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

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**FORM 10-Q**

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

**For The Quarterly Period Ended June 30, 2009**

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**CDSI HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**0001-22563**

Commission File Number

**65-0949535**

(I.R.S. Employer Identification No.)

100 S.E. Second Street  
Miami, Florida 33131  
**305/579-8000**

(Address, including zip code and telephone number, including area code,  
of the principal executive offices)

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  
 Non-accelerated filer

Accelerated filer  
 Smaller reporting company

Indicate by check mark whether the Registrant is a shell company as defined in Rule 12b-2 of the Exchange Act.  
 Yes  No

At August 14, 2009, CDSI Holdings Inc. had 3,120,000 shares of common stock outstanding.

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## CDSI HOLDINGS INC.

CONDENSED BALANCE SHEETS  
(Unaudited)

	June 30, 2009	December 31, 2008
<b>Assets:</b>		
Current assets:		
Cash and cash equivalents	\$ 19,319	\$ 19,698
Total assets	<u>\$ 19,319</u>	<u>\$ 19,698</u>
<b>Liabilities and Stockholders' (Deficiency) Equity:</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 6,927	\$ 11,650
Total current liabilities	<u>6,927</u>	<u>11,650</u>
Revolving credit promissory note	<u>20,000</u>	<u>—</u>
Commitments and contingencies	<u>—</u>	<u>—</u>
Stockholders' (deficiency) 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	(8,248,752)	(8,233,096)
Accumulated other comprehensive income	<u>—</u>	<u>—</u>
Total stockholders' (deficiency) equity	<u>(7,608)</u>	<u>8,048</u>
Total liabilities and stockholders' (deficiency) equity	<u>\$ 19,319</u>	<u>\$ 19,698</u>

See accompanying Notes to Condensed Financial Statements

## CDSI HOLDINGS INC.

CONDENSED STATEMENTS OF OPERATIONS  
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2009	June 30, 2008	June 30, 2009	June 30, 2008
Revenues	\$ —	\$ —	\$ —	\$ —
Cost and expenses:				
General and administrative	8,773	7,805	15,380	19,915
	<u>8,773</u>	<u>7,805</u>	<u>15,380</u>	<u>19,915</u>
Operating loss	<u>(8,773)</u>	<u>(7,805)</u>	<u>(15,380)</u>	<u>(19,915)</u>
Other income (expense):				
Interest income	—	105	1	364
Interest expense	(277)	—	(277)	—
Total other (expense) income	<u>(277)</u>	<u>105</u>	<u>(276)</u>	<u>364</u>
Net loss	<u>\$ (9,050)</u>	<u>\$ (7,700)</u>	<u>\$ (15,656)</u>	<u>\$ (19,551)</u>
Net loss per share (basic and diluted)	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>
Shares used in computing net loss per share	<u>3,120,000</u>	<u>3,120,000</u>	<u>3,120,000</u>	<u>3,120,000</u>

See accompanying Notes to Condensed Financial Statements

## CDSI HOLDINGS INC.

CONDENSED STATEMENTS OF CASH FLOWS  
(Unaudited)

	Six Months Ended	
	June 30, 2009	June 30, 2008
Cash flows from operating activities:		
Net loss	\$(15,656)	\$(19,551)
Changes in assets and liabilities:		
Decrease in accounts payable and accrued expenses	<u>(4,723)</u>	<u>(1,399)</u>
Net cash used in operating activities	<u>(20,379)</u>	<u>(20,950)</u>
Net cash provided by investing activities	<u>—</u>	<u>—</u>
Net cash flows provided by financing activities:		
Borrowings under revolving credit promissory note	<u>20,000</u>	<u>—</u>
Net provided by financing activities	<u>20,000</u>	<u>—</u>
Net decrease in cash and cash equivalents	(379)	(20,950)
Cash and cash equivalents at beginning of period	<u>19,698</u>	<u>50,288</u>
Cash and cash equivalents at end of period	<u>\$ 19,319</u>	<u>\$ 29,338</u>

See accompanying Notes to Condensed Financial Statements

**CDSI HOLDINGS INC.**

**NOTES TO CONDENSED FINANCIAL STATEMENTS  
(Unaudited)**

**(1) Business and Organization**

CDSI Holdings Inc. (the "Company" or "CDSI") was incorporated in Delaware on December 29, 1993 and is a shell company as defined in Rule 12b-2 of the Securities Exchange Act of 1934. 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 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"). In May 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. In November 2003, the Company and its wholly-owned subsidiary CDS merged with the Company as the surviving corporation.

At June 30, 2009, the Company had an accumulated deficit of approximately \$8,248,752. 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. There is a risk the Company will continue to incur operating losses.

CDSI intends to seek new 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. 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.

**(2) Principles of Reporting**

The condensed financial statements of the Company as of June 30, 2009 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 June 30, 2009 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 condensed financial statements should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2008 included in the Company's Form 10-K, filed with the Securities and Exchange Commission (Commission File No. 0001-22563).

**CDSI HOLDINGS INC.**

**Notes to CONDENSED Financial Statements — (Continued)  
(Unaudited)**

**Use of Estimates**

The preparation of the condensed 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 condensed financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

**Subsequent Events**

The Company has evaluated events that occurred subsequent to June 30, 2009, through the financial statement issue date of August 14, 2009, and determined that there were no recordable or reportable subsequent events.

**(3) Related Party Transactions**

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

On March 26, 2009, the Company and Vector entered into a \$50,000 Revolving Credit Promissory Note (the "Revolver") due December 31, 2012. The loan bears interest at 11% per annum and is due on December 31, 2012. There was a balance of \$20,000 outstanding under the Revolver at June 30, 2009 and August 14, 2009.

**(4) Net Loss Per Share**

Basic loss per share of common stock is computed by dividing net loss 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 18,000 shares for the three and six months ended June 30, 2008 and 9,000 shares for the six months ended June 30, 2009 were excluded from the calculation of diluted per share results presented because their effect was anti-dilutive. All remaining stock options and warrants (both vested and non-vested) expired in January 2009. Accordingly, diluted net loss per common share is the same as basic net loss per common share.

**CDSI HOLDINGS INC.**

**Notes to CONDENSED Financial Statements — (Continued)  
(Unaudited)**

**(5) Investments and Fair Value Measurements**

As of January 1, 2009, SFAS No. 157, “Fair Value Measurements,” applies to both the Company’s financial assets and liabilities and non-financial assets and liabilities. SFAS No. 157 provides guidance for using fair value to measure assets and liabilities and only applies when other standards require or permit the fair value measurement of assets and liabilities. SFAS No. 157 does not require any new fair value measurements but rather introduces a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities.

SFAS No. 157 discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The statement clarifies that fair value is an exit price, representing amounts that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants.

SFAS No. 157 utilizes a three-tier fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

- Level 1      Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2      Inputs other than quoted prices that are observable for the assets or liability, either directory or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3      Unobservable inputs in which there is little market data, which requires the reporting entity to develop their own assumptions

This hierarchy requires the use of observable market data, when available, and to minimize the use of unobservable inputs when determining fair value.

The Company did not have any fair value measurements for its non-financial assets and liabilities during the first quarter.

The Company’s population of recurring financial assets and liabilities subject to fair value measurements and the necessary disclosures consists of approximately \$7,095 and \$19,394 of cash invested in a money market fund as of June 30, 2009 and December 31, 2008, respectively. The fair value determination of the money market fund is a Level I asset under the SFAS 157 hierarchy. The money market fund is invested in Treasury Funds with quoted prices in active markets.

**CDSI HOLDINGS INC.**

**Notes to CONDENSED Financial Statements — (Continued)  
(Unaudited)**

**(6) Comprehensive Loss**

Comprehensive loss applicable to Common Shares for the three months ended June 30, 2009 and 2008 was \$9,050 and \$7,700, respectively. Comprehensive loss applicable to Common Shares for the six months ended June 30, 2009 and 2008 was \$15,656 and \$19,551, respectively.

**(7) Contingencies**

As of June 30, 2009, the Company was not authorized to transact business in any state other than Delaware, which is its state of incorporation. The Company received an inquiry from the Florida Department of State (the "FDS") inquiring whether the Company should have registered with the FDS in previous years, beginning in 1998. In March 2006, the Company responded to the inquiry and stated it believes its activities in previous years did not meet the requirements for such registration; however, no assurance can be provided that the Company's position will be accepted by the FDS. The Company is unable to quantify the amount of any registration fees and other costs attributable to any failure to register and has not accrued any amounts in its condensed financial statements related to such inquiry.

**CDSI HOLDINGS INC.**

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

**Overview**

We are a shell company as defined in Rule 12b-2 of the Securities Exchange Act of 1934 and hold limited amounts of cash. We intend to seek new business opportunities. As we have only limited cash resources, our ability to complete any acquisition or investment opportunities we may identify will depend on our ability to raise additional financing, as to which there can be no assurance. There can be no assurance that we will successfully identify, complete or integrate any future acquisition or investment, or that acquisitions or investments, if completed, will contribute favorably to our operations and future financial condition.

**Recent Developments**

*Revolving Credit Promissory Note.* In March 2009, we entered into a revolving credit promissory note where our principal stockholder, Vector, has agreed to lend us \$50,000 to meet our liquidity requirements over the next twelve months. The facility bears interest at 11% per annum and is due on December 31, 2012. The facility had a balance of \$20,000 at June 30, 2009 and August 14, 2009.

**Results of Operations**

***Revenues***

For the three and six months ended June 30, 2009 and 2008 we did not generate revenues from operations.

***Expenses***

Expenses associated with corporate activities were \$8,773 and \$15,380 for the three and six months ended June 30, 2009, respectively, as compared to \$7,805 and \$19,915 for the same periods in the prior year. The expenses were primarily associated with costs necessary to maintain a public company, which consist primarily of directors' fees, accounting fees, and stock transfer fees.

***Other income***

Interest expense was \$277 for the three and six months ended June 30, 2009. Interest income was \$0 and \$1 for the three and six months ended June 30, 2009 compared to \$105 and \$364 for the three and six months ended June 30, 2008. The decrease in interest income is due primarily to lower cash balances and lower interest rates in 2009 versus 2008.

**Liquidity and Capital Resources**

At June 30, 2009, we had an accumulated deficit of approximately \$8.2 million. We have reported an operating loss in each of our fiscal quarters since inception and we expect to continue to incur operating losses in the immediate future. We have reduced operating expenses and are seeking acquisition and investment opportunities. No assurance can be given that we will not continue to incur operating losses.

**CDSI HOLDINGS INC.**

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)**

We have limited available cash, limited cash flow, and limited liquid assets. We have not been able to generate sufficient cash from operations and, as a consequence, financing has been required to fund ongoing operations. Since completion of our initial public offering of our common stock (the "IPO") in May 1997, we have primarily financed our 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 Controlled Distribution Systems, Inc. and for general corporate purposes.

Cash used for operations for the six months ended June 30, 2009 and 2008 was \$20,379 and \$20,950, respectively. The decrease is associated primarily with the timing of payments of accounts payable and accrued liabilities offset by an increased net loss. We evaluate our accruals on a quarterly basis and makes adjustments when appropriate.

Cash provided from financing activities of \$20,000 for the six months ended June 30, 2009 consisted of borrowings under the revolving credit agreement.

We do not expect significant capital expenditures during the year ended December 31, 2009.

At June 30, 2009, we had cash and cash equivalents of \$19,319.

Inflation and changing prices had no material impact on revenues or the results of operations for the periods ended June 30, 2009 and 2008.

We are not authorized to transact business in any state other than Delaware, which is its state of incorporation. We received an inquiry from the Florida Department of State (the "FDS") inquiring whether we should have registered with the FDS in previous years, beginning in 1998. In March 2006, we responded to the inquiry and stated we believe our activities in previous years did not meet the requirements for such registration; however, no assurance can be provided that our position will be accepted. We are unable to quantify the amount of any registration fees and other costs attributable to any failure to register and have not accrued any amounts in our condensed financial statements related to such inquiry.

In March 2009, we entered into a revolving credit promissory note where our principal stockholder, Vector, has agreed to lend us \$50,000 to meet our liquidity requirements over the next twelve months. The facility bears interest at 11% per annum and is due on December 31, 2012. The facility had a balance of \$20,000 at June 30, 2009 and August 14, 2009.

Although there can be no assurance, we believe that we will be able to continue as a going concern for the next twelve months.

We or our affiliates, including Vector, 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.

**CDSI HOLDINGS INC.**

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
(CONTINUED)**

**Special Note Regarding Forward-Looking Statements**

We and our representatives may from time to time make oral or written "forward-looking statements" within the meaning of the Private Securities Litigation 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 our reports to stockholders, which represent our 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, we have identified under "Risk Factors" in Item 1 of our Form 10-K for the year ended December 31, 2008 and our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009, 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 us.

Our 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 ours. Although we believe that the 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 our limited operations, the inclusion of such information should not be regarded as a representation by us or any other person that the objectives and plans of ours 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. We do not undertake to update any forward-looking statement that may be made from time to time on our behalf.

**CDSI HOLDINGS INC.**

**Item 3. CONTROLS AND PROCEDURES**

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we have evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report, and, based on their evaluation, our principal executive officer and principal financial officer have concluded that these controls and procedures are effective.

There were no changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**CDSI HOLDINGS INC.**

**PART II. OTHER INFORMATION**

Item 1. Legal Proceedings

Reference is made to Note 7 to our unaudited condensed financial statements.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

No securities of ours which were not registered under the Securities Act of 1933 have been issued or sold by us during the three months ended June 30, 2009.

No securities of ours were repurchased by us or our affiliated purchasers during the three months ended June 30, 2009.

Item 6. Exhibits

- 31.1 Certification of Chief Executive Officer, Pursuant to Exchange Act Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer, Pursuant to Exchange Act Rule 13a-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 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.
- 32.2 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.

**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: August 14, 2009

By: /s/ J. Bryant Kirkland III  
J. Bryant Kirkland III  
Vice President, Treasurer and Chief Financial  
Officer  
(Duly Authorized Officer and Chief Accounting  
Officer)

**RULE 13a-14(a) CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, Richard J. Lampen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CDSI Holdings Inc.;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;

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

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

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

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2009

/s/ Richard J. Lampen  
Richard J. Lampen  
Chairman and Chief Executive Officer

**RULE 13a-14(a) CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, J. Bryant Kirkland III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CDSI Holdings Inc.;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;

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

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2009

/s/ J. Bryant Kirkland III

J. Bryant Kirkland III  
Vice President and Chief Financial Officer

## SECTION 1350 CERTIFICATION OF CHIEF EXECUTIVE OFFICER

In connection with the Quarterly Report of CDSI Holdings Inc. (the "Company") on Form 10-Q for the period ended June 30, 2009 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.

August 14, 2009

/s/ Richard J. Lampen  
Richard J. Lampen  
Chairman and Chief Executive Officer

SECTION 1350 CERTIFICATION OF CHIEF FINANCIAL OFFICER

In connection with the Quarterly Report of CDSI Holdings Inc. (the "Company") on Form 10-Q for the period ended June 30, 2009 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.

August 14, 2009

/s/ J. Bryant Kirkland III

J. Bryant Kirkland III  
Vice President and Chief Financial Officer