STRONGHOLD TECHNOLOGIES INC
Form 10QSB/A
February 11, 2005

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

FORM 10-QSB/A

(Mark One)

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the quarterly period ended September 30, 2004.

OR

[_] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT for the transition period from _______ to _______.

Commission file number: 333-54822

STRONGHOLD TECHNOLOGIES, INC.
(Exact name of small business issuer as specified in its charter)

Nevada	22-3762832
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

106 Allen Road, Basking Ridge, NJ 07920
(Address of principal executive offices)

(908) 903-1195
(Issuer's telephone number)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [_]No [_]

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: as of November 19, 2004, 15,936,655 shares of the Registrant's common stock, (par value, $0.0001), were outstanding.

Transitional Small Business Disclosure Format: (Check One): Yes[_] No[_]

EXPLANATORY NOTE: STRONGHOLD TECHNOLOGIES, INC. IS AMENDING THE FORM 10-QSB FOR THE QUARTER ENDED SEPTEMBER 30, 2004 SOLELY FOR THE PURPOSE OF AMENDING ITEMS 1

AND 2 OF PART I.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS
CONSOLIDATED BALANCE SHEET

STRONGHOLD TECHNOLOGIES, INC. AND SUBSIDIARY
SEPTEMBER 30, 2004 (UNAUDITED)

ASSETS

CURRENT ASSETS

Cash	$
Accounts receivable, less allowance for returns and doubtful accounts of $181,750	
Other receivables	
Inventories	
Prepaid expenses	
	_
Total current assets	

PROPERTY AND EQUIPMENT, NET

OTHER ASSETS

Software development costs, net of amortization
Deferred charge, convertible debt loan acquisition costs, net of amortization
Other

Total other assets

$

LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES

Accounts payable $
Accrued expenses and other current liabilities
Interest payable, stockholders
Notes payable, stockholders, current portion
Notes payable
Deferred revenue
Obligations under capitalized leases, current portion

Total current liabilities

LONG-TERM LIABILITIES
Notes payable, stockholders, less current portion
Note Payable, Convertible Debt of $2,000,000 net of Debt Discount of $2,000,000
and Debt Discount Amortization of $260,416
Obligations under capitalized leases, less
current portion
Payroll taxes payable, long term

Total long term liabilities

COMMITMENTS AND CONTINGENCIES

STOCKHOLDERS' DEFICIT
Preferred stock, Series A, $.0001 par value; authorized 5,000,000
shares, 2,002,750 issued and outstanding (aggregate liquidation preference of $3,004,125)
and preferred stock, Series B, $.0001 par value; authorized 2,444,444 shares,
2,444,444 issued and outstanding (aggregate liquidation preference $2,200,000)
Common stock, $.0001 par value, authorized 50,000,000
shares, 14,687,072 issued and outstanding
Additional paid-in capital
Stock subscription receivable
Accumulated deficit

Total stockholders' deficit

$

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STRONGHOLD TECHNOLOGIES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS

	THREE MONTHS ENDED SEP 30, 2004 (Unaudited)	THREE MONTHS ENDED SEP 30, 2003 (Unaudited)	NINE MONTHS ENDED SEP 30, 2004 (Unaudited)	NINE MONTHS ENDED SEPT 30, 2003 (Unaudited)
SALES	$ 475,969	$ 904,254	$ 1,819,896	$ 2,450,043
COST OF SALES	175,863	336,611	627,728	937,499
GROSS PROFIT	300,106	567,643	1,192,168	1,512,544
SELLING, GENERAL AND ADMINISTRATIVE	947,301	1,401,070	2,784,853	3,703,924
LOSS FROM OPERATIONS	(647,195)	(833,427)	(1,592,684)	(2,191,380)
INTEREST EXPENSE	349,988	223,196	475,494	421,062
NET LOSS APPLICABLE TO COMMON STOCKHOLDERS	$ (997,183)	$ (1,056,623)	$ (2,068,179)	$ (2,612,442)
BASIC AND DILUTED LOSS PER COMMON SHARE	$ (0.07)	$ (0.10)	$ (0.15)	$ (0.26)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	14,024,528	10,460,333	13,603,903	10,206,182

STRONGHOLD TECHNOLOGIES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS

Nine months ended September 30,	2004 (Unaudited)	2003 (Unaudited)
Cash flows from operating activities		
Net loss	$(2,068,179)	$(2,612,442)
Adjustments to reconcile net loss to net cash used in operating activities:		
Provision for returns and allowances (recoveries)	(8,128)	63,000
Depreciation and amortization	379,056	106,216
Amortization of convertible debt discount	260,416	
Interest expense for issuance of warrants		71,250
Changes in operating assets and liabilities:		
Accounts receivable	232,746	(425,082)
Inventories	92,579	142,612
Prepaid expenses	(123,056)	7,165
Other receivables	(29,485)	(18,548)
Accounts payable	(48,312)	(240,829)
Interest payable, stockholders	36,016	168,249

Accrued expenses and other current liabilities	(366,840)	872,753
Deferred revenue	126,335	286,262
Other Assets	(51,724)	(43,047)
Net cash used in operating activities	(1,568,577)	(1,622,441)
Cash flows from investing activities,		
Payments for purchase of property and equipment	(3,749)	(10,859)
Payments for software development costs	(355,260)	(500,008)
Net cash used in investing activities	(359,009)	(510,867)
Cash flows from financing activities		
Proceeds from issuance of common stock, net of financing costs	29,750	1,887,968
Proceeds from notes payable, stockholders	899,500	616,200
Principal repayments of notes payable, stockholders	(57,850)	(127,089)
Proceeds from notes payable, convertible debt	2,000,000	(238,332)
Payments made for debt issuance cost relating to notes payable, convertible debt	(333,983)	
Principal repayments of notes payable	(575,000)	(15,594)
Principal payments for obligations under capital leases	(32,198)	
Net cash provided by financing activities	1,930,219	2,123,153
Net increase (decrease) in cash	2,634	(10,155)
Cash, beginning of period	8,161	13,384
Cash, end of period	$ 10,795	$ 3,229
Supplemental disclosure of cash flow information, cash paid during the period for interest	$ 45,198	$ 93,197

DEFINITIONS

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

1. BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). These statements are unaudited and, in the opinion of management, include all adjustments (consisting of normal recurring adjustments and accruals) necessary to present fairly the results for the periods presented. Certain information and footnote disclosures normally included in financial

statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to applicable SEC rules and regulations. Operating results for the three-month and nine-month periods ended September 30, 2004 are not necessarily indicative of the results that may be expected for the year ending December 31, 2004. These financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's Annual Report of Form 10-KSB for the fiscal year ended December 31, 2003.

2. INVENTORIES

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

3. LOSS PER COMMON SHARE

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

4. STOCK-BASED COMPENSATION

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

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

Had compensation cost for these options been determined consistent with the fair value method provided by SFAS No. 123, the Company's net loss and net loss per common share would have been the following pro forma amounts for the three-month and nine-month periods ended September 30, 2004 and 2003.

	Three months ended September 30,	Nine months September

	2004	2003	2004	2003
NET LOSS APPLICABLE TO COMMON STOCKHOLDERS, as reported	$ (997,183)	$(1,056,623)	$(2,068,179)	$(2,612,
DEDUCT				
Total stock-based compensation expense determined under fair value method for all awards,net Of related tax effect	11,131	23,430	34,832	63,
PRO FORMA NET LOSS	$(1,008,314)	$(1,080,053)	$(2,103,011)	$(2,675,
BASIC AND DILUTED EPS				
As reported	$ (0.07)	$ (0.10)	$ (0.15)	$ (0
Pro forma	$ (0.07)	$ (0.10)	$ (0.15)	$ (0

The fair value of issued stock options is estimated on the date of grant using the Black-Scholes option-pricing model including the following assumptions: expected volatility of 2.06%, expected dividend yield rate of 0%, expected life of 10 years, and a risk-free interest rate of 4.13% and 4.91% for September 30, 2004 and 2003, respectively.

5. GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. Since the beginning of the fiscal year, the Company has incurred a net loss of $2,068,179 and has negative cash flows from operations of $1,568,577 for the nine months ended September 30, 2004, and has a working capital deficit of $3,088,953 and a stockholders' deficit of $4,371,824 as of September 30, 2004. These conditions raise substantial doubt about the Company's ability to continue as a going concern. During 2004 and 2005, management of the Company will rely on raising additional capital to fund its future operations. If the Company is unable to generate sufficient revenues or raise sufficient additional capital, there could be a material adverse effect on the consolidated financial position, results of operations and cash flows of the Company. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

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6. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consist of the following at September 30, 2004:

Sales tax	$ 93,824
Payroll taxes (Federal, State & Local)	520,956
Compensation	289,807
Commissions	145,859
Other accrued expenses	59,989
TOTAL	$1,110,435

Payroll Tax Payment Agreement with IRS

On April 30, 2004, the Company entered into an installment agreement with the United States Internal Revenue Service ("IRS") to pay overdue payroll taxes and penalties of totaling $1,233,101 under the terms of which the Company will pay a minimum of $35,000 each month, commencing June 28, 2004, until it has paid the withholding taxes due in full, to be completed in thirty-six month period by April 30, 2007. The Company has recorded the portion of the payroll taxes of $535,000 to be paid in the remaining monthly periods of 13 through 29 within the agreed upon payment plan in the long term liabilities section under the heading "Payroll taxes payable-long term" section of the balance sheet.

7. NOTES PAYABLE, STOCKHOLDERS

On March 15, 2004, the Company entered into a note payable with its preferred stockholders Stanford Venture Capital Holdings, Inc. for approximately $875,000. The note bears interest at 8% per annum and is due on March 15, 2007. The balance of this note is located in the long-term portion of notes payable, stockholders.

The Company also has notes payable to its Chief Executive Officer Christopher J. Carey that are described in detail in the financings section below inder the header Loans from Christopher J. Carey, an Executive Officer, Director and Shareholder of the Company

The following table provides a reconciliation of these loans to the current and long term sections of the balance sheet as well notes regarding the extension of the loans from Mr. Carey.

	BALANCE 9/30/2004				
	CURRENT	LONG TERM	TOTAL	BALANCE 6/30/2004	ORIGINA TERM/ D DATE
Stockholder - Christopher J. Carey					
Stockholder Bridge Loan	60,000		60,000	60,000	3 mo due 9/1
Stockholder Bridge Loan	300,000		300,000	300,000	3 mo due 9/1
					18 mo

Stockholder Loan		254,600	254,600	254,600	due 12/3
Christopher J. Carey - AC Trust Fund		375,403	375,403	375,403	12 mo due 9/3
Christopher J. Carey - CC Trust Fund		355,127	355,127	355,127	12 mo due 9/3
Christopher J. Carey - $165,000 Bridge Loan	--		--	--	14 mo due 10
Total-Stockholder - Christopher J, Carey	360,000	985,131	1,345,131	1,345,131	
Stanford		875,000	875,000	875,000	3 yr due 3/
Totals	360,000	1,860,131	2,220,131	2,220,131	

8. COMMITMENTS AND CONTINGENCIES

Convertible Preferred Stock

On May 15, 2002, we entered into a Securities Purchase Agreement with Stanford Venture Capital Holdings, Inc., referred to herein as Stanford, in which we issued to Stanford (i) such number of shares of our Series A $1.50 Convertible Preferred Stock, referred to herein as Series A Preferred Stock, that would in the aggregate equal 20% of the total issued and outstanding shares of our common stock at the time, and (ii) such number of warrants for shares of our common stock that would equal the number of shares of Series A Preferred Stock issued to Stanford. The total aggregate purchase price for the Series A Preferred Stock and warrants paid by Stanford was $3,000,000. The issuance of the Series A Preferred Stock and warrants took place on each of four separate closing dates from May 16, 2002 through and July 19, 2002, at which we issued an aggregate of 2,002,750 shares of our Series A Preferred Stock and warrants for 2,002,750 shares of our common stock to Stanford. . The warrants issued in 2002 were valued at $294,893 using the black-scholes model using the following assumptions and a stock price of $1.50:

- Conversion price $1.50;
- expected volatility of 0%;
- expected dividend yield rate of 0%;
- expected life of 5 years; and
- a risk-free interest rate of 4.91% for the period ended June 30, 2002.

In connection with our Series B financing, as partial consideration for the funds received pursuant to the Series B financing, we agreed to decrease the exercise price to $.25. With respect to the decrease in the exercise price and the warrants being treated as a cost of the series B financing, the reduction of series A warrants was written in to the Series B preferred stock agreements as part of the negotiation. At the end of fiscal 2003, Stanford exercised the warrants for 2,002,750 shares of our common stock.

On April 24, 2003, we entered into a Securities Purchase Agreement with Stanford Venture Capital Holdings, Inc. for the issuance of 2,444,444 shares of our Series B $0.90 Convertible Preferred Stock. The issuance of the Series B Preferred Stock took place on six separate closing dates beginning on May 5, 2003 through September 15, 2003. In connection with the Securities Purchase Agreement, we agreed to modify the previously issued five-year warrants to purchase 2,002,750 shares of our common stock: (i) to reduce the exercise price to $.25 per share; and (ii) to extend the expiration date through August 1, 2008. In addition, our President and Chief Executive Officer, Christopher J. Carey, agreed to convert outstanding loans of $543,000 to 603,333 shares of our common stock at a price of $.90 per share.

In accordance with FAS 129 Paragraph 4, the Company is providing the following summary pf the pertinent rights and privileges of these outstanding securities:

Each Series A $1.50 preferred share and each Series B convertible $.90 Preferred share is convertible into common shares at a predefined "conversion rate" (described below). There are two ways to convert this Preferred stock:

Optional conversion: The holder may at any time convert the preferred shares at the stated "conversion rate" rate into Common stock

Automatic conversion: The shares can be converted by: A) at the date of a vote by at least two-thirds of the outstanding Preferred shares to convert or, B) upon the closing of a qualified public offering where the stock is offered to the public at a price equal to or exceeding $3.00 which generates net proceeds to the company equal to or exceeding $15,000,000.

"Conversion rate" - each share of the Series A preferred stock and Series B preferred stock is convertible into the number of shares of the common stock as shall be calculated by dividing the stated value by $1.50 and $.90, respectively.

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Warrants

On June 16, 2004, in connection with the issuance of the 12% callable secured convertible notes (the "AJW Notes")the Company issued to Stanford a warrant (the "Stanford Warrants") to purchase 2,000,000 shares of Common Stock, expiring in five years, at an exercise price of $.0001,in consideration i) agreeing to a waiver of existing registration rights that included a lock up period for one year after the effective date of a registration statement prohibiting the registration and sale of Stanford's securities and ii) agreeing as holder of Stronghold's Series A $1.50 Convertible Preferred Stock ("Series A Stock") and Series B $.90 Convertible Preferred Stock ("Series B Stock"), to waive any dilution issuances required by the Series A Stock and the Series B Stock as a result of the conversion of the AJW Notes or exercise of the Stanford Warrants into the Company's common stock. This issuance of the Stanford Warrants has been accounted for as an adjustment of capital for the waiving of the dilution protection for the Series A and Series B preferred stock. The Stanford Warrants were valued at approximately $360,000 using the Black-Scholes option pricing model including the following assumptions: exercise price of $0.0001, expected volatility of 2.06%, expected dividend yield rate of 0%, expected life of 5 years, and a risk free interest rate of 4.73%.

Callable Secured Convertible Notes

To obtain funding for its ongoing operations, the Company" entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with New

Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC (collectively, the "Investors") on June 18, 2004 for the sale of (i) $3,000,000 of the AJW Notes and (ii) stock purchase warrants to buy 3,000,000 shares of the Company's common stock (the "AJW Warrants").

On June 18, 2004, the Investors purchased $1,500,000 in AJW Notes and received Warrants to purchase 1,500,000 shares of the Company's common stock. On July, 28, 2004 the Investors purchased $500,000 in AJW Notes and received Warrants to purchase 500,000 shares of common stock. On October 22, 2004 the Investors purchased $350,000 in AJW Notes and received Warrants to purchase 350,000 shares of common stock. In addition, provided that all of the conditions in the Securities Purchase Agreement are satisfied, the Investors are obligated to provide the Company with additional funds as follows:

- $650,000 will be funded within five business days of the effectiveness of the registration statement.

The AJW Notes bear interest at 12%, mature two years from the date of issuance, and are convertible into our common stock, at the Investors' option, at the lower of (i) $0.70 or (ii) 50% of the average of the three lowest intraday trading prices for the Company's common stock during the 20 trading days before, but not including, the conversion date. The Company may prepay the AJW Notes in the event that no event of default exists, there are a sufficient number of shares available for conversion of the AJW Notes and the market price is at or below $0.57 per share. The full principal amount of the AJW Notes is due upon default under the terms of AJW Notes. In addition, the Company has granted the Investors a security interest in substantially all of its assets and intellectual property as well as registration rights.

The AJW Note payable, convertible debt, is recorded at $2,000,000 net of debt discount of $2,000,000 and amortization of $260,416, of which such amortization has been charged to interest expense. This Note payable, Convertible Debt is reported in accordance with Emerging Issues Task Force "EITF" 98-5 "Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios" and EITF 00-27 "Application of Issue No. 98-5 to Certain Convertible Instruments" paragraph 19. The Debt Discount is reported at 100% of the net proceeds of the Convertible Debt Financing in accordance with EITF 98-5 that specifies that the beneficial conversion expense may not exceed the net proceeds. Additionally, the interest expense and debt discount and corresponding amortization are recorded in accordance EITF 00-27 paragraph 19 that states that convertible instruments that have a stated redemption date require a discount resulting from recording a beneficial conversion option to be accreted from the date of issuance to the stated redemption date of the convertible instrument, regardless of when the earliest conversion date occurs.

The Warrants are exercisable until five years from the date of issuance at a purchase price of $0.57 per share. In addition, the exercise price of the Warrants is adjusted in the event the Company issues common stock at a price below market. Since the Company does not intend to issue common stock at below market price the warrants were valued at $NIL using the Black-Scholes option pricing model including the following assumptions: exercise price of $0.57, expected volatility of 2.06%, expected dividend yield rate of 0%, expected life of 5 years, and a risk free interest rate of 4.73%.

The Investors have contractually agreed to restrict their ability to convert the AJW Notes and exercise the Warrants and receive shares of the Company's common stock such that the number of shares of the Company's common stock held by them and their affiliates after such conversion or exercise does not exceed 4.99% of

the then issued and outstanding shares of the Company's common stock.

All shares of the Company's common stock associated with this private placement are restricted securities in accordance with Rule 144 as promulgated under the Securities Act of 1933.

9. RESTATEMENT OF CERTAIN TRANSACTIONS AS OF SEPTEMBER 30, 2004

For the period ended September 30, 2004 the Company has taken the position of capitalizing the approximately $334,000 of debt issuance cost, relating to the Callable Secured Convertible Notes described in footnote 8, as a deferred charge. As a result, the Company has also recorded the beneficial conversion feature in the full amount of the outstanding note of $2,000,000. Both items will be amortized over the life of the loan of 3 years which is in accordance with EITF 00-27. The effects of this restatement for the three and nine month periods ended September 30, 2004 are listed below:

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	Three months ended September 30, 2004	Nine months ended September 30, 2004
Net Loss	($10,904.00)	($47,258.00)
Basic and diluted loss per common share	($0.001)	($0.003)

Effect of the restatement for balance sheet at September 30, 2004:

RESTATEMENT SUMMARY ASSETS	Original Reported Balance	Restated Balance
OTHER ASSETS		
Deferred charge, convertible debt loan acquisition costs, net of amortization	$ --	$ 290,684
LIABILITIES AND STOCKHOLDERS' DEFICIT		
LONG-TERM LIABILITIES		
Note Payable, Convertible Debt	239,391	260,416
STOCKHOLDERS' DEFICIT		
Additional paid-in capital	9,437,413	9,754,330
Accumulated Deficit	(14,077,810)	(14,125,068)
Total		

10. SUBSEQUENT EVENTS

Callable Secured Convertible Notes

On October 22, 2004, the Investors purchased $350,000 in AJW Notes and received Warrants to purchase 350,000 shares of the Company's common stock. This purchase was made prior to the effective registration statement as required by the agreements. Subsequently, the remaining $650,000 of the final $1,000,000 will be funded within five business days of the effectiveness of the registration statement.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

OVERVIEW

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

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

OUR HISTORY

We were incorporated as a Nevada corporation on September 8, 2000, under the name TDT Development, Inc. On May 16, 2002 we acquired Stronghold Technologies, Inc., a New Jersey corporation referred to herein as our "Predecessor Entity", pursuant to a merger of the Predecessor Entity into our wholly-owned subsidiary, TDT Stronghold Acquisition Corp., referred to herein as "Acquisition Sub". As consideration for the merger, we issued 7,000,000 shares of our common stock, par value $0.0001 per share, to the stockholders of the Predecessor Entity in exchange for all of the issued and outstanding shares of the Predecessor Entity. Following the merger, Acquisition Sub, the survivor of the merger, changed its name to Stronghold Technologies, Inc. (NJ) and remains our only wholly-owned subsidiary. On July 11, 2002, we changed our name from TDT Development, Inc. to Stronghold Technologies, Inc. On July 19, 2002, we exchanged all of the shares that we held in our two other wholly-owned

subsidiaries, Terre di Toscana, Inc. and Terres Toscanes, Inc., which conducted an import and distribution business specializing in truffle-based food product, for 75,000 shares of our common stock held by Mr. Pietro Bortolatti, our former president.

OVERVIEW OF OUR HANDHELD TECHNOLOGY BUSINESS

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

Our past results of operations and ensuing financial condition have resulted from our allocating significant resources to the development of our wireless technology business for use by the automobile dealership market that have been traditionally slow to accept such products. We have achieved initial acceptance, which has resulted in our generating limited revenue. The sales to date from our inception through the second quarter of 2004 have been achieved through direct selling efforts defined as employees of our company selling directly to dealers. We believe the initial sales of our products have positioned our company to now start selling through third party sellers that have established distribution channels. We announced our first distribution agreement in the third quarter and have realized the first sale pursuant to this distribution agreement.

In the event that our distribution efforts through third party sellers do not increase our revenue to where we attain cash flow self sufficiency, then we would have to raise additional capital beyond the final tranche of funding to be provided with five days after the effective date of the registration statement. Additionally, should there be a significant slow down in the purchase of automobile vehicles in the USA domestic market; this could cause dealers to slow down there buying decision of new technology which would negatively impact our results of operations.

OUR REVENUES

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

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

- System Installation Revenues: This represents the installation and hardware portion of the Dealer Advance Service Solution. All project management during the installation is performed by us. The installation and hardware portions include cable wiring subcontracting services and off the shelf hardware and handheld computers ("PDA"s).

- Monthly Recurring Maintenance Revenue: This represents the maintenance and support contract for the Dealer Advance Service

Solution that the customer executes with the system installation. The typical maintenance contract is for 36 months. In the three year operating history of the company, approximately 50% of all the company's customers have prepaid the maintenance fees through a third party leasing finance company. The third part leasing arrangements with dealers are commitments by the dealer client directly to the financing company with no recourse to the company. These prepaid maintenance fees have provided additional cash flow to us and have generated a deferred revenue liability on or balance sheet.

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

GENERAL AND ADMINISTRATIVE OPERATING EXPENSES

The general operating expenses of the Company are primarily comprised of:

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

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

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

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

Bad debt expenses are also included under Selling, General and Administrative Expenses. The policy for recognition of bad debt expenses established for the year end December 31, 2003 is still in effect. This policy has been established utilizing the amount of future returns estimated based on historical calculations, technology obsolescence and return period. We have set the policy for reserves for doubtful accounts at 20% of our accounts receivables to account for estimated rights of returns and uncollectible accounts. This is based on a historical return rate of 18% for 2003 and 16% in 2004. In the first full operating year of 2002 the return rate was 25%. The estimate for total returns in the life of our company as of November 2004 is 21 returns on 104 sales for a return rate of 20% for the life of operations. In recognizing revenue, we consider the following factors:

- Our price to the buyer is substantially fixed or determinable at the date of sale as evidenced by the contract signed for each sales and the terms and conditions of each;
- The buyer has paid our company and the buyers obligation is not contingent on resale of the product;

- The buyer's obligation to our company would not be changed in the event of theft or physical destruction or damage of the product;

- The buyer acquiring the product for resale has economic substance apart from that provided by our company;

- we do not have significant obligations for future performance to directly bring about resale of the product by the buyer; and

- The amount of future returns can be reasonably estimated based on historical calculations, technology obsolescence and return period.

THREE MONTHS ENDED SEPTEMBER 30, 2004 AND THREE MONTHS ENDED SEPTEMBER 30, 2003.

REVENUE

For the quarter ended September 30, 2004, we had revenue of $475,969 compared with revenue of $904,254 for the quarter ended September 30, 2003. Revenue is generated from software license and system installation, maintenance support and service revenues. Revenues for the three months ended September 30, 2004 are broken down as follows:

	THREE MONTHS ENDED SEPTEMBER 30, 2004	THREE MONTHS ENDED SEPTEMBER 30, 2003	$ CHANGE	% CHANGE
Software License & System Installation	$ 329,500	$ 822,878	($493,378)	-59.96%
Support Maintenance	$ 132,969	$ 81,376	$ 51,593	63.40%
Services	$ 13,500	$ 0	$ 13,500	
Total Revenue	$ 475,969	$ 904,254	($428,285)	-47.36%

This decrease in revenue of $428,285 or 47.36% is primarily attributed to the following:

- the steps we made to address our limited funding that included reductions of our sales, marketing and client consultant staffs,

- a strategic decision to allocate resources to establish our first sales efforts through third party distributors; and

- a loss of momentum in the late part of the second quarter and the early part of the third quarter resulting from concerns regarding closure of our pending funding that was needed to maintain operations.

Although we cannot provide guarantees, we do not believe that our revenues will continue to decrease as we intend to maintain our current internal sales force as well as further develop our third party distributors, which will contribute to our current level of revenues. We do not expect that we will incur additional expenses such as training and the development of training manuals associated with the implementation of our third party distributor sales strategy.

Our decision to conserve capital, reduce head count and embark on a strategy of third party distribution resulted in our revenue reduction for the quarter ended September 30, 2004 as compared to the quarter ended September 30, 2003.

COST OF SALES

Cost of sales on a percentage basis was maintained at $175,863 or 36.9% of revenue for the three months ended September 30, 2004 as compared to $336,611 or 37.2% of revenue for the three months ended September 30, 2003 for a net decrease of 0.28%. The table below shows the Cost of Sales and percentage by category and the comparison in dollars and percentage for the three months ended September 30, 2004 and three months ended September 30, 2003. The decrease in Cost of Sales as a percentage of revenue of 0.28% is primarily attributed to corresponding percentage decreases in Software and Licensing, Subcontractors and installations/Travel, offset by percentage increases in Repairs, Shipping and Labor. We expect that our cost of sales as a percentage of revenue will increase in the future as we utilize additional third party distributors, however expect the total gross profit dollars to increase as the revenue volume increases.

COST OF SALES	Q3 2004 DOLLARS	Q3 2003 DOLLARS	Q3 2004 % OF REVENUE	Q3 2003 % OF REVENUE
5100 - Hardware Components	$ 77,783	$149,595	16.34%	16.54%
5200 - Client Software & Licensing	$ 23,131	$ 45,660	4.86%	5.05%
5400 - Subcontractors	$ 4,387	$ 23,965	0.92%	2.65%
5500 - Misc Installation Costs	$ 1,611	$ 1,962	0.34%	0.22%
5600 - Installations/Travel	$ 30,000	$ 65,294	6.30%	7.22%
5650 - Repairs	$ 630	$ 124	0.13%	0.01%
5700 - Shipping	$ 9,510	$ 12,557	2.00%	1.39%
5800 - Labor	$ 28,812	$ 37,454	6.05%	4.14%
TOTAL COST OF SALES	$175,863	$336,611		
TOTAL COST OF SALES %OF REVENUE	36.95%	37.23%		

GROSS PROFITS

We generated $300,106 in gross profits from sales for the quarter ended September 30, 2004, which was a decrease of $267,537 from the quarter ended September 30, 2003, when we generated $567,643 in gross profits. Our gross profit margin percentage was unchanged at 63% in both the quarter ended September 30, 2003 and the quarter ended September 30, 2004. The Company's ability to maintain its gross profit margin despite the reduction in revenue is due to the Company's ability to maintain prices and eliminate excess labor capacity present in 2003.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Total Selling, General and Administrative expenses in the quarter ended September 30, 2004 were $947,30, a decrease of 32.39% or $453,769 from the quarter ended September 30, 2003 of $1,401,070. The significant reduction in expense is primarily attributable to efficiencies gained through the reduction of staff from 44 in September 30, 2003 to 22 in the quarter ended September 30, 2004. The significant reduction in staffing resulted in a reduction of payroll expenses of $350,420, which was the largest portion of the $453,769 reduction. Other significant expense reductions within selling, general and administrative expenses for the quarter ended September 30, 2004 and September 30, 2003 included reductions as follows:

- o legal expenses of $48,410,
- o printing and reproduction expenses of $17,069 and
- o Travel and automobile expenses reductions of $37,172.

Our interest and penalty expense increased from $223,196 in the quarter ended September 30, 2003 to $349,988 in the quarter ended September 30, 2004. This increase of $126,790 is primarily due a new non-cash category of interest expense resulting from the Beneficial Conversion Expense attributed to the AJW Convertible Notes. This new non-cash category expense is attributed to the Company's adherence to EITF 98-5 "Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios" and EITF 00-27 "Application of Issue No. 98-5 to Certain Convertible Instrument". The Company recorded $229,166 of Beneficial Conversion Expense in the third quarter of 2004 for the closing of the first two tranches of $2,000,000 of convertible debt detailed in the notes to financials. The comparative increase of $126,790 also included one time penalty charge in 2003 of $130,000 for IR penalties.

OPERATING LOSS

The Company's operating losses decreased by $186,232 in comparing the quarter ended September 30, 2004 to the quarter ended September 30, 2003, which were $647,195 and $833,427, respectively. This improvement in operating loss despite the significant reduction in revenues is attributable to the maintenance of gross profit margins of 63% and the significant reductions of selling, general and administrative expenses of $453,769.

NET LOSS

We had a net loss of $997,183 for the quarter ended September 30, 2004 compared to $1,056,623 for the quarter ended September 30, 2003, a decrease in net losses of $59,440. This reduction of net losses of 5.63% despite the decrease of revenue and increased interest expense is also primarily attributable to the maintenance of gross profit margins of 63% and the significant reductions of selling, general and administrative expenses of $453,769.

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Our loss per share also reduced to $.07 loss per share with a weighted average of 14,024,528 shares outstanding in the quarter ended September 30, 2004 as compared to $0.10 loss per share in the quarter ended September 30, 2003 with a weighted average of 10,460,333 shares outstanding.

We have never declared or paid any cash dividends on our common stock. We anticipate that any earnings will be retained for development and expansion of

our business and we do not anticipate paying any cash dividends in the foreseeable future. Our board of directors, subject to any restrictions or prohibitions that may be contained in our loan or preferred stock agreements, has sole discretion to pay dividends based on our financial condition, results of operations, capital requirements, contractual obligations and other relevant factors.

NINE MONTHS ENDED SEPTEMBER 30, 2004 AND NINE MONTHS ENDED SEPTEMBER 30, 2003.

REVENUE

For the nine-month period ended September 30, 2004, we had revenue of $1,819,896 compared with revenue of $2,450,043 for the nine month period ended September 30, 2003. Revenue is generated from software license and system installation, maintenance support and service revenues. Revenues for the three months ended September 30, 2004 are broken down as follows:

	NINE MONTHS ENDED SEPTEMBER 30, 2004	NINE MONTHS ENDED SEPTEMBER 30, 2003	$ CHANGE	%
Software License & System Installation	$1,417,124	$2,178,751	($ 761,627)	
Support Maintenance	$ 365,404	$ 206,443	$ 158,960	
Services	$ 37,369	$ 64,898	$ 25,780	
Total Revenue	$1,819,896	$2,450,093	($ 630,196)	

This decrease in revenue of $630,147 or 25.72% is primarily attributed to the following:

- the steps we made to address our limited funding that included reductions of our sales, marketing and client consultant staffs,
- a strategic decision to allocate resources to establish our first sales efforts through third party distributors; and
- a loss of momentum in the late part of the second quarter and the early part of the third quarter resulting from concerns regarding closure of our pending funding that was needed to maintain operations.

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Although we cannot provide guarantees, we do not believe that our revenues will continue to decrease as we intend to maintain our current internal sales force as well as further develop our third party distributors, which will contribute to our current level of revenues. We do not expect that we will incur additional expenses such as training and the development of training manuals associated with the implementation of our third party distributor sales strategy.

Our decision to conserve capital, reduce head count and embark on a strategy of third party distribution resulted in our revenue reduction for the nine-month period ended September 30, 2004 as compared to the nine-month ended September 30, 2003.

COST OF SALES

Cost of sales on a percentage basis was maintained at $627,428 or 34.49% of revenue for the nine months ended September 30, 2004 as compared to $937,499 or 38.26% of revenue for the nine months ended September 30, 2003. The table below shows the Cost of Sales and percentage by category and the comparison in dollars and percentage for the year to date ("YTD") nine months period ended September 30, 2004 and for the year to date ("YTD") nine months period ended September 30, 2004. The decrease in Cost of Sales as a percentage of revenue of 3.77% is primarily attributed to corresponding percentage decreases in Hardware Components, Client Software and Licensing, Subcontractors, installations/Travel, repairs and shipping offset by percentage increases in Repairs, Shipping and Labor. We expect that our cost of sales as a percentage of revenue will increase in the future as we utilize additional third party distributors, however expect the total gross profit dollars to increase as the revenue volume increases.

COST OF SALES	YTD 2004 DOLLARS	YTD 2003 DOLLARS	YTD 2004 % OF REVENUE	YTD 2003 % OF REVENUE
5100 - Hardware Components	$249,264	$375,591	13.70%	15.33%
5200 - Client Software & Licensing	$ 70,341	$107,755	3.87%	4.40%
5400 - Subcontractors	$ 20,911	$ 59,166	1.15%	2.41%
5500 - Misc Installation Costs	$ 4,827	$ 13,879	0.27%	0.57%
5600 - Installations/Travel	$121,702	$187,380	6.69%	7.65%
5650 - Repairs	$ 630	$ 2,082	0.03%	0.08%
5700 - Shipping	$ 34,653	$ 48,296	1.90%	1.97%
5800 - Labor	$125,400	$143,224	6.89%	5.85%
TOTAL COST OF SALES	$627,728	$937,373	34.49%	38.26%
TOTAL COST OF SALES % OF REVENUE	34.49%	38.26%		

GROSS PROFITS

We generated $1,192,168 in gross profits from sales for the nine-month period ended September 30, 2004, which was a decrease of $320,376 from the nine-month period ended September 30, 2003, when we generated $1,512,544 in gross profits. Our gross profit margin percentage increased four (4) percent from 62% in the nine-month period ended September 30, 2003 to 66% in the nine-month period ended September 30, 2004. The Company's ability to increase its gross profit margin despite the reduction in revenue is due to the Company's ability to maintain prices, eliminate excess labor capacity present in 2003 and reducing the unit cost of third party hardware.

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SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Total Selling, General and Administrative expenses in the nine-month period ended September 30, 2004 were $2,784,853, a decrease of 24.96% or $919,071 from the nine-month period ended September 30, 2003 of $3,703,924. The significant reduction in expense is primarily attributable to efficiencies gained through the reduction of staff from 44 in September 30, 2003 to 22 in the nine-month period ended September 30, 2004. The significant reduction in staffing resulted in a reduction of payroll expenses of $794,314, which was the largest portion of the net reduction of $919,071. Other significant expense reductions within selling, general and administrative expenses for the

nine-month period ended September 30, 2004 as compared to September 30, 2003 included the following:

- legal expenses of $121,000
- printing and reproduction expenses of $30,738 and
- travel and automobile expenses reductions of $59,495.
- Recruiting expenses of $45,611
- Marketing expenses of 54,475.

Our interest and penalty expense increased $54,432 from $421,062 in the nine-month period ended September 30, 2003 to $475,494 in the nine-month period ended September 30, 2004. The nine-month period expense in 2003 of $421,062 included a one-time penalty of $130,000. This new non-cash category expense is attributed to the Company's adherence to EITF 98-5 "Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios" and EITF 00-27 "Application of Issue No. 98-5 to Certain Convertible Instrument". The Company recorded $260,416 of Beneficial Conversion Expense for the period of January through September 30, 2004 for the closing of the first two tranches of $2,000,000 of convertible debt detailed in the notes to financials.

OPERATING LOSS

The Company's operating losses decreased by $598,696 in comparing the nine-month period ended September 30, 2004 to the nine-month period ended September 30, 2003, which were $1,592,684 and $2,191,380, respectively. This improvement in operating loss despite the significant reduction in revenues is attributable to the increase of gross profit margins of 3.77% and the significant reductions of selling, general and administrative expenses of $919,071.

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NET LOSS

We had a net loss of $2,068,179 for the quarter ended September 30, 2004 compared to $2,612,442 for the quarter ended September 30, 2003, a decrease in net losses of $544,263. This reduction of net losses of 20.83 % despite the decrease of revenue and increased interest expense is also primarily attributable to the increase of gross profit margins of 3.77% and the significant reductions of selling, general and administrative expenses of $919,071.

Our loss per share also reduced to $.15 loss per share with a weighted average of 13,603,303 shares outstanding in the nine-month period ended September 30, 2004 as compared to $0.26 loss per share in the nine-month period ended September 30, 2003 with a weighted average of 10,206,182 shares outstanding.

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

LIQUIDITY AND CAPITAL RESOURCES

OVERVIEW

As of September 30, 2004, our cash balance was $10,795. We had a net loss of $986,279 for the quarter ended September 30, 2004. We had a net operating loss of approximately $10,000,000 for the period from May 17, 2002 through September 30, 2004 to offset future taxable income. Losses incurred prior to May 17, 2002 were passed directly to the shareholders and, therefore, are not included in the loss carry-forward. There can be no assurance, however, that we will be able to take advantage of any or all tax loss carry-forwards, in future fiscal years. Our accounts receivable as of September 30, 2004, less allowance for doubtful accounts of $181,750, was $362,170, and $as of the year ended December 31, 2003, less allowances for doubtful accounts of $218,446), was $586,788. The reason for the decrease in accounts receivable, less doubtful accounts, of $224,618 when comparing accounts receivable as of September 30, 2004 to December 31, 2003 was due to the decrease in revenues. Accounts receivable balances represent amounts owed to us for new installations and maintenance, service, training services, software customization and additional systems components.

As of September 30, 2004, the Company had the following financing arrangements:

DEBT LIABILITY SUMMARY TABLE

CURRENT DEBT LIABILITIES	
IRS Payment Plan	
Interest payable, stockholders (founding shareholder)	
Notes payable, stockholders, current portion (founding shareholder)	
Notes payable, current portion (PNC Bank)	
Total Debt current liabilities	1,
LONG-TERM DEBT LIABILITIES	
Notes payable, stockholders, less current portion (founding shareholder and Stanford)	1,
Note payable, convertible debt, net of debt issuance costs of $1,760,609	
IRS Payment Plan (Long term portion)	
Total long term Debt liabilities	2,

With respect to liabilities for real property leases, the following table summarizes these obligations:

LOCATION	DATE	TERM	MONTHS REMAINING	BALANCE ON LEASE
NJ	8/1/2003	55 months	42	$ 291,380
VA	6/1/2004	24 months	20	$ 38,188

			Grand Total	$ 329,568

FINANCING NEEDS

To date, we have not generated revenues in excess of our operating expenses. We have not been profitable since our inception, we expect to incur additional operating losses in the future and will require additional financing to continue the development and commercialization of our technology. We have incurred a net loss of approximately $2,000,000 and have negative cash flows from operations of approximately $1,580,000 for the nine months ended September 30, 2004, and have a working capital deficit of approximately $3,100,000 and a stockholders' deficit of approximately $4,600,000 as of September 30, 2004. These conditions raise substantial doubt about our ability to continue as a going concern. During 2004, our management will rely on raising additional capital to fund its future operations. If we are unable to generate sufficient revenues or raise sufficient additional capital, there could be a material adverse effect on the consolidated financial position, results of operations and we may be unable to continue our operations.

The Company has a current commitment for an additional $650,000 of financing that is concurrent with the current SB-2 registration statement becoming effective. The $650,000 financing is the third tranche of the $3 Million convertible debt financing described herein. The Company expects that this funding will provide the necessary cash to support operations throughout the first quarter of 2005. Prior to this funding we will operate with cash on hand and cash generated from operations. We do not have further commitments and we will need to raise additional funds after the first quarter of 2005.

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

FINANCINGS

The Company has entered into the following financing transactions:

LOANS FROM CHRISTOPHER J. CAREY, AN EXECUTIVE OFFICER, DIRECTOR AND SHAREHOLDER OF THE COMPANY

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

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

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

On September 30, 2002, we renegotiated the $1,200,000 promissory note with Mr. Carey pursuant to a requirement contained in the promissory note with UnitedTrust Bank. According to the new terms of the loan, Mr. Carey extended the repayment of the principal amount until December 1, 2005. Until such time as the principal is paid, we will pay an interest only fee of 12% per year. Mr. Carey's promissory note is expressly subordinated in right of payment to the prior payment in full of all of the Company's senior indebtedness. Subject to the payment in full of all senior indebtedness, Mr. Carey is subrogated to the rights of the holders of such senior indebtedness to receive principal payments or distribution of assets. As of September 30, 2004, $254,600 was outstanding under the promissory note issued to Mr. Carey.

On September 30, 2002, we entered into a loan agreement with CC Trust Fund to borrow an amount up to $355,128. Christopher Carey Jr., Mr. Carey's son, is the beneficiary of the trust, and Mary Carey, Mr. Carey's wife, is the trustee of the trust. This bridge loan was for a period of twelve months, with all principal due and payable on September 30, 2003. The 12.5% interest on the outstanding principal is due each year. At the end of the loan period, the CC Trust Fund will be entitled to exercise 25,000 warrants at $1.50 per share. On September 30, 2003, the CC Trust Fund agreed to extend the term of their loan to December 30, 2003. On December 30, 2003, the CC Trust Fund agreed to extend the term of their loan to June 30, 2004. On March 30, 2004, the CC Trust Fund agreed to extend the term of their loan to March 31, 2005. On May 1, 2005, the AC Trust Fund agreed to extend the term of their loan to November 1, 2005. As of December 31, 2003, $355,128 was outstanding under the CC Trust Fund loan agreement.

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On September 30, 2002, we entered into a loan agreement with AC Trust Fund to borrow an amount up to $375,404. Amie Carey, Mr. Carey's daughter, is the beneficiary of the trust, and Mary Carey, Mr. Carey's wife, is the trustee of the trust. This bridge loan is for a period of twelve months, with all principal due and payable on September 30, 2003. The 12.5% interest on the outstanding principal is due each year. At the end of the loan period, the Fund will be entitled to exercise 25,000 warrants at $1.50 per share. On September 30, 2002, the AC Trust Fund agreed to extend the term of their loan to December 30, 2003. On December 30, 2003, the AC Trust Fund agreed to extend the term of their loan to June 30, 2004. On March 30, 2004, the AC Trust Fund agreed to extend the term of their loan to March 31, 2005. On May 1, 2005, the AC Trust Fund agreed to extend the term of their loan to November 1, 2005. As of December 31, 2003, $375,404 was outstanding under the AC Trust Fund loan agreement.

In October 2002, in connection with a loan to the Company in the amount of $165,000, we issued a promissory note to Christopher J. Carey for $165,000. Such promissory note was due on or before December 31, 2003. On December 30, 2003, Mr. Carey agreed to extend the term of his loan to June 30, 2004. On March 30, 2004, Mr. Carey agreed to extend the term of his loan to March 31, 2005. As of

September 30, 2004, the amount outstanding on this promissory note was $10,000. Until such time as the principal is paid, interest on the note will accrue at the rate of 12.5% per year.

On March 18, 2003, we entered into a bridge loan agreement with Christopher J. Carey, for a total of $400,000. The agreement stipulates that the Company will pay an 8% interest rate on a quarterly basis until the loan becomes due and payable on June 30, 2004. We also issued to Mr. Carey 391,754 warrants exercisable for common stock for 10 years at a price of $0.97 per share. On December 30, 2003, Christopher J. Carey agreed to extend the term of the promissory note to June 30, 2004. As of December 31, 2003, $360,000 was outstanding under this bridge loan agreement. On May 1, 2004, Christopher J. Carey agreed to extend the term of the loan to June 1, 2005.

On April 24, 2003, our President and Chief Executive Officer, Christopher J. Carey, agreed to convert outstanding loans of $543,000 to 603,333 shares of our common stock at a price of $.90 per share in conjunction with the Series B Convertible Stock Financing detailed below.

FINANCINGS FROM PNC BANK (FORMERLY UNITED TRUST BANK)

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

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

On January 9, 2004, we were served with a notice of an event of default by United Trust Bank, now PNC Bank, a successor by merger effective January 2004 with United Trust Bank, ("the Bank"), under its Loan Agreement. Pursuant to section 6.01(d) of the Loan Agreement, an Event of Default exists due to the Company's failure to pay Payroll Tax Obligations aggregating in the amount of $1,089,897 as of December 31, 2003 (including estimated penalties and interest). The Company continues to make timely scheduled payments pursuant to the terms of the loan and is in forbearance negotiations with the Bank with respect to the default. On April 1, 2004, the Company received a second Notice of Event of Default stating that the Bank had accelerated the maturity of the Loan and declared all principal, interest, and other outstanding amounts due and payable.

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

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

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

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On November 12, 2004, the Company and PNC Bank agreed upon terms of an amendment to the forbearance agreement whereby by the payment schedule will change to include interest only payments on November 15, 2004, December 15, 2004 and January 15, 2005 with the final principal payment being made on or before January 31, 2005.

FINANCINGS BY STANFORD VENTURE CAPITAL HOLDINGS, INC.

On May 15, 2002, we entered into a Securities Purchase Agreement with Stanford Venture Capital Holdings, Inc., referred to herein as Stanford, in which we issued to Stanford (i) such number of shares of our Series A $1.50 Convertible Preferred Stock, referred to herein as Series A Preferred Stock, that would in the aggregate equal 20% of the total issued and outstanding shares of our common stock, and (ii) such number of warrants for shares of our common stock that would equal the number of shares of Series A Preferred Stock issued to Stanford. The total aggregate purchase price for the Series A Preferred Stock and warrants paid by Stanford was $3,000,000. The issuance of the Series A Preferred Stock and warrants took place on each of four separate closing dates from May 16, 2002 through and July 19, 2002, at which we issued an aggregate of 2,002,750 shares of our Series A Preferred Stock and warrants for 2,002,750 shares of our common stock to Stanford. . The warrants issued in 2002 were valued at $294,893 using the black-scholes model using the following assumptions and a stock price of $1.50:

- o Conversion price $1.50;
- o expected volatility of 0%;
- o expected dividend yield rate of 0%;
- o expected life of 5 years; and
- o a risk-free interest rate of 4.91% for the period ended June 30, 2002.

In connection with our Series B financing, as partial consideration for the funds received pursuant to the Series B financing, we agreed to decrease the exercise price to $.25. With respect to the decrease in the exercise price and the warrants being treated as a cost of the series B financing, the reduction of series A warrants was written in to the Series B preferred stock agreements as

part of the negotiation. At the end of fiscal 2003, Stanford exercised the warrants for 2,002,750 shares of our common stock.

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

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On March 3, 2004 and March 15, 2004 we received loans in the amount of $437,500 each from Stanford. We have agreed to pay Stanford an 8% annual dividend on the funds invested and to redeem the securities not later than three years from the date of funding.

PRIVATE PLACEMENTS WITH ACCREDITED PRIVATE INVESTORS

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

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

CALLABLE SECURED CONVERTIBLE NOTES

On June 16, 2004, to obtain funding for its ongoing operations, the Company entered into the Securities Purchase Agreement the Investors on June 18, 2004 for the sale of (i) $3,000,000 in AJW Notes and (ii) Warrants to buy 3,000,0000 shares of the Company's common stock.

On June 18, 2004, the Investors purchased $1,500,000 in AJW Notes and received Warrants to purchase 1,500,000 shares of the Company's common stock. On July 28, 2004 the Investors purchased $500,000 in AJW Notes and received Warrants to puchase 500,000 shares of common stock. On October 22, 2004 the Investors purchased $350,000 in AJW Notes and received Warrants to purchase 350,000 shares

of common stock. In addition, provided that all of the conditions in the Securities Purchase Agreement are satisfied, the Investors are obligated to provide the Company with additional funds as follows:

- $650,000 will be funded within five business days of the effectiveness of the registration statement.

The AJW Notes bear interest at 12%, mature two years from the date of issuance, and are convertible into our common stock, at the Investors' option, at the lower of (i) $0.70 or (ii) 50% of the average of the three lowest intraday trading prices for the Company's common stock during the 20 trading days before, but not including, the conversion date. The Company may prepay the AJW Notes in the event that no event of default exists, there are a sufficient number of shares available for conversion of the Notes and the market price is at or below $.57 per share. The full principal amount of the Notes is due upon default under the terms of Notes. In addition, the Company has granted the investors a security interest in substantially all of its assets and intellectual property as well as registration rights.

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

The Investors have contractually agreed to restrict their ability to convert the Notes and exercise the Warrants and receive shares of the Company's common stock such that the number of shares of the Company's common stock held by them and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of the Company's common stock.

All shares of the Company's common stock associated with this private placement are restricted securities in accordance with Rule 144 as promulgated under the of the Securities Act of 1933.

To enable us to fund our research and development and commercialization efforts, during the next several months, we may enter into additional debt and/or equity transactions with individual investors.

CRITICAL ACCOUNTING POLICIES AND USE OF ESTIMATES

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

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

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

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

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

REVENUE RECOGNITION POLICY

Revenue is recognized under the guidelines of SFAS No. 48 "Revenue Recognition When Right of Return Exists" and has a four step process that must be met prior to the recording of revenue. The steps consist of the following: signing of sales contract, installation of hardware, completion of the training period and a signed contract from the customer stating they accept the product for the sixty-day trial period. Payment is due upon the completion of the trial period. The sales revenue and cost of sales reported in the consolidated statements of operations is reduced to reflect estimated returns. Service revenue is recognized when earned. All sales agreements with clients do not require significant production, modification, or customization of software, additionally all the functionality of the product is made available upon delivery, therefore the Company recognizes revenue in accordance with Paragraph 8 of 97-2 when:

1) Persuasive evidence of an arrangement exists as evidenced by a signed contract,

2) Delivery has occurred, please note that Stronghold does not recognize revenue prior to delivery,

3) The price of Stronghold's system is fixed and determinable as evidence by the contract, and

4) Collectability is highly probable.

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

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

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

DEFERRED REVENUE

Deferred revenue is recorded as a liability when the Company receives the three year maintenance contact in an a one-time advance payment. The Company then recognizes the revenue from the maintenance portion of the contract on a pro rata basis over 36 months as the service is delivered.

REVENUE RESTATEMENT

On December 26, 2002, we reclassified our consolidated financial statements for the first three quarters of 2002. This step was taken on the advice of Rothstein, Kass & Company, P.C., our accounting firm, to reflect the proper treatment of SOP-97-2.

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

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

SOFTWARE DEVELOPMENT CAPITALIZATION POLICY

Software development costs, including significant product enhancements incurred subsequent to establishing technological feasibility in the process of software production, are capitalized according to Statement of Financial Accounting Standards No. 86, "Accounting for the Costs of Computer Software to

Be Sold, Leased, or Otherwise Marketed." Costs incurred prior to the establishment of technological feasibility are charged to research and development expenses. For the quarter ended September 30, 2004, we capitalized $77,739 of development costs in developing enhanced functionality of our DealerAdvance(TM) products. This compares with $171,945 for the quarter ended September 30, 2003. For the nine month period ended September 30, 2004 we capitalized $342,596 of developments costs as compared to $500,007 for the nine month period ended September 30, 2003. We capitalized a total of $683,052 of development costs for the twelve month period ended December 31, 2003.

ITEM 6. EXHIBITS

See Exhibit Index.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized this 10th day of February, 2005.

STRONGHOLD TECHNOLOGIES, INC.

BY: /s/ Christopher J. Carey

Name: Christopher J. Carey,
Title: President and Chief Executive Officer
(principal executive officer)

BY: /s/ Robert M. Nawy

Name: Robert M. Nawy
Title: (principal financial officer)

BY: /s/ Karen S. Jackson

Name: Karen S. Jackson
Title: Controller (principal accounting officer)

Dated: As of February 10, 2005

ITEM 6. EXHIBIT INDEX

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350.