

Safeguard Security Holdings, Inc.
Initial Company Information and Disclosure Statement

Part A: General Company Information

Item 1: The exact name of the issuer and its predecessor (if any).

Safeguard Security Holdings, Inc.

Originally incorporated on November 25, 1983 in the State of Louisiana as Diversified Funds, Inc. In October, 2001, the Company became domiciled in the state of Nevada. In January, 2002, the name was from Diversified Funds, Inc. to Masterlink Communications, Inc. In December, 2003 the name was changed to IQue Intellectual Properties, Inc. In January, 2005, the name was changed again to Safeguard Security Holdings, Inc.

Item 2: The address of the issuer's principal executive offices.

Safeguard Security Holdings, Inc.
4801 Spring Valley Road, Suite 125
Dallas, Texas 75244

Phone: (214) 922-9040
Fax: (214) 393-6997
Website: www.safeguardsecurityholdings.com
E-Mail: michael.lagow@sshsmail.com

Item 3: The jurisdiction(s) and date of the issuer's incorporation or organization.

The issuer was originally incorporated as Diversified Funds, Inc. in the State of Louisiana on November 25th, 1983. On October 30th, 2001 the company was reorganized and became domiciled in the State of Nevada. It has merged and amalgamated with Masterlink Communications, Inc. and Ique Intellectual Properties, Inc. In January, 2005, the name was changed to Safeguard Security Holdings, Inc. and has operated as such since that time. The issuer restated its Articles of Incorporation and Bylaws in 2009.

Part B: Share Structure

Item 4: The exact title and class of securities outstanding.

The issuer has three classes of securities:

1. Common Stock; 2. Series A Preferred Stock; 3. Series M Redeemable Preferred Stock.

The CUSIP number is 786498-20-4

The trading symbol is SSHS.

Item 5: Par or stated value and description of the security.

A. The Par or Stated Value for each class of outstanding securities is:

Common Stock: \$0.001
Preferred Redeemable Class A: \$0.001
Preferred Redeemable Class M: \$0.001

B Common stock holders

(1) Common Stock

(a) After the requirements with respect to the preferential dividends on the Preferred Stock, if any, shall have been met, and after the corporation shall have complied with all the requirements, if any, with respect to the setting aside of sums as sinking funds, or other provisions, if any, for the redemption or purchase of shares and subject further to any other conditions which may be fixed in accordance with the articles and bylaws of the Company, then, and not otherwise, the holders of the Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

(b) After distribution in full of the preferential amount, if any, to be distributed to the holders of the Preferred Stock in the event of voluntary or involuntary liquidation, the holders of the Common Stock shall be entitled to receive all of the remaining assets of the corporation, tangible and intangible, of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of the Common Stock held by them respectively

(c) Except as may otherwise be required by law, each outstanding share of Common Stock shall entitle the holder thereof to one vote in respect to each share of Common Stock held by him on each matter submitted to a vote at a meeting of stockholders.

(d) The Board of Directors may increase or decrease the number of issued and outstanding shares of Common Stock with or without correspondingly decreasing the number of authorized shares of Common Stock.

B.(2) Preferred Stock Holders:

Series A Preferred Stock:

The Company has 2500 Series A Preferred Shares issued and outstanding:

Par Value - \$0.001.

Between May 25th 2004 and May 15 2006 the Company issued 328,485 Class A Preferred Shares to various shareholders. The Company believes these shares contained preferential rights regarding dividends. The Company also believes these shares could be converted to common shares pursuant to a formula provision. Unfortunately, the Company is unable to find the Series A Preferred Share Designation records which fully outline the rights attached to this class of Preferred Share. However, all shares have since been converted or redeemed, save and except for 2500 which still remain issued and outstanding. The Company has no plans to issue any more Series A Preferred Shares.

Series M Preferred Redeemable Stock:

The Company has 100,000 Series M Preferred Redeemable Shares issued and outstanding:

Par Value - \$0.001. Rights:

Dividend: No preferential dividend shall be declared or paid on the Series M Redeemable Preferred Stock.

Voting: Majority Voting Rights. Except as otherwise required by law, the shares of outstanding Series M Redeemable Preferred Stock shall have the number of votes equal to the sum of (i) the number of votes of all outstanding shares of Common Stock, (ii) plus the number of votes to which all holders of Series A Preferred Stock shall be entitled to (the number of votes equal to the number of shares of Common stock into which such shares of Series A Preferred Stock could be converted), (iii) the number of votes all other outstanding shares of preferred stock of any other class, plus (iv) one. Except as otherwise required by law or by these articles, the holders of shares of Series M.

Conversion: The shares of Series M Redeemable Preferred Stock shall not have any conversion rights.

Redemption: All shares of Series M Redeemable Preferred Stock outstanding may be redeemed at the discretion of the Board of Directors at any time upon payment for a cash redemption price of \$100,000 to be paid in equal shares to the then holders. There shall be no partial redemption of the Series M Redeemable Preferred Stock.

B (3) Describe any other material rights of common stockholders.

None

B (4) Describe any provision in the issuers charter or by-laws that would delay, defer or prevent a change in control of the issuer.

As the Series M Preferred Redeemable Stock holders hold a majority voting right, any change of control would be subject to a majority of the holders of the Series M Preferred stock supporting any such change of control.

Item 6: The number of shares or total amount of the securities outstanding for each class of securities authorized.

SSHS is currently authorized, by an Amendment to the Articles of Incorporation of the Company dated March 17th, 2011, to issue 6,000,000,000 shares of common stock, par value \$0.0001.

As of March 31, 2011 there were 3,674,035,489 common shares issued and outstanding.

As of March 31, 2011 there were 133 common shareholders of record

As of March 31, 2011 there were 2,825,491,504 freely tradable shares.

As of March 31, 2011 there were 2500 Series A Preferred shares issued and outstanding.

As of March 31, 2011 there was 1 Series A Preferred shareholder of record.

As of March 31, 2011 there were 100,000 Series M Preferred shares issued and outstanding.

As of March 31, 2011 there were 3 Series M Preferred shareholders of record.

As of June 30th, 2010 there were 2,500,966,353 common shares issued and outstanding.

As of June 30th, 2010 there were 135 common shareholders of record.

As of June 30th, 2010 there were 1,652,422,550 freely tradable shares.

As of June 30th, 2010 there were 2500 Series A Preferred shares issued and outstanding.

As of June 30th, 2010 there was 1 Series A Preferred shareholders of record.

As of June 30th, 2010 there were 100,000 Series M Preferred shares issued and outstanding.

As of June 30th, 2010 there were 3 Series M Preferred shareholders of record.

As of June 30th, 2009 there were 75,311,601 common shares issued and outstanding.

As of June 30th, 2009 there were 129 common shareholders of record.

As of June 30th, 2009 there were 54,267,616 freely tradable shares.

As of June 30th, 2009 there were 2500 Series A Preferred shares issued and outstanding.

As of June 30th, 2009 there was 1 Series A Preferred shareholders of record.

As of June 30th, 2009 there were 100,000 Series M Preferred shares issued and outstanding.

As of June 30th, 2009 there were 3 Series M Preferred shareholders of record.

Item 7: The name and address of the transfer agent.

OTC Stock Transfer, Inc.
6364 South Highland Drive, Suite 201
Salt Lake City, UT 84121

Phone: (801) 272-7272

Fax: (801) 208-1984

The transfer agent is registered under the exchange act as a transfer agent and registrar and is regulated by the SEC.

Part C: Business Information

Item 8: The nature of the issuer's business.

A. Business Development:

(1), (2): Safeguard Security Holdings, Inc. is a fully integrated sole-source security solutions provider offering a converged suite of physical and electronic services through its operating subsidiaries and has been doing so since November, 2004. It provides corporate, government and residential clients with a broad array of security services ranging from highly trained armed and unarmed guards, security management staffing, and security staff outsourcing, to installation and maintenance of integrated electronic security solutions, background investigations, video monitoring, and specialized consulting services as may be required to support the varying security needs of its clients. The Company is organized along three distinct lines of business - Technical Systems, Security Personnel and Security Outsourcing Solutions. All operations are directed from its offices in Dallas, Texas. Safeguard Security Holdings, Inc. is a Nevada corporation, and is duly authorized to carry on business in the state of Texas and operates the above mentioned services through the following subsidiary companies and trade names: Acquient Security Consulting, Inc.; Premier Background Search, Inc.; SGI Protective Services; SEARCHglobal, Inc.; Secure Concepts International, Inc.; SYSTEMSgroup, Inc; SYSTEMSgroup Protective Services; SYSTEMSgroup Technologies and SYSTEMSgroup Global.

(3),(4),(5). Safeguard Security Holding, Inc. has a fiscal year end of June 30th and has never been in bankruptcy, receivership or anything similar thereto. Other than the major consolidation of businesses under the Safeguard Security Holdings, Inc. banner from November 2004 through October, 2006. Since this time there has not been any reclassification, merger, or consolidation. The company, on an ongoing basis, continues to expand operations by exploring new opportunities in security related endeavours. To this end, when it enters a new segment, it typically forms a subsidiary company to operate in that segment.

(6). Safeguard is not in default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring Safeguard to make payments.

(7). Change of Control: On April 28th, 2009 the directors of Safeguard were issued Series M Preferred Redeemable shares in Safeguard. The super voting rights contained in the Series M Preferred Shares effectively give a majority of the board of Directors of the company control of the company.

(8). There has been an increase of greater than 10% of the common shares of the company by virtue of the company entering a series of S.504 fundings as well as the senior secured convertible debt holder exercising its rights regarding various conversions of debt to equity as per their agreement.

(9). The Company has had the following reverse splits:

On March 14th, 2007, the Company completed a 5 for 1 reverse split of its common shares, wherein each common shareholder received 1 common share for every 5 common shares previously held.

There have been no other past stock splits or reverse splits that the current board of directors are aware of, nor has there been any stock dividend or recapitalization. There were as series of mergers and acquisitions that are described elsewhere in this document.

At this time, there are no plans for any stock splits, stock dividends, recapitalization, merger, acquisition spin-off, or reorganization;

(10). The Common shares of the Company were previously traded on the OTC Bulletin Board. The Company filed a Form 15(d) on April 25th, 2008 and became a non reporting issuer.

(11). The Company does not have any legal proceedings currently pending, although its main operating subsidiary, Systems Group, Inc., has various pending actions that it is dealing with in

the normal course of business. There are no current, past or pending trading suspensions by a securities regulator that the current board of directors are aware of.

B. Business of Issuer

1. The issuer's primary and secondary SIC Codes: #7381; #7393

2. Safeguard Security Holdings, Inc. is a fully integrated sole-source security solutions provider offering a converged suite of physical and electronic services through its operating subsidiaries and has been doing so since November, 2004. It provides corporate, government and residential clients with a broad array of security services ranging from highly trained armed and unarmed guards, security management staffing, and security staff outsourcing, to installation and maintenance of integrated electronic security solutions, background investigations, video monitoring, and specialized consulting services as may be required to support the varying security needs of its clients. The Company is organized along three distinct lines of business - Technical Systems, Security Personnel and Security Outsourcing Solutions. All operations are directed from its offices in Dallas, Texas. The issuer operates the above mentioned services through the following subsidiary companies: Acquient Security Consulting, Inc.; Premier Background Search, Inc.; SGI Protective Services; SEARCHglobal, Inc.; Secure Concepts International, Inc.; SYSTEMSgroup, Inc; SYSTEMSgroup Protective Services; SYSTEMSgroup Technologies and SYSTEMSgroup Global.

3. To the best of the information, knowledge and belief, the issuer has not at any time been a "shell company".

4. The issuer operated through the following operating subsidiaries and trade names: Acquient Security Consulting, Inc.; Premier Background Search, Inc.; SGI Protective Services; SEARCHglobal, Inc.; Secure Concepts International, Inc.; SYSTEMSgroup, Inc; SYSTEMSgroup Protective Services; SYSTEMSgroup Technologies and SYSTEMSgroup Global.

Safeguard Security Holdings, Inc. is the parent company and holding company to several operating business units in the security space. Safeguard provides working capital and financial services to its operating business units. Safeguard is a provider of corporate and industrial security systems and licensed security personnel. The firm is a sole-source provider of security services offering a converged suite of physical and electronic security services through its operating subsidiaries, including its security consulting division. The firm offers corporate and government clients a wide range of services to include security staffing, security systems,

security management, security software & tracking systems and electronic background checks. The company is organized along four (4) lines of business- Technical Systems, Security Personnel, Staff Outsourcing Solutions and Armor Solutions. Safeguard's corporate headquarters is located in Dallas, Texas, USA.

SYSTEMSgroup, Inc. (SYSTEMSgroup) is a wholly owned operating business unit of Safeguard, providing a merged suite of security services to its clients. SYSTEMSgroup provides back-office support services to its operating divisions. These services include full electronic security services, full staffing services, access control, video monitoring and digital recording services, post sales support and complete 24 hr on call service technicians.

SYSTEMSgroup Security Resources (SGI-SR) is a wholly owned operating business division of SYSTEMSgroup, Inc. and is the sales and integration arm of the security company which services technology needs to the firm's outsourced clientele only. SGI-SR works in concert with the all outsourced clients of SYSTEMSgroup to provide electronic services that make up an overall security system. Each system includes many of the following: integrated security systems comprised of a command center managing one or more sub-systems; primarily access control systems, closed circuit television systems, digital recording systems, intrusion detection systems, remote monitoring systems, critical condition alarm monitoring systems, secured communication network systems/IT systems, parking control systems, intercom systems, fire detection systems, and article surveillance systems. SGI-SR specializes in complete command center planning, design, installation, retrofit applications and complete turnkey construction and implementation services.

SYSTEMSgroup Training Academy (SGI-TA) is licensed as a Level II, III and IV Training School by the Texas Private Security Bureau under the Texas Department of Public Safety. Previously, this school was for the training of personnel employed within the various operating companies within the SYSTEMSgroup family. The firm maintains a full classroom teaching facility at its corporate headquarters in Dallas, Texas, USA.

SYSTEMSgroup Protective Services (SGPS) is a SYSTEMSgroup company that provides outsourced security services for a single client. In 2005, SYSTEMSgroup was awarded a contract to outsource the entire security staff of a major energy company in Dallas, Texas. SGPS provides both commissioned and non-commissioned security officers, investigators, trainers, administrators, and managers to its clients. Part of the firm's success is in its ability to continuing evaluating its services with the client to eliminate potential risks. Such projects are assigned a unique company name and license to maintain their anonymity within our corporation reporting structure. As a function of the size of future outsource projects, the client will be individually license or may be supported under SGI Protective Services.

SGI Protective Services (SGIPS) provides licensed private security officers services throughout Texas. These services include the providing of Commissioned and Non-commissioned uniformed Security Officers. These services are custom scheduled to meet the client's requirements. Additionally, SGI-PS will work in conjunction with other operating divisions to provide clients with security system design, implementation and system operating personnel for

customized proprietary Command/Control Centers for clients if desired.

SGI Security Consulting Services (SGI-SCS) is the engineering and consulting division within SYSTEMSgroup that provides consulting services to clients of the SYSTEMSgroup operating divisions. These services include threat analysis, analysis of existing systems, system design, documentation, etc. SGI-SCS will use other assets of SYSTEMSgroup to provide the best solutions for the client.

SGI-SCS takes a vendor independent approach to overall system design. Once its client's security objectives and scope of work have been defined, the firm develops an overall system concept and a potential implementation plan for the client's review. Predicated on the results of the review, conceptual and detailed designs, drawings, specifications, test plans and other necessary documentation will be produced. Periodic reviews are held with the client to ensure the project is on track and within the established budgets or to identify necessary changes in the budget.

Throughout the engineering and design process, SYSTEMSgroup combines its extensive expertise in advanced technologies with its client's operational preferences to prepare a security system design that is functional, cost-effective and able to accommodate its client's plans for future growth.

If for some reason, client anonymity is required and design details may not be exposed to SYSTEMSgroup for competitive reasons, consulting services may be performed by Acquient Security Consulting, Inc., an independent consulting firm wholly owned by Safeguard Security Holdings, Inc. and works at an arms-length relationship with SYSTEMSgroup. The firm may elect to contract with other system integrators if that is in the best interest of the client served. Typical projects of this type are those requiring multiple bids to meet purchasing requirements requested by the client.

Premier Background Search, Inc. (PBS) (SEARCHglobal, Inc.) is a subsidiary of Safeguard's wholly owned business unit, SEARCHglobal, Inc. SEARCHglobal, Inc. in turn owns a 41% interest in Premier Background Search, Inc. The firm is an associated company with the SYSTEMSgroup family of companies that operates out of both the Dallas office with its headquarters located remotely in Mineola, Texas. PBS offers instant background searches via its web-based research tool, designed and operated by Safeguard. PBS is a sister company of PSI, which operates out of the Mineola office headquarters and offers comprehensive background checks, which is a more in-depth manual investigation of the insta-search results. PSI, Inc. has provided discreet, comprehensive and cost effective pre-employment background screenings since 1988. Small businesses, Fortune 500 companies and non-profit organizations use PSI's complete and precise screening reports. PBS, Inc. offers quick turnaround while providing secure cutting-edge technology through an internet web-based secured site. PBS provides businesses with an outstanding automated background screening process for businesses in all industries. Services are guaranteed to be accurate with information gathered from its national databases.

Searches include criminal records information, credit history, and driving history. Automated customized solutions are available to meet the unique needs of volume users.

Acquient Security Consulting, Inc. (ASCI), is a full-service security consulting firm specializing in providing professional security solutions for commercial and government clientele, and is a wholly owned corporation under Safeguard Security Holdings, Inc. ASCI provides a diverse array of services spanning the full spectrum of today's security challenges.

ASC was founded on the key principle of “product independence” and, because the firm has no product affiliations, it works solely in its client's interests. ASCI stays abreast of the latest developments in security-related products and technology, enabling the firm to specify the best product in each category, deploying the best features, technology, performance, reliability, flexibility, and often the ability to integrate with other systems. The firm takes an objective approach first to its client's needs and then, to product selection, specification, and design to ensure its clients are receiving a system configured to meet their needs.

ASCI is a full-service and independent security consulting firm, with a team of Security Professionals, Professional Engineers, and Specialized Consultants having many decades of security experience.

Acquient Technologies is a wholly owned operating business division of ASCI, a wholly owned company of Safeguard. Acquient Technologies is the sales and integration arm of the Safeguard for all types of commercial, government and residential electronic security solutions. Acquient Technologies works in concert with all clients of Safeguard and SYSTEMSgroup to provide electronic services that make up an overall security system and total security solution. Each system includes many of the following: integrated security systems comprised of a command center managing one or more subsystems; primarily access control systems, closed circuit television systems, digital recording systems, intrusion detection systems, remote monitoring systems, critical condition alarm monitoring systems, secured communication network systems/IT systems, parking control systems, intercom systems, fire detection systems, and article surveillance systems. Acquient Technologies specializes in complete command center planning, design, installation, retrofit applications and complete turnkey construction and implementation services.

21st Century Armor Solutions, a division of Safeguard Security Holdings, Inc. operates as a seller, reseller and marketing arm for a local Dallas armor manufacturer. 21st Century has representatives around the globe marketing to a vast array of clientele needing ballistic protection.

SYSTEMSgroup Global is a wholly owned division of SYSTEMSgroup and is the international sales and marketing arm, serving the global security markets to include Canada, Mexico, Central America and South America.

5. There are various government regulations that apply to our existing businesses. These include the following:

- Licensing for our Security Professionals for State and Federal Agencies
- Federal Cage Codes and Security Clearances based on type of work and level of security clearances required by Federal Agencies such as DOD, DOT, CIA, FBI, Secret Service, Homeland Security
- Certifications for Certified Protection Professionals
- Certifications for Electrical Engineering for Low Voltage Contracting
- Contractor's Licenses
- Certifications for Hazardous Materials
- NERC Licenses

6. An estimate of the amount of time spent during each of the last two fiscal years on research and development activities, and if applicable, the extent to which the costs of such activities are borne directly by the customers. Company policy, procedure and innovation is constantly changing to meet the needs of clients as well as in attracting new clients. There is no specifically budgeted research and development program in place; rather upgrades and innovation occur through the ordinary course of business. As such, there are no specific R&D costs that are incurred or passed along to customers.

7. Costs and effects of compliance with environmental laws (federal, state and local).

None

8. The Company and its operating subsidiaries employ 278 people of which 186 are full time.

Item 9 The nature of products or services offered.

A. Principal products or services and their markets.

Safeguard Security Holdings, Inc., and its subsidiaries, currently provides security personnel as well as sophisticated security systems to Fortune 500 and regional companies. The Company provides high-value security solutions through security staffing personnel and integrated technology products & services, that enable commercial and government clients to maintain the

highest levels of security for their tangible, intangible and human assets. The Company is a single-source provider of comprehensive security solutions for medium and large commercial and government facilities. The Company's range of services include consulting and planning, engineering and design, full electronic systems integration, maintenance and technical support services, security staffing, security patrol, and complete security staff outsourcing. Security solutions provided by the Company include a total security solutions offering including integrated security systems comprised of a command center managing one or more subsystems, primarily access control systems, intrusion detection systems, closed circuit television systems (digital and analog), remote closed circuit television monitoring, critical condition alarm monitoring systems, secured communication network systems, parking control, parking revenue monitoring, intercom and fire detection system monitoring, security staffing, security staff outsourcing, security staff training, and full IT security surveillance and firewall protection. Additional key elements of the Company's strategy include: (i) capitalizing on its position as a regional single-source provider of security solutions; (ii) continuing to expand its Team's client base in targeted industries; (iii) maintaining its high level of technological sophistication through its Team members; (iv) enhancing its ability to pursue bidding opportunities on larger projects, both in the commercial and government sectors; (v) continuing to focus on providing high-value-added security services through its expanding relationship oriented client base; (vi) expanding the Company's growth via additional related service offerings and through the future expansion of its sales and marketing programs; and (vii) by acquiring strategic businesses that will compliment the Company's services and products in other key target areas. These acquired businesses will operate as subsidiaries/divisions of Safeguard Security Holdings, Inc.

B. Distribution Methods of Products and Services:

We provide all of our own services directly to our clients. New clients are obtained via significant marketing initiatives based on the existing track record of our business.

C. Status of any publicly announced product or service;

From time to time, the Company will enter into new significant contracts. At such times, the Company typically releases a press release explaining the nature of the new contract.

D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition

The Company has a strong, experienced Management Team with a clear strategic vision, and has put in place the management and technical infrastructure to achieve effective, rapid growth while maintaining technological leadership and increasing profitability. The Company markets to a

blue-chip list of national and international clients with opportunities for extensive repeat business, having handled, for example, large security system end-users such as Atofina, EDS, Frito-Lay, MCI WorldCom, Trammell Crow Company, Nokia and Bank of America. Additionally, the Company leads the industry in applying advanced technologies to provide high quality, cost effective services for its clients in which they are willing to invest additional dollars for such services.

The Company believes that the multi-billion dollar market for security solutions is growing rapidly due to the following factors: (i) many existing security programs are becoming obsolete and inadequate or consist of internally incompatible subsystems and out dated security programs, creating a need for re-engineering, upgrading and integration with technology to reduce costs; (ii) technological advancements provide the opportunity to increase the scope and cost-efficiency of many routine security tasks, such as the augmentation of technology with security personnel to enhance surveillance; (iii) the proliferation of computers and advanced communications systems has created a new and growing security need for clients to prevent the misuse of proprietary information and other intellectual property; and (iv) a number of highly publicized acts of terrorism have led to legislation and corporate policies regarding the increased need for physical safety.

The security industry is highly fragmented consisting of a broad array of equipment manufacturers and distributors, consultants and engineers, systems integrators, and guard companies, each of which provides only a portion of the services required to deliver a “converged” security solution. As a result, clients are frequently required to coordinate the planning, design and implementation of a project through multiple service providers and vendors. This approach causes client frustration with project delays, cost inefficiencies, lack of vendor accountability and incompatible subsystems. The Company believes that we as a single-source provider of security solutions and security personnel can expedite project completion, reduce its clients' labor requirements and aggregate project costs. In addition, the Company has the flexibility to respond to each of its client's particular needs, whether the client requires only one of the services offered by the Company, various services on an ongoing basis, or a comprehensive turnkey security solution using all of the Company's areas of expertise. The Company's objective is to become the leading provider of comprehensive, high-value-added, security solutions for medium and large commercial and government facilities. The Company believes that the market is in need of a full service provider, incorporating the strength of a fully trained security staff, educated and trained in the operation of the security technologies is sells to its clients.

E. Sources and availability of raw materials and the names of principal suppliers
N/A

F. Dependence on one or a few major customers:
No

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts including their duration;
None

H. The need for any government approval of principal products or services and the status of any requested government approvals.

The security segment is highly regulated. The Company is in full compliance with all applicable governmental guidelines, rules and regulations.

Item 10: The nature and extent of the issuer's facilities.

The company is headquartered at its state of the art offices located at:

4801 Spring Valley Road, Suite 125
Dallas, Texas 75244

PART D: MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item 11: The name of the chief executive officer, members of the board of directors, as well as control persons.

Michael Gelmon
Chairman, President and Director

Mr. Gelmon has held various executive positions in both public and privately held companies in both the United States and Canada. He also was one of the founders of Domino's Pizza of Canada Ltd., the Domino's Master Franchise in Canada, which he was integral in growing to over 200 stores with gross sales exceeding CAD \$80 million per annum. In addition, Mr. Gelmon was one of the founders of Chiropractic USA, Inc., at one time America's largest

wellness franchise which grew to over 100 stores nationwide. Mr. Gelmon was also one of the founders of Proteus Currency Fund, a Cayman Island based Hedge Fund involved in the Forex marketplace utilizing Dynex Corporation trading in Monaco and Jacobsen Asset Management of London, England. Mr. Gelmon is a qualified Barrister and Solicitor, graduating from University of London, Kings College, in 1988. Office address is: 4801 Spring Valley Road, Suite 125, Dallas, Texas 75244. Annual compensation: \$240,000. Shares owned: Common Stock: 5,000,000; Series M Preferred Redeemable Shares 100,000 - jointly owned with other 2 directors.

R. Michael Lagow

Vice Chairman, CEO and Director

Mr. R. Michael Lagow serves as the Company's CEO and Vice-Chairman and serves as a Director on the Board. Mr. Lagow founded SYSTEMSgroup of Dallas in August 2002. SYSTEMSgroup was born because of the 9/11 crisis in the US. Mr. Lagow previously served as Executive Vice President of Stratesec, Inc., which was one of the country's major, security contractors on New York's World Trade Center. He also serves as Chief Executive of each wholly owned subsidiary of the company. Prior to forming SYSTEMSgroup, Mr. Lagow held various executive positions in the security industry over the past thirty-three years with primary experience in large scale integrated security solutions. Mr. Lagow founded Stratesec's Dallas, Texas headquarters and built one of the largest divisions in the company's history employing some of the security industry's most prominent talent. He specialized in protection of critical facilities for both private and public institutions. Prior to joining Stratesec, Mr. Lagow was employed as National Sales Manager of Control Systems International, a division of T.A.C., a security systems and HVAC control company, from 1991 to 1993. Prior to 1993, Mr. Lagow served as Vice President, Network Security Corporation (a national security company), developing and managing new commercial markets in North America. Mr. Lagow has over thirty-three (33) years of experience in the security controls industry, specializing in marketing security systems integration technologies for the past eighteen (18) years. He is an expert in the area of large scale integrated security solutions and has an extensive client history including EDS, Frito-Lay, GTE, Texas Instruments, ALLTEL, MCI Telecommunications, WorldCom, Nokia, American Airlines, United Airlines, Delta Airlines, Trammell Crow Company, Gerald D. Hines Interests, Rockefeller Center Management Corporation, Mitsui Fudosan, Exxon/Mobile, Shell, Atofina, Alon USA, Oxy Chemical, Dow Chemical, Koch Industries, Federal Reserve Bank, FDIC, Currency Systems International, E-Systems, Bank of America, Northwestern Mutual Life, Dallas Semiconductor, DFW Airport Authority, and Amon Carter Museum to name a few. Office address is: 4801 Spring Valley Road, Suite 125, Dallas, Texas 75244. Annual compensation: \$240,000. Shares owned: Common Stock: 58,107,414. Series M Preferred Redeemable Shares - 100,000, jointly owned with other 2 directors.

Cory Gelmon

Chief Financial Officer and Director

As with Michael Gelmon, Cory Gelmon has held various executive positions in both public and privately held companies in both the United States and Canada. Working with Michael Gelmon, Cory was also one of the founders of Domino's Pizza of Canada Ltd. As well, Cory work with Michael and was one of the founders of Chiropractic USA, Inc. Cory was also a joint founder of Proteus Currency Fund, a Cayman Island based Hedge Fund involved in the Forex marketplace utilizing Dynex Corporation trading in Monaco and Jacobsen Asset Management of London, England. Prior to that, Cory Gelmon was a Director and Chief Financial Officer of Talisman Asset Management Limited of London, England, a FSA authorized asset management firm specializing in the FOREX markets. Mr. Gelmon is a qualified Barrister and Solicitor, graduating from University of London, Queen Mary College, in 1987. Office address is: 4801 Spring Valley Road, Suite 125, Dallas, Texas 75244. Annual compensation: \$240,000. Shares owned: Common Stock: 5,000,000. Series M Preferred Redeemable Shares - 100,000, jointly owned with other 2 directors.

B. Legal Disciplinary History. Please identify whether any of the foregoing persons have in the past five years, been the subject of;

1. A conviction in criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offences);

None

2. The entry of an order, judgment or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or banking activities.

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed or vacated;

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

C. Disclosure of Family Relationships

Cory Gelmon and Michael Gelmon are brothers.

D. Disclosure of Related Party Transactions

None

E. Disclosure of Conflicts of Interest

At the present time, we do not foresee a direct conflict of interest. The only conflict that we foresee is our officers' and directors' devotion of time to projects that do not involve the issuer.

Item 12: Financial information for the issuer's most recent fiscal period.

See posted financial statements on: <http://www.otcmarkets.com/stock/SSHS/financials> which are incorporated herein by reference and include: Balance Sheet, Statement of Income, Statement of Changes in Stockholders Equity, and Financial Notes.

The company will provide updates to these financial statements no later than 90 days after each fiscal year and 45 days after the end of each fiscal quarter.

Item 13: Similar Financial Information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Are incorporated herein by reference and include: Balance Sheet, Statement of Income, Statement of Cash Flows, Statement of Changes in Stockholders Equity, Financial Notes.

Refer to: www.otcmarkets.com/stock/SSHS/financials

Item 14: Beneficial Owners

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

None

Item 15

The name address, telephone number and e-mail address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure;

I. Investment Banker

None

2. Promoters

None

3. Counsel

Britannia Law
#207 - 5005 Elbow Drive S.W.
Calgary, Alberta T2S 2T6

4. Accountant or Auditor

In House

5. Public Relations Consultant

None

6. Investor Relations Consultant

None

Item 16: Management's Discussion and Analysis or Plan of Operation

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

The Company has listed its operations under the following subsidiary companies and trade names: Safeguard Security Holdings, Inc.; Acquent Security Consulting, Inc.; Premier Background Search, Inc.; SGI Protective Services; SEARCHglobal, Inc.; Secure Concepts International, Inc.; SYSTEMSgroup, Inc; SYSTEMSgroup Protective Services; SYSTEMSgroup Technologies and SYSTEMSgroup Global.

For the year ending June 30th, 2009, the Company had revenue of over \$11,500,000, with gross margins of 15.78%. However, the Company had a net loss of just over \$200,000 for this period. Management attempted to rationalize operations by curtailing its technology segment operated through Systems Group Security Resources, specifically by closing the Houston, Texas operations and reducing the size of the Dallas operations. This action taken by management dropped revenues by approximately \$1.5 million in the following year, but did not get the cost savings anticipated as current management realized the gross margins dropped to 12.03%. In addition, the net loss for the following year ending June 30th, 2010 increased to just under \$1.5 million. Current management recognized this issue and has now actively expanded the Dallas operations by supporting its large technology clients. This action has improved both revenues and gross margins while reducing the overall operating losses. For the six (6) months ending December 31, 2010, revenues were growing and the Company reported \$4,858,286 in gross revenue and gross margins of 17.25%. Net loss for this period was reduced to \$579,859. While the business is growing and gross margins improved significantly, in order to fund new business the Company has entered into various financing arrangements wherein the interest expense has been a significant cost and has seriously impacted the company's net earnings (loss). In order to fund the growth the Company entered into new financing arrangements and for the six months ended December 31, 2010, the interest expense alone was \$428,000. Traditional financing of the required amounts should have been approximately \$300,000 less. To this end, the Company is actively pursuing significantly better financing arrangements which, if achieved, will bring the Company to profitability for the first time in many years. In addition, significant new contracts have been entered in the first quarter of 2011, which could double the size of the business in a very short time. Other significant potential contract require the Company obtaining new funding in order to afford the set up expenses as required. In addition to the significant increase in the Company's core security businesses, the Company has recently entered the Armored Car Marketing sector which enhances the existing core business. In particular, the proximity of the Company's Texas operations to Mexico has seen a commitment from various levels of

governments and wealthy individuals in Mexico for the armor products that the company represents. New fund raising activities include Mezzanine lenders as well as various S.504 placements. With this additional financing, Management is optimistic that significant growth lies ahead, with gross margins increasing concurrently, placing the Company into a positive net income position for the first time in many years.

C: Off-Balance Sheet Arrangements

None

PART E: ISSUANCE HISTORY

Item 17 The following tables are a list of events that resulted in changes in total shares outstanding by the issuer (1) within the two year period ending on the last day of the issuers most recent fiscal year as well as for the period from the end of the issuers last fiscal year (June 30, 2010) to December 31, 2010. These issuances represent the shares issued pursuant to the conversion of convertible debt instruments to equity or via a Rule 504 offering.

2009 Convertible Debt Issuances				
DATE	Entitiy	Number of Free Trading Shares	Price per share	Dollar Amount Converted
31-Mar-09	AJW Partners, LLC	35,722	\$0.0064	\$228.62
31-Mar-09	New Millennium Capital Partners II, LLC	4,099	\$0.0064	\$26.23
31-Mar-09	AJW Offshore, Ltd	153,427	\$0.0064	\$981.93
31-Mar-09	AJW Qualified Partners, LLC	99,552	\$0.0064	\$637.13
23-Jun-09	AJW Partners, LLC	218,380	\$0.0120	\$2,620.56
23-Jun-09	New Millennium Capital Partners II, LLC	25,060	\$0.0120	\$300.72

23-Jun-09	AJW Offshore, Ltd	93,970	\$0.0120	\$11,255.52
23-Jun-09	AJW Qualified Partners, LLC	608,600	\$0.0120	\$7,303.20
24-Jun-09	AJW Partners, LLC	197,738	\$0.0100	\$1,977.38
24-Jun-09	New Millennium Capital Partners II, LLC	22,691	\$0.0100	\$226.91
24-Jun-09	AJW Offshore, Ltd	849,299	\$0.0100	\$8,492.99
24-Jun-09	AJW Qualified Partners, LLC	551,072	\$0.0100	\$5,510.72
29-Jun-09	AJW Partners, LLC	416,118	\$0.0046	\$1,914.14
29-Jun-09	New Millennium Capital Partners II, LLC	47,751	\$0.0046	\$219.65
29-Jun-09	AJW Offshore, Ltd	1,787,259	\$0.0046	\$8,221.39
29-Jun-09	AJW Qualified Partners, LLC	1,159,672	\$0.0046	\$5,334.49
7-Jul-09	AJW Partners, LLC	416,118	\$0.0026	\$1,081.91
7-Jul-09	New Millennium Capital Partners II, LLC	47,751	\$0.0026	\$124.15
7-Jul-09	AJW Offshore, Ltd	1,787,259	\$0.0026	\$4,646.87
7-Jul-09	AJW Qualified Partners, LLC	1,159,672	\$0.0026	\$3,015.15
10-Jul-09	AJW Partners, LLC	457,561	\$0.0024	\$1,098.81
10-Jul-09	New Millennium Capital Partners II, LLC	52,507	\$0.0024	\$126.02
10-Jul-09	AJW Offshore, Ltd	1,965,262	\$0.0024	\$4,716.63
10-Jul-09	AJW Qualified Partners, LLC	1,275,170	\$0.0024	\$3,060.41
22-Jul-09	AJW Partners, LLC	280,600	\$0.0024	\$673.44
22-Jul-09	New Millennium Capital Partners II, LLC	32,200	\$0.0024	\$77.28
22-Jul-09	AJW Offshore, Ltd	1,205,200	\$0.0024	\$2,892.48
22-Jul-09	AJW Qualified Partners, LLC	782,000	\$0.0024	\$1,876.00
23-Jul-09	AJW Partners, LLC	176,961	\$0.0024	\$424.71
23-Jul-09	New Millennium Capital Partners II, LLC	20,307	\$0.0024	\$48.74
23-Jul-09	AJW Offshore, Ltd	760,062	\$0.0024	\$1,824.15
23-Jul-09	AJW Qualified Partners, LLC	493,170	\$0.0024	\$1,183.61
27-Jul-09	AJW Partners, LLC	457,561	\$0.0024	\$1,098.15
27-Jul-09	New Millennium Capital Partners II, LLC	52,507	\$0.0024	\$126.02
27-Jul-09	AJW Offshore, Ltd	1,965,262	\$0.0024	\$4,716.63
27-Jul-09	AJW Qualified Partners, LLC	1,275,170	\$0.0024	\$3,060.41
11-Aug-09	AJW Partners, LLC	302,560	\$0.0024	\$726.14
11-Aug-09	New Millennium Capital Partners II, LLC	34,720	\$0.0025	\$83.33
11-Aug-09	AJW Offshore, Ltd	1,299,520	\$0.0024	\$3,118.85
11-Aug-09	AJW Qualified Partners, LLC	843,200	\$0.0024	\$2,023.68
13-Aug-09	AJW Partners, LLC	155,001	\$0.0025	\$387.50
13-Aug-09	New Millennium Capital Partners II, LLC	17,787	\$0.0025	\$44.47
13-Aug-09	AJW Offshore, Ltd	665,742	\$0.0025	\$1,664.36
13-Aug-09	AJW Qualified Partners, LLC	431,970	\$0.0025	\$1,079.93
26-Aug-09	AJW Partners, LLC	146,400	\$0.0029	\$424.56

26-Aug-09	New Millennium Capital Partners II, LLC	16,800	\$0.0029	\$48.72
26-Aug-09	AJW Offshore, Ltd	628,800	\$0.0029	\$1,823.52
26-Aug-09	AJW Qualified Partners, LLC	408,800	\$0.0029	\$1,183.20
27-Aug-09	AJW Partners, LLC	311,161	\$0.0029	\$902.37
27-Aug-09	New Millennium Capital Partners II, LLC	35,707	\$0.0029	\$103.55
27-Aug-09	AJW Offshore, Ltd	1,336,462	\$0.0029	\$3,875.74
27-Aug-09	AJW Qualified Partners, LLC	867,170	\$0.0029	\$2,514.79
9-Sep-09	AJW Partners, LLC	569,423	\$0.0022	\$1,252.73
9-Sep-09	New Millennium Capital Partners II, LLC	65,344	\$0.0022	\$143.76
9-Sep-09	AJW Offshore, Ltd	2,445,718	\$0.0022	\$5,380.58
9-Sep-09	AJW Qualified Partners, LLC	1,586,916	\$0.0022	\$3,491.22
29-Sep-09	AJW Partners, LLC	445,300	\$0.0014	\$623.42
29-Sep-09	New Millennium Capital Partners II, LLC	51,100	\$0.0014	\$71.54
29-Sep-09	AJW Offshore, Ltd	1,912,600	\$0.0014	\$2,677.64
29-Sep-09	AJW Qualified Partners, LLC	1,241,000	\$0.0014	\$1,737.40
30-Sep-09	AJW Partners, LLC	175,265	\$0.0013	\$227.84
30-Sep-09	New Millennium Capital Partners II, LLC	20,112	\$0.0013	\$2,615.00
30-Sep-09	AJW Offshore, Ltd	752,778	\$0.0013	\$978.61
30-Sep-09	AJW Qualified Partners, LLC	488,444	\$0.0013	\$634.98
2-Nov-09	AJW Partners, LLC	305,000	\$0.0014	\$427.00
2-Nov-09	New Millennium Capital Partners II, LLC	35,000	\$0.0014	\$49.00
2-Nov-09	AJW Offshore, Ltd	1,310,000	\$0.0014	\$1,834.00
2-Nov-09	AJW Qualified Partners, LLC	850,000	\$0.0014	\$1,190.00
3-Nov-09	AJW Partners, LLC	305,000	\$0.0014	\$427.00
3-Nov-09	New Millennium Capital Partners II, LLC	35,000	\$0.0014	\$49.00
3-Nov-09	AJW Offshore, Ltd	1,310,000	\$0.0014	\$1,834.00
3-Nov-09	AJW Qualified Partners, LLC	850,000	\$0.0014	\$1,190.00
5-Nov-09	AJW Partners, LLC	183,000	\$0.0014	\$256.20
5-Nov-09	New Millennium Capital Partners II, LLC	21,000	\$0.0014	\$29.40
5-Nov-09	AJW Offshore, Ltd	786,000	\$0.0014	\$1,100.40
5-Nov-09	AJW Qualified Partners, LLC	510,000	\$0.0014	\$714.00
6-Nov-09	AJW Partners, LLC	132,565	\$0.0013	\$172.33
6-Nov-09	New Millennium Capital Partners II, LLC	15,212	\$0.0013	\$19.78
6-Nov-09	AJW Offshore, Ltd	569,378	\$0.0013	\$740.19
6-Nov-09	AJW Qualified Partners, LLC	369,444	\$0.0013	\$480.28
10-Nov-09	AJW Partners, LLC	315,565	\$0.0013	\$410.23
10-Nov-09	New Millennium Capital Partners II, LLC	36,212	\$0.0013	\$47.08
10-Nov-09	AJW Offshore, Ltd	1,355,378	\$0.0013	\$1,761.99
10-Nov-09	AJW Qualified Partners, LLC	879,444	\$0.0013	\$1,143.28

18-Nov-09	AJW Partners, LLC	620,492	\$0.0013	\$806.64
18-Nov-09	New Millennium Capital Partners II, LLC	71,204	\$0.0013	\$92.57
18-Nov-09	AJW Offshore, Ltd	2,665,064	\$0.0013	\$3,464.58
18-Nov-09	AJW Qualified Partners, LLC	1,729,240	\$0.0013	\$2,248.01
14-Dec-09	AJW Partners, LLC	801,979	\$0.0010	\$801.98
14-Dec-09	New Millennium Capital Partners II, LLC	92,030	\$0.0010	\$92.03
14-Dec-09	AJW Offshore, Ltd	3,444,566	\$0.0010	\$3,444.57
14-Dec-09	AJW Qualified Partners, LLC	2,235,025	\$0.0010	\$2,235.02
28-Dec-09	AJW Partners, LLC	801,979	\$0.0008	\$641.58
28-Dec-09	New Millennium Capital Partners II, LLC	92,030	\$0.0008	\$73.62
28-Dec-09	AJW Offshore, Ltd	3,444,566	\$0.0008	\$2,755.65
28-Dec-09	AJW Qualified Partners, LLC	2,235,025	\$0.0008	\$1,788.02
Total Conversion 2009		66,594,908		\$163,282.01

2010 Convertible Debt Issuances

DATE	Entity	Number of Free Trading Shares	Price per share	Dollar Amount Converted
13-Jan-10	AJW Partners, LLC	801,979	\$0.00070	\$561.39
13-Jan-10	New Millennium Capital Partners II, LLC	92,030	\$0.00070	\$64.42
13-Jan-10	AJW Offshore, Ltd	3,444,566	\$0.00070	\$2,411.20
13-Jan-10	AJW Qualified Partners, LLC	2,235,025	\$0.00070	\$1,564.52
28-Jan-10	AJW Partners, LLC	1,970,629	\$0.00040	\$788.25
28-Jan-10	New Millennium Capital Partners II, LLC	226,138	\$0.00040	\$90.45
28-Jan-10	AJW Offshore, Ltd	8,464,015	\$0.00040	\$3,385.61
28-Jan-10	AJW Qualified Partners, LLC	5,491,918	\$0.00040	\$2,196.77
9-Feb-10	AJW Partners, LLC	1,970,629	\$0.00037	\$729.13
9-Feb-10	New Millennium Capital Partners II, LLC	226,138	\$0.00037	\$83.67
9-Feb-10	AJW Offshore, Ltd	8,464,015	\$0.00037	\$3,131.69
9-Feb-10	AJW Qualified Partners, LLC	5,491,918	\$0.00037	\$2,032.01
11-Feb-10	AJW Partners, LLC	1,970,629	\$0.00032	\$630.60
11-Feb-10	New Millennium Capital Partners II, LLC	226,138	\$0.00032	\$72.36
11-Feb-10	AJW Offshore, Ltd	8,464,015	\$0.00032	\$2,708.48
11-Feb-10	AJW Qualified Partners, LLC	5,491,918	\$0.00032	\$1,757.41
16-Feb-10	AJW Partners, LLC	1,970,629	\$0.00032	\$630.60
16-Feb-10	New Millennium Capital Partners II, LLC	226,138	\$0.00032	\$72.36

16-Feb-10	AJW Offshore, Ltd	8,464,015	\$0.00032	\$2,708.48
16-Feb-10	AJW Qualified Partners, LLC	5,491,918	\$0.00032	\$1,757.41
18-Feb-10	AJW Partners, LLC	2,431,558	\$0.00028	\$680.84
18-Feb-10	New Millennium Capital Partners II, LLC	279,031	\$0.00028	\$78.13
18-Feb-10	AJW Offshore, Ltd	10,443,739	\$0.00028	\$2,924.25
18-Feb-10	AJW Qualified Partners, LLC	6,776,472	\$0.00028	\$1,897.41
4-Mar-10	AJW Partners, LLC	2,431,558	\$0.00024	\$583.57
4-Mar-10	New Millennium Capital Partners II, LLC	279,031	\$0.00024	\$66.97
4-Mar-10	AJW Offshore, Ltd	10,443,739	\$0.00024	\$2,506.50
4-Mar-10	AJW Qualified Partners, LLC	6,776,472	\$0.00024	\$1,626.35
11-Mar-10	AJW Partners, LLC	2,431,558	\$0.00024	\$583.57
11-Mar-10	New Millennium Capital Partners II, LLC	279,031	\$0.00024	\$66.97
11-Mar-10	AJW Offshore, Ltd	10,443,739	\$0.00024	\$2,506.50
11-Mar-10	AJW Qualified Partners, LLC	6,776,472	\$0.00024	\$1,626.35
22-Mar-10	AJW Partners, LLC	2,431,558	\$0.00024	\$583.57
22-Mar-10	New Millennium Capital Partners II, LLC	279,031	\$0.00024	\$66.97
22-Mar-10	AJW Offshore, Ltd	10,443,739	\$0.00024	\$2,506.50
22-Mar-10	AJW Qualified Partners, LLC	6,776,472	\$0.00024	\$1,626.35
9-Apr-10	AJW Partners, LLC	2,431,558	\$0.00027	\$656.52
9-Apr-10	New Millennium Capital Partners II, LLC	279,031	\$0.00027	\$75.34
9-Apr-10	AJW Offshore, Ltd	10,443,739	\$0.00027	\$2,819.81
9-Apr-10	AJW Qualified Partners, LLC	6,776,472	\$0.00027	\$1,829.65
27-Apr-10	AJW Partners, LLC	2,431,558	\$0.00020	\$486.31
27-Apr-10	New Millennium Capital Partners II, LLC	279,031	\$0.00020	\$55.81
27-Apr-10	AJW Offshore, Ltd	10,443,739	\$0.00020	\$2,088.75
27-Apr-10	AJW Qualified Partners, LLC	6,776,472	\$0.00020	\$1,355.29
12-May-10	AJW Partners, LLC	501,672	\$0.00040	\$200.67
12-May-10	New Millennium Capital Partners II, LLC	41,806	\$0.00040	\$16.72
12-May-10	AJW Offshore, Ltd	2,466,554	\$0.00040	\$986.62
12-May-10	AJW Qualified Partners, LLC	1170568	\$0.00040	468.23
14-May-10	AJW Partners, LLC	2,431,558	\$0.00010	\$243.16
14-May-10	New Millennium Capital Partners II, LLC	279,031	\$0.00010	\$27.90
14-May-10	AJW Offshore, Ltd	10,443,739	\$0.00010	\$1,044.37
14-May-10	AJW Qualified Partners, LLC	6,776,472	\$0.00010	\$677.65
9-Jun-10	AJW Partners, LLC	2,431,558	\$0.00006	\$145.89
9-Jun-10	New Millennium Capital Partners II, LLC	279,031	\$0.00006	\$16.74
9-Jun-10	AJW Offshore, Ltd	10,443,739	\$0.00006	\$626.62
9-Jun-10	AJW Qualified Partners, LLC	6,776,472	\$0.00006	\$406.59
22-Jun-10	AJW Partners, LLC	8,523,042	\$0.00005	\$426.15
22-Jun-10	New Millennium Capital Partners II, LLC	978,054	\$0.00005	\$48.90

22-Jun-10	AJW Offshore, Ltd	36,607,164	\$0.00005	\$1,830.36
22-Jun-10	AJW Qualified Partners, LLC	23,752,740	\$0.00005	\$1,187.64
24-Jun-10	Wyndham Capital/Brian Clark Enterprises	100,000,000	\$0.00003	\$3,000.00
6-Jul-10	AJW Partners, LLC	8,523,042	\$0.00005	\$426.15
6-Jul-10	New Millennium Capital Partners II, LLC	978,054	\$0.00005	\$48.90
6-Jul-10	AJW Offshore, Ltd	36,607,164	\$0.00005	\$1,830.36
6-Jul-10	AJW Qualified Partners, LLC	23,752,740	\$0.00005	\$1,187.64
21-Jul-10	AJW Partners, LLC	8,523,042	\$0.00005	\$426.15
21-Jul-10	New Millennium Capital Partners II, LLC	978,054	\$0.00005	\$48.90
21-Jul-10	AJW Offshore, Ltd	36,607,164	\$0.00005	\$1,830.36
21-Jul-10	AJW Qualified Partners, LLC	23,752,740	\$0.00005	\$1,187.64
28-Jul-10	AJW Partners, LLC	8,523,042	\$0.00005	\$426.15
28-Jul-10	New Millennium Capital Partners II, LLC	978,054	\$0.00005	\$48.90
28-Jul-10	AJW Offshore, Ltd	36,607,164	\$0.00005	\$1,830.36
28-Jul-10	AJW Qualified Partners, LLC	23,752,740	\$0.00005	\$1,187.64
2-Aug-10	AJW Partners, LLC	8,523,042	\$0.00005	\$426.15
2-Aug-10	New Millennium Capital Partners II, LLC	978,054	\$0.00005	\$48.90
2-Aug-10	AJW Offshore, Ltd	36,607,164	\$0.00005	\$1,830.36
2-Aug-10	AJW Qualified Partners, LLC	23,752,740	\$0.00005	\$1,187.64
11-Aug-10	AJW Partners, LLC	8,523,042	\$0.00005	\$426.15
11-Aug-10	New Millennium Capital Partners II, LLC	978,054	\$0.00005	\$48.90
11-Aug-10	AJW Offshore, Ltd	36,607,164	\$0.00005	\$1,830.36
11-Aug-10	AJW Qualified Partners, LLC	23,752,740	\$0.00005	\$1,187.64
	Total Conversion 2010	753,977,400		\$85,494.55

504 Fundings

2009/2010 State of Texas

DATE	Entity	Number of Free Trading Shares	Price per share	Amount Funded
10-Nov-09	TJ Management Group, LLC	10,416,666	\$0.00240	\$25,000.00
17-Nov-09	TJ Management Group, LLC	11,964,285	\$0.00280	\$33,500.00
23-Nov-09	Mazuma Funding	15,000,000	\$0.00333	\$50,000.00
24-Nov-09	TJ Management Group, LLC	14,814,814	\$0.00270	\$40,000.00
8-Dec-09	TJ Management Group, LLC	18,181,818	\$0.00192	\$34,909.09
17-Dec-09	TJ Management Group, LLC	18,750,000	\$0.00160	\$30,000.00

28-Dec-09	TJ Management Group, LLC	20,833,333	\$0.00120	\$25,000.00
7-Jan-10	TJ Management Group, LLC	20,833,333	\$0.00120	\$25,000.00
13-Jan-10	Highwater Capital Management, LLC	23,529,412	\$0.00106	\$25,000.00
15-Jan-10	TJ Management Group, LLC	22,727,272	\$0.00110	\$25,000.00
25-Mar-10	TJ Management Group, LLC	56,818,181	\$0.00044	\$25,000.00
6-Apr-10	TJ Management Group, LLC	68,181,818	\$0.00044	\$30,000.00
12-Apr-10	TJ Management Group, LLC	68,181,818	\$0.00044	\$30,000.00
16-Apr-10	TJ Management Group, LLC	79,545,454	\$0.00044	\$35,000.00
20-Apr-10	TJ Management Group, LLC	85,714,285	\$0.00035	\$30,000.00
27-Apr-10	TJ Management Group, LLC	92,592,592	\$0.00027	\$25,000.00
3-May-10	TJ Management Group, LLC	92,592,592	\$0.00027	\$25,000.00
11-May-10	TJ Management Group, LLC	131,578,947	\$0.00019	\$25,000.00
9-Jun-10	TJ Management Group, LLC	208,333,333	\$0.00012	\$25,000.00
	Totals	1,060,589,953		\$563,409.09

Item 18: Material Contracts

The nature of the business is that the Company's material contracts are all subject to confidentiality provisions and therefore cannot be included in this disclosure statement.

Item 19: Articles of Incorporation and Bylaws.

Previously filed. Can be found at www.otcm Markets.com/stock/SSHS/financials

Item 20: Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

Not Applicable

Item 21: Issuer's Certification

I R. Michael Lagow, certify that:

1. I have reviewed this current information statement of Safeguard Security Holdings, Inc.;
2. Based on my knowledge this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement and
3. Based on my knowledge the financial statements, and other financial information included or incorporated by reference in the disclosure statement fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for the periods presented in this disclosure statement.

Date: May 12TH, 2011

/s/ R. Michael Lagow, President