

STORAGE COMPUTER CORP  
Form 10-Q  
May 15, 2003  
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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 10-Q**

(MARK ONE)

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

**FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2003**

**OR**

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

**FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_.**

**COMMISSION FILE NUMBER 1-13616**

# STORAGE COMPUTER CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

02-0450593  
(I.R.S. EMPLOYER IDENTIFICATION NO.)

11 RIVERSIDE DRIVE, NASHUA, NH 03062

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

(603) 880-3005

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE:

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Number of shares outstanding of the registrant's class of common stock, as of the latest practicable date.

| <u>CLASS</u> | <u>OUTSTANDING AT APRIL 28, 2003</u> |
|--------------|--------------------------------------|
| Common Stock | 36,113,096                           |

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**Table of Contents****PART I FINANCIAL INFORMATION****ITEM 1. Financial Statements.****Storage Computer Corporation****Consolidated Balance Sheets**

|  | <b>March 31<br/>2003</b> | <b>December 31,<br/>2002</b> |
|--|--------------------------|------------------------------|
|  | <b>(Unaudited)</b>       |                              |
| <b>ASSETS</b>  |                          |                              |
| Current assets:  |                          |                              |
| Cash and cash equivalents  | \$ 1,527,229             | \$ 2,680,599                 |
| Accounts receivable, net   | 115,687                  | 192,882                      |
| Inventories  | 1,994,770                | 2,031,679                    |
| Due from officers and directors  | 134,828                  | 133,247                      |
| Other current assets   | 124,861                  | 80,484                       |
|  | <u>3,897,375</u>         | <u>5,118,891</u>             |
| Total current assets   |                          |                              |
| Property and equipment, net  | 476,894                  | 537,313                      |
| Goodwill, net  | 2,692,611                | 2,692,611                    |
| Other intangibles, net of accumulated amortization of \$1,498,943 and \$1,195,951 in 2003 and 2002, respectively | 1,381,057                | 1,525,057                    |
|  | <u>8,447,937</u>         | <u>9,873,872</u>             |
| Total assets   |                          |                              |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>   |                          |                              |
| Current liabilities:   |                          |                              |
| Accounts payable   | \$ 302,279               | \$ 472,667                   |
| Accrued expenses   | 2,128,702                | 2,169,952                    |
| Deferred revenue   | 141,248                  | 202,366                      |
| Current maturities of long-term debt   | 665,000                  | 665,000                      |
|  | <u>3,237,229</u>         | <u>3,509,985</u>             |
| Total current liabilities  |                          |                              |
| Commitments and contingencies  |                          |                              |
| Redeemable convertible preferred stock   |                          | 1,212,618                    |
|  |                          | <u>1,212,618</u>             |
| Stockholders' equity:  |                          |                              |
| Preferred stock  |                          |                              |
| Common stock   | 36,094                   | 25,752                       |
| Additional paid-in capital   | 84,858,179               | 83,589,403                   |
| Accumulated deficit  | (79,683,565)             | (78,463,886)                 |
|  | <u>5,210,708</u>         | <u>5,151,269</u>             |
| Total stockholders' equity   |                          |                              |

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|  |                     |                     |
|--|---------------------|---------------------|
| Total liabilities and stockholders' equity | <u>\$ 8,447,937</u> | <u>\$ 9,873,872</u> |
|--|---------------------|---------------------|

See Notes to Consolidated Financial Statements.

**Table of Contents****Storage Computer Corporation****Statements of Consolidated Operations (Unaudited)**

|  | <b>Three Months Ended</b> |                       |
|--|---------------------------|-----------------------|
|  | <b>March 31, 2003</b>     | <b>March 31, 2002</b> |
| <b>Revenues:</b>   |                           |                       |
| Products and services  | \$ 277,984                | \$ 766,003            |
| License fees   |                           |                       |
| <b>Total Revenues</b>  | <b>277,984</b>            | <b>766,003</b>        |
| <b>Costs and expenses:</b>   |                           |                       |
| Cost of products and services  | 247,061                   | 721,700               |
| Cost of license fees, primarily legal fees   | 259,715                   | 679,114               |
| Research and development   | 285,909                   | 1,019,669             |
| Sales and marketing  | 162,191                   | 1,016,726             |
| General and administrative   | 377,137                   | 801,529               |
| Amortization of intangibles  | 144,000                   | 240,072               |
| <b>Total costs and expenses</b>  | <b>1,476,013</b>          | <b>4,478,810</b>      |
| <b>Operating loss</b>  | <b>(1,198,029)</b>        | <b>(3,712,807)</b>    |
| <b>Other income (expense):</b>   |                           |                       |
| Interest expense, net  | (4,480)                   | (3,257)               |
| Other income   | 425                       | 50,859                |
| <b>Total other income (expense), net</b>   | <b>(4,055)</b>            | <b>47,602</b>         |
| <b>Loss before income taxes</b>  | <b>(1,202,084)</b>        | <b>(3,665,205)</b>    |
| Provision (credit) for income taxes  |                           |                       |
| <b>Net loss</b>  | <b>(1,202,084)</b>        | <b>(3,665,205)</b>    |
| <b>Dividends on preferred stock including amortization of the beneficial conversion features</b> | <b>(17,595)</b>           | <b>(257,044)</b>      |
| <b>Net loss applicable to common stockholders</b>  | <b>\$ (1,219,679)</b>     | <b>\$ (3,922,249)</b> |
| <b>Loss applicable to common stockholders per basic and dilutive share</b>                       | <b>\$ (0.04)</b>          | <b>\$ (0.20)</b>      |
| <b>Basic and dilutive shares</b>   | <b>34,421,825</b>         | <b>19,176,260</b>     |

See Notes to Consolidated Financial Statements.



**Table of Contents****Storage Computer Corporation****Consolidated Statements of Cash Flows (Unaudited)**

|  | <b>Three Months Ended</b> |                       |
|--|---------------------------|-----------------------|
|  | <b>March 31, 2003</b>     | <b>March 31, 2002</b> |
| <b>Cash flows from operating activities:</b>                 |                           |                       |
| Net loss   | \$ (1,202,084)            | \$ (3,665,205)        |
| <b>Reconciliation to operating cash flows:</b>               |                           |                       |
| Depreciation and amortization of property and equipment      | 60,419                    | 124,980               |
| Amortization of other intangibles                            | 144,000                   | 240,072               |
| Stock issued to 401(k) plan                                  | 4,244                     | 18,786                |
| <b>Changes in operating assets and liabilities:</b>          |                           |                       |
| Accounts receivable  | 77,195                    | 286,764               |
| Inventories  | 36,909                    | (276,315)             |
| Due from officers and directors                              | (1,581)                   | 1,000,000             |
| Other current assets   | (44,377)                  | 106,816               |
| Accounts payable and accrued expenses                        | (233,052)                 | 49,355                |
| <b>Net cash used in operations</b>                           | <b>(1,158,327)</b>        | <b>(2,114,747)</b>    |
| <b>Cash flows from investing activities:</b>                 |                           |                       |
| Capital expenditures   |                           | (15,442)              |
| Other assets   |                           | 6,073                 |
| <b>Net cash used in investing activities</b>                 |                           | <b>(9,369)</b>        |
| <b>Cash flows from financing activities:</b>                 |                           |                       |
| Reduction of long-term debt                                  |                           | (72,857)              |
| Net proceeds from issuance of common stock for stock options | 4,957                     | 79,078                |
| <b>Net cash provided by financing activities</b>             | <b>4,957</b>              | <b>6,221</b>          |
| <b>Effect of exchange rate changes on cash</b>               |                           | <b>(13,767)</b>       |
| <b>Net decrease in cash and cash equivalents</b>             | <b>(1,153,370)</b>        | <b>(2,131,662)</b>    |
| Cash and cash equivalents-beginning of period                | 2,680,599                 | 5,627,855             |
| <b>Cash and cash equivalents-end of period</b>               | <b>\$ 1,527,229</b>       | <b>\$ 3,496,193</b>   |
| <b>Supplemental cash flow information:</b>                   |                           |                       |
| Cash payments of interest                                    | \$ 4,367                  | \$ 16,478             |
| Preferred stock dividends paid in common stock               | \$ 44,917                 | \$ 47,556             |

See Notes to Consolidated Financial Statements.





**Table of Contents****Storage Computer Corporation****Notes to Consolidated Financial Statements****March 31, 2003****Note A The Company and Basis of Presentation**

Storage Computer Corporation ( Company , we and us ) and our subsidiaries are engaged in the development, manufacture, and sale of computer disk arrays, computer equipment and software, worldwide. The consolidated financial statements include the accounts of the Company and those of our wholly-owned subsidiaries CyberStorage Systems Corporation, Storage Computer Europe GmbH, Vermont Research Products, Inc., Storage Computer UK, Ltd., and Storage Computer France SAS. All significant intercompany accounts and transactions have been eliminated in consolidation. We have a 20% investment in Storage Computer (Asia) Ltd., which is accounted for by the equity method.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements and should be read in conjunction with the financial statements and related notes included in our Annual Report on Form 10-K (as amended) filed with the Securities and Exchange Commission, containing our financial statements for the fiscal year ended December 31, 2002. In management's opinion, the accompanying consolidated financial statements reflect all adjustments, all of which are of a normal, recurring nature, to fairly present our consolidated financial position, results of operations and cash flows. The results of operations for the three months ended March 31, 2003 are not necessarily indicative of the results to be expected for the full year.

**Note B Stockholders' Equity**

A summary of changes in stockholders' equity for the three months ended March 31, 2003 follows:

|  | <u>Common Stock</u> |                | <u>Additional</u>  | <u>Total</u>        |              |
|--|---------------------|----------------|--------------------|---------------------|--------------|
|  | <u>Par</u>          | <u>Paid-In</u> | <u>Accumulated</u> | <u>Stockholders</u> |              |
|  | <u>Shares</u>       | <u>Value</u>   | <u>Capital</u>     | <u>Equity</u>       |              |
|  |                     |                | <u>Deficit</u>     |                     |              |
| Balance December 31, 2002  | 25,751,659          | \$ 25,752      | \$ 83,589,403      | \$ (78,463,886)     | \$ 5,151,269 |
| Deferred compensation stock purchases  | 10,000              | 10             | 4,947              |                     | 4,957        |
| Stock issued to 401(k) plan  | 18,454              | 18             | 4,226              |                     | 4,244        |
| Amortization of beneficial conversion feature of preferred stock   |                     |                |                    | (12,382)            | (12,382)     |
| Dividends on preferred stock, including dividends paid on conversion of redeemable convertible preferred stock | 353,560             | 354            | 44,563             | (5,213)             | 39,704       |

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|   |            |           |               |                 |              |
|---|------------|-----------|---------------|-----------------|--------------|
| Conversion of redeemable convertible preferred stock into common shares | 9,959,697  | 9,960     | 1,215,040     |                 | 1,225,000    |
| Net loss  |            |           |               | (1,202,084)     | (1,202,084)  |
| Balance-March 31, 2003  | 36,093,370 | \$ 36,094 | \$ 84,858,179 | \$ (79,683,565) | \$ 5,210,708 |

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**Note C Recent Accounting Pronouncements**

In November 2002, the Financial Accounting Standard Board ( FASB ) issued Interpretation No. (FIN) 45, Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others. Among other things, the Interpretation requires guarantors to recognize, at fair value, their obligations to stand ready to perform under certain guarantees. FIN 45 is effective for guarantees issued or modified on or after January 1, 2003. The adoption of FIN 45 did not have an effect on our financial position or future results of operations.

In November 2002, the Emerging Issues Task Force ( EITF ) reached consensus on Issue No. 00-21, Revenue Arrangements with Multiple Deliverables. Revenue arrangements with multiple deliverables include arrangements that provide for the delivery or performance of multiple products, services and/or rights to use assets where performance may occur at different points in time or over different periods of time. EITF Issue No. 00-21 is effective for us for revenue arrangements entered into beginning in the quarter ended September 30, 2003. We have not completed the evaluation of the impact of this EITF on our financial position or future results of operations.

In January 2003, the FASB issued FIN 46, Consolidation of Variable Interest Entities. FIN 46 s consolidation criteria are based on analysis of risks and rewards, not control, and represent a significant and complex modification of previous accounting principles. FIN 46 represents an accounting change, not a change in the underlying economics of asset sales. FIN 46 is effective for consolidated financial statements issued after June 30, 2003. The Company believes the adoption of FIN 46 will not have an effect on its financial position or future results of operations.

The Company accounts for its stock-based compensation plans under Accounting Principles Board ( APB ) Opinion No.25, Accounting for Stock Issued to Employees , and accordingly accounts for employee stock-based compensation utilizing the intrinsic value method. Statement of Accounting Standards ( SFAS ) No.123, Accounting for Stock-Based Compensation, ( SFAS 123 ) established a fair value based method of accounting for stock-based compensation plans. We have adopted the disclosure only alternative under SFAS 123, which requires disclosure of the pro forma effects on earnings and earnings per share as if SFAS 123 had been adopted as well as certain other information.

In December 2002, the FASB issued SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure an amendment of SFAS Statement No. 123 ( SFAS 148 ). This statement amends SFAS 123 to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, SFAS 148 amends the disclosure requirements of SFAS 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. SFAS 148 also requires that those effects be disclosed more prominently by specifying the form, content, and location of those disclosures. We adopted the increased disclosure requirements of SFAS 148 during the year ended December 31, 2002. We will continue to use the intrinsic value method of accounting for stock-based employee compensation. The additional disclosures required by SFAS 148 are as follows:

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|  | March 31,      |                |
|--|----------------|----------------|
|  | 2003           | 2002           |
| Net loss applicable to common stockholders, as reported  | \$ (1,219,679) | \$ (3,922,249) |
| Add: Stock based employee compensation expense included in reported net loss applicable to common stockholders, net of tax     |                |                |
| Deduct: Total stock based employee compensation expense determined under the fair value based method of all awards, net of tax | (605,370)      | (598,690)      |
| Pro forma net loss applicable to common stockholders   | \$ (1,825,049) | \$ (4,520,939) |
| Net loss applicable to common stockholders per basic and dilutive shares:  |                |                |
| As reported  | \$ (0.04)      | \$ (0.20)      |
| Pro forma  | \$ (0.05)      | \$ (0.24)      |

**Note D Subsequent Event**

John Thonet resigned his position as a director of the Company on April 30, 2003. At the time of his resignation, the Company owed Mr. Thonet a balance of \$177,101 plus accrued and unpaid interest on a note payable representing the balance of sums advanced by him to CyberStorage Systems that was acquired by the Company in 2000, and Mr. Thonet was due \$156,333 in accrued and unpaid salary by CyberStorage Systems. The Company also had a note receivable due from Mr. Thonet of \$44,729 plus accrued interest. On April 30, 2003, the Company and Mr. Thonet agreed to offset the note receivable and accrued interest against the note payable and accrued interest and Mr. Thonet agreed to accept a cash payment of \$40,000 in exchange for cancellation by him of the balance of the note payable. In addition, Mr. Thonet gave up any and all claims to accrued and unpaid salary and any other amounts due to him as of that date in exchange for the extension of period for exercise of his vested stock options to purchase 62,500 shares of common stock until May 1, 2004.

On May 13, 2003 the Company's Board of Directors approved the forgiveness of the notes receivable and accrued interest remaining due from two directors totaling \$84,095.

**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.****CAUTIONARY STATEMENT****Forward-looking Statements**

The Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 contain certain safe harbors regarding forward-looking statements. From time to time, information provided by the Company or statements made by our directors, officers or employees may contain forward-looking information subject to numerous risks and uncertainties. Any statements made herein that are not statements of historical fact are forward-looking statements including,

but not limited to, statements concerning the characteristics and growth of our markets and customers, our objectives and plans for future operations and products and our expected liquidity and capital resources. Such forward-looking statements are based on a number of assumptions and involve a number of risks and uncertainties, and, accordingly, actual results could differ materially. Factors that may cause such differences include, but are not limited to: the continued and future acceptance of our products; the rate of growth in the industries of our products; the presence of competitors with greater technical, marketing and financial

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**resources; our ability to promptly and effectively respond to technological change to meet evolving customer needs; risks associated with sales in foreign countries; and our ability to successfully expand our operations.**

### **Introduction**

This discussion summarizes the significant accounting policies, accounting estimates and other significant factors affecting the liquidity, capital resources and results of operations of the Company for the periods ended March 31, 2003 and 2002. This discussion should be read in conjunction with the Consolidated Financial Statements and other financial information included in our 2002 Annual Report on Form 10-K (as amended) filed with the Securities and Exchange Commission.

### **Critical Accounting Policies and Estimates**

We prepare our financial statements in conformity with accounting principles generally accepted in the United States of America. These accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements. Our management is also required to make certain judgments that affect the reported amounts of revenues and expenses during the reporting period. We periodically evaluate our estimates including those relating to the allowance for doubtful accounts; inventory reserves for lower of cost or market adjustments, excess quantities and discontinued products; estimated lives and impairment of tangible and intangible long-life assets; restructuring costs; litigation and other contingencies. We base our estimates on historical experience and various other assumptions that we believe to be reasonable based on the specific circumstances, the results of which form the basis for making judgments about the carrying value of certain assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

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

#### *Revenue Recognition*

We recognize revenue from product sales at the time of shipment, provided that the price is fixed and determinable, no significant obligations remain, collectibility is probable and returns are estimable. Revenue is recognized at the time of shipment since the terms of shipment are FOB shipping point and legal title to the equipment passes to the customer at this time. We consider post shipment obligations such as installation and training to be relatively insignificant given the underlying nature of the equipment and of its installation. Revenue from services is recognized over the contract period or as services are provided. Revenue from license fees is recognized over the contract period or when received for fully-paid license agreements. These revenue accounting policies do not require significant estimates by management.

#### *Impairment of Goodwill and Intangible Assets*

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All of our goodwill and other intangibles resulted from our acquisition of CyberStorage Systems in 2000 that was accounted for using the purchase method. In connection with the implementation of SFAS 141 and 142, as of January 1, 2002, we have ceased amortizing goodwill and determined that our entire business constitutes one reporting unit for purposes of assessing potential impairment of goodwill.

A fair value approach was used to test existing goodwill for impairment as of September 30, 2002 due to several triggering events including an unfavorable decision in patent litigation in the UK High Court, London, a decline in our stock price of approximately 76% during August 2002, and a reorganization of our management team to refocus our efforts on the Storage Wide Area Networking (SWAN) market during August 2002. The market approach was the method used to determine the fair value of the reporting unit. Under the fair value approach, the quoted market prices in active securities markets are used as the basis for the determination of fair value. The fair value used for measuring impairment indicated by our stock price was also supplemented by the valuations indicated by a portfolio of comparable publicly traded companies. This valuation approach resulted in the recording of a goodwill impairment charge of \$14,281,336 in accordance with SFAS No. 142 as of September 30, 2002.

Additionally, in accordance with SFAS No. 144, we evaluated the carrying values of our identifiable intangible assets based on the same triggering events discussed above as of September 30, 2002. We determined impairment existed for the portion of intangible assets representing customer relationships acquired from CyberStorage Systems in 2000. Accordingly, an impairment of identifiable intangible assets in the amount of \$976,099 was recorded as of September 30, 2002.

### *Stock-Based Compensation*

We account for our stock-based compensation plans under Accounting Principles Board ( APB ) Opinion No.25, Accounting for Stock Issued to Employees , and accordingly account for employee stock-based compensation utilizing the intrinsic value method. SFAS No.123, Accounting for Stock-Based Compensation, established a fair value based method of accounting for stock-based compensation plans. We have adopted the disclosure only alternative under SFAS No.123, which



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requires disclosure of the pro forma effects on earnings and earnings per share as if SFAS No. 123 had been adopted as well as certain other information.

In December 2002, the FASB issued FASB No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure* an amendment of FASB Statement No. 123. This statement amends FASB No. 123, to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, FASB No.148 amends the disclosure requirements of FASB No.123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. FASB No.148 also requires that those effects be disclosed more prominently by specifying the form, content, and location of those disclosures. We adopted the increased disclosure requirements of FASB No. 148 during the year ended December 31, 2002. We will continue to use the intrinsic value method of accounting for stock-based employee compensation.

The additional disclosures required by FASB No. 148 are included in Note C to our Consolidated Financial Statements of the three-months ended March 31, 2003.

In 2002 the Company's Board of Directors authorized the repricing of employee options to purchase 2,610,110 shares of common stock from exercise prices ranging between \$1.44 and \$12.17 per share to an exercise price of \$1.37 per share, which represented the fair market value of our common stock on the date of the repricing. These options are subject to variable plan accounting, as defined in FASB Interpretation No. 44. There were no charges required during the three-months ended March 31, 2003 related to fluctuations in our stock price. As of March 31, 2003, options to purchase 2,141,060 shares of common stock are outstanding and subject to variable plan accounting.

### *Allowance for Doubtful Accounts*

We record an allowance for doubtful accounts based on specifically identified amounts that we believe to be uncollectible which are determined based on historical experience and our assessment of the general financial conditions affecting our customer base. If our actual collections experience changes, revisions to our allowance may be required. We have a limited number of customers with individually large amounts due at any given balance sheet date. Any unanticipated change in one of those customer's credit worthiness or other matters affecting the collectibility of amounts due from such customers, could have a material affect on our results of operations in the period in which such changes or events occur. After all attempts to collect a receivable have failed, the receivable is written off against the allowance.

### *Intellectual Property Rights, Contingencies and Litigation*

We have a substantial portfolio of patents, claims and other intellectual property rights. Costs and expenses in connection with the development of and the enforcement of our rights are expensed when incurred. Certain contingent fees for legal services are due upon the receipt of license fees over contract periods or upon receipt of payment for paid-up license arrangements. We currently are in legal proceedings in connection with the enforcement of our intellectual property rights the results of which cannot be predicted. Our failure to successfully enforce our patent rights could have a material adverse effect on our business, operating results and financial condition.

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In the normal course of our business, we are subject to various other proceedings, lawsuits and claims relating to product, technology, labor and other matters as further described in Part II, Item 1. Legal Proceedings. We are required to assess the likelihood of any adverse outcomes and the potential range of probable losses in these matters. The amount of loss accrual, if any, is determined after careful analysis of each matter, and is subject to adjustment if warranted by new developments or revised strategies. We believe that none of the existing matters will result in a material adverse effect on our business, operating results and financial condition.

### **Liquidity and Capital Resources**

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Our future success depends on maintaining adequate liquidity and working capital to meet our operational requirements. In October 2002, we received \$3 million from a license fee for our intellectual property. Despite this recent success, revenues from products and services have fallen dramatically and there can be no assurances that we will be able to secure additional license fees of this magnitude or at all during the coming twelve months. Furthermore, given the continued volatility of the global securities markets and, in particular, the market for the securities of technology companies, as well as the recent results of our pending legal actions concerning enforcement of our intellectual property rights, we cannot assure you that we will be able to secure additional debt or equity financing. Our failure to maintain adequate liquidity and working capital would have a material adverse effect on the Company, our financial condition and our results of operations.

We incurred operating losses through 2002 and in the first quarter of 2003, and we continue to incur operating losses at this time. While the development and introduction of our new products continues, our actual sales revenue has declined significantly over the last year and continues to be at a low level. In response in 2002, we reduced our activity level in marketing, sales and administration and implemented cost reduction programs primarily in employee headcount, the use of independent software subcontractors and the level of expenses for development, travel and administration.

Management believes, although there can be no assurances, that our currently available working capital and the cash flow from our operations in 2003 will support our operating plan through the end of 2003. Our operating plan and related cash flow projections for 2003 have been forecasted by management anticipating only a base level of revenue from sales of our new products to new and existing customers and product upgrades, replacement parts and maintenance services from our existing customer base. We have not included any potential revenues from license fee activities. We have projected our costs and expenses using our current level of operating expenses for our core business activity and only the minimum requirements for the defense of our intellectual property. If our projected levels of revenues from products and services are not achieved or are delayed in their realization, management has plans that can be implemented to further reduce the operating expense cash flow requirements to allow the Company to continue in business. These include reductions in salary levels similar to those that were achieved during 2002 through a compensation deferral, stock based compensation plan or, in the alternative, additional reductions in staffing headcount. Cost reductions of other non-employee related costs, primarily expenses for rent and other facilities occupancy expenses, would also be implemented. In addition, while the dilutive effect might be significant, the Company continues to receive inquiries from interested investors to provide equity financing using a variety of alternatives. We continue to explore strategic alliance opportunities to market our new products that would also provide financial support. Although there can be no assurances, management is committed to achieving or exceeding its base operating plan for 2003 and intends to implement those cost reductions and improvements in cash flow to achieve this success.

## **Cash flows**

Operations used \$1,158,000 of cash during the first quarter of 2003 compared to \$2,115,000 in the first three months of 2002. The use of cash by operations in the first three months of 2003 resulted from the net loss for the quarter and changes in operating assets and liabilities that were offset in part by non-cash charges related to depreciation and amortization. The use of cash by operations in the first three months of 2002 resulted from the net loss for the quarter which was offset in part by net cash from changes in operating assets and liabilities, non-cash charges related to depreciation and amortization and the repayment of an advance by one of our officers.

Cash flows from investing activities were not material in the three months ended March 31, 2003 or 2002. The Company does not have or anticipate any significant capital equipment requirements at this time.

Cash flows from financing activities of \$4,900 during the first three months of 2003 relate to the proceeds from deferred salary paid at the election of the employee in common stock. Financing activities provided \$6,000 of cash in the first three months of 2002 from the proceeds of

employee stock option exercises offset by scheduled payments of long-term debt.

**Borrowing Arrangements**

We currently have no outstanding bank loans, lines of credit, or credit facilities.

**Due from Officers and Directors**

See Note D to the consolidated financial statement concerning the settlement of obligations due to and from John Thonet, a former director of the Company and amounts due from other directors of the Company.

**Working Capital**

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Our working capital at March 31, 2003 was \$660,000 compared with \$1,609,000 at December 31, 2002. In management's opinion, our current working capital position will be sufficient to accommodate working capital requirements to achieve our base operating plan for 2003.

## **Results of Operations**

Our operating results have fluctuated in the past and may in the future fluctuate significantly, depending upon a variety of factors. After the acquisition of CyberStorage Systems Corporation in September 2000, we commenced a corporate-wide restructuring, including the expansion of our North America sales territories to seven regions; the initiation of a plan to re-establish our re-seller sales channel; consolidation of our European sales, marketing and service organizations; and implemented strategic marketing initiatives and programs for product development and repositioning. Although we believed these actions and the introduction of our new products in 2002 would provide the revenue growth that would enable us to return to profitability, this has not materialized. Currently, the poor economic climate for the storage sector and technology products in general have required us to cut back our core business operations to preserve working capital.

## **Revenue**

Revenues from sales of products and services for the three-month periods ended March 31, 2003 and 2002 were \$278,000 and \$766,000, respectively. The reduction in revenues relates to continued concentration on the realignment and refocus of our core business activity toward the Storage Wide Area Networking (SWAN) market segment. Revenues of products and services were all domestic in the three-months ended March 31, 2003 and approximately 75% and 25% of total revenues of products and services for the three-month period ended March 31, 2002.

## **Cost of Products and Services**

Product and service costs for the three-month periods ended March 31, 2003 and 2002 were \$247,000 and \$721,700, respectively, or 89% and 94% of revenue from products and services. The decrease in the cost percentage between 2003 and 2002 of approximately 5% was a result of cost reduction measures in direct and indirect factory costs and overhead costs.

## **Gross Profit**

Gross profit on the sale of products and services for the three-month period ended March 31, 2003 was \$31,000 or 11% of revenue, while gross profit for the same period for 2002 was \$44,300 or 6% of revenue. The increase in gross profit percentage relates to a decrease in costs of products and services in relation to revenue amounts. Reductions in factory overhead costs and other cost reduction measures have contributed to the increase in gross profit during the first three months of 2003.

## **Cost of License Fees**

Costs associated with the enforcement of our patent and other intellectual property rights amounted to \$259,700 and \$679,100 for the first three months of 2003 and 2002, respectively. These costs relate to legal fees for counsel and consulting fees and expenses incurred associated with the enforcement of our patent and other intellectual property rights. Costs in 2002 were greater than 2003 due to amounts incurred in preparation for the UK trial that began in June 2002.

#### **Research and Development Expenses**

Research and development expenses for the three-month period ended March 31, 2003 and 2002 were \$285,900 and \$1,019,700, respectively. The decrease in costs between the two periods relates primarily to reductions in staffing and reduction in the use of outside contractors for projects.

#### **Selling and Marketing Expenses**

Selling and marketing expenses for the three-month periods ended March 31, 2003 and 2002 were \$162,200 and \$1,016,700, respectively. The decrease in selling and marketing expenses results from the restructuring of our internal sales and marketing organization, utilization of value-added resellers and reduced headcount.

#### **General and Administrative Expenses**

General and administrative expenses for the three-month periods ended March 31, 2003 and 2002 were \$377,100 and \$801,500, respectively. General and administrative expenses for 2002 included an increase in the allowance for doubtful accounts and increased legal fees relating to equity financing and other corporate matters. These expenses were further decreased during 2003 by staff reductions and reduced overhead costs.

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### **Amortization of Intangibles**

Amortization of other intangible assets for the three-month period ended March 31, 2003 and 2002 amounted to \$144,000 and \$240,000, respectively. The decrease in amortization relates to the impairment and related write down of other identifiable intangible assets on September 30, 2002.

### **Other Income (Expense), Net**

Interest expense, net was \$4,500 and \$3,300 for the three-month periods ended March 31, 2003 and 2002, respectively. Interest expense for the two periods remained relatively consistent, while interest income decreased due to reduced cash balances.

Other income relates primarily to translation adjustments that decreased in the current period due to a reduction in transactions with our European subsidiaries.

### **Factors That May Affect Future Results**

#### **Liquidity and Capital Resources**

See information with respect to our liquidity and capital resources presented above.

#### **Our Stock Price is Volatile**

Our stock price, like that of other technology companies, is subject to significant volatility because of factors such as:

the announcement of new products, services or technological innovations by us or our competitors

quarterly variations in our operating results

decreasing product and services revenues

speculation in the press or investment community

failure to meet earning expectations

the results of intellectual property litigation

In addition, our stock price may be affected by general market conditions, short selling activities, and domestic and international economic factors unrelated to our performance. Further, until recently, our stock was thinly traded. Because of these factors, any recent trends should not be considered reliable indicators of future stock prices or financial results.

### **Our Business May Suffer If We Cannot Protect Our Intellectual Property**

We generally rely upon patent, copyright, trademark and trade secret laws and contract rights in the United States and in other countries to establish and maintain our proprietary rights in our technology and products. However, we cannot assure you that any of our proprietary rights will not be challenged, invalidated or circumvented. See, for example, the recent ruling in the United Kingdom with respect to our claims against Hitachi Data Systems Limited described under Part II. Item 1. Legal Proceedings. In addition, the laws of certain countries do not protect our proprietary rights to the same extent, as do the laws of the United States. Therefore, we cannot assure you that we will be able to adequately protect our proprietary technology against unauthorized third party copying or use, which could adversely affect our competitive position. Further, we cannot assure you that we will be able to obtain licenses to any technology that it may require to conduct our business or that, if obtainable, such technology can be licensed at a reasonable cost.

### **Intellectual Property Rights**

We are aggressively pursuing the enforcement of our intellectual property rights after an extensive patent review conducted in 1999. In 2000, we retained a major law firm to enforce these rights against infringing parties, the number of which management believes to be extensive. In 2001, we began bringing legal actions against companies whose products we believed infringed on our intellectual property rights and patent portfolio. Please refer to Part II. Item 1. Legal Proceedings for current information concerning intellectual property litigation. We intend to vigorously pursue these actions. Despite the Company's and our legal representatives' efforts, there can be no assurance or predictability as to any amount of recovery or the length of time it will take us to recover any royalties or license fees which may be recoverable. In addition, the expense of pursuing these rights is substantial. As a result, any failure to adequately protect our intellectual property rights and to prevail in any pending legal proceedings could have a material adverse effect on us. Despite our efforts to protect these intellectual property rights, unauthorized use may still occur, particularly in foreign countries.

### **Development of New Products and Solutions**

We must make continuous investment in research and development to maintain our ongoing effort to continually improve our products and provide innovative solutions to our customers. The development of software products is a difficult and costly



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process and subject to many other products requirements and the availability of substantial capital. Our inability to timely deliver new products in the past has had an adverse effect on our operating and financial results. There can be no assurance that we will be able to effectively develop and timely deliver new products in the future.

### **Competition**

We compete with many established companies in the computer storage and server industries and certain of these companies have substantially greater financial, marketing and technological resources, larger distribution capabilities, earlier access to customers and more opportunity to address customers various information technology requirements than we do. Our business may be adversely affected by the announcement or introduction of new products by our competitors, including hardware, software and services, price reductions of our competitors equipment or services and the implementation of effective marketing strategies by our competitors.

Competitive pricing pressures exist in the computer storage and server markets and have had and may in the future have an adverse effect on our revenues and earnings. There also has been and may continue to be a willingness on the part of certain competitors to reduce prices in order to preserve or gain market share, which we cannot foresee. We currently believe that pricing pressures are likely to continue. The relative and varying rates of product price and component cost declines could have an adverse effect on our earnings.

### **Rapid Technological Changes**

The computer industry is changing both dramatically and rapidly. The development of open systems computing, the introduction of the Internet, new fiber technologies (SAN) and the increasing storage density in disk drive technologies, have caused an increase in new product development and shorter time to bring the new products to market. While we believe that our Virtual Storage Architecture (VSA), StorageSuite and CyberBORG products are advanced when compared to competitive products, and complement many other products utilized in total customer solutions, we cannot assure that this will continue in the future. The failure to remain consistently ahead of competitive technologies would have a negative impact on our operating results and financial condition.

### **Business Alliances**

Many companies are forming business alliances with their competitors to be able to provide totally integrated storage solutions to their customers. One result of these alliances is to effectively preclude competitive products from being offered to customers. Many of the relationships are exclusive and our failure to develop similar relationships will effectively reduce the number of qualified sales opportunities we will have for our products in the future. We believe that we address this issue by our return to the reseller channel sales model and having the integrator/solution providers/value added-resellers perform the solution selling required. We have had difficulty opening these sales channels and any continued problems in doing so will have a negative effect on our operating results and financial condition.

### **Operations**

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Our products operate near the limits of electronic and physical performance and are designed and manufactured with relatively small tolerances. If flaws in design, production, assembly or testing were to occur, we could experience a rate of failure in our products that would result in substantial repair or replacement costs and potential damage to our reputation. Continued improvement in manufacturing capabilities and control of material and manufacturing quality and costs are critical factors in our future growth. We frequently revise and update manufacturing and test processes to address engineering and component changes to our products and evaluate the reallocation of manufacturing resources among our facilities. We cannot assure that our efforts to monitor, develop and implement appropriate test and manufacturing processes for our products will be sufficient to permit us to avoid a rate of failure in our products that results in substantial delays in shipment, significant repair or replacement costs and potential damage to our reputation, any of which could have a material adverse effect on our business, results of operations or financial condition.

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Additionally, most companies in the high technology arena are under pressure to be able to acquire and retain the services of talented individuals. We have had a decline in revenue in each of the three previous years and the current quarter and comparable reduction in our work force. While we believe that we have the required core personnel to effectively manage and grow, we cannot assure that key employees will not leave the company in the future. The failure to maintain key employees could adversely affect our future operating and financial results.

### **Failure of Suppliers to Provide Quality Products**

We purchase several sophisticated components and products from one or a limited number of qualified suppliers. These components and products include disk drives, high density memory components and power supplies. We have experienced delivery delays from time to time because of high industry demand or the inability of some vendors to consistently meet our quality and delivery requirements. If any of our suppliers were to fail to meet the quality or delivery requirements needed to satisfy customer orders for our products, we could lose time-sensitive customer orders and have significantly decreased quarterly revenues and earnings, which would have a material adverse effect on our business, results of operations or financial condition. Additionally, we periodically transition our product line to incorporate new technologies. The importance of transitioning our customers smoothly to new technologies, along with our historically uneven pattern of quarterly sales, intensifies the risk that a supplier who fails to meet our delivery or quality requirements will have an adverse impact on our revenues and earnings.

### **Changes in Laws, Regulations Or Other Conditions That Could Adversely Impair Our Condition**

Our business, results of operations and financial condition could be adversely affected if any laws, regulations or standards, both foreign and domestic, relating to our products or us were newly implemented or changed.

### **Litigation That We May Become Involved In May Adversely Affect Us**

In the ordinary course of business, we may become involved in litigation, administrative proceedings and governmental proceedings. Such matters can be time-consuming, divert management's attention and resources and cause us to incur significant expenses. Furthermore, we cannot assure you that the results of any of these actions will not have a material adverse effect on our business, results of operations or financial condition.

### **ITEM 3. Quantitative and Qualitative Disclosures About Market Risk.**

We have the market risk inherent in financial instruments that relates primarily to fluctuations in the prime rate of interest to be charged under the terms of the several promissory notes due from and to certain of our executive officers and directors.

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Our foreign subsidiaries' obligations to us are denominated in U.S. dollars. There is a potential for a foreign currency gain or loss based upon fluctuations between the U.S. dollar and our subsidiaries' functional currencies, currently the British pound and Eurodollar. This exposure is limited to the period between the time of accrual of such liability to us in our subsidiaries' functional currency and the time of their payment to us in U.S. dollars. This exposure is further reduced with the temporary closing of operations of our European facilities late in 2002.

Other than the inter-company balances noted above, we do not believe we have material unhedged monetary assets, liabilities or commitments that are denominated in a currency other than the operations' functional currencies.

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**ITEM 4. Controls and Procedures.**

Within the 90 days prior to the date of this Form 10-Q, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective in timely alerting them to material information relating to us (including our consolidated subsidiaries) required to be included in our periodic SEC filings. There have been no significant changes in our internal controls or in other factors, which could significantly affect internal controls subsequent to the date the Company carried out its evaluation.

**PART II OTHER INFORMATION**

**ITEM 1. Legal Proceedings.**

In December 2001, Marketlink Technologies, LLC filed a civil action against the Company in the Circuit Court for Oakland County, Michigan, alleging that the Company owed them a \$156,000 termination payment under the terms of a manufacturers representative agreement that the Company terminated for cause in April 2001 because of Marketlink's inability to sell the Company's products and perform the services required by the agreement. In January 2002, the Company filed counterclaims against Marketlink in this matter, including a claim for breach of contract. The Company believes that Marketlink's claims are without merit and denies all allegations. Further, the Company intends to vigorously defend this action. The discovery phase has recently been concluded and a trial date has been scheduled in August 2003. We are unable to predict any outcome concerning this matter, but we do not believe that costs and expenses associated with defending this claim will have a material effect on our business, operating results or financial condition.

During March 2001 we filed legal actions against Hitachi Data Systems Limited in the United Kingdom for infringement of two of the European patents in our intellectual property portfolio. Hitachi filed a counterclaim against the Company alleging that these two patents were invalid. The trial was completed in July 2002 and in August 2002 the Judge ruled that neither of our patents was shown to be valid in the United Kingdom or infringed by Hitachi. On October 17, 2002, the judgment for the defendant, Hitachi, on their counterclaim was entered and our European Patent (UK) 0,294,287 ( '287) and European Patent (UK) 0,539,494 were revoked. The Order for the revocation of the '287 Patent was stayed pending appeal and we were granted permission to appeal the judgment so far as it concerns the '287 Patent. It was also ordered by consent of the parties that there be no order as to costs. On October 31, 2002 we filed an appeal with the Court of Appeal seeking that the judgment with respect to the '287 Patent be set aside and that the Court of Appeal find that the claims of the '287 Patent are valid, that Hitachi infringes the claims of the patent and that there be a certificate of contested validity in respect of the claims of the '287 Patent. The Court of Appeal is scheduled to hear our appeal on June 24, 2003.

During October 2002, we entered into a Settlement Agreement and License with Hitachi under which Hitachi agrees not to oppose our appeal of the judgment discussed above and not to seek recovery of litigation costs. In return, we granted Hitachi a non-exclusive, fully paid up, perpetual license to sell or distribute products that may be subject to claims of our patents. In addition, Hitachi may be required to pay us license fees contingent upon the results of our appeal. If the appeal as to validity of our patent is successful, a license fee of \$1 million dollars will be due under the agreement with Hitachi. Further, if the appeal as to infringement is successful, an additional license fee of \$1.4 million dollars will be due under the agreement with Hitachi.

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In October 2001, we filed a patent infringement action in the United States District Court for the Northern District of Texas against Veritas Software Corporation and Veritas Software Global Corporation alleging that certain Veritas Software Corporation storage products infringe Storage Computer's intellectual property patent number U.S. 5,893,919 entitled Apparatus and Method for Storing Data with Selectable Data Protection Using Mirroring and Selectable Parity Inhibition. In February 2002, we filed an additional patent infringement action in the United States District Court of the Northern District of Texas, against Veritas Software Corporation and Veritas Software Global Corporation alleging that certain Veritas Software Corporation storage products infringe Storage Computer's intellectual property, specifically U.S. 5,257,367 entitled Data Storage system with Asynchronous Host Operating System Communication Link. However, we amended our complaint to dismiss claims arising under this patent in September 2002. In March 2002, we filed a third patent infringement action against Veritas Software Corporation and Veritas Software Global Corporation alleging certain Veritas Software Corporation storage products infringe Storage Computer's intellectual property patent number U.S. 6,098,128 entitled Universal Storage Management System. Our claim is for injunctive relief, damages and legal costs arising from the alleged infringement.

These actions were referred to a court appointed mediator with an initial mediation date in April 2002 and such mediation has continued to the present time without any mutually agreeable basis for settlement having been reached. A trial date has been set in September 2003.

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On September 23, 2002, Veritas asserted a counter claim for patent infringement with respect to patent number U.S. 5,812,753 entitled "Methods for Initializing or Reconstructing Data Consistency Within an Array of Storage Elements." We believe that this claim is without merit and intend to vigorously defend this action. No trial date has been set for this matter.

**ITEM 2. Changes in Securities and Use of Proceeds.**

On January 8, 2003 Mr. Goodlander, our Chief Executive Officer and President, through Kristiania Corp., a corporation that he controls, acquired all of the outstanding shares of the Company's Series C convertible preferred stock and warrants to purchase 186,989 shares of common stock and 787,856 shares of common stock at \$21.03 per share and \$10.58 per share, respectively, from the original investor in the Company's Series C and Series E convertible preferred stock. On January 15, 2003 Mr. Goodlander converted all of the remaining outstanding shares of the Company's Series A convertible preferred stock and accumulated dividends and, through Kristiania Corp., all of the remaining outstanding shares of Series C convertible preferred stock and accumulated dividends into an aggregate of 9,992,441 shares of common stock. After this conversion, Mr. Goodlander and Kristiania Corp., together, beneficially owned 41.6% of the Company. The Company did not receive any proceeds in connection with these conversions. The Company relied on the exemption from registration under Section 3(a)(9) of the Securities Act of 1933, as amended, with respect to the issuance of these shares as no commission or other remuneration was paid or given, directly or indirectly, for soliciting such exchange.

**ITEM 6. Exhibits and Reports on Form 8-K.**

## (a) Exhibits

| <u>Number</u> | <u>Description</u>  |
|---------------|---|
| 99.1          | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 99.2          | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

## (b) Reports On Form 8-K

In our Report on Form 8-K filed on April 1, 2003 we reported a press release announcing its results of operations for the fourth quarter and the year ended December 31, 2002.

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**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, as amended, the registrant duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**STORAGE COMPUTER CORPORATION**

Registrant

/s/ PETER N. HOOD

Peter N. Hood

Chief Financial Officer

Date: May 15, 2003



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**CERTIFICATION**

I, Theodore J. Goodlander, certify that:

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

Date: May 15, 2003

/s/ Theodore J. Goodlander

Theodore J. Goodlander

Chief Executive Officer

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**CERTIFICATION**

I, Peter N. Hood, certify that:

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

Date: May 15, 2003

/s/ Peter N. Hood \_\_\_\_\_

Peter N. Hood

Chief Financial Officer