

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2002

COMMISSION FILE NUMBER 0001-22563

CDSI HOLDINGS INC.  
(EXACT NAME OF SMALL BUSINESS ISSUER AS SPECIFIED IN ITS CHARTER)

DELAWARE 95-4463937  
(STATE OR OTHER JURISDICTION OF (I.R.S. EMPLOYER  
INCORPORATION OR ORGANIZATION) IDENTIFICATION NUMBER)

100 S.E. SECOND STREET, 32ND FLOOR  
MIAMI, FL 33131  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(305) 579-8000  
(ISSUER'S TELEPHONE NUMBER, INCLUDING AREA CODE)

CHECK WHETHER THE ISSUER (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED  
BY SECTION 13 OR 15(D) OF THE EXCHANGE ACT DURING THE PRECEDING 12 MONTHS (OR  
FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS),  
AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS.  
YES [X] NO [ ]

AS OF NOVEMBER 14, 2002, THERE WERE OUTSTANDING 3,120,000 SHARES OF THE  
ISSUER'S COMMON STOCK, \$.01 PAR VALUE.

CDSI HOLDINGS INC.  
QUARTERLY REPORT ON FORM 10-QSB  
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2002

TABLE OF CONTENTS

<TABLE>  
<CAPTION>

PART I. FINANCIAL INFORMATION

	Page
	----
<S> Item 1. <C> Condensed Consolidated Financial Statements (Unaudited):	
Condensed Consolidated Balance Sheets as of September 30, 2002 and December 31, 2001.....	2
Condensed Consolidated Statements of Operations for the three months and nine months ended September 30, 2002 and 2001.....	3

Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2002 and 2001.....	4
---	---

Notes to the Condensed Consolidated Financial Statements.....	5
--	---

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.....	8
---	---

Item 3. Controls and Procedures.....	11
--------------------------------------	----

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.....	12
---	----

SIGNATURE.....	13
----------------	----

CERTIFICATIONS.....	14
---------------------	----

</TABLE>

- 1 -  
CDSI HOLDINGS INC.

CONDENSED CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)

<TABLE>  
<CAPTION>

	September 30, 2002	December 31, 2001
	----- <C>	----- <C>
<b>ASSETS:</b>		
Current assets:		
Cash and cash equivalents .....	\$ 225,194	\$ 265,685
Total current assets .....	225,194	265,685
Other assets .....	18,505	18,505
	-----	-----
Total assets .....	<u>\$ 243,699</u>	<u>\$ 284,190</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses .....	\$ 27,789	\$ 33,830
	-----	-----
Total current liabilities .....	27,789	33,830
	-----	-----
Commitments and contingencies .....	--	--
Stockholders' equity:		
Preferred stock, \$.01 par value. Authorized 5,000,000 shares; no shares issued and outstanding .....	--	--
Common stock, \$.01 par value. Authorized 25,000,000 shares; 3,120,000 shares issued and outstanding ...	31,200	31,200
Additional paid-in capital .....	8,209,944	8,209,944
Accumulated deficit .....	(8,025,234)	(7,990,784)
	-----	-----
Total stockholders' equity .....	215,910	250,360
	-----	-----

Total liabilities and stockholders' equity ..... \$ 243,699 \$ 284,190

</TABLE>

See accompanying Notes to Condensed Consolidated Financial Statements

- 2 -

CDSI HOLDINGS INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)

<TABLE>  
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	Three Months Ended		Nine Months Ended	
	September 30, 2002	September 30, 2001	September 30, 2002	September 30, 2001
<S>	<C>	<C>	<C>	<C>
Revenues .....	\$ --	\$ --	\$ --	\$ --
Cost and expenses:				
General and administrative ....	14,866	11,314	36,194	46,995
	14,866	11,314	36,194	46,995
Operating loss .....	(14,866)	(11,314)	(36,194)	(46,995)
Other income:				
Interest and other income ....	713	1,986	1,744	6,994
Payment of note receivable from ThinkDirectMarketing .....	--	--	--	100,000
	713	1,986	1,744	106,994
Net (loss) income .....	\$ (14,153)	\$ (9,328)	\$ (34,450)	\$ 59,999
Net (loss) income per share (basic and diluted) .....	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ 0.02
Shares used in computing net loss per share .....	3,120,000	3,120,000	3,120,000	3,120,000

</TABLE>

See accompanying Notes to Condensed Consolidated Financial Statements

- 3 -

CDSI HOLDINGS INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

<TABLE>

<CAPTION>

	Nine Months Ended	
	September 30, 2002	September 30, 2001
<S>	<C>	<C>
Cash flows used in operating activities:		
Net (loss) income .....	\$ (34,450)	\$ 59,999
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Payment of note receivable from ThinkDirectMarketing .....	--	(100,000)
Changes in assets and liabilities:		
Accounts payable and accrued expenses ..	(6,041)	(35,455)
Net cash used in operating activities .....	(40,491)	(75,456)
Cash flows provided from investing activities:		
Payment of note receivable from ThinkDirectMarketing .....	--	100,000
Net cash flows provided from investing activities .....	--	100,000
Net cash flows from financing activities .....	--	--
Net (decrease) increase in cash .....	(40,491)	24,544
Cash and cash equivalents at beginning of period	265,685	253,187
Cash and cash equivalents at end of period .....	\$ 225,194	\$ 277,731

</TABLE>

See accompanying Notes to Condensed Consolidated Financial Statements

- 4 -

CDSI HOLDINGS INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

(1) BUSINESS AND ORGANIZATION

CDSI Holdings Inc. (the "Company" or "CDSI") was incorporated in Delaware on December 29, 1993. On January 12, 1999, the Company's stockholders voted to change the corporate name of the Company from PC411, Inc. to CDSI Holdings Inc. Prior to May 8, 1998, the Company's principal business was an on-line electronic delivery information service that transmits name, address, telephone number and other related information digitally to users of personal computers (the "PC411 Service"). On May 8, 1998, the Company acquired Controlled Distribution Systems, Inc. ("CDS"), a company engaged in the marketing and leasing of an inventory control system for tobacco products. In February 2000, CDSI announced CDS will no longer actively engage in the business of marketing and leasing the inventory control system.

CDSI intends to explore investments in other business opportunities. As CDSI has only limited cash resources, CDSI's ability to complete any acquisition or investment opportunities it may identify will depend on its ability to raise additional financing, as to which there can be no assurance.

## (2) PRINCIPLES OF REPORTING

The financial statements of the Company as of September 30, 2002 presented herein have been prepared by the Company and are unaudited. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial position as of September 30, 2002 and the results of operations and cash flows for all periods presented have been made. Results for the interim periods are not necessarily indicative of the results for the entire year.

These financial statements should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2001 included in the Company's Form 10-KSB filed with the Securities and Exchange Commission (Commission File No. 0001-22563).

### USE OF ESTIMATES

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

- 5 -

## CDSI HOLDINGS INC. AND SUBSIDIARIES

### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED) (UNAUDITED)

## (3) THINKDIRECTMARKETING TRANSACTION

On November 5, 1998, the Company contributed the non-cash assets and certain liabilities of the PC411 Service to ThinkDirectMarketing, Inc. ("TDMI") (formerly known as Digital Asset Management, Inc.). The Company received preferred stock representing an initial 42.5% interest in TDMI in exchange for the contribution of the PC411 Service's net assets. The Company's carrying value in the net assets contributed to TDMI totaled \$73,438. The Company recorded \$462,360 as a capital contribution in connection with the transaction, which represented the Company's 42.5% interest in the capital raised by TDMI in excess of the carrying value of the Company's net assets contributed to TDMI. The Company agreed, under certain conditions, to fund up to \$200,000 of an \$800,000 working capital line. The Company funded \$100,000 of the working capital line in the second quarter of 1999. In July 1999, the Company agreed to extend the maturity of its working capital line and was released from any further obligation to fund additional amounts under the working capital line.

In October 2000, TDMI and Cater Barnard plc (formerly known as VoyagerIT.com) entered into an agreement whereby Cater Barnard purchased for \$5,000,000 shares of TDMI's convertible preferred stock and convertible notes on various dates between November 10, 2000 and June 8, 2001. On October 16, 2001, Cater Barnard agreed to use its best efforts to fund an additional \$1,250,000 to TDMI by January 31, 2002 and on the same date, the TDMI stockholders granted Cater Barnard an option to purchase by January 31, 2002 all of TDMI's common stock not held by Cater Barnard for an aggregate purchase price of 78,750 shares of Convertible Preferred Stock of IMX Pharmaceuticals, Inc. ("IMXI"). IMXI is a majority-owned subsidiary of Cater Barnard to which Cater Barnard had transferred its interest in TDMI. The preferred stock was initially convertible into 1,575,000 shares of IMXI common stock.

On January 31, 2002, IMXI acquired all the shares of TDMI it did not already own by exercising the option previously granted to Cater Barnard.

CDSI received 8,250 shares of IMXI Class B Convertible Preferred Stock in exchange for its interest in TDMI. Each share of IMXI Class B Preferred Stock was entitled to receive an annual dividend of \$4.00 on December 31 of each year. The dividend was payable at the option of IMXI in shares of its Common Stock, which trades on the NASD OTC Electronic Bulletin Board under the symbol "IMXI". The shares of IMXI Class B Preferred Stock to be received by the Company were initially convertible into 165,000 shares of IMXI Common Stock.

On November 4, 2002, the holders of IMXI Class B Preferred Stock and IMXI agreed to (i) increase the number of common shares into which the IMXI Class B Preferred Stock is convertible from 1,575,000 to 3,150,000 and (ii) eliminate the annual dividend on the Class B Preferred Stock. As a result, the Class B Preferred Stock held by CDSI is convertible into 330,000 shares of IMXI Common Stock. Based on public filings by IMXI, management estimates that CDSI's interest in IMXI is approximately 1.7% on a fully-diluted basis.

Under an Investors' Rights Agreement dated January 31, 2002 between IMXI and the former TDMI stockholders, if IMXI receives a written request from at least 50% of the former TDMI stockholders to register the IMXI Common Stock issuable on conversion of the IMXI Class B

- 6 -

#### CDSI HOLDINGS INC. AND SUBSIDIARIES

#### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED) (UNAUDITED)

Preferred Stock, it must use its best efforts to file, within 90 days of the receipt of such request, a registration statement covering the registration of such securities under the Securities Act of 1933.

The Company accounted for its non-controlling interest in TDMI using the equity basis of accounting since November 5, 1998. In the second quarter of 1999, the carrying value of the Company's investment in TDMI, including the \$100,000 note receivable, was reduced to zero as the cumulative equity in TDMI's losses exceeded the Company's investment in TDMI. Since the Company had no intention or commitment to fund future TDMI losses, commencing in the second quarter of 1999, the Company suspended recognizing its share of the additional losses of TDMI. The Company recorded income of \$100,000 for the three and six months ended June 30, 2001 in connection with the repayment of the \$100,000 note receivable from TDMI.

#### (4) RELATED PARTY TRANSACTIONS

Certain accounting and related finance functions are performed on behalf of the Company by employees of New Valley Corporation, the principal stockholder of the Company. Expenses incurred relating to these functions are allocated to the Company and paid as incurred to New Valley based on management's best estimate of the cost involved. The amounts allocated were immaterial for all periods presented herein.

#### (5) NET (LOSS) INCOME PER SHARE

Basic (loss) income per share of common stock is computed by dividing net (loss) income applicable to common stockholders by the weighted average shares of common stock outstanding during the period (3,120,000 shares). Diluted per share results reflect the potential dilution from the exercise or conversion of securities into common stock.

Stock options and warrants (both vested and non-vested) totaling 656,788 and 2,979,288 shares at September 30, 2002 and 2001, respectively, were excluded from the calculation of diluted per share results presented because their effect was anti-dilutive. Accordingly, diluted net (loss) income per common share is the same as basic net (loss) income per common

share. On May 13, 2002, a total of 2,322,500 of the stock options and warrants expired.

- 7 -

## CDSI HOLDINGS INC. AND SUBSIDIARIES

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

#### OVERVIEW

Based on public filings by IMXI, management estimates that the Company owns an approximate 1.7% interest in IMXI on a fully diluted basis. The Company intends to seek new investments in other business opportunities. As the Company has only limited cash resources, the Company's ability to complete any acquisition or investment opportunities it may identify will depend on its ability to raise additional financing, as to which there can be no assurance. There can be no assurance that the Company will successfully identify, complete or integrate any future acquisition or investment, or that acquisitions or investments, if completed, will contribute favorably to its operations and future financial condition.

#### THINKDIRECTMARKETING, INC.

On November 5, 1998, the Company contributed substantially all the non-cash assets and certain liabilities related to its on-line electronic delivery information service to TDMI, and received preferred stock of TDMI. See Note 3 to the Condensed Consolidated Financial Statements for additional information concerning the Company's former investment in TDMI.

The Company's interest in TDMI was accounted for using the equity method of accounting. Commencing in the second quarter of 1999, the carrying value of the Company's investment in TDMI was reduced to zero, and the Company suspended recognizing its share of the additional losses of TDMI. In the second quarter of 2001, TDMI repaid a \$100,000 note receivable due to the Company. As a result, the Company recorded \$100,000 of income associated with the repayment for the year ended December 31, 2001.

On January 31, 2002, IMXI acquired all the shares of TDMI it did not already own by exercising an option previously granted by the remaining TDMI stockholders. The Company received preferred stock of IMXI in exchange for its interest in TDMI. The preferred stock is convertible into 330,000 shares of IMXI common stock.

#### RESULTS OF OPERATIONS

##### REVENUES

For the three and nine months ended September 30, 2002 and 2001, the Company did not generate revenues from operations.

- 8 -

## CDSI HOLDINGS INC. AND SUBSIDIARIES

### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - (CONTINUED)

#### EXPENSES

Expenses associated with corporate activities were \$14,866 and \$36,194 for the three and nine months ended September 30, 2002, respectively, as compared to \$11,314 and \$46,995 for the same periods in the prior year. The expenses were primarily associated with costs necessary to maintain a public company. The decrease in expenses in the nine-month period is associated with lower audit expenses in 2002 and a \$1,688 refund of prepaid franchise taxes in

2002. The expenses have been reduced by adjustments of previously established accruals of \$1,250 and \$3,750 for the three and nine months ended September 30, 2002, respectively, as compared to \$5,000 and \$15,000 for the same periods in the prior year. These adjustments related to liabilities established when the Company conducted an on-line electronic directory service. The Company evaluates accruals on a quarterly basis and adjusts as appropriate.

#### OTHER INCOME (EXPENSE)

Interest and other income was \$713 and \$1,744 for the three and nine months ended September 30, 2002, compared to \$1,986 and \$6,994 for the three and nine months ended September 30, 2001. The difference was primarily due to lower interest rates in 2002. The Company recorded \$100,000 in income in the second quarter of 2001 relating to the repayment of a loan receivable from TDMI. The carrying value of the loan had been reduced to zero in the second quarter of 1999 when the Company suspended recognizing its share of the additional losses of TDMI.

#### LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2002, the Company had an accumulated deficit of approximately \$8.0 million. The Company has reported an operating loss in each of its fiscal quarters since inception and it expects to continue to incur operating losses in the immediate future. The Company has reduced operating expenses and is seeking acquisition and investment opportunities. No assurance can be given that the Company will not continue to incur operating losses.

The Company has limited available cash, limited cash flow, limited liquid assets and no credit facilities. The Company has not been able to generate sufficient cash from operations and, as a consequence, financing has been required to fund ongoing operations. Since completion of the Company's initial public offering of its common stock (the "IPO") in May 1997, the Company has primarily financed its operations with the net proceeds of the IPO. The funds were used to complete the introduction of the PC411 Service over the Internet, to expand marketing, sales and advertising, to develop or acquire new services or databases, to acquire CDS and for general corporate purposes.

In connection with the IPO, the Company issued 2,322,500 Redeemable Class A Warrants (the "Warrants"), including 1,000,000 of which were held by New Valley. The Warrants, which entitled the holder to purchase one share of Common Stock at an initial exercise price of \$6.10, expired unexercised on May 13, 2002.

Cash used for operations for the nine months ended September 30, 2002 and 2001 was \$40,491 and \$75,456, respectively. The decrease is primarily due to a lower balance in accrued expenses at

- 9 -

#### CDSI HOLDINGS INC. AND SUBSIDIARIES

#### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - (CONTINUED)

December 31, 2001 versus December 31, 2000, which resulted in lower payments of accounts payable and accrued liabilities for the nine months ended September 30, 2002 as compared to the nine months ended June 30, 2001. Included in the Company's accrued liabilities as of September 30, 2002 are \$14,683 of liabilities established in the disposal of the Company's former business of marketing and leasing an inventory control system for tobacco products. The Company evaluates its accruals on a quarterly basis and makes adjustments when appropriate.

The Company does not expect significant capital expenditures during the year ended December 31, 2002.

At September 30, 2002, the Company had cash and cash equivalents of \$225,194. The Company does not currently have any commitments for any additional financing, and there can be no assurance that any such commitments can be obtained. Any additional equity financing may be dilutive to its existing



stockholders, and debt financing, if available, may involve pledging some or all of its assets and may contain restrictive covenants with respect to raising future capital and other financial and operational matters.

Inflation and changing prices had no material impact on revenues or the results of operations for the nine months ended September 30, 2002 and 2001.

Management is currently evaluating alternatives to supplement the Company's present cash and cash equivalents to meet its liquidity requirements over the next twelve months. Such alternatives include seeking additional investors and/or lenders and disposing of the interest in IMXI. Although there can be no assurance, the Company believes that it will be able to continue as a going concern for the next twelve months.

The Company or its affiliates, including New Valley, may, from time to time, based upon present market conditions, purchase shares of the Common Stock in the open market or in privately negotiated transactions.

#### SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The Company and its representatives may from time to time make oral or written "forward-looking statements" within the meaning of the Private Securities Reform Act of 1995 (the "Reform Act"), including any statements that may be contained in the foregoing "Management's Discussion and Analysis of Financial Condition and Results of Operations", in this report and in other filings with the Securities and Exchange Commission and in its reports to stockholders, which represent the Company's expectations or beliefs with respect to future events and financial performance. These forward-looking statements are subject to certain risks and uncertainties and, in connection with the "safe-harbor" provisions of the Reform Act, the Company has identified under "Risk Factors" in Item 1 of the Company's Form 10-KSB for the year ended December 31, 2001 filed with the Securities and Exchange Commission and in this section important factors that could cause actual results to differ materially from those contained in any forward-looking statements made by or on behalf of the Company.

- 10 -

#### CDSI HOLDINGS INC. AND SUBSIDIARIES

#### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - (CONTINUED)

The Company's plans and objectives are based, in part, on assumptions involving judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the Company believes that its assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, particularly in view of the Company's limited operations, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved. Readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date on which such statements are made. The Company does not undertake to update any forward-looking statement that may be made from time to time on its behalf.

#### ITEM 3. CONTROLS AND PROCEDURES

The Company's principal executive officer and principal financial officer have evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures within 90 days of the filing date of this quarterly report and have concluded that these controls and procedures are effective. There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls

subsequent to the date of their evaluation.

Disclosure controls and procedures are the Company's controls and other procedures that are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files under the Exchange Act is accumulated and communicated to its management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding disclosure.

- 11 -  
CDSI HOLDINGS INC. AND SUBSIDIARIES

PART II. OTHER INFORMATION

Item 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) EXHIBITS

99.1 Certification of Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

99.2 Certification of Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) REPORTS ON FORM 8-K

None.

- 12 -  
SIGNATURE

Pursuant to the requirements 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.

CDSI HOLDINGS INC.  
(Registrant)

Date: November 14, 2002

By: /s/ J. BRYANT KIRKLAND III

-----  
J. Bryant Kirkland III  
Vice President, Treasurer  
and Chief Financial Officer  
(Duly Authorized Officer and  
Chief Accounting Officer)

- 13 -

CERTIFICATION

I, Richard J. Lampen, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of CDSI Holdings Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002

/s/ RICHARD J. LAMPEN

-----  
Richard J. Lampen  
Chairman and Chief Executive Officer

- 14 -

CERTIFICATION

I, J. Bryant Kirkland III, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of CDSI Holdings Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue

statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

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

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

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

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

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

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

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

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

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

Date: November 14, 2002

/s/ J. BRYANT KIRKLAND III

-----  
J. Bryant Kirkland III  
Vice President and Chief  
Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CDSI Holdings Inc. (the "Company") on Form 10-QSB for the period ended September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard J. Lampen, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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

November 14, 2002

/s/ RICHARD J. LAMPEN

-----  
Richard J. Lampen  
Chairman and Chief Executive Officer

EXHIBIT 99.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CDSI Holdings Inc. (the "Company") on Form 10-QSB for the period ended September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, J. Bryant Kirkland III, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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

November 14, 2002

/s/ J. BRYANT KIRKLAND III

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J. Bryant Kirkland III  
Vice President and Chief  
Financial Officer