FINX GROUP INC
Form 10QSB/A
March 12, 2002

U.S. Securities and Exchange Commission
Washington, DC 20549

Form 10-QSB/A
Amendment No. 1

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For The Quarterly Period Ended September 30, 2001

[ ] TRANSITION REPORT UNDER SECTON 13 OR 15(d) OF THE EXCHANGE ACT for the transition period from ___________________ to ________________________.

Commission File Number 0-9940

THE FINX GROUP, INC.
(Exact name of small business issuer as specified in its charter)
(Formerly known as Fingermatrix, Inc.

Delaware	13-2854686
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)
249 Saw Mill River Road, Elmsford, NY	10523
(Address of principal executive offices)	(Zip Code)

(914) 592-5930
(Registrant's telephone number, including area code)

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months, (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___

As of February 22, 2001, there were 45,636,090 shares of the par value $.01 common stock outstanding.

Purpose of Amendment:

The Form 10QSB for the quarterly period ended September 30, 2001 is amended to include the effects of financial statement adjustments that were made to the amended Form 10KSB/A for the year ended December 31, 2000, the amended Form 10QSB/A for the quarter ended March 31, 2001, the amended Form 10QSB/A for the quarter ended June 30, 2001 and to include the independent accountant's review report.

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INDEPENDENT ACCOUNTANT'S REPORT

To the Board of Directors and Stockholders of
The Finx Group, Inc.
Elmsford, New York

We have reviewed the accompanying consolidated balance sheet of The Finx Group, Inc. and its subsidiaries as of September 30, 2001 and the related consolidated statements of operations and cash flows for the three and nine month periods ended September 30, 2001 and 2000. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated financial statements referred to above for them to be in conformity with generally accepted accounting principles.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered a net loss of $7,841,000 for the nine month period ended September 30, 2001 and has a working capital deficiency of $6,533,000 and a capital deficiency of $6,287,000 as of September 30, 2001. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments which might arise from the outcome of these uncertainties,

MOORE STEPHENS, P. C.
Certified Public Accountants.

Cranford, New Jersey
February 15, 2002

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The Finx Group, Inc. and Subsidiaries
Unaudited Consolidated Statements of Operations

Three months ended September 30,	2001	
Sales	$ 421,000	$
Cost of goods sold	320,000	

	101,000	
Reserve for slow moving inventory	(90,000)	(
Gross profit	11,000	(
Operating expenses	5,898,000	6,
Operating loss	(5,887,000)	(6,
Interest expense and financing fees, related parties	(67,000)	
Interest expense and financing fees, other	(46,000)	
Net loss	$ (6,000,000)	$ (6,
Weighted average shares outstanding	22,206,489	11,
Net loss per common share: Basic and fully diluted	$ (0.27)	$

See Notes to Unaudited Consolidated Interim Financial Statements.

The Finx Group, Inc. and Subsidiaries
Unaudited Consolidated Statements of Operations

Nine months ended September 30,	2001	R
Sales	$ 1,349,000	$ 2,
Cost of goods sold	803,000	1,
	546,000	
Reserve for slow moving inventory	(340,000)	(
Gross profit	206,000	
Operating expenses	7,590,000	7,
Operating loss	(7,384,000)	(6,
Other income	9,000	
Interest expense and financing fees, related parties	(288,000)	(
Interest expense and financing fees, other	(178,000)	(
Net loss	$ (7,841,000)	$ (7,
Weighted average shares outstanding	17,115,509	5,
Net loss per common share: Basic and fully diluted	$ (0.46)	$

See Notes to Unaudited Consolidated Interim Financial Statements.

The Finx Group, Inc. and Subsidiaries
Unaudited Consolidated Balance Sheet

As of September 30,	
ASSETS	
CURRENT ASSSETS:	
Cash	$
Accounts receivable, net	1
Inventories, net	1,1
Prepaid expense and other current assets	
Total current assets	1,3
Property, Plant and Equipment:	
Property, plant and equipment, cost	2,5
Software costs	2
Less accumulated depreciation and amortization	(2,6
Net property plant and equipment	2
Other assets:	
Security deposits	
Patents, net	
Total other assets	
TOTAL ASSETS	$ 1,5
LIABILITIES AND CAPITAL DEFICIENCY	
CURRENT LIABILITIES:	
Accounts payable	$ 2,7
Accrued payroll	1,7
Accrued payroll taxes	9
Notes payable, related parties	1,6
Revolving line of credit	5
Customer deposits	
Other current liabilities	1
Total current liabilities	7,8
CAPITAL DEFICIENCY	
Preferred stock, $.01 par value; 1,000,000 shares authorized; 21,000 shares issued and outstanding	2,0
Common stock, $.01 par value; 50,000,000 shares authorized; 31,680,521 shares issued and outstanding	3
Additional paid-in capital	19,2
Accumulated deficit	(26,8
	(5,2
Subscriptions receivable	(1,0
Total capital deficiency	(6,2

TOTAL LIABILITIES AND CAPITAL DEFICIENCY	$ 1,5	

See Notes to Unaudited Consolidated Interim Financial Statements.

The Finx Group, Inc. and Subsidiaries
Unaudited Consolidated Statements of Cash Flows

Nine Months ended September 30,	2001	R
CASH FLOWS - OPERATING ACTIVITIES:		
Net loss	$ (7,841,000)	$ (7,
Adjustments to reconcile net loss to net cash used in operating activities:		
Non cash expense from the issuance of stock options	3,060,000	
Non cash expense from the issuance of common stock to settle	--	
Acquired in-process research and development costs	2,044,000	4,
Reserve for slow moving inventory	340,000	
Expense deferred offering costs	--	
Depreciation and amortization	150,000	
Bad debt expense	30,000	
Other operating activities	(24,000)	
Changes in assets and liabilities:		
Inventories	(360,000)	(
Accounts receivable, net	125,000	
Prepaid expense and other current assets	2,000	
Other assets	10,000	
Accounts payable	775,000	
Accrued payroll	761,000	
Accrued payroll taxes	416,000	
Accrued interest expense, related parties	287,000	
Customer deposits	(16,000)	
Other current liabilities	(77,000)	
Net cash used for operating activities	(318,000)	(1,
CASH FLOWS - INVESTING ACTIVITIES:		
Software development costs	--	
Patent costs	--	
Capital expenditures	--	
Cash of acquired subsidiary	31,000	
Other investing activities	1,000	
Net cash used in investing activities	32,000	(
CASH FLOWS - FINANCING ACTIVITIES:		
Loans from related parties	792,000	1,
Repayments on related party loans	(339,000)	(
Net payments under revolving lines of credit	(105,000)	(

Deferred offering costs		--		(
Other financing activities		4,000		
Net cash provided by financing activities		352,000		1,
Net increase in cash		66,000		
Cash - Beginning of period		2,000		
Cash - End of period	$	68,000	$	

See Notes to Unaudited Consolidated Interim Financial Statements.
(continued)

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The Finx Group, Inc. and Subsidiaries
Unaudited Consolidated Statements of Cash Flows

Nine Months ended September 30,		2001		
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:				
Cash paid during the year for:				
Interest	$	148,000	$	
Income Taxes		--		

See Notes to Unaudited Consolidated Interim Financial Statements.
(concluded)

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The Finx Group, Inc. and Subsidiaries
Footnotes to Unaudited Consolidated Interim Financial Statements
Three and Nine Months Ended September, 30, 2001 and 2000

1. Basis of Presentation

The accompanying unaudited consolidated financial statements of The Finx Group, Inc. ("The Finx Group" or, the "Company") have been prepared in accordance with Regulation S-B promulgated by the Securities and Exchange Commission and do not include all of the information and footnotes required by generally accepted accounting principles in the United States for complete financial statements. In the opinion of management, these interim financial statements include all adjustments necessary in order to make the financial statements not misleading. The results of operations for such interim periods are not necessarily indicative of results of operations for a full year. The unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto of the Company and management's discussion and analysis of financial condition and results of operations included in the Annual Report on Form 10-KSB/A for the year ended December 31, 2000. Certain reclassifications were made to prior year amounts to conform to the current year presentation.

The accompanying unaudited interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. However, the Company has a history of net losses and as of September 30, 2001 has a working capital deficiency of $6.533 million and capital deficiency of $6.287 million. Since April of 1999 the Company has relied on financial support from its controlling stockholder, The Trinity Group-I, Inc. ("Trinity"), and other related parties. Management is currently seeking additional financing; however no assurances can be made that such financing will be consummated. The continuation of the Company as a going concern is dependent upon its ability to obtain financing, and to use the proceeds from any such financing to increase its business to achieve profitable operations. The accompanying financial statements do not include any adjustments that would result should the Company be unable to continue as a going concern.

2. Significant Accounting Policies

The accounting policies followed by the Company are set forth in Note 1 to the Company's financial statements in the December 31, 2000 Form 10-KSB/A.

3. Basic and Diluted Earnings (Loss) Per Share

Basic earnings (loss) per share reflect the amount of earnings or loss for the period available to each share of common stock outstanding during the reporting period. Diluted earnings (loss) per share reflects basic earnings (loss) per share, while giving effect to all dilutive potential common shares that were outstanding during the period, such as common shares that could be issued upon the exercise or conversion of outstanding securities into common stock. The computation of diluted earnings per share does not assume conversion, exercise, or contingent issuance of securities that would have an anti-dilutive effect on earnings per share (i.e. increasing earnings per share or reducing loss per share).

The Company's Board of Directors approved the 2001 Employee Stock Option Plan. The purpose of the 2001 Employee Stock Option Plan is to secure long-term relationships for the Company and its stockholders, from the benefits arising from capital stock ownership by the Company's Consultants, Advisors, Employees and Directors, who can help in the company's growth and success and to provide an effective means of compensation for such persons and entities providing services to the Company in lieu of cash payments therefor. The 2001 Employee Stock Option Plan, as amended, provides for the issuance of up to 17,000,000 shares of the Company's Common Stock and all such shares have been registered on Form S-8. As of September 30, 2001 options to acquire 13,735,000 shares were issued resulting in $3.06 million of compensation expense as determined using the Black-Scholes option valuation formula. As of

September 30, 2001 options to purchase 6,700,000 shares were exercised at $0.15 per share for which the Company received non-recourse notes receivable of $1.005 million, which is presented as a separate component of capital deficiency entitled subscriptions receivable.

Subsequent to September 30, 2001 additional options to acquire 3,265,000 shares of common stock were issued resulting in compensation expense of $1.462 million in the 4th quarter of 2001. Subsequent to September 30, 2001, options to purchase 3,100,000 shares were exercised at $0.30 per share and options to purchase 7,200,000 shares were exercised at $0.15 per share.

The dilutive effect of outstanding options and warrants and their equivalents are reflected in dilutive earnings (loss) per share by the application of the treasury stock method which recognizes the use of proceeds that could be obtained upon the exercise of options and warrants in computing diluted earnings (loss) per share. It assumes that any proceeds would be used to purchase common stock at the average market price of the common stock during the period. For the three and nine months ended September 30, 2001 and 2000, all of the Company's potential common shares were anti-dilutive and a dual presentation of earnings (loss) per share is not presented. Such items may dilute earnings per share in the future.

4. Related Party Debt Conversion

On May 7, 2001, Trinity converted $1.5 million of related party debt into 7,500,000 shares of Common Stock, representing $0.20 per share, the fair market value of the Common Stock on May 7, 2001. On May 7, 2001, Trinity converted an additional $2 million of related party debt into shares of a newly created series of preferred stock, the "Series "B" Preferred Stock. The Series "B" Preferred Stock is redeemable by the Company in whole or in part, at the option of the board of directors with Lewis S. Schiller, Trinity's owner, abstaining, and votes alongside of common stock. The Series "B" Preferred Stock is convertible in whole or in part, at the option of the holder or its designees, over a two year period beginning May 7, 2002, into common stock at a rate representing the lowest price that the common stock has traded at over the period for which the preferred stock has been outstanding. Such conversion may require an increase in the number of authorized common shares. Dividends on the Series "B" Preferred stock are payable semi-annually at a rate of 8%.

During the 3rd Quarter of 2001, Carol Schiller, the wife of Lewis S. Schiller, loaned the Company $100,000. In payment of the loan, the Company issued to Ms. Schiller, 1,000,000 shares of restricted common stock.

5. Acquisition of Granite Technologies, Inc.

On September 19, 2001, the Company consummated its acquisition (the "Acquisition") of Granite Technologies, Inc. ("Granite") through its newly created and wholly owned subsidiary, Granite Technology Acquisition Corp. pursuant to the terms of a Stock Purchase Agreement dated as of September 19, 2001, as amended, the Company purchased 95.87% of Granite's common stock from such holders of the Granite's common stock (the "Selling Shareholders") upon the issuance of 3,000,000 shares of its unregistered Common Stock (the "Acquisition Shares"). Granite has two significant proprietary software packages which have wide application in the retail and financial markets. Granite's principal products are the SmartCAT application Framework and the SmartCAT IO Subsystem. SmartCAT is a set of JAVA middleware that provides both the client (kiosk) and server (central system mainframe) platform for rapid development of self-service applications over the Internet. SmartCAT IO Subsystem, also a set of JAVA applications, provides powerful but simple-to-use interfaces to serial devices found in kiosks and in various retail delivery applications, such as point-of-sale and bank branch automation. It may be used together with the SmartCAT Application Framework or with other applications such as Eontec's BankFrame to deliver complete client specific solutions.

Of the Selling Shareholders, Grazyna B. Wnuk, the Company's Corporate Secretary, a Director and Vice-President, received 124,031 Acquisition Shares for her ownership interest in Granite; and immediate family members of Lewis S. Schiller, the Company's Chairman of the Board, a Director and

Chief Executive Officer, received 397,934 Acquisition Shares for their ownership interest in Granite. In accordance with the terms of the Stock Purchase Agreement, the Selling Shareholders hold certain demand and "piggyback" registration rights with respect to the Acquisition Shares received by them in connection with the Acquisition on terms specified in the Stock Purchase Agreement.

On September 15, 2001 the Company and Granite Technology Acquisition Corp. entered into a Settlement and Release Agreement with Rock Partners Ltd., SSMI Corp. and Bruno Kordich. Pursuant to the Settlement and Release Agreement (i) the Company received 250,000 shares, or 4.13%, of Granite's common stock then owned by Rock Partners Ltd. and SSMI Corp.; (ii) the Company and Granite received a General Release and a Dismissal with Prejudice on any past disputes by and among Granite and Rock Partners Ltd., SSMI Corp. and Bruno Kordich; (iii) all past agreements between Granite and Rock Partners Ltd., SSMI Corp. and Bruno Kordich became void and cancelled; (iv) Rock Partners Ltd., SSMI Corp. and Bruno Kordich received 542,636 shares of the Company's Common Stock in consideration for (i), (ii) and (iii); (v) the Company and Granite acknowledged outstanding notes and liabilities in the aggregate of $77,000 for which payments will begin in January of 2002 at $10,000 per month; and (vi) the Company issued 160,000 shares of the Company's Common Stock in consideration for all remaining claims aggregating $80,000.

Based on the fair value of the consideration paid, the Company recorded a purchase price in excess of net assets acquired of approximately $2 million which was expensed as part of acquired in-process research and development expense on the date of acquisition. For accounting purposes, the balance sheet of Granite is included in the consolidated balance sheet as of September 30, 2001 and the statement of operations and cash flows will be included for periods subsequent to September 30, 2001 (see Note 9).

6. Segment Information

Statement of Financial Accounting Standards No. 131, "Disclosure about Segments of an Enterprise and Related Information" established standards for the reporting of information about operating segments and defines operating segments as components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is Lewis S. Schiller, the Company's Chief Executive Officer, who evaluates the Company's businesses based upon the separate financial statements and information of the underlying subsidiaries of the Company. Based on the above evaluation, the Company has identified seven reportable business segments as follows: (1) Electro-Mechanical and Electro-Optical Products, which is an operating business segment reflecting the activities of Sequential Electronic Systems, Inc. ("Sequential"); (2) Specialized Vending Machines and Avionics Equipment, which is an operating business segment reflecting the activities of S-Tech, Inc. ("S-Tech"); (3) Fingerprint Identification Technologies, which is a development stage business segment reflecting the activities of FMX Corp. ("FMX"); (4) Secured Entrance Systems, which is a development stage business segment reflecting the activities of Secured Portal Systems, Inc. ("SPS"), (5) Internet Marketing, which is a development stage business reflecting the activities of Starnet365.com, Inc. ("Starnet365.com"), (6) Web Based Development Solutions, which is a development stage business reflecting the activities of Biz Chase, Inc. and Granite and (7) Application Service Provider, which is an operating business segment reflecting the operations of Shopclue.com. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies.

There are intersegment consulting fees and intersegment advances and related interest charges, all of which are eliminated in the consolidated financial statements.

Three Months Ended September 30,		2001	
Revenues:			
Electro-Mechanical and Electro- Optical Products	$	361,000	$
Specialized Vending Machines and Avionics Equipment		7,000	
Internet Marketing		53,000	
Application Service Provider		--	
		421,000	
Corporate consulting fees		225,000	
Intersegment consulting fees		(225,000)	
Total revenues	$	421,000	$
Operating loss:			
Electro-Mechanical and Electro- Optical Products	$	(139,000)	$
Specialized Vending Machines and Avionics Equipment		(89,000)	
Fingerprint Identification Technologies		(87,000)	
Secured Entrance Systems		(76,000)	
Internet Marketing		(379,000)	
Web Based Development Solutions		(2,155,000)	
Application Service Provider		(3,000)	
		(2,928,000)	
Corporate costs and expenses		(2,983,000)	
Total operating loss	$	(5,911,000)	$

Three Months Ended September 30,		2001	
Interest expense:			
Electro-Mechanical and Electro- Optical Products	$	82,000	$
Specialized Vending Machines and Avionics Equipment		10,000	
Fingerprint Identification Technologies		11,000	
Secured Entrance Systems		5,000	
Internet Marketing		19,000	

Web Based Development Solutions		35,000	
		162,000	
Corporate costs and expenses		29,000	
Intersegment charges		(78,000)	
Total interest expense	$	113,000	$
Net income (loss):			
Electro-Mechanical and Electro- Optical Products	$	(200,000)	$
Specialized Vending Machines and Avionics Equipment		(100,000)	
Fingerprint Identification Technologies		(98,000)	
Secured Entrance Systems		(81,000)	
Internet Marketing		(398,000)	
Web Based Development Solutions		(2,190,000)	
Application Service Provider		--	
		(3,067,000)	
Corporate costs and expenses		(2,933,000)	
Total net loss	$	(6,000,000)	$
Depreciation and amortization:			
Electro-Mechanical and Electro- Optical Products	$	4,000	$
Internet Marketing		12,000	
Web Based Development Solutions		28,000	
Application Service Provider		2,000	
		46,000	
Corporate		5,000	
Total depreciation and amortization	$	51,000	$

Nine Months Ended June 30,		2001	
Revenues:			
Electro-Mechanical and Electro- Optical Products	$	995,000	$
Specialized Vending Machines and Avionics Equipment		137,000	
Internet Marketing		199,000	
Application Service Provider		18,000	
		1,349,000	
Corporate consulting fees		675,000	
Intersegment consulting fees		(675,000)	
Total revenues	$	1,349,000	$

Nine Months Ended September 30,		2001	
Operating loss:			
Electro-Mechanical and Electro- Optical Products	$	(362,000)	$
Specialized Vending Machines and Avionics Equipment		(70,000)	
Fingerprint Identification Technologies		(288,000)	
Secured Entrance Systems		(247,000)	
Internet Marketing		(1,007,000)	
Web Based Development Solutions		(2,621,000)	
Application Service Provider		(6,000)	
		(4,601,000)	
Corporate costs and expenses		2,807,000	
Total operating loss	$	(7,408,000)	$
Interest expense:			
Electro-Mechanical and Electro- Optical Products	$	286,000	$
Specialized Vending Machines and Avionics Equipment		55,000	
Fingerprint Identification Technologies		31,000	
Secured Entrance Systems		13,000	
Internet Marketing		53,000	
Web Based Development Solutions		101,000	
		539,000	
Corporate costs and expenses		72,000	
Intersegment charges		(145,000)	
Total interest expense	$	466,000	$
Net income (loss):			
Electro-Mechanical and Electro- Optical Products	$	(605,000)	$
Specialized Vending Machines and Avionics Equipment		(123,000)	
Fingerprint Identification Technologies		(320,000)	
Secured Entrance Systems		(261,000)	
Internet Marketing		(1,046,000)	
Web Based Development Solutions		(2,723,000)	
Application Service Provider		4,000	
		(5,074,000)	
Corporate costs and expenses		(2,767,000)	
Total net loss	$	(7,841,000)	$
Depreciation and amortization:			
Electro-Mechanical and Electro- Optical Products	$	6,000	$
Internet Marketing		38,000	
Web Based Development Solutions		82,000	
Application Service Provider		6,000	
		132,000	
Corporate		18,000	
Total depreciation and amortization	$	150,000	$

	September 30, 2001	
Assets:		
Electro-Mechanical and Electro- Optical Products	$ 1,808,000	$
Specialized Vending Machines and Avionics Equipment	302,000	
Fingerprint Identification Technologies	10,000	
Secured Entrance Systems	--	
Internet Marketing	268,000	
Web Based Development Solutions	1,036,000	
Application Service Provider	166,000	
	3,590,000	
Corporate	17,131,000	
Intersegment investments	(14,320,000)	(
Intersegment advances	(4,822,000)	
Total assets	$ 1,579,000	$

7. New Authoritative Pronouncements

The Financial Accounting Standards Board ("FASB") has issued Statement No. 141, "Business Combinations" and Statement No. 142, "Goodwill and Other Intangible Assets" in June 2001. Those statements will change the accounting for business combinations and goodwill in two significant ways. First, Statement 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001. Use of the pooling-of-interest method will be prohibited. Second, Statement 142 changes the accounting for goodwill from an amortization method to an impairment only approach. Thus amortization of goodwill, including goodwill recorded in past business combinations, will cease upon adoption of that Statement, which for companies with calendar year ends, will be January 1, 2002.

The FASB has issued Statement No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" in August 2001. Statement No. 144 changes the accounting for long-lived assets to be held and used by eliminating the requirement to allocate goodwill to long-lived assets to be tested for impairment, by providing a probability-weighted cash flow estimation approach to deal with situations in which alternative courses of action to recover the carrying amount of possible future cash flows and by establishing a "primary-asset" approach to determine the cash flow estimation period for a group of assets and liabilities that represents the unit of accounting for a long-lived asset to be held and used. Statement No. 144 changes the accounting for long-lived assets to be disposed of other than by sale by requiring that the depreciable life of a long-lived asset to be abandoned be revised to reflect a shortened useful life and by requiring that an impairment loss be recognized at the date a long-lived asset is exchanged for a similar productive asset or distributed to owners in a spin-off if the carrying amount of the asset exceeds its fair value. Statement No. 144 changes the accounting for long-lived assets to be disposed of by sale by requiring that discontinued operations no longer be measured on a net realizable value basis (but at the lower of carrying amount or fair value less costs to sell), by eliminating the recognition of future operating losses of discontinued components before they occur and by broadening the presentation of discontinued operations in the income statement to include a component of an entity rather than a segment of a business. A component of an entity comprises operations and cash flows that can be clearly distinguished, operationally, and for financial reporting purposes, from the rest of the entity. The effective date for Statement No. 144 is for fiscal years beginning after December 15, 2001.

The Company expects that the adoption of the new statements will not have a significant impact on its financial statements. It is not possible to quantify the impact until the newly issued statement has been studied.

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8. Subsequent Event

On November 11, 2001, the Company entered into a binding letter of intent to acquire an equity interest in Trans Global Services, Inc. ("Trans Global"). Pursuant to the letter of intent, the Company would receive 5,000,000 shares of Trans Global's common stock in exchange for 2,500,000 shares of the Company's common stock. In addition, the Company would purchase preferred equity, convertible into a maximum of 3,000,000 shares of Trans Global's common stock, for $1 million. Further, the letter of intent requires immediate election of the Company's appointees to the Trans Global board of directors including the appointment of Lewis S. Schiller as Trans Global's Chairman of the Board, after which, the Company's appointees would represent a majority of the Trans Global board of directors. Lewis S. Schiller is the Chief Executive Officer and Chairman of the Board of the Company (see Note 9).

9. Pro Forma Financial Information

The following pro forma unaudited results assume the acquisitions of Granite and Trans Global had occurred at the beginning of the three and nine month periods ended September 30, 2001 and 2000.

	Three Months Ended September30, 2001	2000	Nine Months Ended September 3 2001	20
Sales	$ 7,526,000	$ 6,041,000	$ 22,468,000	$ 19,512,0
Net Loss	$ (6,267,000)	$ (7,160,000)	$ (8,923,000)	$ (8,973,0
Net Loss per Share	$ (0.21)	$ (0.37)	$ (0.36)	$ (0.

The pro forma information is not necessarily indicative of either the results of operations that would have occurred had the acquisition been effective at the beginning of the indicated periods or of the future results of operations.

10. Restatement of Prior Period

During June 2000, the Company had plans to issue non employee stock options to purchase 737,500 shares of common stock. Using the Black-Scholes option valuation formula, such shares had a value of $1.766 million, and such value was recorded as an operating expense for the nine months ended September 30, 2000. The Company did not issue these options and as such, the statement of operations for the nine months ended September 30, 2000 has been restated herein as follows:

		As Originally Reported		Restatement	As Res
Non cash stock option expense	$	1,766,000	$	(1,766,000)	
Operating expenses	$	9,207,000	$	(1,766,000)	7,44
Operating Loss	$	(8,725,000)	$	1,766,000	(6,95
Net loss	$	(9,052,000)	$	1,766,000	(7,28
Loss per share		($1.76)		$0.34	(

The statement of cash flows for the nine months ended September 30, 2000 was restated whereby it includes the restated net loss and no longer includes the $1,766,000 non cash stock option expense as an item to reconcile net loss to net cash used in operations.

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

This Management's Discussion and Analysis of Financial Condition and Results of Operations may be deemed to include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve risk and uncertainty. Although management believes that its expectations are based on reasonable assumptions, it can give no assurance that its expectations will be achieved.

The important factors that could cause actual results to differ from those in the forward-looking statements herein (the "Cautionary Statements") are more fully described in the Company's December 31, 2000 Form 10-KSB/A and include, without limitation: the Company's history of losses and cash flow deficits; need for additional financing to fund our present and proposed business activities; dependence on present executive officers and key personnel to manage our present and proposed business operations and our ability to integrate new officers and key personnel; dependence upon an exclusive distribution agreement for the future operations of SPS; dependence upon patent protection for the proposed activities of FMX; threat that technological change could render certain of our products and proposed products obsolete or non-competitive; inability to predict market acceptance for our proposed products; intense competition of the business in which we intend to engage; threat that E-commerce products and services may become subject to government regulation; the risks relating to legal proceedings, as well as other risks referenced from time to time in the Company's filings with the SEC. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the Cautionary Statements. The Company does not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Results of Operations

As more fully disclosed in the footnotes to the unaudited interim financial statements, The Finx Group has seven identifiable business segments.

The operations of each of the business segments is discussed separately as follows:

Electro-Mechanical and Electro-Optical Products

The Electro-Mechanical and Electro-Optical Products segment comprises the activities of Sequential, which is primarily engaged in the design, manufacture and assembly of precision electro-mechanical and electro-optical products and devices for sale to commercial and governmental customers throughout the United States. Among such products and devices are optical encoders, encoded motors and limit programmers. Sequential's revenues decreased $101,000, or 22%, from $462,000 for three months ended September 30, 2000 (the "2000 3rd Quarter") to $361,000 for the three months ended September 30, 2001 (the "2001 3rd Quarter"). Sequential's 2001 and 2000 3rd Quarter gross profit was $25,000, or 7% of sales, and $186,000, or 40% of sales, respectively. Sequential's gross profit for the 2001 3rd Quarter included a deduction of $60,000, or 17% of sales, for a reserve for obsolete and slow moving inventory. Sequential's revenues decreased $719,000, or 42%, from $1.714 million for nine months ended September 30, 2000 (the "2000 Nine Month Period") to $995,000 for the nine months ended September 30, 2001 (the "2001 Nine Month Period"). Sequential's 2001 and 2000 Nine Month Period gross profit was $45,000, or 5% of sales, and $817,000, or 48% of sales, respectively. Sequential's gross profit for the 2001 Nine Month Period included a deduction of $310,000, 31% of sales, for a reserve for obsolete and slow moving inventory. Sequential's decline in revenue is primarily attributed to its inability to pay for the materials necessary to build the products included in its backlog. This inability to manufacture product has resulted in excessive downtime and idle capacity resulting in significantly reduced margins. Sequential's operating

expenses decreased $90,000, or 35% from $254,000 for the 2000 3rd Quarter to $164,000 for the 2001 3rd Quarter. Sequential's operating expenses decreased $94,000, or 19% from $501,000 for the 2000 Nine Month Period to $407,000 for the 2001 Nine Month Period. As a result of the above, Sequential's operating loss increased by $72,000, or 106%, from $67,000 for the 2000 3rd Quarter to $139,000 for the 2001 3rd Quarter and its operating results decreased by $678,000, or 215%, from operating income of $316,000 for the 2000 Nine Month Period to an operating loss of $362,000 for the 2001 Nine Month Period. During the 2001 and 2000 3rd Quarters and the 2001 Nine Month Period, Sequential's operating expenses included $45,000 and $135,000, respectively, of management fees charged by The Finx Group.

Specialized Vending and Avionics Equipment

The Specialized Vending and Avionics Equipment comprise the activities of S-Tech, which designs and manufactures two specialized product lines consisting of specialized vending machines and avionics equipment. "Specialized Vending" is an industry term used to describe a vending product that utilizes electronic circuitry and/or computer software. Among the vending machines manufactured by S-Tech are prepaid telephone debit card machines, bill payment kiosks, information kiosks, and stamp vending machines. S-Tech's revenues for the 2001 3rd Quarter decreased $87,000, or 92%, from $94,000 for the 2000 3rd Quarter to $7,000 for the 2001 3rd Quarter. S-Tech's gross profit was a negative $67,000 for the 2001 3rd Quarter and was a negative $371,000 for the 2000 3rd Quarter. S-Tech's revenues for the 2001 Nine Month Period decreased $137,000, or 50%, from $275,000 for the 2000 Nine Month Period to $138,000 for the 2001 Nine Month Period. S-Tech's gross profit was a negative $22,000, or (16%) of sales, for the 2001 Nine Month Period and was a negative $324,000, or (118%) of sales, for the 2000 Nine Month Period. S-Tech's gross margin for the 2001 3rd Quarter and Nine Month Period both included a deduction of $30,000 for a reserve on obsolete and slow moving inventory. S-Tech's gross profits have been negatively impacted as a result of non-variable overhead and indirect labor costs being allocated to a relatively minimal sales volume. In addition, the 2000 3rd Quarter and Nine Month Period include a reserve for slow moving inventory of $400,000. S-Tech's operating expenses decreased $8,000, or 26% from $31,000 for the 2000 3rd Quarter to $23,000 for the 2001 3rd Quarter. S-Tech's operating expenses decreased $80,000, or 47% from $172,000 for the 2000 Nine Month Period to $92,000 for the 2001 Nine Month Period. As a result of the above, S-Tech's operating loss decreased $313,000, or 78%, from $402,000 for the 2000 3rd Quarter to $89,000 for the 2001 3rd Quarter and decreased $426,000, or 86%, from $496,000 for the 2000 Nine Month Period to $70,000 for the 2001 Nine Month Period.

Fingerprint Identification Technologies

The Fingerprint Identification Technologies segment comprises the activities of FMX, which was formed in 1996 to continue with the development of products and systems utilizing a proprietary and patented electronic fingerprint identification technology originally conceived by the Company. The fingerprint identification technology being developed and utilized by FMX is a fingerprint identification scanning technology utilized for a variety of access control and law enforcement purposes. Applications for this technology include access control systems for banks, airports and industrial and government facilities, voter registration and electoral anti-fraud systems, welfare and social program identification systems, immigration control, suspect booking, prisoner and detainee movement and release control systems, and sensitive employment authorization systems. FMX did not have any revenues or gross profits for the 2001 and 2000 3rd Quarters or Nine Month Periods. FMX incurred operating expenses of $87,000 for the 2001 3rd Quarter and $90,000 for the 2000 3rd Quarter and therefore its operating losses, decreased $3,000. FMX incurred operating expenses of $288,000 for the 2001 Nine Month Period and $196,000 for the 2000 Nine Month Period and therefore its operating losses increased $92,000. During the 2001 and 2000 3rd Quarters and the 2001 Nine Month Period, FMX's operating expenses included $45,000 and $135,000, respectively, of management fees charged by The Finx Group.

Secured Entrance Systems

The Secured Entrance Systems segment comprises the activities of Secured Portals. Secured Portal's proposed activities consist of the marketing and distribution of the Georal Security Systems to both those customers for which it has exclusive distribution rights and to others as to which it has non-exclusive

rights to distribute the Georal Security Systems. Many of the customers to whom Secured Portals will seek to market the Georal Security Systems will be domestic and foreign government purchasers as well as commercial users. In March 2001, the Georal Security System passed preliminary U.S. State Department forced entry ballistics tests. Subsequent to September 30, 2001 the systems received final certification for possible procurement for use in U.S. embassies, consulates and other governmental installations both in the U.S. and abroad. Secured Portals did not have any revenues or gross profits during the 2001 and 2000 3rd Quarters or Nine Month Periods. Secured Portals operating expenses, and therefore its net operating loss increased $24,000, or 46%, from $52,000 for the 2000 3rd Quarter to $76,000 for the 2001 3rd Quarter. Secured Portals operating expenses, and therefore its net operating loss increased $107,000, or 76%, from $140,000 for the 2000 Nine Month Period to $247,000 for the 2001 Nine Month Period. During the 2001 and 2000 3rd Quarters and the Nine Month Period, Secured Portal's operating expenses included $45,000 and $135,000, respectively, of management fees charged by The Finx Group.

Internet Marketing

Internet Marketing reflects the activities of Starnet365.com. Starnet365.com is an Internet multi-level marketing company whose most significant product is the Qode engine, a web based software component comprising the largest UPC coded data base, which pays commissions and which enables its users to comparative shop in excess of 7 million products related to the UPC codes. Starnet365.com also sells a series of on-line training programs consisting of a series of integrated "Earn While You Learn", on-line training programs that are intended to teach marketing and recruiting techniques as well as certain tax and legal aspects of running a home-based business. Starnet365.com also markets replicated web sites, which Starnet365.com intends to load with non-branded merchandise, enabling individuals quickly and inexpensively to own their own on-line E-Commerce website. In addition, Starnet365.com generates revenues from web site enrollment fees, monthly web hosting fees, and transaction-processing fees related to the sale of merchandise on the websites. Starnet365.com was established in April 2000 and did not have any operating activity until the 2000 3rd Quarter.

During the 2001 3rd Quarter, Starnet365.com generated revenues of $53,000 resulting in gross profits of $52,000, or 99%. Operating expenses of Starnet 365.com for the 2001 3rd Quarter were $431,000 and included $171,000 of software development and maintenance costs, $45,000 of management fees charged by The Finx Group, $13,000 of amortization and deprecation and $203,000 of other operating costs. Starnet 365.com did not generate revenues during the 2000 3rd Quarter and incurred $253,000 of general and administrative operating expense, including $45,000 of management fees charged by The Finx Group. As a result of the above, Starnet365.com incurred operating losses of $379,000 and $254,000, respectively, for the 2001 and 2000 3rd Quarters.

During the 2001 Nine Month Period Starnet365.com generated revenues of $199,000 resulting in gross profits of $164,000, or 82%. Operating expenses of Starnet 365.com for the 2001 Nine Month Period were $1.171 million and included $226,000 of web design and development, $210,000 of selling expense, including commissions on product sales, $135,000 of management fees charged by The Finx Group, $38,000 of depreciation and amortization and $762,000 of other operating costs. Operating expenses of Starnet 365.com for the 2000 Nine Month Period were $334,000 and included $45,000 of management fees charged by The Finx Group and $289,000 of other operating costs. As a result of the above, Starnet365.com incurred operating losses of $1.007 million and $334,000, respectively, for the 2001 and 2000 Nine Month Periods.

Application Service Provider

Application Service Provider reflects the activities of Shopclue.com. Shopclue.com is an Application Service Provider that enables small- and medium-sized businesses to establish an advanced online presence rapidly and inexpensively using Shopclue.com's software through its interactive Internet mall known as Retail Drive. The software used by Shopclue.com allows its customers to create, edit and maintain advanced, interactive websites without having any prior knowledge of web-based programming languages. Shopclue.com's Retail Drive interactive website is presently utilized by more than 350 merchants. During the 2001 3rd Quarter Shopclue.com had no revenues and during the Nine Month

Period revenues were $18,000. Shopclue.com's total operating expense for the 2001 3rd Quarter and Nine Month Period was $3,000 and $24,000, respectively, resulting in operating losses of $3,000 and $6,000, respectively. The consolidated statement of operations for the 2000 1st and 2nd Quarters does not include Shopclue.com's operating activities, which were prior to the date of acquisition. During the 2000 3rd Quarter and Nine Month Period revenues were $28,000 and operating expenses were $5.037 million. Operating expenses for the 2000 3rd Quarter and Nine Month Period includes $4.768 million of in-process research and development expense representing the value assigned to research and development projects of Shopclue.com that were commenced but not yet completed at the date of the acquisition, and which, if unsuccessful, have no alternative future use in research and development activities or otherwise. Amounts assigned to purchased in-process research and development must be charged to expense at the date of the acquisition. Accordingly, the Company charged approximately $4.768 million to expense for the three and nine month period ended September 30, 2000. As a result of the above, Shopclue.com's operating loss was $5 million for the 2000 3rd Quarter and the 2000 Nine Month Period.

Web Based Development Solutions

Web Based Development Solutions reflects the activities of Bizchase and Granite. Bizchase has developed a wholesale web based development solution that provides a simple, affordable and feature rich online solution for small businesses. In March 2001, Bizchase granted a license to Starnet365.com giving Starnet365.com the right to sell software developed by Bizchase to the multi-level marketing industry. The Bizchase software was developed and also licensed to Retail Drive. Revenues are generated through activation and hosting fees. Bizchase was organized and acquired in July 2000 and to date has not generated any revenues or gross profits. Granite was acquired in September 2001 and the operations of Granite are not included in the consolidated statements of operations for 2001 for periods prior to September 18, 2001, the date of the acquisition. Web Based Development Solutions operating expenses, and therefore its net operating losses for the 2001 3rd Quarter and Nine Month Period was $2.155, million and $2.622 million, respectively. The Web Based Development Solutions segment includes $2.044 million of in-process research and development expense representing the value assigned to research and development projects of Granite that were commenced but not yet completed at the date of the acquisition, and which, if unsuccessful, have no alternative future use in research and development activities or otherwise. Amounts assigned to purchased in-process research and development must be charged to expense at the date of the acquisition. Accordingly, the Company charged approximately $2.044 million to expense for the three and nine month period ended September 30, 2001. Web Based Development Solution's other operating expenses are primarily salaries and consulting fees paid to software developers. Operating expense for the 2001 3rd Quarter and Nine Month Period included $45,000 and $135,000, respectively, of management fees charged by The Finx Group.

Corporate costs and expenses

Corporate costs and expenses comprise the expenses of The Finx Group, the holding company. During the 2001 3rd Quarter and Nine Month Period The Finx Group recorded $225,000 and $675,000, respectively, of management fees charged to its subsidiaries. All of such management fees are eliminated in the consolidated results of operations. The Finx Group's operating expenses for the 2001 3rd Quarter and Nine Month Period includes $3.060 million of non cash expense from the issuance of options to consultants. As of September 30, 2001, Mr. Lewis S. Schiller and Ms. Grazyna B. Wnuk are owed an aggregate of $900,000 for unpaid salaries of which $100,000 is included in both the 2001 and 2000 3rd Quarters operating expenses and $300,000 is included in both the 2001 and 2000 Nine Month Periods. Other significant corporate costs include consulting fees and legal and accounting fees.

Significant Non-Operating Components of Net Loss

Interest Expense and Financing Fees, Other

Interest expense and financing fees, other than that owed to related parties, amounted to $46,000 and $61,000, respectively, for the 2001 and 2000 3rd Quarters and amounted to $178,000 and $159,000, respectively, for the 2001 and 2000 Nine Month Periods. During the 2001 3rd Quarter and Nine Month

Period $9,000 and $62,000, respectively, of such amounts relates to interest owed on Sequential's delinquent payroll taxes. The remainder for all periods presented relates to Sequential's revolving line of credit. On July 28, 1997, Sequential entered into a revolving line of credit from FINOVA Capital Corporation, formerly United Credit Corporation (the "FINOVA Line of Credit"). The FINOVA Line of Credit provides for a borrowing base equal to the lesser of 80% of eligible accounts receivable or $400,000, required payment of a 1% annual facility fee, a 1% monthly commitment fee, against which monthly interest, exclusive of interest on any over advances, is applied. The annual monthly interest rate on the FINOVA Line of Credit is the greater of 18.5% or the prime rate in effect in New York City plus 10%, and is payable monthly. The FINOVA Line of Credit is collateralized by all of the assets of Sequential. FINOVA declared bankruptcy and the Company is attempting to establish a replacement line of credit. The Company has been notified that the FINOVA line-of-credit will not be extended beyond November 30, 2001. Subsequent to November 30, 2001, the Company utilized a cash collateral deposit provided by Trinity to satisfy the balance owed under the line-of-credit and such funds are now owed by the Company to Trinity.

Interest Expense and Factoring Fees, Related Parties

Interest expense and financing fees on related party notes increased $30,000 from $37,000 for the 2000 3rd Quarter to $67,000 for the 2001 3rd Quarter and increased $120,000 from $168,000 for the 2000 Nine Month Period to $288,000 for the 2001 Nine Month Period. The Company and its subsidiaries incur interest expense on advances from Trinity, advances from Universal International, Inc., a company owned by Grazyna Wnuk, an officer of the Company, a loan from E. Gerald Kay, a former director, advances and expenses paid by Lewis S. Schiller and Grazyna B. Wnuk, officers of the company, and advances from Blake Schiller and Carol Schiller, both immediate family members of Lewis S. Schiller. In addition S-Tech incurs interest expense and factoring fees pursuant to a factoring agreement with Trinity Factoring Corp., a financing company owned by Lewis Schiller. On May 7, 2001, the Company converted $1.5 million of related party notes owed to Trinity in exchange for 7,500,000 shares of common stock and converted an additional $2 million of notes owed to Trinity into a newly created Series C Preferred Stock. Interest accrued on such notes are generally calculated at 9% and as of September 30, 2001 $496,000 of such interest remains unpaid.

Net Loss

As a result of the above, the Company incurred a consolidated net loss of $6 million, or $0.27 per common share, for the 2001 3rd Quarter and $6.388 million, or $0.57 per common share, for the 2000 3rd Quarter and incurred a consolidated net loss of $7.841 million, or $0.46 per common share, for the 2001 Nine Month Period and $7.286 million, or $1.42 per common share, for the 2000 Nine Month Period.

Financial Condition - Liquidity and Capital Resources

As of September 30, 2001 the Company had a working capital deficiency of $6.533 million. Approximately $2.57 million of such deficiency relates to amounts owed to related parties, including accrued and unpaid salaries of $900,000 owed to Lewis S. Schiller and Grazyna B. Wnuk and $1.67 million owed to Trinity, its controlling stockholder, and other related parties, for loans and advances made to fund the operations of the Company. On May 7, 2001, Trinity converted $1.5 million of related party debt into 7,500,000 shares of Common Stock, representing $0.20 per share, the fair market value of the Common Stock on May 7, 2001. On May 7, 2001, Trinity converted an additional $2 million of related party debt into shares of a newly created series of preferred stock, the "Series "B" Preferred Stock. The Series "B" Preferred Stock is redeemable by the Company in whole or in part, at the option of the board of directors with Lewis S. Schiller, Trinity's owner, abstaining, and votes alongside of common stock. The Series "B" Preferred Stock is convertible in whole or in part, at the option of the holder or its designees, over a two year period beginning May 7, 2002, into common stock at a rate representing the lowest price that the common stock has traded at over the period for which the preferred stock has been outstanding. Such conversion may require an increase in the number of authorized common shares. Dividends on the Series "B" Preferred stock are payable semi-annually at a rate of 8%.

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During the 2001 Nine Month Period, the Company used $318,000 for operating activities and generated $32,000 and $352,000, respectively, from investing and financing activities. As of September 30, 2001 the Company's subsidiaries are delinquent on payment of payroll taxes approximating $963,000. The Company's Board of Directors approved the 2001 Employee Stock Option Plan. The purpose of the 2001 Employee Stock Option Plan is to secure long-term relationships for the Company and its stockholders, from the benefits arising from capital stock ownership by the Company's Consultants, Advisors, Employees and Directors, who can help in the company's growth and success and to provide an effective means of compensation for such persons and entities providing services to the Company in lieu of cash payments therefor. The 2001 Employee Stock Option Plan provides for the issuance of up to 17,000,000 shares of the Company's Common Stock and all such shares have been registered on Form S-8. As of September 30, 2001 options to acquire 13,735,000 shares were issued resulting in $3.060 million of compensation expense. As of September 30, 2001 options to purchase 6,700,000 shares were exercised at $0.15 per share for which the Company received non-recourse notes receivable of $1.005 million, which is presented as a separate component of capital deficiency entitled subscriptions receivable. Subsequent to September 30, 2001 additional options to acquire 3,265,000 shares of common stock were issued resulting in compensation expense of $1.462 million in the 4th quarter of 2001. Subsequent to September 30, 2001, options to purchase 3,100,000 shares were exercised at $0.30 per share and options to purchase 7,200,000 shares were exercised at $0.15 per share.

The accompanying unaudited interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. However, the Company has a history of net losses and as of September 30, 2001 has a working capital deficiency of $6.533 million and capital deficiency of $6.287 million. Since April of 1999 the Company has relied on financial support from its controlling stockholder, Trinity and other related parties. Management is currently seeking additional financing; however no assurances can be made to what extent any such financing will be consummated. The continuation of the Company as a going concern is dependent upon its ability to obtain financing, and to use the proceeds from any such financing to increase its business to achieve profitable operations. The accompanying financial statements do not include any adjustments that would result should the Company be unable to continue as a going concern.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

The FINX GROUP, INC.

/S/	Chief Executive Officer and Director	February 22, 2002
Lewis S. Schiller	(Principal Executive and Accounting Officer)	