

HALIFAX CORP OF VIRGINIA
Form 10-K/A
July 29, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K/A
(AMENDMENT NO. 1)**

(Mark One)

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended March 31, 2009**

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____**

**Commission file Number 1-08964
Halifax Corporation of Virginia**

(Exact name of registrant as specified in its charter)

Virginia

54-0829246

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

5250 Cherokee Avenue, Alexandria, VA

22312

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(703) 658-2400**

Common Stock, \$.24 par value

NYSE AMEX

(title of each class)

(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past

90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not 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-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer. See definitions of accelerated filer, large accelerated filer and smaller reporting company:

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of September 30, 2008 was \$1,724,210 computed based on the closing price for that date.

Class	Outstanding as of July 28, 2009
Common	3,175,206

DOCUMENTS INCORPORATED BY REFERENCE:

None.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (the Form 10-K/A) to the Annual Report on Form 10-K for the year ended March 31, 2009, which was initially filed with the Securities and Exchange Commission (SEC) on June 30, 2009 (the Original Filing) is being filed with the SEC to provide the information required pursuant to the rules of the SEC in Part III, Items 10, 11, 12, 13 and 14 of the Original Filing.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, Item 15 of Part IV of the Original Filing has been amended to contain currently dated certifications from our Chief Executive Officer and Chief Financial Officer. The currently dated certifications are attached hereto as Exhibits 31.1 and 31.2. Because no financial statements are contained in this Amendment, we are not including certifications pursuant to 18 U.S.C. 1350.

All information contained in this Form 10K/A is as of the original filing date of the Annual Report on Form 10-K for the fiscal year ended March 31, 2009, unless otherwise noted, and does not reflect any subsequent information or events other than as described above.

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Forward-Looking Statements

Certain statements in this Annual Report on Form 10-K constitute forward-looking statements within the meaning of the Federal Private Securities Litigation Reform Act of 1995. While forward-looking statements sometimes are presented with numerical specificity, they are based on various assumptions made by management regarding future events over which we have little or no control. Forward-looking statements may be identified by words including anticipate, believe, estimate, expect and similar expressions. We caution readers that forward-looking statements, including without limitation, those relating to future business prospects, revenues, working capital, liquidity, income, and relationship with employees, are subject to certain risks and uncertainties that would cause actual results to differ materially from those indicated in the forward-looking statements. Factors that could cause actual results to differ from forward-looking statements include the concentration of our revenues, risks involved in contracting with our customers, including the difficulty to accurately estimate costs when bidding on a contract and the occurrence of start-up costs prior to receiving revenues and contracts with fixed price provisions, potential conflicts of interest, difficulties we may have in attracting and retaining management, professional and administrative staff, economic conditions, fluctuation in quarterly results, our ability to generate new business, our ability to maintain an effective system of internal controls, risks related to potential delisting from the NYSE AMEX, future ability to meet financial covenants under the Company's loan agreement, the availability of capital to finance operations and planned growth and ability to make payments on outstanding indebtedness, weakened economic conditions, reduced end-user purchases relative to expectations, pricing pressures, excess and obsolete inventory, acts of terrorism, energy prices, risks related to competition and our ability to continue to perform efficiently on contracts, and other risks and factors identified from time to time in the reports we file with the SEC. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected.

Forward-looking statements are intended to apply only at the time they are made. Moreover, whether or not stated in connection with a forward-looking statement, we undertake no obligation to correct or update a forward-looking statement should we later become aware that it is not likely to be achieved. If we were to update or correct a forward-looking statement, investors and others should not conclude that we will make additional updates or corrections thereafter.

All references to we, our, us, the Company, or Halifax refer, on a consolidated basis to Halifax Corporation of Virginia unless otherwise indicated.

PART III**Item 10. Directors, Executive Officers and Corporate Governance**

The following table sets forth certain information with respect to the current directors as of July 27, 2009:

Director	Age	Date First Elected	Principal Occupation and Employment; Other Background
John H. Grover	81	1984	John H. Grover is the Chairman of our Board of Directors. From December 2002 until its liquidation in December 2003, Mr. Grover served as President of Research Industries Incorporated, a private investment company. He served as Executive Vice President, Treasurer and director of Research Industries Incorporated from 1968 until June 2003, and as a director of TransTechnology Corporation, an aerospace engineering company, from 1969 to 1992. He has been a general partner of Grofam, L.P., an investment company, for over 10 years. In addition, he presently serves as a director of Westgate Partners, Inc., a real estate investment company, World Resources Co., a recycling company, Parkgate Group, LLC, a real estate investment company, Aviation Facilities Company, Inc., a real estate investment company, and Nano-C, Inc., a chemical manufacturing company.
Thomas L. Hewitt	70	2000	Thomas L. Hewitt has served as Chief Executive Officer of Global Governments LLC, a consulting firm, since June 2000. He founded Federal Sources, Inc., a market research and consulting firm, in December 1984, and served as Federal Sources, Inc.'s Chief Executive Officer until the sale of Federal Sources, Inc. in 2000. Prior to founding Federal Sources, Inc., Mr. Hewitt served as a Senior Vice President of Kentron, an information technology professional services company acquired by Planning Resource Corporation, a government IT service company, and held several senior level positions at Computer Science Corporation, an information technology systems integration company, including President of the Infonet Government Systems Division and Vice President of Program Development of the Systems Group. Mr. Hewitt is currently a director of GTSI Corp., a reseller of software and hardware.
Charles L. McNew	57	2000	Charles L. McNew joined the Company in July 1999 and was appointed President and Chief Executive Officer in May 2000. He was the Company's acting President and Chief Executive Officer from April 2000 to May 2000 and prior to that was its Executive Vice President and Chief Financial Officer. Prior to joining the Company, from July 1994 through July 1999, Mr. McNew was Chief Financial Officer and later Chief Operating Officer of Numerex Corporation, a publicly traded wireless telecommunications solutions company. Mr. McNew serves as a member of the Board of Directors of the Services Industry Association, a trade association.

Arch C.
Scurlock, Jr

62

2003

Arch C. Scurlock, Jr. has served as a financial analyst consultant since June 2003. Prior to such time, he served as Vice President of Research Industries Incorporated from 1987 until December 2003 and as a director of Research Industries Incorporated from 1983

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Director	Age	Date First Elected	Principal Occupation and Employment; Other Background
			until December 2003. From 1977 to 1987, Mr. Scurlock was a chemical engineer at Atlantic Research Corporation, a government research company.
John M. Toups	83	1993	John M. Toups currently serves as a director of GTSI Corp. and NVR, Inc., a residential construction company. Mr. Toups is on the board of Willdan Group, Inc., an engineering company located in California, a position he has held since 2007. Mr. Toups served as President and Chief Executive Officer of Planning Resource Corporation, an engineering and services company, from 1978 to 1987. Prior to that he served in various executive positions with Planning Reserve Corporation. For a short period of time in 1990, he served as interim Chairman of the Board of Directors and Chief Executive Officer of the National Bank of Washington and Washington Bancorp.
Daniel R. Young	75	2001	Daniel R. Young has served as a managing partner for The Turnberry Group, an advisory practice to chief executive officers and other senior executives, since October 2000. He also serves as a director of GTSI Corp. and NCI, Inc., an information technology systems engineer and integration company. Mr. Young was formerly Vice Chairman and Chief Executive Officer of Federal Data Corporation, a government IT service company, until 2000. He joined Federal Data Corporation in 1976 as the Executive Vice President, and in 1985 was elected President and Chief Operating Officer. Following the 1995 acquisition of Federal Data Corporation by The Carlyle Group, a private investment group, Mr. Young assumed the position of President and Chief Executive Officer. In 1998, he was elected Vice Chairman of the Board of Directors. Before joining Federal Data Corporation, Mr. Young was an executive of Data Transmission Company, an information technology company. He ultimately became Executive Vice President of Data Transmission Company, and, prior to that, held various engineering, sales and management positions at Texas Instruments, Inc., a computer equipment manufacturer. He also served in the U.S. Navy as a sea officer.
Donald M. Ervine	74	2009	Donald M. Ervine has served as Chairman of the Board of Directors of VSE Corporation, a company that provides diversified engineering and technical support services (VSE), since April 22, 2008. Prior thereto, he served as Chairman of the Board and Chief Executive Officer of VSE from 1992 to 2008 and in various other capacities since he joined VSE in 1983. Mr. Ervine completed a distinguished 27-year career of military service in 1983, including 24 years active-duty in the U.S. Navy achieving the rank of

Captain. Mr. Ervine holds a Bachelor's degree in Business Management from West Virginia Institute of Technology and a Master's degree in International Affairs from George Washington University. He is also a graduate of the Naval War College and the Industrial College of the Armed Forces

The information regarding executive officers contained in Part I, Item 4A. Executive Officers of the Registrant of the Original Filing is hereby incorporated by reference in this Item 10.

Code of Conduct and Ethics

We have adopted a Code of Conduct and Ethics that applies to all directors, officers, including our chief executive officer, chief financial officer, principal accounting officer, controller and persons performing similar functions, and employees. Copies of our Code of Conduct and Ethics are available without charge upon written request directed to Halifax Corporation of Virginia, Attn: Secretary, 5250 Cherokee Avenue, Alexandria, VA 22312.

Audit Committee and Audit Committee Financial Expert

The Board of Directors has established a standing Audit Committee. The Audit Committee currently consists of Messrs. Toups (Chairman), Young and Hewitt. Our Board of Directors has determined that each of Messrs. Toups, Young and Hewitt is independent as defined in the applicable rules of the NYSE Amex LLC Company Guide, referred to as the NYSE Amex Company Guide in this document, and Rule 10A-3 of the Exchange Act and that each of Messrs. Toups and Young qualifies as an audit committee financial expert as such term is defined in Item 407 of Regulation S-K.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, referred to as the Exchange Act in this document, requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. Officers, directors and greater than 10% shareholders are required by SEC regulation to furnish us with copies of all Section 16(a) reports they file. We believe that all of the filing requirements were complied with by our officers and directors and by the beneficial owners of more than 10% of our common stock. On making the foregoing statements, we relied upon copies of the reporting forms that we received and certain written representations.

Item 11. Executive Compensation
Fiscal 2009 Summary Compensation Table

The following table sets forth information concerning the compensation awarded to, earned by, or paid to our named executive officers for all services rendered in all capacities to us and our subsidiaries during our fiscal years ended March 31, 2009, 2008 and 2007, respectively.

Name and Principal Position	Year	Salary (\$)	Bonus	Option Awards (\$)(1)	All Other Compensation (\$)	Total
Charles L. McNew President and Chief Executive Officer	2009	\$230,863	\$24,000	\$	\$ 5,356(2)	\$260,219
	2008	\$253,078	\$	\$	\$ 7,662(3)	\$267,137
	2007	\$263,390	\$	\$6,397	\$ 8,201(4)	\$274,988
Joseph Sciacca Vice President of Finance and Chief Financial Officer	2009	\$151,668	\$14,000	\$	\$ 10,567(2)	\$176,235
	2008	\$165,516	\$	\$	\$ 12,117(3)	\$181,105
	2007	\$171,448	\$	\$3,472	\$ 12,004(4)	\$186,924
Hugh M. Foley Vice President, Operations	2009	\$139,348	\$ 8,000	\$	\$ 3,820(2)	\$151,168
	2008	\$153,269	\$	\$	\$ 5,235(3)	\$161,062
	2007	\$161,696	\$	\$2,588	\$ 5,381(4)	\$169,665
Douglas H. Reece Vice President, Sales and Marketing	2009	\$138,363	\$11,000	\$	\$ 10,332(2)	\$159,695
	2008	\$150,390	\$	\$	\$ 10,707(3)	\$162,317
	2007	\$157,085	\$	\$1,220	\$ 11,422(4)	\$169,727

(1) Represents the dollar amount recognized for financial reporting purposes with respect to the 2008 and 2007 fiscal years for the fair value of stock options granted to each named executive officer in accordance with SFAS 123R. These amounts were calculated using the Black Sholes option-pricing model based on the following

assumptions: an expected volatility of 49.99%, an expected term to exercise of 6.25 years and an interest rate of 4.94%, and disregarding the estimate of forfeitures related to service-based vesting conditions. These amounts reflect our accounting expense related to awards granted in and prior to the 2007 fiscal year or prior to 2008 fiscal year, as applicable, and do not correspond to the actual value that will be recognized by each named executive officer.

- (2) Amounts in this column include: contributions to the 401(k) plans of Messrs. McNew, Sciacca, Foley and Reece in the amounts of \$182, \$119, \$110 and \$43, respectively; contributions to the health insurance premiums of Messrs. McNew, Sciacca, Foley and Reece in the amounts of \$174,

\$10,448, \$3,710 and \$10,289, respectively; and a \$5,000 automobile allowance granted to Mr. McNew.

(3) Amounts in this column include: contributions to the 401(k) plans of Messrs. McNew, Sciacca, Foley and Reece in the amounts of \$2,530, \$1,665, \$1,553 and \$410, respectively; contributions to the health insurance premiums of Messrs. McNew, Sciacca, Foley and Reece in the amounts of \$132, \$10,452, \$3,702 and \$10,297, respectively; and a \$5,000 automobile allowance granted to Mr. McNew.

(4) Amounts in this column include: contributions to the 401(k) plans of Messrs. McNew, Sciacca, Foley and Reece in the amounts of \$2,330, \$1,667, \$1,551 and \$1,124, respectively;

contributions to
the health
insurance
premiums of
Messrs. McNew,
Sciacca, Foley
and Reece in the
amounts of \$871,
\$10,337, \$3,830
and \$10,298,
respectively; and
a \$5,000
automobile
allowance
granted to
Mr. McNew.

Elements of compensation for our named executive officers include salary, options to purchase shares of our common stock and other perquisites, as applicable. We do not have a pension plan, do not pay non-equity incentive plan based compensation and do not offer nonqualified deferred compensation arrangements. Further, we did not grant stock awards in the fiscal year 2009. As a result, the column related to this item has been deleted from the table above. For a further discussion regarding our executive compensation program and the elements thereof and reasons therefore, see Compensation Discussion and Analysis.

We did not pay non-equity incentive plan based compensation, equity incentive plan awards or issue stock awards during the 2009 fiscal year. As a result, columns related to these items have been deleted from the table above.

Grants of Plan-Based Awards In Fiscal 2009

There were no plan-based awards granted to our named executive officers under our 2005 Stock Option and Stock Incentive Plan during fiscal 2009.

Option Exercises and Stock Vested in Fiscal Year 2009

No restricted stock awards held by our named executive officers vested during fiscal 2009 and no options were exercised by our named executive officers during fiscal 2009.

Outstanding Equity Awards at 2009 Fiscal Year End

The following table sets forth the information regarding the outstanding equity awards to our named executive officers at March 31, 2009.

Name	Option Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable ⁽¹⁾	Option Exercise Price	Option Expiration Date
Charles L. McNew	45,000		\$5.75	10/2/2009
	25,000		5.50	5/16/2010
	25,000		4.05	3/17/2012
	10,000		3.10	3/17/2013
	25,000		4.45	4/21/2014
	5,000		3.40	9/7/2015
	3,000	12,000	3.00	7/21/2016
Joseph Sciacca	10,000		\$5.50	12/3/2009
	15,000		5.50	5/16/2010
	10,000		5.50	5/16/2010
	10,000		4.05	3/17/2012
	6,000		3.10	3/17/2013
	10,000		4.45	4/21/2014
	5,000		3.40	9/7/2015
	1,500	6,000	3.00	7/21/2016
Hugh M. Foley	10,000		\$7.56	2/28/2010
	2,500		4.05	3/17/2012
	5,000		3.10	3/17/2013
	12,500		4.45	4/21/2014
	5,000		3.40	9/7/2015
	1,000	4,000	3.00	7/21/2016

Name	Option Awards			
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable ⁽¹⁾ (#)	Option Exercise Price	Option Expiration Date
Douglas H. Reece	2,500		\$3.00	12/4/2011
	500		4.05	3/17/2012
	2,500		5.02	9/14/2014
	5,000		3.40	9/7/2015
	1,000	4,000	3.00	7/21/2016

(1) All unvested options to purchase common stock vest at a rate of 20% of the initial award each year on each anniversary of the date of grant, July 21, 2006.

Potential Payments Upon Termination or Change-in-Control Severance Agreement with Mr. McNew

On March 31, 2003, we entered into an amended and restated Executive Severance Agreement with Mr. McNew, our President and Chief Executive Officer. This agreement provides severance benefits to Mr. McNew under certain circumstances and remains in effect so long as we continue to employ Mr. McNew. The agreement confirms that Mr. McNew's employment is at will and provides for termination without additional compensation in the event of death, disability, resignation, retirement or termination for cause, referred to as the excluded circumstances in this document. Cause is defined as gross negligence, willful misconduct, fraud, willful disregard of the Board of Directors direction or breach of a published company policy.

Termination for Any Reason Other Than in Connection with an Excluded Circumstance. Under the terms of the agreement, except in connection with a change of control disposition, in the event that Mr. McNew's employment is terminated other than in connection with an excluded circumstance, Mr. McNew would be entitled to receive his then current salary for a period of twelve months. Based on the foregoing, if Mr. McNew's employment was terminated on March 31, 2009, Mr. McNew would be entitled to receive a severance payment of \$230,863.

Termination in Connection with a Change of Control Disposition. Under the terms of the agreement, a change of control disposition is generally deemed to occur if (i) 25% or more of the voting power of our stock is acquired by another entity or (ii) there is a sale of substantially all of our assets to another entity. In the event that Mr. McNew's employment is terminated within one year of a change of control disposition, other than in connection with an excluded circumstance, Mr. McNew would be entitled to receive his then current salary for a period of twenty-four months. In the event that Mr. McNew's employment is terminated for any reason within ninety days following a

change of control disposition, Mr. McNew would be entitled to receive an amount equal to two times his then current salary. Based on either of the foregoing, if Mr. McNew's employment was terminated on March 31, 2009, Mr. McNew would be entitled to receive a severance payment of \$461,726.

The agreement provides that Mr. McNew may elect to receive his severance payments in a lump sum or in equal payments at intervals of no more often than semimonthly over a period of his choice that is not to exceed the number of months of compensation due to him.

General Requirements. Pursuant to the terms of the agreement, Mr. McNew may not disclose, publish or use, or permit anyone else to disclose, publish or use, any of our proprietary or confidential information or trade secrets for any purpose unrelated to his employment at any time during or after his employment. Mr. McNew must also return to us all proprietary material that he possesses on the date his employment is terminated. In addition, should Mr. McNew's

employment be terminated for any reason other than Cause, Mr. McNew may not (i) directly or indirectly, sell, market, or otherwise provide any client or previously identified prospective client, products or services similar to or in competition with those sold or distributed by us, in any geographic area in which we offer any such products or services, or (ii) participate directly or indirectly in the hiring or soliciting for employment of any person we employ.

Termination/Separation Agreement with Joseph Sciacca.

On May 13, 2009, we entered into an amended and restated severance arrangement with Joseph Sciacca, our Chief Financial Officer. This agreement provides severance benefits to Mr. Sciacca under certain circumstances and remains in effect so long as we continue to employ Mr. Sciacca. The agreement confirms that Mr. Sciacca's employment is at will and provides for termination without additional compensation in the event of death, disability, resignation, retirement or termination for cause, referred to as the excluded circumstances in this document. Cause is defined as gross negligence, willful misconduct, fraud, willful disregard of the Board of Directors' direction or breach of a published company policy.

Under the terms of the agreement, except in connection with a change of control disposition, in the event that Mr. Sciacca's employment is terminated other than in connection with an excluded circumstance, Mr. Sciacca would be entitled to receive his then current salary for a period of twelve months.

Under the terms of the agreement, a change of control disposition is generally deemed to occur if (i) 25% or more of the voting power of our stock is acquired by another entity or (ii) there is a sale of substantially all of our assets to another entity. In the event that Mr. Sciacca's employment is terminated within one year of a change of control disposition, other than in connection with an excluded circumstance, Mr. Sciacca would be entitled to receive his then current salary for a period of one year. In the event that Mr. Sciacca's employment is terminated for any reason within ninety days following a change of control disposition, Mr. Sciacca would be entitled to receive an amount equal to one year's then current salary.

If the employment of Mr. Sciacca was terminated without cause on March 31, 2009 and assuming the terms of the Amended and Restated Severance Agreement were in effect on such date, Mr. Sciacca would be entitled to receive a payment of \$151,668 over a twelve month period.

Termination/Separation Agreements with Mr. Foley and Mr. Reece.

We entered into a termination/separation agreement with Mr. Foley on January 17, 2003 and Mr. Reece on April 19, 2006.

As per their respective termination/separation agreements, in the event that the employment of Mr. Foley or Mr. Reece is terminated without cause, each individual would be entitled to receive his then current salary for a period of six months. In each of the aforementioned termination/separation agreements, Cause is defined to mean: A good faith finding by us of your failure to perform the duties reasonably assigned to you; dishonesty, gross negligence or misconduct, or your conviction, or your entry of a pleading of guilty or nolo contendere, to any crime involving more turpitude or any felony.

If the employment of Mr. Foley or Mr. Reece was terminated without cause on March 31, 2009, each would be entitled to receive a payment of \$69,674 and \$69,181, respectively, over a six month period.

2005 Stock Option and Stock Incentive Plan

Restricted shares awarded to a participant in the 2005 Stock Option and Stock Incentive Plan will be forfeited and returned to us in the event of a termination of continuous service by the participant for any reason other than death or disability. In the event of death or disability, such shares will not be forfeited and will no longer be subject to restrictions. With respect to unexercised options granted under the 2005 Stock Option and Stock Incentive Plan, in the event of termination of employment for any reason other than death or disability, such options, will terminate three months after the date of termination of employment. In the event of death or disability, the participant's executor,

administrator, legal guardian or custodian, as applicable, may exercise the participant's vested options within one year of termination of employment.

If the continuous service of a participant is involuntarily terminated for any reason, other than for cause, within 18 months of a change in control, any restricted period with respect to restricted stock awarded will lapse and such shares will become fully vested. A change in control, as defined in the 2005 Stock Option and Stock Incentive Plan, includes a change in holders of more than 50% of our outstanding voting stock within a 12 month period or any other event deemed to be a change in control by the Compensation Committee.

In the event of a change in control, options to purchase shares of our common stock awarded under the 2005 Stock Option and Stock Incentive Plan may be exercised for up to 100% of the total number of shares then subject to the option minus the number of shares previously purchased upon exercise of the option and the vesting date may accelerate accordingly. In addition, in the event of a sale or a proposed sale of the majority of our stock or assets or a proposed change in control, the Compensation Committee has the right to terminate options granted under the 2005 Stock Option and Stock Incentive Plan upon thirty days prior written notice, subject to the participant's right to exercise such option to the extent vested prior to such termination.

If the change of control had occurred on March 31, 2009, our named executive officers would not have received the value of the potential benefit that each such executive might be entitled to receive upon a change of control under our 2005 Stock Option and Stock Incentive Plan because the per share exercise price of unvested options exceeded the \$0.32 closing price per share of our common stock on March 31, 2009.

1994 Key Employee Stock Option Plan

Upon termination of a participant's employment for reason other than death, disability or retirement (defined as termination of employment by a participant on or after attainment of age 65), the participant may, within three months from the date of such termination, exercise all or any part of the participant's vested options, provided such termination was not for cause. If such termination was for cause, the right of the participant to exercise such options will terminate immediately.

Upon termination of a participant's employment by reason of disability or retirement, the participant may, within two years after the date of retirement or the date which is six months after the participant is first absent from active employment due to disability exercise all or a part of the participant's vested options. In the event of the death of a participant, the participant's beneficiary shall have the right to exercise vested options until the expiration of the earlier of two years from the date of the participant's death or the date of expiration of the options pursuant to the termination provisions of the 1994 Key Employee Stock Option Plan.

All unvested options expire at the date of the termination of employment. Notwithstanding the foregoing, the Compensation Committee may permit a participant, who terminates employment by retirement (prior to or after the attainment of age 65) and who will continue to render significant services to us or one of our subsidiaries after his or her retirement, to continue to accrue service with respect to the right to exercise his or her options during the period in which the individual continues to render such services.

Fiscal 2009 Director Compensation

Our compensation program for outside directors is designed to enable us to attract, retain and motivate highly qualified directors to serve on our Board of Directors. It is also intended to further align the interests of our directors with those of our shareholders. The following table sets forth information regarding the compensation of our outside directors for the fiscal year 2009.

Name	Fees earned or paid in cash (\$)	Option Awards (\$) (1)(2)(3)(4)	Total (\$)
John H. Grover Chairman of the Board	\$1,600	\$ 598	\$2,198
Thomas L. Hewitt Director	1,600	598	2,198
Gerald F. Ryles Director	1,600	598	2,198
Arch C. Scurlock, Jr. Director	1,600	598	2,198
John M. Toups Director	1,600	598	2,198
Daniel R. Young Director	1,600	598	2,198

(1) As of March 31, 2009, the following represented the aggregate number of shares of common stock issuable upon the exercise of outstanding options granted to each of the above named directors:

- (i) Mr. Grover 15,500;
- (ii) Mr. Hewitt 18,500;
- (iii) Mr. Scurlock 9,100;
- (iv) Mr. Toups 15,500; and
- (vi) Mr. Young 14,500.

(2)

This column represents the dollar amount recognized for financial reporting purposes with respect to the 2009 fiscal year for the fair value of stock options granted to each director in accordance with SFAS 123R. These amounts were calculated using the Black Sholes option-pricing model based on the following assumptions: an expected volatility of 49.00% to 84.35%, an expected term to exercise of 5.5 to 6.25 years and an interest rate of 2.8% to 4.94% and disregarding the estimate of forfeitures related to service-based vesting conditions. These amounts reflect our accounting expense related to awards granted in and prior to the 2009 fiscal year, as applicable, and do not correspond to the actual value that will be recognized by each director.

- (3) On September 10, 2008 the above named directors were each issued options to purchase 2,000 shares of the Company's common stock at \$0.66 per share. The options vest in full one year from the grant date.
- (4) On March 26, 2009, the above named directors were each issued options to purchase 2,000 shares of the Company's common stock at \$0.32 per share. The options vest in 5 equal installments over a five year period commencing on the first anniversary of the date of grant.

Director Compensation Description

Under our Non-Employee Directors Stock Option Plan, each director was granted options to purchase 5,000 shares of common stock on the first of the month following the date of the annual meeting of shareholders on which he was initially elected and was granted options to purchase up to 2,000 shares of common stock on each annual re-election by the shareholders as one of our directors. Such options were granted at an exercise price equal to or greater than the fair market value of the common stock on the date of grant. No further options may be granted pursuant to our Non-Employee Directors Stock Option Plan. Each non-employee director is eligible to receive awards under our 2005 Stock Option and Stock Incentive Plan.

On September 10, 2008, the outside directors received options to purchase 2,000 shares of our common stock at an exercise price of \$0.66 per share. This option award vests in one year from the date of grant.

On March 26, 2009, the outside directors were each issued options to purchase 2,000 shares of the Company's common stock at an exercise price \$0.32 per share. This option award vests at the rate of 20% per year commencing on the first anniversary of the option grant date.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth as of July 28, 2009 the number of shares of common stock beneficially owned by: (1) each person who owned of record, or is known by us to have beneficially owned, more than 5% of such shares then outstanding; (2) each director and nominee for director; (3) the executive officers named in the Summary Compensation Table contained in this proxy statement (the named executive officers); and (4) all executive officers, directors and director nominees as a group. Unless otherwise indicated, the address for each of the shareholders in the table below is c/o Halifax.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Nancy M. Scurlock 10575 NW Skyline Boulevard Portland, OR 97231	396,045(1)	12.5%
The Arch C. Scurlock Children's Trust c/o Ms. Kelly Thompson 46 S. Glebe Rd. #200 Arlington, VA 22204	396,045(2)	12.5%
Gary M. Lukowski 11321 NE 120th Street Kirkland, WA 98034	157,773(3)	5.0%
Jai N. Gupta, Shashi A. Gupta and RSSJ Associates LLC 1173 Dolly Madison Blvd. McLean, VA 22101	173,955(4)	5.5%
Chester M. Arnold 40 Fair winds Drive Osterville, MA 02655	227,356(5)	7.16%
John H. Grover	58,285(6)	1.8%
John M. Toups	44,431(7)	1.4%
Thomas L. Hewitt	42,331(8)	1.3%
Arch C. Scurlock, Jr.	28,250(9)	*
Daniel R. Young	38,831(10)	1.2%
Charles L. McNew	176,831(11)	5.3%
Joseph Sciacca	99,909(12)	3.1%

Hugh M. Foley

10

50,165(13)

1.6%

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Douglas H. Reece	13,500(14)	*
Directors and officers as a group (9 persons)	553,433(15)	15.7%

* Less than 1%.

(1) Represents 392,961 shares held directly, as well as 3,083.5 shares subject to options granted pursuant to the Non-Employee Directors Stock Option Plan, which are exercisable within 60 days of September 30, 2008.

(2) Represents 392,961 shares held directly, as well as 3,083.5 shares subject to options granted pursuant to the Non-Employer Directors Stock Option Plan, which are exercisable within 60 days of September 30, 2008. Arch C. Scurlock, Jr., our director, is a trustee and beneficiary of this trust.

Additionally,
John H. Grover,
our director, is a
trustee of this
trust.

Messrs. Scurlock
and Grover
disclaim
beneficial
ownership of the
shares
beneficially
owned by the
trust because they
do not have
voting or
investment
control in
accordance with
rules and
regulations
promulgated
under the
Exchange Act.

(3) Based on a
Schedule 13D
filed with the
SEC on
September 9,
2003, in which
Mr. Lukowski,
our former
employee,
reported sole
voting and
dispositive power
over 157,773
shares held
directly.

(4) Based on a
Schedule 13D/A
filed with the
SEC on
September 8,
2003 by Jai N.
Gupta, Shashi A.
Gupta and RSSJ
Associates LLC.
Represents

121,655 shares held directly by RSSJ Associates LLC and 52,300 shares held directly by Jai M. Gupta. Mr. and Mrs. Gupta are the sole owners of RSSJ Associates LLC and, as a result, are deemed to beneficially own 173,955 shares held directly by RSSJ Associates LLC.

(5) Based on an amended report on Schedule 13G/A filed with the SEC on February 13, 2009 by Chester M. Arnold. Represents 177,356 shares held directly by Mr. Arnold with sole voting and dispositive power and 50,000 shares held by Mr. Arnold's wife, over which Mr. Arnold disclaims beneficial ownership.

(6) Represents 1,500 shares held by the John H. Grover Revocable Trust, 41,285 shares owned by Grofam, L.P. and 15,500 shares

subject to options granted pursuant to the Non-Employee Directors Stock Option Plan and 2005 Stock Option and Stock Incentive Plan, which are exercisable within 60 days of July 28, 2009. Excludes shares held by The Arch C. Scurlock Children's Trust, of which Mr. Grover serves as trustee (see note 2 above).

(7) Represents 28,931 shares held directly as well as 15,500 shares subject to options granted pursuant to the Non-Employee Directors Stock Option Plan and 2005 Stock Option and Stock Incentive Plan, which are exercisable within 60 days of July 28, 2009.

(8) Represents 24,331 shares held by the Hewitt Family, LLC and 18,500 shares subject to options granted pursuant to the Non-Employee Directors Stock

Option Plan and
2005 Stock
Option and Stock
Incentive Plan,
which are
exercisable
within 60 days of
July 28, 2009.

- (9) Represents
17,150 shares
held directly and
11,500 shares
subject to options
granted pursuant
to the
Non-Employee
Directors Stock
Option Plan and
2005 Stock
Option and Stock
Incentive Plan,
which are
exercisable
within 60 days of
July 28, 2009.
Excludes shares
held by The Arch
C. Scurlock
Children's Trust,
of which
Mr. Scurlock
serves as a trustee
and is a
beneficiary (see
note 2 above).

- (10) Represents
24,331 shares
held directly as
well as 14,500
shares subject to
options granted
pursuant to the
Non-Employee
Directors Stock
Option Plan and
2005 Stock
Option and Stock
Incentive Plan,
which are

exercisable
within 60 days of
July 28, 2009.

< 0.1124

**Non-GAAP
earnings per
share for
common
shares
attributable
to
continuing
operations:**

Basic	0.0148	0.0118	0.0306
Diluted	0.0148	0.0118	0.0301

**Non-GAAP
earnings per
ADS
attributable
to
continuing
operations:**

Basic	0.0738	0.0589	0.1529
Diluted	0.0738	0.0589	0.1503

**Weighted
average
number of
common
shares used
in
calculating:**

Basic	332,947,020	61,447,372	325,436,943
Diluted	332,947,020	61,447,372	330,978,838

**Weighted
average
number of
ADSs used
in
calculating:**

Basic	66,589,404	12,289,474	65,087,389
Diluted	66,589,404	12,289,474	66,195,768

³ Non-GAAP reconciliation excludes the operations classified as discontinued operations. The comparative figures have been recalculated to exclude discontinued operations.