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MILITARY RESALE GROUP INC

Form SB-2/A

June 27, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE ____, 2002

REGISTRATION NO. 333-75630

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3

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

MILITARY RESALE GROUP, INC.
(Name of Small Business Issuer in Its Charter)

NEW YORK	5141	11-2665282
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

2180 EXECUTIVE CIRCLE
COLORADO SPRINGS, COLORADO 80906
(719) 391-4564
(Address and Telephone Number of Principal Executive Offices)

2180 EXECUTIVE CIRCLE
COLORADO SPRINGS, COLORADO 80906
(Address of Principal Place of Business or Intended Principal Place of Business)

ETHAN D. HOKIT, PRESIDENT
MILITARY RESALE GROUP, INC.
2180 EXECUTIVE CIRCLE
COLORADO SPRINGS, COLORADO 80906
(719) 391-4564
(Name, address and telephone number of agent for service)

COPIES TO:
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New York, New York 10022-4441
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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 COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

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5,000,000 SHARES

MILITARY RESALE GROUP, INC.

COMMON STOCK

Military Resale Group, Inc., a New York corporation, is offering up to 5,000,000 shares of its common stock at a price of \$1.00 per share. We may offer the shares for cash from the date of this prospectus until the termination of this offering.

Our common stock is traded in the over-the-counter market and prices are reported on the OTC Bulletin Board under the symbol "MYRG."

SEE "RISK FACTORS" BEGINNING ON PAGE 3 FOR RISKS OF AN INVESTMENT IN THE SECURITIES OFFERED BY THIS PROSPECTUS, WHICH YOU SHOULD CONSIDER BEFORE YOU PURCHASE ANY SHARES.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

We are offering the shares on a "best efforts, no minimum" basis. In a "best efforts, no minimum offering," we do not need to reach a specific level of subscriptions before the proceeds are available to us. There will be no escrow of funds. There is no underwriter assisting us in the offer and sale of the shares.

We intend to keep the offering open until December 31, 2002. However, if we have not sold all of the shares by that date, we may extend the offering period at our sole discretion for an additional 120 days.

	Price to Public(2)	Underwriting Discounts and Commissions	Proceeds to Company(1)
Per Share.....	\$1.00	\$0.00	\$1.00
Total.....	\$5,000,000	\$0.00	\$5,000,000

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- (1) Assumes the sale of the maximum number of shares offered by this prospectus before deducting expenses, including professional fees, printing costs, and filing fees related to the offering payable by us, estimated at \$175,000.

The date of this prospectus is _____, 2002

We have not registered the sale of the shares under the securities laws of any state. Brokers or dealers effecting transactions in the shares should confirm that the shares have been registered under the securities laws of the state or states in which sales of the shares occur as of the time of such sales, or that there is an available exemption from the registration requirements of the securities laws of such states.

This prospectus is not an offer to sell any securities other than the shares. This prospectus is not an offer to sell securities in any circumstances in which such an offer is unlawful.

We have not authorized anyone, including any salesperson or broker, to give oral or written information about this offering, Military Resale Group, Inc., or the shares that is different from the information included in this prospectus. You should not assume that the information in this prospectus, or any supplement to this prospectus, is accurate at any date other than the date indicated on the cover page of this prospectus or any supplement to it.

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PROSPECTUS SUMMARY

THIS SUMMARY HIGHLIGHTS INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS AND MAY NOT CONTAIN ALL OF THE INFORMATION THAT YOU SHOULD CONSIDER BEFORE

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INVESTING IN THE SHARES. YOU ARE URGED TO READ THIS PROSPECTUS IN ITS ENTIRETY.

We are a regional distributor of grocery and household items specializing in distribution to the military market. We distribute a wide variety of items, including fresh and frozen meat and poultry, seafood, frozen foods, canned and dry goods, beverages, dairy products, paper goods and cleaning and other supplies. Our operations are currently directed to servicing the commissary at each of six military installations located in Colorado, Wyoming and South Dakota, including the Air Force Academy, located in Colorado Springs, Colorado. We are approved by the Department of Defense to contract with military commissaries and exchanges.

Military commissaries are large supermarket-type stores operated by the United States Defense Commissary Agency ("DeCA") to provide grocery items for sale to authorized patrons at the lowest practicable prices in facilities designed and operated under standards similar to those in commercial food stores. As of May 2002, there were 281 commissaries worldwide, of which 176 were located in the Continental U.S. and 105 were located overseas. Commissaries are authorized by law to sell goods only to authorized patrons, which include the approximately 1.4 million active duty U.S. military personnel, their dependents and certain authorized reservists and retirees. As of May 2002, these authorized patrons totaled approximately 13.7 million individuals. Annual worldwide commissary sales totaled more than \$5 billion in the year ended September 30, 2001.

We were formed as a New York corporation on August 31, 1983 under the name Owl Capital Corp. On June 17, 1988, we changed our name to Bactrol Technologies, Inc. On November 15, 2001, we acquired 98.2% of the issued and outstanding shares of Military Resale Group, Inc., a Maryland corporation, in a reverse acquisition (the "Reverse Acquisition") and subsequently changed our name to Military Resale Group, Inc. In connection with the Reverse Acquisition, we commenced operations in our current line of business. Prior to the Reverse Acquisition, we were inactive and had nominal assets and liabilities. Our principal address is 2180 Executive Circle, Colorado Springs, Colorado 80906, and our telephone number at that address is (719) 391-4564. In this Prospectus, reference to the terms "Military Resale Group," "we," "us" and "the company" refer collectively to Military Resale Group, Inc. (a New York corporation) unless otherwise indicated.

ABOUT THIS OFFERING

We are offering up to 5,000,000 shares of common stock at a price of \$1.00 per share. At June 15, we had 9,672,127 shares of common stock issued and outstanding. If we were to sell all of the shares offered by us in this offering, there would be 14,672,127 shares of common stock outstanding after the offering. There is no underwriter of this offering. We are offering the shares on a best efforts, no minimum basis. This means that, although we are offering up to 5,000,000 shares, we are not required to sell a specified number of shares in this offering prior to accepting any subscriptions. As a result, we may only sell a nominal amount of shares and receive minimal proceeds from this offering. In addition, we may terminate the offering at any time before we have sold all 5,000,000 shares. We will not escrow any of the proceeds we receive from this offering. There is no minimum offering and the proceeds from any subscription accepted by us will be immediately available to us. We may reject any subscription in whole or in part. If we reject a subscription we will return the investor's check or other funds without deduction and without the payment of any interest.

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Common Stock Offered.....	5,000,000 shares
Common Stock Outstanding Immediately	
Prior to the Offering.....	9,672,127 shares (1)
Common Stock to be Outstanding Following	
the Offering.....	14,672,127 (1) (2)
Use of Proceeds.....	The net proceeds of this offering will be used (i) to acquire an inventory control system, (ii) for sales and marketing, (iii) to repay indebtedness; (iv) for acquisitions and new business development; and (v) for working capital and general corporate purposes. See "Use of Proceeds"
OTC Bulletin Board Ticker Symbol.....	MYRG

- (1) Does not include (i) 1,100,000 shares reserved for issuance upon the exercise of outstanding options and (ii) up to 3,255,000 shares issuable upon the conversion of outstanding bridge notes.
- (2) Assumes the sale of all 5,000,000 shares of our common stock offered in this Offering.

SELECTED FINANCIAL INFORMATION

The selected financial information presented below is derived from and should be read in conjunction with our financial statements, including notes thereto, appearing elsewhere in this Prospectus. See "Financial Statements."

MILITARY RESALE GROUP, INC.

SUMMARY OPERATING INFORMATION

	FISCAL YEAR ENDED DECEMBER 31,		TH END
	2000	2001	2001
	----	----	----
Total Revenues.....	\$ 4,480,305	\$4,851,433	\$1,090,4
Net loss.....	(13,673)	(465,994)	(97,4
Net loss per common share.....	(0.00)	(0.08)	(0.
Weighted average number of common shares outstanding.....	5,360,000	5,644,584	5,360,0

SUMMARY BALANCE SHEET INFORMATION

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	DECEMBER 31,		MARCH 31,
	2000	2001	2002
	----	----	----
Working capital.....	\$ (144,024)	\$ (614,133)	\$ (702,640)
Total assets.....	650,343	913,013	958,412
Total liabilities.....	709,892	1,425,856	1,567,195
Stockholders' equity.....	(59,549)	(512,843)	(608,783)

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RISK FACTORS

YOU SHOULD CAREFULLY CONSIDER THE RISKS DESCRIBED BELOW BEFORE BUYING SHARES IN THIS OFFERING. IF ANY OF THE FOLLOWING RISKS ACTUALLY OCCUR, OUR BUSINESS, RESULTS OF OPERATIONS AND FINANCIAL CONDITION COULD BE SERIOUSLY HARMED, THE TRADING PRICE OF OUR COMMON STOCK COULD DECLINE AND YOU MAY LOSE ALL OR PART OF YOUR INVESTMENT.

OUR OPERATING HISTORY IS LIMITED, SO IT WILL BE DIFFICULT FOR YOU TO EVALUATE OUR BUSINESS IN MAKING AN INVESTMENT DECISION.

Although, we were incorporated in 1983, we commenced operations in our current line of business in November 2001 (at which time we acquired Military Resale Group, Inc., a Maryland corporation that commenced operations in November 1998) and have a limited operating history. We are still in the early stages of our development, which makes the evaluation of our business operations and our prospects difficult. Before buying our common stock, you should consider the risks and difficulties frequently encountered by early stage companies. These risks and difficulties, as they apply to us in particular, include:

- o potential fluctuations in operating results and uncertain growth rates;
- o limited market acceptance of the products we distribute;
- o concentration of our revenues in a single market;
- o our dependence on the military market for most of our revenue;
- o our need to expand our direct sales force;
- o our need to manage rapidly expanding operations; and
- o our need to attract and train qualified personnel.

WE HAVE INCURRED LOSSES SINCE INCEPTION AND WE MAY BE UNABLE TO ACHIEVE PROFITABILITY OR GENERATE POSITIVE CASH FLOW.

We incurred net losses of \$13,673 in 2000, \$465,994 in 2001 and \$188,940 in the first quarter of 2002 and we may be unable to achieve profitability in the future. If we continue to incur net losses in future periods, we may be unable to achieve one or more key elements of our business strategy, including the following:

- o increase the number of products we distribute;

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- o increase our sales and marketing activities, including the number of our sales personnel;
- o increase the number of regions in which we distribute products; or
- o acquire additional distributorships.

As of March 31, 2002, we had an accumulated deficit of approximately \$864,683. We may not achieve profitability if our revenues increase more slowly than we expect, or if operating expenses exceed our expectations or cannot be adjusted to compensate for lower than expected revenues. If we do achieve profitability, we may be unable to sustain or increase profitability on a quarterly or annual basis. Any of the factors discussed above could cause our stock price to decline.

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WE CANNOT BE ASSURED THAT WE WILL BE ABLE TO MAINTAIN OR INCREASE THE NUMBER OF PRODUCERS AND MANUFACTURERS FOR WHOM WE DISTRIBUTE AND SELL PRODUCTS.

Although we have good working relationships with our principal suppliers, we do not have long-term arrangements with these entities. Our relationships with the suppliers for which we distribute products may be terminated at any time by any supplier. Therefore, we cannot be assured that we will be able to maintain a business relationship with the producers and manufacturers for whom we currently distribute and sell products. Any disruption in our relationship with the producers and manufacturers for which we distribute goods could result in the termination of our representation of such producers and manufacturers and their products, which would reduce our revenues and our prospects for achieving profitability.

THE LOSS OF ANY MAJOR SUPPLIER COULD DRAMATICALLY REDUCE OUR REVENUES.

We derive a significant portion of our revenues from the distribution of products that are supplied by a limited number of suppliers. The loss of any major supplier could dramatically reduce our revenues. In 2000, products supplied by Tyson Foods, Inc. accounted for approximately 48% of our revenues, products supplied by Jimmy Dean Foods accounted for approximately 12% of our revenues and products supplied by another supplier accounted for approximately 9% of our revenues. In 2001 and during the first quarter of 2002, products supplied by Tyson Foods Inc. accounted for approximately 46% of our revenues, products supplied by S&K Sales, Inc. accounted for approximately 14% of our revenues and products supplied by Jimmy Dean Foods, Inc. accounted for approximately 10% of our revenues.

VARIOUS CHANGES IN THE DISTRIBUTION AND RETAIL MARKETS IN WHICH WE OPERATE HAVE LED AND MAY CONTINUE TO LEAD TO REDUCED SALES AND MARGINS AND LOWER PROFITABILITY FOR OUR CUSTOMERS AND, CONSEQUENTLY, FOR US.

The distribution and retail markets in which we operate are undergoing accelerated change as distributors and retailers, including military commissaries, seek to lower costs and provide additional services in an increasingly competitive environment. An example of this is the growing trend of large self-distributing chains consolidating to reduce costs and gain efficiencies. Eating away from home and alternative format food stores, such as warehouse stores and supercenters, have taken market share from traditional supermarket operators, including military commissaries, some of which are our

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customers. Venders, seeking to ensure that more of their promotional fees and allowances are used by retailers to increase sales volume, increasingly direct promotional dollars to large self-distributing chains. We believe that these changes have led to reduced sales, reduced margins and lower profitability among many of our customers and, consequently, for us.

OUR SALES MAY DECLINE UPON A GENERAL DECREASE IN THE PRICE OF CONSUMABLE GOODS OR AN ECONOMIC DOWNTURN.

We derive most of our revenues from the consumable goods distribution industry. This industry is characterized by a high volume of sales with relatively low profit margins. A significant portion of our sales are at prices that are based on product cost plus a percentage markup. Consequently, our sales may be decline when the price of consumable goods go down, even though our percentage markup may remain constant. The consumable goods industry is also sensitive to national and regional economic conditions, and the demand for our consumable goods has declined from time to time by economic downturns. Additionally, our distribution business is sensitive to increases in fuel and other transportation-related costs.

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REDUCTIONS IN THE ARMED FORCES MAY LEAD TO LOWER DEMAND FOR THE PRODUCTS WE DISTRIBUTE AND SELL.

We distribute and sell products for resale to active and retired military personnel. Since the end of the Cold War, the United States has streamlined its Armed Forces by reducing the number of military personnel and closing military bases. Reductions in funding for force modernization and military end strength have outpaced reductions in support services and overhead. Proposals have been made to decrease the cost to taxpayers of operating commissaries, including:

- o increasing the surcharge charged to commissary patrons;
- o merging commissaries with exchanges; and
- o privatizing the commissary system.

Funding for commissaries has decreased since the early 1990s. In October 1996, DeCA became a "Performance Based Operation," which has resulted in DeCA's obtaining special waivers from Federal procurement regulations for the purpose of striving to operate more efficiently by adopting some characteristics of private-sector companies. The impact of these trends on our business is uncertain and could lead to reduced demand for the products we distribute and sell.

THERE IS NO MINIMUM NUMBER OF SHARES TO BE SOLD IN THIS OFFERING AND THERE IS A RISK THAT WE WILL BE UNABLE TO SELL A SUFFICIENT NUMBER OF SHARES TO ENABLE US TO CARRY OUT OUR BUSINESS PLAN.

There is no minimum number of shares of common stock that we must sell in this offering prior to the initial closing, and we expect to accept subscriptions for shares of common stock as they are received. In addition, this offering is a self-underwritten offering, and therefore there is no guarantee that we will sell all or any part of the shares offered in this offering. As a result, there can be no assurance that we will raise sufficient funds in this offering to carry out our business plan as currently proposed, or that the net proceeds from the initial subscriptions for shares will be in an amount

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sufficient to enable us to continue operations in any meaningful manner.

WE MAY NEED ADDITIONAL FINANCING TO IMPLEMENT OUR BUSINESS PLAN.

Assuming at least 500,000 shares of common stock offered hereby are sold in this offering, we believe the net proceeds from this offering, together with our projected cash flow from operations, will be sufficient to fund our operations as currently conducted for at least the next 12 months. Such belief, however, cannot give rise to an assumption that our cost estimates are accurate or that unforeseen events will not occur that will require us to seek additional funding to meet our operational needs. As a result, we may require substantial additional financing in order to implement our business objectives. There can be no assurances that we will be able to obtain additional funding when needed, or that such funding, if available, will be obtainable on terms we find acceptable. In the event our operations do not generate sufficient cash flow, or we cannot obtain additional funds if and when needed, we may not be able to:

- o attract additional suppliers;
- o expand into additional regions;
- o develop or enhance our product line;
- o take advantage of future opportunities; or
- o respond to competitive pressures or unanticipated requirements.

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For additional information on our anticipated future capital requirements, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources."

OUR RELATIONSHIPS WITH THIRD PARTY BROKERS TO STOCK AND DISPLAY THE PRODUCTS WE DISTRIBUTE MAY BE TERMINATED AT ANY TIME.

We rely on a network of brokers to ensure that sufficient inventories of products are received by commissaries and exchanges and that products are properly stocked and displayed. Our arrangements with brokers may be terminated at any time by any broker. Although we have good working relationships with our brokers, there can be no assurance that we will be successful in maintaining our existing arrangements with brokers or in acquiring, or entering into arrangements with, additional brokers. In addition, we do not have exclusive relationships with the brokers we utilize. Many of these brokers may represent other products in addition to the products we distribute. There can be no assurance that the representation by brokers of multiple products does not result in conflicts of interest.

WE CARRY ONLY A LIMITED AMOUNT OF PRODUCT LIABILITY INSURANCE AND ANY SIGNIFICANT PRODUCT LIABILITY CLAIM MAY IMPAIR OUR ABILITY TO FUND CURRENT OPERATIONS OR PREVENT US FROM CARRYING OUT OUR STRATEGIC PLANS.

The marketing and sale of products of the type we distribute entails a risk of product liability claims by consumers and others. Although we have obtained product liability insurance in the amount of \$2,000,000, there is no assurance that such policy will be sufficient to cover us against all possible liabilities or that the policy can be maintained in force at a cost we find acceptable. In the event of a successful product liability claim against us, lack or insufficiency of insurance coverage could impair our ability to fund current

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operations or prevent us from carrying out our strategic plans.

FLUCTUATIONS IN OUR QUARTERLY OPERATING RESULTS MAY CAUSE OUR STOCK PRICE TO DECLINE.

Our quarterly operating results have varied significantly in the past and will likely fluctuate significantly in the future. Significant annual and quarterly fluctuations in our results of operations may be caused by, among other factors:

- o the volume of revenues we have generated;
- o the timing of our announcements for the distribution of new products, and any such announcements by our competitors;
- o the acceptance of the products we distribute in the military marketplace; and
- o general economic conditions.

There can be no assurance that the level of revenues and profits, if any, achieved by us in any particular fiscal period will not be significantly lower than in other, including comparable, fiscal periods. We believe quarter-to-quarter comparisons of our revenues and operating results are not necessarily meaningful and should not be relied on as indicators of future performance. Operating expenses are based on management's expectations of future revenues and are relatively fixed in the short term. We plan to increase operating expenses to:

- o expand our product line;
- o expand our sales and marketing operations;
- o increase our services and support capabilities; and

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- o improve our operational and financial systems.

If our revenues do not increase along with these expenses, our operating margins will decline and our net losses in a given quarter would be larger than expected. It is possible that in some future quarter our operating results may be below the expectations of public market analysts or investors, which could cause a reduction in the market price of our common stock.

WE MAY PURSUE ACQUISITIONS THAT, BY THEIR NATURE, PRESENT RISKS AND THAT MAY NOT BE SUCCESSFUL.

Our growth strategy includes the acquisition of additional distributors and, possibly, of brokers in the business of selling consumer goods in the military market. Our ability to accomplish our acquisition strategy will depend upon a number of factors including, among others, our ability to:

- o identify acceptable acquisition candidates;
- o consummate the acquisition of such businesses on terms that we find acceptable;

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- o retain, hire and train professional management and sales personnel at each such acquired business; and
- o promptly and profitably integrate the acquired business operations into our then-existing business.

No assurance can be given that we will be successful with respect to such factors or that any acquired operations will be profitable or be successfully integrated into our then-existing business without substantial costs, delays or other problems. In addition, to the extent that consolidation becomes more prevalent in the industry, the prices for attractive acquisition candidates may be bid to higher levels. In any event, there can be no assurance that businesses acquired in the future will achieve sales and profitability that justify the investments we make therein.

THE LOSS OF THE SERVICES OF ETHAN D. HOKIT, OUR PRESIDENT, COULD IMPAIR OUR ABILITY TO SUPPORT CURRENT OPERATIONS AND DEVELOP NEW BUSINESS.

Our success will be dependent on the efforts of Ethan D. Hokit, our President. We have no employment agreement with Mr. Hokit. In addition, we have no key man life insurance on the life of any of our employees, and we have not entered into any employment agreements or non-competition arrangements with any of our key personnel. Our key personnel at the present time, however, are our executive officers and directors, and we believe such persons have certain fiduciary obligations to our company. The loss of the services of Mr. Hokit, or our inability to attract and retain other qualified personnel could impair our ability to support current operations and develop new business.

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OUR PRINCIPAL STOCKHOLDERS HAVE SIGNIFICANT VOTING POWER AND MAY TAKE ACTIONS THAT MAY NOT BE IN THE BEST INTERESTS OF OUR OTHER STOCKHOLDERS.

Assuming all shares of common stock offered hereby are sold in this offering, upon completion of this offering our executive officers and directors and their affiliates will beneficially own, in the aggregate, approximately 23.7% of our outstanding common stock. As a result, these stockholders will be able to exercise significant control over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, which could delay or present an outside party from acquiring or merging with us. In the event we sell less than half (2,500,000) of the shares offered hereby, our executive officers and directors and their affiliates will beneficially own more than 28% of our outstanding stock. For a full presentation of the equity ownership of these stockholders, see "Principal Stockholders."

OUR STOCK PRICE MAY BE VOLATILE AND YOU MAY NOT BE ABLE TO RESELL YOUR SHARES AT OR ABOVE THE PUBLIC OFFERING PRICE.

There has been only a limited public market for our common stock prior to this offering. The public offering price for our common stock has been determined arbitrarily by our management and bears no relationship to our assets, book value, net worth or other economic or recognized criteria of value. This public offering price may vary from the market price of our common stock after the offering. If you purchase shares of common stock, you may not be able to resell those shares at or above the public offering price. The market price of our common stock may fluctuate significantly in response to factors, some of which are beyond our control, including the following:

- o actual or anticipated fluctuations in our operating results;

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- o changes in market valuations of other companies in our industry;
- o announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments;
- o additions or departures of key personnel; and
- o sales of common stock in the future.

In addition, the stock market has experienced extreme volatility that often has been unrelated to the performance of particular companies. These market fluctuations may cause our stock price to fall regardless of our performance.

You should read the information under the heading "Market For Common Equity and Related Shareholder Matters" for a more complete discussion of the factors that were considered in determining the public offering price of our common stock.

YOU WILL EXPERIENCE IMMEDIATE AND SUBSTANTIAL DILUTION IN THE BOOK VALUE OF YOUR SHARES.

The public offering price is expected to be substantially higher than the book value per share of our outstanding common stock immediately after this offering. For example, if we sell all 5,000,000 shares offered hereby and you purchase common stock in this offering, you will incur immediate dilution of approximately \$0.71 in the book value per share of our common stock from the price you pay for our common stock. If we sell half (2,500,000) of the shares offered hereby, you will incur immediate dilution of approximately \$0.86 in such book value per share, and if we sell only 500,000 of the shares offered hereby, you will incur immediate dilution of \$0.97 in such book value per share. For additional

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information on these calculations, see "Dilution."

WE FACE SIGNIFICANT COMPETITION FROM COMPETITORS WITH GREATER RESOURCES THAN OURS.

We operate in a highly competitive industry. Many companies are engaged in the sale and distribution of consumer products to the military market, and we compete on the basis of price, quality and assortment, schedules and reliability of deliveries and the range and quality of services provided. Many of our competitors have financial resources, research and development capabilities, marketing staffs and facilities substantially greater than ours.

SUBSTANTIAL FUTURE SALES OF OUR COMMON STOCK IN THE PUBLIC MARKET MAY DEPRESS OUR STOCK PRICE.

We currently have 8,316,973 shares of our common stock outstanding that are "restricted securities," as that term is defined under Rule 144 promulgated under the Securities Act of 1933, as amended (the "Securities Act"). In general, under Rule 144, a person who has satisfied a one-year holding period may, under certain circumstances, sell within any three-month period a number of shares of common stock that does not exceed the greater of 1% of the then outstanding shares of our common stock or the average weekly trading volume in such shares during the four calendar weeks prior to such sale. Rule 144 also permits, under certain circumstances, the sale of shares without any quantity or other

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limitation by a person who is not one of our affiliates and who has satisfied a two-year holding period. Any substantial sale of restricted securities under Rule 144 could significantly depress the market price of our common stock. In addition, the sale of these shares could reduce demand for our shares in the event we seek to raise capital through the additional sale of stock.

We have reserved 1,500,000 shares of our common stock for issuance to key employees, officers, directors and consultants pursuant to options granted or available for grant under our existing equity incentive plan. As of June 15, 2002, options to purchase an aggregate of 1,100,000 shares of our common stock for issuance upon exercise of options issued to consultants to the company. In addition, we have reserved 3,255,000 shares of common stock for issuance upon the conversion of bridge notes issued to creditors of the Company. The existence of any outstanding options issued under equity incentive plan, and other options or warrants or convertible bridge notes may prove to be a hindrance to future financings, since the holders of such warrants and options or convertible bridge notes may be expected to exercise or convert them (as the case may be) at a time when we would otherwise be able to obtain additional equity capital on terms we would find more favorable.

WE DO NOT INTEND TO PAY DIVIDENDS ON OUR COMMON STOCK IN THE FORESEEABLE FUTURE.

The holders of our common stock are entitled to receive dividends when, as and if declared by our board of directors out of funds legally available therefor. To date, we have not paid any cash dividends. Our board of directors does not intend to declare any cash dividends in the foreseeable future, but instead intends to retain all earnings, if any, for use in our business operations.

OUR COMMON STOCK IS SUBJECT TO SPECIAL REGULATIONS GOVERNING THE SALE OF PENNY STOCKS, WHICH COULD MAKE IT MORE DIFFICULT FOR YOU TO SELL YOUR SHARES IN THE FUTURE.

Our stock is considered a penny stock. Penny stocks are subject to special regulations, which may make them more difficult to trade on the open market.

Our common stock trades on the OTC Bulletin Board under the ticker symbol "MYRG." Securities in the OTC market are generally more difficult to trade than those on the Nasdaq National

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Market, the Nasdaq SmallCap Market or the major stock exchanges. In addition, accurate price quotations are more difficult to obtain. Additionally, our common stock is subject to special regulations governing the sale of a penny stock.

A "penny stock," is defined by regulations of the Securities and Exchange Commission as an equity security with a market price of less than \$5.00 per share. However, an equity security with a market price under \$5.00 will not be considered a penny stock if it fits within any of the following exceptions, which are not applicable to our securities:

- o The equity security is listed on Nasdaq or a national securities exchange;
- o The issuer of the equity security has been in continuous operation for less than three years, and either has (a) net tangible assets of at least \$5,000,000, or (b) average annual revenue of at least \$6,000,000; or

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- o The issuer of the equity security has been in continuous operation for more than three years, and has net tangible assets of at least \$2,000,000.

If you buy or sell a penny stock, these regulations require that you receive, prior to the transaction, a disclosure explaining the penny stock market and associated risks. Furthermore, trading in our common stock would be subject to Rule 15c-9 of the Exchange Act, which relates to non-Nasdaq and non-exchange listed securities. Under this rule, broker-dealers who recommend our securities to persons other than established customers and accredited investors must make a special written suitability determination for the purchaser and receive the purchaser's written agreement to a transaction prior to sale.

Penny stock regulations will tend to reduce market liquidity of our common stock, because they limit the broker-dealers' ability to trade, and a purchaser's ability to sell the stock in the secondary market. The low price of our common stock will have a negative effect on the amount and percentage of transaction costs paid by individual shareholders. The low price of our common stock may also limit our ability to raise additional capital by issuing additional shares. There are several reasons for these effects. First, the internal policies of many institutional investors prohibit the purchase of low-priced stocks. Second, many brokerage houses do not permit low-priced stocks to be used as collateral for margin accounts or to be purchased on margin. Third, some brokerage house policies and practices tend to discourage individual brokers from dealing in low-priced stocks. Finally, broker's commissions on low-priced stocks usually represent a higher percentage of the stock price than commissions on higher priced stocks. As a result, our shareholders will pay transaction costs that are a higher percentage of their total share value than if our share price were substantially higher.

WE MAY FAIL TO CONTINUE AS A GOING CONCERN.

Our audited financial statements have been prepared on the assumption that we will continue as a going concern. Our independent auditors have indicated in its report on our 2001 financial statements that our recurring losses from operations and our difficulties in generating sufficient cash flow to meet our obligations and sustain our operations raise substantial doubt about our ability to continue as a going concern. If we fail to continue in business, you will lose your investment in the shares offered hereby.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements under "Prospectus Summary," "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Business," and elsewhere in this prospectus constitute forward-looking statements. These statements involve risks known to us, significant uncertainties, and other factors which may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by those forward-looking statements.

You can identify forward-looking statements by the use of the words "may," "will," "should," "could," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "intends," "potential," "proposed," or "continue" or the negative of those terms. These statements are only predictions. In

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evaluating these statements, you should specifically consider various factors, including the risks outlined above. These factors may cause our actual results to differ materially from any forward-looking statement.

Although we believe that the exceptions reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.

USE OF PROCEEDS

We expect to incur expenses in connection with this offering of approximately \$175,000 for our legal fees, accounting fees, printing, Blue Sky legal and filing fees and other miscellaneous expenses. The net proceeds of this offering, estimated to be \$4,825,000 if the maximum of 5,000,000 shares is sold, \$3,575,000 if 75% (3,750,000) of the shares are sold, \$2,325,000 if 50% (2,250,000) of the shares are sold, \$1,075,000 if only 25% (1,250,000) of the shares are sold and \$325,000 if 10% (500,000) of the shares are sold, are expected to be allocated as follows:

	500,000 SHARES	1,250,000 SHARES	2,500,000 SHARES	3,750,000 SHARES
Acquisition of Inventory Control System.....	\$ 200,000	\$ 200,000	\$ 200,000	\$ 200,000
Sales and marketing.....	--	--	200,000	400,000
Repayment of indebtedness (1)...	--	550,000	550,000	550,000
Acquisitions and new business development.....	--	--	250,000	500,000
Working capital.....	125,000	325,000	1,125,000	1,925,000
	-----	-----	-----	-----
Totals.....	\$ 325,000	\$ 1,075,000	\$ 2,325,000	\$ 3,575,000
	=====	=====	=====	=====

-
- (1) Includes interest and principal on \$150,000 aggregate principal amount of convertible bridge notes that mature on December 31, 2002 and bear interest at 8% per annum prior to June 30, 2002 and 9% per annum thereafter. In the event any holders of such convertible bridge notes elect to convert all or a portion of the principal and interest due on such notes into shares of our common stock pursuant to the terms of such notes, the net proceeds allocated to the repayment of such indebtedness will be reallocated to working capital purposes.

As reflected in the table above, if at least 1,250,000 shares are sold in this offering, we intend to use approximately \$550,000 for the repayment of indebtedness. Of such amount, approximately \$190,000 will be used to repay a portion of our outstanding indebtedness to our officers and directors or their respective affiliates, of which, at June 15, 2002, approximately \$60,000 of principal was owed to Shannon Investments, Inc., one of our principal shareholders that is controlled by Edward T. Whelan, our Chairman of the Board and Chief Executive Officer, and approximately \$100,000 of principal was owed to Oncor Partners, Inc., a company of which Mr. Whelan is President and Mr. Whelan and Edward Meyer, Jr., one of our principal shareholders are the sole

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shareholders. The loan from Shannon Investments, Inc. bears interest at the rate of 10% per annum and is payable on demand. The loan from Oncor Partners, Inc. is non-interest bearing prior to any default and matures on August 14, 2002. The proceeds of the convertible bridge notes, which were issued between December 2001 and April 2002, and the loan from Oncor Partners Inc., which was made on August 14, 2001, were used for short-term working capital purposes.

If the net proceeds from this offering are less than \$1,075,000, such proceeds will be applied first to the acquisition of an inventory control system, next, up to \$125,000 will be applied for working capital purposes, and thereafter, to the extent necessary, to the repayment of the bridge note indebtedness discussed above. Any remaining net proceeds will be applied to working capital and for general corporate purposes. In the event we sell only a nominal number of shares offered hereby (500,000), the proceeds of such sale will be used to acquire an inventory control system and any remaining proceeds will be used for working capital purposes. We believe the net proceeds of the sale of at least 500,000 shares in this offering, together with anticipated revenues from sales of our products, will satisfy our capital requirements for at least the next 12 months.

The foregoing represents our current estimate of the uses of the net proceeds of this offering and is based on certain assumptions regarding our business, including the assumption that our sales and marketing plan can be accomplished at the projected costs. Future events, including the problems, delays, expenses and complications frequently encountered by companies which seek to establish new products or introduce products to a new market, as well as changes in economic, regulatory or competitive conditions, and the success of our marketing activities, may make shifts in the allocation of funds necessary or desirable. There can be no assurance that our estimates will prove to be accurate or that unforeseen expenses will not be incurred.

In the event that we do not sell at least 2,500,000 shares in this offering, we may be forced to alter, delay or abandon our acquisition strategy. In such case, we may decide to allocate funds to alternative uses, such as the direct purchase of warehouses and operating facilities in markets in which we seek to develop business. At this time, we have no pending or planned acquisitions.

DILUTION

If you purchase shares in this offering, you will experience immediate and substantial dilution in your investment. "Dilution" is the reduction in the value of a purchaser's investment and represents the difference between the price paid for the shares and the "net tangible book value" per share of the common stock acquired in the offering. Net tangible book value per share represents the book value of our tangible assets less the amount of our liabilities, divided by the number of shares of common stock outstanding.

At March 31, 2002, there were 7,805,004 shares of common stock issued and outstanding. Without taking into account any changes in our net tangible book value after that date other than to give effect to (i) the issuance of 1,993,573 additional shares of common stock upon the conversion of \$150,000 principal amount of our convertible bridge notes, the issuance of 73,550 additional shares of common

stock to consultants and the surrender by former consultants of 200,000 shares of common stock in settlement of claims, all subsequent to March 31, 2002 and

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(ii) the estimated net cash proceeds of \$4,825,000 from the sale of the 5,000,000 shares offered hereby (after deducting estimated expenses of the offering that total approximately \$175,000), at an offering price of \$1.00 per share, the amount of increase in net tangible book value as of that date attributable to the sale of shares offered hereby would have been \$0.29 per share, representing an immediate dilution to investors in this offering of \$0.71 per share and an immediate increase of \$0.35 per share to present shareholders.

The following table illustrates the per share dilution if we sell all 5,000,000 shares at a price of \$1.00 per share, less offering expenses of \$175,000.

Net tangible book value per share at March 31, 2002	\$(0.06)
Pro Forma net tangible book value per share after the offering ...	0.29
Pro Forma increase in net tangible book value per share	
attributable to investors in this offering	0.35
Pro Forma dilution per share to investors in the offering	0.71

The following table illustrates the per share dilution if we sell only 2,500,000 shares at a price of \$1.00 per share, less the offering expenses of \$175,000.

Net tangible book value per share at March 31, 2002	\$(0.06)
Pro Forma net tangible book value per share after the offering ...	0.14
Pro Forma increase in net tangible book value per share	
attributable to investors in this offering	0.20
Pro Forma dilution per share to investors in the offering	0.86

The following table illustrates the per share dilution if we sell only 500,000 shares at a price of \$1.00 per shares, less the offering expenses of \$175,000.

Net tangible book value per share at March 31, 2002	\$(0.06)
Pro Forma net tangible book value per share after the offering ...	(0.03)
Pro Forma increase in net tangible book value per share	
attributable to investors in this offering	0.03
Pro Forma dilution per share to investors in the offering	(0.97)

The following table summarizes the investments of all existing shareholders at June 15, 2002 and the new investors as of such date after giving effect to the sale of all of the shares offered hereby:

	Shares Purchased		Total Investment
	Number	Percent	
Existing Shareholders	9,672,127	65.9%	\$ 405,900
New Investors(1)	5,000,000	34.1%	5,000,000
Total	14,672,127	100.0%	\$5,405,900
	=====	=====	=====

(1) Assumes the sale of all 5,000,000 shares offered under this prospectus. The dilutive effect of the offering would be different if we are unsuccessful in selling all of the shares. For example, if we were to sell only (A) 500,000 shares in this offering, or (B) half of the shares offered by this prospectus, the investment by the new investors and existing shareholders

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would be as follows:

(A)	Shares Purchased		Total Investment
	Number	Percent	
Existing Shareholders	9,672,127	95.0%	\$405,900
New Investors	500,000	5.0%	500,000
Total	10,172,127	100.0%	\$905,900
	=====	=====	=====

(B)	Shares Purchased		Total Investment
	Number	Percent	
Existing Shareholders	9,672,127	79.5%	\$ 405,900
New Investors	2,500,000	20.5%	2,500,000
Total	12,172,127	100.0%	\$2,905,900
	=====	=====	=====

DETERMINATION OF OFFERING PRICE

Our management has arbitrarily determined the offering price of the shares offered hereby. The offering price bears no relationship to our assets, book value, net worth, or other economic or recognized criteria of value. You should not regard the offering price to be an indication of future market price of our securities. In determining the offering price, we considered factors such as the prospects for our products, our management's previous experience, our historical and anticipated results of operations and our present financial resources.

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MARKET FOR COMMON EQUITY AND RELATED SHAREHOLDERS MATTERS

MARKET FOR COMMON STOCK

Our common stock is traded on the OTC Bulletin Board under the symbol "MYRG."

Our shares began trading on the OTC Bulletin Board on January 10, 2001. Prior to that date, there was no public market for our shares.

The following table contains information about the range of high and low bid prices for our common stock for each full quarterly period since our shares began publicly trading, based upon reports of transactions on the OTC Bulletin Board.

	HIGH	LOW
	----	---
2001		
First Quarter (commencing January 10)	\$1.88	\$0.03
Second Quarter	0.75	0.20
Third Quarter	2.27	0.45
Fourth Quarter	1.32	0.32

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2002

First Quarter	1.54	0.31
Second Quarter (through June 13)	0.51	0.23

The source of these high and low prices was the OTC Bulletin Board. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commissions and may not represent actual transactions. The high and low prices listed have been rounded up to the next highest two decimal places.

The market price of our common stock is subject to significant fluctuations in response to variations in our quarterly operating results, our public announcements regarding our then-pending acquisition of Military Resale Group, general trends in the market for the products we distribute, and other factors, over many of which we have little or no control. In addition, board market fluctuations, as well as general economic, business and political conditions, may adversely affect the market for our common stock, regardless of our actual or projected performance. On June 13, 2002, the closing bid price of the common stock as reported by the OTC Bulletin Board was \$0.30 per share.

As of June 15, 2002, there were approximately 88 shareholders of record of our common stock.

DIVIDEND POLICY

We have not paid cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future.

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

OVERVIEW

The following discussion and analysis of the financial condition and results of operations should be read in conjunction with our financial statements and notes appearing elsewhere in this Prospectus. This discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those set forth below.

Prior to November 15, 2001, we did not generate any significant revenue and accumulated no significant assets, as we explored various business opportunities. On November 15, 2001, the date of the Reverse Acquisition, we acquired 98.2% of the issued and outstanding capital stock of Military Resale Group, Inc., a Maryland corporation ("MRG-Maryland"), in exchange for a controlling interest in our publicly-held "shell" corporation. For financial reporting purposes, MRG-Maryland was considered the acquirer in such transaction. As a result, our historical financial statements for any period prior to November 15, 2001 are those of MRG-Maryland.

RESULTS OF OPERATIONS

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THREE MONTHS ENDED MARCH 31, 2002 COMPARED TO THREE MONTHS ENDED MARCH 31, 2001

REVENUES. Total revenue for the three months ended March 31, 2002 of \$1,417,258 reflected an increase of \$326,851, or approximately 30.0%, compared to total revenue of \$1,090,407 for the three months ended March 31, 2001. Our revenues are derived in either one of two ways. In the majority of instances, we purchase products from manufacturers and suppliers for resale to the commissaries we service. In such cases, we resell the manufacturer's or supplier's products to the commissaries at generally the same prices we pay for such products, which prices generally are negotiated between the manufacturer or supplier and DeCA. Revenue is recognized as the gross sales amount received by us from such sales ("resale revenues"), which includes (i) the purchase price paid by the commissary plus (ii) a negotiated storage and delivery fee paid by the manufacturer or supplier. In the remaining instances, we act as an agent for the manufacturer or supplier of the products we sell, and earn a commission paid by the manufacturer or supplier, generally in an amount equal to a percentage of the manufacturer's or supplier's gross sales amount ("commission revenues"). In such cases, revenue is recognized as the commission we receive on the gross sales amount.

Resale revenue for the three months ended March 31, 2002 of \$1,357,584 reflected an increase of \$332,601, or approximately 30.0%, compared to resale revenue of \$1,024,983 for the three months ended March 31, 2001. For the three months ended March 31, 2002, approximately 66.5% of our gross profit was derived from sales involving resale revenue compared to 45.0% for the three months ended March 31, 2002. These increases were attributable primarily to the addition of the new products we began supplying to commissaries during the fourth quarter of fiscal 2001, including Slimfast, L'eggs, Bush Beans and Rayovac Batteries, which we sell on a resale basis, as well as the implementation of our long-term strategy to increase our ratio of sales of products we sell on a resale basis, rather than a commission basis, due to the payment discounts we often receive from the manufacturers and suppliers of the goods we purchase for resale.

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Commission revenue for the three months ended March 31, 2002 of \$59,674 reflected a decrease of \$5,750, or approximately 8.8%, compared to commission revenue of \$65,424 for the three months ended March 31, 2001. For the three months ended March 31, 2002, approximately 33.5% of our gross profit was derived from sale involving commission revenue compared to approximately 55.0% for the three months ended March 31, 2001. These decreases were attributable primarily to the implementation of our long-term strategy to increase our ratio of sales of products sold on a resale basis, rather than a commission basis. We cannot be certain as to whether or not these trends will continue; however, in the long term we are seeking to increase the ratio of our sales of products sold on a resale basis, rather than a commission basis, because we believe we can increase our profitability on such sales by taking advantage of payment discounts frequently offered by the manufacturers and suppliers of such products. To do so, we intend to continue to seek to add new products that we can offer to commissaries on a resale basis from our existing manufactures and suppliers and from others with whom we do not currently have a working relationship.

In January 2002, we entered into an agreement with Pfizer, Inc. to distribute, on a resale basis, approximately 114 SKUs supplied by Pfizer, including Listerine, Benadryl, Roloids and Zantac. In March 2002, we entered into an agreement with Playtex Products, Inc. to distribute, on a resale basis, approximately 70 SKUs manufactured or supplied by Playtex, including a line of feminine hygiene products and a line of infant feeding products. We have been advised by Pfizer, and verified with our customers, that sales by Pfizer in 2001

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to the commissaries we currently service amounted to approximately \$1 million. However, there can be no assurance that our sales of Pfizer products will reach such amount, and the amount of our actual sales of Pfizer products may differ materially from the amounts sold in 2001 as a result of one or more of the factors described above, among others.

Management believes our long-term success will be dependent in large part on our ability to add additional product offerings to enable us to increase our sales and revenues. However, we believe our ability to add additional product offerings is dependent on our ability to obtain increased capital to fund new business development and increased sales and marketing efforts. We are currently in discussions with a number of other manufacturers and suppliers in an effort to reach an agreement under which we can distribute their products to the military market. While there can be no assurance that we will do so, we believe we will be successful in negotiating agreements with a number of such suppliers and manufacturers, and that by the end of fiscal year 2002, aggregate monthly sales levels will reach at least \$1 million on an annualized basis. However, there can be no assurance that our sales will reach such projected amount, and the amount of our actual sales may differ materially from such projections as a result of one or more of the factors described above, among others.

To date, all of our sales revenue has been generated from customers located in the United States.

COST OF GOODS SOLD. Cost of goods sold consists of our cost to acquire products from manufacturers and suppliers for resale to commissaries. In instances in which we sell products on a commission basis, there is no cost of goods sold because we act as an agent for the manufacturer or supplier and earn only a commission on such sales. During the three months ended March 31, 2001, cost of goods sold increased by \$267,503, or approximately 27.5%, to \$1,238,921 from \$971,418 for the three months ended March 31, 2001. This increase was attributable primarily to the addition of new products that we sell on a resale basis. We cannot be certain as to whether or not this trend will continue; however, in the long term we are seeking to increase the ratio of our sales on a resale basis, as discussed above.

GROSS PROFIT. Gross profit for the three months ended March 31, 2002 increased by \$59,348, or approximately 49.6%, compared to the three months ended March 31, 2001, from \$118,989 for the three months ended March 31, 2001 to \$178,337 for the year ended March 31, 2002.

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This increase was attributable primarily to the addition of new products that we purchase for resale to the commissaries we service.

OPERATING EXPENSES. Total operating expenses aggregated \$361,107 for the three months ended March 31, 2002 as compared to \$215,146 for the three months ended March 31, 2001, representing an increase of \$145,950, or approximately 67.9%. The increase in total operating expenses for the three month period ended March 31, 2002 was attributable primarily to increased professional fees of \$85,230 resulting primarily from the costs of the preparation of a registration statement under the Securities Act of 1933 relating to this offering; and increased occupancy expense of approximately \$29,000 resulting from our move to larger office and warehouse facilities in September 2001.

NET LOSS. For the reasons discussed above, we incurred a net loss of

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\$188,940 for the three months ended March 31, 2002 as compared to a net loss of \$97,422 for the three months ended March 31, 2001.

YEAR ENDED DECEMBER 31, 2001 COMPARED TO YEAR ENDED DECEMBER 31, 2000

REVENUE. Total revenue for the year ended December 31, 2001 of \$4,851,433 reflected an increase of \$371,128, or approximately 8.3%, compared to total revenue of \$4,480,305 for the year ended December 31, 2000. Resale revenue for the year ended December 31, 2001 of \$4,560,347 reflected an increase of \$528,072, or approximately 13.1%, compared to resale revenue of \$4,032,275 for the year ended December 31, 2000. For the year ended December 31, 2001, approximately 49.1% of our gross profit was derived from sales involving resale revenue compared to approximately 36.9% for the year ended December 31, 2000. These increases were attributable primarily to the addition of the new products we began offering during the 2001 period, as discussed above, as well as the implementation of our long term strategy to increase the ratio of sales on a resale basis rather than a commission basis.

Commission revenues for the year ended December 31, 2001 of \$291,086 reflected a decrease of \$156,944, or approximately 35%, compared to commission revenues of \$448,030 for the year ended December 31, 2000. For the year ended December 31, 2001, approximately 50.9% of our gross profit was derived from sales involving commission revenues as compared to approximately 63.1% for the year ended December 31, 2000.

COST OF GOODS SOLD. During the year ended December 31, 2001, cost of goods sold increased by approximately \$509,355, or approximately 13.5%, to \$4,279,449 from \$3,770,094 for the year ended December 31, 2000. This increase was attributable primarily to the addition of new products in the 2001 fiscal year that we sell on a resale basis.

GROSS PROFIT. Gross profit for the year ended December 31, 2001 decreased by approximately \$138,227, or approximately 19.5%, compared to the year ended December 31, 2000, from \$710,211 for the year ended December 31, 2000 to \$571,984 for the year ended December 31, 2001. This decrease was attributable primarily to an increase in our inventory on hand as of December 31, 2001 compared to December 31, 2000.

OPERATING EXPENSES. Total operating expenses aggregated approximately \$1,026,223 for the year ended December 31, 2001 as compared to approximately \$711,763 for the year ended December 31, 2000, representing an increase of \$314,460, or approximately 43.4%. The increase in total operating expenses for the 2001 period was attributable primarily to increased professional fees of approximately \$103,000 resulting primarily from the costs of the Reverse Acquisition in November 2001 and the costs of the preparation of the registration statement under the Securities Act of 1933 relating to this offering;

increased occupancy expense of approximately \$75,000 resulting from our move to larger office and warehouse facilities in September 2001; increased salary and wages of approximately \$54,000 due primarily to the addition of office and warehouse personnel and, to a lesser extent, increased wages; and increased trucking expense of approximately \$42,000 due primarily to the addition of one truck and the renewal of two truck leases at higher rates.

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NET LOSS. Primarily as a result of the increased expenses and cost of goods sold discussed above, we incurred a net loss of \$465,994 for the year ended December 31, 2001 as compared to a net loss of \$13,673 for the year ended December 31, 2000.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2002, we had a cash balance approximately \$55,000. Our principal source of liquidity has been borrowings. In 2001, we funded our operations from borrowings of approximately \$195,000. In the fourth quarter of 2001 and the first quarter of 2002, we issued \$300,000 aggregate principal amount of convertible promissory notes (each a "Convertible Note") that mature on December 31, 2002 and bear interest at the rate of 8% per annum prior to June 30, 2002 and 9% per annum thereafter. In April 2002, \$150,000 aggregate principal amount of Convertible Notes was converted by the holders into an aggregate of 1,993,573 shares of our common stock. The remaining Convertible Notes are convertible at any time and from time to time by the noteholders into a maximum of 1,627,500 shares of our common stock (subject to certain anti-dilution adjustments) if the Convertible Notes are not in default, or a maximum of 3,255,000 shares of our common stock (subject to certain anti-dilution adjustments) if an event of default has occurred in respect of such notes. The terms of the Convertible Notes require us to register under the Securities Act of 1933 the shares our common stock issuable upon conversion of the Convertible Notes not later than December 31, 2002.

Our current cash levels, together with the cash flows we generate from operating activities, are not sufficient to enable us to execute our business strategy. As a result, we intend to seek additional capital through the sale of up to 5,000,000 shares of our common stock in this offering. In the interim, we are funding our operations based on our cash position and the near term cash flow generated from operations, as well as additional borrowings. These conditions raise substantial doubt about our ability to continue as a going concern.

In the event that we sell only a nominal number of shares (i.e. 500,000 shares) in this offering, we believe that the net proceeds of such sale, together with anticipated revenues from sales of our products, will satisfy our capital requirements for at least the next 12 months. However, we would require additional capital to implement fully our strategic plan to expand our distribution capabilities and product offerings, including any expansion resulting from acquisitions of other distributors to the military market. We currently have no pending or planned acquisitions.

Assuming that we receive a nominal amount of proceeds from this offering, we expect capital expenditures to be approximately \$200,000 during the next 12 months, primarily for the acquisition of an inventory control system. It is expected that our principal uses of cash during that period will be to provide working capital, to finance capital expenditures, to repay indebtedness and for other general corporate purposes, including sales and marketing and new business development. The amount of spending for any particular purpose is dependent upon the total cash available to us and the success of this offering.

At March 31, 2002, we had liquid assets of \$438,000, consisting of cash and accounts receivable derived from operations, and other current assets of \$397,000, consisting primarily of inventory of products for sale and/or

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distribution. Long term assets of \$177,000 consisted primarily of warehouse

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equipment used in operations.

Current liabilities of \$1.48 million at March 31, 2002 consisted of approximately \$1 million of accounts payable and \$387,500 for the current portion of notes payable, of which approximately \$120,000 was payable to our officers or our other affiliates.

Our working capital deficit was \$702,000 as of March 31, 2002 for the reasons described above.

During the year ended December 31, 2001 and the three months ended March 31, 2002, we used cash of \$84,000 and \$62,000, respectively, in operating activities primarily as a result of the net losses incurred during those periods.

During the year ended December 31, 2001 and the three months ended March 31, 2002, we used net cash of \$128,000 and \$2,000, respectively, in investing activities all of which was used for capital expenditures.

Financing activities, consisting primarily of short-term borrowings, provided net cash of \$211,000 and \$118,000 during the year ended December 31, 2001 and three months ended March 31, 2002, respectively.

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BUSINESS

OVERVIEW

We are a regional distributor of grocery and household items specializing in distribution to the military market. We distribute a wide variety of items, including fresh and frozen meat and poultry, seafood, frozen foods, canned and dry goods, beverages, dairy products, paper goods and cleaning and other supplies. Our operations are currently directed to servicing the commissary at each of six military installations located in Colorado, Wyoming and South Dakota, including the Air Force Academy located in Colorado Springs, Colorado. We are approved by the Department of Defense to contract with military commissaries and exchanges.

Military commissaries are large supermarket-type stores operated by the United States Defense Commissary Agency ("DeCA") to provide grocery items for sale to authorized patrons at the lowest practicable prices in facilities designed and operated under standards similar to those in commercial food stores. As of May 2002, there were 281 commissaries worldwide, of which 176 were located in the continental United States and 105 were located overseas. Commissaries are authorized by law to sell goods only to authorized patrons, which include the approximately 1.4 million active duty U.S. military personnel, their dependents and certain authorized reservists and retirees. As of May, 2002, these authorized patrons totaled approximately 13.7 million individuals. Annual worldwide commissary sales totaled more than \$5 billion in DeCA's 2001

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fiscal year.

The categories and varieties of merchandise that may be sold in a commissary is strictly regulated by DeCA, as is the cost at which items may be purchased for resale. Under DeCA regulations, all items sold through the commissary system must be sold at cost. The military commissary system is generally self-funded and receives an annual appropriation from Congress primarily to pay the salaries of those who work for the commissaries. Store operations are funded by a 5% surcharge (not a tax) levied on the total amount of the customers' purchases. The surcharge pays for new commissary construction and renovation, new equipment and maintenance, paper bags, shopping carts and other operating costs. In selling products at cost, commissaries are considered an integral part of the military's pay and compensation package.

The military exchange system consists of nearly two dozen separate business enterprises, including main exchange stores, convenience stores, package stores, food operations, gas stations, movie theaters and others, operated by the various military services for the benefit of military personnel and other qualified patrons. As of September 30, 2001, there were 570 "main exchanges" worldwide, and approximately 20,000 other exchange service-operated facilities. Annual sales from the exchange systems' worldwide business operations totaled approximately \$9.3 billion in fiscal year 2001. We do not currently sell products to any stores in the military exchange system; however, we plan to begin marketing to various businesses in the exchange system during the fourth quarter of 2002.

STRATEGIC PLAN

The Company's strategy is to establish itself as a leading provider of goods to the military market. To accomplish this, our management intends to execute the following:

EXPAND DISTRIBUTION CAPABILITIES. We currently direct our focus to the distribution of products to commissaries located in the Midwest Region of the United States, which represents only one of the seven DeCA regions. We do not currently sell to commissaries located overseas or to military exchanges. An important part of our strategic plan is to expand our distribution capabilities, both in the domestic and overseas markets, by acquiring or contracting with distributors, as opportunities permit.

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EXPAND PRODUCT OFFERINGS. Industry data indicate that the average number of items stocked by the typical civilian supermarket is approximately 18,000 as compared to approximately 13,000 for a commissary. We believe the discrepancy results primarily from the reluctance of certain large manufacturers and many medium and small manufacturers to undertake the administrative burden of obtaining DeCA's approval of products to be sold to commissaries. Under Federal procurement rules, a manufacturer may either represent itself or retain a third-party representative on an exclusive basis to negotiate, supply, invoice and otherwise manage its products within the DeCA system. Our management believes there are many additional manufacturers with products that would meet the DeCA procurement standards and are desirous of selling to the military but that are unable or unwilling to commit the personnel and other resources necessary to comply with the DeCA procurement regulations and procedures required to enable them to sell their products to military commissaries. We

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intend to continue marketing to manufacturers, suppliers and brokers in an effort to establish new relationships that will allow us to increase the amount and types of products we offer.

GROWTH THROUGH ACQUISITIONS. We intend to pursue an acquisition program to increase the number of our offered products, strengthen our ability to sell to the military exchange and commissary systems, and broaden our geographic reach to sell and distribute products in domestic and overseas regions that we do not currently service. We believe the industry in which we operate is highly fragmented, consisting primarily of small local brokers and distributors that limit their operations to a narrow range of offered products or distribute products only to commissaries or exchanges in selected regions. In view of the current state of the industry and the trend to centralize the management of the commissary system and enhance its cost-effectiveness, we believe significant opportunities are available to a business that can consolidate the capabilities and resources of a number of existing brokers and distributors in the military consumer goods market, including the cost savings that are inherent in a vertically integrated business. If at least 2,500,000 shares of our common stock are sold in this offering, we intend to implement our acquisition program. Once implemented, the rate at which we seek to acquire additional complementary businesses and the size of any such acquisitions will depend, to a significant degree, on the aggregate amount of net proceeds available to us from this offering.

Acquiring additional broker or distribution businesses will require additional capital and may have a significant impact on our financial position. We currently intend to finance future acquisitions by using our common stock for all or a portion of the consideration to be paid. In the event our common stock does not maintain sufficient value, or potential acquisition candidates are unwilling to accept our common stock as consideration for the sale of their businesses, we may be required to utilize more of our cash resources, if available, in order to continue our acquisition program. If we do not have sufficient cash resources, our growth could be limited unless we are able to obtain capital through the issuance of additional debt or the issuance of one or more series or classes of our equity securities, which could have a dilutive effect on our then-outstanding capital stock. We do not currently have a line of credit or other lending arrangement with a lending financial institution, and there can be no assurance that we will be able to obtain such an arrangement on terms we find acceptable or sufficient for our needs, if at all, should we determine to do so. Acquisitions could result in the accumulation of substantial goodwill and intangible assets, which may result in substantial amortization charges that could our reduce reported earnings.

Although we intend to perform a detailed investigation of each business that we acquire, there may nevertheless be liabilities that we fail or are unable to discover, including liabilities arising from non-compliance with environmental laws by prior owners, and for which we, as a successor owner, may be responsible. We will seek to minimize the impact of these liabilities by obtaining indemnities and warranties from the seller that may be supported by deferring payment of a portion of the purchase price. However, these indemnities and warranties, if obtained, may not fully cover the liabilities due to their

limited scope, amount or duration, the financial limitations of the indemnitor or warrantor, or other reasons. At this time there are no pending or planned

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acquisitions.

IMPROVE MANAGEMENT INFORMATION SYSTEMS. We are committed to improving our management information systems to enable management to more efficiently track sales and product shipments. We believe that, upon completion of this project, we will have achieved significant progress in creating an improved infrastructure capable of supporting expanded product offerings.

In the event we sell only a nominal number of shares offered hereby (500,000), the proceeds of such sale will be used to acquire an inventory control system and any remaining proceeds will be used for working capital purposes. We believe the net proceeds of the sale of at least 500,000 shares in this offering, together with anticipated revenues from sales of our products, will satisfy our capital requirements for at least the next 12 months.

PURCHASING AND SUPPLY

At December 31, 2001, we distributed an aggregate of over 3,325 Stock Keeping Units (SKUs) that we acquired from approximately 65 manufacturers or suppliers. Products distributed include fresh and frozen meat and poultry, seafood, frozen foods, canned and dry goods, beverages, dairy products, paper goods and cleaning and other supplies. In 2001, we distributed 39 SKUs supplied by Tyson Foods, Inc., 58 SKUs supplied by S&K Sales, Inc. and 24 SKUs supplied by Jimmy Dean Foods, and approximately 70% of our aggregate revenues was derived from the sale of products manufactured or supplied by such suppliers. In April 2002, we began distributing approximately 114 SKUs supplied by Pfizer, Inc., including Listerine, Benadryl, Roloids and Zantac.

Our agreements with our principal suppliers generally provide that we will act as their exclusive agent for the distribution of their products to specific military commissaries. Pursuant to our agreements with Pfizer, Inc., Tyson Foods, Inc. and Playtex, we purchase products for resale to commissaries. Under our agreement with S&K Sales, Inc., we sell and distribute products on a commission basis to commissaries. Our agreements with our principal suppliers and manufacturers are generally cancelable by the supplier or manufacturer upon notice of 60 days or less.

The majority of our revenues are derived from products that we purchase outright from manufacturers and resell to commissaries. In this arrangement, the manufacturer maintains an account with DeCA through the Electronic Data Interchange ("EDI") system. Generally, the manufacturer also selects the broker or brokers to merchandise the products and is actively involved in the sale of its products to commissaries/exchanges and the interaction between the commissaries/exchanges, the brokers and the distributors. Payment for products are remitted by DeCA to the manufacturer within seven days after the end of each roll-up period with respect to meats, 10 days with respect to dairy products and 23 days with respect to most other products.

For the year ended December 31, 2001 and the three months ended March 31, 2002, approximately 49.1%, and 66.5%, respectively, of our gross profit was derived from the sale of products acquired on a consignment basis. In a consignment sale, the manufacturer is involved in all facets of the transaction. It appoints and monitors brokers, maintains the account with DeCA, receives payment from DeCA, and pays us a fee based on a percentage of the purchase price paid by DeCA.

For the year ended December 31, 2001 and the three months ended March 31, 2002, approximately 50.9% and 33.5%, respectively, of our gross profit was

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derived from the purchase and sale of products in which we acted as principal and dealt directly with DeCA. In such instances, we purchase

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the product from manufacturers and resell such products to commissaries at negotiated prices. We, rather than the manufacturer, maintain an account with DeCA through the EDI system and receive payments directly from DeCA as if we were the manufacturer of the products.

We believe all of our suppliers have sufficient resources to continue supplying the products we distribute and do not foresee any shortage of product availability from any of our suppliers.

MARKETING AND CUSTOMER SERVICE

Our senior management is involved in maintaining relationships with key customers and securing new accounts. We also maintain good relationships with brokers, which have been an effective source of new products. We believe that our ability to consistently provide a high level of service makes us desirable to brokers who want to ensure on-time delivery of the products they represent. We rigorously monitor the quality of our service. Our personnel frequently visit the commissaries that we serve and we are in constant communication with commissaries in order to ensure on-time order fulfillment.

OPERATIONS AND DISTRIBUTION

Our operations can generally be categorized into two business processes: (i) product replenishment and (ii) order fulfillment. Product replenishment involves the management of logistics from the vendor location through the delivery of products to our distribution center. Order fulfillment involves all activities from order placement through delivery to the commissary location. We determine the quantities in which such products will be ordered from manufacturers. Order quantities for each product are systematically determined by us. Given our experience in managing our product flow, losses due to shrinkage, damage and product obsolescence represented less than 1/3 of 1% of 2001 net sales.

We work closely with the commissaries in order to optimize transportation from vendor locations to the distribution center. By utilizing our own trucks and our expertise in managing transportation, we can ensure on-time delivery of products on a cost-effective basis. We believe that we realize significant cost savings by the consolidation of products from more than one vendor or for use by more than one commissary. We also utilize a number of third party carriers to provide in-bound transportation services. None of these carriers is material to our operations.

We currently warehouse approximately 3,325 Stock Keeping Units (SKUs) for distribution to commissaries. Products are inspected at our distribution center upon receipt and stored in racks. Our distribution center includes approximately 28,746 square feet of dry storage space, 2,000 square feet of frozen storage space, and 2,000 square feet of refrigerated storage space, as well as offices for operating, sales and customer service personnel and a management information system.

We place a significant emphasis on providing a high service level in order fulfillment. We believe that by providing a high level of service and

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reliability, we reduce our costs by reducing the number of reorders and redeliveries. Each commissary places product orders based on recent usage, estimated sales and existing inventories. We have developed pre-established routes and pre-arranged delivery times with each customer. Product orders are placed with us six times a week either through our customer service representative or through electronic transmission using the EDI system. Approximately 60% of our orders are received electronically. Orders are generally placed on a designated day in order to coordinate with our pre-established delivery schedules. Processing and dispatch of each order is generally completed within seven hours of receipt and our standards require each order to be delivered to the customer within one hour of a pre-arranged delivery time.

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Products are picked and labeled at each distribution center. The products are placed on pallets for loading of outbound trailers. Delivery routes are scheduled to both fully utilize the trailers' load capacity and minimize the number of miles driven. We transport approximately 1,950 tons of product annually. Our trucks travel in excess of 139,000 miles annually.

THE MILITARY MARKET

GENERAL. The United States military market is composed of three main groups: the active members of the four branches of the United States military -- Army, Navy, Air Force and Marines; military retirees; and members of the military reserve. Including disabled veterans, overseas civil service personnel and dependents of all of these groups, and patrons of military commissaries and exchanges number over 13 million.

Accordingly to DeCA trade publications, active duty personnel generally are well-educated, well paid and sophisticated. They enjoy a high standard of living with excellent benefits, and, therefore, constitute an excellent market for a variety of goods and services. Military retirees consist of military personnel who retire after 20 years or more of service with full commissary and exchange privileges. Military retirees generally are younger than civilian retirees and tend to engage in second careers after retirement. As a result, they generally are affluent, and like active duty personnel, provide an excellent market for goods and services offered by commissaries and exchanges. Within the last several years, reservists were granted full commissary and exchange benefits while on active duty. Reservists for the most part mirror a cross-section of the general United States population. Generally, they do not shop at commissaries and exchanges as often as members of the other military groups, but tend to buy larger quantities at each trip.

The United States has streamlined its Armed Forces in the post-Cold War era. Despite these reductions, the United States military resale market continues to remain strong. In the fiscal year of DeCA ended September 30, 2001, total annual worldwide commissary and exchange sales was approximately \$14.3 billion, with approximately \$10.8 billion of these sales in the United States. Since 1945, there has been a major military build-down following each of World War II, the Korean War and the Vietnam war. The military market for consumer goods continued to prosper through each one. The post-Cold War reduction in manpower has not been as severe as previous reductions, and largely has been achieved by early retirement, and the curtailment of inductees. Retirees have earned and retained the privilege to shop in commissaries and exchanges, and Congress has elected to extend the shopping privilege to those forced out prior to retirement.

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THE COMMISSARY SYSTEM. Military commissaries are the supermarkets of the military. The stated mission of the commissary system is to provide grocery items for sale to authorized patrons at the lowest possible prices in facilities designed and operated like private-sector supermarkets. The assortment of brands of merchandise, however, is limited to those that meet the reasonable demands of commissary patrons, and commissaries currently are prohibited by law from carrying certain merchandise, including beer and wine and automotive supplies. Commissaries primarily stock and generally sell leading name brands and do not offer private label or unknown brands. In the case of many remote military bases, the commissary is the only source of groceries for military personnel.

Commissaries sell their products at prices equal to cost plus a five percent surcharge. The only promotional fee that commissaries can accept is a direct reduction in price. Commissaries are prohibited from accepting other promotional items offered to private-sector stores, such as slotting allowances, display allowances or volume rebates. The commissary system receives an annual appropriation from Congress that pays for the salaries of commissary personnel and for the purchase of consumer goods for resale.

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Store operations otherwise are funded from the five percent surcharge on purchases. Proceeds from the surcharge also pay for new commissary construction, renovation, new equipment and maintenance, shopping bags, shopping carts and various other items. Overseas commissaries also receive Federal funds for transportation and utility costs. Through payment of the surcharge, the patrons of the commissaries essentially have created a worldwide military shoppers' cooperative.

The benefit provided by commissaries is an integral part of the military's pay and compensation package. Recent re-enlistment surveys show that commissaries rank second in importance only to the medical/dental benefit. Commissaries are among the only benefits aimed exclusively at the military family. As commissaries are prohibited by law from selling any product below cost, certain items (those used as loss leaders by private-sector stores) may be priced lower at private sector stores. Nevertheless, the annual savings amounts to approximately 25%. It has been estimated that the commissary system results in approximately \$2 billion of annual savings for its patrons. As a result, based upon the annual Congressional appropriation of approximately \$1 billion available to DeCA, the commissary system provides one of the few government benefits that delivers more than two dollars in direct benefit to the beneficiary for every dollar spent by the taxpayer.

As of May 2002, there were a total of 281 commissaries worldwide, of which 176 were located in the continental United States. At such date, the average gross square footage of these commissaries was approximately 57,500, and the average monthly sales per square foot of selling space, a commonly used measure of efficiency of retail operations, was approximately double that of commercial supermarkets. In the fiscal year of DeCA ended September 30, 2001, total annual worldwide commissary sales were approximately \$5 billion, with approximately \$3.1 billion of these sales in the United States.

The table below shows the dollar volume of commissary sales over the three-year period ended September 30, 2001, as reported by the American Logistics Association.

FISCAL YEAR	WORLDWIDE STORE SALES (000S)
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2001	\$5,038,832
2000	\$5,038,880
1999	\$4,945,204

DeCA recently completed the implementation of a store modernization program that has resulted in the opening or reopening of five to ten new stores a year, each generating between 25% to 30% more business from the same trading area. We believe DeCA's efforts to modernize facilities and merchandising and provide easy access, shorter lines and more convenient hours at commissaries will all contribute to increased sales volume in the commissary system.

THE EXCHANGE SYSTEM. The military exchange system consists of nearly two dozen separate "businesses," including main exchange stores (department stores), convenience stores, package stores, food operations, gas stations, movie theaters, and others. The exchange system is a vast, logistically complex worldwide operation. Like the commissary system, the stated purpose of the exchange system is to improve the quality of life of military personnel and their families.

The exchange system is a "non-appropriated fund" government activity, and, therefore, does not receive taxpayer subsidies. It is self-sustaining and operates at a profit generated by patron purchases. After expenses, all exchange earnings are returned to patrons in the form of new and improved exchanges and dividends paid to the sponsoring service's morale, welfare and recreation ("MWR") funds.

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Appropriations by Congress only fund the cost of transporting goods from the United States to overseas military exchanges. All other costs and expenses, including building and operating costs, such as employees' salaries, are paid from exchange revenues. Unlike the commissary system, which is managed by one central governmental authority, each military service manages its own exchange program. These include the Army and Air Force Exchange Service (a joint military command), the Navy Exchange Service Command, the Marine Corps Retail Operations Branch, the Coast Guard and the Department of Veterans Affairs.

Military exchanges consistently are ranked by military personnel among the top benefits provided to the military community. As is the case with commissaries, exchanges are prohibited from pricing products below cost; therefore, certain items offered as "loss leaders" in private-sector stores may be priced below prices offered by exchanges. Notwithstanding this constraint, exchanges typically provide their customers with savings ranging from 20% to 25% compared to civilian mass-merchandisers and department stores.

At September 30, 2001, there were 570 "main exchanges" worldwide and approximately 20,000 exchange service-operated facilities. In the fiscal year of DeCA ended September 30, 2001, total annual worldwide exchange sales was approximately \$9.3 billion, with approximately \$7 billion of these sales in the United States. We do not currently sell products to any stores in the military exchange system; however, we plan to begin marketing to various businesses in the exchange system during the fourth quarter of 2002.

THE DEFENSE COMMISSARY AGENCY. DeCA, which is headquartered in Fort Lee, Virginia, was formed in October 1991 in an effort to consolidate the commissary system of each branch of the military into one efficient unit. Its stated

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mission is to ensure the commissary system provides United States military personnel and their families with needed groceries at the lowest possible price. DeCA's mission is recognized by many as essential to the military preparedness of the United States by assisting to maintain the morale, readiness and effectiveness of active duty troops, and by encouraging reenlistment of highly trained quality personnel.

DeCA is part of the Department of Defense ("DoD") under the Assistant Secretary of Defense for Personnel and Readiness. It manages the total resources of all DoD commissaries worldwide, including personnel, facilities, supplies, equipment and funds. In October 1996, DeCA became a Performance Based Operation ("PBO"). This resulted in DeCA's obtaining special waivers from Federal procurement regulations, thereby allowing it to operate more efficiently and to adopt some characteristics of private-sector companies. As a PBO, DeCA will be striving for progressive market excellence through its "SAVER 2000" initiative -- providing Service, Access, Value, Efficiency and Response to customers and taxpayers.

DeCA commands and centrally manages the commissary system through four commissary regions. Three regions are located in the continental United States and one in Europe. Daily operational support to the agency's regions, zone managers, commissaries and associated facilities is provided by an Operations Support Center located in Fort Lee, Virginia (the "OSC"), which is responsible for acquisitions, financial management, information technology/electronic commerce management, inventory management, food safety, marketing and transportation. All suppliers of goods to the commissary system are required to interface with the Marketing Business Unit (the "MBU") of the OSC, which combines several disciplines, such as operations, acquisition management and information management. The MBU is responsible for DeCA's electronic data interchange system, the preparation and administration of the resale ordering agreement used with suppliers, merchandising and marketing, and maintenance of the catalog master file, the list of products authorized to be carried by commissaries.

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The great majority of the DeCA buying and merchandising decisions for the seven DeCA regions are handled at DeCA's headquarters in Fort Lee, Virginia. Each region has its own Region Stock List ("RSL"). Within each RSL is a "Key Item List," which is a list of items that each store within that region should carry. Suppliers of brand name products must sell their products to the regional buyers to have their products included on that region's RSL. Once a product is listed on an RSL, it is the responsibility of the individual supplier to ensure that the product gets on the shelf. Many suppliers employ brokers, like us who function as sales representatives and provide a liaison with DeCA. Brokers also serve to promote the suppliers' products and ensure that the products are properly displayed and stocked on the shelf. Suppliers also contract with distributors who warehouse and ship the suppliers' products to the commissaries.

Any supplier wishing to sell a product in the commissary system must complete and submit a product application to DeCA. DeCA analyzes each proposed product on the basis of price, quality, anticipated demand and other factors. If the proposed product meets DeCA's requirements, it will be assigned a Local Stock Number, a product identification number ("LSN"), and included on one or more RSLs. If the product is unique to the tastes of a particular region or regions, it will be placed on the RSL for those regions only. Depending on the type of product, it may also be included on the Key Item List of one or more regions.

COMPETITION

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The military resale market is a highly competitive market that is served by several large distributors, most notably SuperValu, Inc., Nash Finch Company and Fleming Companies, Inc., but is otherwise highly fragmented with hundreds of small, privately-held firms operating in the various distribution layers. We face competition from local, regional and national distributors on the basis of price, quality and assortment, schedules and reliability of deliveries and the range and quality of services provided.

Because there are relatively low barriers to entry in the military resale market, we expect competition from a variety of established and emerging companies. Many of our competitors have longer operating histories, substantially greater financial, technical, marketing or other resources, or greater name recognition than we have. Our competitors may be able to respond more quickly than we can to new or emerging technologies and changes in customer requirements. In addition, consolidation in the industry, heightened competition among our vendors, new entrants and trends toward vertical integration could create additional competitive pressures that reduce our margins and adversely affect our business. If we fail to successfully respond to these competitive pressures or to implement our strategies effectively, it could have a material adverse effect on our financial condition and prospects.

PROPERTIES

Our corporate headquarters is located at our distribution center in Colorado Springs, Colorado. The lease for our distribution center and corporate headquarters includes approximately 32,748 square feet, of which approximately 1,000 square feet is used for our corporate headquarters. The lease expires in the year 2006. The annual rent for our distribution center is approximately \$180,000 per annum, with annual rental increases of approximately \$8,000 per year during the term of the lease.

EMPLOYEES

At June 15, 2002, we employed 16 persons on a full-time basis, of which two were management personnel, three were office staff and eleven were warehouse and distribution personnel. None of our

employees are members of a trade union. All of our employees are employed at our corporate offices and distribution center located in Colorado, Springs, Colorado.

LEGAL PROCEEDINGS

On October 31, 2001 an action captioned WAREHOUSE, LTD V. MILITARY RESALE GROUP, INC., Civil Action No. 01CV3230 was commenced against us and Ethan Hokit, our President and one of our directors, in the District Court, El Paso County, Colorado. In such action, the plaintiff, our former landlord, is seeking damages for an alleged breach of the terms of several lease agreements for office and warehouse space we occupied in Colorado Springs, Colorado. In its complaint, the plaintiff seeks judgment in the aggregate amount of \$122,632.29 for rent, restoration of the premises and other charges plus an undisclosed amount for

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late charges, litigation costs, costs of re-leasing the premises, reasonable attorneys' fees and interest. We filed an answer to the plaintiff's complaint in which we asserted affirmative defenses and made counterclaims against the plaintiff. Although this lawsuit is in its preliminary stages and the full amount of the plaintiff's claim has not been asserted, we believe the potential dollar amount of such claims will not have a material adverse effect on our overall operations. We intend to defend such lawsuit and pursue our counterclaims vigorously.

BUSINESS OF PREDECESSOR

MRG-Maryland, a Maryland corporation in which we acquired a 98.2% interest on November 15, 2001, was formed in October 1997 by Richard Tanenbaum, one of our directors. Prior to November 15, 2001, we were inactive and had nominal assets and liabilities. As MRG-Maryland was considered the acquirer in such acquisition for financial reporting purposes, our historical financial statements for any period prior to November 15, 2001, as well as the description of our business operations for such periods, are those of MRG-Maryland.

In connection with the acquisition, we issued an aggregate of 5,410,000 shares of our common stock to purchase approximately 98.2% of the outstanding capital stock of MRG-Maryland, including 2,210,050 shares to Xcel Associates, Inc., a corporation controlled by Edward T. Whelan, our Chairman of the Board and Chief Executive Officer, an aggregate of 400,000 shares to Shannon Investments, Inc., a corporation controlled by Mr. Whelan, an additional 1,039,950 shares directly to Mr. Whelan, an aggregate of 440,000 shares to Ethan D. Hokit, our President and one of our directors, and his wife, and 450,000 shares to Richard H. Tanenbaum, one of our directors.

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MANAGEMENT

OFFICERS AND DIRECTORS

The following table sets forth certain information with respect to each of our officers or directors as of June 15, 2002:

NAME ----	AGE ---	POSITION -----
Edward T. Whelan.....	51	Chairman of the Board and Chief Executive Officer
Ethan D. Hokit.....	63	President, Chief Operating Officer, Treasurer and Director
Richard H. Tanenbaum.....	54	Director and Secretary

EDWARD T. WHELAN was a co-founder of MRG-Maryland in October 1997 and served as its Chairman and Chief Executive Officer until the consummation of the Reverse Acquisition in November 2001, at which time he became our Chairman of the Board, Chief Executive Officer and Secretary. Mr. Whelan serves in such capacities in his capacity as a consultant and is not one of our employees. Since April 1998, Mr. Whelan has also served as the President and a principal stockholder of Xcel Associates, Inc., a company engaged in providing financial consulting to small and medium-sized companies and to high net worth

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individuals. From 1989 to December 2001, Mr. Whelan also served as President and a principal shareholder of Shannon Investments, Inc., a consulting firm to small and medium-sized companies. From 1968 to 1971, Mr. Whelan attended St. Peters College in Jersey City, New Jersey, where he majored in Economics. Mr. Whelan spends approximately 50% of his professional time performing consulting services on our behalf.

ETHAN D. HOKIT was a co-founder of MRG-Maryland in October 1997 and served as its President and Chief Operating Officer, and was a director, until the consummation of the Reverse Acquisition in November 2001, at which time he became our President, Chief Operating Officer and Treasurer and one of our directors. From 1983 until February 1998, Mr. Hokit was the President of Front Range Distributors, Inc., a regional distributor of groceries and household goods to the military market serving the five military bases in and around Colorado Springs, Colorado. Mr. Hokit graduated from the University of Oklahoma with a Bachelor of Science degree in Chemistry in 1960 and a Master's Degree in Clinical Chemistry in 1962.

RICHARD H. TANENBAUM was the general counsel and a director of MRG-Maryland since its inception in October 1997 until the consummation of the Reverse Acquisition in November 2001, at which time he became our general counsel and one of our directors. Since 1984, Mr. Tanenbaum has practiced law in Bethesda, Maryland, with an emphasis on contract negotiations, the purchase and sale of businesses, loan and real estate acquisitions, and related tax matters. Mr. Tanenbaum received his Juris Doctorate degree at Columbia Law School of the Catholic University of America in 1974. He received a Bachelor of Science degree from Bradley University in 1967.

TERMS OF OFFICERS AND DIRECTORS

Our Board of Directors currently consists of three directors. Pursuant to our By-laws, each of our directors serves until the next annual meeting of stockholders or until his or her successor is duly elected or appointed.

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Our executive officers are appointed by the Board of Directors and serve at the pleasure of the Board. There are no family relationships among any of our executive officers or directors.

EXECUTIVE COMPENSATION

The table below sets forth the compensation earned for services rendered in all capacities for the fiscal years ended December 31, 1999, 2000 and 2001 by our executive officers in their capacities as officers and directors of MRG-Maryland.

NAME OF PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION		LONG-TERM COMPENSATION AWARDS SECURITIES UNDERLYING OPTIONS (#)
		SALARY	BONUS	
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Ethan D. Hokit, President and Chief Operating Officer	1999	\$24,000	--	--
	2000	60,000	--	--
	2001	60,000		
Edward T. Whelan, Chairman and Chief Executive Officer	1999	--	--	--
	2000	--	--	--
	2001	--	--	--

-
- (1) Represents the value of 90,000 shares of common stock issued to Mr. Hokit as additional compensation for services rendered in 2001.
- (2) Represents the value of 145,000 shares of common stock issued to Mr. Whelan in February 2002 for consulting services performed for us during 2001 and 220,000 shares of common stock issued to Mr. Whelan in December 2001 as additional compensation for services rendered in 2001.

In January 2002, we entered into a one-year business consulting agreement with Edward T. Whelan and Edward Meyer, Jr. for the provision of marketing and managerial consulting services. In consideration of the services to be rendered by Messrs. Whelan and Meyer, we will issue in respect of each month the number of shares determined by dividing \$12,000 by the product of 80% and the average closing bid price for our common stock during such month. As of June 15, 2002, 36,775 shares of our common stock have been issued to each of Messrs. Whelan or Meyer under this agreement.

DIRECTORS' COMPENSATION

Our directors are reimbursed for expenses incurred in attending meetings of the Board of Directors. Directors generally are not paid any separate fees for serving as directors. However, in December 2001, we issued 200,000 shares of common stock to Richard H. Tanenbaum for services rendered as one of our directors.

EXECUTIVE EMPLOYMENT AGREEMENTS

We do not have an employment agreement with any of our executive officers.

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EQUITY INCENTIVE PLAN

In December 2001, we adopted the Military Resale Group, Inc. 2001 Equity Incentive Plan (the "Incentive Plan") for the purpose of attracting, retaining and maximizing the performance of executive officers and key employees and consultants. We have reserved 1,500,000 shares of our common stock for issuance under the Incentive Plan. The Incentive Plan has a term of ten years and provides for the grant of "incentive stock options" within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended, non-statutory stock options, stock appreciation rights, restricted stock awards, performance share awards and compensatory share awards. The exercise price for non-statutory stock options may be equal to or more or less than 100 percent of the fair market value of shares of common stock on the date of grant. The exercise price for incentive stock options may not be less than 100 percent of the fair market value of shares of our common stock on the date of grant (110 percent of fair market value in the case of incentive stock options granted to employees who

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hold more than ten percent of the voting power of our issued and outstanding shares of common stock).

Options granted under the Incentive Plan may not have a term of more than a ten-year period (five years in the case of incentive stock options granted to employees who hold more than ten percent of the voting power of our common stock) and generally vest over a three-year period. Options generally terminate three months after the optionee's termination of employment by us for any reason other than death, disability or retirement, and are not transferable by the optionee other than by will or the laws of descent and distribution.

The Incentive Plan also provides for grants of stock appreciation rights ("SARs"), which entitle a participant to receive a cash payment, equal to the difference between the fair market value of a share of our common stock on the exercise date and the exercise price of SAR. The exercise price of any SAR granted under the Incentive Plan will be determined by our board of directors in its discretion at the time of the grant. SARs granted under the Incentive Plan may not be exercisable for more than a ten year period. SARs generally terminate one month after the grantee's termination of employment by us for any reason other than death, disability or retirement. Although our board of directors has the authority to grant SARs, it does not have any present plans to do so.

Restricted stock awards, which are grants of shares of our common stock that are subject to a restricted period during which such shares may not be sold, assigned, transferred, made subject to a gift, or otherwise disposed of, or mortgaged, pledged or otherwise encumbered, may also be made under the Incentive Plan.

Performance share awards, which are grants of shares of our common stock upon the achievement of specific performance objectives, may also be made under the Incentive Plan. At this time, our board of directors has not granted, and does not have any plans to grant, performance shares of common stock.

Compensatory share awards, which are grants of shares of our common stock as consideration for services rendered by our employees or consultants, may also be made under the Incentive Plan. In January 2002, our board of directors authorized the issuance of an aggregate of 100,000 compensatory shares of common stock to two of our consultants.

As of June 15, 2002, options to purchase an aggregate of 1,100,000 shares of our common stock have been granted to our employees, officers, directors and/or consultants under the Incentive Plan. Such options are one-year options to purchase an aggregate of 1,000,000 shares of our common stock at an exercise price of \$0.50 per share and three-year options to purchase an aggregate of 100,000 shares of our common stock at an exercise price of \$0.50 per share.

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PRINCIPAL STOCKHOLDERS

The following table sets forth as of June 15, 2002 certain information regarding the beneficial ownership of our common stock by (a) each person who is known to us to be the beneficial owner of more than five percent (5%) of our common stock, (b) each director and executive officer and (c) all directors and executive officers as a group. Except as otherwise indicated, the persons or entities listed below have sole voting and investment power with respect to all shares of common stock beneficially owned by them, except to the extent such

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power may be shared with a spouse. The percentage of beneficial ownership is based upon 9,672,127 shares of our common stock outstanding as of June 15, 2002.

NAME AND ADDRESS -----	SHARES OF COMMON STOCK OWNED PRIOR TO OFFERING(1) -----		BENEFICIAL OWNER OFFERING (%) -----	
	AMOUNT -----	% -----	500,000 SHARES -----	2,500,000 SHARES -----
Edward T. Whelan 135 First Street Keyport, NJ 07735	1,119,999 (2)	11.6%	11.0%	9.2%
Edward Meyer, Jr. 32 Daniel Drive Hazlet, NJ 07730	1,593,049 (3)	16.5%	15.7%	13.1%
Xcel Associates, Inc. (4) 224 Middle Road Hazlet, NJ 07730	499,999	5.2%	4.9%	4.1%
Ronald Steenbergen 4 Cho Yuen Street Wah Shun Industrial Building Yau Tong, Kolwoon Peoples Republic of China	1,000,000 (5)	10.3%	9.8%	8.2%
Ethan D. Hokit 3305 Blodgett Drive Colorado Springs, CO 80919	530,000 (6)	5.5%	5.2%	4.4%
Richard H. Tanenbaum 7315 Wisconsin Avenue Suite 775N Bethesda, MD 20814	1,821,801 (7)	18.8%	17.9%	15.0%
Shannon Investments, Inc. (8) 224 Middle Road Hazlet, NJ 07730	400,000	4.1%	3.9%	3.3%
Grace Holdings, Inc 7315 Wisconsin Avenue Suite 775N Bethesda, MS 20814	591,788	6.1%	5.8%	4.9%

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NAME AND ADDRESS	SHARES OF COMMON STOCK OWNED PRIOR TO OFFERING(1) -----		BENEFICIAL OWNER OFFERING (%) -----	
	AMOUNT	%	500,000 SHARES	2,500,000 SHARES

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Atlantic Investment Trust 7315 Wisconsin Avenue Suite 775N Bethesda, MD 20814	555,013	5.7%	5.5%	4.6%

Directors and executive officers as
a group (three persons)

3,471,800	36.0%	34.1%	28.5%
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(1) For purposes of this table, information as to the beneficial ownership of shares of our common stock is determined in accordance with the rules of the Securities and Exchange Commission and includes general voting power and/or investment power with respect to securities. Except as otherwise indicated, all shares of our common stock are beneficially owned, and sole investment and voting power is held, by the person named. For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares of our common stock which such person has the right to acquire within 60 days after the date of this Report. For purposes of computing the percentage of outstanding shares of our common stock held by each person or group of persons named above, any shares which such person or persons has the right to acquire within 60 days after the date of this Report is deemed to be outstanding but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The inclusion herein of such shares listed beneficially owned does not constitute an admission of beneficial ownership.

(2) Includes 400,000 shares owned of record by Shannon Investments, Inc. and 499,999 shares owned of record by Xcel Associates, Inc.

(3) Includes 499,999 shares owned of record by Xcel Associates, of which Mr. Meyer is a principal shareholder.

(4) Xcel Associates Inc. is controlled by Edward T. Whelan and Edward Meyer, Jr.

(5) Represents 1,000,000 shares of our common stock issuable upon the exercise of currently exercisable stock options issued pursuant to our Equity Incentive Plan. See "Management - Equity Incentive Plan."

(6) Includes 400,000 shares of our common stock owned of record by Mary Hokit, the wife of Mr. Hokit.

(7) Includes 591,788 shares owned of record by Grace Holdings, Inc. and 555,013 owned of record by Atlantic Investment Trust, of which Richard Tanenbaum serves as trustee.

(8) Shannon Investments, Inc. is controlled by Edward T. Whelan for the benefit of his family.

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In October 1997, we borrowed \$60,000 from Shannon Investments, Inc., one of our principal shareholders that i