designation, which provides for anti-dilution protection if we shall issue securities which are convertible into shares of our common stock for an exercise price of less than \$1.50; (ii) waiver of any rights of Stanford to Default Warrants (as defined in the Series A Registration Rights Agreement) due to our failure to register our shares of common stock; and (iii) modification of the warrants previously issued to Stanford and its assigns to purchase 2,002,750 shares of our common stock to reduce the initial exercise price to \$0.25 per share and to extend the expiration date to August 1, 2008.

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Pursuant to the Amended and Restated Series A Certificate of Designation and Series B Certificate of Designation, dated November 11, 2003, by and between our company and Stanford and a Written Notice, Consent, and Waiver Among The Holders Of Series A \$1.50 Convertible Preferred Stock, Series B \$.90 Convertible Preferred Stock and Warrants, our company and Stanford agreed to certain amendments and restatements including:

(a) the filing of an Amended and Restated Certificate of Designation for Series A \$1.50 Convertible Preferred Stock substantially in the form attached hereto ("Amended and Restated Series A Certificate of Designation") pursuant to which Stanford will (x) waive dilution adjustments for certain issuances of Common Stock and Common Stock equivalents, (y) reduce for an eighteen month period the Stated Value and Conversion Price (each as defined therein) to \$0.50 and to \$0.87 thereafter and (z) forego certain rights to approve acquisitions of fixed assets, capital stock or capital expenditures, credit facilities and sales of shares of our securities. The authorized shares of Series A Preferred Stock was reduced from 2,017,200 to 2,002,750 shares.

(b) the filing of an Amended and Restated Certificate of Designation Series B \$.90 Convertible Preferred Stock substantially in the form attached hereto pursuant to which Stanford will (x) waive dilution adjustments for certain issuances of Common Stock and Common Stock equivalents, (y) reduce for an eighteen month period the Stated Value and Conversion Price (each as defined therein) to \$0.50 and to \$0.87 thereafter and (z) forego certain rights to

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approve acquisitions of fixed assets, capital stock or capital expenditures, credit facilities and sales of shares of our securities.

In connection with the Series B Purchase Agreement, our company and Stanford also entered into a Registration Rights Agreement, dated April 30, 2003, in which we agreed to register the shares of our common stock issuable upon conversion of the Series B Preferred Stock, no later than November 15, 2003. Stanford has agreed to extend date of the filing requirements of the Registration Rights Agreement to March 14, 2004, which was subsequently extended.

(c) In consideration of the Notice and the granting of the Consents and Waivers, we reduced the exercise price of the Stanford Warrants from \$0.25 per share to \$.001. On November 11, 2003, Stanford exercised in full the Stanford Warrant purchasing 2,002,750 shares of common stock for the purchase price of \$2,002.75.

Pursuant to a Stockholders' Agreement which we entered into on May 16, 2002 with Stanford, Mr. Carey and his wife, if either Stanford or the Careys should ever want to sell any shares of our Series A Preferred Stock or common stock, the other party has a right of first refusal regarding such sale and, if such non-selling party does not want to exercise its right of first refusal, we have the right to purchase such shares, and a right of co-sale under the same terms and for the same type of consideration. In the case of a material adverse event related to our company, the Careys agreed to vote their shares as directed by Stanford, including removing and replacing the members of the board with designees nominated by Stanford. Finally, Stanford has the right to nominate one member to our board of directors and the Carey's have agreed to vote for such nominee.

Stanford is an affiliate of Stanford Financial Group, which is the majority stockholder of TWS International, Inc. Luis Delahoz, one of our outside directors, is the president and chief executive officer of TWS International, Inc. and is Stanford's representative on our board of directors.

On July 31, 2000, the Predecessor Entity entered into a line of credit loan arrangement with our President, Christopher Carey, who is also president of Stronghold. Mr. Carey made available \$1,989,500, which the Predecessor Entity could borrow from time to time until August 1, 2001. Outstanding amounts accrued interest at the rate of interest per annum equal to the floating Base Rate, computed daily, for the actual number of days elapsed as if each full calendar year consisted of 360 days. Overdue amounts accrued interest at an annual rate of 2% greater than the base rate, which is 2% above the floating base rate announced from time to time by Citibank, N.A. Under the agreement, the first payment was due on August 1, 2001. On such date, the line of credit was extended for one more year, until August 1, 2002. On April 22, 2002, the Predecessor Entity issued 500,000 shares of its common stock (which converted into 1,093,750 shares of our common stock when we acquired the Predecessor Entity on May 16, 2002) in exchange for cancellation of \$1 million of outstanding debt under such line of credit. On May 16, 2002, the total amount outstanding under the line of credit was \$2.2 million. On such date, we issued 666,667 shares of our Common Stock to Mr. Carey in exchange for cancellation of \$1 million of the then outstanding amount. We will pay Mr. Carey the remaining \$1.2 million according to the terms of a non-negotiable promissory note, which was issued on May 16, 2002.

Under the promissory note, the principal amount and accrued interest is due and payable in six equal consecutive quarterly installments commencing on the date which is two business days after April 15, 2003. Each subsequent

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quarterly installment will be paid two days after we file each subsequent Form 10-QSB or Form 10-KSB. Interest accrues under the promissory note at an annual rate of 10%. If our net income does not meet certain benchmarks, then either the principal balance and accrued interest due for the quarter will be deferred and the repayment will be amortized during the remaining quarters or, depending upon the net income amount achieved, the principal balance and accrued interest due will be automatically converted into shares of our Common Stock, at a conversion price equal to the average closing price of our common stock for the twenty (20) trading days immediately preceding the date of conversion. The promissory note is expressly subordinated in right of payment to the prior payment in full of all of our senior indebtedness.

On September 14, 2002, we issued 5,000,000 shares of our common stock to our former president, Pietro Bortolatti, in exchange for the transfer from Mr. Bortolatti of all of the outstanding shares of Terre di Toscana, Inc. to us. The assets of Terre di Toscana, Inc. included rights in several customer agreements. We valued the 5,000,000 shares issued to Mr. Bortolatti at par value, \$.0001 per share. As part of our merger with the Predecessor Entity and the exchange of shares for our truffle business, Mr. Bortolatti has surrendered or exchanged all of such shares.

In August 2002, one of our outside directors, Robert Cox, purchased 60,000 shares of our common stock at a purchase price of \$1.50 per share for aggregate proceeds to us of \$90,000. Such purchase was pursuant to a Subscription Agreement in which Mr. Cox made certain investment representations and warranties. The price paid by Mr. Cox had been negotiated by third parties in an arms-length transaction. The third parties who negotiated the transaction purchased a number of shares concurrently with Mr. Cox.

In January 2004, our outside director, Robert Cox, purchased an additional 147,059 shares and a warrant to purchase 73,529 shares at \$0.59/share. The price of \$0.59/share was based on 130% of the trailing five day closing price of our common stock on the effective purchase date of January 9, 2004.

Lenard Berger, our Chief Technology Officer and Vice President and James Cummiskey, our Vice President of Sales and Marketing, received 200,000 shares of common stock from the Predecessor Entity as founders of such entity, at a per share price of \$0.005. Such shares converted into 437,400 shares of our Common Stock.

On September 30, 2002, we entered into a loan agreement with CC Trust Fund to borrow an amount up to \$355,128. This bridge loan was for a period of twelve months, with all principal due and payable on September 30, 2003. The 12.5% interest on the outstanding principal is due each year. At the end of the loan period, the CC Trust Fund will be entitled to exercise 25,000 warrants at \$1.50 per share. As of March 31, 2003, \$355,128 was outstanding under the CC Trust Fund loan agreement. On September 30, 2003, the CC Trust Fund agreed to extend the term of their loan to December 30, 2003. On December 30, 2003, the CC Trust Fund agreed to extend the term of their loan to March 31, 2004. On March 30, 2004, the CC Trust Fund agreed to extend the term of their loan to March 31, 2005. As of December 31, 2003, \$355,128 was outstanding under the CC Trust Fund loan agreement. Christopher Carey Jr., Mr. Carey's son, is the beneficiary of the trust, and Mary Carey, Mr. Carey's wife, is the trustee of the trust.

On September 30, 2002, we entered into a loan agreement with AC Trust Fund to borrow an amount up to \$375,404. This bridge loan is for a period of twelve months, with all principal due and payable on September 30, 2003. The 12.5% interest on the outstanding principal is due each year. At the end of the loan period, the AC Trust Fund will be entitled to exercise 25,000 warrants at \$1.50 per share. On September 30, 2002, the AC Trust Fund agreed to extend the term of their loan to December 30, 2003. On December 30, 2003, the AC Trust Fund agreed to extend the term of their loan to March 31, 2004. On March 30, 2004, the AC

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Trust Fund agreed to extend the term of their loan to March 31, 2005. As of December 31, 2003, \$375,404 was outstanding under the AC Trust Fund loan agreement. Amie Carey, Mr. Carey's daughter, is the beneficiary of the trust, and Mary Carey, Mr. Carey's wife, is the trustee of the trust.

In October 2002, in connection with a loan to our company in the amount of \$165,000, we issued a promissory note to Christopher J. Carey for \$165,000. Such promissory note was due on or before December 31, 2003. On March 30, 2004, Mr. Carey agreed to extend the term of his loan to March 31, 2005. Until such time as the principal is paid, interest on the note will accrue at the rate of 12.5% per year.

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We believe that the terms of all of the above transactions are commercially reasonable and no less favorable to us than we could have obtained from an unaffiliated third party on an arm's length basis.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of our common stock as of July 14, 2004. The information in this table provides the ownership information for:

- o each person known by us to be the beneficial owner of more than 5% of our Common Stock;
- o each of our directors;
- o each of our executive officers; and
- o our executive officers and directors as a group.

Beneficial ownership has been determined in accordance with the rules and regulations of the SEC and includes voting or investment power with respect to the shares. Unless otherwise indicated, the persons named in the table below have sole voting and investment power with respect to the number of shares indicated as beneficially owned by them. Common Stock beneficially owned and percentage ownership is based on 13,438,277 shares outstanding on July 14, 2004, and assuming the exercise of any options or warrants or conversion of any convertible securities held by such person, which are presently exercisable or will become exercisable within 60 days after July 14, 2004.

| Name and Address of Beneficial Owner ----- | Number of Shares Beneficially Owned ----- | Percentage Outstanding ----- |
|------------------------------------------------------------------------------------|-------------------------------------------------|------------------------------------|
| 5% Stockholders ----- | | |
| Christopher J. Carey 450 Claremont Road Bernardsville, NJ 07924 | 5,131,250 (1) | 25.80 |
| Stanford Venture Capital Holdings, Inc. 6075 Poplar Avenue Memphis, TN 38119 | 7,447.194 (2) | 37.45 |

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Other Executive Officers and Directors

| | | |
|-----------------------------------------------------------|-------------|-------|
| ----- | | |
| Lenard Berger | 437,600 | 2.2 |
| Robert J. Corliss | -- | -- |
| Robert Cox | 207,059 | 1.0 |
| William Lenahan | -- | -- |
| Luis Delahoz | -- | -- |
| Robert Nawy | 200,000 (3) | 1.0 |
| ----- | | |
| Executive Officers and Directors as a Group (7 people) | 5,975,909 | 30.05 |

(1) 3,937,500 of these shares are owned by Christopher J. Carey and his wife, Mary Carey, as Joint Tenants with Right of Survivorship.

(2) The total beneficial ownership of Stanford Venture Capital Holdings, Inc. is 7,447,194 shares which consists of: (i) 2,002,750 shares of Common Stock issuable upon the conversion of 2,002,750 shares of our Series A Preferred Stock; and (ii) 2,444,444 shares of Common Stock issuable upon the conversion of 2,444,444 shares of our Series B Preferred Stock, (iii) 1,000,000 shares of Common Stock issued upon exercise of warrants, (iv) 875,000 of Common Stock and

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(v) 2,000,000 shares of Common Stock issuable upon the exercise of warrants. James M. Davis has voting and investment control over the securities held by Stanford Venture Capital Holdings, Inc., but he disclaims beneficial ownership of such securities, except to the extent of any pecuniary interest therein.

(3) Includes an option grant to purchase 200,000 shares of Common Stock which was immediately exercisable on the date of grant.

EQUITY COMPENSATION IN FISCAL 2003

The following table provides information about the securities authorized for issuance under our equity compensation plans as of December 31, 2003.

EQUITY COMPENSATION PLAN INFORMATION

| | Number of securities to be issued upon exercise of outstanding options (1) | Weighted-average exercise price of outstanding options |
|---------------------------------------------------------------|-------------------------------------------------------------------------------------|--------------------------------------------------------------|
| ----- | | |
| Equity compensation plans approved by security holders | 1,909,309 | \$ 0.86 |
| Equity compensation plans not approved by security holders | -- | -- |
| Total | 1,909,309 | \$ 0.86 |

(1) Issued pursuant to our 2002 Stock Incentive Plan, our 2002 California Stock Incentive Plan, and our 2000 Stock Option Plan.

(2) 625,950 shares are available for future issuance pursuant to the 2002 Stock Incentive Plan and 12,500 shares are available for future issuance pursuant to the 2002 California Stock Incentive Plan. We do not intend to issue any

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additional options under our 2000 Stock Option Plan.

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DESCRIPTION OF SECURITIES TO BE REGISTERED

COMMON STOCK

We are authorized to issue up to 50,000,000 shares of common stock, par value \$.0001. As of July 14, 2004, there were 13,438,277 shares of common stock outstanding. Holders of the common stock are entitled to one vote per share on all matters to be voted upon by the stockholders. Holders of common stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available therefor. Upon the liquidation, dissolution, or winding up of our company, the holders of common stock are entitled to share ratably in all of our assets which are legally available for distribution after payment of all debts and other liabilities and liquidation preference of any outstanding common stock. Holders of common stock have no preemptive, subscription, redemption or conversion rights. The outstanding shares of common stock are validly issued, fully paid and nonassessable.

On June 15, 2004, the stockholders of our company holding a majority of the outstanding shares of common stock approved an amendment to our Articles of Incorporation to increase the number of authorized shares of common stock from 50,000,000 to 250,000,000. On July 25, 2004, we filed a preliminary information statement disclosing the increase with the Securities and Exchange Commission. We will amend our Articles of Incorporation to increase the authorized common stock 20 days after the mailing of the definitive information statement to stockholders.

We have appointed Continental Stock Transfer & Trust Company, 17 Battery Place, New York, New York 10004, as transfer agent for our shares of Common Stock.

INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Our Articles of Incorporation, as amended, provide to the fullest extent permitted by Nevada law, our directors or officers shall not be personally liable to us or our shareholders for damages for breach of such director's or officer's fiduciary duty. The effect of this provision of our Articles of Incorporation, as amended, is to eliminate our rights and our shareholders (through shareholders' derivative suits on behalf of our company) to recover damages against a director or officer for breach of the fiduciary duty of care as a director or officer (including breaches resulting from negligent or grossly negligent behavior), except under certain situations defined by statute. We believe that the indemnification provisions in our Articles of Incorporation, as amended, are necessary to attract and retain qualified persons as directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act" or "Securities Act") may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

PLAN OF DISTRIBUTION

The selling stockholders and any of their respective pledgees, donees,

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assignees and other successors-in-interest may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The selling stockholders may use any one or more of the following methods when selling shares:

- o ordinary brokerage transactions and transactions in which the broker-dealer solicits the purchaser;
- o block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- o purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

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- o an exchange distribution in accordance with the rules of the applicable exchange;
- o privately-negotiated transactions;
- o short sales that are not violations of the laws and regulations of any state or the United States;
- o broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;
- o through the writing of options on the shares;
- o a combination of any such methods of sale; and
- o any other method permitted pursuant to applicable law.

The selling stockholders may also sell shares under Rule 144 under the Securities Act, if available, rather than under this prospectus. The selling stockholders shall have the sole and absolute discretion not to accept any purchase offer or make any sale of shares if they deem the purchase price to be unsatisfactory at any particular time.

The selling stockholders may also engage in short sales against the box, puts and calls and other transactions in our securities or derivatives of our securities and may sell or deliver shares in connection with these trades.

The selling stockholders or their respective pledgees, donees, transferees or other successors in interest, may also sell the shares directly to market makers acting as principals and/or broker-dealers acting as agents for themselves or their customers. Such broker-dealers may receive compensation in the form of discounts, concessions or commissions from the selling stockholders and/or the purchasers of shares for whom such broker-dealers may act as agents or to whom they sell as principal or both, which compensation as to a particular broker-dealer might be in excess of customary commissions. Market makers and block purchasers purchasing the shares will do so for their own account and at their own risk. It is possible that a selling stockholder will attempt to sell shares of common stock in block transactions to market makers or other purchasers at a price per share which may be below the then market price. The selling stockholders cannot assure that all or any of the shares offered in this prospectus will be issued to, or sold by, the selling stockholders. The selling stockholders and any brokers, dealers or agents, upon effecting the sale of any of the shares offered in this prospectus, may be deemed to be "underwriters" as that term is defined under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, or the rules and regulations under such acts. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

We are required to pay all fees and expenses incident to the registration

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of the shares, including fees and disbursements of counsel to the selling stockholders, but excluding brokerage commissions or underwriter discounts.

The selling stockholders, alternatively, may sell all or any part of the shares offered in this prospectus through an underwriter. No selling stockholder has entered into any agreement with a prospective underwriter and there is no assurance that any such agreement will be entered into.

The selling stockholders may pledge their shares to their brokers under the margin provisions of customer agreements. If a selling stockholder defaults on a margin loan, the broker may, from time to time, offer and sell the pledged shares. The selling stockholders and any other persons participating in the sale or distribution of the shares will be subject to applicable provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations under such act, including, without limitation, Regulation M. These provisions may restrict certain activities of, and limit the timing of purchases and sales of any of the shares by, the selling stockholders or any other such person. In the event that the selling stockholders are deemed affiliated purchasers or distribution participants within the meaning of Regulation M, then the selling stockholders will not be permitted to engage in short sales of common stock. Furthermore, under Regulation M, persons engaged in a distribution of securities are prohibited from simultaneously engaging in market making and certain other activities with respect to such securities for a specified period of time prior to the commencement of such distributions, subject to specified exceptions or exemptions. In regards to short sells, the selling stockholder can only cover its short position with the securities they receive from us upon conversion. In addition, if such short sale is deemed to be a stabilizing activity, then the selling stockholder will not be permitted to engage in a short sale of our common stock. All of these limitations may affect the marketability of the shares.

We have agreed to indemnify the selling stockholders, or their transferees or assignees, against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the selling stockholders or their respective pledgees, donees, transferees or other successors in interest, may be required to make in respect of such liabilities.

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If the selling stockholders notify us that they have a material arrangement with a broker-dealer for the resale of the common stock, then we would be required to amend the registration statement of which this prospectus is a part, and file a prospectus supplement to describe the agreements between the selling stockholders and the broker-dealer.

PENNY STOCK

The Securities and Exchange Commission has adopted Rule 15c-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

- o that a broker or dealer approve a person's account for transactions in penny stocks; and
- o the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

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In order to approve a person's account for transactions in penny stocks, the broker or dealer must

- o obtain financial information and investment experience objectives of the person; and
- o make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form:

- o sets forth the basis on which the broker or dealer made the suitability determination; and
- o that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

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SELLING STOCKHOLDERS

The table below sets forth information concerning the resale of the shares of common stock by the selling stockholders. We will not receive any proceeds from the resale of the common stock by the selling stockholders. We will receive proceeds from the exercise of the warrants unless the selling stockholders exercise the warrants on a cashless basis. Assuming all the shares registered below are sold by the selling stockholders, none of the selling stockholders will continue to own any shares of our common stock.

The following table also sets forth the name of each person who is offering the resale of shares of common stock by this prospectus, the number of shares of common stock beneficially owned by each person, the number of shares of common stock that may be sold in this offering and the number of shares of common stock each person will own after the offering, assuming they sell all of the shares offered.

| Name | Total Shares of Common Stock Issuable Upon Conversion of Notes and/or Warrants* | Total Percentage of Common Stock, Assuming Full Conversion | Shares of Common Stock Included in Prospectus (1) | Beneficial Ownership Before the Offering** | Percentage of Common Stock Owned Before Offering** |
|-------|------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------|
| ----- | | | | | |

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| | | | | | |
|---------------------------------------------------|------------|--------|--------------------------------------------------|-------------|-------|
| AJW Offshore, Ltd. (3) | 11,880,000 | 60.28% | Up to 10,098,000 shares of common stock | 705,789 (2) | 4.99% |
| AJW Qualified Partners, LLC (3) | 13,530,000 | 50.17% | Up to 11,500,500 shares of common stock | 705,789 (2) | 4.99% |
| AJW Partners, LLC (3) | 6,270,000 | 31.81% | Up to 5,329,000 shares of common stock | 705,789 (2) | 4.99% |
| New Millennium Capital Partners II, LLC (3) | 1,320,000 | 4.49% | Up to 1,122,000 shares of common stock | 705,789 (2) | 4.99% |

* This column represents an estimated number based on a conversion price as of a recent date of July 16, 2004 of \$.092, divided into the principal amount.

** These columns represent the aggregate maximum number and percentage of shares that the selling stockholders can own at one time (and therefore, offer for resale at any one time) due to their 4.99% limitation.

The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rule, beneficial ownership includes any shares as to which the selling stockholders has sole or shared voting power or investment power and also any shares, which the selling stockholders has the right to acquire within 60 days. The actual number of shares of common stock issuable upon the conversion of the secured convertible notes is subject to adjustment depending on, among other factors, the future market price of the common stock, and could be materially less or more than the number estimated in the table.

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(1) Includes a good faith estimate of the shares issuable upon conversion of the secured convertible notes and exercise of warrants, based on current market prices. Because the number of shares of common stock issuable upon conversion of the secured convertible notes is dependent in part upon the market price of the common stock prior to a conversion, the actual number of shares of common stock that will be issued upon conversion will fluctuate daily and cannot be determined at this time. Under the terms of the secured convertible notes, if the secured convertible notes had actually been converted on July 14, 2004, the conversion price would have been \$.10.

(2) The actual number of shares of common stock offered in this prospectus, and included in the registration statement of which this prospectus is a part, includes such additional number of shares of common stock as may be issued or issuable upon conversion of the secured convertible notes and exercise of the related warrants by reason of any stock split, stock dividend or similar transaction involving the common stock, in accordance with Rule 416 under the

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Securities Act of 1933. However the selling stockholders have contractually agreed to restrict their ability to convert their secured convertible notes or exercise their warrants and receive shares of our common stock such that the number of shares of common stock held by them in the aggregate and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock as determined in accordance with Section 13(d) of the Exchange Act. Accordingly, the number of shares of common stock set forth in the table for the selling stockholders exceeds the number of shares of common stock that the selling stockholders could own beneficially at any given time through their ownership of the secured convertible notes and the warrants. In that regard, the beneficial ownership of the common stock by the selling stockholder set forth in the table is not determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

(3) The selling stockholders are affiliates of each other because they are under common control. AJW Partners, LLC is a private investment fund that is owned by its investors and managed by SMS Group, LLC. SMS Group, LLC, of which Mr. Corey S. Ribotsky is the fund manager, has voting and investment control over the shares listed below owned by AJW Partners, LLC. AJW Offshore, Ltd., formerly known as AJW/New Millennium Offshore, Ltd., is a private investment fund that is owned by its investors and managed by First Street Manager II, LLC. First Street Manager II, LLC, of which Corey S. Ribotsky is the fund manager, has voting and investment control over the shares owned by AJW Offshore, Ltd. AJW Qualified Partners, LLC, formerly known as Pegasus Capital Partners, LLC, is a private investment fund that is owned by its investors and managed by AJW Manager, LLC, of which Corey S. Ribotsky and Lloyd A. Groveman are the fund managers, have voting and investment control over the shares listed below owned by AJW Qualified Partners, LLC. New Millennium Capital Partners II, LLC, is a private investment fund that is owned by its investors and managed by First Street Manager II, LLC. First Street Manager II, LLC, of which Corey S. Ribotsky is the fund manager, has voting and investment control over the shares owned by New Millennium Capital Partners II, LLC. We have been notified by the selling stockholders that they are not broker-dealers or affiliates of broker-dealers and that they believe they are not required to be broker-dealers.

(4) Assumes that all securities registered will be sold.

TERMS OF SECURED CONVERTIBLE NOTES

To obtain funding for our ongoing operations, we entered into a Securities Purchase Agreement with four accredited investors on June 18, 2004 for the sale of (i) \$3,000,000 in callable secured convertible notes and (ii) warrants to buy 3,000,000 shares of our common stock. This prospectus relates to the resale of the common stock underlying these secured convertible notes and warrants. The investors are obligated to provide us with an aggregate of \$3,000,000 as follows:

- o \$1,500,000 was disbursed on June 18, 2004;
- o \$500,000 will be disbursed within five days of the filing of this registration statement; and
- o \$1,000,000 will be disbursed within five days of this prospectus being declared effective.

Accordingly, we have received a total of \$1,500,000 pursuant to the Securities Purchase Agreement. The funds from the sale of the callable secured convertible notes will be used for business development purposes, business acquisitions, working capital needs, pre-payment of interest, payment of consulting and legal fees and borrowing repayment.

The callable secured convertible notes bear interest at 12%, mature two years from the date of issuance, and are convertible into our common stock, at the investors' option, at the lower of (i) \$0.70 or (ii) 50% of the average of the three lowest intraday trading prices for the common stock on a principal market for the 20 trading days before but not including the conversion date. The full principal amount of the callable secured convertible notes is due upon default under the terms of secured convertible notes. The warrants are exercisable until five years from the date of issuance at a purchase price of \$0.57 per share. In addition, the conversion price of the secured convertible notes and the exercise price of the warrants will be adjusted in the event that we issue common stock at a price below the fixed conversion price, below market price, with the exception of any securities issued in connection with the Securities Purchase Agreement. The conversion price of the callable secured convertible notes and the exercise price of the warrants may be adjusted in certain circumstances such as if we pay a stock dividend, subdivide or combine outstanding shares of common stock into a greater or lesser number of shares, or take such other actions as would otherwise result in dilution of the selling stockholder's position. The selling stockholders have contractually agreed to restrict their ability to convert or exercise their warrants and receive shares of our common stock such that the number of shares of common stock held by them and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock. In addition, we have granted the investors a security interest in substantially all of our assets and intellectual property and registration rights.

The warrants are exercisable until five years from the date of issuance at a purchase price of \$0.57 per share. The selling stockholders will be entitled to exercise the warrants on a cashless basis if the shares of common stock underlying the warrants are not then registered pursuant to an effective registration statement. In the event that the selling stockholder exercises the warrants on a cashless basis, then we will not receive any proceeds. In addition, the exercise price of the warrants will be adjusted in the event we issue common stock at a price below market, with the exception of any securities issued as of the date of this warrant or issued in connection with the callable secured convertible notes issued pursuant to the Securities Purchase Agreement, dated June 18, 2004.

Upon the issuance of shares of common stock below the market price, the exercise price of the warrants will be reduced accordingly. The market price is determined by averaging the last reported sale prices for our shares of common stock for the five trading days immediately preceding such issuance as set forth on our principal trading market. The exercise price shall be determined by multiplying the exercise price in effect immediately prior to the dilutive issuance by a fraction. The numerator of the fraction is equal to the sum of the number of shares outstanding immediately prior to the offering plus the quotient of the amount of consideration received by us in connection with the issuance divided by the market price in effect immediately prior to the issuance. The denominator of such issuance shall be equal to the number of shares outstanding after the dilutive issuance.

The conversion price of the secured convertible notes and the exercise price of the warrants may be adjusted in certain circumstances such as if we pay a stock dividend, subdivide or combine outstanding shares of common stock into a greater or lesser number of shares, or take such other actions as would otherwise result in dilution of the selling stockholder's position.

The selling stockholders have contractually agreed to restrict their ability to convert their secured convertible notes or exercise their warrants and receive shares of our common stock such that the number of shares of common

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stock held by them in the aggregate and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock.

A complete copy of the Securities Purchase Agreement and related documents are filed with the SEC as exhibits to our Form SB-2 relating to this prospectus.

SAMPLE CONVERSION CALCULATION

The number of shares of common stock issuable upon conversion of the notes is determined by dividing that portion of the principal of the notes to be converted and interest, if any, by the conversion price. For example, assuming conversion of \$3,000,000 of notes on July 14, 2004, a conversion price of \$0.10 per share, the number of shares issuable upon conversion would be:

$$\$3,000,000/\$.092 = 32,608,696 \text{ shares}$$

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The following is an example of the amount of shares of our common stock that are issuable, upon conversion of the Notes (excluding accrued interest), based on market prices 25%, 50% and 75% below the current conversion price, as of July 16, 2004 of \$0.183.

| % Below Market | Price Per Share | With Discount at 50% | Number of Shares Issuable | % of Outstanding Stock |
|----------------|-----------------|----------------------|---------------------------|------------------------|
| 25% | \$.1373 | \$.0686 | 43,715,847 | 76.49% |
| 50% | \$.0915 | \$.0458 | 65,573,770 | 82.99% |
| 75% | \$.0458 | \$.0229 | 131,147,541 | 90.71% |

LEGAL MATTERS

Sichenzia Ross Friedman Ference LLP, New York, New York will issue an opinion with respect to the validity of the shares of common stock being offered hereby.

EXPERTS

Rothstein Kass - Certified Public Accountants, have audited, as set forth in their report thereon appearing elsewhere herein, our financial statements at December 31, 2003 and 2002 and for the years then ended that appear in the prospectus. The financial statements referred to above are included in this prospectus with reliance upon the independent registered public accounting firm's opinion based on their expertise in accounting and auditing.

AVAILABLE INFORMATION

We have filed a registration statement on Form SB-2 under the Securities Act of 1933, as amended, relating to the shares of common stock being offered by this prospectus, and reference is made to such registration statement. This prospectus constitutes the prospectus of Stronghold Technologies, Inc., filed as part of the registration statement, and it does not contain all information in the registration statement, as certain portions have been omitted in accordance with the rules and regulations of the Securities and Exchange Commission.

We are subject to the informational requirements of the Securities Exchange Act of 1934 which requires us to file reports, proxy statements and other information with the Securities and Exchange Commission. Such reports,

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proxy statements and other information may be inspected at public reference facilities of the SEC at Judiciary Plaza, 450 Fifth Street N.W., Washington D.C. 20549. Copies of such material can be obtained from the Public Reference Section of the SEC at Judiciary Plaza, 450 Fifth Street N.W., Washington, D.C. 20549 at prescribed rates. Because we file documents electronically with the SEC, you may also obtain this information by visiting the SEC's Internet website at <http://www.sec.gov>.

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STRONGHOLD TECHNOLOGIES, INC. AND SUBSIDIARIES

INDEX TO FINANCIAL STATEMENTS

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Stronghold Technologies, Inc. and Subsidiary Consolidated Balance Sheet March 31, 2004 (Unaudited)

MARCH 31, 2004

ASSETS

Current assets

| | |
|---------------------------------------------------------------------------------------|-----------|
| Cash | \$ 52,955 |
| Accounts receivable, less allowance for returns and doubtful accounts of \$184,067 | 703,035 |
| Inventories | 119,025 |
| Prepaid expenses | 31,328 |
| | ----- |

| | |
|----------------------|---------|
| Total current assets | 906,343 |
| | ----- |

| | |
|-----------------------------|---------|
| Property and equipment, net | 142,959 |
| | ----- |

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| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------------|
| Other assets | | |
| Software development costs, net of amortization | | 830,170 |
| Other | | 152,438 |
| | | ----- |
| Total other assets | | 982,608 |
| | | ----- |
| | \$ | 2,031,910 |
| | | ===== |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| Current liabilities | | |
| Accounts payable | \$ | 697,300 |
| Accrued expenses and other current liabilities | | 2,294,947 |
| Interest payable, stockholders | | 420,000 |
| Notes payable, stockholders, current portion | | 390,000 |
| Note payable | | 1,186,667 |
| Obligations under capital leases, current portion | | 45,827 |
| | | ----- |
| Total current liabilities | | 5,034,741 |
| | | ----- |
| Long-term liabilities | | |
| Notes payable, stockholders, less current portion | | 1,861,906 |
| Obligations under capital leases, less current portion | | 23,287 |
| | | ----- |
| Total long term liabilities | | 1,885,193 |
| | | ----- |
| Commitments and contingencies | | |
| Stockholders' deficit | | |
| Preferred stock, Series A, \$.0001 par value; authorized 5,000,000 shares, 2,002,750 issued and outstanding (aggregate liquidation preference of \$3,004,125) | | 201 |
| Preferred stock, Series B, \$.0001 par value; authorized 2,444,444 shares, 2,444,444 issued and outstanding (aggregate liquidation preference of \$2,200,000) | | 244 |
| Common stock, \$.0001 par value, authorized 50,000,000 shares, 13,438,277 issued and outstanding | | 1,344 |
| Additional paid-in capital | | 7,753,804 |
| Stock subscription receivable | | (3,000) |
| Accumulated deficit | | (12,640,617) |
| | | ----- |
| Total stockholders' deficit | | (4,888,024) |
| | | ----- |
| | \$ | 2,031,910 |
| | | ===== |

F-1

Stronghold Technologies, Inc. and Subsidiary Consolidated Statements of Operations

| | Three months ended March 31, | |
|---------------|------------------------------|-------------|
| | 2004 | 2003 |
| | (Unaudited) | (Unaudited) |
| | ----- | ----- |
| Sales | \$ 643,678 | \$ 919,010 |
| Cost of sales | 236,508 | 323,704 |
| | ----- | ----- |

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| | | |
|------------------------------------------------------|---------------|--------------|
| Gross profit | 407,170 | 595,306 |
| Selling, general and administrative | 964,002 | 1,108,814 |
| | ----- | ----- |
| Loss from operations | (556,832) | (513,508) |
| Interest expense | 26,897 | 107,646 |
| | ----- | ----- |
| Net loss applicable to common stockholders | \$ (583,728) | \$ (621,154) |
| | ===== | ===== |
| Basic and diluted loss per common share | \$ (0.04) | \$ (0.06) |
| | ===== | ===== |
| Weighted average number of common shares outstanding | \$ 13,341,930 | \$ 9,857,000 |
| | ===== | ===== |

F-2

Stronghold Technologies, Inc. and Subsidiary Consolidated Statements of Cash Flows

| Three months ended March 31, | 2004 | |
|-----------------------------------------------------------------------------|--------------|-------|
| | (Unaudited) | |
| Cash flows from operating activities | | |
| Net loss | \$ (583,728) | \$ |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Provision for returns and allowances | 14,000 | |
| Depreciation and amortization | 96,948 | |
| Interest payable, stockholders | 12,095 | |
| Non-cash interest expense for issuance of warrants | | |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (130,247) | |
| Inventories | 52,721 | |
| Prepaid expenses | (19,686) | |
| Other assets | (78,231) | |
| Accounts payable | 15,978 | |
| Accrued expenses and other current liabilities | (59,749) | |
| | ----- | ----- |
| Net cash used in operating activities | (679,899) | |
| | ----- | ----- |
| Cash flows from investing activities | | |
| Payments for purchase of property and equipment | (1,991) | |
| Payments for software development costs | (134,326) | |
| | ----- | ----- |
| Net cash used in investing activities | (136,317) | |
| | ----- | ----- |

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| | | |
|-----------------------------------------------------------------------|-----------|-------|
| Cash flows from financing activities | | |
| Proceeds from issuance of common stock | 42,052 | |
| Proceeds from notes payable, stockholders | 895,000 | |
| Principal repayments of notes payable, stockholders | (20,000) | |
| Principal repayments of notes payable | (45,000) | |
| Principal payments for obligations under capital leases | (11,042) | |
| | ----- | ----- |
| Net cash provided by financing activities | 861,010 | |
| | ----- | ----- |
| Net increase (decrease) in cash | 44,794 | |
| Cash, beginning of period | 8,161 | |
| | ----- | ----- |
| Cash, end of period | \$ 52,955 | \$ |
| | ===== | ===== |
| Supplemental disclosure of cash flow information | | |
| cash paid during the period for interest | \$ 14,801 | \$ |
| | ===== | ===== |
| Supplementary schedule of non-cash investing and financing activities | | |
| warrants issued in connection with debt | \$ -- | \$ |
| | ===== | ===== |

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DEFINITIONS

All references to "we," "us," "our," the "Company" or similar terms used herein refer to Stronghold Technologies, Inc., a Nevada corporation, formerly known as TDT Development, Inc. and its wholly-owned subsidiary, Stronghold Technologies, Inc., a New Jersey corporation. All references to "Stronghold" used herein refer to just our wholly-owned subsidiary, Stronghold Technologies, Inc., a New Jersey corporation. All references to the "Predecessor Entity" refer to the New Jersey corporation we acquired on May 16, 2002, Stronghold Technologies, Inc., which was merged with and into Stronghold.

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Stronghold Technologies, Inc. and Subsidiary Notes to Consolidated Financial Statements

1. BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). These statements are unaudited and, in the opinion of management, include all adjustments (consisting of normal recurring adjustments and accruals) necessary to present fairly the results for the periods presented. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to applicable SEC rules and regulations. Operating results for the three-month period ended March

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31, 2004 are not necessarily indicative of the results that may be expected for the year ending December 31, 2004. These financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's Annual Report of Form 10-KSB for the fiscal year ended December 31, 2003.

2. INVENTORIES

Inventories, which are comprised of hardware for resale, are stated at cost, on an average cost basis, which does not exceed market value.

3. LOSS PER COMMON SHARE

Loss per common share is based on the weighted average number of common shares outstanding. The Company complies with SFAS No. 128, "Earnings Per Share," which requires dual presentation of basic and diluted earnings (loss) per share. Basic earnings (loss) per share excludes dilutions and is computed by dividing net loss applicable to common stockholders by the weighted average number of common shares outstanding for the year. Diluted earnings (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity. Since the effect of the outstanding options and warrants are anti-dilutive, they have been excluded from the Company's computation of diluted loss per common share.

4. NEW ACCOUNTING PRONOUNCEMENTS

In April 2003, the Financial Accounting Standards Board ("FASB") issued SFAS No. 149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities. SFAS No. 149 amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities under SFAS No. 133. The Statement is generally effective for contracts entered into or modified after September 30, 2003 and for hedging relationships designated after September 30, 2003 and should be applied prospectively. The implementation of this standard is not expected to have a material impact on the Company's financial position or results of operations.

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In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity. SFAS No. 150 requires certain freestanding financial instruments, such as mandatory redeemable preferred stock, to be measured at fair value and classified as liabilities. The provisions of SFAS No. 150 are effective for beginning July 1, 2003. The implementation of this standard is not expected to have a material impact on the Company's financial position or results of operations.

5. STOCK-BASED COMPENSATION

In December 2002, FASB issued SFAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure," which amended SFAS No. 123, "Accounting for Stock-Based Compensation." This Statement provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based compensation. It also amends the disclosure provisions to require more prominent disclosure about the effects on reported net income (loss) of an entity's accounting policy decisions with respect to stock-based employee compensation. As permitted by the Statement, the Company does not plan to adopt the fair value recognition provisions of SFAS No. 123 at this time. However, the Company has adopted the disclosure provisions of the Statement.

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The Company accounts for its stock-based employee compensation plans under Accounting Principles Board Opinion No. 25, under which no compensation cost has been recognized in the accompanying consolidated statements of operations, as all options granted under those plans had an exercise price equal to or in excess of the market value of the underlying common stock at the date of grant.

Had compensation cost for these options been determined consistent with the fair value method provided by SFAS No. 123, the Company's net loss and net loss per common share would have been the following pro forma amounts for the three-month and periods ended March 31, 2004 and 2003.

| | F-6 | |
|---------------------------------------------------------------------------------------------------------------------|---------------------------------|-----------------------|
| | Three months ended March 31, | |
| | ----- 2004 ----- | 2003 ----- |
| Net loss applicable to common stockholders, as reported | \$ (583,728) | \$ (621,154) |
| Deduct | | |
| Total stock-based compensation expense determined under fair value method for all awards, net of related tax effect | 12,819 ----- | 19,031 ----- |
| Pro Forma | \$ (596,548) ===== | \$ (640,185) ===== |
| Basic and diluted EPS | | |
| As reported | \$ (0.04) | \$ (0.06) |
| Pro forma | \$ (0.04) | \$ (0.06) |
| March 31, 2004 and 2003 | | |

The fair value of issued stock options is estimated on the date of grant using the Black-Scholes option-pricing model including the following assumptions: expected volatility of 0%, expected dividend yield rate of 0%, expected life of 10 years, and a risk-free interest rate of 3.83% and 3.81% for March 31, 2004 and 2003, respectively.

6. GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. Since the beginning of the fiscal year, the Company has incurred a net loss of approximately \$584,000 and has negative cash flows from operations of approximately \$680,000 for the three months ended March 31, 2004, and has a working capital deficit of approximately \$4,128,000 and a stockholders' deficit of approximately \$4,888,000 as of March 31, 2004. These conditions raise substantial doubt about the Company's ability to continue as a going concern. During 2004, management of the Company will rely on raising additional capital to fund its future operations. If the Company is unable to generate sufficient revenues or raise sufficient additional capital, there could be a material adverse effect on the consolidated financial position, results of operations and cash flows of the Company. The accompanying consolidated financial statements do not include any adjustments that might be

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necessary if the Company is unable to continue as a going concern.

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7. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consist of the following at March 31, 2004:

| | |
|---------------------------|-----------|
| Sales tax | 82,165 |
| Payroll taxes | 1,116,662 |
| 401(k) withholding | 12,922 |
| Compensation | 385,988 |
| Commissions | 141,836 |
| Other accrued expenses | 176,129 |
| Deferred maintenance fees | 379,245 |
| | ----- |
| Total | 2,294,947 |
| | ===== |

8. COMMITMENTS AND CONTINGENCIES

SECURITIES PURCHASE AGREEMENT

The Company and certain stockholders of the Company (together the "Parties"), entered into a Securities Purchase Agreement (the "Series A Purchase Agreement") dated and executed on May 15, 2002, with Stanford Venture Capital Holdings, Inc. ("Stanford"). Pursuant to the Series A Purchase Agreement, the Company agreed to issue to Stanford a total of 2,002,750 shares of the Company's Series A \$1.50 Convertible Preferred Stock ("Series A Preferred Stock") and a five-year warrant to purchase 2,002,750 shares of the Company's common stock (1,001,375 shares exercisable at \$1.50 per share and 1,001,375 shares exercisable at \$2.25 per share). The value of the warrant was treated as a dividend for approximately \$295,000 (computed using the Black-Scholes model with the following assumptions: expected volatility of 0%, expected dividend yield rate of 0%, expected life of 5 years, and a risk-free interest rate of 4.03% on May 15, 2002, the date of issuance. Pursuant to the Series A Purchase Agreement, the issuance of the Series A Preferred Stock and Warrants took place on four separate closing dates beginning on May 16, 2002 and closing on July 19, 2002.

The Company entered into a second Securities Purchase Agreement (the "Series B Purchase Agreement") dated and executed on April 30, 2003 with Stanford. Pursuant to the Series B Purchase Agreement, the Company agreed to issue to Stanford a total of 2,444,444 shares of the Company's Series B \$.90 Convertible Preferred Stock ("Series B Preferred Stock"). Pursuant to the terms of the Series B Purchase Agreement, the issuance of the Series B Preferred Stock took place on six separate closing dates between April 30, 2003 and September 15, 2003. In connection with the issuance of the Series B Preferred Stock, the Series B Purchase Agreement also required the Company to lower the exercise price of the 2,002,750 warrants that were issued with the Series A Purchase Agreement. The conversion price for these warrants was reduced to \$0.25 from the original conversion prices of \$1.50 and \$2.25, and was accounted for as a cost of issuance of the Series B Purchase Agreement.

In connection with both the Series A and Series B Purchase Agreements, certain stockholders of the Company entered into a Lock-Up Agreement in which the Parties agreed not to sell, assign, transfer, pledge, mortgage, encumber or otherwise dispose of their shares of the

Company's capital stock for a period of two years, with certain exceptions, as defined in the Lock-Up Agreement.

WARRANT

The warrant to purchase 2,002,750 shares of common stock in connection with the Series A Purchase Agreement (and as modified pursuant to the Series B Purchase Agreement) was modified again on December 15, 2003 in exchange for Stanford's waiver of certain rights, including rights of participation and anti-dilution protection, associated with the Series A Purchase Agreement and Series B Purchase Agreement. The exercise price of the warrants was reduced from \$0.25 to \$.0001 and were exercised on December 15, 2003 for 2,002,750 shares of common stock. The modification of warrants were accounted for as a cost of issuance of the common shares. There are no additional outstanding warrants with Stanford.

9. SUBSEQUENT EVENTS

On April 30, 2004, we entered into an installment agreement with the United States Internal Revenue Service ("IRS") to pay withholding taxes due in the amount of \$1,233,101.35, under the terms of which we will pay \$35,000 each month, commencing June 28, 2004, until we have paid the withholding taxes due in full. We estimate that at the rate of \$35,000 per month, we will make 36 monthly payments to the IRS.

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholders Stronghold Technologies, Inc.

We have audited the accompanying consolidated balance sheet of Stronghold Technologies, Inc. and Subsidiary as of December 31, 2003, and the related consolidated statements of operations, stockholders' deficit, and cash flows for the years ended December 31, 2003 and 2002. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Stronghold Technologies, Inc. and Subsidiary as of December 31, 2003, and the results of their operations and their cash flows for the years ended December 31, 2003 and 2002, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2, the Company's

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ability to continue in the normal course of business is dependent upon the success of future operations. The Company has recurring losses, substantial working capital and stockholders' deficit and negative cash flows from operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans regarding these matters are also described in NOTE 2. THESE CONSOLIDATED FINANCIAL STATEMENTS DO NOT INCLUDE ANY ADJUSTMENTS that might result from the outcome of this uncertainty.

Rothstein, Kass & Company, P.C.

Roseland, New Jersey
March 17, 2004

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STRONGHOLD TECHNOLOGIES, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEET

December 31, 2003

ASSETS

Current assets

| | | |
|---------------------------------------------------------------------------|----|---------|
| Cash | \$ | 8,161 |
| Accounts receivable, less allowance for doubtful accounts of \$218,446 | | 586,788 |
| Inventories | | 171,746 |
| Prepaid expenses | | 11,641 |

| | | |
|----------------------|--|---------|
| Total current assets | | 778,336 |
|----------------------|--|---------|

| | | |
|-----------------------------|--|---------|
| Property and equipment, net | | 162,808 |
|-----------------------------|--|---------|

Other assets

| | | |
|----------------------------|--|---------|
| Software development costs | | 770,952 |
| Other | | 74,207 |

| | | |
|--------------------|--|---------|
| Total other assets | | 845,159 |
|--------------------|--|---------|

| | | |
|--|----|-----------|
| | \$ | 1,786,303 |
|--|----|-----------|

=====

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current liabilities

| | | |
|---------------------------------------------------|----|-----------|
| Accounts payable | \$ | 681,323 |
| Accrued expenses and other current liabilities | | 2,354,696 |
| Interest payable, stockholders | | 407,904 |
| Notes payable, stockholders, current portion | | 390,000 |
| Note payable, current portion | | 1,231,667 |
| Obligations under capital leases, current portion | | 45,827 |

| | | |
|---------------------------|--|-----------|
| Total current liabilities | | 5,111,417 |
|---------------------------|--|-----------|

Long-term liabilities

| | | |
|--------------------------------------------------------|--|---------|
| Notes payable, stockholders, less current portion | | 986,905 |
| Obligations under capital leases, less current portion | | 34,329 |

| | | |
|-----------------------------|--|-----------|
| Total long-term liabilities | | 1,021,234 |
|-----------------------------|--|-----------|

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See accompanying notes to consolidated financial statements.

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Commitments and contingencies

Stockholders' deficit

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| Preferred stock, series A, \$.0001 par value; authorized 5,000,000 shares, 2,002,750 issued and outstanding (aggregate liquidation preference of \$3,004,125) | 201 |
| Preferred stock, series B, \$.0001 par value; authorized 2,444,444 shares, 2,444,444 issued and outstanding (aggregate liquidation preference of \$2,200,000) | 244 |
| Common stock, \$.0001 par value, authorized 50,000,000 shares, 13,291,218 issued and outstanding | 1,329 |
| Additional paid-in capital | 7,711,767 |
| Stock subscription receivable | (3,000) |
| Accumulated deficit | (12,056,889) |
| | ----- |
| Total stockholders' deficit | (4,346,348) |
| | ----- |
| | \$ 1,786,303 |
| | ===== |

See accompanying notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF OPERATION

| Years Ended December 31, | 2003 | 2002 |
|--------------------------------------------|----------------|----------------|
| Sales | \$ 2,996,344 | \$ 2,802,483 |
| Cost of sales | 1,230,174 | 1,627,420 |
| Gross profit | 1,766,170 | 1,175,063 |
| Selling, general and administrative | 5,512,042 | 5,490,419 |
| Loss from operations | (3,745,872) | (4,315,356) |
| Interest expense | 512,135 | 213,447 |
| Net loss | (4,258,007) | (4,528,803) |
| Dividends | ----- | (294,843) |
| Net loss applicable to common stockholders | \$ (4,258,007) | \$ (4,823,646) |
| | ===== | ===== |

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| | | |
|---------------------------------------------------------|------------|-----------|
| Basic and diluted loss per common share | \$ (0.38) | \$ (0.55) |
| Weighted average number of common shares outstanding | 11,304,347 | 8,834,730 |

See accompanying notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT

YEARS ENDED DECEMBER 31, 2003 AND 2002

| | Preferred Stock Series A | | Preferred Stock Series B | | Common |
|---------------------------------------------------|-----------------------------|--------|-----------------------------|--------|-----------|
| | Shares | Amount | Shares | Amount | Shares |
| Balances, December 31, 2001 | | \$ -- | | \$ -- | 5,906,250 |
| Issuance of preferred stock, net of costs | 2,002,750 | 201 | | | |
| Warrants issued as dividends | | | | | |
| Issuance of common stock | | | | | 2,190,333 |
| Conversion of stockholder loan to common stock | | | | | 1,760,417 |
| Net loss | | | | | |
| Balances, December 31, 2002 | 2,002,750 | 201 | -- | | 9,857,000 |

| | Stock Subscription Receivable | Accumulated Deficit | Total Stockholders' Deficit |
|---------------------------------------------------|-------------------------------------|------------------------|-----------------------------------|
| Balances, December 31, 2001 | \$ (3,000) | \$ (2,975,236) | \$ (2,964,736) |
| Issuance of preferred stock, net of costs | | | 2,264,778 |
| Warrants issued as dividends | | (294,843) | - |
| Issuance of common stock | | | 267,500 |
| Conversion of stockholder loan to common stock | | | 2,000,000 |

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| | | | |
|-----------------------------|---------|-------------|-------------|
| Net loss | | (4,528,803) | (4,528,803) |
| | ----- | ----- | ----- |
| Balances, December 31, 2002 | (3,000) | (7,798,882) | (2,961,060) |

See accompanying notes to consolidated financial statements.

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YEARS ENDED DECEMBER 31, 2003 AND 2002

| | Preferred Stock Series A | | Preferred Stock Series B | | Common |
|---------------------------------------------------|-----------------------------|--------|-----------------------------|--------|------------|
| | Shares | Amount | Shares | Amount | Shares |
| ----- | ----- | ----- | ----- | ----- | ----- |
| Issuance of preferred stock, net of costs | | | 2,444,444 | 244 | |
| Warrants issued with debt | | | | | |
| Issuance of common stock | | | | | 362,500 |
| Conversion of warrants to common stock | | | | | 2,002,750 |
| Stock issued for services | | | | | 465,635 |
| Conversion of stockholder loan to common stock | | | | | 603,333 |
| Net loss | | | | | |
| | ----- | ----- | ----- | ----- | ----- |
| Balances, December 31, 2003 | 2,002,750 | \$ 201 | 2,444,444 | \$ 244 | 13,291,218 |

| | Stock | Accumulated | Total |
|---------------------------------------------------|----------------------------|-------------|--------------------------|
| | Subscription Receivable | Deficit | Stockholders' Deficit |
| ----- | ----- | ----- | ----- |
| Issuance of preferred stock, net of costs | | | 1,897,893 |
| Warrants issued with debt | | | 95,000 |
| Issuance of common stock | | | 175,000 |
| Conversion of warrants to common stock | | | 201 |
| Stock issued for services | | | 161,625 |
| Conversion of stockholder loan to common stock | | | 543,000 |

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| | | | |
|-----------------------------|------------|-----------------|----------------|
| Net loss | | (4,258,007) | (4,258,007) |
| | ----- | ----- | ----- |
| Balances, December 31, 2003 | \$ (3,000) | \$ (12,056,889) | \$ (4,346,348) |

See accompanying notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS

| | Years Ended December 31, | 2003 |
|------------------------------------------------------------------------------------------|--------------------------|----------------|
| | ----- | ----- |
| Cash flows from operating activities | | |
| Net loss | | \$ (4,258,007) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Provision for doubtful accounts | | 489,205 |
| Depreciation and amortization | | 222,678 |
| Warrants issued with debt | | 95,000 |
| Stock issued for services | | 161,625 |
| Increase (decrease) in cash attributable to changes in operating assets and liabilities: | | |
| Accounts receivable | | 116,458 |
| Inventories | | 56,667 |
| Prepaid expenses | | 8,265 |
| Other receivables | | |
| Accounts payable | | (170,337) |
| Accrued expenses and other current liabilities | | 1,512,979 |
| Interest payable, stockholders | | 214,786 |
| Net cash used in operating activities | | (1,550,681) |
| | | ----- |
| Cash flows from investing activities | | |
| Payments for purchase of property and equipment | | (19,574) |
| Payments for software development costs | | (683,052) |
| Payments of security deposits | | (47,132) |
| Net cash used in investing activities | | (749,758) |
| | | ----- |
| Cash flows from financing activities | | |
| Proceeds from notes payable, stockholders | | 712,968 |
| Principal repayments of notes payable, stockholders | | (209,000) |
| Principal repayments of notes payable | | (268,333) |
| Proceeds from issuance of preferred stock, net of financing costs | | 1,897,893 |
| Proceeds from issuance of common stock | | 175,201 |
| Principal payments for obligations under capital leases | | (13,513) |
| Net cash provided by financing activities | | 2,295,216 |
| | | ----- |

See accompanying notes to consolidated financial statements.

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| Years Ended December 31, | 2003 |
|-----------------------------------------------------------------------------------------------|------------|
| <hr/> | |
| Cash flows from operating activities | |
| Net decrease in cash | (5,223) |
| Cash, beginning of year | 13,384 |
| | <hr/> |
| Cash, end of year | \$ 8,161 |
| | <hr/> |
| Supplemental disclosure of cash flow information, cash paid during the period for interest | \$ 202,349 |
| | <hr/> |

Supplemental disclosures of noncash investing and financing activities

During the year ended December 31, 2002, the Company entered into two separate agreements to convert \$2,000,000 of notes payable, stockholders into 1,760,417 shares of common stock.

On May 15, 2002, the Company consolidated the outstanding amounts due to the majority stockholder into a promissory note of approximately \$1,200,000 classified as a note payable, stockholder. Approximately \$262,000 of accrued expenses has been classified to notes payable, stockholders.

On June 30, 2002, the Company converted their outstanding line of credit with a non-affiliated bank into a note payable of \$1,500,000.

During the year ended December 31, 2002, obligations under capital leases aggregating \$45,099 were incurred when the Company entered into various leases for computer equipment.

During the year ended December 31, 2003, obligations under capital leases aggregating \$56,845 were incurred when the Company entered into various leases for computer equipment.

During the year ended December 31, 2003, the Company entered into an agreement to convert \$543,000 of notes payable, stockholders into 603,333 shares of common stock.

See accompanying notes to consolidated financial statements.

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During the year ended December 31, 2003, the Company reclassified \$329,812 of notes payable, stockholder to accrued expenses.

See accompanying notes to consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of operations

Stronghold Technologies, Inc. (the "Company") was incorporated in the state of New Jersey on August 1, 2000. The Company is engaged principally as a developer of wireless and internet-based systems for auto dealers in the United States.

On May 15, 2002, the Company entered into a Merger Agreement (the "Merger Agreement") with Stronghold Technologies, Inc. a Nevada corporation (formally known as TDT Development, Inc. ("Parent")) whereby Parent issued 7,000,000 shares of its common stock in exchange for all of the Company's outstanding shares in a transaction accounted for as a reverse purchase acquisition. As a result, the Company is considered for accounting purposes, to be the acquiring company since the stockholders of the Company acquired more than 50% of the issued and outstanding stock of Parent. Pursuant to this Merger Agreement, the outstanding options of the Company were also converted into options to purchase Parent common stock based on a conversion rate of 2.1875 as defined in the Merger Agreement. Prior to the merger, Parent's operations were comprised solely of a business that sold truffles imported from Italy through its wholly owned subsidiaries, Terre di Toscana, Inc. and Terres Toscanes, Inc. (the "Subsidiaries"). The Subsidiaries were sold on July 19, 2002 and had virtually no material operations for the period of May 16, 2002 through July 19, 2002. Since this transaction resulted in a change in reporting entity, the historical financial statements prior to May 16, 2002 are those of the Company. The stockholders' deficit of the Company has been retroactively restated.

2. Going concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has incurred a net loss of approximately \$4,258,000 and has negative cash flows from operations of approximately \$1,551,000 for the year ended December 31, 2003, and has a working capital deficit of approximately \$4,333,000 and a stockholders' deficit of approximately \$4,346,000 as of December 31, 2003. These conditions raise substantial doubt about the Company's ability to continue as a going concern. During 2004, management of the Company will rely on raising additional capital to fund its future operations. If the Company is unable to generate sufficient revenues or raise sufficient additional capital, there could be a material adverse effect on the consolidated financial position, results of operations and cash flows of the Company. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

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3. Summary of significant accounting policies

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of the Company and

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its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

PROPERTY AND EQUIPMENT

Property and equipment is stated at cost less accumulated depreciation and amortization. The Company provides for depreciation and amortization as follows:

| Asset | Estimated Useful Life | Principal Method |
|------------------------|--------------------------|-------------------|
| Computer equipment | 5 Years | Declining-balance |
| Computer software | 3 Years | Declining-balance |
| Furniture and fixtures | 7 Years | Declining-balance |
| Leasehold improvements | 4 Years | Straight-line |

ACCOUNTS RECEIVABLE

The Company carries its accounts receivable at cost less an allowance for doubtful accounts. On a periodic basis, the Company evaluates its accounts receivable and establishes an allowance for doubtful accounts, based on a history of past write-offs and collections and current credit conditions. Accounts are written off as uncollectable at the discretion of management.

INVENTORIES

Inventories, which are comprised of hardware for resale, are stated at cost, on an average cost basis, which does not exceed market value.

SOFTWARE DEVELOPMENT COSTS

Capitalized software development costs, including significant product enhancements, incurred subsequent to establishing technological feasibility in the process of software development and production, are capitalized according to Statement of Financial Accounting Standards (SFAS) No. 86, "Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed." Costs incurred prior to the establishment of technological feasibility are charged to research and development expenses. The capitalized software is amortized over a three year period using the straight-line method. For the years ended December 31, 2003 and 2002 the amount of software development costs incurred that were not capitalized were approximately \$nil and \$1,322,000, respectively.

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FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments held by the Company include cash, accounts receivable, notes payable and accounts payable. The book value of cash, accounts receivable and accounts payable are considered to be representative of fair value because of the short maturity of these instruments. The fair values of the notes payable approximate book values primarily because the contractual interest rates approximate prevailing market rates.

IMPAIRMENT OF LONG-LIVED ASSETS

The Company periodically assesses the recoverability of the carrying amounts of long-lived assets, including intangible assets. A loss is recognized when expected undiscounted future cash flows are less than the carrying amount of the asset. The impairment loss is the difference by which the carrying amount of the asset exceeds its fair value.

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RETIREMENT PLAN

The Company has a retirement plan under Section 401(k) of the Internal Revenue Code ("the Plan"), which covers all eligible employees. The Plan provides for voluntary deduction of the employee's salary, subject to Internal Revenue Code limitations. The Company can make a matching contribution to the Plan, which is at the discretion of the Company and is determined annually. There were no matching contributions for the years ended December 31, 2003 and 2002.

INCOME TAXES

The Company complies with SFAS No. 109, "Accounting for Income Taxes," which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed for differences between the financial statement and tax bases of assets and liabilities that will result in future taxable or deductible amounts, based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

STOCK-BASED COMPENSATION

In December 2002, the Financial Accounting Standards Board (FASB) issued SFAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure," which amended SFAS No. 123, "Accounting for Stock-Based Compensation." This Statement provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based compensation. It also amends the disclosure provisions to require more prominent disclosure about the effects on reported net income (loss) of an entity's accounting policy decisions with respect to stock-based employee compensation. As permitted by the Statement, the Company does not plan to adopt the fair value recognition provisions of SFAS No. 123 at this time. However, the Company has adopted the disclosure provisions of the Statement.

The Company accounts for its stock-based employee compensation plans under Accounting Principles Board Opinion No. 25, under which no compensation cost has

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been recognized in the accompanying consolidated statements of operations, as all options granted under those plans had an exercise price equal to or in excess of the market value of the underlying common stock at the date of grant (see Note 10).

Had compensation cost for these options been determined consistent with the fair value method provided by SFAS No. 123, the Company's net loss and net loss per common share would have been the following pro forma amounts for the years ended December 31, 2003 and 2002.

| | 2003 | 2002 |
|---------------------------------------------------------------------------------------------------------------|----------------|----------------|
| Net loss applicable to common shareholders, as reported | \$ (4,258,007) | \$ (4,823,646) |
| Deduct Total Stock-based compensation expense determined under fair value method for all awards, net | | |

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| | | |
|-----------------------|----------------|----------------|
| of related tax effect | 55,857 | 73,329 |
| | ----- | ----- |
| Pro Forma | \$ (4,313,864) | \$ (4,896,975) |
| | ===== | ===== |
| Basic and diluted EPS | | |
| As reported | \$ (0.38) | \$ (0.55) |
| Pro Forma | \$ (0.38) | \$ (0.55) |

The fair value of issued stock options is estimated on the date of grant using the Black-Scholes option-pricing model including the following assumptions: expected volatility of 2.06%, expected dividend yield rate of 0%, expected life of 10 years, and a risk-free interest rate of 4.27% and 4.03% for the years ended December 31, 2003 and 2002, respectively.

REVENUE RECOGNITION

Revenue is recognized under the guidelines of SFAS No. 48 "Revenue Recognition When Right of Return Exists" and has a four step process that must be met prior to the recording of revenue. The steps consist of the following: signing of sales contract, installation of hardware, completion of the training period and a signed contract from the customer stating they accept the product for the sixty-day trial period. Payment is due upon the completion of the trial period. The sales revenue and cost of sales reported in the consolidated statements of operations is reduced to reflect estimated returns. Service revenue is recognized when earned.

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and

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liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

LOSS PER COMMON SHARE

Loss per common share is based on the weighted average number of common shares outstanding. The Company complies with SFAS No. 128, "Earnings Per Share," which requires dual presentation of basic and diluted earnings (loss) per share. Basic earnings (loss) per share exclude dilutions and are computed by dividing net loss applicable to common stockholders by the weighted average number of common shares outstanding for the year. Diluted earnings (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity. Since the effect of the outstanding options and warrants are anti-dilutive, they have been excluded from the Company's computation of loss per common share.

NEW ACCOUNTING PRONOUNCEMENTS

During 2003, the Financial Accounting Standards Board ("FASB") issued SFAS No. 149, "Amendment of Statement No. 133 on Derivative Instruments and Hedging Activities" and No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity." SFAS No. 149 amends and

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clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities under SFAS No. 133. SFAS No. 150 requires certain freestanding financial instruments, such as mandatory redeemable preferred stock, to be measured at fair value and classified as liabilities. The implementation of SFAS Nos. 149 and 150 did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

4. Property and equipment

Property and equipment at December 31, 2003 consists of the following:

| | | |
|---------------------------------------------------------------------------------------------------------------------------------|----|-----------|
| Computer equipment | \$ | 187,732 |
| Computer software | | 18,493 |
| Furniture and fixtures | | 21,717 |
| Computer equipment recorded under capital leases | | 113,491 |
| Leasehold improvements | | 7,982 |
| | | ----- |
| | | 349,415 |
| | | |
| Less accumulated depreciation and amortization, including \$28,709 relating to computer equipment recorded under capital leases | | (186,607) |
| | | ----- |
| | \$ | 162,808 |
| | | ===== |

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5. Software development costs

Software development costs consist of the following at December 31, 2003:

| | |
|-------------------------------|-----------|
| Carrying amount | \$906,276 |
| Less accumulated amortization | 135,324 |
| | ----- |
| | \$770,952 |
| | ===== |

For the years ended December 31, 2003 and 2002, amortization of capitalized software development costs charged to operations was \$135,324 and nil, respectively.

Estimated amortization expense for the five years subsequent to December 31, 2003 is approximately as follows:

| Year ending December 31, | | |
|--------------------------|----|---------|
| ----- | | |
| 2004 | \$ | 292,000 |
| 2005 | | 302,000 |
| 2006 | | 177,000 |

6. Accrued expenses and other current liabilities

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Accrued expenses and other current liabilities consist of the following at December 31, 2003:

| | | |
|------------------------------------------|----|-----------|
| Deferred maintenance fees | \$ | 342,421 |
| Commissions | | 166,210 |
| Compensation | | 228,028 |
| Payroll taxes, withholding and penalties | | 1,156,103 |
| Accrued officer's compensation | | 329,812 |
| Other | | 132,122 |
| | | ----- |
| | \$ | 2,354,696 |
| | | ===== |

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7. Notes payable, stockholders

At December 31, 2003, notes payable, stockholders consists of the following:

Note payable, stockholder bearing interest at 12.5% per annum and due on March 31, 2005, collateralized by the assets of the Company. Up to \$375,404 can be borrowed by the Company. \$ 375,403

Note payable, stockholder bearing interest at 12.5% per annum and due on March 31, 2005, collateralized by the assets of the Company. Up to \$355,128 can be borrowed by the Company. 355,127

Note payable, stockholder bearing interest at 12.5% is subordinated to the note payable of \$1,500,000 (Note 8) and is due after the terms of that note in 2006 (except

for \$10,000 which is current). 266,375

Note payable, stockholder bearing interest at 8% per annum and due on June 30, 2004. Up to \$300,000 can be borrowed by the Company. (Note 12) 300,000

Note payable, stockholder bearing interest at 8% per annum and due on June 30, 2004. Up to \$100,000 can be borrowed by the Company. (Note 12) 80,000

1,376,905

Less current portion 390,000

\$ 986,905

=====

8. Note payable

At June 30, 2002, the Company converted its outstanding line of credit into a note payable of \$1,500,000. The note bears interest at a variable rate equal to the prime rate (4.00% at December 31, 2003), and is due in variable monthly installments plus interest to PNC Bank (formerly known as "United Trust Bank"), commencing in February 2003 through January 1, 2006. The principal payments are due monthly in the following amounts; \$15,000 a month plus accrued interest from

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January 15, 2004 through December 15, 2004, \$20,000 a month plus accrued interest from January 15, 2005 through December 15, 2005, and a balloon payment for the balance due on all outstanding principal and accrued interest on January 1, 2006. The note is collateralized by substantially all the assets of the Company and is guaranteed by the majority stockholder of the Company. The note

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payable, stockholder, of \$266,375 is subordinated to this note. Interest expense on the note payable for the year ended December 31, 2003 was approximately \$215,000. As of December 31, 2003 this note payable was in default of its covenants and as a result, is classified as current.

9. Stock subscription receivable

The stock subscription receivable represents 600,000 shares of the Company's original common stock (restated to 1,312,500 as defined in the Agreement) due from two key employees and one stockholder.

10. Stock option plans

The Company has adopted three stock option plans ("Plans") providing for incentive stock options ("ISOs") and non-qualified stock options ("NQSOs"). The Company has reserved 1,985,938 shares of common stock for issuance upon the exercise of stock options granted under the Plans. The exercise price of an ISO or NQSO will not be less than 100% of the fair market value of the Company's common stock at the date of the grant. The exercise price of an ISO granted to an employee owning greater than 10% of the Company's common stock will not be less than 110% of the fair market value of the Company's common stock at the date of the grant. The Plans further provide that the maximum period in which stock options may be exercised will be determined by the board of directors, except that they may not be exercisable after ten years from the date of grant. All of the stock option plans vest over a three year period with each year earning 1/3 of total options granted as long as the employee is in employment with the Company upon the anniversary date.

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The status of the Company's restated stock options per the Plans are summarized below:

| | Plan Options | Restated Per Share Exercise Price | Weighted Average Exercise Price |
|---------------------------------------------------|--------------|-----------------------------------------|------------------------------------|
| Outstanding at | | | |
| January 1, 2002 | 562,187 | \$0.10-\$0.69 | \$0.11 |
| Granted in the year ended December 31, 2002 | 1,090,900 | \$0.25-\$2.25 | \$1.53 |
| Terminated in the year ended December 31, 2002 | (288,240) | \$0.10-\$2.00 | \$0.69 |
| Outstanding at December 31, 2002 | 1,364,847 | \$0.10-\$2.25 | \$0.50 |

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| | | | |
|------------------------------|-----------|---------------|--------|
| Granted in the year ended | | | |
| December 31, 2003 | 1,426,600 | \$0.45-\$0.88 | \$0.59 |
| Terminated in the year ended | | | |
| December 31, 2003 | (882,138) | \$0.10-\$2.25 | \$0.82 |
| | ----- | | |
| Outstanding at | | | |
| December 31, 2003 | 1,909,309 | \$0.10-\$2.25 | \$0.86 |
| | ===== | | |

The exercise price ranges for options outstanding and exercisable at December 31, 2003 were:

| Exercise Price Range | Number of Shares Outstanding as of December 31, 2003 | Number of Shares Exercisable at December 31, 2003 | Weighted Average Exercise Price |
|-----------------------|---------------------------------------------------------------|------------------------------------------------------------|---------------------------------------|
| \$.10 through \$.50 | 355,850 | 240,682 | \$0.36 |
| \$.51 through \$1.50 | 1,531,459 | 69,532 | \$0.98 |
| \$1.51 through \$2.25 | 22,000 | 8,000 | \$1.67 |
| | ----- | ----- | |
| | 1,909,309 | 318,214 | |
| | ===== | ===== | |

11. Income taxes

Until May 15, 2002, the date of the Merger Agreement, the Company operated as an "S" corporation and, as a result, the earnings and losses were included in the personal income tax returns of the respective stockholders. From the date of the Merger Agreement through December 31, 2002, the Company operated as a "C" corporation and had net operating losses of approximately \$3,273,000. At December 31, 2003, the Company had net operating losses of approximately \$7,483,000 that will expire between 2009 and 2023.

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The components of the Company's deferred tax asset at December 31, 2003 is approximately as follows:

| | |
|-----------------------------------|--------------|
| Net operating loss carry forwards | \$ 3,033,000 |
| Allowance for doubtful accounts | 89,000 |
| Interest payable, stockholder | 165,000 |
| Accrued compensation | 226,000 |
| Deferred maintenance fees | 139,000 |
| | ----- |
| | 3,652,000 |
| Less valuation allowance | (3,652,000) |
| | ----- |
| Net deferred income tax asset | \$ - |
| | ===== |

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The components of the Company's income tax benefit for the year ended December 31, 2003 are approximately as follows:

| | 2003 | 2002 |
|-------------------------------|--------------|--------------|
| Deferred | | |
| Federal | \$ 1,738,000 | \$ 1,373,000 |
| State | 302,000 | 239,000 |
| | ----- | ----- |
| | 2,040,000 | 1,612,000 |
| Change in valuation allowance | (2,040,000) | (1,612,000) |
| | ----- | ----- |
| | \$ - | \$ - |
| | ===== | ===== |

A reconciliation of the statutory federal income tax rate and the effective tax rate follows:

| | 2003 | 2002 |
|---------------------------------------------------------|-------|-------|
| Federal statutory rate | 34% | 34% |
| State income taxes, net of federal effect | 7 | 7 |
| S-Corporation earnings passes to shareholders and other | - | (4) |
| Change in valuation allowance and other | (41) | (37) |
| | ----- | ----- |
| Effective income tax rate | 0% | 0% |

12. Commitments and contingencies

SECURITIES PURCHASE AGREEMENTS

The Company, along with Parent, and certain stockholders of the Company (together the "Parties"), entered into a Securities Purchase Agreement (the "Series A Purchase Agreement") dated and executed on May 15, 2002, with Stanford Venture Capital Holdings, Inc. ("Stanford"). Pursuant to the Series A Purchase Agreement, the Parties agreed to issue to Stanford a total of 2,002,750 shares of the Company's Series A \$1.50 Convertible Preferred Stock ("Series A

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Preferred Stock"), plus five-year warrants purchasing 2,002,750 shares of the Company's common stock at an exercise price of \$1.50 for the first 1,001,375 shares and \$2.25 for the remaining shares. The value of the warrants was treated as a dividend for approximately \$295,000 (computed using the Black-Scholes model with the following assumptions: expected volatility of 0%, expected dividend yield rate of 0%, expected life of 5 years, and a risk-free interest rate of 4.03% for December 31, 2002) on May 15, 2002, the date of issuance. Pursuant to the Series A Purchase Agreement, the issuance of the Series A Preferred Stock and Warrants took place on four separate closing dates beginning on May 16, 2002 and closing on July 19, 2002.

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The Parties entered into an additional Securities Purchase Agreement (the "Series B Purchase Agreement") dated and executed on April 30, 2003 with Stanford. Pursuant to the Series B Purchase Agreement, the Parties agreed to issue to Stanford a total of 2,444,444 shares of the Company's Series B \$.90 Convertible Preferred Stock ("Series B Preferred Stock"). Pursuant to the Series B Purchase Agreement, the issuance of the Series B Preferred Stock took place on six separate closing dates beginning on April 30, 2003 and closing on September 15, 2003. In connection with the issuance of the Series B Preferred Stock, the Series B Purchase Agreement also required the Company to lower the exercise price of the 2,002,750 warrants that were issued with the Series A Purchase Agreement. The conversion price for these warrants was reduced to \$0.25 from the original conversion prices of \$1.50 and \$2.25, and was accounted for as a cost of issuance of the Series B Purchase Agreement.

In connection with both the Series A and Series B Purchase Agreements, certain stockholders of the Company entered into a Lock-Up Agreement in which the Parties agreed not to sell, assign, transfer, pledge, mortgage, encumber or otherwise dispose of their shares of the Company's capital stock for a period of two years, with certain exceptions, as defined in the Lock-Up Agreement.

WARRANTS

The 2,002,750 warrants issued to Stanford were modified again on December 15, 2003 for the waiver of Stanford's anti-dilution rights that were associated with the Series A Purchase Agreement. The conversion price of the warrants were reduced from the modified \$0.25 to \$.0001 and were exercised on December 15, 2003 for 2,002,750 shares of common stock. The modification of warrants were accounted for as a cost of issuance of the common shares. There are no additional outstanding warrants with Stanford.

During the year ended December 31, 2003, an aggregate of 391,753 warrants were issued in conjunction with the stockholder notes payable of \$300,000 and \$80,000 (Note 7). The fair value of the warrants issued in connection with the debt was \$95,000 and it was fully expensed as additional interest. The warrants have an exercise price of \$0.97 and expire on March 18, 2013. All 391,753 warrants have been assigned from the Stockholder to unrelated third parties as of March 2003.

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LEASES

The Company rents facilities under leases in New Jersey, Virginia and California. The Company is obligated under these leases through January 2008. In addition to the base rent, one lease provides for the Company to pay a proportionate share of operating costs and other expenses. Future aggregate minimum annual rent payments under these leases are approximately as follows:

| | | |
|---------------------------|----|---------|
| Years ending December 31, | | |
| 2004 | \$ | 199,000 |
| 2005 | | 180,000 |
| 2006 | | 100,000 |
| 2007 | | 81,000 |
| 2008 | | 7,000 |
| | | ----- |
| | \$ | 567,000 |
| | | ===== |

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Rent expense was approximately \$165,000 and \$128,000 for the years ended December 31, 2003 and 2002, respectively.

OBLIGATIONS UNDER CAPITAL LEASES

At December 31, 2003, the Company has computer equipment recorded under capital leases expiring at various dates through 2006. The assets and liabilities under capital leases are recorded at the lower of the present values of the minimum lease payments or the fair values of the assets. The assets are included in property and equipment and are depreciated over their estimated useful lives.

As of December 31, 2003, minimum future lease payments are approximately as follows:

| | | | |
|---------------------------------------------|----|--------|-------|
| Years ending December 31, | | | |
| 2004 | \$ | 56,000 | |
| 2005 | | 38,000 | |
| 2006 | | 4,000 | |
| | | ----- | |
| Total minimum lease payments | | 98,000 | |
| Less amounts representing interest | | 18,000 | |
| | | ----- | |
| Present value of net minimum lease payments | | 80,000 | |
| Less current portion | | 46,000 | |
| | | ----- | |
| Long-term portion | \$ | 34,000 | ===== |

13. Stockholders' deficit

On April 22, 2002 and May 16, 2002, the majority stockholder converted and exchanged an aggregate of \$2,000,000 of borrowings that were outstanding under a line of credit agreement for an aggregate of 1,093,750 and 666,667 shares of the

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Company's common stock, at a conversion price of \$0.914 and \$1.50, respectively. The remaining amounts outstanding under the line of credit, plus accrued interest, accrued officer compensation and un-reimbursed expenses were converted into a promissory note for approximately \$1,200,000 on May 15, 2002 (Note 7). On April 30, 2003, the same stockholder converted \$543,000 of note payable, stockholder into 603,333 shares of common stock at a conversion price of \$0.90.

14. Subsequent events

During the period of January 1, 2004 through March 15, 2004 the Company received two separate loans from Stanford in the aggregated amount of \$875,000. The final terms of the loans are to be determined but the Company expects to pay Stanford an 8% annual coupon on the funds and to redeem the loan no later than three years from the date of funding.

During January 2004 the Company sold approximately 150,000 shares of common stock for \$50,000 to a related party.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 24. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Our Articles of Incorporation, as amended, provide to the fullest extent permitted by Nevada law, our directors or officers shall not be personally liable to us or our shareholders for damages for breach of such director's or officer's fiduciary duty. The effect of this provision of our Articles of Incorporation, as amended, is to eliminate our right and our shareholders (through shareholders' derivative suits on behalf of our company) to recover damages against a director or officer for breach of the fiduciary duty of care as a director or officer (including breaches resulting from negligent or grossly negligent behavior), except under certain situations defined by statute. We believe that the indemnification provisions in its Articles of Incorporation, as amended, are necessary to attract and retain qualified persons as directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

ITEM 25. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The following table sets forth an itemization of all estimated expenses, all of which we will pay, in connection with the issuance and distribution of the securities being registered:

NATURE OF EXPENSE AMOUNT

| | |
|------------------------------|--------------|
| SEC Registration fee | \$ 830.33 |
| Accounting fees and expenses | 10,000.00* |
| Legal fees and expenses | 35,000.00* |
| Miscellaneous | 5,000.00 |
| | ----- |
| TOTAL | \$50,830.33* |
| | ===== |

* Estimated.

ITEM 26. RECENT SALES OF UNREGISTERED SECURITIES.

OPTIONS

From the Company's inception through May 16, 2002, the Company did not grant any stock options. In connection with the Company's acquisition of the Predecessor Entity on May 16, 2002, the Company assumed the Predecessor Entity's 2000 Stock Option Plan so that all of its issued and outstanding options would remain intact. No further options will be issued under the assumed Predecessor Entity's plan. Each outstanding option was automatically converted into an option to acquire, on the same terms and conditions as were applicable under the original option, such number of shares of the Company's common stock as was equal to the number of options outstanding multiplied by 2.1875. The exercise price was also adjusted to the exercise price that was equal to the existing exercise price divided by 2.1875. The total number of the Predecessor Entity's options that the Company assumed was 543,500 (after cancellations) at a weighted average exercise price per share of \$.78, which converted into options to purchase 1,188,907 shares of the Company's common stock at a weighted average exercise price of \$.36. 253,750 of the assumed outstanding options vest according to a three-year vesting schedule, 913,281 vest according to the achievement of certain performance goals, and the remaining 21,875 options were fully vested upon grant.

In addition to the above employee options of the Predecessor Entity, the Company assumed certain outstanding options that were granted, or committed to be granted, by the Predecessor Entity to automobile dealerships. On May 16, 2002, the Company assumed a total of 77,500 options, which the Predecessor Entity granted, or committed to grant, to three automobile dealerships for services rendered, including providing the Predecessor Entity with consulting services. These options converted into options for a total of 169,531 shares of the Company's common stock. Certain of the options vest upon the achievement of certain performance goals. Each of the dealerships is an accredited investor.

On July 17, 2002 the Company's board of directors adopted, and on July 31, 2002 the Company's approved, the adoption of the 2002 Stock Incentive Plan. Under such plan the Company has granted 141,550 options to certain employees at a weighted average exercise price of \$1.50. Of the employee options, 10,550 were fully vested upon grant, 61,000 vest according to a three-year vesting schedule, and 70,000 vest according to the achievement of certain performance goals.

On August 20, 2002, the Company's board of directors and stockholders approved the adoption of the 2002 California Stock Incentive Plan. Under such plan the Company has granted 69,600 options to certain employees at a weighted average exercise price of \$1.50. 15,600 of such options were fully vested upon grant, 34,000 vest according to a three-year vesting schedule, and 20,000 vest according to the achievement of certain performance goals.

COMMON STOCK

In September 2000, the Company issued 5,000,000 shares of its common stock to its founder and former president, Pietro Bortolatti, in exchange for all of the outstanding shares of Terre di Toscana, Inc.

From November 2000 to January 2001, the Company issued 3,351,000 shares of its common stock at \$.10 per share. This sale was part of its private placement offering. In October 2000, the Company issued 30,000 shares of its common stock to KGL Investments, Ltd, the beneficial owner of which is Kaplan Gottbetter & Levenson, LLP, counsel to the Company, in exchange for legal services rendered.

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These shares were valued at \$.10 per share. All purchasers represented in writing that they acquired the securities for their own accounts.

On May 16, 2002, the Company issued 7,000,000 shares of its common stock to the stockholders of Stronghold Technologies, Inc., a New Jersey corporation, in exchange for all of the issued and outstanding shares of such entity. All of the recipients were either accredited investors or had alone, or together with a purchaser representative, such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of an investment in securities in general and of an investment in the Company in particular. Each recipient had sufficient access to information about the Company necessary to make an informed investment decision.

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On May 16, 2002, the Company issued 666,667 shares of its common stock to Christopher J. Carey, President of the Company, in exchange for the cancellation in full of \$1 million owed to Mr. Carey by the Company's wholly-owned subsidiary, Stronghold Technologies, Inc. Mr. Carey is an accredited investor.

During August and September 2002, the Company entered into eight subscription agreements with private investors, pursuant to which the Company issued an aggregate of 344,333 shares of its common stock at \$1.50 per share. These private investments generated total proceeds to the Company of \$513,500.

During the first quarter of 2003, the Company and Mr. Carey agreed to convert \$543,000 of the outstanding debt owed to Christopher J. Carey by the Company into 603,333 shares of Common Stock of the Company at a price of \$0.90 per share.

PREFERRED STOCK AND WARRANTS

On each of May 16, July 3, July 11, and July 19, 2002, the Company issued (i) 500,000, 500,000, 500,000 and 502,750 shares, respectively, of its Series A \$1.50 Convertible Preferred Stock and (ii) warrants to purchase 500,000, 500,000, 500,000 and 502,750 shares, respectively, of its common stock, to Stanford Venture Capital Holdings, Inc. for an aggregate purchase price of \$3 million. Stanford subsequently assigned warrants for a total of 1,001,376 shares of common stock to four of its affiliates. Stanford is an accredited investor.

Pursuant to a Securities Purchase Agreement, referred to herein as the Series B Purchase Agreement, dated as of April 30, 2003, by and between the Company and Stanford Venture Capital Holdings, Inc., the Company agreed to issue to Stanford 2,444,444 shares of our Series B \$0.90 Convertible Preferred Stock, \$.0001 par value per share. The aggregate purchase price for the Series B Preferred Stock will be \$2,200,000.

According to the terms of the Series B Purchase Agreement, the issuance of the aforementioned Series B Preferred Stock shall take place on each of six separate closing dates. At the first closing, which occurred on May 5, 2003, the Company received \$500,000 from Stanford and issued to Stanford 555,556 shares of Series B Preferred Stock. At each of the second and third closings, which are scheduled for May 15, 2003 and June 13, 2003, the Company will issue 555,556 shares of Series B Preferred Stock, and Stanford will pay \$500,000 upon each closing for same. On the fourth closing date, which is scheduled for July 15, 2003, the Company will issue 333,332 shares of Series B Preferred Stock, and Stanford will pay \$300,000. At each of the fifth and sixth closings, which are scheduled for August 15, 2003 and September 15, 2003, the Company will issue 222,222 shares of Series B Preferred Stock, and Stanford will pay \$200,000 upon each closing. For so long as any shares of the Series B Preferred Stock are

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outstanding and held by Stanford, if the Company issues additional shares of the Company's Common Stock, or common stock equivalents, Stanford has the right to participate in the issuance such that immediately after the subsequent issuance, Stanford's ownership of the total number of outstanding shares of the Company's Common Stock (assuming the conversion of all common stock equivalents into the Company's Common Stock) equals the same percentage of the total shares of the Company's Common Stock (assuming conversion of all common stock equivalents into the Company's Common Stock) as Stanford held immediately prior to the subsequent issuance.

In connection with the Series B Purchase Agreement, the Company and Stanford also entered into a Registration Rights Agreement, dated April 30, 2003, in which the Company agreed to register the shares of the Company's Common Stock issuable upon conversion of the Series B Preferred Stock with the Securities and Exchange Commission, not later than November 15, 2003.

In connection with the Series B Purchase Agreement, the Company and Stanford entered into a Consulting Agreement, pursuant to which Stanford has agreed to perform certain financial consulting and advisory services, in exchange for which the Company has agreed to pay Stanford a fee of \$50,000 per year for two years.

In addition, in connection with the Series B Purchase Agreement, the Company and Stanford have: (i) waived Section 2(e)(iii) of the Series A Certificate of Designation, which provides for anti-dilution protection if the Company shall issue securities which are convertible into shares of the Company's Common Stock for an exercise price of less than \$1.50; (ii) waived any rights of Stanford to Default Warrants (as defined in the Series A Registration Rights Agreement) due to the Company's failure to register its shares of Common Stock; and (iii) modified the warrants previously issued to Stanford and its assigns to purchase 2,002,750 shares of the Company's Common Stock to reduce the initial exercise price to \$0.25 per share and to extend the expiration date to August 1, 2008.

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JUNE 2004 CONVERTIBLE DEBENTURE FINANCING

To obtain funding for our ongoing operations, we entered into a Securities Purchase Agreement with four accredited investors on June 18, 2004 for the sale of (i) \$3,000,000 in callable secured convertible notes and (ii) warrants to buy 3,000,000 shares of our common stock. This prospectus relates to the resale of the common stock underlying these secured convertible notes and warrants. The investors are obligated to provide us with an aggregate of \$3,000,000 as follows:

- o \$1,500,000 was disbursed on June 18, 2004;
- o \$500,000 will be disbursed within five days of the filing of this registration statement; and
- o \$1,000,000 will be disbursed within five days of this prospectus being declared effective.

Accordingly, we have received a total of \$1,500,000 pursuant to the Securities Purchase Agreement. The funds from the sale of the callable secured convertible notes will be used for business development purposes, business acquisitions, working capital needs, pre-payment of interest, payment of consulting and legal fees and borrowing repayment.

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The callable secured convertible notes bear interest at 12%, mature two years from the date of issuance, and are convertible into our common stock, at the investors' option, at the lower of (i) \$0.70 or (ii) 50% of the average of the three lowest intraday trading prices for the common stock on a principal market for the 20 trading days before but not including the conversion date. The full principal amount of the callable secured convertible notes is due upon default under the terms of secured convertible notes. The warrants are exercisable until five years from the date of issuance at a purchase price of \$0.57 per share. In addition, the conversion price of the secured convertible notes and the exercise price of the warrants will be adjusted in the event that we issue common stock at a price below the fixed conversion price, below market price, with the exception of any securities issued in connection with the Securities Purchase Agreement. The conversion price of the callable secured convertible notes and the exercise price of the warrants may be adjusted in certain circumstances such as if we pay a stock dividend, subdivide or combine outstanding shares of common stock into a greater or lesser number of shares, or take such other actions as would otherwise result in dilution of the selling stockholder's position. The selling stockholders have contractually agreed to restrict their ability to convert or exercise their warrants and receive shares of our common stock such that the number of shares of common stock held by them and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock. In addition, we have granted the investors a security interest in substantially all of our assets and intellectual property and registration rights.

The warrants are exercisable until five years from the date of issuance at a purchase price of \$0.57 per share. The selling stockholders will be entitled to exercise the warrants on a cashless basis if the shares of common stock underlying the warrants are not then registered pursuant to an effective registration statement. In the event that the selling stockholder exercises the warrants on a cashless basis, then we will not receive any proceeds. In addition, the exercise price of the warrants will be adjusted in the event we issue common stock at a price below market, with the exception of any securities issued as of the date of this warrant or issued in connection with the callable secured convertible notes issued pursuant to the Securities Purchase Agreement, dated June 18, 2004.

* All of the above offerings and sales were deemed to be exempt under rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933, as amended. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, business associates of our company or executive officers of our company, and transfer was restricted by our company in accordance with the requirements of the Securities Act of 1933. In addition to representations by the above-referenced persons, we have made independent determinations that all of the above-referenced persons were accredited or sophisticated investors, and that they were capable of analyzing the merits and risks of their investment, and that they understood the speculative nature of their investment. Furthermore, all of the above-referenced persons were provided with access to our Securities and Exchange Commission filings.

Except as expressly set forth above, the individuals and entities to whom we issued securities as indicated in this section of the registration statement are unaffiliated with us.

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ITEM 27. EXHIBITS.

The following exhibits are included as part of this Form SB-2. References

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to "the Company" in this Exhibit List mean Stronghold Technologies, Inc., a Nevada corporation.

Exhibit

| Number | Description |
|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1 (1) (4) | Merger Agreement and Plan of Merger, dated May 15, 2002, by and among TDT Development, Inc., Stronghold Technologies, Inc., TDT Stronghold Acquisition Corp., Terre Di Toscana, Inc., Terres Toscanes, Inc., certain stockholders of TDT Development, Inc. and Christopher J. Carey. |
| 2.2 (5) | Stock Purchase Agreement, dated July 19, 2002, by and between TDT Development, Inc. and Mr. Pietro Bortolatti. |
| 3.1 (2) | Articles of Incorporation, as amended on July 11, 2002. |
| 3.2 (3) | By-Laws. |
| 4.1 (2) | Certificate of Designations filed on May 16, 2002. |
| 4.2 (5) | Specimen Certificate of Common Stock. |
| 4.3 (8) | Promissory Note for \$300,000, dated March 18, 2003, made by Stronghold Technologies, Inc. in favor of Christopher J. Carey. |
| 4.4 (8) | Promissory Note for \$100,000, dated March 18, 2003, made by Stronghold Technologies, Inc. in favor of Christopher J. Carey. |
| 4.5 (8) | Form of Warrant with Christopher J. Carey. |
| 4.6 (10) | Amended and Restated Certificate of Designation of Series A \$1.50 Convertible Preferred Stock of Stronghold Technologies, Inc. |
| 4.7 (10) | Amended and Restated Certificate of Designation of Series B \$0.90 Convertible Preferred Stock of Stronghold Technologies, Inc. |
| 4.8 (11) | Securities Purchase Agreement dated June 18, 2004 between the Company and New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC |
| 4.9 (11) | Callable Secured Convertible Note in the name of New Millennium Capital Partners II, LLC dated June 18, 2004 |
| 4.10 (11) | Callable Secured Convertible Note in the name of AJW Qualified Partners, LLC dated June 18, 2004 |
| 4.11 (11) | Callable Secured Convertible Note in the name of AJW Offshore, Ltd. dated June 18, 2004 |
| 4.12 (11) | Callable Secured Convertible Note in the name of AJW Partners, LLC dated June 18, 2004 |
| 4.13 (11) | Stock Purchase Warrant in the name of New Millennium Capital Partners II, LLC dated June 18, 2004 |
| 4.14 (11) | Stock Purchase Warrant in the name of AJW Qualified Partners, |

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LLC dated June 18, 2004

- 4.15 (11) Stock Purchase Warrant in the name of AJW Offshore, Ltd. dated June 18, 2004
- 4.16 (11) Stock Purchase Warrant in the name of AJW Partners, LLC dated June 18, 2004
- 4.17 (11) Registration Rights Agreement dated June 18, 2004 between the Company and New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC
- 4.18(11) Security Agreement dated June 18, 2004 between the Company and New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC
- 4.19(11) Intellectual Property Security Agreement dated June 18, 2004 between the Company and New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC
- 5.1 Sichenzia Ross Friedman Ference LLP Opinion and Consent (filed herewith)
- 10.1 (2) 2002 Stock Incentive Plan.
- 10.2 (2) Form of Incentive Stock Option Agreement to be issued under the 2002 Stock Incentive Plan.
- 10.3 (2) Form of Nonstatutory Stock Option Agreement to be issued under the 2002 Stock Incentive Plan.
- 10.4 (5) California 2002 Stock Incentive Plan.
- 10.5 (5) Form of Incentive Stock Option Agreement to be issued under the California 2002 Stock Incentive Plan.
- 10.6 (5) Form of Nonstatutory Stock Option Agreement to be issued under the California 2002 Stock Incentive Plan.
- 10.7 (2) Executive Employment Agreement by and between Stronghold Technologies, Inc. and Christopher J. Carey, dated May 15, 2002.
- 10.8 (2) Employment and Non-Competition Agreement by and between Stronghold Technologies, Inc. and Lenard Berger, dated August 1, 2000.
- 10.9 (2) Employment and Non-Competition Agreement by and between Stronghold Technologies, Inc. and Salvatore D'Ambra, dated July 10, 2000.
- 10.10 (2) Employment and Non-Competition Agreement by and between Stronghold Technologies, Inc. and James J. Cumiskey, dated August 14, 2000.
- 10.11 (2) Business Loan Agreement by and between Stronghold Technologies, Inc. and UnitedTrust Bank, dated June 30, 2002.
- 10.12 (2) Promissory Note issued by Stronghold Technologies, Inc. made payable to UnitedTrust Bank, Dated June 30, 2002.
- 10.13 (2) Commercial Security Agreement by and between Stronghold Technologies, Inc. and UnitedTrust Bank, dated June 30, 2002.

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- 10.14 (2) Promissory Note issued by Stronghold Technologies, Inc. made payable to Christopher J. Carey, dated May 16, 2002.
- 10.15 (4) Securities Purchase Agreement, dated May 15, 2002, by and among TDT Development, Inc., Stanford Venture Capital Holdings, Inc., Pietro Bortolatti, Stronghold Technologies, Inc. and Christopher J. Carey.
- 10.16 (4) Registration Rights Agreement, dated May 16, 2002, by and among TDT Development, Inc. and Stanford Venture Capital Holdings, Inc.
- 10.17 (4) Lock-Up Agreement, dated May 16, 2002, by and among TDT Development, Inc.
- 10.18 (4) Stockholders' Agreement, dated May 16, 2002, by and among TDT Development, Inc., Christopher J. Carey, Mary Carey and Stanford Venture Capital Holdings, Inc.
- 10.19 (4) Form of Warrant to be issued pursuant to the Securities Purchase Agreement (Exhibit 10.11).
- 10.20 (6) Loan Agreement by and among Stronghold Technologies, Inc., its subsidiary and UnitedTrust Bank, dated September 30, 2002.
- 10.21 (6) Commercial Loan Note issued by Stronghold Technologies, Inc. and its subsidiary made payable to UnitedTrust Bank, dated September 30, 2002.
- 10.22 (6) Security Agreement by and between Stronghold Technologies, Inc. and UnitedTrust Bank, dated September 30, 2002.
- 10.23 (6) Security Agreement by and between Stronghold's subsidiary and UnitedTrust Bank, dated September 30, 2002.
- 10.24 (6) Subordination Agreement by and among Christopher J. Carey, Stronghold Technologies, Inc. and UnitedTrust Bank, dated September 30, 2002.
- 10.25 (6) Subordination Agreement by and among Christopher J. Carey, Stronghold's subsidiary and UnitedTrust Bank, dated September 30, 2002.
- 10.26 (6) Guaranty by Christopher J. Carey in favor UnitedTrust Bank, dated September 30, 2002.
- 10.27 (6) Loan Agreement by and among Stronghold Technologies, Inc., its subsidiary and AC Trust Fund, dated September 30, 2002.
- 10.28 (6) Loan Agreement by and among Stronghold Technologies, Inc., its subsidiary and CC Trust Fund, dated September 30, 2002.
- 10.29 (6) Form of Subscription Agreement by and between Stronghold Technologies, Inc. and each of the parties listed on the schedule of purchasers attached thereto.

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- 10.30 (6) Promissory Note issued by Stronghold Technologies, Inc. made payable to Christopher J. Carey, dated September 30, 2002.

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- 10.31 (7) Securities Purchase Agreement, dated April 30, 2003, by and between Stronghold Technologies, Inc. and Stanford Venture Capital Holdings, Inc.
- 10.32 (7) Registration Rights Agreement, dated April 30, 2003, by and between Stronghold Technologies, Inc. and Stanford Venture Capital Holdings, Inc.
- 10.33 (7) Consulting Agreement, dated April 30, 2003, by and between Stronghold Technologies, Inc. and Stanford Venture Capital Holdings, Inc.
- 10.34 (9) First Modification to Loan Agreement and Note among Stronghold Technologies, Inc., Christopher J. Carey and UnitedTrust Bank, dated July 31, 2003.
- 21 (5) Subsidiaries of the Registrant.
- 23.1 Consent of Rothstein Kass - Certified Public Accountants (filed herewith).

(1) The exhibits and schedules to the Merger Agreement have been omitted from this filing pursuant to Item 601(b)(2) of Regulation S-K. The Company will furnish copies of any of the exhibits and schedules to the U.S. Securities and Exchange Commission upon request

(2) Incorporated herein by reference to the exhibits to Registrant's Quarterly Report on Form 10-QSB for the fiscal quarter ended June 30, 2002.

(3) Incorporated herein by reference to the exhibits to the Registrant's Registration Statement on Form SB-2 as filed with the Securities and Exchange Commission on February 1, 2001 (No. 333-54822).

(4) Incorporated herein by reference to the exhibits to the Registrant's Current Report on Form 8-K dated May 16, 2002.

(5) Incorporated herein by reference to the exhibits to the Registrant's Registration Statement on Form SB-2 as filed with the Securities and Exchange Commission on September 24, 2002.

(6) Incorporated herein by reference to the exhibits to Registrant's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2002.

(7) Incorporated by reference to Exhibit 99.3 to the Company's Form 8-K as filed with the Securities and Exchange Commission on May 8, 2003.)

(8) Incorporated by reference to the exhibits to Registrants Quarterly Report on Form 10-QSB for the quarterly period ended March 31, 2003.

(9) Incorporated by reference to the exhibits to Registrants Quarterly Report on Form 10-QSB for the quarterly period ended June 30, 2003.

(10) Incorporated by reference to the exhibits to Registrants Form 10-KSB for the year ended December 31, 2003.

(11) Incorporated by reference to the exhibits to Registrants Form 8-K Current Report filed June 28, 2004.

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ITEM 28. UNDERTAKINGS.

The undersigned Company hereby undertakes to:

(1) File, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to:

(i) Include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of the securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement, and

(iii) Include any additional or changed material information on the plan of distribution.

(2) For determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering.

(3) File a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

(4) For purposes of determining any liability under the Securities Act, treat the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Company pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act as part of this registration statement as of the time it was declared effective.

(5) For determining any liability under the Securities Act, treat each post-effective amendment that contains a form of prospectus as a new registration statement for the securities offered in the registration statement, and that offering of the securities at that time as the initial bona fide offering of those securities.

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

In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as

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expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and authorizes this registration statement to be signed on its behalf by the undersigned, in the City of Basking Ridge, State of New Jersey, on July 19, 2004.

STRONGHOLD TECHNOLOGIES, INC.

By: /s/Christopher Carey

Christopher Carey, President, Chief Executive Officer, Principal Executive Officer and Director

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated.

| SIGNATURE | TITLE | DATE |
|-----------------------------------------------------|---------------------------------------------------------------------------|---------------|
| /s/ Robert Nawy ----- Robert Nawy | Chief Financial Officer, and Principal Financial/Accounting Officer | July 19, 2004 |
| /s/ Robert J. Corliss ----- Robert J. Corliss | Director | July 19, 2004 |
| /s/ Robert Cox ----- Robert Cox | Director | July 19, 2004 |
| ----- William Lenahan | Director | July 19, 2004 |
| ----- Luis Delahoz | Director | July 19, 2004 |

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