

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2008

COMMISSION FILE NUMBER 0001-22563

CDSI HOLDINGS INC.

(Exact name of small business issuer as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

95-4463937  
(I.R.S. Employer  
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)

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (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  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 FILE  ACCELERATED FILER  
 NON-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

AS OF AUGUST 14, 2008, THERE WERE OUTSTANDING 3,120,000 SHARES OF THE  
ISSUER'S COMMON STOCK, \$.01 PAR VALUE.

CDSI HOLDINGS INC.  
QUARTERLY REPORT ON FORM 10-Q  
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2008

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CDSI HOLDINGS INC.

CONDENSED BALANCE SHEETS  
(UNAUDITED)

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	June 30,	December 31,
	----- 2008	----- 2007
	-----	-----
<S>	<C>	<C>
	ASSETS:	
	Current assets:	
	Cash and cash equivalents .....	\$ 29,338 \$ 50,288
	-----	-----

Total assets .....	\$	29,338	\$	50,288
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LIABILITIES AND STOCKHOLDERS' EQUITY:

Current liabilities:

Accounts payable and accrued expenses .....	\$	5,251	\$	6,650
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Total current liabilities .....	5,251	6,650
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Commitments and contingencies .....	--	--
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Stockholders' equity:

Preferred stock, \$.01 par value. Authorized 5,000,000 shares; no shares issued and outstanding .....	--	--
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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
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Accumulated deficit .....	(8,217,057)	(8,197,506)
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Accumulated other comprehensive income .....	--	--
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Total stockholders' equity .....	24,087	43,638
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Total liabilities and stockholders' equity .....	\$ 29,338	\$ 50,288
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See accompanying Notes to Condensed Financial Statements

CDSI HOLDINGS INC.

CONDENSED STATEMENTS OF OPERATIONS  
(UNAUDITED)

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	Three Months Ended		Six Months Ended	
	June 30, 2008	June 30, 2007	June 30, 2008	June 30, 2007

<S>	<C>	<C>	<C>	<C>
Revenues .....	\$ --	\$ --	\$ --	\$ --

Cost and expenses:

General and administrative .....	7,805	8,691	19,915	18,642
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	7,805	8,691	19,915	18,642
--	-------	-------	--------	--------

Operating loss .....	(7,805)	(8,691)	(19,915)	(18,642)
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Other income:				
Gain on sale of Dialog common stock .....	--	204	--	204
Recovery of unclaimed property .....	--	18,624	--	18,624
Interest income .....	105	558	364	1,270
Total other income .....	105	19,386	364	20,098
Net (loss) income .....	\$ (7,700)	\$ 10,695	\$ (19,551)	\$ 1,456
Net (loss) income per share (basic and diluted) .....	\$ (0.00)	\$ 0.00	\$ (0.01)	\$ 0.00
Shares used in computing net (loss) income per share .....	3,120,000	3,120,000	3,120,000	3,120,000

</Table>

See accompanying Notes to Condensed Financial Statements

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CDSI HOLDINGS INC.

CONDENSED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

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	Six Months Ended	
	June 30, 2008	June 30, 2007
	<C>	<C>
Cash flows from operating activities:		
Net (loss) income .....	\$ (19,551)	\$ 1,456
Adjustments to reconcile net (loss) income to net cash used in operations:		
Gain on sale of Dialog common stock .....	--	(204)
Changes in assets and liabilities:		
Increase in unclaimed property receivable .....	--	(18,624)
Decrease in accounts payable and accrued expenses .....	(1,399)	(2,875)
Net cash used in operating activities .....	(20,950)	(20,247)
Net cash flows provided from investing activities:		
Sale of investment securities .....	--	204
Net cash from investing activities .....	--	204
Net cash from financing activities .....	--	--
Net decrease in cash and cash equivalents .....	(20,950)	(20,043)
Cash and cash equivalents at beginning of period .....	50,288	61,812

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Cash and cash equivalents at end of period .....	\$ 29,338	\$ 41,769
	<u>=====</u>	<u>=====</u>

</Table>

See accompanying Notes to Condensed Financial Statements

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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. 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. Effective November 12, 2003, the Company and its wholly-owned subsidiary CDS merged with the Company as the surviving corporation.

At June 30, 2008, the Company had an accumulated deficit of approximately \$8,217,057. 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, 2008 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, 2008 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, 2007 included in the Company's Form 10-KSB, filed with the Securities and Exchange Commission (Commission File No. 0001-22563).

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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.

(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.

(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 at June 30, 2008 and 153,333 shares at June 30, 2007 were excluded from the calculation of diluted per share results presented because their effect was anti-dilutive. Accordingly, diluted net loss per common share is the same as basic net loss per common share.

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CDSI HOLDINGS INC.

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

(5) COMPREHENSIVE (LOSS) INCOME

Comprehensive (loss) income of the Company includes net (loss) income and changes in the value of investment securities available for sale that have not been included in net (loss) income. Comprehensive (loss) income applicable to common shares for the three and six months ended June 30, 2008 and 2007 is as follows:

<Table>  
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THREE MONTHS ENDED JUNE 30, SIX MONTHS ENDED JUNE 30,

	2008	2007	2008	2007
Net (loss) income .....	\$ (7,700)	\$ 10,695	\$ (19,551)	\$ 1,456
Net unrealized gains on investment securities available for sale:				
Change in unrealized gains .....	--	36	--	(20)
Net unrealized gains reclassified into net (loss) income, net .....	--	(204)	--	(204)
Net change in unrealized gain on investment securities .....	--	(168)	--	(224)
Comprehensive (loss) income .....	\$ (7,700)	\$ 10,527	\$ (19,551)	\$ 1,232

</Table>

(6) CONTINGENCIES

As of June 30, 2008, 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

The Company intends to seek new 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.

RESULTS OF OPERATIONS

REVENUES

For the three and six months ended June 30, 2008 and 2007 the Company did not generate revenues from operations.

#### EXPENSES

Expenses associated with corporate activities were \$7,805 and \$19,915 for the three and six months ended June 30, 2008, respectively, as compared to \$8,691 and \$18,642 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. The increase in the six month period was primarily associated with the costs associated with testing management's internal control over financial reporting in the 2008 period offset by lower director's fees. The decrease in the three month period was primarily due to lower director's fees in 2008 compared to 2007.

#### OTHER INCOME

Interest income was \$105 and \$364 for the three and six months ended June 30, 2008, compared to \$558 and \$1,270 for the three and six months ended June 30, 2007. The decrease is due primarily to lower cash balances and lower interest rates in 2008 versus 2007.

We recorded a \$204 gain from the disposal of our remaining 2,800 shares of Dialog stock for the three and six months ended June 30, 2007.

The recovery of unclaimed property for the three and six months ended June 30, 2007 relates to refunds receivable for unclaimed property in a state where we previously conducted business. In January 2007, we filed for refunds of approximately \$21,700 and in June 2007 were notified that \$18,624 of the refund claims had been approved for payment. The amount was received in July 2007. All claims were accepted as an additional \$3,167 was received in the fourth quarter of 2007.

#### CDSI HOLDINGS INC.

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

#### LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2008, the Company had an accumulated deficit of approximately \$8,217,057. 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 Controlled Distribution Systems, Inc. and for general corporate purposes.

Cash used for operations for the six months ended June 30, 2008 and 2007 was \$20,950 and \$20,247, respectively. The increase is associated primarily with increased expenses and lower interest income. The Company evaluates its accruals on a quarterly basis and makes adjustments when appropriate.

Cash provided from investing activities of \$204 for the six months



ended June 30, 2007 consisted of gains on the sale of 2,800 shares of Dialog Common Stock.

The Company does not expect significant capital expenditures during the year ended December 31, 2008.

At June 30, 2008, the Company had cash and cash equivalents of \$29,338. 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 periods ended June 30, 2008 and 2007.

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.

CDSI HOLDINGS INC.

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

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 may include an investment or loan from Vector Group Ltd., our principal stockholder. 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 Vector Group Ltd., 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 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 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, 2007 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.

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.

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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.

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CDSI HOLDINGS INC.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

Reference is made to Note 6 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, 2008.

No securities of ours were repurchased by us or our affiliated purchasers during the three months ended June 30, 2008.

### 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.

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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, 2008                      By: /s/ J. Bryant Kirkland III

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

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EXHIBIT 31.1

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 small business issuer as of, and for, the periods presented in this report;
4. The small business issuer'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 small business issuer 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 small business issuer, 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 small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting;

5. The small business issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: August 14, 2008

/s/ Richard J. Lampen

-----  
Richard J. Lampen

Chairman and Chief Executive Officer

EXHIBIT 31.2

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 small business issuer as of, and for, the periods presented in this report;
4. The small business issuer'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 small business issuer 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 small business issuer, 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 small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting;
5. The small business issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of small business issuer'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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: August 14, 2008

/s/ J. Bryant Kirkland III

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J. Bryant Kirkland III  
Vice President and Chief Financial Officer



EXHIBIT 32.1

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, 2008 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, 2008

/s/ Richard J. Lampen

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



EXHIBIT 32.2

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, 2008 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, 2008

/s/ J. Bryant Kirkland III

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