

SPECTRUM SCIENCES & SOFTWARE HOLDINGS INC  
Form 10SB12G  
August 20, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 19, 2003  
REGISTRATION NO. -----

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM 10-SB  
GENERAL FORM FOR REGISTRATION OF SECURITIES OF  
SMALL BUSINESS ISSUERS

UNDER SECTION 12 (B) OR 12 (G) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
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SPECTRUM SCIENCES & SOFTWARE HOLDINGS CORP.  
(Exact name of Registrant as specified in its charter)  
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DELAWARE	8744	80-0025175
(State or other Jurisdiction of Incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(IRS Employer I.D. No.)

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91 HILL AVENUE NW  
FORT WALTON BEACH, FLORIDA 32548  
(850) 796-0909  
(850) 244-9560 (FACSIMILE)  
(Address, including zip code, and telephone and facsimile numbers, including  
area code, of  
registrant's executive offices)  
-----

THE COMPANY CORPORATION  
2711 CENTERVILLE ROAD, SUITE 400  
WILMINGTON, DELAWARE 19808  
(800) 818-0204  
(302) 636-5454 (FACSIMILE)  
(Name, address, including zip code, and telephone and facsimile numbers,  
including area code of agent for service)  
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Securities to be registered under Section 12 (b) of the Act:

Title of each class to be registered	Name of each exchange on which each class is to be registered
None	None

Securities to be registered under Section 12 (g) of the Act:

Common Stock, par value \$.0001 per share  
(Title of class)

Copies of Communications Sent to:  
ADAM S. GOTTBETTER, ESQ.  
KEVIN F. BARRETT, ESQ.  
GOTTBETTER & PARTNERS, LLP  
488 MADISON AVENUE, 12TH FLOOR

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NEW YORK, NEW YORK 10022  
TEL: (212) 400-6900 - FAX: (212) 400-6901

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PART I - ITEM 1. DESCRIPTION OF BUSINESS

Overview  
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Spectrum Sciences & Software Holdings Corp. has had significant financial problems. The auditor's opinion on our financial statements indicates that it was prepared under the assumption that we continue as a going concern. Nevertheless, our independent auditor believes that there is "substantial doubt" that we will be able to continue as a going concern. In part because we have incurred recurring losses from operations and have a net capital deficiency. Therefore, we might not achieve profitability, our business may fail and you may lose all of your investment. Further, we are in default on several obligations, which are described in more detail below.

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## SUMMARY OF CORPORATE HISTORY

Spectrum Sciences & Software, Inc. a Florida corporation, was formed in 1982 for the purpose of providing engineering, science and technological support services for the United States Department of Defense.

Silva Bay International, Inc., a Delaware corporation, was formed in 1998 for the purpose of locating and recovering rare and valuable aircraft. Silva Bay International, Inc. had no operations and no revenue from inception in 1998 to the time of the acquisition of Spectrum Sciences & Software, Inc. in April, 2003. Silva Bay International, Inc.'s common stock has been traded on the Electronic Pink Sheets as a non-reporting company under the symbol SIVY since 2000.

On April 2, 2003, Silva Bay International, Inc., a Delaware corporation acquired Spectrum Sciences & Software, Inc., a Florida corporation, in exchange for the issuance of 2,500,000 shares of its common stock (taking into account the forward two for one stock split of April 9, 2003). Spectrum Sciences & Software, Inc. is now the wholly owned subsidiary of Silva Bay International, Inc. Donal R. Myrick had been the sole shareholder, president and founder of Spectrum Sciences & Software, Inc. Silva Bay International, Inc. retained the services of Mr. Donal R. Myrick as president pursuant to a three year employment agreement. Mr. Myrick is also the chairman of the board of directors.

The sole shareholder of Spectrum Sciences & Software, Inc. entered into the acquisition transaction, which resulted in him giving up 87% of his company due to the dire financial circumstances that Spectrum was in. This acquisition produced an immediate capital infusion which allowed the company to stave off bankruptcy and continue working with its creditors, mainly SouthTrust Bank, in renegotiating loan agreements. The acquisition transaction has had a positive impact on negotiations due to the capital infusion into the company which resulted in payments to SouthTrust Bank which reduced loan balances.

On April 8, 2003, Silva Bay International, Inc. changed its name to Spectrum Sciences & Software Holdings Corp. ("Spectrum" or the "Company"). On April 9, 2003 the National Association of Securities Dealers issued the Company a new trading symbol. The Company's trading symbol changed from "SIVY" to "SPSC". All of the Company's operations are conducted through its wholly owned subsidiary Spectrum Sciences & Software, Inc. On April 9, 2003, the Company effectuated a two for one forward split of its common stock. The Company is located at: 91 Hill Avenue NW, Fort Walton Beach, Florida 32548; the telephone number is (850) 796-0909.

## BUSINESS

The Company provides engineering, science and technological support services for the United States Department of Defense.

The Company has three operating divisions:

1) Manufacturing Division. We manufacture aerospace ground support equipment, missile, munitions and material handling equipment, specialized shipping and storage containers; and a variety of precision parts for the sustaining of military equipment.

2) Engineering and Information Technology Services. Engineering and Information Technology Service provides technical services to support range safety, hazard analysis and mitigation, mission planning, weapon system simulations, weapons safety footprint development, and ballistic analysis. Additionally, this division performs a wide variety of environmental impact analysis to include: preparation of environmental impact statements, aircraft

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noise analysis and noise impact assessments, airspace usage analysis, airspace environmental impact assessments, and use compatibility studies.

3) Management Services. Management Services provides operations and maintenance of United States Air Force air-to-ground bombing and gunnery training ranges. We also provide for complete base operations services to include: armed base security, fire department operations, grounds and road maintenance, civil engineering, runway operations, airbase tower operations, and base wide communications.

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### COMPETITION

The market for our products is highly competitive. We face a variety of domestic and foreign competitors including divisions of Ahntech, Arcata Associates, Artic Slope Manufacturing Technology, Tybrin and Science Applications International Corp. Many of our competitors are larger than we are and have substantially greater financial and other resources.

We compete on the basis of product offerings, price, product and systems quality, technology and ongoing customer service and support. Our ability to compete for defense contracts depends on a variety of factors, including:

- Our corporate and key personnel backgrounds and qualifications;
- The effectiveness and innovation of our research and development programs;
- Our proven past performance history;
- Our ability to offer better program performance than our competitors at a lower cost; and
- The readiness of our facilities, equipment and personnel to undertake the programs for which we compete.

In programs where we are the sole-source provider, other suppliers may compete against us only if the customer chooses to reopen the particular program to competition. Approximately 4% of our total contract revenue for the year ended December 31, 2002 was derived from sole-source business.

Furthermore, our Engineering and Information Technology Services division contains advanced technology derived from internal research and development that creates high barriers to entry. Since January 1, 1998, we have spent approximately \$500,000 in research and development, in large part, in support of advanced technology.

### SUPPLIERS AND MATERIALS

Our in-house manufacturing primarily consists of assembly of purchased parts. Accordingly, we do not use significant amounts of raw materials. We purchase manufactured component parts for our assemblies from various independent suppliers. These parts are normally not purchased under long-term contracts unless a long-term sales contract with one of our customers requires it. We are not dependent on any one supplier and maintain back-up suppliers for all critical components. We do not consider the prices of our purchased component parts to be volatile. However, any delay in our suppliers' abilities to obtain necessary parts may affect our ability to meet customer production needs.

### REGULATORY MATTERS AND GOVERNMENT CONTRACTS

Substantially all of our contract revenue resulted from contracts with the Department of Defense, prime contractors that identified the Department of

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Defense as the ultimate purchaser or other United States Government agencies. United States Government business is performed under fixed-price contracts.

Under U.S. Government regulations, certain costs, including certain financing costs, portions of research and development costs, lobbying expenses, certain types of legal expenses and certain marketing expenses related to the preparation of bids and proposals, are not allowed for pricing purposes and calculation of contract reimbursement rates under flexibly-priced contracts. The U.S. Government also regulates the methods under which costs are allocated to U.S. Government contracts. We are subject to a variety of audits performed by U.S. Government agencies. The Defense Contract Audit Agency, or DCAA, performs these audits on behalf of the U.S. Government.

U.S. Government contracts are, by their terms, subject to termination by the U.S. Government for either its convenience or default by the contractor. Fixed-price contracts provide for payment upon termination for items delivered to and accepted by the U.S. Government and, if the termination is for convenience, for payment of fair compensation of work performed plus the costs of settling and paying claims by terminated subcontractors, other settlement expenses and a reasonable profit on the costs incurred. If a contract termination is for default, however,

- the contractor is paid an amount agreed upon for completed and partially completed products and services accepted by the U.S. Government;

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- the U.S. Government is not liable for the contractor's costs with respect to unaccepted items, and is entitled to repayment of advance payments and progress payments, if any, related to the terminated portion of the contract; and
- the contractor may be liable for excess costs incurred by the U.S. Government in procuring undelivered items from another source.

In addition to the right of the U.S. Government to terminate, U.S. Government contracts are conditioned upon the continuing availability of Congressional appropriations. Congress usually appropriates funds for a given program on a September 30 fiscal year basis, even though contract performance may take many years. Consequently, at the outset of a major program, the contract is usually partially funded and additional monies are normally committed to the contract by the procuring agency only as appropriations are made by Congress for future fiscal years.

### INTELLECTUAL PROPERTY RIGHTS

We own several proprietary software and hardware products, these products are not protected by any patents or copyrights.

### ENVIRONMENTAL MATTERS

Our operations include the use, generation and disposal of hazardous materials. We are subject to various U.S. federal, state and local laws and regulations relating to the protection of the environment, including those governing the discharge of pollutants into the air and water, the management and disposal of hazardous substances and wastes, the cleanup of contaminated sites and the maintenance of a safe workplace. We believe that we have been and are in substantial compliance with environmental laws and regulations and that we have no liabilities under environmental requirements that we would expect to have a material adverse affect on our business, results of operations or financial condition. In the past two years, we have not incurred material costs relating

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to environmental compliance.

### EMPLOYEES

As of July 31, 2003, we had approximately 135 employees. Approximately 15% of our employees are engaged in manufacturing, 7% of our employees are engaged in engineering, research and development and 73% of our employees are engaged in range operations and maintenance, and 5% of our employees are engaged in sales, marketing, product support and general administration. None of our employees are represented by a union or are covered by a collective bargaining agreement. All of our employees are based in the United States. We consider our employee relations to be satisfactory.

### RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below before you purchase any of our common stock. All of the known material risks inherent in this offering are addressed below. These risks and uncertainties are not the only ones we face. Unknown additional risks and uncertainties, or ones that we currently consider immaterial, may also impair our business operations.

If any of these risks or uncertainties actually occur, our business, financial condition or results of operations could be materially adversely affected. In this event you could lose all or part of your investment.

UNLESS WE RAISE ADDITIONAL CAPITAL FOUR MILLION DOLLARS WE WILL NOT BE ABLE TO FUND OUR OPERATIONS AND YOU MAY NOT BE ABLE TO SELL YOUR SHARES, THEREFORE YOUR INVESTMENT WOULD BE A COMPLETE LOSS.

We will need approximately \$1 million of additional working capital within the next twelve months to pay down vendors and amounts we owe to continue our current operations. Based on our current operations, we believe we can continue to operate for an additional 10 months. We will need an additional \$3 million of working capital to refinance or pay off our debt with SouthTrust Bank within the next year. We will attempt to obtain this capital through borrowing or from selling our stock privately. Failure to maintain such funding within the next twelve months would likely prohibit us from continuing our operations. Therefore you may be unable to sell your shares and your investment would be a complete loss.

COST OVER-RUNS ON OUR CONTRACTS COULD SUBJECT US TO LOSSES OR ADVERSELY EFFECT OUR FUTURE BUSINESS.

Under fixed-price contracts, we receive a fixed price irrespective of the actual costs we incur, and consequently, any costs in excess of the fixed price are absorbed by us. If our costs exceed the contract ceiling or are not allowable under the provisions of the contract or applicable regulations, we may not be able to obtain reimbursement for all such costs. Under fixed-price contracts, if

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we are unable to control costs we incur in performing under the contract, our financial condition and operating results could be materially adversely affected. Cost over-runs also may adversely affect our ability to sustain existing programs and obtain future contract awards.

OUR CURRENT LIABILITIES EXCEED OUR CURRENT ASSETS, WHICH MAY MAKE IT DIFFICULT FOR US TO CONTINUE OPERATIONS AND TO OBTAIN ADDITIONAL FINANCING THAT WE NEED TO CONTINUE OUR OPERATIONS AND WE MAY BE FORCED INTO BANKRUPTCY; THEREFORE YOU MAY BE UNABLE TO SELL YOUR SHARES AND YOUR INVESTMENT MAY BE A COMPLETE LOSS.

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Our current liabilities exceed our current assets, which may make it difficult for us to continue our operations and to obtain additional financing that we need to continue our operations. Further, our creditors may force us into bankruptcy. Therefore you may be unable to sell your shares and your investment may be a complete loss.

THE UNITED STATES INTERNAL REVENUE SERVICE HAS OBTAINED A LIEN IN THE AMOUNT OF \$173,041.01 AGAINST SPECTRUM FOR UNPAID PAYROLL TAXES.

On April 21, 2003, the IRS obtained a lien against any and all of our assets in the amount \$173,041.01. This lien is due to unpaid payroll taxes, interest and penalties for 2000 payroll taxes. Spectrum has entered into a payment arrangement acceptable to the IRS. The payment terms reached with the IRS are as follows: the current payment agreement with the IRS is as follows: \$5,000 per month until September, 2003 and then \$10,000 per month for approximately six (6) months until March 2004. That will satisfy the Trust Fund portion of the debt which is approximately \$65,000. The remaining portion of the debt to the IRS is approximately \$62,000 for penalties and interest. The IRS has not set a payment schedule on this amount. If we are unable to satisfy the payment obligations of the Agreement with the Internal Revenue Service, the IRS may place a levy on our operating bank account funds in order to satisfy the Trust Fund portion of the debt, which may result in the termination of business and your investment becoming worthless.

WE ARE IN DEFAULT OF LOAN AGREEMENTS WITH SOUTHTRUST BANK IN THE AMOUNT OF APPROXIMATELY \$3,200,000.

Our engineering, manufacturing, research and development and administrative offices are in Fort Walton, Florida. We own the land and building. However, the mortgage is with SouthTrust Bank. We are in default of our loan agreements with SouthTrust Bank in the amount of approximately \$3,200,000, which could result in our land and building being sold, which would likely result in the termination of our business and your investment becoming worthless.

WE OWE ONE OF OUR DIRECTORS \$540,144.

We owe \$540,144 to Brannon Capital, Inc., the beneficial owner of which is Dwain Brannon, one of our directors. This loan is due November 30, 2003. This debt will have a negative impact on our cash flow.

OUR LOAN AGREEMENTS MAY RESTRICT OUR ABILITY TO FINANCE OUR FUTURE OPERATIONS.

Our loan agreements with SouthTrust Bank limit our ability to seek additional loans and to engage in other business arrangements such as mergers and acquisitions.

OUR RECENT MERGER WITH SPECTRUM SCIENCES & SOFTWARE, INC. IS IN VIOLATION OF THE TERMS OF OUR LOAN AGREEMENTS WITH SOUTHTRUST BANK, PLACING THE LOANS IN DEFAULT.

The merger of Spectrum Science & Software, Inc. with Silva Bay International, Inc. in April of 2003 was in violation of the loan agreements with SouthTrust Bank, which would have placed these loans in default had the loans not already been in default.

OUR INDEPENDENT AUDITORS HAVE ISSUED A "GOING CONCERN" OPINION REGARDING THE SUBSTANTIAL DOUBT ABOUT OUR ABILITY TO CONTINUE AS A GOING CONCERN.

The auditor's opinion on our financial statements indicates that it was prepared under the assumption that we continue as a going concern. Nevertheless, our independent auditor believes that there is "substantial doubt" that we will be able to continue as a going concern. In part because we have

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incurred recurring losses from operations and have a net capital deficiency. Therefore, we might not achieve profitability, our business may fail and you may lose all of your investment.

WE ARE DEPENDENT UPON DONAL R. MYRICK, OUR FOUNDER AND CEO, ANY REDUCTION OF HIS ROLE IN SPECTRUM WOULD HAVE A MATERIAL ADVERSE EFFECT.

The success of Spectrum is dependent on the vision, knowledge, business relationships and abilities of Spectrum's founder and Chief Executive Officer and director Donal R. Myrick. Any reduction of Mr. Myrick's role in the business would have a material adverse effect on Spectrum. Mr. Myrick has

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signed a three year employment agreement to serve as president of Spectrum that will take effect upon Spectrum becoming a publicly reporting company under the 1934 Act, as amended (which is 60 days after the date this registration statement was first filed with the U.S. Securities and Exchange Commission) or upon the first day of trading for Spectrum on the Over the Counter Bulletin Board (the "OTCBB").

WE DEPEND UPON THE UNITED STATES DEPARTMENT OF DEFENSE FOR ALMOST ALL OF OUR SALES.

We depend upon the United States Department of Defense for 99% of our sales. If we were to lose what is essentially our only customer our business would likely fail. Further, any reduction in the U.S. defense budget may result in a material adverse effect upon our business.

UNLESS AN ACTIVE PUBLIC MARKET DEVELOPS FOR OUR COMMON STOCK, YOU MAY NOT BE ABLE TO SELL YOUR SHARES, AND THEREFORE YOUR INVESTMENT WOULD BE A COMPLETE LOSS.

There has been no active public market for our common stock. An active trading market may never develop or, if developed, it may not be maintained. Failure to develop or maintain an active trading market could negatively affect the price of our securities, and you may be unable to sell your shares, and therefore your investment would be a complete loss.

A DEFAULT JUDGMENT IN THE AMOUNT OF \$139,019.97, PLUS INTEREST AND ATTORNEY FEES WAS ENTERED AGAINST SPECTRUM IN JANUARY, 2003 BY THE TRIDENT COMPANY.

On or about January 13, 2003, The Trident Company secured a default judgment in Oklahoma in the amount of \$139,019.97, plus interest in the amount of \$1,780.88, and attorney fees in the amount of \$2,500. The action The Trident Company v. Spectrum Manufacturing, Inc. and Spectrum Sciences & Software, Inc. is Case No. CJ-2002-07042 in the district Court of Tulsa County State of Oklahoma. The default judgment arises from a debt owed by Spectrum to Trident. The parties have negotiated a payment schedule.

Should Trident fail to receive any payments with five (5) business days from the Date Due, Spectrum shall be deemed in default of this Stipulation and Agreement and the following shall occur:

1. Trident may immediately have entered and filed of record the Agreed Journal Entry of Judgment in the Oklahoma Action in the amount of \$103,215.98 principal, accrued interest in the amount of \$7,183.81 as of May 3, 2003 with interest thereafter at the rate of ten percent (10%) per annum until paid, and \$7,642.14 in attorneys' fees. Said amount shall accrue interest at the rate of ten percent (10%) per annum until paid. Contemporaneously therewith, Trident, through



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counsel, will record a Partial Release and Satisfaction of Agreed Journal Entry of Judgment for the total sum of all payments received by Trident pursuant to this Agreement; and

2. Trident shall be entitled to proceed with domestication of the Agreed Journal Entry of Judgment in Florida, and Spectrum shall waive any objection to the domestication and enforceability of the Agreed Journal Entry of Judgment in Florida.

IN DECEMBER 2002, THREE SPECTRUM EMPLOYEES EACH FILED COMPLAINTS FOR VIOLATION OF CIVIL RIGHTS, DISCRIMINATION, HARASSMENT, HOSTILE WORK ENVIRONMENT AND RETALIATION AGAINST SPECTRUM IN THE UNITED STATES DISTRICT COURT, DISTRICT OF ARIZONA.

In December, 2002, three Spectrum employees each filed complaints for violation of civil rights, discrimination, harassment, hostile work environment and retaliation in the United States District Court, District of Arizona. The case numbers for these complaints are: CIV '02 2621 PHX MHM; CIV '02 2619 PHX DKD; and CIV '02 2620 PHX FJM. In January, 2003, Spectrum filed answers to all three complaints, denying all allegations of wrongdoing. Spectrum does not know what the outcome of this litigation will be.

WE MAY NOT QUALIFY FOR OVER-THE-COUNTER ELECTRONIC BULLETIN BOARD INCLUSION, AND THEREFORE YOU MAY BE UNABLE TO SELL YOUR SHARES.

Upon the effectiveness of this registration statement, we will attempt to have our common stock eligible for quotation on the Over-the-Counter Electronic Bulletin Board ("OTCBB" or "Bulletin Board"). OTCBB eligible securities includes securities not listed on NASDAQ or a registered national securities exchange in the U.S. and that are also required to file reports pursuant to Section 13 or 15(d) of the Securities Act of 1933, and the company is current in its periodic securities reporting obligations. For more information on the OTCBB see its website at [www.otcbb.com](http://www.otcbb.com). If for any reason, however, any of our securities are not eligible for continued quotation on the Bulletin Board or a public trading market does not develop, purchasers of the shares may have difficulty selling

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their securities should they desire to do so. If we are unable to satisfy the requirements for quotation on the Bulletin Board, any trading in our common stock may continue to be conducted in the over-the-counter market in what are commonly referred to as the "pink sheets". As a result, an investor may find it more difficult to dispose of, or to obtain accurate quotations as to the price of, the securities offered hereby. The above-described rules may materially adversely affect the liquidity of the market for our securities.

THE PRICE OF OUR COMMON STOCK MAY FLUCTUATE SIGNIFICANTLY AND YOU COULD LOOSE ALL OR PART OF YOUR INVESTMENT.

Our common stock is currently traded on the "Over the Counter Pink Sheets". The price of our common stock may fluctuate significantly. You may loose all or part of your investment.

OUR STOCK IS SUBJECT TO THE PENNY STOCK RULES.

Broker-dealer practices in connection with transactions in "penny stocks" are regulated by certain rules adopted by the Securities and Exchange Commission. Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the Nasdaq Stock Market provided that current price and volume information with respect to transactions in such securities is provided by the

exchange or system). The rules require that a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in connection with the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the rules generally require that prior to a transaction in a penny stock, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the liquidity of penny stocks. Because our securities are subject to the penny stock rules, investors may find it more difficult to sell their securities.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains certain financial information and statements regarding our operations and financial prospects of a forward-looking nature. Although these statements accurately reflect management's current understanding and beliefs, we caution you that certain important factors may affect our actual results and could cause such results to differ materially from any forward-looking statements which may be deemed to be made in this prospectus. For this purpose, any statements contained in this prospectus which are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the generality of the foregoing, words such as, "may", "intend", "expect", "believe", "anticipate", "could", "estimate", "plan" or "continue" or the negative variations of those words or comparable terminology are intended to identify forward-looking statements. There can be no assurance of any kind that such forward-looking information and statements will be reflective in any way of our actual future operations and/or financial results, and any of such information and statements should not be relied upon either in whole or in part in connection with any decision to invest in the shares.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS AND PLAN OF OPERATIONS

The following discussion should be read in conjunction with our consolidated financial statements, including the related notes, appearing elsewhere in this prospectus. The following discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results could differ significantly from those discussed in the forward-looking statements as a result of the various factors set forth under "Risk Factors" and elsewhere in this prospectus.

Overview

-----

Spectrum Sciences & Software Holdings Corp. provides engineering, science and technological support services for the United States Department of Defense.

We earn our revenue on fixed-price contracts with the United States Department of Defense. In a fixed-price contract, the price is not subject to adjustment based on cost incurred to perform the required work under the contract. Under fixed-price contracts we agree to perform for a predetermined contract price. Although fixed-price contracts generally permit the Company to keep profits if costs are less than projected, the Company bears the risk that increased or unexpected costs may reduce profit or cause the Company to sustain losses on the contracts.

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We use the percentage-of-completion method of accounting for fixed-price contracts and, therefore, matches revenue with the cost incurred on each unit produced at the time the Company recognized its sale based on the estimate of gross profit margin the Company expects to receive over the life of the contract. The Company currently evaluates its estimates of gross margin on a monthly basis. In addition, the Company uses the cumulative catch-up method to recognize its changes in estimates of sales and gross margins during the period in which those changes are determined. The Company charges any anticipated losses on a contract to operations as soon as those losses are determined. The principal components of the Company's contract cost of revenue are materials, subcontractor costs, labor and overhead. The Company charges all of these costs to the respective contracts as incurred.

We expense operating costs such as selling, general and administrative, internal research and development costs and bid and proposal costs in the period incurred. The major components of these costs are compensation and overhead. Capitalized debt issuance costs are amortized over their useful lives. Since January 1, 2002, the Company has been subject to a new accounting standard under which it no longer amortizes goodwill, although it must test its goodwill periodically for impairment.

The Company's results of operations, particularly its revenue and gross profits, and its cash flows may vary significantly from period to period depending upon the timing of delivery of finished products and the terms of contracts. As a result, period-to-period comparisons may show substantial changes disproportionate to the Company's underlying business activity. Accordingly, the Company does not believe that its quarterly results of operations are necessarily indicative of results for future periods.

### SUMMARY OF SPECTRUM SCIENCES & SOFTWARE, INC. ACQUISITION

Our president, Donal R. Myrick, owned and operated Spectrum Sciences & Software, Inc., a Florida S-Corporation since its formation in 1982. Silva Bay International, Inc. acquired Spectrum Sciences & Software, Inc. in April 2003 in exchange for the issuance of 2,500,000 shares of common stock to Mr. Myrick (taking into account the forward two for one stock split of April 9, 2003). We have continued to operate the business of Spectrum Sciences & Software, Inc. since our acquisition of its business under the name "Spectrum Sciences & Software Holdings, Inc." The business the Company acquired, Spectrum Sciences & Software, Inc., has been in operation for 21 years prior to our acquisition, whereas prior to this acquisition the Company (previously named Silva Bay International, Inc.) had no operations and no revenues.

The acquisition of Spectrum Sciences & Software, Inc. was accounted for in accordance with Statement of Financial Accounting Standard ("SFAS") No. 141 "Business Combinations" ("SFAS 141"), which requires all business combinations initiated after June 30, 2001 to be accounted for under the purchase method. SFAS No. 141 also sets forth guidelines for applying the purchase method of accounting in the determination of intangible assets, including goodwill acquired in a business combination, and expands financial disclosures concerning business combinations. The assets acquired and liabilities assumed were recorded at estimated fair values as determined by our management, based on information available and on assumptions as to future operations.

### PLAN OF OPERATION

Silva Bay International, Inc. acquired Spectrum Sciences & Software, Inc. in April 2003. In April 2003 we changed our name to Spectrum Sciences & Software Holdings Corp. We provide engineering, science and technological support

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services for the United States government. Our revenues are earned primarily from contracts with the Department of Defense of the United States Government. Our goal is to grow our current business through acquisitions of other small, private defense contractors in exchange for our common stock. Our plan of operations has two major components: financing our current operations, and launching our acquisition strategy.

MINIMUM 12 MONTH REQUIREMENTS. Although our pro forma cash balances were \$236,581 at March 31, 2003, we are essentially out of working capital to pursue our business and acquisition plans. Based on an analysis of our liabilities, we are dependent on the cooperation of our creditors to permit us to continue to operate. An analysis of our accounts payable and accrued and other liabilities indicates that our largest payables are: SouthTrust Bank (approximately \$3,032,000) Environmental Management, Inc. (approximately \$245,000), Washington Group, International (approximately \$353,000), Internal Revenue Service (approximately \$175,000) and The Trident Company (approximately \$139,000). These creditors are specifically aware of our weak financial position and search for financing. The continued cooperation of these creditors is not assured. However, we have been successful in obtaining agreements with all creditors. The terms of the debt with SouthTrust Bank are as follows: unsecured \$1,038,000 at a floating interest rate currently at 6.25%, maturing June 30, 2003 (currently in default); \$1,567,000 at 8.5%, maturing in October 1, 2004; \$145,000 at 4.5% interest rate, maturing on August 13, 2006; and \$191,000 at 8.75% interest rate, maturing on December 27, 2004; the Washington Group, International: interest payments of approximately \$1,811 per month until July 2003, and then principal payments of \$20,000 until the balance is paid. The IRS has accepted the company proposal of a lump sum payment of \$25,000 (paid April 24, 2003) and monthly payments of \$5,000 per month until September 2003, when the amount increases to \$10,000 per month until balance is paid. The Trident Company has accepted the company proposal of a lump sum payment of \$25,000 (paid May 2, 2003) and monthly payments of approximately \$8,880 until balance is paid.

We will need approximately \$1 million of additional working capital within the next twelve months to pay down vendors and amounts we owe to continue our current operations. Based on our current operations, we believe we can continue to operate for an additional 10 months. We will need an additional \$3 million of working capital to refinance or pay off our debt with SouthTrust Bank within the next year. We will attempt to obtain this capital through borrowing or from selling our stock privately.

We presently have no commitments for the additional financing necessary to continue our operations. If we are unsuccessful in obtaining sufficient financing, we may be forced to curtail all of our activities. Our plan of operations and capital requirements are also dependent upon a number of factors such as those described elsewhere in this registration statement.

Any new debt agreements that we would enter into would be unsecured as the majority of our assets currently secure our existing debt. Current agreements with our creditors will negatively impact our ability to obtain additional refinancing for our current debt and to obtain future capital at favorable terms if such financing becomes available.

### TERMS OF THE AGREEMENTS REACHED WITH CREDITORS

The balance of the priority notes due to SouthTrust Bank at June 30, 2003 is \$929,000. The priority notes mature at July 25, 2003. Spectrum has requested a credit extension from SouthTrust.

There is no repayment agreement established with Environmental Management, Inc. (EMI). There is no litigation between EMI and Spectrum.

The \$540,144 note to Brannon Capital is due on November 30, 2003.

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As of June 30, 2003 Spectrum has remained compliant with all repayment agreements. As of June 30, 2003 the principal balances on the notes due per repayment agreements as follows:

Trident Metals; \$94,848.73, next payment due by August 15, 2003 in the amount of -----  
\$8,880, then 9.5 more payments due in the amount of \$8,880.

Washington Group, Int'l: \$156,077.72, next payment due by August 10, 2003 in the -----  
amount of \$20,000, then less than 7 more payments of \$20,000.

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Internal Revenue Service: \$127,583.83, next payment due by August 10, 2003 in -----  
the amount of \$5,000, and approximately 6 more payments of \$10,000 to satisfy the Trust Fund portion of the debt. At that time, Spectrum would negotiate with the IRS for the reduction of the penalties and interest portion of the debt.

### CRITICAL ACCOUNTING POLICIES

Management's Discussion and Analysis of Financial Condition and Results of Operations are based upon our financial statements, which have been prepared in accordance with accounting principals generally accepted in the United States. The preparation of these financial statements requires management to make estimates and assumptions which affect the amounts reported in the financial statements and determine whether contingent assets and liabilities, if any, are disclosed in the financial statements. On an ongoing basis, we evaluate our estimates and assumptions, including those related to long-term contracts, product returns, bad debts, inventories, fixed asset lives, income taxes, environmental matters, litigation and other contingencies. We base our estimates and assumptions on historical experience and on various factors that are believed to be reasonable under the circumstances, including current and expected economic conditions, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from our estimates under different assumptions or conditions.

We believe that the following critical accounting policies, among others, affect our more significant estimates and assumptions used in the preparation of our financial statements:

Revenue recognition. We recognize revenue and profit on substantially all of our contracts using the percentage-of-completion method of accounting, which relies on estimates of total expected contract revenues and costs. We follow this method since reasonably dependable estimates of the revenues and costs applicable to various stages of the contracts can be made. Recognized revenues and profit are subject to revisions as the projects progress to completion. Revisions to the profit estimates are charged to income in the period in which the facts that give rise to the revisions become known.

Inventory Valuation. We review our inventory balances to determine if inventories can be sold at amounts equal to or greater than their carrying value. The review includes identification of slow-moving inventories, obsolete inventories, and discontinued products or lines of products. The identification process includes analysis of historical performance of the inventory and current operational plans for the inventory as well as industry and customer-specific trends. If our actual results differ from management expectations with respect to the selling of our inventories at amounts equal to or greater than our

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carrying amounts, we would be required to adjust our inventory values accordingly.

Net operating loss carryforwards. We have not recognized the benefit in our financial statements with respect to the approximately \$235,000 net operating loss carryforward for federal income tax purposes as of March 31, 2003. This benefit was not recognized due to the possibility that the net operating loss carryforward would not be utilized, for various reasons, including the potential that we might not have sufficient profits to use the carryforward or that the carryforward may be limited as a result of changes in our equity ownership. We intend to use this carryforward to offset our future taxable income. If we were to use any of this net operating loss carryforward to reduce our future taxable income and the Internal Revenue Service were to then successfully assert that our carryforward is subject to limitation as a result of capital transactions occurring in 2002 or otherwise, we may be liable for back taxes, interest and, possibly, penalties prospectively.

Impairment of Long Lived Assets. We assess the impairment of long-lived assets on an ongoing basis and whenever events or changes in circumstances indicate that the carrying value may not be recoverable based upon an estimate of future undiscounted cash flows. Factors we consider that could trigger an impairment review include the following: (i) significant underperformance relative to expected historical or projected future operating results; (ii) significant changes in the manner of our use of the acquired assets or the strategy for our overall business; (iii) significant negative industry or economic trends; (iv) significant decline in our stock price for a sustained period; and (v) our market capitalization relative to net book value.

When we determine that the carrying value of any long-lived asset may not be recoverable based upon the existence of one or more of the above indicators of impairment, we measure impairment based on the difference between an asset's carrying value and an estimate of fair value, which may be determined based upon quotes or a projected discounted cash flow, using a discount rate determined by our management to be commensurate with our cost of capital and the risk inherent in our current business model, and other measures of fair value.

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### RESULTS OF OPERATIONS

The following tables set forth selected financial data from continuing operations on a consolidated and segment basis for the three months ended March 31, 2003 and 2002 and for the years ended December 31, 2002 and 2001. The segment tables, shown below, exclude certain charges, which are shown separately. The following numbers are presented as if Silva Bay International, Inc. would have acquired Spectrum Sciences & Software, Inc. on January 1, 2001.

#### COMPARISON OF THE THREE MONTHS ENDED MARCH 31, 2003 AND MARCH 31, 2002

##### CONSOLIDATED OVERVIEW

	FOR THE 3 MONTHS ENDED MARCH 31,			
	2003		2002	
	-----		-----	
Sales	\$ 3,273,000	100.0%	\$ 2,806,000	100.0%
Cost of Sales	3,091,000	94.4%	2,671,000	95.2%
	-----		-----	
Gross Margin	\$ 182,000	5.6%	\$ 135,000	4.8%

Overall sales from continuing operations for the three months ended March 31, 2003 increased compared to the same period in 2002 due to increased segment sales activity.

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## MANAGEMENT SERVICES

	FOR THE 3 MONTHS ENDED MARCH 31,			
	2003		2002	
	-----	-----	-----	-----
Sales	\$ 2,293,000	100.0%	\$ 2,143,000	100.0%
Cost of Sales	2,230,000	97.3%	2,080,000	97.1%
Gross Margin	\$ 63,000	2.7%	\$ 63,000	2.9%

Sales in the Management Services segment increased approximately 7% for the three-month period ended March 31, 2003 compared to 2002. The increases in revenue are primarily due to the scheduled increases in reimbursable labor cost under the Service Contract Act and increased contract modifications requesting additional range services.

Gross margin as a percent of sales for the three-month period ended March 31, 2003 remained constant.

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## ENGINEERING AND INFORMATION TECHNOLOGY SERVICES SEGMENT

	FOR THE 3 MONTHS ENDED MARCH 31,			
	2003		2002	
	-----	-----	-----	-----
Sales	\$ 329,000	100.0%	\$ 238,000	100.0%
Cost of Sales	248,000	75.4%	147,000	61.8%
Gross Margin	\$ 81,000	24.6%	\$ 91,000	38.2%

Sales in the Engineering and Information Technology Services segment increased approximately 38% for the period ended March 31, 2003 as compared to the same period in 2002. Increased sales were a result of scheduled completion of backlog software development tasks for the Safe-Range program.

Gross margin, as a percent of sales, decreased due to increased direct labor costs. This increase in labor costs was a result of hiring additional employees in this division.

## MANUFACTURING SEGMENT

	FOR THE 3 MONTHS ENDED MARCH 31,			
	2003		2002	
	-----	-----	-----	-----
Sales	\$ 651,000	100.0%	\$ 420,000	100.0%
Cost of Sales	613,000	94.2%	366,000	87.1%
Gross Margin	\$ 38,000	5.8%	\$ 54,000	12.9%

Sales in the Manufacturing segment increased 55% for the three-month period ended March 31, 2003 as compared to 2002. The increase in revenue is due to the expansion the customer base for the Spectrum manufactured products.

Gross margin as a percent of sales decreased by 7% in 2003 compared to 2002 due to the increased overhead costs to include, the cost to provide health care for our employees and the increased cost of general liability insurance for the company.

## OPERATING EXPENSES





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margin was a direct result of increased labor rates. Labor rates are specified by the Department of Labor in accordance with the Service Contract Act.

### ENGINEERING AND INFORMATION TECHNOLOGY SERVICES

	YEARS ENDED DECEMBER 31,			
	2002		2001	
	-----		-----	
Sales	\$ 1,095,000	100.0%	\$ 1,017,000	100.0%
Cost of Sales	570,000	52.1%	526,000	51.7%
	-----		-----	
Gross Margin	\$ 525,000	47.9%	\$ 491,000	48.3%

Sales in the Engineering and Information Technology Services segment increased approximately 7.7% for the year ended December 31, 2002 as compared to 2001. Increased sales were a result of increased delivery orders on the General Services Administration contract. This contract was signed in December 14, 1999 and expires in December 13, 2004. Each delivery order under that contract has a separate performance schedule.

Gross margin, as a percent of sales, remained consistent compared to the prior year.

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### MANUFACTURING SEGMENT

	YEARS ENDED DECEMBER 31,			
	2002		2001	
	-----		-----	
Sales	\$ 2,406,000	100.0%	\$ 2,618,000	100.0%
Cost of Sales	2,625,000	(109.1)%	2,607,000	99.6%
	-----		-----	
Gross Margin	\$ (219,000)	(9.1)%	\$ 11,000	0.4%

Sales in the Manufacturing segment declined 8.1% for the year ended December 31, 2002 as compared to 2001. The decline in revenue is driven primarily by the overall weakness in the U.S. economy and reduction in sales due to September 11, 2001. In 2002, conditions were very weak in the Department of Defense markets for our line of products including aircraft and munitions handling equipment.

Gross margin as a percent of sales decreased by 166% in 2002 compared to 2001, primarily due to the operating holding loss on inventory of \$289,000. The holding loss on inventory was a result of obsolete equipment previously purchased. The anticipation was to sell the equipment to the Federal Government, however, due to the decline in the government's requirements as a result of the terrorist attacks of September 11, 2001 and no adequate storage facility, the equipment deteriorated beyond economic repair. Normal direct and indirect costs decreased by 9.1%, while revenues decreased only 8.1% for the year. Adjusting for the inventory reserve adjustments in 2002, gross margin percentages would have remained consistent with prior year despite decreased revenues, as we adjusted our operations to the depressed market conditions by lowering overhead and reducing spending.

During the year ended December 31, 2001 the Company operations included other divisions that are no longer active. The cost of sales related to these operations was \$78,000, which is included in cost of sales in the audited financial statements for the year ended December 31, 2001. There were no sales related to these functions.

### OPERATING EXPENSES

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	YEARS ENDED DECEMBER 31,			
	2002		2001	
	-----		-----	
Selling, general and administrative	465,000	100.0%	428,500	100.0%

Selling, general and administrative expenses. Selling, general and administrative ("SG&A") expenses were \$465,000 in 2002 compared to \$428,500 in 2001, a net decrease of \$36,500.

OTHER INCOME AND EXPENSES

Interest income and expense, net. Net interest expense was \$303,297 in the year ended December 31, 2002, compared to net interest expense of \$328,314 in 2001. The decline in interest expense is a result of lower prevailing interest rates and lower average investment balances.

Other income and expense, net. Net other income in 2002 was \$269,743 compared to other income of \$149,127 in 2001. Our other income consists primarily of rental income received from L3 Communications, (formerly Raytheon). The additional increase from the prior year is due to a one-time legal settlement payment of \$175,000.

Discontinued operations. During the second quarter of 2002, we decided to divest our Yacht Manufacturing division. We completed the disposal of the division in the fourth quarter of 2002. During 2002, we recorded a special charge of \$407,000, which included the impairment of assets and closing related expenses. These costs are discussed in more detail in Note 11 to the Financial Statements for Spectrum Sciences & Software, Inc.

BACKLOG BY SEGMENT

	TOTAL COMPANY	ENGINEERING AND INFORMATION TECHNOLOGY	MANAGEMENT SERVICES	MANUFACTURING
	-----	-----	-----	-----
Year End 2001.	7,787,504.44	879,992.51	6,445,506.84	462,005.09
Year End 2002.	9,266,081.09	1,254,134.02	6,803,251.71	1,208,695.36
March 31, 2002	7,064,838.38	1,016,541.20	4,998,717.69	1,049,579.49
March 31, 2003	6,624,729.29	1,341,732.78	4,582,062.23	700,934.28

It is expected that a substantial portion of funded backlog will be converted to revenue during 2003. However, there can be no assurance that our backlog will become revenue in any particular period, if at all.

LIQUIDITY AND CAPITAL RESOURCES

We had cash balances totaling approximately \$236,500 at March 31, 2003. During the past fiscal year, our principal sources of funds have been cash generated from loans, financing activities, and from continuing operations.

We will need approximately \$1 million of additional working capital within the next twelve months to pay down vendors and amounts we owe to continue our current operations. Based on our current operations, we believe we can continue to operate for an additional 10 months. We will need an additional \$3 million of

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working capital to refinance or pay off our debt with SouthTrust Bank within the next year. We will attempt to obtain this capital through borrowing or from selling our stock privately. Failure to maintain such funding within the next twelve months would likely prohibit us from continuing our operations.

We currently intend to satisfy our long-term liquidity requirements from cash flow from operations and with the proceeds from future debt and equity offerings. However, we have no specific plan for future debt or equity offerings nor have we identified any source from which such funding could be obtained. Further, our long-term liquidity requirements will depend on many factors, including but not limited to, various risks associated with our business that affect our sales levels and pricing, our ability to recover all of our up-front costs related to future acquisitions, capital expenditures and operating expense requirements and there can be no assurance that we will not need to raise additional funds to satisfy them.

PART I - ITEM 3. DESCRIPTION OF PROPERTY

PROPERTY

Our engineering, manufacturing and research and development activities and administrative offices are located in Fort Walton Beach, Florida.

The following table presents certain information on our leased and owned operating properties as of June 3, 2003:

LOCATION	SQ. FEET	USE	LEASED OR OWNED	LEASE EXPIRATION DATE
91 Hill Avenue, . . . . . Fort Walton Beach, Florida 32549	47,200	Engineering, manufacturing and research and development, and administrative office	Owned	N/A
321 Bream Avenue, Unit 604 Fort Walton Beach, Florida . 32548	1,089	Condominium	Owned	N/A

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LOCATION	SQ. FEET	USE	LEASED OR OWNED
755 Lovejoy Road. . . . . Fort Walton Beach, Florida 32548.	10,000	Precision machine shop metal fabrication	Leased

PART I - ITEM 4. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table presents information known to us, as of the date of this prospectus relating to the beneficial ownership of common stock by:

- each person who is known by us to be the beneficial holder of more

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- than 5% of our outstanding common stock;
- each of our named executive officers and directors; and
- our directors and executive officers as a group.

We believe that all persons named in the table have sole voting and investment power with respect to all shares beneficially owned by them, except as noted. Unless otherwise indicated, the address of each stockholder listed in the table is care of Spectrum Sciences & Software Holdings Corporation, 91 Hill Avenue NW, Fort Walton Beach, Florida 32548.

Percentage ownership in the following table is based on 18,844,000 shares of common stock outstanding as of the date of this prospectus. A person is deemed to be the beneficial owner of securities that can be acquired by that person within 60 days from the date of this prospectus upon the exercise of options, warrants or convertible securities. Each beneficial owner's percentage ownership is determined by dividing the number of shares beneficially owned by that person by the base number of outstanding shares, increased to reflect the shares underlying options, warrants or other convertible securities included in that person's holdings, but not those underlying shares held by any other person.

NAME OF BENEFICIAL OWNER -----	NUMBER OF SHARES BENEFICIALLY OWNED -----	PERCENTAGE OF SHARES BENEFICIALLY OWNED -----
Donal R. Myrick	2,500,000	13%
All directors and officers	2,500,000	13%
Crystal Overseas Trading, Inc. (1)	1,200,000	6.5%
Shirley House-50 Shirley Street, PO Box N-7755, Nassau, Bahamas		
Private Investment Company Ltd., (2)	1,250,000	6.7%
Gretton House-Duke Street PO Box 65 Grand Turk, Turk & Caicos Islands, British West Indies		
Seloz Gestion & Finance SA (3)	1,250,000	6.7%
1 Rue Hugo-de-Senger 1211 Geneva 4 Switzerland		

(1) the beneficial owner and control person of Crystal Overseas Trading, Inc. is Daniele Cimmino.

(2) the beneficial owner and control person of Private Investment Company Ltd. Is the estate of Martin Christen.

(3) the beneficial owner and control person of Seloz Gestion & Finance SA Is Rene Belser.

### PART I - ITEM 5. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

The names of our executive officers and directors, their ages as of June 3, 2003, and the positions currently held by each are as follows:

NAME	AGE	POSITION
------	-----	----------

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----- Donal R. Myrick	---	----- 64 Chief Executive Officer, Chairman of the Board of Directors
Donald L. Garrison	56	Vice President, Chief Operating Officer
William H. Ham, Jr.	54	Vice President
Nancy Chadderdon Gontarek	47	Chief Financial Officer

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Harold Dwain Brannon	42	Director
Dyron M. Watford	27	Director

### BIOGRAPHIES OF EXECUTIVE OFFICERS

DONAL R. MYRICK. Mr. Myrick, our CEO and Chairman of the Board of Directors, founded Spectrum Sciences & Software, Inc. in 1982, Mr. Myrick has been the chief executive officer of Spectrum since 1982. Mr. Myrick has over 30 years of relevant technical and managerial experience in military operations research, hazard analysis, range planning, range safety, weapon systems analysis, weapon performance and analysis, threat definition, engagement analysis, and the development and application of large scale computer simulations. In his professional career, Mr. Myrick has participated in a broad range of major programs ranging from the XB-70 Project (while a research engineer at North American Aviation from 1963 to 1965), the Saturn, Apollo and Skylab and Lunar Landing projects (while a research engineer at Teledyne-Brown Engineering Company from 1965 to 1974), and to the design and operation of major national training ranges, to numerous weapon systems design, development and test programs. In the past few years, Mr. Myrick led a team of analysts and programmers in a successful multi-year program to develop hazard assessment methodologies and supporting data bases which have become the core of the Air Force Range Planning Program. Mr. Myrick is also the sole shareholder of the following three inactive non publicly reporting companies: Spectrum Manufacturing, Inc; Spectrum Equipment and Transport Company; and Apogee Financial, Inc. Mr. Myrick earned a B.S. degree in Mathematics in 1960 and a M.S. degree in Mathematics in 1962, both from Texas Technological College. Mr. Myrick also taught mathematics at Texas Technological College (from 1960 to 1963), has published many technical articles, and has presented papers at both national and international forums. Mr. Myrick has signed a three year employment agreement to serve as president of Spectrum that will take effect upon Spectrum becoming a publicly reporting company under the 1934 Act, as amended (which is 60 days after the date this registration statement was first filed with the U.S. Securities and Exchange Commission) or upon the first day of trading for Spectrum on the Over the Counter Bulletin Board (the "OTCBB").

DONALD L. GARRISON. Mr. Garrison has been the Chief Operating Officer of Spectrum Sciences & Software, Inc. since November 2002. From 1986 to 2002 Mr. Garrison was the Vice President of Spectrum Sciences & Software, Inc. Mr. Garrison earned a B.S. degree in Electrical Engineering from the United States Air Force Academy in 1969, and he earned a M.S. degree in Electrical Engineering from Oklahoma State University in 1976.

WILLIAM H. HAM, JR. Mr. Ham has been the Vice President in charge of Range Systems Operations and Maintenance for Spectrum Sciences & Software, Inc. since August, 1999. Mr. Ham is responsible for all contracts including personnel, budgeting, performance contracts, sub contracts and proposals. From 1991 to 1999 Mr. Ham was a senior scientist with Spectrum Sciences & Software, Inc. Mr. Ham earned a B.S. degree in Electrical Engineering from the United States Air Force Academy in 1970. He earned a Certificate in Airspace Planning from the Federal Aviation Administration in 1978.

NANCY CHADDERDON GONTAREK. Ms. Gontarek has been the Chief Financial

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Officer of Spectrum Sciences & Software, Inc. since November, 2002. From November, 2000 to November 2002, Ms. Gontarek was the controller of Spectrum Sciences & Software, Inc. From 1995 to 2000, Ms. Gontarek was the controller for Nugget Oil, Inc. located in Crestview, Florida. Ms. Gontarek earned a B.A. degree from State University of New York at Fredonia, New York, and she earned an M.B.A. from George Washington University in Washington, DC in 1982.

HAROLD DWAIN BRANNON. Mr. Brannon has been a director since July, 2002. From 1998 to the present Mr. Brannon has been the president and owner of Brannon Capital, a consulting firm. From 2000 to the present Mr. Brannon has been president of LiquidGolf, an online golf equipment retailer. From 1996 to 1998 Mr. Brannon was a salesman for MarketShare, Inc., an advertising company. Mr. Brannon earned an A.A. degree in Marketing and Merchandising from Spartanburg Methodist College in 1981.

DYRON M. WATFORD. Mr. Watford has been a director since July 2002. Since January 2002, Mr. Watford has been the founder and a director and principal accounting officer of Universal Tanning Ventures, Inc. Universal Tanning owns and operates a single indoor tanning salon business. Universal Tanning is a publicly reporting company. Since May 2001, Mr. Watford has been the sole

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officer and director of Frontier Educational Systems, Inc., of which he is the founder and sole stockholder. Frontier Educational Systems is a development stage company that intends to provide online tutoring services to the secondary educational market. Since August 2000, Mr. Watford has served as the president, sole stockholder and director of Sirius Capital Corp, Inc., a consulting company providing financial services to existing and emerging private and public companies. From December 1998 to August 2000, Mr. Watford was an auditor for Arthur Andersen, LLP. From 1997 to 1998, Mr. Watford worked at the Certified Public Accounting firm of DeArrigoitia & Company as a staff accountant. Mr. Watford earned a B.S. degree in Accounting from Florida Southern College in 1997 and an M.B.A. from the University of Central Florida in December 1998. Mr. Watford is a certified public accountant.

### DIRECTORS' COMPENSATION

Currently there is no compensation package for our board. We expect to create a compensation package for our board members during the next 12 months. Further, Mr. Brannon received no compensation in 2002 pursuant to his consulting agreement with the Company. However, Mr. Brannon was paid \$25,000 in December 2001 for corporate counseling services.

We currently do not have any employee stock option or other incentive plans.

### BOARD OF DIRECTORS AND COMMITTEES

The directors are elected to one-year terms. Each director holds office until the expiration of the director's term, until the director's successor has been duly elected and qualified or until the earlier of such director's resignation, removal or death. Our board of directors does not have an audit or any other committee.

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### PART I - ITEM 6. EXECUTIVE COMPENSATION

The following table sets forth the cash and non-cash compensation paid or incurred on our behalf to our chief executive officer and each of the four other

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most highly compensated employee executive officers, or the named executive officers, that earned more than \$50,000 during the last three fiscal years:

### SUMMARY COMPENSATION TABLE

Name and Principal Position	Fiscal Year ----	Annual Compensation	
		Salary (\$)	Other Annual Compensation (\$)
Donal R. Myrick, CEO, Chairman of the Board of Directors * .	2002	99,996	0
	2001	91,998	0
	2000	36,005	0
Donald L. Garrison, COO. . . .	2002	82,014	0
	2001	82,014	0
	2000	82,014	0
William H. Ham, Jr., VP. . . .	2002	60,984	0
	2001	71,701	0
	2000	72,080	0
Nancy Chadderdon Gontarek, CFO	2002	65,000	0
	2001	65,000	0
	2000	4,865	0

\* Mr. Myrick has signed a three year employment agreement to serve as president of Spectrum that will take effect upon Spectrum becoming a publicly reporting company under the 1934 Act, as amended (which is 60 days after the date this registration statement was first filed with the U.S. Securities and Exchange Commission) or upon the first day of trading for Spectrum on the Over the Counter Bulletin Board (the "OTCBB"). Mr. Myrick's compensation pursuant to this employment agreement will be \$10,000 per month.

#### STOCK OPTION GRANTS

There were no individual grants of stock options to any Executive Officers during the fiscal years ended December 31, 2002, 2001 or 2000.

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#### PART I - ITEM 7. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS DIRECTORS / MERGER/ EQUITY CONVERSION

Donal R. Myrick is the sole shareholder of two corporations that are without operations, Spectrum Manufacturing, Inc. and Spectrum Equipment & Transport Co. Spectrum Manufacturing, Inc. is a co-defendant in the lawsuit brought by the Trident Company against Spectrum Sciences & Software Inc.

On December 28, 2001, the Company entered into a consulting agreement with Harold Dwain Brannon, one of the Company's directors. Mr. Brannon agreed to provide corporate counseling services for an initial term of one year and for an initial fee of \$25,000, plus expenses.

On June 20, 2002, the Company was advanced \$500,000 from Brannon Capital,

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Inc. The repayment of this advance was due December 20, 2002. The Company has now agreed to repay this loan including costs, for a total payment of \$540,144 by November 30, 2003. The beneficial owner of Brannon Capital, Inc. is Harold Dwain Brannon, a director of the Company.

Kay Dean Ham, the wife of our vice president William H. Ham, has made two short term unsecured loans to Spectrum Sciences & Software, Inc. A loan of \$75,000 was made on March 12, 2002. This loan was repaid with interest paid of \$750. A Loan of \$65,000 was made on July 19, 2002. This loan was repaid with interest paid of \$925.

Donal R. Myrick, our president and CEO loaned Spectrum Sciences & Software, Inc. \$20,000 in October, 2002. This advance was made as convertible promissory note due on June 30, 2003, bearing 6% interest per year. This loan can be converted into common stock at a price of \$1.00.

On March 3, 2003, we issued 100,000 shares of our common stock (taking into account the forward two for one stock split) to Jackson Steinem, Inc. for consulting services related to the filing of our registration statement. The beneficial owner of Jackson Steinem, Inc. is Adam S. Gottbetter of Gottbetter & Partners, LLP, our legal counsel. This stock issuance was valued at \$5,000 or \$.10 per share.

### PART I - ITEM 8. DESCRIPTION OF SECURITIES

#### DESCRIPTION OF SECURITIES

Our authorized capital stock currently consists of 80,000,000 shares of Common Stock, par value \$0.0001 per share, and 20,000,000 shares of preferred stock, par value \$0.0001 per share, the rights and preferences of which may be established from time to time by our Board of Directors. There are 18,844,000 shares of our common stock issued and outstanding, and no other securities, including without limitation any preferred stock, convertible securities, options, warrants, promissory notes or debentures outstanding.

The description of our securities contained herein is a summary only and may be exclusive of certain information that may be important to you. For more complete information, you should read our Certificate of Incorporation and its restatements, together with our corporate bylaws.

#### COMMON STOCK

Holder of our common stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders and do not have cumulative voting rights. Accordingly, holders of a majority of the shares of our common stock entitled to vote in any election of directors may elect all of the directors standing for election. Subject to preferences that may be applicable to any shares of preferred stock outstanding at the time, holders of our common stock are entitled to receive dividends ratably, if any, as may be declared from time to time by our board of directors out of funds legally available therefor.

Upon our liquidation, dissolution or winding up, the holders of our common stock are entitled to receive ratably, our net assets available after the payment of:

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- a. all secured liabilities, including any then outstanding secured debt securities which we may have issued as of such time;



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- b. all unsecured liabilities, including any then unsecured outstanding secured debt securities which we may have issued as of such time; and
- c. all liquidation preferences on any then outstanding preferred stock.

Holders of our common stock have no preemptive, subscription, redemption or conversion rights, and there are no redemption or sinking fund provisions applicable to the common stock. The rights, preferences and privileges of holders of common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock which we may designate and issue in the future.

### PREFERRED STOCK

Our board of directors is authorized, without further stockholder approval, to issue up to 20,000,000 shares of preferred stock in one or more series and to fix the rights, preferences, privileges and restrictions of these shares, including dividend rights, conversion rights, voting rights, terms of redemption and liquidation preferences, and to fix the number of shares constituting any series and the designations of these series. These shares may have rights senior to our common stock. The issuance of preferred stock may have the effect of delaying or preventing a change in control of us. The issuance of preferred stock could decrease the amount of earnings and assets available for distribution to the holders of common stock or could adversely affect the rights and powers, including voting rights, of the holders of our common stock. At present, we have no plans to issue any shares of our preferred stock.

### DELAWARE ANTI-TAKEOVER LAW

If we close an initial public offering of our securities, and become listed on a national stock exchange or the NASDAQ Stock Market or have a class of voting stock held by more than 2000 record holders, we will be governed by the provisions of Section 203 of the General Corporation Law of Delaware. In general, such law prohibits a Delaware public corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person became an interested stockholder, unless it is approved in a prescribed manner.

As a result of Section 203 of the General Corporation Law of Delaware, potential acquirers may be discouraged from attempting to effect acquisition transactions with us, thereby possibly depriving holders of our securities of certain opportunities to sell or otherwise dispose of such securities at above-market prices pursuant to such transactions.

### DIVIDENDS

We have not declared any dividends since inception, and have no present intention of paying any cash dividends on our shares in the foreseeable future. The payment of dividends, if any, in the future, rests within the discretion of our board of directors and will depend, among other things, upon our earnings, our capital requirements and our financial condition, as well as other relevant facts.

### TRANSFER AGENT AND REGISTRAR

The transfer agent for our common stock is Signature Stock Transfer, Inc., 14675 Midway Road, Suite 121 Addison, TX 75001 and its telephone number is (972) 788-4193.

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## PART II - ITEM 1. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our common stock has traded on the Electronic Pink Sheets as a non-reporting company since 2000 under the symbol SIVY, until April 2003 when the symbol was changed to SPSC. Trading volume has historically been negligible. The high and low bid prices at the close of each fiscal quarter for the past 13 quarters are as follows:

	BID	
	HIGH	LOW
	-----	-----
June 30, 2000. . . . .	.50	.25
September 30, 2000 . . . . .	.375	.375
December 31, 2000. . . . .	4.75	.375
March 31, 2001 . . . . .	1.125	.55
June 30, 2001. . . . .	3.00	.375
September 30, 2001 . . . . .	.51	.25
December 31, 2001. . . . .	.25	.15
March 31, 2002 . . . . .	.15	.15
June 30, 2002. . . . .	.15	.15
September 30, 2002 . . . . .	1.50	.15
December 31, 2002. . . . .	2.00	1.30
March 31, 2003 . . . . .	2.10	1.30
June 30, 2003. . . . .	2.22	1.14

Source: Pink Sheets, LLC

These quotations represent prices between dealers and do not include retail markup, markdown, or commission. They do not represent actual transactions and have not been adjusted for stock dividends or splits. Further these trading records are for Silva Bay International, Inc. and predate Silva Bay International, Inc. acquiring Spectrum Sciences & Software, Inc.

As of June 3, 2003, there were approximately 36 shareholders of record of the Company's common stock. On April 9, 2003, the Company effectuated a two for one forward split of its common stock.

The Company has not paid any cash dividends for the past three fiscal years or during the interim period presented and has no intention to pay a dividend.

## PART II - ITEM 2. LEGAL PROCEEDINGS

On January 13, 2003, The Trident Company obtained a default judgment in the District Court of Tulsa County, State of Oklahoma, Case No. CJ-2003-1787, against Spectrum Sciences & Software, Inc. and Spectrum Manufacturing, Inc. in the amount of approximately \$143,229.86.

On April 21, 2003, the United States Internal Revenue Service obtained a lien against any and all of Spectrum's assets in the amount \$173,041.01. Spectrum has entered into a payment arrangement with the IRS.

We currently have a debt to Washington Group International, Inc. of approximately \$176,128, and this debt may be reduced on confession of judgment.

In December, 2002, three Spectrum employees each filed complaints for violation of civil rights, discrimination, harassment, hostile work environment and retaliation in the United States District Court, District of Arizona. The Case numbers for these complaints are: CIV '02 2621 PHX MHM; CIV '02 2619 PHX DKD; and CIV '02 2620 PHX FJM. In January, 2003, Spectrum filed answers to all three complaints, denying all allegations of wrongdoing. All three plaintiffs are claiming "undue stress and anxiety" from Spectrum's actions. There were no damage amounts specified in any of the actions. The plaintiffs are requesting the following:

- A. Compensatory damages, plus special incidental damages in such a sum as may be proven at trial;
- B. For punitive damages in such a sum as may be proven at trial;
- C. For cost for the suit;
- D. For attorney's fees; and
- E. For other such relief as the Court deems just and proper.

Spectrum does not know what the outcome of this litigation will be.

On or about May 28, 2003, Business & Commercial Brokerage, Inc. filed a complaint against Spectrum Sciences & Software, Inc. (a Florida Corporation) and Donal R. Myrick (Case No. 2003 CA 001093) in the Circuit Court in and for Escambia County, Florida.

The complaint is based upon an alleged breach of contract related to the sale of any and all assets of Spectrum Sciences & Software, Inc. The plaintiff Business & Commercial Brokerage, Inc. is seeking damages in the form of a sales commission, additional unspecified damages, interests, court costs and attorney fees. Spectrum has answered the complaint with an affirmative defense that Business & Commercial Brokerage, Inc. is not owed any commission or any other damages. Spectrum does not know what the outcome of this litigation will be.

Spectrum is not aware of any other pending or threatened litigation.

#### PART II - ITEM 3. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS

The auditor for the Company prior to the April 2, 2003 acquisition of Spectrum Sciences & Software, Inc. was Richard M. Prinzi, Jr., CPA. The auditor of the acquired company, Spectrum Sciences & Software, Inc., is Tedder, James, Worden & Associates, P.A. Going forward after the merger of April 3, 2003, the Company's auditor will be Tedder, James, Worden & Associates, P.A.

The prior auditor Richard M. Prinzi, Jr. was dismissed. The prior auditor Richard M. Prinzi, Jr.'s report did not contain an adverse opinion or disclaimer of opinion, nor was it modified as to uncertainty, audit scope or accounting principals. There were no disagreements with the prior auditor Richard M. Prinzi, Jr. The decision to change accountants was approved by the board of directors.

#### PART II - ITEM 4. RECENT SALES OF UNREGISTERED SECURITIES

Donal R. Myrick, our president and CEO loaned Spectrum Sciences & Software, Inc. \$20,000 in October, 2002. This advance was made as convertible promissory note due on June 30, 2003, bearing 6% interest per year. This loan can be converted into common stock at a price of \$1.00 per share. The securities transaction was a private transaction without registration in reliance on the

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exemptions provided by Section 4(2) and Rule 506 of Regulation D of the Securities Act of 1933, as amended.

On March 3, 2003, the Company issued 100,000 shares of common stock to Adam S. Gottbetter of Gottbetter & Partners, LLP, our legal counsel (taking into account the forward two for one stock split of April 9, 2003). This stock issuance was in exchange for legal advice for the Company, valued at \$5,000 or \$.10 per share. The sales were a private transaction without registration in reliance on the exemption provided by Rule 701 of the Securities Act of 1933, as amended.

On April 2, 2003, the Company issued 2,500,000 shares of common stock (taking into account the forward two for one stock split of April 9, 2003) to Donal R. Myrick in exchange for Mr. Myrick's 600 shares of Spectrum Sciences & Software, Inc., which were all of the issued and outstanding shares of Spectrum Sciences & Software, Inc. This transaction was part of the merger in which the Company acquired all of the assets of Spectrum Sciences & Software, Inc. The securities transaction was a private transaction without registration in reliance on the exemptions provided by Section 4(2) and Rule 506 of Regulation D of the Securities Act of 1933, as amended.

Note, on April 9, 2003, the Company effectuated a two for one forward split of its common stock.

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### PART II - ITEM 5. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Our amended and restated certificate of incorporation provides that none of our directors shall be liable to us or our stockholders for monetary damages for any breach of fiduciary duty as a director, except to the extent otherwise required by the Delaware General Corporation Law, or the DGCL. The effect of this provision is to eliminate our rights, and our stockholders' rights, to recover monetary damages against a director for breach of a fiduciary duty of care as a director. This provision does not limit or eliminate our right, or the right of any stockholder, to seek non-monetary relief, such as an injunction or rescission in the event of a breach of a director's duty of care. In addition, our amended and restated certificate of incorporation provides that, if the DGCL is amended to authorize the further elimination or limitation of the liability of a director, then the liability of the directors shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. These provisions will not alter the liability of directors under federal or state securities laws. Our amended and restated certificate of incorporation also includes provisions for the indemnification of our directors and officers to the fullest extent permitted by Section 145 of the DGCL. We have entered into an indemnification agreement with each of our directors which requires us, among other things, to indemnify them against certain liabilities which may arise by reason of his status or service as a director (other than liabilities arising from willful misconduct of a culpable nature). We also intend to maintain director and officer liability insurance, if available on reasonable terms.

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Spectrum Sciences & Software, Inc.

We have audited the accompanying balance sheet of Spectrum Sciences & Software, Inc. (the "Company") as of December 31, 2002, and the related statements of operations, shareholder's deficit, and cash flows for the years ended December 31, 2002 and 2001. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and

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significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Spectrum Sciences & Software, Inc. as of December 31, 2002, and the results of its operations and its cash flows for the years ended December 31, 2002 and 2001 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has incurred recurring losses from operations and has a net capital deficiency. These factors, and the need for additional financing in order for the Company to meet its business plans, raise substantial doubt about its ability to repay outstanding notes payable and continue as a going concern. Management's plans in regard to these matters are also discussed in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

As discussed in Note 1 (h) to the financial statements, the Company changed its method of accounting for goodwill of January 1, 2002 as required by the provisions of Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets.

/s/ Tedder, James, Worden & Associates, P.A.

Orlando, Florida  
May 9, 2003

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### SPECTRUM SCIENCES & SOFTWARE, INC.

#### BALANCE SHEET

	DECEMBER 31, 2002	MARCH 31, 2003
ASSETS		
(UNAUDITED)		
Current assets:		
Cash and cash equivalents . . . . .	\$ 633,909	228,595
Receivables . . . . .	2,084,789	2,161,793
Inventories . . . . .	291,344	225,035
Prepaid expenses . . . . .	8,993	84,351
	-----	-----
Total current assets . . . . .	3,019,035	2,699,774
Property, plant, and equipment, net . . . . .	2,071,948	2,064,070
Cash surrender value of life insurance . . . . .	19,701	19,701
Other assets . . . . .	17,024	15,579
	-----	-----
Total assets . . . . .	\$ 5,127,708	4,799,124
	=====	=====

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LIABILITIES AND SHAREHOLDER'S DEFICIT

Current liabilities:			
Accounts payable . . . . .	\$	1,413,229	1,351,127
Accrued expenses . . . . .		940,406	828,612
Contract deposits . . . . .		173,936	171,859
Bank lines of credit . . . . .		1,201,111	1,092,516
Current portion of long-term debt . . . . .		1,975,591	1,939,860
Due to related parties (Note 9) . . . . .		568,870	532,201
		-----	-----
Total current liabilities . . . . .		6,273,143	5,916,175
Long-term debt, less current portion . . . . .		30,122	23,857
		-----	-----
Total liabilities . . . . .		6,303,265	5,940,032
Commitments and contingencies (Note 16)			
Shareholder's deficit:			
Common stock, \$1 par value; 1,000 shares authorized; 600 shares issued and outstanding . . . . .		600	600
Accumulated deficit . . . . .		(1,176,157)	(1,141,508)
		-----	-----
Total shareholder's deficit . . . . .		(1,175,557)	(1,140,908)
		-----	-----
Total liabilities and shareholder's deficit . . . . .	\$	5,127,708	4,799,124
		=====	=====

See the accompanying notes to the financial statements

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SPECTRUM SCIENCES & SOFTWARE, INC.

STATEMENTS OF OPERATIONS

	YEARS ENDED DECEMBER 31,	THREE MONTHS ENDED	
	2002	2001	2003
	-----	-----	-----
			(UNAUDITED)
Revenues . . . . .	\$ 12,261,630	11,873,525	3,273,029
Cost of revenues . . . . .	(11,875,499)	(11,033,382)	(3,090,799)
	-----	-----	-----
Gross profit . . . . .	386,131	840,143	182,230
Operating expenses . . . . .	(464,987)	(428,541)	(124,932)
	-----	-----	-----
Income (loss) from operations . . . . .	(78,856)	411,602	57,298

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Non-operating expense, net . . . . .	(33,554)	(179,187)	(22,649)	
	-----	-----	-----	-----
Income (loss) from continuing operations . . .	(112,410)	232,415	34,649	
Discontinued operations:				
Loss on disposal of yacht manufacturing segment.	(407,250)	-	-	
	-----	-----	-----	-----
Income (loss) before cumulative effect of accounting change. . . . .	(519,660)	232,415	34,649	
Cumulative effect of accounting change for SFAS No. 142 . . . . .	(91,022)	-	-	
	-----	-----	-----	-----
Net income (loss). . . . .	\$ (610,682)	232,415	34,649	(
	=====	=====	=====	=====
Weighted average shares outstanding:				
Basic and diluted. . . . .	600	600	600	
	=====	=====	=====	=====
Earnings (loss) per share:				
Basic and diluted. . . . .	\$ (1,017.80)	387.36	57.75	
	=====	=====	=====	=====

See the accompanying notes to the financial statements

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SPECTRUM SCIENCES & SOFTWARE, INC.

STATEMENTS OF SHAREHOLDER'S DEFICIT

For the years ended December 31, 2002 and 2001 and  
Three months ended March 31, 2003  
(Three months ended March 31, 2003 unaudited)

	COMMON STOCK		ACCUMULATED	TOTAL
	SHARES	AMOUNT	DEFICIT	
	-----	-----	-----	-----
Balances at December 31, 2000, as previously reported.	600	\$ 600	(705,825)	(705,225)
Restatement (Note 12). . . . .	-	-	(92,065)	(92,065)
	-----	-----	-----	-----
Balances at December 31, 2000, as restated . . . . .	600	600	(797,890)	(797,290)
Net income . . . . .	-	-	232,415	232,415
	-----	-----	-----	-----
Balances at December 30, 2001. . . . .	600	600	(565,475)	(564,875)



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Net loss . . . . .	-	-	(610,682)	(610,682)
Balances at December 31, 2002. . . . .	600	600	(1,176,157)	(1,175,557)
Net income (unaudited) . . . . .	-	-	34,649	34,649
Balances at March 31, 2003 (unaudited) . . . . .	600	\$ 600	(1,141,508)	(1,140,908)

See the accompanying notes to the financial statements

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SPECTRUM SCIENCES & SOFTWARE, INC.

STATEMENTS OF CASH FLOWS

	YEARS ENDED DECEMBER 31,		THREE MON
	2002	2001	ENDED MARC
	-----	-----	-----
			(UNAUDITED) (UN
Cash flows from operating activities:			
Net income (loss) . . . . .	\$ (610,682)	232,415	34,649
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Loss on discontinued operations . . . . .	407,250	-	-
Write-down of obsolete inventory. . . . .	289,652	-	-
Depreciation. . . . .	148,899	182,764	38,082
Restatement (Note 12) . . . . .	92,065	-	-
Cumulative effect of accounting change. . . . .	91,022	-	-
Decrease in cash surrender value of life insurance. . . . .	5,059	376	-
Amortization. . . . .	-	14,340	445
Loss on disposal of equipment . . . . .	-	11,271	-
(Increase) decrease in assets:			
Receivables . . . . .	27,579	419,048	(77,004)
Inventories . . . . .	472,989	(454,526)	66,309
Prepaid expenses. . . . .	(8,993)	-	(75,358)
Other assets. . . . .	(723)	5,620	1,000
Increase (decrease) in liabilities:			
Accounts payable. . . . .	204,999	301,489	(62,103)
Accrued expenses. . . . .	250,290	(100,669)	(111,792)
Contract deposits . . . . .	(114,349)	288,285	(2,077)
Due to the Department of Defense. . . . .	-	(640,392)	-
Net cash provided by (used in) operating activities. . . . .	1,255,057	260,021	(187,849)
Cash flows from investing activities:			
Purchase of property and equipment. . . . .	(13,570)	(106,036)	(30,204)
Increase in notes receivable (employees). . . . .	-	-	-
Net cash used in investing activities . . . . .	(13,570)	(106,036)	(30,204)

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Cash flows from financing activities:				
Net repayments on bank lines of credit . . . . .	(1,069,437)	(162,377)	(108,596)	
Proceeds from line of credit . . . . .	-	-	-	
Proceeds from notes payable . . . . .	75,000	13,343	-	
Payments on notes payable . . . . .	(146,962)	(295,239)	(41,996)	
Advances from related parties . . . . .	641,370	250,903	163,392	
Repayments of advances from related parties . . . . .	(322,073)	(1,330)	(200,061)	
	-----	-----	-----	
Net cash used in financing activities . . . . .	(822,102)	(194,700)	(187,261)	
	-----	-----	-----	
Net increase (decrease) in cash and cash equivalents . . . . .	419,385	(40,715)	(405,314)	4
Cash and cash equivalents - beginning of period . . . . .	214,524	255,239	633,909	2
	-----	-----	-----	
Cash and cash equivalents - end of period . . . . .	\$ 633,909	214,524	228,595	6
	=====	=====	=====	
Supplemental disclosures of cash flow information:				
Cash paid during the year for:				
Interest . . . . .	\$ 300,693	350,391	73,512	
	=====	=====	=====	

See the accompanying notes to the financial statements

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SPECTRUM SCIENCES & SOFTWARE, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2002 and 2001

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(A) ORGANIZATION AND NATURE OF BUSINESS

Spectrum Sciences & Software, Inc. (the "Company") was incorporated in the State of Florida on October 8, 1982. Headquartered in Fort Walton Beach, Florida, the Company has three reportable segments - management services, manufacturing, and engineering and information technology services. Management services include providing engineering, technical, and operational services in the area of defense range management specializing in bombing and gunnery training range operation and maintenance. Manufacturing operations includes the design and construction of munitions ground support equipment and containers for the shipping and storage of munitions and equipment. The Company's engineering and information technology services segment consists of the sale of engineering and information technology services developed to assist in hazard management and weapons impact analysis.

The Company's contracts are primarily fixed price contracts with the United States Department of Defense (DOD). The Company currently has contracts in Florida and Arizona. During the years ended December 31, 2002 and 2001 and three months ended March 31, 2003 and 2002 (unaudited), 99% of the Company's revenues were derived from contracts with the DOD.

(B) REVENUE AND COST RECOGNITION

The Company's principal source of revenue is derived from contracts from the United States Department of Defense (DOD) and other governmental contractors. Revenues and costs of revenues earned are recognized for its three segments as described below. Management's revenue recognition policies, including methods and criteria used for determining extent of completion on its contracts, are described below.

Management Services

The Company recognizes income on its management service contracts over the life of the contract as delivery of services occur. All related costs to perform the services, which consist primarily of labor costs, including those subcontracted to other parties, are also recorded as the costs are incurred.

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SPECTRUM SCIENCES & SOFTWARE, INC.

NOTES TO FINANCIAL STATEMENTS

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

(B) REVENUE AND COST RECOGNITION, CONTINUED

Manufacturing

The Company recognizes revenue on long-term fixed price manufacturing contracts on a percentage of completion method of accounting based on the ratio of costs incurred to the estimated total costs upon completion. Criteria used in determining substantial completion for its manufacturing contracts include compliance with performance specifications and customer acceptance. Materials purchased in advance of the start of the labor process are held as inventory until the manufacturing process begins.

Engineering and Information Technology Services (Computer Software)

Management recognizes revenue under certain long-term fixed price contracts that require product deliveries based on a percentage of completion method using units of delivery as the measurement basis for efforts accomplished. Products include engineering studies, computer simulation and modeling programs and other technical services and programs that are related to range planning methodology. Criteria used in determining substantial completion on contracts for the Engineering and Information Technology Services contracts include compliance with performance specifications.

Management believes the above methods and criteria are the best available measures of progress for such contracts. Because of the inherent uncertainties in estimating costs and revenues, it is at least reasonably possible that the estimates used will change within the near term.

Revenue from claims is recognized when realization is probable and the amount can be reliably estimated. When realization is probable but the amount cannot be reliably estimated, revenue is recognized to the extent of costs incurred, or revenue is recognized when the amounts are received or awarded.

Costs of revenues earned include all direct costs (labor, travel, relocations, materials, subcontracts, and other), and those indirect costs allocable to a contract. Allocations of indirect costs are based on the

relative amounts of direct labor. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability, including those arising from contract penalty provisions, and final contract settlements may result in revisions to costs and income and are recognized in the period in which the revenues are determined.

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SPECTRUM SCIENCES & SOFTWARE, INC.

NOTES TO FINANCIAL STATEMENTS

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

(C) CASH AND CASH EQUIVALENTS

The Company considers cash on hand, deposits in banks, and money market accounts to be cash and cash equivalents.

(D) ALLOWANCES

The Company provides appropriate provisions for uncollectible accounts and credit for returns based upon factors surrounding the credit risk and activity of specific customers. 99% of the Company's revenue and related accounts receivable are derived from contracts with the DOD which minimizes the risk of uncollectibility. In the opinion of management, no provisions are deemed necessary for uncollectible accounts or returns for credits at December 31, 2002 and March 31, 2003 (unaudited). If a customer account becomes considered uncollectible, it will be written off at that time.

Certain commercial accounts receivable were written off during the fiscal year ended December 31, 2002 related to the acquisition of Ver-Val Enterprises (see Note 1(h)). Bad debt expense of approximately \$3,900, \$43,600, \$0 and \$21,460 was recognized as an operating expense in the accompanying financial statements during the years ended December 31, 2002 and 2001 and the three months ended March 31, 2003 and 2002 (unaudited), respectively. In 2002, the long-term receivables were written off and an additional \$34,978 was charged to the loss from discontinued operations, which is described further in Note 11 to the financial statements.

(E) USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 revenues and expenses during the reporting period. Accordingly, results could differ materially from those estimates.

(F) INVENTORIES

Inventories are stated at the lower of cost or market, determined by the average cost method. Inventories are reviewed periodically and items considered to be slow-moving, excess and/or obsolete are written down to their estimated net realizable value. During 2002, inventories were reduced by approximately \$289,700 due to obsolescence.

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SPECTRUM SCIENCES & SOFTWARE, INC.

NOTES TO FINANCIAL STATEMENTS

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

(G) PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment are carried at cost less accumulated depreciation. Depreciation is computed using accelerated methods over the estimated useful lives of the related assets. Routine maintenance and repairs are charged to expense as incurred. Major replacements and improvements are capitalized. When assets are sold or retired, the related cost and accumulated depreciation are removed from the accounts and gains or losses from dispositions are credited or charged to income.

(H) GOODWILL

Goodwill represents the excess of the purchase price over the fair value of net assets acquired. During the fourth quarter of 1999, the Company purchased certain assets and assumed certain liabilities of Ver-Val Enterprises, Inc. ("Ver-Val"). The Company allocated \$113,777 to goodwill. Amortization was computed on a straight-line basis over the estimated useful life of 10 years. Amortization expense was \$11,377 in 2001 and accumulated amortization was \$22,755 at December 31, 2001.

Effective January 1, 2002, the Company adopted the provisions of FASB Statement No. 142, Goodwill and Other Intangibles ("SFAS No. 142"). The adoption of SFAS No. 142 required an initial impairment assessment involving a comparison of the fair value of goodwill to its current carrying value. Upon adoption, the Company recorded a loss as a cumulative effect of an accounting change of \$91,022 related to goodwill in the manufacturing segment. Prior periods have not been restated for the adoption of SFAS No. 142.

(I) IMPAIRMENT OF LONG-LIVED ASSETS AND LONG-LIVED ASSETS TO BE DISPOSED OF

The Company's long-lived assets and certain identifiable intangibles are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows (undiscounted and without interest charges) expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

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SPECTRUM SCIENCES & SOFTWARE, INC.

NOTES TO FINANCIAL STATEMENTS

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

(J) INCOME TAXES

The Company has elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code. Under these provisions, the shareholder reports

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his proportionate share of the Company's income or loss on his individual income tax return. Therefore, no provision or liability for federal or state income taxes has been included in the accompanying financial statements.

(K) CONTRACT DEPOSITS

The Company has received advance deposits for contracts to be performed in 2003. These advanc