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ACCESSPOINT CORP /NV/  
Form 10KSB/A  
June 02, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C.  
20549

FORM 10-KSB

(MARK ONE)

ANNUAL REPORT PUSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED: DECEMBER 31, 2002

OR

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

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

COMMISSION FILE NUMBER: 000-29217

ACCESSPOINT CORPORATION

-----  
(Name of Small Business Issuer in its Charter)

Nevada

95-4721385

-----  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

6171 W. Century Blvd., Suite 200  
Los Angeles, CA

90045

-----  
(Address of Principle Executive Offices)

-----  
(Zip Code)

(310) 846-2500

-----  
(Issuer's Telephone Number, Including Area Code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE EXCHANGE ACT:

None

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE EXCHANGE ACT:

Common Stock, \$0.001 Par Value

Check whether the issuer (1) 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  No

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Check if disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [X]

The issuer's revenues for its most recent fiscal year were \$13,264,318.

The aggregate market value of the voting stock held by non-affiliates of the issuer on May 27, 2003 based upon the average bid and asked prices of such stock on that date (\$0.13) was \$3,141,315. The number of issuer's shares of Common Stock outstanding as of December 31, 2002 was 24,163,965.

Transitional Small Business Disclosure Format (check one): Yes [ ] No [X]

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ACCESSPOINT CORPORATION  
FORM 10-KSB ANNUAL REPORT  
AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2002  
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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

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This Form 10-KSB contains forward-looking statements about the business, financial condition and prospects of Accesspoint Corporation (hereafter "we", "us", and "our") that reflect assumptions made by management and management's beliefs based on information currently available to us. We can give no assurance that the expectations indicated by such forward-looking statements will be realized. If any of our assumptions should prove incorrect, or if any of the risks and uncertainties underlying such expectations should materialize, our actual results may differ materially from those indicated by the forward-looking statements.

The key factors that are not within our control and that may have a direct bearing on operating results include, but are not limited to, the acceptance by customers of our products and services, our ability to develop new products and services cost-effectively, our ability to raise capital in the future, the development by competitors of products or services using improved or alternative technology, the retention of key employees and general economic conditions.

There may be other risks and circumstances that we are unable to predict. When used in this Form 10-KSB, words such as, "believes," "expects," "intends," "plans," "anticipates" "estimates" and similar expressions are intended to identify forward-looking statements, although there may be certain forward-looking statements not accompanied by such expressions. All forward-looking statements are intended to be covered by the safe harbor created by Section 21E of the Securities Exchange Act of 1934.

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### PART I

#### ITEM 1. DESCRIPTION OF BUSINESS

##### A. GENERAL

We were incorporated in Nevada on October 11, 1995. On March 19, 1999 we merged with Yamahama's, Inc., a Nevada corporation. On April 12, 2000 we merged with J.S.J. Capital, III, Inc., a Nevada corporation. Reference to Company or Accesspoint Corporation ("we", "us" and "our") in this report refers to the historical Accesspoint Corporation, and its wholly owned subsidiaries, Processing Source International and Black Sun Graphics, unless the context otherwise requires.

##### B. BUSINESS OVERVIEW

We are a vertically integrated provider of electronic transaction processing and value-added business services. Our transaction processing service routes, authorizes, captures, and settles all types of non-cash payment transactions for retailers and businesses nationwide. We service the payment processing needs of sellers by (1) providing merchant underwriting, risk management and account services, and (2) supporting the network and technology services necessary for both retail (in-store) and Internet point of sale transactions. To this core function we provide sellers with a entire suite of integrated business applications that centralize the management of (A) both in-store and online transaction processing and accounting, (B) automated web

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site design, hosting services and catalog creation and management, (C) merchandising and benefits management, (D) order processing and tracking services, and (E) a whole host of reporting and monitoring tools.

Our multi-application e-payment and e-commerce systems provide a single source solution to merchants, businesses and the sales organizations that market our products. Our clients enjoy the benefits of a versatile, powerful, multi-purpose system that provides a comprehensive level of payment acceptance options and value-added businesses services without having to manage the multiple business relationships normally required for these functions.

Major changes are occurring within the payment systems that enable the exchange of value between buyers and sellers. The proliferation of non-cash payment methods such as credit and debit card, smart card, electronic checking and Automatic Clearing House (ACH), stored value, electronic benefit transfer (EBT), loyalty programs, gift card and future electronic payment systems require that merchants be prepared to accept an array of e-payment types subject to the demands of which ever payment type a buyer chooses for a given purchase.

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Businesses such as banks, transaction processors, software vendors and internet service providers (ISPs) that service the needs of businesses in this changing environment typically provide single service solutions, such as Internet hosting services from an ISP or credit card processing through a processor. Typically, businesses are forced to manage many disjointed relationships without the benefits of a centralized service that provides systems management, customer service and a multi-faceted e-payment and e-commerce solution.

The complexities and inherent flaws of this service environment present a significant business opportunity for us and have served to increase the need for our solutions and our value proposition for our prospective clients.

### C. SIGNIFICANT DEVELOPMENTS

In the first quarter of 2002, we acquired the credit card processing merchant portfolio of Northwest Systems, LLC. We believed the acquisition would allow us the opportunity to maximize the profitability of this portfolio by lowering the agent expenses, cross-selling our other services and products and increasing rates and fees on the accounts. Due to an inordinately high attrition rate after the acquisition, coupled with misrepresentations on the part of the seller, we withheld full payment for the acquisition. The parties to the transaction are in litigation. Please refer to Item 3, Legal Proceedings. In February 2002, we sold a portfolio of merchants to the agent and recorded non-operating income related to the sale. In March 2002, we were named in a series of lawsuits ("Bentley suits") by the Bentley family and related entities (collectively "Bentley Family"). Please refer to Item 3, legal Proceedings.

In the second quarter of 2002, our Company settled the litigation with the Bentleys under the terms of a Settlement and Mutual Release Agreement dated June 26, 2002.

In the third quarter of 2002, we consolidated our operations into a single shared facility located at 6171 W. Century Blvd. Suite 200 Los Angeles.

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In the fourth quarter of 2002, the Bentley Family claimed to rescind the June 26, 2002 Settlement and Mutual Release Agreement and reinitiated its actions against us and our officers. In October 2002, we were informed that Net Integrated Systems, a primary source of funding for our Company's operations was in receivership and would no longer provide a source of financing, liquidity or cash. The Board of Director terminated the management agreement in place with Net Integrated Systems at that time. We entered into a new management agreement with Merchants Billing Services ("MBS") on October 15, 2002. Pursuant to the terms of the management agreement, MBS provides to us cash management, a source of financing, liquidity, underwriting, administrative, customer support and technical support services to our Company. We reimburse MBS up to \$170,000 per month for the costs incurred in managing our business and pay a \$10,000 management fee per month. On November 1, 2002, we transferred all employees, except officers and control parties, to the payroll of MBS. We lease employees from MBS pursuant to the terms of the management agreement.

### D. ACCESSPOINT PRODUCTS AND SERVICES

Merchant bankcard services and e-commerce tools highlight our solutions. These components may each be broken down into many individual products and services that may be sold in any combination and customized delivery methods can be developed for their unique marketplace.

#### MERCHANT ACCOUNTS (MERCHANT BANKCARD PROCESSING)

We are a primary processor and underwriter of electronic financial transactions as a member processor, under the sponsorship of Chase Manhattan Bank, within the Visa/MasterCard association for the processing of card transactions and the National Automated Clearing House Association (NACHA) network for the processing of electronic checks and check conversion under the sponsorship of Provident Bank.

We provide sellers with point of sale (POS) terminal equipment, transaction routing and authorization, settlement, Internet-based processing services, risk management, stored value, loyalty program support and sponsorship into all credit card associations (such as VISA and MasterCard) and major debit networks (such as STAR, Pulse, and NYCE). This combination of products are all sold and serviced through Processing Source International.

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### E-COMMERCE AND SOFTWARE SERVICES

We offer a number of e-commerce and value-added business services to our resellers in the bankcard industry and the merchants they support. These services are delivered through two primary software products - Transaction Manager and Merchant Manager Enterprise.

TRANSACTION MANAGER is a secure web-based merchant account administration and transaction processing system. The system provides Real-time electronic payment solutions that enable the acceptance of Credit cards, electronic checks and alternative payment types, as well As ACH payments. Processing services support all major credit cards, including consumer, corporate and procurement cards and enable real-time processing of added transaction information such as items sold, discount control, stored value and loyalty benefits. Our system

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provides support for enterprise-wide transaction management and processing across multiples sales channels such as call center, order desk, Internet and field authorizations. The system also provides support for fraud control, order processing and fulfillment compliance features mandated within the Visa/MasterCard system. Additionally, account management and reporting features support both retail (in-store) and Internet point of sale transactions.

MERCHANT MANAGER ENTERPRISE offers a complete, secure electronic commerce solution that is cost-effective and easy to use. Web browser-based administration tools provide businesses with a simple interface for controlling catalog and content creation, accounts and discount management, point of sale and inventory control systems, marketing tools and program administration, legacy systems information management (through extensive information import and export features), reporting and tracking tools, tax and shipping calculation, and the secure transaction processing features of our Transaction manager system. These services come complete with hosting, e-mail and technical support. The system is virtually platform-independent and is accessed through a simple Internet connection.

While there are some weaknesses inherent in our products, one notable marketplace disadvantage is the added time and expense required if a business insists that our e-commerce system be fully integrated into the business' back-end systems. Because there is so much diversity in back-end systems, no single e-commerce software product will automatically link to all existing order entry and inventory management modules. Full integration requires either replacing the back-end systems or customizing the e-commerce system to work automatically with the existing back-end systems.

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### F. COMPETITION

Our current and prospective competitors in the market segments we serve include many large companies that have substantially greater market presence and financial, technical, marketing and other resources than we do. The major strengths of our competitors in many cases include their longer operating histories, greater installed bases and greater name recognition. Our principal competitors include major national and regional banks such as Wells Fargo & Co. and Bank of America Corp., local processing banks such as Imperial Bank and Universal Savings Bank, F.A., non-bank processors such as Nova Information Systems, Concord EFS, Inc. and First Data Merchant Services, check conversion and authorization processors such as CrossCheck, Inc. and TeleCheck Services, Inc. and other independent service organizations who re-sell these payment processing services such as Electronic Exchange Systems, Retriever Payment Systems and Cardservice International, Inc. In each of our payment processing service types, we compete against other companies who have a dominant share of each market.

Additionally, there are competitors in the processing market who focus exclusively on providing electronic payment processing software and hardware services. Our services provide web-based or outsourced transaction processing and management software services, which compete in this market segment in an Application Service Provider (ASP) model. Our principal competitors in software services include boxed software, or merchant-deployed software, developers such as Go Software, Inc. and Hewlett-Packard Co., outsourced or ASP model developers and service providers such as Clear Commerce Corp., Signio (a subsidiary of VeriSign, Inc.) and AuthorizeNet.

The potential exists that our competitors may be able to respond more quickly than we can to new or emerging technologies and changes in customer requirements. Competition could impede our ability to sell additional services on terms favorable to us. Our current and potential competitors may develop new technologies that render our existing or future services obsolete, unmarketable or less competitive. Our current and potential competitors may make strategic acquisitions or establish cooperative relationships among themselves or with other e-commerce transaction service providers, thereby increasing the ability of their services to address the needs of our prospective customers. Our current and potential competitors may establish or strengthen cooperative relationships with our current or future channel partners, thereby limiting our ability to sell services through these channels. Competitive pressures could reduce our potential market share or require the reduction of the prices of our services, either of which could materially and adversely affect our business, results of operations or financial condition.

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#### G. CUSTOMERS AND MARKETING

We market our services through a variety of channels including direct solicitation and limited advertising. Our employees are utilized in the direct solicitation of new clients and the cross selling of additional Company services to existing clients. We market on a nationwide basis for card processing services. Most of the merchant service businesses are marketed regionally by sales forces associated with independent sales organizations ("ISO").

We have been effective in signing new merchant clients through direct sales efforts by our employees, bank alliance partner employees and ISOs.

#### H. SEASONALITY

Portions of our business are seasonal. Revenues and earnings are affected favorably by increased card and check volume during the Halloween and subsequent holiday shopping period in the fourth quarter and, to a lesser extent, during the back-to-school buying period in the third quarter.

#### I. REGULATION

Various aspects of our service areas are subject to federal and state regulation, which, depending on the nature of any noncompliance, may result in the suspension or revocation of any license or registration at issue, as well as the imposition of civil fines and criminal penalties.

Certain of our activities are subject to the Federal Fair Credit Reporting Act, various similar state laws. Our collection activities are subject to the Fair Debt Collection Practices Act and various similar state laws.

We have developed compliance programs to monitor regulatory requirements and developments, and to implement policies and procedures to help satisfy these requirements. We have developed compliance programs focused on agent training and monitoring to help ensure legal and regulatory compliance by our agents. Additionally, we continue to enhance our compliance policies and programs to help augment our compliance efforts.

#### J. EMPLOYEES

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As of December 31, 2002, we have no full-time or part-time employees. We lease our employees from Merchants Billing Services ("MBS") under the terms of that certain Master Support Services Agreement. We leased 51 full-time and 1 part-time employees from MBS. We expect to decrease the number of leased employees in 2003. None of our leased employees is represented by a labor union or is subject to a collective bargaining agreement, nor have we experienced any work stoppage.

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### ITEM 2. DESCRIPTION OF PROPERTY

We do not own any real property. As of December 31, 2002, we pay \$5,000 per month to MBS for the use of a shared facility under the terms of the Master Support Services Agreement dated October 15, 2002

### ITEM 3. LEGAL PROCEEDINGS

We are subject to various claims and legal proceedings covering a wide range of matters that arise in the ordinary course of our business activities. We describe below only those matters that we consider to be material.

Citicorp - During 2001 we vacated office facilities we had leased under an operating lease agreement in Chicago, Illinois. The lessor subsequently filed suit against us for the remaining amount of unpaid rent and other various expenses. A judgment was filed against us in the amount of \$95,000. As of December 31, 2002 we have accrued for the liability in full on our Balance Sheet. No payments have been made.

Roycap - As of December 31, 2002 we were in default on our loan agreement with Roycap for repayment of a \$450,000 loan, plus accrued interest, which was due on October 16, 2001. In June 2002, Roycap filed formal suit on its claim. We have recently entered into a settlement agreement, stipulating to a \$730,000 judgment. As of December 31, 2002 we have accrued for the liability in full on our Balance Sheet. No payments have been made.

Bentley Promissory Notes - Various family trusts related to James W. Bentley, a former director, have filed three related actions seeking to collect in excess of \$500,000 in promissory notes allegedly due. We believe these claims were settled by the June 26, 2002 Settlement. In any event, we believe the sums due are substantially less than claimed. We continue to fight these actions vigorously.

Merchants Warehouse.com ("MWC") - MWC filed a claim against PSI for breach of an independent sales agent agreement. We dispute the claim. The matter was submitted to arbitration and was heard by the arbitrator. The arbitrator made an interim award of \$296,720 in favor of MWC and denied our counterclaim. The arbitrator directed us to pay the agent residuals according to the terms of our agreement with the agent. We have made all payments to the agent since the date of the award. The amount of the award has been accrued.

Northwest Systems, LLC ("NWS") - NWS filed two inter-related claims, one lawsuit and one arbitration claim arising out of a dispute over a contract. PSI had agreed to purchase certain merchant accounts from NWS. In the lawsuit, NWS seeks to recover damages for alleged breach of the contract to purchase NWS. In the arbitration, NWS claims that NWS has not been paid all residual payments



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due it under its agency contract with PSI. We are vigorously defending against these claims. In May 2003, an award in the arbitration claim in the amount of \$149,000 was made for the benefit of the plaintiff. The Company has accrued the entire amount of the judgment. The Company continues to vigorously defend itself against the lawsuit.

We have accrued all potential residual payments due to Northwest Systems, LLC.

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EAB Leasing Corp. ("EAB") - We settled a lawsuit by EAB over an equipment lease. Pursuant to the settlement, we stipulated to a judgment in the amount of \$72,000. We are paying this off at the rate of \$3,000 per month.

Moceri Leasing Co. ("Moceri") - Moceri, an equipment lessor, claims that we defaulted on an equipment lease. We are vigorously defending against this claim. The total amount of any potential judgment for the value of the equipment has been accrued in the amount of \$25,000.

Leverage Leasing Co. ("LLC") - LLC, an equipment lessor, claims that we defaulted on an equipment lease. We are vigorously defending against this claim. The total amount of any potential judgment for the value of the equipment has been accrued in the amount of \$32,977.

CIT Communications Co. ("CIT") - CIT, an equipment lessor, claims that we defaulted on an equipment lease. We are vigorously defending against this claim. The total amount of any potential judgment for the value of the equipment has been accrued.

Global Attorneys Network Co. ("GAN") - GAN, an equipment lessor, claims that we defaulted on an equipment lease. We are vigorously defending itself against this claim. In April 2003, the matter was settled for \$16,900.

Arden Realty, Inc. ("Arden") - Arden is a former landlord of PSI. Arden brought this action to recover unpaid rent. Our Company has entered into a settlement agreement with a stipulated judgment of \$57,789. We have paid \$20,000 toward the satisfaction of this judgment. We are making monthly payments of \$5,000. The remaining balance has been accrued.

Floratos, Loll & Devine ("FLD") - Our former attorneys have made a claim for services performed. We have entered into a settlement agreement with a stipulated judgment in the approximate amount of \$85,000. We have accrued this liability. No payments have been made.

Bas Mulder ("Mulder") - Mulder is the former owner and employee of Black Sun Graphics, Inc. ("BSG"). Mulder claims damages in excess of \$430,000 related to our purchase of BSG. We intend to vigorously defend this action. We have entered into a verbal agreement to settle the action. The terms of settlement include completion of predecessor entity's tax returns for the year 2000, 2001 and 2002 and payment of all tax liabilities owed on behalf of BSG. We have satisfied part of the terms of the verbal agreement. No trial date has been set.

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Bentley v. William R. Barber, et al. - On March 22, 2002, James Bentley ("Bentley"), a shareholder and former employee and director, filed a

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shareholder derivative lawsuit against us and several individual defendants for breach of contract, breach of fiduciary duty, misappropriation of trade secret, recovery of personal property, imposition of a constructive trust, unfair competition in violation of Business and Profession Code Section 17200, conversion, unfair business practices, and usurpation of corporate opportunity. On several occasions, Bentley also sought provisional remedies with the Court, including multiple applications for preliminary injunction and the appointment of a receiver. To date, none of Bentley's requests for provisional relief have been granted. On June 26, 2002, the parties to the action executed a Settlement Agreement. Bentley purported to rescind the Settlement Agreement in early December 2002. Bentley thereafter filed an ex parte application for temporary restraining order, which the court denied on December 24, 2002. The Court set a hearing for Bentley's application for preliminary injunction in late January 2003. Bentley thereafter continued the hearing on the application for preliminary injunction on several occasions. Ultimately, after we filed our opposition to the preliminary injunction request, Bentley withdrew his application for preliminary injunction. A number of depositions were conducted and motions filed during January and February 2003. Currently the parties have agreed to a short stay of discovery pending the outcome of ongoing settlement negotiations, although Bentley has recently re-noticed several depositions. No trial date has been set. To the extent that settlement negotiations are not successful, we will vigorously contest Bentley's allegations and contention, including vigorously pursuing discovery in the case to obtain all information necessary to conduct a proper defense. We have recorded no liability for the potential of an adverse outcome of the action.

PC Connection - This is an action by an equipment lessor. The parties signed a stipulation judgment in January 2003 in the amount of \$15,660.

Other Litigation - The Company is currently involved in other litigation regarding breach on capital lease agreements. The total amount being sought is \$27,000, with full credit for interest and attorney's fees. It is likely the plaintiffs will prevail and the company has set up an allowance to cover any unfavorable outcomes.

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For a similar discussion of Legal Proceedings, please refer to Note O, Litigation and Contingencies, attached as a part of the financial statements filed herewith and incorporated hereby.

#### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted to a vote of security holders, through the solicitation of proxies or otherwise, during the year ended December 31, 2002.

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## PART II

#### ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

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Our common stock is quoted on the over-the-counter bulletin board system (OTC-BB) under the symbol "ASAP." The table below reflects the high and the low bid and ask quotations for each of our fiscal quarters for the last fiscal year. The prices reflect inter-dealer prices, without retail mark-up, markdown or commission and do not necessarily represent actual transactions.

2002		
	HIGH	LOW
1st Quarter	\$ 1.45	\$ 0.60
2nd Quarter	\$ 1.00	\$ 0.33
3rd Quarter	\$ 0.83	\$ 0.33
4th Quarter	\$ 0.43	\$ 0.20

2001		
	HIGH	LOW
1st Quarter	\$ 3.94	\$ 0.88
2nd Quarter	\$ 2.00	\$ 1.08
3rd Quarter	\$ 1.64	\$ 0.18
4th Quarter	\$ 1.70	\$ 0.26

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### A. NUMBER OF HOLDERS

As of December 31, 2002, we had 1,283 common shareholders of record, not including approximately 1,000 common shareholders holding their shares in street name in brokerage accounts. On May 27, 2003, the last reported sales price of our common stock on the OTCBB was \$0.13 per share.

Our stock has had a market price of less than \$5.00 per share in recent times. The SEC has adopted regulations which generally define "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price less than \$5.00 per share, subject to certain exceptions. Accordingly, our common stock may become subject to rules that impose additional sales practice requirements on broker-dealers who sell such

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securities to persons other than established customers and accredited investors (generally those with assets in excess of \$1,000,000 or annual income exceeding \$200,000, or \$300,000 together with their spouse). For transactions covered by these rules, the broker-dealer must make a special suitability determination for the purchase of such securities and have received the purchaser's written consent to the transaction prior to the purchase.

Additionally, for any transaction involving a penny stock, unless exempt, the rules require the delivery, prior to the transaction, of a disclosure schedule prepared by the SEC relating to the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and, if the broker-dealer is the sole market-maker, the broker-dealer must disclose this fact and the broker-dealer's presumed control over the market. Finally, monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks. Consequently, the "penny stock" rules may restrict the ability of broker-dealers to sell our common stock and may affect the ability of investors to sell our common stock in the public market.

### B. DIVIDENDS

The payment of dividends is within the discretion of the Board of Directors of our Company. We currently intend to retain all earnings, if any, in the foreseeable future for use in the development of our business. We have not paid dividends since inception. It is not anticipated that any dividends will be paid in the foreseeable future and there can be no assurance that dividends can or will ever be paid. The payment of dividends is contingent upon future earnings, if any, our financial condition and capital requirements, general business conditions and other factors.

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## ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the financial statements and related notes contained elsewhere in this document. The discussion contained herein relates to the financial statements, which have been prepared in accordance with GAAP.

THE DISCUSSION IN THIS SECTION AND OTHER PARTS OF THIS REGISTRATION STATEMENT CONTAINS CERTAIN FORWARD-LOOKING STATEMENTS SUCH AS STATEMENTS OF OUR COMPANY'S PLANS, OBJECTIVES, EXPECTATIONS AND INTENTIONS. THESE STATEMENTS INVOLVE RISKS AND UNCERTAINTIES. THEY ARE MADE AS OF THE DATE OF THIS REGISTRATION STATEMENT, AND WE ASSUME NO OBLIGATION TO UPDATE THEM.

### A. Summary of Financial Data

The following summary financial data should be read together with the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Financial Statements included herein.

#### STATEMENT OF OPERATIONS

YEARS ENDED DECEMBER 31

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	2002	2001
Revenues.....	\$ 13,264,318	\$ 6,344,643
Cost of sales and services.....	11,176,910	4,045,880
Selling and marketing.....	13,595	290,914
General and administrative.....	3,166,032	5,333,756
Profit (loss) from operations .....	(1,092,219)	(3,325,907)
Other expense, net .....	5,751,933	587,155
Extraordinary expense.....	0	0
Income taxes expense .....	2,400	2,400
	-----	-----
Net profit (loss).....	\$ (6,846,552)	\$ (3,906,462)
	=====	=====
Net loss per Common Share:		
Basic:.....	\$ (0.29)	\$ (0.20)
Weighted average number of Common Shares:		
Basic:.....	23,826,300	19,509,000

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CONSOLIDATED BALANCE SHEET  
YEARS ENDED DECEMBER 31

	2002	2001
Cash.....	\$ 35,961	\$ 78,229
Accounts receivable, net.....	505,880	255,873
Other current assets.....	1,488	20,173
Fixed assets, net (1).....	178,139	401,685
Other assets.....	1,701,539	6,581,025
	-----	-----
Total assets.....	2,423,007	7,336,985
	=====	=====
Total current liabilities.....	5,869,282	4,632,601
Long term liabilities.....	0	0
	-----	-----
Total liabilities	5,869,282	4,632,601
	-----	-----
Common stock.....	24,164	23,375
Preferred stock.....	1,056	1,056
Additional paid in capital.....	15,114,004	14,418,900
Retained earnings (deficit).....	(18,585,499)	(11,738,947)
	-----	-----
Total shareholders' equity (deficit).....	(3,446,275)	2,704,384
	=====	=====
Total liabilities and stockholders' equity.....	\$2,423,007	\$ 7,336,985
	=====	=====

1 Includes net accumulated depreciation of \$455,847 and \$936,497 in 2002 and

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2001, respectively.

### B. OVERVIEW

Our primary revenue is derived from the processing of credit card transactions for more than 5,000 merchants. As of December 31, 2002 more than 90% of our revenue is derived from the processing of credit card transactions through Chase Merchants Services, LLC. Software products consist of Merchant Manager Enterprise, a complete and secure fully-hosted e-commerce solution for small to midsize businesses, which provides an on-line store, catalog and credit card processing abilities; Transaction Manager, an on-line credit card processing solution for small to midsize businesses; and Merchant Manager, a hosted e-commerce solution providing a simple-to-learn and simple-to-use set of tools derived from Merchant Manager Enterprise. We provide hosting services in conjunction with our software products.

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We have incurred losses since the inception of our operations. At December 31, 2002, we had an accumulated deficit of (\$18,585,499). In the past, we have relied substantially on private placement offerings of debt and equity to offset our losses and to fund our ongoing operations, research and development programs and business activities. We are currently cashflow neutral, having enough operating inflows to support our ongoing operations on a monthly basis. Regrettably, the slim margin of profitability associated with our core business provides no opportunity, in the short- or long-term to repay our approximate \$6,000,000 in debt. With ongoing litigation with the Bentleys draining our slim resources, the only viable option for our future is the sale of a part of the merchant portfolio to a third party. By using the proceeds from the sale of the portfolio to reduce debt, we could plan for the future. Without the sale of the merchant portfolio, our reorganization or liquidation is imminent.

### C. RESULTS OF OPERATIONS

Year Ended December 31, 2002 Compared With Year Ended December 31, 2001

Revenues for the year ended December 31, 2002 increased to \$13,264,318 from \$6,344,643 for the year ended December 31, 2001. The increase of \$6,919,675, or 110% is due to increased revenues associated with the addition of more than 3,000 new merchants and the resultant increase in credit card processing transaction volume of our merchant portfolio.

Cost of sales for the year ended December 31, 2002 increased to \$11,176,910 from \$4,045,880 for the year ended December 31, 2001. The increase of \$7,131,030, or 177%, resulted from the increase in credit card processing transaction fees associated with the increase in credit card processing volume.

Selling and marketing expenses for the year ended December 31, 2002 decreased to \$13,595 from \$290,914 for the year ended December 31, 2001. This decrease of \$277,319, or 96% resulted from the termination of advertising efforts for acquisition of credit card processing accounts.

General and administrative expenses for the year ended December 31, 2002 decreased to \$3,166,032 from \$4,547,880 for the year ended December 31, 2001. The decrease of \$1,381,848, or 31% resulted primarily from a decrease in headcount and our associated wages and related employee benefit costs,

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consolidation of three offices into a single shared office environment, cellular and telecommunication costs, as well as a keen concentration on the reduction of all operating costs of our Company.

Interest expense, net, for the year ended December 31, 2002 was \$529,646, as compared to \$162,164 for the year ended December 31, 2001. The increase of \$367,482 or 227% in interest expense resulted primarily from the accelerated interest costs of the Roycap and IRS debt as well as the carrying cost of the Secured Revolving Line of Credit due to Net Integrated Systems, Inc.

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Other Expense, net of Interest expense was \$5,751,933 for the year ended December 31, 2002 compared to \$1,364,031 that represents an increase of \$4,387,902 or 322%. This increase is attributable to more than \$1,200,000 in new amortization expense of the deferred financing cost other asset, recognition of \$3,757,000 in write down costs associated with the deferred financing cost asset as well as growing litigation settlement expenses. We benefited from the forgiveness of almost \$500,000 of debt by Net Integrated Systems.

Net losses for the years ended December 31, 2002 and December 31, 2001 were (\$6,846,552) and (\$3,906,462), respectively. The increase in loss of \$2,940,090 or 76% was completely attributable to the recognition of the impairment loss on the deferred financing cost asset, amortization of the same item and increased litigation costs.

### D. LIQUIDITY AND CAPITAL RESOURCES

Cash at December 31, 2002 were \$35,961, compared to \$78,229 at December 31, 2001 a decrease of \$42,268, which represented a decline of 54%. We are without operating capital and we have no known sources of funding at our disposal. Management is actively pursuing the sale of our assets to pay off debt and fund future operations.

Net Cash used in operations decreased to \$1,321,050 for the year ended December 31, 2001 from \$2,110,447 for the year ended December 31, 2001 or a resulted efficiency in cash of \$789,397 or 38%. This efficiency was primarily accomplished by increased effectiveness in operations. By reducing headcount, office spaces and an increased focus on cost containment we were able to operate leaner than in prior years.

Net Cash used in investing activities increased to \$200,000 as of December 31, 2002 from \$54,606 as of December 31, 2001. This increase of \$145,394 or 267% was primarily due to the acquiring of merchant portfolios in the marketplace for processing through our credit card processing platform.

During the year ended December 31, 2001, we generated net cash of \$2,211,328 from financing activities as compared to \$1,478,782 for the year ended December 31, 2002. The decrease of \$732,546 resulted from a decrease in private placement fundraising activities.

As of December 31, 2002, we share office spaces with Merchants Billing Services under a sublease held by Merchants Billing Services. We pay Merchants Billing Services \$5,000 per month for its share of the space and related utility usage. We do not anticipate moving in the year 2003.

We had at December 31, 2002, negative working capital. We believe that cash generated from operations will not be sufficient to fund our current and anticipated cash requirements. We believe that our current operational plans for the next twelve months will be curtailed or delayed because of the lack of sufficient financing. We are currently cashflow neutral, having enough operating inflows to support our ongoing operations on a monthly basis. Regrettably, the slim margin of profitability associated with our Company's core business provides no opportunity, in the short- or long-term to repay our Company's almost \$6,000,000 in debt. With ongoing litigation with the Bentleys draining our Company's slim resources, the only viable option for our future is the sale of a part of our merchant portfolio to a third party. By using the proceeds from the sale of the portfolio to reduce debt, we could plan for the future. Without the sale of the merchant portfolio, our reorganization or liquidation is imminent.

#### E. NET OPERATING LOSS

For federal income tax purposes, we have net operating loss carry forwards of approximately \$13,833,000 as of December 31, 2002 and \$10,900,000, as of December 31, 2001. These carryforwards will expire at various dates through the year 2016. The use of such net operating loss carryforwards to be offset against future taxable income, if achieved, may be subject to specified annual limitations (see "Risks of Our Business Limitations on Net Operating Loss Carry Forward").

#### ITEM 7. FINANCIAL STATEMENTS

Our audited consolidated financial statements for the periods ended December 31, 2002 and December 31, 2001 are filed herewith.

#### INDEPENDENT AUDITORS' REPORT

To the Stockholders and Board of Directors of  
Accesspoint Corporation and Subsidiaries

We have audited the accompanying consolidated balance sheet of Accesspoint Corporation and Subsidiaries (a Nevada Corporation) as of December 31, 2002, and the related consolidated statements of operations, stockholders' equity and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. The consolidated financial statements of Accesspoint Corporation and Subsidiaries as



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of December 31, 2001 were audited by other auditors, whose report dated April 4, 2002, on those consolidated financial statements, included an explanatory paragraph that described the Company's recurring losses and limited capital resources that raise substantial doubt about its ability to continue as a going concern as discussed in Note R to the consolidated financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Accesspoint Corporation and Subsidiaries as of December 31, 2002, and the consolidated results of its operations and cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note R to the financial statements, the Company has suffered recurring losses from operations and its limited capital resources raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note R. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Mendoza Berger & Company, L.L.P.

May 26, 2003  
Irvine, CA

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### ACCESSPOINT CORPORATION CONSOLIDATED BALANCE SHEETS

#### ASSETS

	December 31, 2002	December 31, 2001
Current Assets		
Cash	\$35,961	\$78,229
Accounts receivable, net	348,708	255,873
Receivable from a related party	157,172	0
Inventory	0	6,366
Prepaid expenses	1,488	13,807
Total Current Assets	543,329	354,275
Fixed Assets		
Furniture and equipment (net)	178,139	401,685
Total Fixed Assets	178,139	401,685

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Other Assets		
Deferred financing costs (net)	1,266,764	6,288,967
Portfolio Purchase	154,667	0
Deposits	280,108	292,058
Total Other Assets	\$1,701,539	\$6,581,025
Total Assets	\$2,423,007	\$7,336,985

Refer to notes to the financial statements

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ACCESSPOINT CORPORATION  
CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS' EQUITY

	December 31, 2002	December 31, 2001
Current Liabilities		
Accounts payable	\$1,527,457	\$1,467,688
Accrued payroll taxes and penalties	1,412,432	1,091,080
Accrued liabilities	560,707	338,233
Deferred compensation	0	221,477
Merchant loss reserve	19,465	99,465
Lines of credit	1,364,761	0
Capitalized leases	419,460	303,158
Notes payable	565,000	1,111,500
Total Current Liabilities	5,869,282	4,632,601
Total Liabilities	5,869,282	4,632,601
Stockholders' Equity		
Preferred Stock, \$.001 par value, 5,000,000 shares authorized, 1,055,600 shares issued and outstanding	1,056	1,056
Common stock, \$.001 par value, 25,000,000 shares authorized, 24,163,965 and 23,375,208 issued and outstanding, respectively	24,164	23,375
Additional paid in capital	15,114,004	14,418,900
Retained deficit	(18,585,499)	(11,738,947)
Total Stockholders' (Deficit) Equity	(3,446,275)	2,704,384
Total liabilities and Stockholders' Equity	\$2,423,007	\$7,336,985

Refer to notes to the financial statements

ACCESSPOINT CORPORATION  
CONSOLIDATED STATEMENTS OF OPERATIONS

	Years Ended	
	December 31, 2002	December 31, 2001
Sales, net	\$13,264,318	\$6,344,643
Cost of sales	11,176,910	4,045,880
Gross profit	2,087,408	2,298,763
Selling expenses	13,595	290,914
General and administrative expenses	3,166,032	5,333,756
Income (loss) from operations	(1,092,219)	(3,325,907)
Other (Income) Expense		
Interest income	(15,634)	(17,105)
Penalties	221,052	90,137
Loss on disposal of assets	153,477	45,216
Miscellaneous	(95,926)	(3,165)
Loss contingencies and legal settlements	224,998	307,500
Amortization of deferred financing costs	1,265,276	37,414
Write down of deferred financing costs	3,756,927	0
Debt forgiveness	(287,883)	(44,006)
Interest expense	529,646	162,164
Total Other (Income) Expense	5,751,933	578,155
Income (loss) before income taxes	(6,844,152)	(3,904,062)
Provision for income taxes	2,400	2,400
Net income (loss)	(6,846,552)	(\$3,906,462)
Net loss per share (basic and diluted)		
Basic	(\$0.29)	(\$0.20)
Weighted average number of shares		
Basic	23,826,300	19,509,000

Refer to notes to the financial statements

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ACCESSPOINT CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended	
	December 31, 2002	December 31, 2001
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	(\$6,846,552)	(\$3,906,462)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization	1,265,276	37,414
Depreciation	221,743	326,872
Merchant portfolio purchase write down	45,333	0
Write down of deferred financing costs	3,756,927	0
Loss on disposal of assets	153,477	45,216
Services paid by stock issuance	0	426,518
Decrease (Increase) in receivables	(92,835)	(55,249)
Decrease (Increase) in inventory	6,366	(4,455)
Decrease (Increase) in other current assets	(157,172)	16,682
Decrease (Increase) in prepaid expenses	12,319	12,622
Decrease (Increase) in deposits	11,950	121,738
(Decrease) Increase in accounts payable and accrued expenses	59,769	47,351
(Decrease) Increase in accrued payroll taxes	321,352	386,109
(Decrease) Increase in accrued liabilities	222,474	338,233
(Decrease) Increase in merchant loss reserve	(80,000)	99,465
(Decrease) Increase in deferred compensation	(221,477)	(2,500)
Total adjustments	5,525,502_	1,796,016
Net cash used in operations	(1,321,050)	(2,110,447)

Refer to notes to the financial statements

ACCESSPOINT CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS

Years Ended  
December 31, December 31,  
2002 2001

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CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of merchant portfolio	(200,000)	0
Purchase of fixed assets	0	(54,606)
Net cash used in investing activities	(200,000)	(54,606)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of notes payable	0	119,000
Payments on capital leases	(32,281)	(191,536)
Line of credit	1,361,670	0
Sale of stock	149,393	2,283,864
Net cash provided by financing activities	1,478,782	2,211,328
Net change in cash	(42,268)	46,275
Cash at beginning of year	78,229	31,954
Cash at end of year	\$35,961	\$78,229
Supplemental cash flows disclosures:		
Income tax payments	\$0	\$2,400
Interest payments	\$0	\$100,338
Non cash investing and Financing activities:		
Stock issued for services	\$0	\$426,518
Conversion of notes payable	(\$546,500)	\$0
Common stock transfer	\$0	\$6,326,381

Refer to notes to the financial statements

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ACCESSPOINT CORPORATION  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Years Ended	
	December 31, 2002	December 31, 2001
Retained (deficits)		
Balance at beginning of period	(\$11,738,947)	(\$7,832,485)
Net Income (loss)	(6,846,552)	(3,906,462)
Balance at end of year	(18,585,499)	(11,738,947)
Preferred stock, \$.001 par value (thousands of shares)		
Balance at beginning of period	1,056	0
Issuance of preferred stock	0	1,056

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Balance at end of year	1,056	1,056
Common stock, par value \$.001 (thousands of shares)		
Balance at beginning of period	23,375	16,558
Issuance of common stock	789	6,817
Balance at end of year	24,164	23,375
Additional paid in capital		
Balance at beginning of period	14,418,900	5,390,011
Issuance of common stock	148,604	2,702,508
Conversion of notes payable	546,500	0
Transfer of common stock	0	6,326,381
Balance at end of year	15,114,004	14,418,900
Total stockholders' equity	(\$3,446,275)	\$2,704,384

Refer to notes to the financial statements

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### ACCESSPOINT CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31, 2002 AND 2001

#### Note A - NATURE OF OPERATIONS

Incorporated in the State of Nevada, Accesspoint Corporation ("our Company") is a "C" Corporation as defined by the Internal Revenue Code. As of December 31, 2002, our Company has combined its mature Internet Application Services technology platform with its credit card and check-processing platform to provide bundled payment acceptance, processing and business management services. These programs provide customers with multiple payment acceptance capabilities including credit card and check transaction, a fully operational e-commerce and business management Website, and a central Web based management system for servicing both the brick-and-mortar and web based sides to each business.

The Accesspoint advantage is full transaction processing, settlement and software delivered as a bundled service for the cost of an industry standard transaction fee. Furthermore, as a result of our Company's systems, prospective clients can be approved in a short period, instead of the several-day time frame typically implemented by our Company's competition.

In November 2000, our Company launched its card processing division, managed by its wholly owned subsidiary, Processing Source International, Inc. and began earning card processing revenues in addition to its check processing revenues through the underwriting and processing of these electronic payment transactions in its growing merchant base.

Our Company has targeted the Independent Sales Organization (ISO) and Independent Agent marketplace as a prime driver and sales channel for its services. Our Company's operating systems makes it simple for

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these sale organizations to electronically submit a client's application, track the progress of that application, monitor merchant service, and even track commissions, all in real time via a private label portal provided by our Company.

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### ACCESSPOINT CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2002 AND 2001

#### Note B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### Revenue Recognition

Our Company recognizes revenue from: settlement fees for electronic payment processing, credit and debit card payment settlement, check conversion and financial processing programs and transaction fees related to the use of its software and credit card processing products, licensure of its software products. Revenue from software and hardware sales and services are recognized as products are shipped, downloaded, or used.

Our Company reports income and expenses on the accrual basis for both financial and income tax reporting purposes.

##### Principles of Consolidation

The consolidated financial statements include the accounts of Accesspoint Corporation, and its wholly owned subsidiaries Processing Source International, Inc. (PSI) and Black Sun Graphics, Inc. (BSG), collectively referred to within as our Company. All material intercompany accounts, transactions and profits have been eliminated in consolidation.

##### Risks and Uncertainties

Our Company is subject to substantial risks from, among other things, intense competition from the providers of financial electronic payment processing, settlement services, software development and e-commerce service companies specifically and the technology industry in general, other risks associated with the Internet services industry, financing, liquidity requirements, rapidly changing customer requirements, limited operating history, and the volatility of public markets.

##### Reserve for Merchant Credit Losses

Our Company establishes reserves for merchant credit losses, which arise as a result of, among other things, cardholder dissatisfaction with merchandise quality or merchant services. Such disputes may not be resolved in the merchant's favor. In these cases, the transaction is "charged back" to the merchant and the purchase is refunded to the customer by the merchant. If the merchant is unable to grant a refund, our Company or, under limited circumstances, our Company and the processing bank, must bear the credit risk for the full amount of the transaction. Our Company estimates its potential loss for chargebacks based primarily on historical experience. Obtaining

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collateral from merchants considered higher risk often mitigates the risk of loss. At December 31, 2002 and 2001, our Company had aggregate collateral classified as merchant loss reserves of \$19,465 and \$99,465, respectively.

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### ACCESSPOINT CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2002 AND 2001

#### Note B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Contingencies

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to our Company but which will only be resolved when one or more future events occur or fail to occur. Our Company's management and legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against our Company or unasserted claims that may result in such proceedings, our Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought. If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in our Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material would be disclosed. Loss contingencies considered to be remote by management are generally not disclosed unless they involve guarantees, in which case the guarantee would be disclosed.

##### Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include reserve for merchant losses.

##### Fixed Assets

Property and equipment are stated at cost less accumulated depreciation. Expenditures for major additions and improvements are capitalized, and minor replacements, maintenance and repairs are charged to expense as incurred. Depreciation is provided on the straight-line method over the estimated useful lives of the assets,



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or the remaining term of the lease, as follows:

Furniture and Fixtures	5 years
Equipment	5 years
Hardware and Software	3 years

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ACCESSPOINT CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
DECEMBER 31, 2002 AND 2001

Note B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leasehold Improvements

Amortization of leasehold improvements is computed using the straight-line method over the shorter of the remaining lease term or the estimated useful lives of the improvements.

Capital Leases

Assets held under capital leases are recorded at the lower of the net present value of the minimum lease payments or the fair value of the leased asset at the inception of the lease. Depreciation is computed using the straight-line method over the shorter of the estimated useful lives of the assets or the period of the related lease.

Inventory

Inventory is valued at the lower of cost or market. Cost is determined on the weighted average method. As of December 31, 2001, inventory consisted only of finished goods. There was no inventory as of December 31, 2002.

Concentration of Credit Risk

Concentration of credit risk with respect to trade accounts receivable is not diversified. As of December 31, 2002 91% of the trade receivable were from Chase Merchant Services, LLC. The loss of Chase Merchant Services to our Company would be severely detrimental and could result in the termination and liquidation of our Company. Our Company actively evaluates the creditworthiness of Chase Merchant Services, LLC and is confident that the failure of the firm is neither likely nor imminent.

Advertising

Advertising costs are expensed in the year incurred.

Reclassification

Certain reclassifications have been made to the 2001 consolidated financial statements to conform with the 2002 presentation.

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ACCESSPOINT CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
DECEMBER 31, 2002 AND 2001

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### Note B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Earnings Per Common Share

Earnings per common share amounts are computed by dividing net income amounts by weighted-average common stock and common stock equivalents shares (when dilutive) outstanding during the period. Diluted earnings per share were not presented because they were considered to be anti-dilutive.

#### Stock-based Compensation

Statement of Financial Accounting Standards ("SFAS") No. 148, "Accounting for Stock Based Compensation - Transition and Disclosure (An amendment of FASB Statement No. 123)", established accounting and reporting standards for stock based employee compensation plans (See Note H). As permitted by the standard, our Company accounts for stock-based employee compensation arrangements in accordance with the provisions of Accounting Principles Board Opinion ("APB") No. 25, "Accounting for Stock Issued to Employees," and complies with the disclosure provisions of SFAS ("SFAS") 123, "Accounting for Stock-Based Compensation." Under APB 25, compensation cost is recognized over the vesting period based on the difference, if any, on the date of grant between the fair value of our Company's stock and the amount an employee must pay to acquire the stock. Our Company has never accounted for awards of stock-based employee compensation under the intrinsic value method of APB No. 25.

#### Impairment of Long-Lived Assets

Our Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. If the estimated future cash flows (undiscounted and without interest charges) from the use of an asset were less than the carrying value, a write-down would be recorded to reduce the related asset to its estimated fair value. There have been no write-downs for the years ended December 31, 2002 and 2001.

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ACCESSPOINT CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
DECEMBER 31, 2002 AND 2001

### Note C - CASH

Our Company maintains its cash balances at various banks in the United States. The balances are insured by the Federal Deposit Insurance Corporation up to \$100,000. As of December 31, 2002 and 2001, there were no uninsured balances held at these banks.

### Note D - FIXED ASSETS

Fixed assets consist of the following:

	2002	2001
Furniture and fixtures	\$ 0	\$71,364
Office equipment	0	244,623

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Computer hardware and software	631,922	1,022,195
Leasehold improvements	2,064	0
	633,986	1,338,182
Accumulated depreciation and disposal		
	(455,847)	(936,497)
Total	\$ 178,139	\$ 401,685

For the years ended December 31, 2002 and 2001, our Company recorded depreciation of \$221,743 and \$326,872, respectively.

### Note E- COMMITMENTS

Capital Leases - Our Company leases certain machinery and equipment under agreements that are classified as capital leases. The cost of equipment under capital leases is included in the Balance Sheets as fixed assets; see Note D regarding related amounts. Future minimum payments under capital leases as of December 31, 2002, are as follows:

	2003	\$ 415,886
	2004	3,574
		\$ 419,460
Total minimum lease payments		419,460
Less amount representing interest		(62,919)
Present value of minimum lease payments		356,541
Less current maturities of capital lease obligations		(356,541)
Long-term capital lease obligations		\$0

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### ACCESSPOINT CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2002 AND 2001

### Note E - COMMITMENTS (CONTINUED)

Operating Leases - In October 2002, our Company entered into a Master Support Services Agreement ("Agreement") with Merchants Billing Services ("MBS"). This Agreement calls for the payment of \$180,000 per month for salaries, office space & utilities, travel & entertainment, telecommunications, professional services and a management fee, with a quarterly adjustment of the payment based on actual expenses for the preceding three months activity. Associated with the Agreement was the assignment of that certain Agreement of Sublease ("Sublease") dated as of August 2002 between Veridian and our Company. Veridian and the landlord Carlsberg Properties, Inc agreed upon the assignment of the Sublease. The Agreement is for an initial period of one year, but was terminated effective June 30, 2003. Future minimum service payments under the Agreement are:

	2003	\$ 960,000
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Operating lease expense for the years ended December 31, 2002 and 2001 was \$230,453 and \$526,580, respectively.

### NOTE F - STOCK AND STOCK WARRANTS

Our Company has two classes of capital stock: Preferred Stock and Common Stock. Holders of common stock are entitled to one vote for each share held. Preferred stock holders are not entitled to voting privileges and are convertible into Common Stock under certain circumstances on a share-for-share basis.

At December 31, 2002, our Company has 25,000,000 Common Shares authorized and 24,163,965 shares issued and outstanding, of this amount 18,687,491 were restricted pursuant to Rule 144 of the Securities Act of 1933. Our Company had 5,000,000 Preferred Shares authorized and 1,055,600 issued and outstanding.

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### ACCESSPOINT CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2002 AND 2001

### NOTE F - STOCK AND STOCK WARRANTS (continued)

In addition, our Company had outstanding at December 31, 2002, 482,223 warrants convertible into common shares at various prices ranging from \$0.34 to \$7.50, with expirations dates through November 2006.

Exercise Price Range	Weighted Average Amount	Contractual Life	Weighted Average Exercise Price
\$0.01 - \$0.34	80,000	21 months	\$0.34
\$0.71 - \$0.81	312,223	46 months	\$0.78
\$5.25 - \$6.00	90,000	23 months	\$5.96

Reconciliation of stock warrants from December 31, 2001 to December 31, 2002 is as follows:

Balance at December 31, 2000	1,735,000
Warrants expired or exercised	(275,000)
Warrants issued	312,223
Balance at December 31, 2001	1,772,223
Warrants expired or exercised	(1,290,000)
Warrants issued	0
Balance at December 31, 2002	482,223

At December 31, 2002, our Company does not have enough common stock authorized for the possible exercise of options and warrants which could total:

Exercise of common stock warrants	482,223
Exercise of employee stock options	1,776,445
	2,258,668

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Our Company intends to increase the authorized number of shares by vote of its shareholders subsequent to December 31, 2002.

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### ACCESSPOINT CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2002 AND 2001

#### Note G - LOSS PER SHARE

Basic net loss per share is computed using the weighted average number of common shares outstanding. The dilutive effect of earnings per share were not presented because they were considered to be anti-dilutive. The computations of basic net earnings per share for 2002 and 2001 are as follows:

	2002	2001
Net (loss) from operations	\$(6,846,552)	\$(3,906,462)
Basic weighted average shares	23,826,300	19,509,000
Net (loss) per share from continuing operations:		
Basic	(\$0.29)	(\$0.20)

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### ACCESSPOINT CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2002 AND 2001

#### Note H - EMPLOYEE STOCK OPTIONS AND BENEFIT PLANS

In March 1999, our Company's stockholders approved the Accesspoint Corporation 1999 Stock Incentive Plan ("the Plan"), which superseded and incorporated, in all respects, the Accesspoint Corporation 1997 Stock Option Plan. Under the Plan, incentive or non-statutory stock options may be granted to employees, directors, and consultants. The options, option prices, vesting provisions, dates of grant and number of shares granted under the plans are determined primarily by the Board of Directors or the committee authorized by the Board of Directors to administer such plans. The Plan also permits payment in shares of our Company's common stock for options to be exercised. The maximum number of shares of our Company's common stock available for issuance under the Plan is six million (6,000,000) shares. Proceeds received by our Company from exercise of stock options are credited to common stock and additional-paid-in capital. Additional information with respect to the Plan's stock option activity is as follows:

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	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 2000	3,842,000	\$.81
Granted	264,000	\$.72
Exercised	(1,000)	\$.43
Cancelled	(476,000)	\$2.50
Outstanding at December 31, 2001	3,629,000	\$.59
Granted	0	0
Exercised	0	0
Cancelled	(1,852,555)	\$.81
Outstanding at December 31, 2002	1,776,445	\$.35
Options exercisable at December 31, 2001	3,629,000	\$.55
Options exercisable at December 31, 2002	1,776,445	\$.35

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ACCESSPOINT CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
DECEMBER 31, 2002 AND 2001

Note H - EMPLOYEE STOCK OPTIONS AND BENEFIT PLANS (continued)

Stock options exercisable at December 31, 2002:

Range of Exercise Prices	Number of Shares Exercisable	Weighted Average Exercise Price
\$0.32-0.37	1,776,445	\$ .35

Our Company has elected to follow APB Opinion No. 25 (Accounting for Stock Issued to Employees) in accounting for its employee stock options. Accordingly, no compensation expense is recognized in our Company's financial statements because the exercise price of our Company's employee stock options equals or exceeds the market price of our Company's common stock on the date of grant. If under Financial Accounting Standards Board Statement No. 123 (accounting for Stock Based Compensation) our Company determined compensation costs based on the fair value at the grant date for its stock options, net earnings and earnings per share would have been reduced to the following pro forma amounts:

	2002	2001
Net earnings (loss):		
As reported	\$ (6,846,552)	\$ (3,869,048)
Pro forma	\$ (6,846,552)	\$ (4,172,954)
Basic (loss) per share:		
As reported	(\$0.29)	(\$0.20)
Pro forma	(\$0.29)	(\$0.21)

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ACCESSPOINT CORPORATION  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
 DECEMBER 31, 2002 AND 2001

Note H - EMPLOYEE STOCK OPTIONS AND BENEFIT PLANS (continued)

The weighted average estimated fair value of stock options granted during 2002 and 2001 was \$0.00 and \$0.08 per share, respectively. These amounts were determined using the Black-Scholes option-pricing model, which values options based on the stock price at the grant date, the expected life of the option, the estimated volatility of the stock, the expected dividend payments, and the risk-free interest rate over the expected life of the option. The assumptions used in the Black-Scholes model were as follows for stock options granted in 2002 and 2001:

	2002	2001
Risk-free interest rate	4.50%	5.50%
Expected volatility of stock	300%	350%
Dividend yield	0.0%	0.0%
Expected life of options	36 months	36 months

The Black Scholes option valuation model was developed for estimating the fair value of traded options that have no vesting restrictions and are fully transferable. Because option valuation models require the use of subjective assumptions, changes in these assumptions can materially affect the fair value of the options, and our Company's options do not have the characteristics of traded options, the option valuation models do not necessarily provide a reliable measure of the fair value of its options.

Note I - DEBT

At December 31, 2002 and 2001, our Company had notes payable outstanding in the aggregate amount of \$984,460 and \$1,414,658, respectively. Payable as follows:

	2002	2001
Note payable to the trust of a related party, interest at 12% per annum, due on demand	\$0	\$100,000
Note payable to a partnership, 10% per annum, due December 6, 2002, to a related party	0	160,000
Note payable to a corporation, interest at 5% per annum, due on demand	0	167,500
Note payable to an individual, interest at 5% per annum, due on demand	115,000	115,000
Various notes payable to a related party, interest rates from 8-10% per annum, due in 2002	0	119,000

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### Note I - DEBT (continued)

Note payable to a corporation, interest at 8% per annum, due October 16, 2001, convertible at the option of the holder into common stock equal to the face value of the note, currently in default	450,000	450,000
Capitalized lease obligations, interest at varying rates, payments through May 2004, currently in default.	419,460	303,158
	984,460	1,414,658
Current portion	\$984,460	\$1,414,658

### Note J - COMPENSATED ABSCENSES

As of December 31, 2002 our Company had no employees. Under the terms of the Master Support Services Agreement, Merchants Billing Services assumed accrued vacation liability for employees. As of December 31, 2002 the total vacation liability assumed by MBS was \$29,602. As of December 31, 2001 the total vacation liability was \$73,466.

### Note K - RELATED PARTY TRANSACTIONS

Our Company has entered into a number of relationships that fit the definition provided by Statement of Financial Accounting Standards No. 57, "Related Party Disclosures". An entity that can control or significantly influence the management or operating policies of another entity to the extent one of the entities may be prevented from pursuing its own interests.

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## ACCESSPOINT CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2002 AND 2001

### Note K- RELATED PARTY TRANSACTIONS (continued)

MBS is also an agent of our Company and sells our Company's products and services through its own network of subagents and sales personnel. As of December 31, 2002, under the terms of the agency agreement with MBS, our Company paid \$101,558 in residuals.

Pursuant to the terms of that certain Settlement and Mutual Release Agreement dated June 26, 2002, all liabilities as of the date of the settlement agreement owing and payable to James Bentley et. al., former directors, officers and current shareholders of our Company, were assigned to NIS for repayment. NIS contributed the obligation to the Company as capital. The Company recorded the conversion of the obligations previously outstanding as a credit to Stockholders Equity - Additional Paid in Capital in the amount of \$420,250.

### Note L - INCOME TAXES

Total Federal and State income tax expense for the years ended December



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31, 2002 and 2001 amounted to \$2,400 and \$2,400, respectively. This represent the minimum annual tax liability under California tax code for the year 2001. No future benefit for the realization of an operating loss carry-forward, in the form of an asset, has been recognized due to the ongoing nature of the losses and the potential inability for our Company to ever realize their benefit. For the years ended December 31, 2002 and 2001, there is no material difference between the federal statutory tax rate and the effective tax rate. At years ended December 31, 2002 and 2001 our Company had available net operating loss carry-forwards of approximately \$13,833,000 and \$10,900,000 respectively, after adjusting for limitation, to be offset against future taxable income. The operating loss carry forwards will expire at various dates through the year 2016.

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### ACCESSPOINT CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2002 AND 2001

#### Note M - FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts of cash, accounts receivable, deposits and accounts payable approximate their fair value because of the short maturity of those instruments.

The carrying amounts of our Company's long-term debt and capital lease obligations approximate their fair value because of the short maturity and/or interest rates which are comparable to those currently available to our Company on obligations with similar terms.

#### Note N - NET INTEGRATED SYSTEMS, INC.

On December 20, 2001 our Company entered into several agreements with Net Integrated Systems, Inc. ("NIS") in conjunction with a Five Million Dollar (\$5,000,000) Secured Revolving Line of Credit. On October 15, 2002, in a verbal report delivered by Mr. William R. Barber, a Director of NIS, the Board of Directors was informed that NIS had been placed in receivership and would no longer provide a source of financing, liquidity or management services to our Company. Upon that date, the Board of Directors, by unanimous decision, voted to terminate all agreements with NIS, revoke any warrants, option or voting rights extended pursuant to those agreements, and demand return of the stock issued to NIS in consideration for extension of that certain Secured Revolving Line of Credit to our Company's treasury. In May 2003, the proxies and voting powers of the shares were assigned to the disinterested members of the Board of Directors.

#### Note O - LITIGATION AND CONTINGENCIES

Our Company is subject to various claims and legal proceedings covering a wide range of matters that arise in the ordinary course of its business activities. Listed below are only those matters considered to be material to our Company by management and its counsel.

Citicorp - During 2001 our Company vacated office facilities it had leased under an operating lease agreement in Chicago, Illinois. The lessor subsequently filed suit against our Company for the remaining

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amount of unpaid rent and other various expenses. A judgment was filed against our Company in the amount of \$95,000. As of December 31, 2002 our Company has accrued for the liability in full on its Balance Sheet. No payments have been made.

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### ACCESSPOINT CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2002 AND 2001

#### Note O - LITIGATION AND CONTINGENCIES (continued)

Roycap - As of December 31, 2002 our Company was in default on its loan agreement with Roycap for repayment of a \$450,000 loan, plus accrued interest, which was due on October 16, 2001. In June 2002, Roycap filed formal suit on its claim. Our Company has recently entered into a settlement agreement wherein it stipulated to a \$730,000 judgment. The entire settlement amount has been accrued.

Bentley Promissory Notes - Various family trusts related to James W. Bentley, a former director of our Company, have filed three related actions seeking to collect in excess of \$500,000 in promissory notes allegedly due. Our Company believes these claims were settled by the June 26, 2002 Settlement and in any event, believes the sums due are substantially less than claimed. Our Company continues to fight these actions vigorously.

Merchants Warehouse.com - This is a claim against PSI for breach of an independent sales agent agreement. The claim is disputed. The matter was submitted to arbitration and was heard by the arbitrator. The arbitrator made in interim award of \$296,720 and denied our Company's counterclaim. Our Company is directed to pay the agent residuals according to the terms of our Company's agreement with the agent. Our Company has made all payments to the agent since the date of the award. The amount of the award has been accrued.

Northwest Systems, LLC - Two inter-related claims, one lawsuit and one arbitration claim arising out of a dispute over a contract whereby PSI agreed to purchase certain merchant accounts from Northwest Systems, LLC ("NWS"). The first case (lawsuit) seeks to recover damages of \$300,000 for alleged breach of the contract to purchase, while the second case (arbitration) claims that NWS has not been paid all residual payments due it under its agency contract with PSI. In May 2003, an award in the arbitration claim in the amount of \$149,000 was made for the benefit of the plaintiff. The Company has accrued the entire amount of the judgment. The Company continues to vigorously defend itself against the lawsuit.

EAB Leasing Corp. - This action by an equipment lessor on a defaulted lease was settled. Pursuant to the settlement, a stipulated judgment was entered in the amount of \$72,000, which has been fully accrued. Our Company is paying this off at the rate of \$3,000 per month.

Moceri Leasing Co. - This is an action by an equipment lessor on a defaulted lease. Our Company is vigorously defending itself against this claim. The total amount, estimated to be \$25,000, of any potential judgment for the value of the equipment, has been fully accrued.

ACCESSPOINT CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
DECEMBER 31, 2002 AND 2001

Note O - LITIGATION AND CONTINGENCIES (continued)

Leverage Leasing Co. - This is an action by an equipment lessor on a defaulted lease. An out-of-state judgment in the amount of \$34,000 has been made against the Company. The total amount of any potential judgment for the value of the equipment has been accrued.

CIT Communications Co. - This is an action by an equipment lessor on a defaulted lease. Our Company is vigorously defending itself against this claim. The total amount of any potential judgment for the value of the equipment has been accrued.

Global Attorneys Network Co. - This is an action filed on behalf of an equipment lessor on a defaulted lease. In April 2003 the matter was settled for \$16,900. This amount has been accrued.

Arden Realty, Inc. - This is an action brought by a former landlord of PSI to recover unpaid rent. Our Company has entered into a settlement agreement with a stipulated judgment of \$57,789. Our Company has paid \$20,000 toward the satisfaction of this judgment. The remaining balance has been accrued.

Floratos, Loll & Devine - This is a claim asserted by former attorneys for our Company for services performed. Our Company has entered into a settlement agreement with a stipulated judgment in the approximate amount of \$85,000. The total amount has been accrued.

Bas Mulder - This is a lawsuit filed by the former owner and employee of Black Sun Graphics, Inc. ("BSG"), claiming damages in excess of \$430,000 related to the purchase of BSG by our Company. Our Company intends to vigorously defend this action. Our Company has entered into a verbal agreement to settle the action and has satisfied part of the terms of the verbal agreement. No trial date has been set. An accrual has been made for the potential of an adverse outcome.

ACCESSPOINT CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
DECEMBER 31, 2002 AND 2001

Note O - LITIGATION AND CONTINGENCIES (continued)

Bentley v. William R. Barber, et al. - On March 22, 2002, James Bentley ("Plaintiff"), a shareholder and former employee and director of our Company, filed a shareholder derivative lawsuit against our Company and several individual defendants for breach of contract, breach of fiduciary duty, misappropriation of trade secret, recovery of personal

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property, imposition of a constructive trust, unfair competition in violation of Business and Profession Code Section 17200, conversion, unfair business practices, and usurpation of corporate opportunity. On several occasions, Plaintiff also sought provisional remedies with the Court, including multiple applications for preliminary injunction and the appointment of a receiver. To date, none of Plaintiff's requests for provisional relief have been granted. On June 26, 2002, the parties to the action executed a Settlement Agreement. Plaintiff purported to rescind the Settlement Agreement in early December 2002. Plaintiff thereafter filed an ex parte application for temporary restraining order, which the court denied on December 24, 2002. The Court set a hearing for Plaintiff's application for preliminary injunction in late January 2003. Plaintiff thereafter continued the hearing on the application for preliminary injunction on several occasions. Ultimately, after Defendant's; opposition to the preliminary injunction request was filed; Plaintiff took his application for preliminary injunction off calendar completely. A number of depositions and law and motion were conducted during January and February 2003. Currently the parties have agreed to a short stay of discovery pending the outcome of ongoing settlement negotiations, although Plaintiff has recently re-noticed several depositions. No trial date has been set. To the extent that settlement negotiations are not successful, our Company will vigorously contest Plaintiff's allegations and contention, including vigorously pursuing discovery in the case to obtain all information necessary to conduct a proper defense. Our Company has recorded no liability for the potential of an adverse outcome of the action.

PC Connection - This is an action by an equipment lessor. The parties signed a stipulation judgment in January 2003 in the amount of \$15,660. This amount has been accrued.

Other Litigation - The Company is currently involved in other litigation regarding breach on capital lease agreements. The total amount being sought is \$27,000, with full credit for interest and attorney's fees. It is likely the plaintiffs will prevail and the company has set up an allowance to cover any unfavorable outcomes.

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### ACCESSPOINT CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2002 AND 2001

#### Note P - PAYROLL TAXES

Our Company is currently in negotiations with the Internal Revenue Service ("IRS") in regards to employment taxes not paid by former management during the year 2000. The IRS has made formal demand of amounts due and unpaid, including interest and penalties, from our Company, and has filed tax liens against all assets of our Company. Our Company has filed a request for an "Offer in Compromise" of all amounts owed by our Company. The IRS has recorded the request and halted all other collection activity until it has had time to review the matter. As of the date of this report the IRS has not responded to our Company.

Our Company has recorded its liability in full to the IRS, including penalties and interest, on its Balance Sheet. At December 31, 2002 the

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approximate amounts owed by each Company are as follows:

Accesspoint	\$	592,543
PSI		718,177
BSG		48,602
		\$1,359,322

Our Company also owes unpaid employment taxes to the California Employment Development Department ("EDD"). Our Company has entered into an installment agreement with the EDD and has been making all required payments. Our Company has recorded in full, including penalties and interest, its liability to the EDD as a liability on its Balance Sheet. At December 31, 2002 the remaining amount owed to the EDD is approximately \$53,000.

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### ACCESSPOINT CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) DECEMBER 31, 2002 AND 2001

#### Note Q - DEFERRED FINANCING COSTS

In December 2001, our Company, in accordance with APB 21 and SAB 79 our Company has recorded a deferred financing cost asset of \$6,326,381. This amount is based on the number of shares that three shareholders directly transferred to Net Integrated Systems, Inc. (NIS) as an inducement for NIS to enter into the Revolving Line of Credit Agreement.

Our Company will amortize the deferred financing cost over the life of the line of credit, which is five years. For the years ended December 31, 2002 and December 31, 2001 the Company recorded amortization expense of \$1,265,276 and \$37,414, respectively.

As described in Note N to the financial statements, the Revolving Line of Credit Agreement and related Management Agreement with NIS, was terminated. This resulted in the Company recording a write down on the deferred financing cost asset of \$3,756,927 in the year ended December 31, 2002.

#### NOTE R - GOING CONCERN

The accompanying financial statements, which have been prepared in conformity with accounting principles generally accepted in the United States of America, contemplates the continuation of the Company as a going concern. However, the Company has sustained significant recurring operating losses, has limited capital resources, is involved in several pending lawsuits and has been assessed by the Internal Revenue Service for unpaid payroll taxes. Continuation of the Company as a going concern is contingent upon the ability of the Company to expand its operations, generate increased revenues, secure additional sources of financing and sell a portion of the merchant portfolio. However, there is no assurance that the Company will realize the necessary capital expansion.

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### ITEM 8. CHANGES IN AND DISAGREEMENT WITH ACCOUNTANT ON ACCOUNTING AND FINANCIAL DISCLOSURES

On April 4, 2003, in an email addressed to the controller of our Company, Lichter, Weil & Associates, independent auditors to the registrant, resigned.

During the past two years the audited financial statements of the registrant prepared by Lichter, Weil & Associates contained an adverse opinion that expressed that certain conditions indicated the Company might be unable to continue as a going concern. The prior principal accountant's report on the financial statement for either of the past two years did not contain a disclaimer of opinion, nor were the opinions qualified or modified as to uncertainty, audit scope, or accounting principles.

During the past two years, and the interim period since the date of the last audit, December 31, 2001, there has been no disagreement with the former accountant on any matter of accounting principles or practices, financial statement disclosure, or auditing scope of procedure.

The Audit Committee of the Board of Directors has approved the change of the accountant and on April 25, 2003, the registrant engaged the firm of Mendoza Berger & Company, LLP, Certified Public Accountants, as the principal accountant to audit the registrant's financial statements. The Audit Committee of the Board of Directors has approved the engagement of this firm as principal accountant.

During the registrant's two most recent fiscal years, or any subsequent interim period, the registrant has not consulted the newly engaged accountant regarding the application of accounting principles to a specified transaction, or the type of audit opinion that might be rendered on the registrant's financial statements nor has it consulted the newly engaged accountant regarding any matter that was either the subject of a disagreement or a reportable event.

In March 2003, the former accountant advised the registrant of the need to expand the scope of its audit, that information had come to the accountant's attention during the time period covered by the audit then under way, that if further investigated, may have caused it to question management's representations or the information contained within its financial statements. Due to the accountant's resignation on April 4, 2003, concurrently with the preliminary assessments of, and the commencement of, the additional work required for an investigation, the accountant did not expand the scope of its audit or conduct such further investigation beyond such preliminary steps.

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### PART III

#### ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

##### A. DIRECTORS AND EXECUTIVE OFFICERS

The following table and text sets forth the names and ages of all directors and executive officers of our Company and the key management personnel as of

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December 31, 2002. The Board of Directors of our Company is comprised of only one class. All of the directors will serve until the next annual meeting of stockholders, until their successors are elected and qualified, or until their earlier death, retirement, resignation or removal. Executive officers serve at the discretion of the Board of Directors, and are appointed to serve until the first Board of Directors meeting following the annual meeting of stockholders. Except as otherwise noted, there are no family relationships among directors and executive officers. Also provided is a brief description of the business experience of each director and executive officer and the key management personnel during the past five years and an indication of directorships held by each director in other companies subject to the reporting requirements under the Federal securities laws.

### DIRECTORS & EXECUTIVE OFFICERS

NAME	AGE	POSITION
Eugene Valentine	52	Chairman of the Board of Directors
William B. Barber	57	CEO, President, Director
Christine Crocker	36	Secretary
Joseph Byers	76	Director
William Devore	62	Director
Michael Savage	82	Director

### KEY MANAGEMENT PERSONNEL

NAME	AGE	POSITION
Lawrence C Early	37	Controller

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Mr. Eugene C. Valentine, Chairman of the Board, Member of the Audit Committee, Member of the Compensation Committee. Mr. Valentine joined the Board in October 2002. Mr. Valentine is the founder and CEO of the Financial West Group, based in Los Angeles. Mr. Valentine founded the Financial West Investment Group, Inc. in 1985. A firm with over 300 registered sales representatives in 52 offices throughout the United States. Mr. Valentine's experiences included serving for four years as Vice President of Marketing for Christopher Weil & Co., a NASD registered broker/dealer, and he was director of Real Estate Acquisitions for Windfarms, Ltd., an alternative energy subsidiary of Chevron USA. He also served as a stockholder and officer of Horizon Realty, a real estate brokerage firm located in San Francisco, following six years as a naval officer. He is a NASD registered securities principal, received a BS degree from Bethany College, and attended the University of Vienna, Austria. Mr. Valentine, through the Financial West Group is a shareholder of Accesspoint. Mr. Valentine is also the chairman of the Audit Committee. As an active participant in the securities industry, we have determined that Mr. Valentine is a financial expert and is independent as that term is used in Item 7(d)(3)(iv) of Schedule 14A under the Exchange Act.

Mr. Michael Savage joined the Board in January 2003. Mr. Savage has been the founder of more than 15 successful companies, including Capital Reserve Corporation of Los Angeles. He has extensive business experience in equipment leasing, technology and the development of new marketplaces. Mr. Savage is expected to focus his energies on the development of our affinity cards. Mr. Savage is not a shareholder of Accesspoint.

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Mr. William DeVore joined the Board in January 2003. Mr. DeVore is an international businessman focusing exclusively on China for more than 30 years. Mr. DeVore provides trade financing for exports to North America from the Chinese marketplace. Mr. DeVore intends to focus his energies in the development of our international opportunities. Mr. DeVore is not a shareholder of Accesspoint.

Mr. Joe Byers, Member of the Audit Committee, Member of the Compensation Committee. Mr. Byers joined the Board in January 2002. Mr. Byers has more than 40 years experience in the banking business and was most recently Senior Vice President of First National Bank based in Los Angeles. Mr. Byers focuses his time and attention on developing additional processing platforms and financial relationships for us. Mr. Byers is not a shareholder of Accesspoint.

Mr. William Barber, President and Chief Executive Officer. Mr. Barber has been a Director since October 2002. Mr. Barber has been actively involved with the development of a number of start-up ventures. He has experience in a wide variety of fields of business and is an active investor in a number of e-commerce companies. Mr. Barber served in the United States Marine Corps as a gunnery sergeant for 23 years, retiring from active service in 1991. Mr. Barber is a shareholder of Accesspoint.

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### B. COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers and persons who own more than ten percent of a registered class of our equity securities, to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of common stock and other equity securities of Accesspoint. Officers, directors and greater than ten percent stockholders are required by SEC regulations to furnish us with copies of Section 16(a) forms they file.

To our knowledge, based solely on review of the copies of such reports furnished to us, we believe that, during the year ended December 31, 2002, all of our officers, directors and greater-than-ten percent stockholders complied with all Section 16(a) filing requirements.

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## PART III

### ITEM 10. EXECUTIVE COMPENSATION

The following table sets forth information regarding compensation earned for our Company's fiscal year ended December 31, 2002, by our Chief Executive Officer and other covered persons:

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Other (\$)	Restricted Stock Award(s) (\$)
William B. Barber	2002	\$4,000	\$ 0	\$ 0	\$ 0



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CEO & President

### A. INDIVIDUAL EXECUTIVE COMPENSATION

There were no options granted to the Named Executive Officers during the year 2002.

There were no options exercised by the Named Executive Officers during 2002:

There were no awards made to the Named Executive Officers by us of stock options under any Long-Term Incentive Plan during the year 2002.

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### ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information as of December 31, 2002 with respect to (i) the beneficial ownership of our Common Stock by each beneficial owner of more than 5% of the outstanding shares of our Common Stock of our Company, each director, each executive officer and all executive officers and directors as a group, (ii) the number of shares of Common Stock owned by each such person and group and (iii) the percent of our Common Stock so owned. Share ownership is based upon 24,163,995 shares of common stock issued and outstanding on December 31, 2002.

TITLE OF CLASS	NAME OF BENEFICIAL OWNER	ADDRESS OF BENEFICIAL OWNER	
Common	Net Integrated Systems, Ltd. (2)	Sofia House 48 Church Street Hamilton HM GX, Bermuda	4,332,735 18%
-----			
Common	* Tom Djokovich	23332 Vista Carillo Laguna Niguel, CA 92677	3,605,257 15%
-----			
Common	Access Holdings LP (3)	26482 Valpariso Mission Viejo, CA 92677	1,905,037 8%
-----			
Common	* Alfred Urcuyo	22729 Baltar St. West Hills, CA 91304	1,621,124 7%
-----			
Common	All Directors & Executive Officers as a group		11,464,153 48%
-----			

2 Net Integrated Systems, Ltd. ("NIS") acquired its shares as a result of a series of transactions and agreements consummated on or about December 14, 2001. Those agreements were terminated effective October 15, 2002. We are currently awaiting the return of stock issued in consideration for the entrance of NIS into the aforementioned agreements.

3 Benefiting James W. Bentley and Mary Ann Bentley and family.

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A. OUTSTANDING OPTIONS AND WARRANTS

As of December 31, 2002, we had granted a total of 3,639,000 options under our 1999 Plan, of which 2,578,106 are outstanding as of December 31, 2001. Of the options outstanding, 1,776,445 qualified options were issued to employees to purchase shares of our Common Stock under our 1999 Plan. In addition to the options granted to employees, we had issued 792,286 qualified options, 9,375 non-qualified options and 482,223 warrants to consultants and non-employee Directors.

B. COMPENSATION OF DIRECTORS

We pay no compensation to our Directors. Only William R. Barber is a Director and also an officer. With the exception of Mr. Early and Mr. Barber, We lease all our employees from MBS, which pays the employees for services.

C. DESCRIPTION OF SECURITIES

Our authorized capital stock as of December 31, 2001 consists of 30,000,000 shares divided into 25,000,000 shares of Common Stock, par value \$0.001 per share and 5,000,000 shares of Preferred Stock, par value \$0.001 per share. There were 24,163,995 Common Shares issued and outstanding as of December 31, 2002. There were 1,055,600 shares of Preferred Stock issued and outstanding as of December 31, 2002.

Common Stock has equal voting rights and, when validly issued and outstanding are entitled to one vote per share in all matters to be voted upon by shareholders. The shares of Common Stock have no preemptive, subscription, conversion or redemption rights and may be issued only as fully-paid and non-assessable shares. Cumulative voting in the election of directors is not permitted, which means that the holders of a majority of the issued and outstanding shares of Common Stock represented at any meeting at which a quorum is present will be able to elect the entire Board of Directors if they so choose and, in such event, the holders of the remaining shares of Common Stock will not be able to elect any directors. In the event of liquidation of our Company, each shareholder is entitled to receive a proportionate share of our assets available for distribution to shareholders after the payment of liabilities and after distribution in full of preferential amounts, if any. All shares of our Common Stock issued and outstanding are fully-paid and nonassessable. Holders of the Common Stock are entitled to share pro rata in dividends and distributions with respect to the Common Stock, as may be declared by the Board of Directors out of funds legally available therefore.

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D. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Except for acts or omissions which involve intentional misconduct, fraud or known violation of law or for the payment of dividends in violation of Nevada Revised Statutes, there shall be no personal liability for our directors or officers to Accesspoint or its stockholders for damages for breach of fiduciary duty as a director or officer. We may indemnify any person for expenses

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incurred, including attorneys fees, in connection with their good faith acts if they reasonably believe such acts are in and not opposed to the best interests of us and for acts for which the person had no reason to believe his or her conduct was unlawful. We may indemnify the officers and directors for expenses incurred in defending a civil or criminal action, suit or proceeding as they are incurred in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount of such expenses if it is ultimately determined by a court of competent jurisdiction in which the action or suit is brought that such person is not fairly and reasonably entitled to indemnification for such expenses which the court deems proper.

a) Statutes Regarding Indemnification of Directors, Officers, Employees and Agents

So far as permitted by the Nevada Business Corporation Act, we may indemnify our directors and officers against expenses and liabilities they incur to defend, settle or satisfy any civil or criminal action brought

against them on account of their being or having been Company directors or officers unless, in any such action, they are adjudged to have acted with gross negligence or to have engaged in willful misconduct.

Section 78.751(1) of the Nevada Revised Statutes ("NRS") authorizes a Nevada corporation to indemnify any director, officer, employee, or corporate agent "who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation" due to his or her corporate role. Section 78.751(1) extends this protection "against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful."

Section 78.751(2) of the NRS also authorizes indemnification of the reasonable defense or settlement expenses of a corporate director, officer, employee or agent who is sued, or is threatened with a suit, by or in the right of the corporation. The party must have been acting in good faith and with the reasonable belief that his or her actions were not opposed to the corporation's best interests. Unless the court rules that the party is reasonably entitled to indemnification, the party seeking indemnification must not have been found liable to the corporation.

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To the extent that a corporate director, officer, employee, or agent is successful on the merits or otherwise in defending any action or proceeding referred to in Section 78.751(1) or 78.751(2), Section 78.751(3) of the NRS requires that he or she be indemnified "against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense."

Section 78.751(4) of the NRS limits indemnification under Section 78.751(1) and 78.751(2) to situations in which either (i) the stockholders; (ii) the majority of a disinterested quorum of directors; or (iii) independent legal counsel determine that indemnification is proper under the circumstances.

Pursuant to Section 78.175(5) of the NRS, the corporation may advance an officer's or director's expenses incurred in defending any action or proceeding

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upon receipt of an undertaking. Section 78.751(6)(a) provides that the rights to indemnification and advancement of expenses shall not be deemed exclusive of any other rights under any bylaw, agreement, stockholder vote or vote of disinterested directors. Section 78.751(6)(b) extends the rights to indemnification and advancement of expenses to former directors, officers, employees and agents, as well as their heirs, executors, and administrators.

Regardless of whether a director, officer, employee or agent has the right to indemnity, Section 78.752 allows the corporation to purchase and maintain insurance on his or her behalf against liability resulting from his or her corporate role.

Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to officers, directors or persons controlling Accesspoint pursuant to the foregoing, we have been informed that in the opinion of the U.S. Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable.

### E. ARTICLES OF INCORPORATION

Article Twelve of the Articles of Incorporation provides that "No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts of omissions prior to such repeal or modification."

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## PART IV

### ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We have entered into a number of relationships that fit the definition provided by Statement of Financial Accounting Standards No. 57, "Related Party Disclosures". An entity that can control or significantly influence the management or operating policies of another entity to the extent one of the entities may be prevented from pursuing its own interests.

Mr. William R. Barber, President and Chief Executive Officer and Director, was appointed as an officer and director in November 2002. The transactions described below occurred both before and after Mr. Barber commenced to serve as an officer and director.

Mr. Barber is the principal owner of Ameropa, Inc. ("Ameropa"), a Bahamas corporation. Ameropa owned two Bermuda corporations, Internet Online Services, Inc. ("IOS") and Network Integrated Systems, Ltd. ("NIS"). Mr. Barber and two colleagues agreed to provide funding to Accesspoint. Although IOS and Ameropa advanced funds from time to time, Mr. Barber and his colleagues decided to consolidate the funding agreements in NIS. Accordingly we entered into a written Secured Loan Agreement and associated Revolving Line of Credit Secured Promissory Note (together "Line of Credit") with NIS on December 14, 2001. Concurrently, on December 14, 2001, we also entered into a written Management Agreement with NIS. Under the Line of Credit NIS agreed to advance to us from

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time to time as we requested advances not to exceed \$5,000,000. All outstanding balances would bear interest at six percent (6%) per annum. NIS has the right to call the loan at any time. The Line of Credit is secured by a blanket security interest in all of our assets. Under the Line of Credit, we have granted to NIS certain powers of attorney for the protection and perfection of NIS's security interest in the collateral. Notwithstanding the rights that we granted to NIS, NIS may demand payment from us and have access to our collateral only after NIS has exhausted other sources of repayment. In connection with the Line of Credit, three of our shareholders, Tom M. Djokovich, Access Holdings Limited Partnership, and Alfred Urcuyo (together "Option Shareholders"), granted to NIS an option to purchase a total of 7,131,688 shares of our common stock at \$2.00 per share. If NIS elects to exercise its option, then the Option Shareholders have the right whether to contribute the option proceeds to us for repayment of the Line of Credit. If the Option Shareholders elect to contribute the proceeds to us, then NIS may not have recourse to our assets as a source of repayment. However, if we do not receive such option proceeds, then NIS may proceed against the collateral. Further, after 18 months, the Option Shareholders have the right to "call" the options. If NIS exercises the options, then the Option Shareholders are obligated to contribute the proceeds to us for repayment of the Line of Credit. If NIS refuses to exercise the options, then the options expire and NIS would have recourse to our assets for repayment of the Line of Credit.

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We also entered into a Management Agreement, dated December 14, 2001, with NIS. We appointed NIS as our general manager, with the duty and authority (subject to the approval of our board of directors) to manage the day-to-day operations of the business, including our financial affairs. Under this Management Agreement, we are obligated to pay NIS \$10,000 per month, but this "fee shall accrue and only be payable to the extent the Company shall have current operating profits reasonably sufficient to pay such fee." In addition, if we terminate the Management Agreement without cause, then we are obligated to pay NIS all amounts then owing, plus the sum of \$1.0 million. However, we also have the right to terminate the Management Agreement for cause. The term "cause" includes the "filing of a voluntary or involuntary application for or appointment of a receiver" for NIS. Mr. Barber owns 50% of Net Integrated Systems ("NIS") and serves as one of its three directors.

NIS appointed Ameropa as its agent to manage the relationship between NIS and us under the terms of the Line of Credit. In February 2002, Ameropa began to provide cash management services to us by sweeping our operating accounts on a daily basis and funding the same accounts as items were presented for payment. Through October 2002 we dealt exclusively with Ameropa for the funding of the Line of Credit. During the year ended December 31, 2002 there were more than 300 such transactions, none of a material size, between Ameropa and our various operating accounts. As of December 31, 2002 we were indebted to NIS under the Line of Credit in the amount of \$1,506,790. We have made no payments on this balance. During the period in which Ameropa managed the relationship between NIS and us, Mr. Barber did not have an operational role with us and he was not an officer or a member of the Board of Directors.

In October 2002, Mr. Barber, as a Director of NIS and 50% owner, placed NIS into receivership in Bermuda. Thereupon, we terminated the Management Agreement with NIS. NIS is currently in receivership in Bermuda and we have not received any indication from the receiver on behalf of NIS, of an intention to assert a claim against us. However we cannot guarantee that a claim will not be asserted in the future. On February 4, 2003, the Supreme Court of Bermuda entered an Order that NIS "be wound up". On the same day, the Supreme Court of Bermuda entered an Order consenting to the withdrawal by the other two directors of NIS of a challenge to the appointment of a receiver for NIS.

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In October 2002, we entered into a Master Support Services Agreement ("Services Agreement") with Merchants Billing Services, Inc. ("MBS"). The Agreement calls for MBS to provide underwriting, administrative support, customer support and technical support services as well as a source of financing, liquidity and cash management services to us. MBS is a Nevada corporation majority owned by Mr. Barber. On November 1, 2002 MBS assumed responsibility for the payment of all of our employees as well as the assumption of their related accrued vacation and sick time. On November 1, 2002 MBS established a series of control accounts for the receipt and management of our cash. These control accounts are designated "For the Benefit Of" and are segregated from the operating accounts of MBS. Authority to move and withdraw funds from these accounts resides exclusively with us. For the year ended December 31, 2002, there were more than 50 such transactions, none of a material size, between MBS and us. As of December 31, 2002, we were indebted to MBS for \$150,990.

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### ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K

#### A. EXHIBITS

The following Exhibits are incorporated herein by reference or are filed with this report as indicated below.

Exhibit No.	Description
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21.0	*List of Subsidiaries
22.0	MBS Master Support Services Agreement
23.0	MBS Revolving Line of Credit
24.0	MSB Secured Loan Agreement
25.0	Assignment and Agreement of Sublease
26.0	Sublease
27.0	Settlement and Mutual Release Agreement

#### B. REPORTS ON FORM 8-K

### ITEM 14. CONTROLS AND PROCEDURES

Within the 90 days prior to the date of this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Company's Chief Executive Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, our Company's Chief Executive Officer concluded that our Company's disclosure controls and procedures are effective in causing information to be recorded, processed, summarized, and reported to ensure that the quality and timeliness of our public disclosures complies with our SEC disclosure obligations. We have also taken into account the letter of resignation, dated December 31, 2002, but transmitted and received January 15, 2003, of Ms. Marcia Allen, a former director of Accesspoint, in which she criticized our internal processes and information flow. Her letter was filed as an exhibit to Form 8-K filed on January 17, 2003. There have been no significant changes in internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on the 15th day of April, 2003.

Dated: May 27, 2003

ACCESSPOINT CORPORATION

By:

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William R. Barber  
CEO, President and Director

Pursuant to the requirements of the Securities Act of 1934, this report has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
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President & Director May 27, 2003

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William R. Barber

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CONSENT OF Mendoza Berger & Company, LLP  
INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We consent to the incorporation by reference and use in the Annual Report on Form 10 KSB A-1, under the Securities Exchange Act of 1934 of our report on the consolidated financial statements of Accesspoint Corporation for the year ended December 31, 2002.

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Mendoza Berger & Company, LLP  
Irvine, California

Dated: May 30, 2003

CONSENT OF Lichter Weil and Associates  
INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

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We consent to the incorporation by reference and use in the Annual Report on Form 10 KSB A-1, under the Securities Exchange Act of 1934 of our report on the consolidated financial statements of Accesspoint Corporation for the year ended December 31, 2001.

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Lichter Weil & Associates  
San Diego, California

Dated: May 29, 2003