STRONGHOLD TECHNOLOGIES INC
Form 10QSB
May 15, 2003

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

FORM 10-QSB
[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31,
2003 Commission File No. 333-54822

STRONGHOLD TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in Its Charter)

Nevada	22-376235
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

450 Claremont Road, Bernardsville, NJ	07924
(Address of Principal Executive Offices)	(Zip Code)

(908) 630-9696
(Registrant's Telephone Number, Including Area Code)

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of April 30, 2003:

Class	Number of Shares
Common Stock, $0.0001 par value	9,857,000

Transitional Small Business Disclosure Format

Yes: _______ No: X

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

STRONGHOLD TECHNOLOGIES, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEET as of March 31, 2003 (unaudited)

ASSETS

Current assets	
Cash	$ 5,681

Accounts receivable, less allowance for doubtful accounts of $200,000	1,161,234
Inventories	181,412
Prepaid expenses	28,883
Total current assets	1,377,210
Property and equipment, net	162,068
Other assets	
Software development costs	397,309
Other	30,660
Total other assets	427,969
	$ 1,967,247
LIABILITIES AND STOCKHOLDERS' DEFICIT	
Current liabilities	
Accounts payable	$ 694,040
Accrued expenses and other current liabilities	795,349
Interest payable, stockholders	254,742
Notes payable, stockholders, current portion	1,059,280
Note payable, current portion	500,000
Obligations under capital leases, current portion	15,033
Total current liabilities	3,318,444
Long-term liabilities	
Notes payable, stockholders, less current portion	1,201,419
Note payable, less current portion	916,667
Obligations under capital leases, less current portion	17,932
Total long-term liabilities	2,136,018
Commitments and contingencies	
Stockholders' deficit	
Preferred stock, $.0001 par value; authorized 5,000,000 shares, 2,002,750 issued and outstanding (aggregate liquidation preference of $3,004,125)	201
Common stock, $.0001 par value, authorized 50,000,000 shares, 9,857,000 issued and outstanding	986
Additional paid-in capital	4,934,634
Stock subscription receivable	(3,000)
Accumulated deficit	(8,420,036)
Total stockholders' deficit	(3,487,215)

$ 1,967,247

STRONGHOLD TECHNOLOGIES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF OPERATIONS

Three Months Ended March 31,	2003	2002
Sales	$ 919,010	$ 317,921
Cost of sales	323,704	160,385
Gross profit	595,306	157,536
Selling, general and administrative	1,108,814	1,007,364
Loss from operations	(513,508)	(849,828)
Interest expense	107,646	56,040
Net loss	$ (621,154)	$ (905,868)
Basic and diluted loss per common share	$ (0.06)	$ (0.15)
Weighted average number of common shares outstanding	9,857,000	5,906,250

STRONGHOLD TECHNOLOGIES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS

Three Months Ended March 31,	2003	2002
Cash flows from operating activities		

Net loss	$ (621,154)	$ (905,868)
Adjustments to reconcile net loss to net cash used in operating activities:		
Provision for doubtful accounts		69,000
Depreciation and amortization	15,000	6,926
Non-cash interest expense for issuance of warrants	23,750	
Increase (decrease) in cash attributable to changes in operating assets and liabilities:		
Accounts receivable	31,217	(635,902)
Inventories	47,000	(87,261)
Prepaid expenses	(8,977)	4,885
Other	(3,585)	
Accounts payable	(157,620)	161,368
Accrued expenses and other current liabilities	283,444	(304,051)
Interest payable, stockholders	61,624	173,033
Net cash used in operating activities	(329,301)	(1,517,870)
Cash flows from investing activities		
Payments for purchase of property and equipment	(3,325)	(36,785)
Payments for software development costs	(174,085)	
Net cash used in investing activities	(177,410)	(36,785)
Cash flows from financing activities		
Proceeds from notes payable, stockholders	606,200	998,585
Principal repayments of notes payable, stockholders	(20,000)	
Principal repayments of notes payable	(83,333)	
Principal payments for obligations under capital leases	(3,859)	
Net cash provided by financing activities	499,008	998,585
Net decrease in cash	(7,703)	(556,070)
Cash, beginning of period	13,384	38,267
Cash, end of period	$ 5,681	$ (517,803)
Supplemental disclosure of cash flow information, cash paid during the period for interest	$ 22,272	$ 17,409
Supplementary schedule of non-cash financing activities, warrants issued in connection with debt	$ 95,000	$ --

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 31,2003 are not necessarily indicative of the results that may be expected for the year ending December 31, 2003. 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, 2002.

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 July 2002, the Financial Accounting Standards Board (FASB) issued SFAS No. 146 "Accounting for Costs Associated with Exit or Disposal Activities", which addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies EITF Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (Including Certain Costs Incurred in a Restructuring)." SFAS No. 146 is effective for exit or disposal activities that are initiated after December 31, 2002, with earlier application encouraged. The Company does not anticipate that this pronouncement will have a significant impact on its consolidated financial position, results of operations or cash flows.

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.

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 periods ended March 31, 2003 and 2002.

	2003	2002
Net loss applicable to common shareholders, as reported	$(621,154)	$(905,868)
Deduct		
Total stock-based compensation expense determined under fair value method for all awards, net of related tax effect	19,031	593
Pro forma	$(640,185)	$(906,461)
Basic and diluted EPS		
As reported	$ (0.06)	$ (0.15)
Pro forma	$ (0.06)	$ (0.15)

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 3.81% and 5.28% for March 31, 2003 and 2002, respectively.

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 $621,000 and has negative cash flow from operations of approximately $244,000 for the three-month period ended March 31, 2003, and has a working capital deficit of approximately $1,941,000 and a stockholders' deficit of approximately $3,487,000 as of March 31, 2003. These conditions raise substantial doubt about the Company's ability to continue as a going concern. During 2003, 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.

6. Accrued expenses and other current liabilities

Accrued expenses and other current liabilities consist of the following at March

31, 2003:

Deferred maintenance fees	$297,160
Commissions	165,188
Compensation	100,112
Payroll taxes	232,889
	$795,349

7. Subsequent event

On April 30, 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 $.90 Convertible Preferred Stock. The issuance of the Series B Preferred Stock will take 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 assigned to Stanford to purchase 2,002,750 shares of our Common Stock at an exercise price of $1.50 for the first 1,001,375 shares and $2.25 for the remaining shares: (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.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Overview

The following discussion should be read in conjunction with our financial statements and the accompanying notes appearing subsequently under the caption "Financial Statements", along with other financial and operating information included elsewhere in this annual report. Certain statements under this caption "Management's Discussion and Analysis and Results of Operation" constitute "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. See "Risk Factors-Cautionary Note Regarding Forward Looking Statements".

Our History

We were incorporated on September 8, 2000 in the State of Nevada, under the name TDT Development, Inc. On May 16, 2002, we acquired Stronghold Technologies, Inc., a New Jersey corporation, referred to herein as the "Predecessor Entity", pursuant to a merger of such entity 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, par value $0.0001 per share, to the stockholders of the Predecessor Entity in exchange for all of the issued and outstanding shares of the Predecessor Entity. After the closing of the merger, Acquisition Sub, the survivor of the merger, changed its name to Stronghold Technologies, Inc. and remains our wholly owned subsidiary. On July 11, 2002, we changed our name from TDT Development, Inc. to Stronghold Technologies, Inc. Finally, 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., for 75,000 shares of our Common Stock held by Mr. Pietro Bortolatti, our former president. These subsidiaries conducted an import and distribution business specializing in truffle-based food products.

All references to "we," "us," "our," or similar terms used herein refer to Stronghold Technologies, Inc., a Nevada corporation, formerly known as TDT Development, Inc. or its wholly-owned subsidiary, Stronghold Technologies, Inc. a New Jersey entity. 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.

Our principal executive offices are located at 450 Claremont Road, Bernardsville, NJ 07924. Our telephone number at that location is (908) 630-9696 and our Internet address is www.strongholdtech.com. The information contained on our website is not incorporated by reference herein.

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. We marketed our products primarily in Florida, South Carolina, North Carolina and California, and also earned commissions on sales made in Belgium, Holland and Germany.

As a result of our receiving 75,000 shares of Common Stock from Mr. Bortolatti and the concurrent transfer of our interest in the truffle business to 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.

Overview of 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 two other executive officers of Stronghold: Lenard J. Berger, Chief Technology Officer and Salvatore F. D'Ambra, Vice President, Product Development. 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, now Stronghold, Stronghold continues to conduct the Predecessor Entity's handheld wireless technology business.

Stronghold's DealerAdvance Sales Solution(TM), an enterprise software system leveraging wireless technologies, includes a Customer Relationship Management software application, referred to herein as CRM, and has been designed to maximize the revenues and reduce the operating expenses of automobile dealerships. Stronghold has completed the development of DealerAdvance Sales Solution(TM), which is a software suite designed to increase

sales by effectively capturing a greater percentage of unsold customer prospects and maximizing customer "be-back" (return) and closure rates. We plan to introduce a full range of enterprise applications for auto dealerships, including the DealerAdvance Service Solution(TM) and the DealerAdvance Inventory Management Solution(TM), products designed to increase revenues and maximize profitability by effectively managing dealer service operations, customer information and vehicle inventory. These products are similar to the handheld and wireless systems used in the auto rental industry. Consumers are now accustomed to a swift car return process wherein the attendant scans the car, brings up the rental terms, completes the sale and prints out a receipt, all without having to step over to a counter.

Description of Products

The DealerAdvance Sales Solution(TM) provides automobile dealerships the following advantages:

- Ease of use associated with handheld mobile communications;
- The handheld unit is both an input and display device;
- The handheld unit is programmed to access competitive and proprietary industry information from a variety of sources;
- The system provides the capability for immediate management involvement in the selling process;
- Provides for effective monitoring of sales performance and follow-up by sales personnel; and
- Enables integration with existing automotive dealer accounting and business systems.

The DealerAdvance Sales Solution(TM) is a comprehensive CRM system, providing customer history and contact information, as well as a personal calendar and instructions on follow-up tasks directly to the handheld, creating a highly effective communications tool for business development.

The DealerAdvance Sales Solution(TM) offers the following unique features:

- Enables a high capture rate on walk-in traffic;
- Streamlines all sales and other follow-on processes;
- Provides current and comprehensive information and data for new and used car inventory (on a real-time basis), all competing products, and customer history with dealership;
- Provides performance data and analysis on each member of a sales team; and
- Provides management with valuable and relevant transaction data on a real-time basis.

The DealerAdvance Sales Solution(TM) offers the following services:

- Customer profiling;

- Drivers license scanning;
- Reverse phone look-up;
- Electronic signature capture;
- Dealer vehicle information and competitive product comparisons;
- Vehicle inventory status;
- Integrated purchase forms completion and printing;
- Used car appraisal;
- Management reports;
- Customer relationship management system functions;
- DMS integration capability; and
- E-mail and Internet access.

Stronghold installed Version 1.0 of the DealerAdvance Sales Solution(TM) in six pilot dealerships during 2001. These dealerships were spread throughout New Jersey, California and Connecticut. Stronghold introduced Version 2.0 of DealerAdvance Sales Solution(TM) at all of its sites by the end of September 2001.

Stronghold introduced Version 3.0 of its software and installed another 3 dealership sites in the first quarter ending March 31, 2002, adding customers in New York. In the second quarter ending June 30, 2002, Stronghold installed another 7 sites, adding customers in Arizona, Southern California and South Carolina. In the third quarter ending September 30, 2002, Stronghold implemented another 10 sites, adding customers in Virginia, Florida, South Carolina and Central California, and introduced Version 3.1 of its software. In the fourth quarter ending December 31, 2002, Stronghold installed an additional 13 dealerships, adding customers in Texas, Indiana and Michigan. Overall, in 2002, Stronghold 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 quarter ended March 31, 2003, the Company installed systems in 11 dealerships in California, Nevada, Indiana, Washington, Ohio, and Michigan. Stronghold expanded its representation of automotive brands to include Lincoln/Mercury and Mitsubishi.

Stronghold plans to utilize its direct sales force to market the DealerAdvance Sales Solution(TM) on a national basis. Stronghold has established a strong presence in most regions of the United States, and is continuing to add business development and operations offices pursuant to an organized growth plan. Stronghold ended the quarter ended March 31, 2003 with personnel located in Northern New Jersey, San Francisco, Washington, DC, Atlanta, Los Angeles, Phoenix, Miami, Seattle, Cleveland, and Dallas.

At March 31, 2003, a total of 44 dealers were using the DealerAdvance Sales Solution(TM), of which approximately 34 had reached or exceeded the 60-day performance period associated with installation.

New Product Developments

The Stronghold development staff is currently developing DealerAdvance Service Solution(TM), a handheld wireless system that allows service advisors to leave their desks and greet clients at their cars to process their service order. Initial beta installations of the product are expected to begin in the fall of 2003, with general availability by the end of 2003.

The DealerAdvance Service Solution(TM) is designed to provide for improved customer service and reduced vehicle check in time and to allow dealer representatives to scan a particular vehicle identification number from the windshield or door. DealerAdvance Service Solution(TM) also is designed to provide for instant mobile access to client and vehicle history and to allow the dealer representatives to access warrantee and service period advice instantly. This product also is expected to include an up-selling application to increase revenue per repair order and an application to allow service marketing through the DealerAdvance(TM) CRM application.

The development plan includes the addition of a third product called DealerAdvance Inventory Management Solution(TM), a handheld wireless system for the management of new and used car inventory. DealerAdvance Inventory Management Solution(TM) would provide a handheld device for the scanning of incoming and outgoing vehicles, immediately adjusting inventory on hand for sale. In addition, the system would provide for the printing of used car stickers, the capture of Vehicle Identification Numbers for used car appraisal and estimates, and the loading of vehicle specifics to the dealer web site.

Research and Development

Since inception, we have spent approximately $2,365,372 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

The DealerAdvance Sales Solution(TM) is a wireless dealership sales productivity system that improves sales performance, reduces costs and creates operational efficiency. Currently, Stronghold does not believe that it has any direct competition in this specific sector. However, Stronghold expects emerging competitive players in the wireless handheld solutions market in the future. Stronghold does compete with the traditional CRM providers and the emerging new CRM providers in the retail automotive dealer software market. The leading CRM companies that Stronghold competes against are:

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

- 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

Stronghold has defined a target market of approximately 12,000 dealerships that meet the base criteria for potential use of our system. More specifically, Stronghold has qualified a primary target market of 6,500 dealerships where the potential sale and use of the system is the greatest. The primary target market includes dealerships that sell a minimum of 75 new and used cars each month and do not have a CRM system currently installed.

Stronghold distributes its DealerAdvance Sales Solution(TM) through direct sales, which Stronghold believes is most effective when introducing an innovative new solution to the marketplace. Stronghold is continuing to grow its Sales and Marketing team, which is aligned along geographic territory units.

Employees

Stronghold currently has a total of 34 full-time employees and 2 part-time employees, of which 24 are dedicated to marketing and sales and regional customer support. Stronghold has hired senior and experienced business development mangers to provide regional market penetration. During the quarter ended March 31, 2003, Stronghold promoted two Business Development Managers to Regional Sales Managers and Vice Presidents, to manage the sales force in the Eastern and Western Regions of the US. Each Regional Manager is responsible for recruiting, training and managing the Business Development Managers in their territories. The Regional Managers each finished the quarter ended March 31, 2003 with 3 sales people, and expect to each add 2 more sales people in the second quarter. These additional sales people will be placed in new metropolitan areas, to be determined over the next few months.

Stronghold promoted two existing Consultants to the role of Eastern and Western Regional Manager for Client Services, with the responsibility of managing Client Consultants in their territories. These Client Consultants are responsible for providing installation, training and ongoing support services to Stronghold's new and existing customers. The Regional Managers report to the National Client Services Manager located in Sterling, Virginia.

Stronghold hired a Vice President of Marketing in the quarter ended March 31, 2003. The Vice President of Marketing works closely with the CEO and the Regional Vice Presidents of Sales to execute Stronghold's marketing strategy and to enhance market awareness of the DealerAdvance Sales Solution(TM). There are no collective bargaining arrangements among Stronghold employees. We believe Stronghold's relationship with its employees to be good.

On January 27, 2002, Stronghold terminated its relationship with James Cummiskey, Vice President of Sales and Marketing. Stronghold does not plan to hire a new Vice President of Sales and Marketing, as the Vice President of Marketing and the two Regional Managers will assume the responsibilities of this

post.

Our Intellectual Property

We have been granted a trademark for DealerAdvance(TM) and have a patent application pending that seeks protection of a number of developments pertaining to the management of information flow for automotive dealer-based software. An additional application is currently being planned which will address certain proprietary features pertaining to systems components, related equipment and software modules.

Safe Harbor Statement

The statements contained in this Quarterly Report on Form 10-QSB that are not historical facts are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 ("the Securities Act"), as amended and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may be identified by, among other things, the use of forward-looking terminology such as "believes," "expects," "may," "will," "should," or "anticipates" or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. In particular, our statements regarding the anticipated growth in the markets for the our technologies, the continued development of our products, the approval of the our Patent Applications, the successful implementation of the our sales and marketing strategies, the anticipated longer term growth of our business, and the timing of the projects and trends in future operating performance are examples of such forward-looking statements. The forward-looking statements include risks and uncertainties, including, but not limited to, the timing of revenues due to the uncertainty of market acceptance and the timing and completion of pilot project analysis, and other factors, including general economic conditions, not within our control. The factors discussed herein and expressed from time to time in our filings with the Securities and Exchange Commission could cause actual results to be materially different from those expressed in or implied by such statements. The forward-looking statements are made only as of the date of this filing and we undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

Factors that Might Affect Our Business, Future Operating Results, Financial Condition and/or Stock Price

The more prominent risks and uncertainties inherent in our business are described below. However, additional risks and uncertainties may also impair its business operations. If any of the following risks actually occur, our business, financial condition or results of operations may suffer.

Risks Concerning Our Business

We have a history of incurring net losses; we expect our net losses to continue as a result of planned increases in operating expenses; and we may never achieve profitability.

We have a history of operating losses in our wireless business and have incurred significant net losses in such business in each fiscal quarter since our inception. We had a net loss of $621,154 for the quarter ended March 31, 2003. We had a net operating loss of $513,508 for the quarter ended March 31, 2003 and a net operating loss of approximately $4,157,670 for the period from May 17, 2002 through March 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 because we intend to increase operating expenses to develop the Stronghold brand through marketing, promotion and enhancement of our services. As a result of this expected increase in operating expenses, 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 the factors discussed elsewhere in this "Risk Factors" section, as well as numerous other factors outside of our control, including:

- Development of competing products that are more effective or less costly than ours;
- Our ability to develop and commercialize our own products and technologies; and
- Our ability to achieve increased sales for our existing products and sales for 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 on a quarterly basis in the future. If we do not achieve sustained profitability, we will be unable to continue our operations.

If We Are Unable To Obtain Sufficient Funds, And Incur A Cash Flow Deficit, Our Business Could Suffer.

We believe that the funds that were raised through our recent debt and equity financings will only be sufficient for our needs for the immediate future, raising doubt about our ability to continue as a going concern. We anticipate that we will be required to raise additional capital after the second quarter of 2003 and over the next several years in order to operate according to our business plan. We may have difficulty obtaining additional funds as and if needed, and we may have to accept terms that would adversely affect our stockholders. For example, the terms of any future financings may impose restrictions on our right to declare dividends or on the manner in which we conduct our business. Also, lending institutions or private investors may impose restrictions on future decisions by us to make capital expenditures, acquisitions or asset sales.

We may not be able to locate additional funding sources at all or on acceptable terms. If we cannot raise funds on acceptable terms, if and when needed, we may not be able to develop or enhance our products, grow our business or respond to competitive pressures or unanticipated requirements, each of which could seriously harm our business.

Since inception, we have financed all of our operations through private equity and debt financings and commercial bank loans. Our future capital requirements depend on numerous factors, including:

- The scope of our research and development;
- Our ability to successfully commercialize our technology; and
- Competing technological and market developments.

We Have A Limited Operating History.

We were formed in September 2000 to import and market truffle oil products. As of May 16, 2002, our focus shifted to development and marketing of handheld wireless technology for the automotive dealer software market. We entered this business through the acquisition of an entity with only 23 months of operating history. We must, therefore, be considered to be subject to all of the risks inherent in the establishment of a new business enterprise. Our limited operating history makes it difficult to evaluate our financial performance and prospects. We cannot assure you 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.

If We Fail to Gain Market Acceptance of our Products, our Business and Results of Operations Would be Harmed.

We are still in the verification and validation 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, and 11 sites in the quarter ended March 31, 2003. We expect to introduce our DealerAdvance Service Solution(TM) and DealerAdvance Inventory Management Solution(TM) sometime over the next two years. These solutions are still in the development stages and are not yet at the point where they are ready to be installed in test sites. While we have received positive feedback and market acceptance of DealerAdvance Sales Solution(TM) by the test sites, fifty 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 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 conglomerate of dealerships favor other providers of similar services or not utilize our services to the extent anticipated, our business may be adversely affected. The economy may also have an impact on the market acceptance of our products. Big-ticket consumer purchases are sensitive to broad economic trends. Therefore, our business could suffer if our customers, automobile dealerships, are affected by the continuing poor 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.

If We Fail to Properly Manage Our Growth, Our Business and Results of Operations Would be Harmed.

We have begun expanding our operations in anticipation of an aggressive rollout of our DealerAdvance(TM) product suite. In the past twelve months, our sales, marketing and customer support team has increased from 7 to 24 employees. We have strategically hired additional sales representatives in the past twelve months, expanding into Arizona, Virginia, Southern California, Florida, Ohio,

Texas and Georgia. Additionally, we must continue to develop and expand our systems and operations as the number of automobile dealerships installing our products and requiring our ongoing services increases. The pace of our anticipated expansion, together with the level of expertise and technological sophistication required to provide implementation and support services, demands an unusual amount of focus on the operational needs of our future customers for quality and reliability, as well as timely delivery and post-installation and post-consultation field and remote support. This development and expansion has placed, and we expect it to continue to place, strain on our managerial, operational and financial resources.

We may be unable to develop and expand our systems and operations for one or more of the following reasons:

- We may not be able to locate or hire at reasonable compensation rates qualified and experienced sales staff and other employees necessary to expand our capacity on a timely basis;

- We may not be able to obtain the hardware necessary to meet the demand by automobile dealership of our products, in a timely manner;

- We may not be able to expand our customer service, billing and other related support systems;

- We may not be able to integrate new management and employees into our overall operations;

- We may not be able to establish improved financial and accounting systems; and

- We may not be able to successfully integrate our internal operations with the operations of our product manufacturers, distributors and suppliers to product and market commercially viable products.

If we cannot manage our growth effectively, our business and operating results will suffer. Additionally, any failure on our part to develop and maintain our wireless technology products during a period of rapid growth could significantly adversely affect our reputation and brand name which could reduce demand for our services and adversely affect our business, financial condition and operating results.

We Depend On Attracting And Retaining Key Personnel.

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 employment agreements with its 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 current president, Mr. Carey. Any reduction of Mr. Carey's role in the handheld technology business would have a material adverse effect on us. Mr. Carey's employment contract expires on December 31, 2004.

Increasing political and social turmoil, such as terrorist and military actions, increase the difficulty for us and our strategic partners to forecast accurately and plan future business activities.

Recent political and social turmoil, including the terrorist attacks of September 11, 2001 and the current conflict in the Middle East, can be expected to put further pressure on economic conditions in the United States and worldwide. These political, social and economic conditions may make it difficult for us to plan future business activities. For example, if the current conflict in the Middle East continues to escalate, our operations and general economic conditions could be adversely affected. Specifically, if the current economic conditions continue to decline, consumers may be less inclined to make large purchases, such as automobiles. Consequently, if dealer sales suffer, dealerships may decrease capital expenditures like those associated with our products.

Risks Concerning Our Handheld Technology

An Interruption In the Supply of Products and Services that We Obtain From Third Parties 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 to our development effort.

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 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.

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 margins and the inability to achieve market acceptance for our products. Our competitors in the field are companies that include major international car dealership service companies, specialized technology companies, and, potentially, our joint venture and strategic alliance partners. Such companies

include: ADP Dealer Services, Reynolds and Reynolds Company, Automotive Directions, Higher Gear, Autobase, Third Coast Media, Cowboy Corporation and Autotown, among others. Many of these 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 or entirely different approaches developed by one or more of our competitors.

We May Not Have Adequately Protected Our Intellectual Property Rights.

Our success depends on our ability to sell products and services for which we may not 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. An additional application is currently being planned 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 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 intellectual property law does 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 and 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, with or without merit, could be time consuming and expensive to litigate or settle and could divert management attention from the 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 by, for example, causing us to enter into costly royalty arrangements or forcing us to incur settlement or litigation costs.

Risks Concerning Our Capital Structure

Our Management and Other Affiliates Have Significant Control of Our Common Stock and Could Control Our Actions in a Manner That Conflicts with Our Interests and the Interests of Other Stockholders.

As of March 31, 2003, our executive officers and directors beneficially owned in the aggregate approximately 67%, and together with affiliated entities beneficially owned approximately 75% of the outstanding shares of our Common Stock, assuming the exercise of all options, warrants and the conversion of any convertible securities held by such persons, which were presently exercisable or will become exercisable within 60 days after March 31, 2003. As a result, these stockholders, acting together, will be able to exercise considerable influence over matters requiring approval by our stockholders, including the election of directors, and may not always act in the best interests of other stockholders.

Such a concentration of ownership may have the effect of delaying or preventing a change in control, including transactions in which our stockholders might otherwise receive a premium for their shares over then current market prices.

We Are Controlled by Our President, Which May Result in You Having No Control in Our Direction or Affairs.

As of March 31, 2003, our president owned approximately 58% of our current outstanding Common Stock, assuming the exercise of all options, warrants and the conversion of any convertible securities held by him, which were presently exercisable or will become exercisable within 60 days after March 31, 2003. As a result, he has the ability to control us and direct our affairs and business, including the approval of significant corporate transactions. This concentration of ownership may have the effect of delaying, deferring or preventing a change in control and may make some transactions more difficult or impossible without the support of these stockholders. Any of these events could decrease the market price of our Common Stock.

Stockholders May Suffer Dilution as a Result of Shares Eligible for Future Issuance.

As of March 31, 2003, we had 9,857,000 shares of our Common Stock issued and outstanding. In addition, we had the potential to issue 1,364,847 shares of our Common Stock upon the exercise of all outstanding options, and 4,005,500 shares of our Common Stock upon the exercise of certain warrants outstanding and upon the conversion of certain shares of our Series A Preferred Stock. Consequently, sales of substantial amounts of our Common Stock in the public market, or the perception that such sales could occur, may adversely affect the market price of our Common Stock.

Volatility of Trading Market May Affect Your Investment.

The market price for our securities is highly volatile. The following factors have a significant impact on the market price of our securities: our financial results; introduction of new products into the marketplace; various factors affecting the automobile industry and the wireless industry generally, including extreme volatility and extended steep declines in equity market values of other wireless-related publicly traded companies; sharp declines in private equity valuations of wireless-related privately-held companies; the price and volume volatility affecting small and emerging growth companies in general, which are not necessarily related to the operating performance of such companies.

Because We Do Not Intend to Pay Any Cash Dividends On Our Shares of Common Stock, Our Stockholders Will Not Be Able to Receive a Return on Their Shares Unless They Sell Them.

We have never paid or declared any cash dividends on our Common Stock or other securities and intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our Common Stock in the foreseeable future. Unless we pay dividends, our stockholders will not be able to receive a return on their shares unless they sell them.

Our Common Stock Is Considered A Penny Stock And May Be Difficult To Sell.

Investing in our stock involves a particular risk that does not exist with many other companies - our stock is a penny stock. The Securities and Exchange Commission has adopted regulations, which generally define penny stock

to be an equity security that has a market price of less than $5.00 per share or an exercise price of less than $5.00 per share, subject to specific exemptions. Presently, the market price of our Common Stock is less than $5.00 per share. Therefore, the SEC "penny stock" rules govern the trading in our Common Stock. These rules require, among other things, that any broker engaging in a transaction in our securities provide its customers with the following:

- o A risk disclosure document;
- o Disclosure of market quotations, if any;
- o Disclosure of the compensation of the broker and its salespersons in the transaction; and
- o Monthly account statements showing the market values of our securities held in the customer's accounts.

The broker must provide the bid and offer quotations and compensation information before effecting the transaction. This information must be contained on the customer's confirmation. Generally, brokers may be less willing to effect transactions in penny stocks due to these additional delivery requirements. This may make it more difficult for investors to dispose of our Common Stock. In addition, the broker prepares the information provided to the broker's customer. Because we do not prepare the information, we cannot assure you that such information is accurate, complete or current.

Liquidity And Capital Resources

Overview

As of March 31, 2003, our cash balance was $5,681. We had a net loss of $621,154 for the fiscal quarter ended March 31, 2003. We had a net operating loss of $513,508 for the fiscal quarter ended March 31, 2003 and a net operating loss of approximately $4,157,670 for the period from May 17, 2002 through March 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. There can be no assurance, however, that we will be able to take advantage of any or all tax loss carry-forwards, in future quarters. Our accounts receivable at March 31, 2003 was $1,161,234 (less allowances for doubtful accounts of $200,000), as compared to $565,722 for the quarter ended March 31, 2002. The increase in accounts receivable represents 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 operating expenses. We have not been profitable since our inception, we will incur additional operating losses in the future, and we may require additional financing to continue the development and subsequent commercialization of our technology.

We expect our capital requirements to increase significantly over the next several years as we continue to develop and test the DealerAdvance(TM) suite of products and as we increase marketing and administration infrastructure

and embark on developing in-house business 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 to promote our products 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 our President, Christopher Carey, who is also the President of Stronghold. According to such line of credit, Mr. Carey 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 pursuant to which the Predecessor Entity borrowed $1.5 million. The line of credit was due to expire by its terms, and all outstanding amounts were due to be paid, on June 30, 2002.

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 debt under the line of credit.

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 agreed to issue to Stanford (i) such number of shares of our Series A $1.50 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 (May 16, 2002 and July 3, 11, and 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 May 16, 2002, the total amount outstanding under the 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 June 30, 2002, our line of credit with UnitedTrust Bank expired and a three-month extension was granted. On September 30, 2002, we converted our outstanding line of credit with UnitedTrust Bank into a $1,500,000 promissory note, pursuant to which Stronghold will pay UnitedTrust Bank all amounts outstanding under the line of credit. Such promissory note will be paid in 36 monthly installments, which will begin in February 2003 and will terminate on January 1, 2006. Interest accrues on the note at the prime rate, which is the

highest New York City prime rate as is published in The Wall Street Journal. The initial prime rate that applies to the promissory note is 4.750%.

During August and September 2002, we entered into 9 subscription agreements with private investors, 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 as required by the promissory note with UnitedTrust Bank. According to the new terms of the loan, Mr. Carey extended the repayment of the principle amount until December 1, 2005. Until such time as the principle is paid, we will pay an interest only fee of 12% per month. Mr. Carey's promissory note is expressly subordinated in right of payment to the prior payment in full of all of Stronghold's 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 principle 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 is for a period of twelve months, with all principle due and payable on September 30, 2003. We will pay 12.5% interest on the outstanding principle each month. At the end of the loan period, the 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. 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 principle due and payable on September 30, 2003. We will pay 12.5% interest on the outstanding principle each month. At the end of the loan period, the Fund will be entitled to exercise 25,000 warrants at $1.50 per share. As of March 31, 2003, $374,404 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, we issued a promissory note to Christopher J. Carey for the amount of $165,000. Such promissory note is due on or before December 31, 2003. Until such time as the principle is paid, interest on the note will accrue at the rate of 12.5%.

On March 18, 2003 we entered into a bridge loan agreement with our President, Christopher J. Carey, for a total of $400,000. The agreement stipulates that the company 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 $.97 per share.

On April 30, 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 $.90 Convertible Preferred Stock. The issuance of the Series B Preferred Stock will take 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 assigned to Stanford to purchase 2,002,750 shares of our Common Stock at an exercise price of $1.50 for the first 1,001,375 shares and $2.25 for the remaining shares: (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.

We believe we have sufficient cash on hand to support our operating plan for at least the next nine months. To enable us to fund our research and development and commercialization efforts during the subsequent months, we may enter into additional private placement transactions with individual investors.

Results of Operations

Operations through May 16, 2002 were comprised solely of our truffle business, which was conducted through our wholly owned subsidiaries, Terre di Toscana, Inc. and Terres Toscanes, Inc. Operations from May 16, 2002 through June 30, 2002 were comprised of our truffle business (which was divested on July 19, 2002, as described above) and our handheld wireless technology business. Our results of operations as described below reflect the treatment of the truffle business as discontinued operations and, therefore, figures from those periods reflect operations of our handheld wireless technology business only, other than with respect to other expenses. We believe that a comparison of our truffle business to our handheld wireless technology business is not a relevant analysis for purposes of this periodic filing. As a result, we believe that period-to-period comparisons of our results of operations will not be meaningful and should not be relied upon as indicators of future performance. Therefore, results of operations for the fiscal years ended 2001 and 2002 reflect operations of our handheld wireless technology business only.

We entered the handheld wireless technology business through the acquisition of the Predecessor Entity, which had only twenty-two months of operating history. We must, therefore, be considered to be subject to all of the risks inherent in the establishment of 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.

Critical Accounting Policies, Estimates and Risks

Financial Reporting Release No. 60, which was 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 the our Consolidated Financial Statements. The following is a brief discussion of the more significant accounting policies and methods used by us.

In addition, Financial Reporting Release No. 61 was recently released by the SEC to require all companies to include a discussion to address, among other things, liquidity, off-balance sheet arrangements, contractual obligations and commercial commitments.

The discussion and analysis of our financial condition and results of operations are based upon its 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 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 our products is comprised of one-time charges to the dealerships for hardware (including server, wireless infrastructure, desktop PC, printer, interior/exterior access points/antennas and handheld devices), software licensing fees and installation/training services. The average installation for DealerAdvance Sales Solution(TM) is approximately $83,000. The most significant variable in pricing is the number of handheld devices.

Once DealerAdvance Sales Solution(TM) is installed, Stronghold provides hardware and software maintenance services for a yearly fee equal to approximately 10% of the one-time implementation fees. All dealerships contract these services and pay on a monthly basis. Stronghold provides other services, including software and report customization, business and operations consulting, and sales training services. All of these services are contracted on an as needed basis and typically are charged on a time and expenses basis. In addition, we offer a sixty-day performance trial period. After this time, a large portion of the dealerships converts the one-time fee into a third party lease. Stronghold has 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. Stronghold accepts no liability under these arrangements, and the lease is based on the creditworthiness of the dealership. The leasing company receives the invoice from Stronghold, and remits funds upon acceptance by the dealership. Stronghold receives all funds as invoiced, with all interest costs passed to the dealership. These leases typically run 36 months in duration, during which time Stronghold contracts for service and maintenance services. After the initial installation Stronghold charges separately for future software customization, 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 Securities and Exchange Commission.

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.

Historically, we have 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 will result in current sales revenues being carried into future quarters. We estimate that this change will delay the recognition of revenue from installed dealership sites by 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, 2003, Stronghold capitalized $173,921 of development costs in developing enhanced functionality of its DealerAdvance(TM) product.

Three Months Ended March 31, 2003 and Three Months Ended March 31, 2002

For the quarter ended March 31, 2003, we had revenue of $919,010, compared to revenue of $317,921 for the quarter ended March 31, 2002. This represents an increase of $601,089 or 189%. This increase is due to our having installed 11 dealerships this year versus 3 dealerships last year. In addition, we are continuing to build our installed base of auto dealerships, which is resulting in an increase in monthly maintenance revenue. We have also introduced a number of complementary services, including training and business development consulting, which has also led to increased revenue.

Revenue is comprised of one-time charges to the dealerships for hardware (including server, wireless infrastructure, desktop PC, printer, interior/exterior access points/antennas and handheld devices), software licensing fees and installation/training services. The average installation is $80,000. 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 recorded up front to unearned maintenance fees at the present value of the 36-month revenue stream and amortized monthly to revenue.

We generated $595,306 in gross profits from sales for the quarter ended March 31, 2003, which was an increase of $437,770 from the quarter ended March 31, 2002, when we generated $157,536 in gross profits. We were able to improve our gross profit margin from 49.5% in the quarter ended March 31, 2002 to 64.7% in the quarter ended March 31, 2003. This is an improvement of 30.7% in gross profit margin, which was based on our ability to reduce our implementation costs per dealership. This was attributed to better buying of subcontracted services, lower software and information licensing costs, lower costs for materials, and better negotiated prices with customers. With an increase in the number of

installed sites, we realized larger scale to offset certain other fixed costs of goods sold.

We were able to increase revenue 189% and improve gross profit margins by 30.7% with a small increase in total Selling, General and Administrative expenses. Total overhead expenses in the quarter ended March 31, 2003 were $1,108,814, an increase of 10% or $101,450 from the quarter ended March 31, 2002 of $1,007,364. We substantially completed DealerAdvance Sales Solution(TM), and we were able to reduce costs associated with software development with the reduction in development staff. This reduction of costs was offset by an increase in selling expense with the addition of Business Development Managers in new territories and Client Consultants to support additional dealerships. We will continue to enhance our products, and offer customized services to our customers, and will accomplish this with a smaller software support group. In subsequent quarters we will consider additional staff to begin new applications development as increased volume and cash allows.

Our interest expense increased from $56,040 in the quarter ended March 31, 2002 to $107,646 in the quarter ended March 31, 2003. This increase of $51,606 was based on the increase in loan amounts outstanding, and the expense of $23,750 attributable to the issuance of warrants attached to a bridge loan of $400,000 that we completed in this quarter (see later notes on the bridge loan).

The net loss for the quarter ended March 31, 2003 was $621,154, which is a reduction of 31.4% from the loss for the quarter ended March 31, 2002 of $905,868. This led to a reduction in the loss per share from a $.15 loss with 5,906,250 shares outstanding in the quarter ended March 31, 2002 to a $.06 loss per share in the quarter ended March 31, 2003 with 9,857,000 shares outstanding.

Our business operations and financial results for prior periods were representative of a start-up company in a beta-testing phase and, therefore, not in a position to generate significant revenue. As we moved out of our beta-testing phase and into a marketing and sales position, revenues increased as the number of dealerships installing our DealerAdvance(TM) suite of products increased. We can offer no assurance, however, that revenues in future accounting periods will increase at the rate that revenues grew during the quarter ended March 31, 2003. Notwithstanding the revenue and gross profit growth, we have yet to generate a profit in any accounting period.

Industry Trends

The automotive industry has identified sales productivity tools and CRM systems to be of high priority. 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 these 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 big-ticket consumer purchases are sensitive to broad economic trends, our operations may be affected by general economic conditions. Our business could suffer if Stronghold's customers, automobile dealerships, are affected by the continuing poor economic conditions. For example, if dealer

sales are trending downward, capital expenditures like those associated with Stronghold's DealerAdvance(TM) suite of products may be delayed or abandoned.

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 has sole discretion to pay cash dividends based on our financial condition, results of operations, capital requirements, contractual obligations and other relevant factors.

Item 3. Controls and Procedures

(a) Evaluation of disclosure controls and procedures. Based on his evaluation of our disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934) as of a date within 90 days of the filing date of this Quarterly Report on Form 10-QSB, our chief executive officer and acting chief financial officer has concluded that our disclosure controls and procedures are designed to ensure that the information we are required to disclose in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and are operating in an effective manner.

We have undertaken a search for a chief financial officer for Stronghold. We expect to have a chief financial officer in place sometime before the end of the third quarter. In the interim, supervision of our disclosure controls and procedures remains with our chief executive officer.

(b) Changes in internal controls. There were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of their most recent evaluation.

PART II. OTHER INFORMATION

Item 2. Change in Securities

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 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.

In addition, the Company and Stanford have 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.

In addition, the Company and Christopher J. Carey have agreed to extend the maturity dates of the Promissory Notes, dated March 18, 2003, for an aggregate amount of $400,000, to June 30, 2004.

In addition, the Company, Christopher J. Carey and Mary Carey (as trustee) have agreed to extend the maturity dates of loans from the Carey family trusts to the Company in the amount of $730,532, to December 31, 2003.

No underwriter was employed by the Company in connection with the issuance of the securities described above. We believe that the issuance of the foregoing securities was exempt from registration under Section 4(2) of the Securities Act of 1933, as amended, as transactions not involving a public offering. Each of the recipients were either accredited or sophisticated investors as defined under Section 501 of the Securities Act, and acquired the securities for investment purposes only and not with a view to distribution and had adequate information about the Company. Neither the Company, nor any person acting on its behalf, offered or sold the securities by means of any form of general solicitation or general advertising. A legend was placed on the stock certificates stating that the securities have not been registered under the Securities Act and cannot be sold or otherwise transferred without an effective

registration or an exemption therefrom.

Item 5. Other Information.

On January 27, 2002, Stronghold terminated its relationship with James Cummiskey, Vice President of Sales and Marketing. Stronghold does not plan to hire a new Vice President of Sales and Marketing, as the Vice President of Marketing and the two Regional Managers will assume the responsibilities of this post. Mr. Cummiskey has not exercised any of his vested options within the 90-day period following his termination. Accordingly, all such options have since lapsed.

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

(a) Exhibits.

4.1 Promissory Note for $300,000, dated March 18, 2003, made by Stronghold Technologies, Inc. in favor of Christopher J. Carey.

4.2 Promissory Note for $100,000, dated March 18, 2003, made by Stronghold Technologies, Inc. in favor of Christopher J. Carey.

4.3 Form of Warrant with Christopher J. Carey.

10.1 Securities Purchase Agreement, dated April 30, 2003, by and between Stronghold Technologies, Inc. and Stanford Venture Capital Holdings, Inc. (Incorporated by reference to Exhibit 99.1 to the Company's Form 8-K as filed with the Securities and Exchange Commission on May 8, 2003.)

10.2 Registration Rights Agreement, dated April 30, 2003, by and between Stronghold Technologies, Inc. and Stanford Venture Capital Holdings, Inc. (Incorporated by reference to Exhibit 99.2 to the Company's Form 8-K as filed with the Securities and Exchange Commission on May 8, 2003.)

10.3 Consulting Agreement, dated April 30, 2003, by and between Stronghold Technologies, Inc. and Stanford Venture Capital Holdings, Inc. (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.)

99.1 Section 906 Certification for principal executive officer and principal financial officer.

(b) Reports on Form 8-K

Subsequent to the end of the quarter, on May 8, 2003, we filed with the Securities and Exchange Commission a Current Report on Form 8-K pursuant to Item 5. Other Events. The Form 8-K described the Securities Purchase Agreement dated as of April 30, 2003, by and between Stronghold Technologies, Inc. and Stanford Venture Capital Holdings, Inc., pursuant to which the Company, among other

things, agreed to issue to Stanford and Stanford agreed to purchase 2,444,444 shares of the Company's Series B $0.90 Convertible Preferred Stock, $0.0001 par value per share, for an aggregate purchase price of $2,200,000.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized this 15th day of May, 2003.

STRONGHOLD TECHNOLOGIES, INC.

By: /s/ Christopher J. Carey

Christopher J. Carey, President,
Chief Executive Officer and Acting Chief
Financial Officer (principal executive
officer and principal financial officer)

By: /s/ Karen S. Jackson

Karen S. Jackson, Controller (principal
accounting officer)

CERTIFICATIONS

I, Christopher J. Carey, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Stronghold Technologies, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

   a) designed such disclosure controls and procedures to ensure

that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this Quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 15, 2003

/s/ Christopher J. Carey

Christopher J. Carey
President, Chief Executive Officer and
Acting Chief Financial Officer
(Principal Executive Officer and Principal
Financial Officer)

Item 6. Exhibit Index

Exhibit Number	Description
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99.1 Section 906 Certification for principal executive officer and principal financial officer

Exhibit 99.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-QSB of Stronghold Technologies, Inc. (the "Company") for the period ended March 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Christopher J. Carey, President, Chief Executive Officer and Acting Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

/s/ Christopher J. Carey

Dated: May 15, 2003

Christopher J. Carey*
President, Chief Executive Officer and
Acting Chief Financial Officer

(Principal Executive Officer and
Principal Financial Officer)

* A signed original of this written statement required by section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.