LITHIUM TECHNOLOGY CORP
Form 10QSB
November 19, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-QSB

(Mark One)

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

For The Quarterly Period Ended September 30, 2003

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

For the transition period from _________ to _________

Commission file number 1-10446

LITHIUM TECHNOLOGY CORPORATION

(Exact Name of Small Business Issuer as Specified in Its Charter)

DELAWARE	**13-3411148**
(State or Other Jurisdiction of	**(I.R.S. Employer**

Incorporation or Organization)	**Identification No.)**

5115 CAMPUS DRIVE, PLYMOUTH MEETING, PA 19462

(Address of Principal Executive Offices)

(610) 940-6090

(Issuer s Telephone Number, Including Area Code)

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Yes x No ¨

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes ¨ No ¨

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer s classes of common equity, as of the latest practicable date: As of November 18, 2003: 4,411,459 shares of Common Stock.

Transitional Small Business Disclosure Format (check one): Yes ¨ No x

LITHIUM TECHNOLOGY CORPORATION AND SUBSIDIARIES

FORM 10-QSB

FOR THE QUARTER ENDED SEPTEMBER 30, 2003

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL INFORMATION

LITHIUM TECHNOLOGY CORPORATION AND SUBSIDIARIES

(DEVELOPMENT STAGE COMPANIES)

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

	September 30, 2003	December 31, 2002
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 31,000	$ 165,000
Accounts receivable	15,000	17,000
Inventories, net	88,000	114,000
Related party receivable	115,000	103,000
Prepaid expenses and other current assets	600,000	641,000
Total current assets	849,000	1,040,000
Due from related parties	2,943,000	2,593,000
Property and equipment, net	5,224,000	4,875,000
Intangibles, net	9,282,000	9,923,000
Other assets	21,000	21,000
Total assets	$ 18,319,000	$ 18,452,000
LIABILITIES AND STOCKHOLDERS DEFICIT		
CURRENT LIABILITIES:		
Accounts payable	$ 1,440,000	$ 1,088,000
Accrued salaries	529,000	232,000
Notes payable	51,000	63,000
Current portion of long term debt	603,000	368,000
Payable to related party	715,000	497,000
Other current liabilities and accrued expenses	268,000	514,000
Total current liabilities	3,606,000	2,762,000
LONG-TERM LIABILITIES, LESS CURRENT PORTION	32,543,000	28,407,000
CONVERTIBLE DEBT SECURITIES	10,478,000	5,537,000
Total liabilities	46,627,000	36,706,000
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS DEFICIT		
Preferred stock, par value $.01 per share, Authorized-100,000 shares; Issued and outstanding 1,000 shares Series A Convertible Preferred Stock		
Common stock, par value $.01 per share, Authorized-125,000,000 shares; Issued and outstanding 4,411,770 shares	44,000	44,000
Additional paid-in capital	10,679,000	10,679,000
Cumulative translation adjustments	(4,168,000)	(1,589,000)
Accumulated deficit	(200,000)	(200,000)
Deficit accumulated during development stage	(34,663,000)	(27,188,000)

Total stockholders deficit	(28,308,000)	(18,254,000)
Total liabilities and stockholders deficit	$ 18,319,000	$ 18,452,000

See accompanying notes to condensed consolidated financial statements.

LITHIUM TECHNOLOGY CORPORATION AND SUBSIDIARIES

(DEVELOPMENT STATGE COMPANIES)

CONDENSED CONOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(UNAUDITED)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,		PERIOD FROM FEBRUARY 12, 1999 (INCEPTION OF DEVELOPMENT STAGE) TO SEPTEMBER 30,
	2003	**2002**	**2003**	**2002**	**2003**
REVENUES					
Development contracts and prototype sales	$ 126,000	$ 82,000	$ 285,000	$ 102,000	$ 406,000
COSTS AND EXPENSES					
Engineering, research and development	1,182,000	524,000	3,326,000	1,371,000	12,454,000
General and administrative	845,000	298,000	2,689,000	962,000	8,082,000
Depreciation and amortization	369,000	114,000	1,123,000	314,000	7,864,000
In process research and development					3,700,000
Loss (gain) on sale of assets	11,000		(5,000)	12,000	38,000
	2,407,000	936,000	7,133,000	2,659,000	32,138,000
OTHER INCOME (EXPENSE)					
Foreign government subsidies	239,000	114,000	645,000	421,000	2,167,000
Interest expense, net of interest income	(388,000)	(347,000)	(1,272,000)	(899,000)	(5,098,000)
	(149,000)	(233,000)	(627,000)	(478,000)	(2,931,000)
NET LOSS	$ (2,430,000)	$ (1,087,000)	$ (7,475,000)	$ (3,035,000)	$ (34,663,000)
OTHER COMPREHENSIVE INCOME (LOSS)					
Currency translation adjustments	(337,000)	91,000	(2,579,000)	(1,912,000)	(4,168,000)
COMPREHENSIVE LOSS	$ (2,767,000)	$ (996,000)	$ (10,054,000)	$ (4,947,000)	$ (38,831,000)
Weighted average number of common shares outstanding:	9,978,797	5,567,027	9,978,797	5,567,027	
Basic and diluted net loss per share:	$ (0.24)	$ (0.20)	$ (0.75)	$ (0.55)	

See accompanying notes to condensed consolidated financial statements.

LITHIUM TECHNOLOGY CORPORATION AND SUBSIDIARIES

(DEVELOPMENT STAGE COMPANIES)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

	NINE MONTHS ENDED SEPTEMBER 30,		PERIOD FROM FEBRUARY 12, 1999 (INCEPTION OF DEVELOPMENT STAGE) TO
	2003	2002	SEPTEMBER 30, 2003
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	$ (7,475,000)	$ (3,035,000)	$ (34,663,000)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	1,123,000	314,000	7,864,000
In-process research and development expensed			3,700,000
Loss (gain) on sale of assets	(5,000)	12,000	38,000
Non cash interest expense	1,104,000	759,000	3,347,000
Change in operating assets and liabilities, net of business acquisitions:			
Accounts receivable	2,000		(15,000)
Inventories	36,000	19,000	(75,000)
Prepaid expenses and other current assets	51,000	86,000	(177,000)
Accounts payable and accrued expenses	526,000	219,000	1,722,000
Net cash used in operating activities	(4,638,000)	(1,626,000)	(18,259,000)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of property and equipment	(269,000)	(835,000)	(3,370,000)
Investment in intangibles	(22,000)	(17,000)	(130,000)
Cash received in connection with Share Exchanges			20,000
Deposit on equipment	(100,000)		(200,000)
Proceeds from sale of assets	61,000		105,000
Net cash used in investing activities	(330,000)	(852,000)	(3,575,000)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayments of loans from financial institutions	(6,000)	(251,000)	(1,657,000)
Proceeds (repayments) of silent partnership loans		(93,000)	102,000
Proceeds from related party loans		2,549,000	17,471,000
Proceeds received from Promissory Notes from related party	4,830,000		5,918,000
Net cash provided by financing activities	4,824,000	2,205,000	21,834,000
Effect of exchange rate changes on cash	10,000	19,000	28,000
Net increase (decrease) in cash and cash equivalents	(144,000)	(254,000)	28,000
Cash and cash equivalents, beginning of period	165,000	331,000	3,000
Cash and cash equivalents, end of period	$ 31,000	$ 77,000	$ 31,000
SUPPLEMENTAL CASH FLOW INFORMATION			

Conversion of convertible debt into common stock	1,915,000
Capital contribution by affiliate of Arch Hill in lieu of debt payment	1,734,000

See accompanying notes to condensed consolidated financial statements.

LITHIUM TECHNOLOG CORPORATION AND SUBSIDIARIES

(DEVELOPMENT STAGE COMPANIES)

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY (DEFICIT)

(UNAUDITED)

	Convertible Preferred Stock *		Common Stock *		Additional Paid-in Capital *	Cumulative Translations Adjustments	Accumulated Deficit	Deficit Accumulated During Development
	Shares	**Amount**	**Shares**	**Amount**				
Balances at December 31, 2002	1,000	$	4,411,770	$ 44,000	$ 10,679,000	$ (1,589,000)	$ (200,000)	$ (27,188,000)
Foreign currency translation adjustments						(2,579,000)		
Net loss								(7,475,000)
Balances at September 30, 2003	1,000	$	4,411,770	$ 44,000	$ 10,679,000	$ (4,168,000)	$ (200,000)	$ (34,663,000)

* Amounts have been adjusted to account for amendment to terms of the Series A Preferred Stock and the reverse stock split as described in Note 13.

See accompany notes to condensed consolidated financial statements.

LITHIUM TECHNOLOGY CORPORATION

AND SUBSIDIARIES

(DEVELOPMENT STAGE COMPANIES)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

SEPTEMBER 30, 2003

NOTE 1 BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and rules and regulations of the Securities and Exchange Commission (the SEC) applicable to interim periods. In the opinion of management, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included. These financial statements should be read in conjunction with the Company s audited financial statements included in the Company s Annual Report on Form 10-KSB filed with the Securities and Exchange Commission for the year ended December 31, 2002. Operating results for three and nine months ended September 30, 2003 are not necessarily indicative of the results that may be expected for the year ending December 31, 2003 or any interim period.

Effective July 28, 2003, Lithium Technology Corporation (LTC) implemented a one-for-twenty reverse stock split of the Company s common stock (See Note 13). On May 9, 2003, the Company reduced the outstanding and authorized Series A Preferred Stock from 100,000 to 1,000 shares (See Note 13). The reverse stock split and Preferred Stock reduction have been reflected retroactively in the accompanying financial statements and notes for all periods presented and all applicable references as to the number of common shares and per share information, preferred shares, stock option data and market prices have been restated to reflect the reverse stock split and Preferred Stock reduction. In addition, stockholders deficit has been restated retroactively for all periods presented for the par value of the number of shares that were eliminated.

NOTE 2 ORGANIZATION, BUSINESS OF THE COMPANY AND RECENT DEVELOPMENTS

LTC closed share exchanges in which LTC acquired ownership of 100% of GAIA Holding B.V. (GAIA Holding) from Arch Hill Ventures, N.V., a private company limited by shares, incorporated under the laws of the Netherlands (Arch Hill Ventures), which is controlled by Arch Hill Capital N.V. (Arch Hill Capital), a private company limited by shares, incorporated under the laws of the Netherlands (the Share Exchanges) (see Note 5).

Subsequent to the Share Exchanges, Arch Hill Capital effectively controls LTC through its 73% beneficial ownership of LTC common stock. As a result, the Share Exchanges have been accounted for as a reverse acquisition, whereby for financial reporting purposes, GAIA Holding is considered the acquiring company. Hence, the historical financial statements of GAIA Holding became the historical financial statements of the Company and include the results of operations of LTC only from the acquisition date of October 4, 2002.

GAIA Holding, a private limited liability company incorporated under the laws of the Netherlands, is the 100% beneficial owner of GAIA Akkumulatorenwerke GmbH (GAIA). GAIA Holding (formerly known as Hill Gate Investments B. V.) was incorporated in 1990 and only had limited operations until the acquisition of GAIA on February 12, 1999 (inception of development stage). GAIA is a private limited liability company incorporated under the laws of Germany. GAIA Holding s ownership interest in GAIA is held through certain trust arrangements (see Note 3).

The date of inception of the Company s development stage is February 12, 1999. Prior to inception of development stage activities, the Company incurred accumulated losses of $200,000, and these losses have been segregated from the Company s deficit accumulated during the development stage in the accompanying consolidated financial statements.

The Company considers itself to have one operating segment. The Company is a development and pilot-line production stage company that develops large format lithium-ion rechargeable batteries to be used as a new power source for emerging applications in the automotive, stationary power, and national security markets.

LTC, GAIA Holding, GAIA and all subsidiaries of LTC, GAIA Holding and GAIA are collectively referred to herein as the Company.

NOTE 3 SIGNIFICANT ACCOUNTING POLICIES

GAIA HOLDING DEEMED ACQUIRER OF LTC

The Share Exchanges between LTC and GAIA Holding have been accounted for as a reverse acquisition (see Notes 2 and 5). As a result, GAIA Holding is considered the acquiring company; hence, the historical consolidated financial statements of GAIA Holding became the historical financial statements of LTC and include the operating results of LTC only from the effective dates of the Share Exchanges.

BASIS OF CONSOLIDATION

The consolidated financial statements include the accounts of the Company, including all subsidiaries. All significant intercompany accounts and transactions have been eliminated.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or classification of liabilities that might be necessary should the Company be unable to operate in the normal course of business.

GAIA Holding is the beneficial owner of all of the issued and outstanding shares of GAIA. Legal ownership of the outstanding shares of GAIA are held pursuant to certain Dutch and German trust agreements by two Netherlands entities (the Nominal Stockholders) for the risk and account of GAIA Holding. Based on the Dutch and German trust agreements, the Nominal Stockholders are obligated to transfer the legal ownership of the shares in GAIA without any further payments to GAIA Holding. Pursuant to the trust agreements, GAIA Holding has the right to vote the shares of GAIA held by the Nominal Stockholders. The results of GAIA are included in the results of GAIA Holding as of the date of acquisition.

ESTIMATES AND UNCERTAINTIES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (generally accepted accounting principles) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results, as determined at a later date, could differ from these estimates.

FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value estimates, assumptions and methods used to estimate fair value of the Company s financial instruments are made in accordance with the requirements of SFAS No. 107, Disclosures about Fair Value of Financial Instruments. The Company has used available information to derive its estimates. However, because these estimates are made as of a specific point in time, they are not necessarily indicative of amounts the Company could realize currently. The use of different assumptions or estimating methods may have a material effect on the estimated fair value amounts.

The carrying amounts of cash and cash equivalents, accounts receivable net, accounts payable, accrued expenses and short-term notes payable approximate fair value due to the short-term nature of the instruments.

Long-term liabilities are comprised of loans from financial institutions, related party loans and other long-term loans. The Company s long-term loans from financial institutions and other long-term loans approximate fair value.

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investment instruments purchased with an initial maturity of three months or less to be cash equivalents.

INVENTORIES

Inventories primarily include raw materials and auxiliary materials required for the production process. Inventories are valued at the lower of cost or net realizable value. The cost of inventories is determined by using the weighted average method. Cost elements included in inventories comprise all costs of purchase and other costs incurred to bring the inventories to their present location and condition.

PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost and primarily consist of buildings, technical and lab equipment, furniture and office equipment. In the period assets are retired or otherwise disposed of, the costs and accumulated depreciation are removed from the accounts, and any gain or loss on disposal is included in results of operations. Property and equipment are depreciated using the straight-line method over their estimated useful lives as follows:

Buildings	25 years
Technical and laboratory equipment	7-10 years
Office equipment and other	1-5 years

INTANGIBLES

Intangibles consist of amounts capitalized by GAIA for patents, which are recorded at cost and are amortized using the straight-line method over their estimated useful lives of 13 to 17 years commencing upon final approval by the foreign regulatory body. Intangibles also include amounts relating to the core patented technology of LTC, as determined by an independent valuation, in connection with the allocation of the purchase price resulting from the Share Exchanges (see Note 5). These intangibles are being amortized using the straight-line method over their estimated useful lives of 12 years.

LONG-LIVED ASSETS

The Company periodically evaluates the carrying value of long-lived assets when events and circumstances indicate the carrying amounts may not be recoverable. The carrying value of a long-lived asset is considered impaired when the anticipated undiscounted cash flows expected to result from the use and eventual disposition from such assets are less than the carrying value. If the sum of the expected cash flows (undiscounted and without finance charges) is less than the carrying amount of the asset, the Company recognizes an impairment loss on the asset. In that event, a loss is recognized for the amount by which the carrying value exceeds the fair value of the long-lived asset. Fair value is determined by quoted market prices in active markets, if available, or by using the anticipated cash flows discounted at a rate commensurate with the risks involved.

INCOME TAXES

Deferred tax assets and liabilities are computed for temporary differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the temporary differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

REVENUES

The Company performs certain research and development for other companies and sells prototypes to third parties. Revenue is recognized as services are rendered or products are delivered, the price to the buyer is fixed and determinable, collectibility is reasonably assured and persuasive evidence of an arrangement exists.

OTHER INCOME

The Company receives subsidies from foreign governmental agencies to reimburse the Company for certain research and development expenditures. Subsidies are recorded as other income.

FOREIGN CURRENCY TRANSLATION

The functional currency for foreign operations is the local currency. For these foreign entities, the Company translates assets and liabilities at end-of-period exchange rates. The Company records these translation adjustments in cumulative other comprehensive income (loss), a separate component of equity in the consolidated balance sheet. For revenues, expenses, gains and losses, the weighted average exchange rate for the period is used to translate those elements.

STOCK OPTIONS

In accordance with Statement of Financial Accounting Standard (SFAS) No. 123, Accounting for Stock-based Compensation (SFAS No. 123), the Company has elected to account for stock option grants to employees using the intrinsic value based method prescribed by APB Opinion No. 25.

In connection with the Share Exchanges (see Note 5), the Company has stock options post acquisition. All such options were fully vested at the acquisition and valued as part of the purchase price. If the Company had applied the fair value recognition provisions of SFAS No. 123, there would be no effect on net loss and losses per share.

NET LOSS PER COMMON SHARE

The Company has presented net loss per common share pursuant to SFAS No. 128, Earnings Per Share . Net loss per common share is based upon the weighted average number of outstanding common shares. The Company has determined that the as-if converted common shares related to the preferred shares should be included in the weighted average shares outstanding for purposes of calculating basic earnings per share. The Company made such determination because: 1) Arch Hill Capital, which controls the Company, has the ability to authorize the necessary shares for conversion; 2) the preferred shares have no significant preferential rights above the common shares; and 3) the preferred shares will automatically convert at a later date upon proper share authorization. As a result, weighted average shares outstanding included in the calculation of basic and diluted net loss per common share for the three and nine months ended September 30, 2003 and 2002 was as follows:

	2003	**2002**
Series A Preferred Stock	5,567,027	5,567,027
Common Stock	4,411,770	
	9,978,797	5,567,027

For the three months ended September 30, 2003 and 2002, the Company s potential common shares have an anti-dilutive effect on earnings per share and, therefore, have not been used in determining the total diluted weighted average number of shares outstanding. Potential common shares resulting from convertible promissory notes payable, stock options and warrants that would be used to determine diluted earnings per share for the three and nine months ended September 30, 2003 and 2002 were as follows:

	3-Months Ended 9/30/03	**3-Months Ended 09/30/02**	**9-Months Ended 9/30/03**	**9-Months Ended 9/30/02**
Convertible promissory notes	1,974,500		1,974,500	
Stock options				
Contingently issuable shares under promissory notes	2,954,200		2,045,600	
Warrants				
Total	4,928,700		4,020,100	

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In July 2001, the Financial Accounting Standards Board (FASB) issued SFAS No. 143, Accounting for Asset Retirement Obligations (SFAS 143) which is effective for fiscal years beginning after June 15, 2002. SFAS 143 requires, among other things, that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The associated asset retirement costs are then capitalized as part of the carrying amount of the long-lived asset. SFAS 143 has been adopted by the Company effective January 1, 2003, and did not have a material impact on its consolidated financial statements.

In April 2002, the FASB issued SFAS N0. 145, Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB statement No.13, and Technical Corrections (SFAS 145). This statement eliminates the current requirement that gains and losses on debt extinguishment must be classified as extraordinary items in the income statement. Instead, such gains and losses will be classified as extraordinary items only if they are deemed to be unusual and infrequent, in accordance with the current GAAP criteria for extraordinary classification. In addition, SFAS 145 eliminates an inconsistency in lease accounting by requiring that modifications of capital leases that result in reclassification as operating leases be accounted for consistent with sale-leaseback accounting rules. SFAS 145 is effective for fiscal years beginning after May 15, 2002 and will be adopted effective January 1, 2003. The adoption of SFAS 145 did not have a material impact on the Company s consolidated financial statements.

In June 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities (SFAS 146), which addresses accounting for restructuring and similar costs. SFAS 146 supercedes previous accounting guidance, principally Emerging Issues Task Force (EITF) Issue No. 94-3. SFAS 146 requires that the liability for costs associated with an exit or disposal activity be recognized when the liability is incurred. Under EITF No. 94-3, a liability for an exit cost was recognized at the date of a company s commitment to an exit plan. SFAS 146 also establishes that the liability should initially be measured and recorded at fair value. Accordingly, SFAS 146 may affect the timing of recognizing future restructuring expenses as well as the amount recognized. The Company will adopt the provisions of SFAS 146 for restructuring activities initiated after December 31, 2002.

In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity (SFAS 150). SFAS 150 requires certain financial instruments that embody obligations of the issuer and have characteristics of both liabilities and equity to be classified as liabilities. The provisions of SFAS 150 are effective for financial instruments entered into or modified after May 31, 2003 and to all other instruments that exist as of the beginning of the first interim financial reporting period beginning after June 15, 2003. The adoption of this statement did not have a material impact on the Company s consolidated financial statements.

In November 2002, the FASB issued FASB Interpretation No. 45, Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others. This interpretation expands the disclosures to be made by a guarantor about its obligations under certain guarantees and requires that, at the inception of a guarantee, a guarantor recognize a liability for the fair value of the obligation undertaken in issuing the guarantee. The disclosure requirements are effective immediately. The initial recognition and measurement provisions of this interpretation are effective for guarantees issued or modified after December 31, 2002. The adoption of the initial recognition and measurement provisions of this interpretation did not have a material effect on the Company s financial position, results of operations or cash flows.

In January 2003, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 46, Consolidation of Variable Interest Entities An Interpretation of Accounting Research Bulletin (ARB) No. 51 (FIN 46). This interpretation clarifies how to identify variable interest entities and how a company should assess its interests in a variable interest entity to decide whether to consolidate the entity. FIN 46 applies to variable interest entities created after January 31, 2003, in which a company obtains an interest after that date. The FASB has delayed implementation of FIN 46 to the first fiscal quarter or interim period ending after December 15, 2003, to variable interest entities in which a company holds a variable interest that it acquired before February 1, 2003. The Company does not have any ownership in variable interest entities.

NOTE 4 OPERATING AND LIQUIDITY DIFFICULTIES AND MANAGEMENT S PLANS TO OVERCOME

The accompanying consolidated financial statements of the Company have been prepared on a going concern basis, which contemplates the continuation of operations, realization of assets and liquidation of liabilities in the ordinary course of business. Since its inception, the Company has incurred substantial operating losses and expects to incur additional operating losses over the next several years. Operations have been financed primarily through the use of proceeds from loans from Arch Hill Capital and other related parties, loans from silent partners and bank borrowings secured by assets. Continuation of the Company s operations is dependent upon obtaining further financing from either Arch Hill Capital or other related parties, continued bridge financing from Arch Hill Capital or a new debt or equity financing. These conditions raise substantial doubt about the Company s ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

MANAGEMENT S PLANS

The Company has worked closely with selected portable electronics Original Equipment Manufacturers (OEM) in the past, exploring various notebook computer, PDA and wireless handset applications. Since 2000, the Company has refocused its unique extrusion manufacturing process, proprietary electro-chemistry, advanced battery assembly technology and market activities to concentrate on large-format, high rate battery applications for the national security, transportation and stationary back-up power markets. Transportation applications include advanced automotive batteries for 42-volt systems and Hybrid Electric Vehicles (HEVs). LTC s custom large-format rechargeable lithium-ion batteries, which carry the GAIA brand name and trademark, are constructed with the Company s proprietary flat or cylindrical building block cells, and include a battery management system. The Company delivered a 42-volt automotive battery prototype to the European Astor Program in the third quarter of 2002 and a second prototype was delivered for independent testing in Europe in the fourth quarter of 2002. The Company has not yet delivered a prototype HEV, or stationary power battery for testing by a third party.

Management s operating plan seeks to minimize the Company s capital requirements, but commercialization of the Company s battery technology will require substantial amounts of additional capital. The Company expects that technology development and operating and production expenses will increase significantly as it continues to advance its battery technology and develop products for commercial applications. The Company s working capital and capital requirements will depend upon numerous factors, including, without limitation, the progress of the Company s technology development program, technological advances, and the status of competitors.

Effective April 1, 2003, a 20% salary reduction was implemented for all employees of LTC. The reduced salaries will be repaid by the Company if a third party debt or equity financing of at least $3,000,000 in gross proceeds is closed by the Company by December 31, 2003 at which time the base salary level of each employee will be reinstituted to 100% of the base salary in effect on March 31, 2003. Salary reduction deferrals of $125,000 have been accrued in the financial statements.

The Company does not currently have sufficient cash to pay all of its outstanding liabilities or achieve all of its development and production objectives. In order to have sufficient capital resources for its development, production, operating and administrative needs, the Company needs to close on a third party debt or equity financing transaction in the near term. The Company believes that if it raises approximately $10,000,000 in a third party debt or equity financing it would have sufficient funds to meet the Company s needs for at least twelve months. The Company has not entered into any definitive agreements relating to a new financing as of November 18, 2003 and no assurance can be given that any financing will be consummated.

Although Arch Hill Capital has been providing funding to the Company under a Bridge Financing Agreement since December 2001, (see Note 10), there can be no assurance that funding will continue to be provided by Arch Hill Capital in the amounts necessary to meet all the Company s obligations until the closing of a third party debt or equity financing or that the Company will be able to consummate such a financing.

If a third party debt or equity financing is not consummated, the Company will assess all available alternatives including a sale of its assets or merger, a restructuring, the suspension of operations and possibly liquidation, auction, bankruptcy, or other measures.

NOTE 5 REVERSE ACQUISITION LITHIUM TECHNOLOGY CORPORATION AND GAIA HOLDING SHARE EXCHANGE

On October 4, 2002, LTC closed a share exchange (the First Share Exchange) in which LTC acquired a 60% interest in GAIA Holding from Arch Hill Ventures in exchange for LTC s issuance to Arch Hill Ventures of 600 shares of LTC s Series A Preferred Stock convertible into 3,340,216 shares of LTC s common stock. On December 13, 2002, LTC closed a second share exchange (the Second Share Exchange) in which Arch Hill Ventures transferred to LTC its remaining 40% of the outstanding shares of GAIA Holding, and LTC issued to Arch Hill Ventures 400 shares of its Series A Preferred Stock convertible into 2,226,811 shares of its common stock. GAIA Holding, a private limited liability company incorporated under the laws of the Netherlands, is the 100% beneficial owner of GAIA.

Subsequent to the Share Exchanges, Arch Hill Capital controls LTC. As a result, the Share Exchanges are accounted for as a reverse acquisition, whereby for financial reporting purposes, GAIA Holding is considered the acquiring company. Hence, the historical financial statements of GAIA Holding became the historical financial statements of the Company and include the results of operations of LTC only from the acquisition date.

The Share Exchanges were consummated pursuant to the terms of the Share Exchange Agreement that LTC entered into on June 7, 2002 with Hill Gate Capital N. V. (Hill Gate), which subsequently changed its name to Arch Hill Real Estate N. V. (Arch Hill Real Estate). On September 6, 2002, all of the outstanding shares of GAIA Holding and all of the rights and obligations of Arch Hill Real Estate under the Share Exchange Agreement were transferred to Arch Hill Ventures. Arch Hill Capital controls Arch Hill Ventures and also is now the controlling stockholder of LTC.

The Share Exchanges between LTC and GAIA Holding have been accounted for as a reverse acquisition. The purchase price has been determined as a step acquisition, based on the fair market value of LTC s outstanding shares at the dates of the Share Exchanges, with 84% of the outstanding shares deemed acquired in the First Share Exchange and 16% in the Second Share Exchange. There were 3,215,166 shares outstanding prior to the Share Exchanges. The First Share Exchange was based on the LTC closing price ($2.20) as of October 4, 2002. The October 4, 2002 date was used because there were significant modifications made to the agreement through the date of closing on October 4, 2002. The value of the shares for the Second Share Exchange ($1.80) was based on the LTC closing price on December 5, 2002, the date upon which final terms to the Second Share Exchange were agreed to and announced.

The total purchase price of the Share Exchanges has been determined and allocated based upon independent valuation as follows:

Purchase Price:	
First Exchange, 84% of 3,215,166 shares at $2.20 per share	$ 5,942,000
Second Exchange, 16% of 3,215,166 shares at $1.80 per share	926,000
Fair value of LTC options and warrants	133,000
Transaction costs incurred by GAIA Holding	52,000
Total Purchase Price	$ 7,053,000
Assets acquired:	
Cash	$ 20,000
Prepaid and other current assets	137,000
Property and equipment	315,000
Intangible assets Patents	9,965,000
In-Process R&D (expensed)	3,700,000
Other assets	21,000
Liabilities assumed:	
Accounts payable	475,000
Accrued salaries	201,000
Notes payable	65,000
Promissory notes converted	1,915,000
Convertible securities	4,449,000
Net assets acquired	$ 7,053,000

In-process research and development (IPR&D) costs acquired in the acquisition include projects associated with LTC s automotive battery market of $3,300,000 and projects associated with LTC s defense, medical, industrial and aerospace projects of $400,000. The Company has determined that the technological feasibility of this in-process technology has not yet been established and that the technology has no alternative future use and as such, the amounts have been expensed.

Also at the closing of the First Share Exchange, Arch Hill Capital converted $1,915,000 of promissory notes into 1,196,605 shares of LTC common stock under the original terms of the promissory notes.

The following unaudited pro forma combined results of operations is provided for illustrative purposes only and assumes that the Share Exchanges had occurred as of the beginning of the period presented. The following unaudited pro forma information should not be relied upon as necessarily being indicative of the historical results that would have been obtained if this acquisition had actually occurred during those periods, nor of the results that the Company may experience in the future.

	Three-months Ended September 30, 2002	Nine-months Ended September 30, 2002
Proforma operating revenues	$ 164,000	$ 185,000
Proforma net (loss)	$ (5,775,000)	$ (31,218,000)
Proforma (loss) per share	$ (0.58)	$ (3.13)

NOTE 6 RECEIVABLE FROM RELATED PARTY

The Company has a receivable from Tamarchco GmbH (Tamarchco), a 100% owned subsidiary of Arch Hill Ventures, of $2,170,000 in principal. The receivable bears interest at 7% per annum. Tamarchco used the proceeds for investing in a silent partnership participation in GAIA for an equal amount (see Note 11) under identical terms. The receivable at September 30, 2003 includes accrued interest of $773,000. Under the existing agreement, the principal including accumulated interest, is due on December 31, 2008.

NOTE 7 PROPERTY AND EQUIPMENT

Property and equipment at September 30, 2003 and December 31, 2002 is summarized as follows:

	September 30	December 31
Land and buildings	$ 2,379,000	$ 2,115,000
Technical and laboratory equipment	4,333,000	3,816,000
Asset under construction and equipment deposit	516,000	385,000
Office equipment and other	480,000	377,000
	7,709,000	6,693,000
Less:		
Accumulated depreciation and amortization	(2,484,000)	(1,818,000)
	$ 5,224,000	$ 4,875,000

Assets under construction includes equipment being constructed that has not yet been placed into service.

NOTE 8 INTANGIBLES

Intangibles at September 30, 2003 and December 31, 2002 are summarized as follows:

	September 30	December 31
Patents	$ 10,122,000	$ 10,090,000
Less:		
Accumulated amortization	(840,000)	(167,000)
Total	$ 9,282,000	$ 9,923,000

Intangibles consist primarily of amounts relating to the core patented technology of LTC, as determined by an independent valuation, in connection with the allocation of the excess purchase price resulting from the Share Exchanges (see Note 2 and Note 5). Intangibles also include patents held by GAIA Holding.

Estimated future amortization expense on intangible assets for the next five years at September 30, 2003 is approximately $845,000 per year.

NOTE 9 NOTES PAYABLE

As of September 30, 2003, the Company has outstanding a note payable for research and development funding. The principal balance remaining under the note is $51,000. The note is secured by the Company s accounts receivable, equipment and inventory.

NOTE 10 CONVERTIBLE DEBT SECURITIES

Convertible debt securities are comprised of promissory notes held by Arch Hill Capital.

$3,949,000 of these promissory notes are convertible into 1,974,500 shares of LTC common stock and were acquired by Arch Hill Capital from a third party. The terms of the securities are such they have no stated interest rate, no repayment terms and are not intended to be repaid by the Company in cash. Upon conversion, there may be a charge related to the beneficial conversion of these notes if the share price at the time of conversion is in excess of $2.00 per share.

The remaining promissory notes were issued under a Bridge Financing Agreement, as amended, between LTC and Arch Hill Capital. Under the Bridge Financing Agreement, as amended, $1,588,000 of the promissory notes issued by LTC from July 29, 2002 to December 31, 2002 are convertible into equity securities based on the price per share of any new equity financing of the Company entered into after the closing of the First Share Exchange.

Under the Bridge Financing Agreement, as amended, the principal balance and all other sums due and payable under any promissory note issued on or after January 1, 2003 bear interest at 6% per annum and are payable upon twelve months written demand by Arch Hill Capital. Notwithstanding the foregoing, at the option of Arch Hill Capital, the principal balance and all other sums due and payable under any promissory note issued on or after January 1, 2003 may be applied against the purchase price of equity securities being sold by the Company in any equity financing after the date of such note.

The Bridge Financing Agreement, as amended, does not contain a maximum of the amount of funding that may be advanced under such agreement. The amount of any additional notes provided will be related to the working capital advances made by Arch Hill Capital to the Company.

During the period January 1, 2003 to September 30, 2003, Arch Hill Capital advanced $4,830,000 to the Company under the Bridge Financing Agreement. Accrued interest on the notes of $111,000 as of September 30, 2003 is included in the convertible debt securities on the balance sheet.

NOTE 11 LONG-TERM DEBT

Long-term debt at September 30, 2003 and December 31, 2002 is summarized as follows:

	September 30	December 31
Loans from financial institutions	$ 2,177,000	$ 1,934,000
Subordinated loans from related party	25,632,000	22,117,000
Silent partnership loans-related party	2,943,000	2,593,000
Silent partnership loans non-related parties	2,394,000	2,131,000
	33,146,000	28,775,000
Less: Current maturities	(603,000)	(368,000)
	$ 32,543,000	$ 28,407,000

LOANS FROM FINANCIAL INSTITUTIONS

GAIA has two loans from financial institutions that are collateralized by (i) land and buildings in an amount up to $1,102,000 and (ii) machinery, equipment and patents in an amount of $2,353,000 as collateral for the mortgage loan. The loans bear interest between 5.75% and 6.75% per annum and are due to be repaid by December 31, 2014.

SUBORDINATED LOANS FROM RELATED PARTY

GAIA has received subordinated loans from Arch Hill Ventures, a related party. The loans bear cumulative interest at 6% per annum. Under the contract terms, the loans can be called when GAIA does not have any further accumulated deficit. The loans are subordinated to all other creditors of GAIA.

SILENT PARTNERSHIP LOANS RELATED PARTY

Tamarchco GmbH (Tamarchco), a 100% owned subsidiary of Arch Hill Ventures, has provided three silent partnership loans to GAIA. The partnership loans consist of a $1,787,000 loan bearing interest at 7% per annum under the First Tamarchco Partnership Agreement, a $174,000 loan bearing interest at 6% per annum under the Second Tamarchco Partnership Agreement and a $209,000 loan bearing interest at 6% under the Third Tamarchco Partnership Agreement. GAIA is not required to pay the interest under the Second and Third Tamarchco Partnership Agreements until GAIA has generated an accumulated profit amounting to $4,237,000. The total amount payable to Tamarchco under the three Tamarchco Partnership Agreements at September 30, 2003 is $2,943,000 including accrued interest of $773,000.

Tamarchco is entitled to receive an annual 4% share in profits related to its contributions under the First Tamarchco Agreement and an annual 12% share in profits related to its contribution under the Second and Third Tamarchco Agreements. The 12% share in profits under the Second and Third Tamarchco Agreements are not payable until GAIA has generated an accumulated profit amounting to $4,237,000.

Each Tamarchco Partnership Agreement terminates in December 2008, unless terminated prior to such time for good cause as defined in the applicable Tamarchco Partnership Agreement. The principal, accrued and unpaid interest, and unpaid profits are due on the termination of the Tamarchco Partnership Agreements.

Management expects to convert the Second and Third Tamarchco Partnership Agreements into ordinary loans by the end of 2003. In addition management expects to enter into an amendment of the First Tamarchco Partnership Agreement pursuant to which the profit sharing provisions will be eliminated.

SILENT PARTNERSHIP LOANS-NON-RELATED PARTIES

Two other parties have provided silent partnership loans to GAIA which remain outstanding at September 30, 2003. Frankendael Participatiemaatschappij N.V. (Frankendael) has provided a partnership loan of $467,000, which bears interest at 6% per annum. Technologie-Beteiligungs-Gesellschaft GmbH der Deutschen Ausgleichsbank (TBG) has provided a partnership loan of $1,787,000, which bears interest at 6% per annum. GAIA is not required to pay the interest under the Frankendael Partnership Agreement until GAIA has generated an accumulated profit amounting to $4,237,000. The total amount payable to Frankendael and TBG under the Partnership Agreements at September 30, 2003 is $2,394,000, including $140,000 in accrued interest.

Frankendael and TBG are entitled to receive an annual 12% share in profits related to its contributions under the Frankendael Partnership Agreement and the TBG Partnership Agreement. The 12% share in profits under the Frankendael Partnership Agreement is not payable until GAIA has generated an accumulated profit amounting to $4,237,000. The TBG Partnership Agreement provides that should GAIA receive additional injections of capital in the course of further financing rounds, TBG shall adjust its profit sharing to the capital ratio applicable at such time. Management believes that based upon subsequent equity received by GAIA that the present profit sharing that TBG is entitled to under the Agreement is approximately 4.4%. Management further believes that it is unlikely that Frankendael or TBG will receive any profit sharing under the Partnership Agreement at any time in the near future.

From the start of the sixth year under the TBG Partnership Agreement, TBG is entitled to demand a non-recurrent remuneration of 30% of the amount invested plus 6% of the amount invested at the end of the period of participation for each year after the expiration of the fifth full year of participation under certain circumstances relating to the economic condition of GAIA.

The Frankendael Partnership Agreement and the TBG Partnership Agreement each terminates in December 2008, unless terminated prior to such time for good cause as defined in the applicable partnership agreement.

The principal, accrued and unpaid interest, and unpaid profits are due on the termination of the Frankendael Partnership Agreement and the TBG Partnership Agreement.

NOTE 12 COMMITMENTS AND CONTINGENCIES

BUILDING LEASE

The Company leases a 12,400 square foot research facility and corporate headquarters in a freestanding building at 5115 Campus Drive in Plymouth Meeting, Pennsylvania pursuant to a Lease Agreement dated July 22, 1994, as amended, between PMP Whitemarsh Associates and the Company. The Company is currently leasing the facility under a one-year lease extension that ends on March 31, 2004. The annual rent under the lease is approximately $143,000 from April 1, 2003 to March 31, 2004.

CAR AND OTHER LEASES

The Company leases cars and other assets under operating leases. The monthly payments amount to $6,500 for an average remaining period of 2.5 years.

LITIGATION

The Company is involved in various disputes or claims arising in the normal course of business. In the opinion of management, an unfavorable outcome of the disputes will not have a material effect on the financial position, results of operation or cash flows of the Company. Management intends to defend claims vigorously.

AGREEMENTS WITH EXECUTIVE OFFICERS

The Company has entered into an Employment Agreement with David J. Cade, for a period of three years commencing January 1, 2002 (the Term) pursuant to which Mr. Cade serves as the Company s Chairman and Chief Executive Officer at a salary of $250,000 per year as of October 4, 2002, the closing of the First Share Exchange, subject to increase at the discretion of the Board of Directors. The Agreement also provides that during each fiscal year, Mr. Cade will be eligible to receive a target bonus of up to 40% of his annual salary. Mr. Cade s Employment Agreement provides for certain severance payment benefits in the event his employment is terminated by the Company other than for cause and includes certain confidentiality, non-solicitation and non-competition provisions.

Dr. Franz Kruger was appointed President and Chief Operating Officer of the Company on November 26, 2002. From September 1, 2002 to April 14, 2003, the Company has paid Dr. Kruger a monthly consulting fee of $6,136. The Company entered into a three year Employment Agreement with Dr. Kruger effective April 14, 2003, for a period of three years, pursuant to which Dr. Kruger serves as the Company s President and Chief Operating Officer. The agreement provides for a salary of $97,300 per year to be paid by LTC. The agreement also provides that during each fiscal year, Dr. Kruger will be eligible to receive a target bonus of up to 40% of his annual salary.

GAIA entered into a Consultancy Agreement with Innoventis Consulting GmbH (Innoventis) with respect to the services of Dr. Franz Kruger as the Chairman of Management of GAIA. Innoventis represent Dr. Kruger. The Consultancy Agreement has a four-year term from September 1, 2002 to August 31, 2006. Innoventis charges a monthly fee of EUR 23,000 for Dr. Kruger s services. The agreement requires that Innoventis and Dr. Kruger maintain secrecy as to the confidential information of GAIA.

Mr. Ralf Tolksdorf was appointed Chief Financial Officer of the Company on November 18, 2002. From September 1, 2002 to April 14, 2003, the Company has paid Mr. Tolksdorf a monthly consulting fee of $10,500. The Company entered into a three year Employment Agreement with Mr. Tolksdorf effective April 14, 2003, for a period of three years, pursuant to which Mr. Tolksdorf serves as the Company s Chief Financial Officer. The agreement provides for a salary of $97,300 per year to be paid by LTC. The agreement also provides that during each fiscal year, Mr. Tolksdorf will be eligible to receive a target bonus of up to 30% of his annual salary.

GAIA entered into a Consultancy Agreement with Strategishe Management und Risikoberatungs GmbH (SMR) with respect to the services of Ralf Tolksdorf as the Managing Director of Finances, Organization and related matters of GAIA. SMR represents Mr. Tolksdorf. The Consultancy Agreement had a four-year term from September 1, 2002 to August 31, 2006 pursuant to which SMR charged a fee of EUR 18,800 for Mr. Tolksdorf services effective April 14, 2003, an increase from the previous monthly fee of EUR 14,500.

Effective July 1, 2003, Ralf Tolksdorf and SMR terminated their relationship and the Consultancy Agreement between SMR and GAIA was terminated as of July 1, 2003.

Effective July 31, 2003, GAIA entered into a Consultancy Agreement with Ralf Tolksdorf Unternehmensberatung GmbH (RTU) with respect to the services of Ralf Tolksdorf as the Managing Director of Finances, Organization and related matters of GAIA. RTU represents Mr. Tolksdorf. The Consultancy Agreement has a three-year term from July 31, 2003 to August 31, 2006. RTU charges a fee of EUR 18,800 for Mr. Tolksdorf s services. The agreement requires that RTU and Mr. Tolksdorf maintain secrecy as to the confidential information of GAIA and replaces the SMR agreement.

The Company has entered into an Employment Agreement with Andrew J. Manning, for a period of three years commencing January 1, 2002 (the Term), pursuant to which Dr. Manning serves as the Company s Executive Vice President and Chief Technical Officer at a salary of $175,000 as of October 4, 2002, the closing of the First Share Exchange, subject to increase at the discretion of the Board of Directors. The Agreement provides that during each fiscal year, Dr. Manning will be eligible to receive a target bonus of up to 20% of his annual salary. Dr. Manning s employment agreement provides for certain severance payment benefits in the event his employment is terminated by the Company other than for cause and includes certain confidentiality, non-solicitation and non-competition provisions.

NOTE 13 STOCKHOLDER S EQUITY

PREFERRED STOCK

Effective May 9, 2003, the Company and Arch Hill Ventures amended the terms of the Series A Preferred Stock outstanding and reduced the number of authorized shares of Series A Preferred Stock from 100,000 to 1,000 shares. The reduced number of shares have the same number of votes and have the rights to convert into the same number of common shares as held prior to the amendment. As a result of the one-for-twenty reverse common stock split, effective July 28, 2003, the 1,000 Series A Preferred Stock now have the right to an aggregate 5,567,027 votes, convertible into 5,567,027 shares of common stock.

COMMON STOCK

Effective July 28, 2003, the Company implemented a one-for-twenty reverse stock split. The reverse stock split was previously approved on May 1, 2003, by the Board of Directors and holders of a majority of the Company s voting stock.

As a result of the reverse stock split becoming effective, every twenty shares of Company common stock outstanding on July 28, 2003 were combined into one share of Company common stock. The certificates representing the outstanding pre-reverse stock split shares of common stock are not required to be exchanged for new certificates representing post-reverse stock split shares. Existing certificates are deemed automatically to constitute and represent the correct number of post-split shares without further action by Company stockholders. Proportionate adjustments based on the reverse stock split ratio have also be made to the per share exercise price and number of shares issuable upon the exercise of all outstanding convertible securities, as a result of the reverse stock split becoming effective.

The symbol for the Company s common stock was changed to LTHU.OB as a result of the reverse stock split and continues to trade on the OTC Bulletin Board.

NOTE 14 SUBSEQUENT EVENTS

During the period October 1, 2003 to November 18, 2003, Arch Hill Capital advanced $1,230,006 to the Company under the Bridge Financing Agreement, as amended.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The following discussion and analysis should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report.

OVERVIEW

The Company is a pilot-line production stage Company, with plants in Plymouth Meeting, Pennsylvania and Norhausen, Thuringia, Germany, that develops and manufactures advanced large-format lithium-ion rechargeable batteries.

The Company has worked closely with selected portable electronics Original Equipment Manufacturers (OEM) in the past, exploring various notebook computer, PDA and wireless handset applications. Since 2000, the Company has refocused its unique extrusion manufacturing process, proprietary electro-chemistry, advanced battery assembly technology and market activities to concentrate on large format, high rate battery applications for the national security, transportation and stationary back-up power markets. Transportation applications include advanced automotive batteries for 42-volt systems and Hybrid Electric Vehicles (HEVs). LTC s custom large-format rechargeable lithium-ion batteries, which carry the GAIA brand name and trademark, are constructed with the Company s proprietary flat or cylindrical building block cells, and include a battery management system. The Company delivered a 42-volt automotive battery prototype to the European Astor Program in the third quarter of 2002 and a second prototype was delivered for independent testing in Europe in the fourth quarter of 2002. The Company has not yet delivered a prototype HEV, or stationary power battery for testing by a third party.

The Company has received purchase orders for its large- format batteries and cells from a variety of customers, including:

A defense systems integrator for a classified UK military application

An electric bike OEM for a classified military application

A defense contractor for an Unmanned Aerial Vehicle (UAV) application

A high-end laptop OEM for a military PC application

A phase II feasibility study from a leading submarine builder for a NATO Navy submarine

A high-end European car manufacturer

A heavy-duty vehicle OEM

The US Advanced Battery Consortium (The U.S. Big 3 Automakers + Department of Energy)

Penn State University for an HEV application in a future truck competition entry

In October and December, 2002, LTC entered into Share Exchanges in which LTC acquired a 100% interest in GAIA through LTC s acquisition of 100% of the outstanding shares of GAIA Holding from Arch Hill Ventures in exchange for LTC s issuance to Arch Hill Ventures of 1,000 shares of LTC Series A Preferred Stock (after preferred stock reduction on May 9, 2003) convertible into 5,567,027 shares of LTC common stock (after the reverse stock split). GAIA Holding, a private limited liability company incorporated under the laws of the Netherlands, is the 100% beneficial owner of GAIA. Arch Hill Capital, a private company limited by shares, incorporated under the laws of the Netherlands, controls Arch Hill Ventures.

Subsequent to the Share Exchanges, Arch Hill Capital controls LTC. As a result, the Share Exchanges are accounted for as a reverse acquisition, whereby for financial reporting purposes, GAIA Holding is considered the acquiring company. Hence, the historical financial statements of GAIA Holding became the historical financial statements of the Company and include the results of operations of LTC only from the acquisition date.

As of November 14, 2003, Arch Hill Capital beneficially owns 8,738,132 shares of LTC common stock (after the reverse stock split) constituting approximately 73.10% of the Company common stock on an as-converted basis. Arch Hill Capital has indicated that it intends to convert the convertible notes and Series A Preferred Stock that it beneficially owns prior to the end of the current fiscal year. Arch Hill Capital is a controlling stockholder and is able to control the outcome of most matters submitted to the Company stockholders for approval, including the election of directors, any amendments to the Certificate of Incorporation or a merger, sale of assets or other significant transaction without the approval of other Company stockholders. In addition, Arch Hill Capital controls a majority of the voting power of GAIA Holding and GAIA by virtue of its ownership of a controlling interest in the Company. As a result, Arch Hill Capital has an effective veto power over corporate transactions by LTC, GAIA Holding or GAIA which management or non-control stockholders of such entities might desire.

Since inception, the Company has incurred substantial operating losses and expects to incur substantial additional operating losses over the next several years. As of September 30, 2003, the Company had an accumulated deficit during development stage of $34,663,000. Operations have been financed primarily through the use of proceeds from loans from shareholders, other related parties, loans from silent parties and bank borrowings secured by assets.

The Company does not currently have sufficient cash to pay all of its outstanding liabilities or achieve all of its development and production objectives. In order to have sufficient capital resources for its development, production, operating and administrative needs, the Company needs to close on a financing transaction in the near term. The Company believes that if it raises approximately $10,000,000 in a financing it would have sufficient funds to meet the Company s needs for at least twelve months. The Company has not entered into any definitive agreements relating to a new financing as of November 18, 2003 and no assurance can be given that any financing will be consummated.

RESULTS OF OPERATIONS

NINE MONTHS ENDED SEPTEMBER 30, 2003 COMPARED TO NINE MONTHS ENDED SEPTEMBER 30, 2002

During the nine months ended September 30, 2003, revenues from development contracts and prototype sales were $285,000. There were $102,000 in revenues from development contracts and prototype sales for the nine months ended September 30, 2002. The revenues in the nine months ended September 30, 2003 resulted from increased technology and marketing activities in large high rate battery applications which resulted in prototype and development contracts.

Engineering, research and development expenses in the nine months ended September 30, 2003 increased $1,955,000 or 143% to $3,326,000 from $1,371,000 in the nine months ended September 30, 2002. These increases resulted primarily from advancement of the Company s technology in large high rate battery applications and the inclusion of the engineering, research and development expenses of LTC. The Company expects engineering, research and development expenses to increase slightly during the remaining quarter of 2003 as compared to the first three quarters of 2003.

General and administrative expenses in the nine months ended September 30, 2003 increased $1,727,000 or 180% to $2,689,000 from $962,000 in the nine months ended September 30, 2002. This increase was primarily due to the inclusion of the general and administrative expenses of LTC during the period ended September 30, 2003, as well as increased legal, accounting and other expenses related to the preparation of GAIA Holding financial statements in accordance with U.S. GAAP, preparation of the Company s SEC filings and increased travel expenses.

Depreciation and amortization for the nine months ended September 30, 2003 increased $809,000 or 258% to $1,123,000 from $314,000 in the nine months ended September 30, 2002. The increase was primarily due to $665,000 of amortization on intangible assets acquired in the Share Exchanges as well as additional depreciation on LTC fixed assets acquired in the Share Exchanges and other capital expenditures after September 30, 2002.

Income from foreign government subsidies in the nine months ended September 30, 2003 increased $224,000 or 53% to $645,000 from $421,000 in the nine months ended September 30, 2002 due to an increase in the number of contracts.

Interest expense, net of interest income, for the nine months ended September 30, 2003 increased $373,000 or 41% to $1,272,000 from $899,000 in the nine months ended September 30, 2002. Interest expense increased as a result of increased shareholder loans and bank loans during fiscal 2003.

There was a net loss of $7,475,000 or $(0.75) per share for the nine months ended September 30, 2003 as compared to a net loss of $3,035,000 or $(0.55) per share for the nine months ended September 30, 2002. The increase in the net loss was primarily related to costs and expenses related to the Share Exchanges and losses of LTC after the Share Exchanges.

THREE MONTHS ENDED SEPTEMBER 30, 2003 COMPARED TO THREE MONTHS ENDED SEPTEMBER 30, 2002

During the three months ended September 30, 2003, revenues from development contracts and prototype sales were $126,000. There were $82,000 in revenues from development contracts or prototype sales for the three months ended September 30, 2002. The revenues in the three months ended September 30, 2003 resulted from increased technology and marketing activities in large high rate battery applications which resulted in prototype and development contracts.

Engineering, research and development expenses in the three months ended September 30, 2003 increased $658,000 or 126% to $1,182,000 from $524,000 in the three months ended September 30, 2002. These increases resulted primarily from advancement of the Company s technology in large high rate battery applications and the inclusion of the engineering, research and development expenses of LTC.

General and administrative expenses in the three months ended September 30, 2003 increased $547,000 or 184% to $845,000 from $298,000 in the three months ended September 30, 2002. This increase was primarily due to the inclusion of the general and administrative expenses of LTC during the period ended September 30, 2003, as well as increased legal, accounting and other expenses related to the preparation of GAIA Holding financial statements in accordance with U.S. GAAP, preparation of the Company s SEC filings and increased travel expenses.

Depreciation and amortization for the three months ended September 30, 2003 increased $255,000 or 224% to $369,000 from $114,000 in the three months ended September 30, 2002. The increase was primarily due to $208,000 of amortization on intangible assets acquired in the Share Exchanges as well as additional depreciation on LTC fixed assets acquired in the Share Exchanges and other capital expenditures after September 30, 2002.

Income from foreign government subsidies in the three months ended September 30, 2003 increased $125,000 or 110% to $239,000 from $114,000 in the three months ended September 30, 2002 due to an increase in the number of contracts.

Interest expense, net of interest income, for the three months ended September 30, 2003 increased $41,000 or 12% to $388,000 from $347,000 in the three months ended September 30, 2002. Interest expense increased as a result of increased shareholder loans and bank loans during fiscal 2003.

There was a net loss of $2,430,000 or $(0.24) per share for the three months ended September 30, 2003 as compared to a net loss of $1,087,000 or $(0.20) per share for the three months ended September 30, 2002. The increase in the net loss was primarily related to costs and expenses related to the Share Exchanges and losses of LTC after the Share Exchanges.

LIQUIDITY AND FINANCIAL CONDITION

The Company has financed its operations since inception primarily through equity financings, loans from shareholders and other related parties, loans from silent parties and bank borrowings secured by assets. Arch Hill Capital has been providing funding to the Company since December 2001 under a Bridge Financing Agreement, as amended from time to time.

The Company s current cash needs are approximately $600,000 per month. The Company does not currently have sufficient cash to pay all of its outstanding liabilities or achieve all its development and production objectives.

There can be no assurance that funding will continue to be provided by Arch Hill Capital under the Bridge Financing Agreement, as amended, in the amounts necessary to meet all the Company s obligations until the closing of a debt or equity financing or that the Company will be able to consummate such financing. If a new debt or equity financing is not consummated, the Company will assess all available alternatives including a sale of its assets or merger, a restructuring, the suspension of operations and possibly liquidation, auction, bankruptcy, or other measures.

Under the Bridge Financing Agreement as amended, $1,588,000 of the convertible promissory notes issued from July 29, 2002 through December 31, 2002 currently remain outstanding. The amounts due under the notes issued from July 29, 2002 through December 31, 2002 are not repayable in cash but are to be applied against the purchase price of any equity securities sold by the Company in any equity financing after the issuance of the notes.

Under the Bridge Financing Agreement, as amended, the principal balance and all other sums due and payable under any promissory note issued on or after January 1, 2003 bear interest at 6% per annum and are payable upon twelve months written demand by Arch Hill Capital. Notwithstanding the foregoing, at the option of Arch Hill Capital, the principal balance and all other sums due and payable under any promissory note issued on or after January 1, 2003 may be applied against the purchase price of equity securities being sold by the Company in any equity financing after the date of such note.

As of September 30, 2003, $6,529,000 in principal of promissory notes and interest were outstanding under the Bridge Financing Agreement. From October 1, 2003 through November 19, 2003, an additional $1,230,006 in principal of promissory notes were issued under the Bridge Financing Agreement.

The Bridge Financing Agreement, as amended, does not contain a maximum of the amount of funding that may be advanced under such agreement. Accordingly, there is no maximum amount of notes that may be issued to Arch Hill Capital. The amount of notes will be related to the working capital advances made by Arch Hill Capital to the Company.

GAIA has two loans from financial institutions that are collateralized by land and buildings in an amount up to $1,102,000 and machinery, equipment and patents in an amount of $2,353,000 as collateral for the mortgage loan. The loans bear interest between 5.75% and 6.75% per annum and are due to be repaid by December 31, 2014. As of September 30, 2003, the total amount outstanding under these loans was $2,177,000.

Arch Hill Ventures has entered into a subordinated loan agreement with GAIA. As of September 30, 2003, advances from Arch Hill Ventures to GAIA under this agreement were $25,632,000, including interest.

Tamarchco GmbH (Tamarchco), a 100% owned subsidiary of Arch Hill Ventures, has provided three silent partnership loans to GAIA. The partnership loans consist of a $1,787,000 loan bearing interest at 7% per annum under the First Tamarchco Partnership Agreement, a $174,000 loan bearing interest at 6% per annum under the Second Tamarchco Partnership Agreement and a $209,000 loan bearing interest at 6% under the Third Tamarchco Partnership Agreement. GAIA is not required to pay the interest under the Second and Third Tamarchco Partnership Agreements until GAIA has generated an accumulated profit amounting to $4,237,000. The total amount payable to Tamarchco under the three Tamarchco Partnership Agreements at September 30, 2003 is $2,943,000 including accrued interest of $773,000.

Two other parties have provided silent partnership loans to GAIA which remain outstanding at September 30, 2003. Frankendael Participatiemaatschappij N.V. (Frankendael) has provided a partnership loan of $467,000, which bears interest at 6% per annum. Technologie-Beteiligungs-Gesellschaft GmbH der Deutschen Ausgleichsbank (TBG) has provided a partnership loan of $1,787,000, which bears interest at 6% per annum. GAIA is not required to pay the interest under the Frankendael Partnership Agreement until GAIA has generated an accumulated profit amounting to $4,237,000. The total amount payable to Frankendael and TBG under the Partnership Agreements at September 30, 2003 is $2,394,000, including $140,000 in accrued interest.

At September 30, 2003, cash and cash equivalents were $31,000, total current assets were $849,000, total current liabilities were $3,606,000 and long-term liabilities were $43,021,000. As of September 30, 2003, the Company s working capital deficit was $2,757,000. The Company expects to incur substantial operating losses as it continues its commercialization efforts.

At September 30, 2003, long-term assets included $2,943,000 due from related parties, property and equipment, net, of $5,224,000, net intangibles of $9,282,000 and other assets of $21,000.

GOING CONCERN MATTERS

The accompanying consolidated financial statements of the Company have been prepared on a going concern basis, which contemplates the continuation of operations, realization of assets and liquidation of liabilities in the ordinary course of business. Since its inception, the Company has incurred substantial operating losses and expects to incur additional operating losses over the next several years. Operations have been financed primarily through the use of proceeds from loans from Arch Hill Capital and other related parties, loans from silent partners and bank borrowings secured by assets. Continuation of the Company s operations in 2003 and 2004 is dependent upon obtaining further financing from either Arch Hill Capital or other related parties, continued bridge financing from Arch Hill Capital and the new debt or equity financing described above. These conditions raise substantial doubt about the Company s ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company does not currently have sufficient cash to pay all of its outstanding liabilities or achieve all of its development and production objectives. In order to have sufficient capital resources for its development, production, operating and administrative needs, the Company needs to close on a financing transaction in the near term. The Company believes that if it raises approximately $10,000,000 in a financing it would have sufficient funds to meet the Company s needs for at least twelve months. The Company has not entered into any definitive agreements relating to a new financing as of November 18, 2003 and no assurance can be given that any financing will be consummated.

MANAGEMENT S PLANS TO OVERCOME

OPERATING AND LIQUIDITY DIFFICULTIES

The Company has worked closely with selected portable electronics Original Equipment Manufacturers (OEM) in the past, exploring various notebook computer, PDA and wireless handset applications. Over the past few years the Company has refocused its unique extrusion and assembly technology and market activities to concentrate on large format, high rate battery applications for the national security, transportation and stationary power markets. Transportation applications include advanced automotive batteries for 42-volt systems and Hybrid Electric Vehicles (HEVs). The Company delivered a 42-volt automotive battery prototype to the European Astor Program in the third quarter of 2002 and a second prototype was delivered for independent testing in Europe in the fourth quarter of 2002. The Company has not yet delivered a prototype HEV, or stationary power battery for testing by a third party. The Company has received purchase orders for large-format custom batteries for several national security and transportation applications.

Management s operating plan seeks to minimize the Company s capital requirements, but commercialization of the Company s battery technology will require substantial amounts of additional capital. The Company expects that technology development and operating and production expenses will increase significantly as it continues to advance its battery technology and develop products for commercial applications. The Company s working capital and capital requirements will depend upon numerous factors, including, without limitation, the progress of the Company s technology development program, technological advances, and the status of competitors.

Effective April 1, 2003, a 20% salary reduction was implemented for all employees of LTC. The reduced salary will be repaid by the Company if an equity financing of at least $3,000,000 in gross proceeds is closed by the Company by December 31, 2003 at which time the base salary level of each employee will be reinstituted to 100% of the base salary in effect on March 31, 2003.

The Company does not currently have sufficient cash to repay all of its outstanding liabilities or achieve all of its development and production objectives. In order to have sufficient resources for its development, production, operating and administration needs, the Company needs to raise approximately $10,000,000 in a new third party debt or equity financing to fund the Company for at least one year. The Company has not entered into any definite agreements relating to a new financing as of November 18, 2003. There can be no assurance that funding will continue to be provided by Arch Hill Capital in the amounts necessary to meet all of the Company s obligations until closing of a new financing or that the Company will be able to consummate a new debt or equity financing. If no financing from Arch Hill Capital or external parties is consummated, the Company will access all available alternatives including a sale of its assets or merger, a restructuring, the suspension of operations and possible liquidation, auction, bankruptcy, or other measures.

CRITICAL ACCOUNTING POLICIES

The Securities and Exchange Commission (SEC) issued disclosure guidance for critical accounting policies . The SEC defines critical accounting policies as those that require application of management s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. The Company s significant accounting policies are described in Note 2 in the Notes to the Consolidated Financial Statements. Not all of these significant accounting policies require management to make difficult, subjective or complex judgments or estimates. However, the following policies could be deemed to be critical within the SEC definition.

REVENUES

The Company performs certain research and development for other companies and sells prototypes to third parties. Revenue is recognized as services are rendered or products are delivered, the price to the buyer is fixed and determinable, and collectibility is reasonably assured.

USEFUL LIVES OF TANGIBLE AND INTANGIBLE ASSETS

Depreciation and amortization of tangible and intangible assets are based on estimates of the useful lives of the assets. We regularly review the useful life estimates established to determine their propriety. Changes in estimated useful lives could result in increased depreciation or amortization expense in the period of the change in estimate and in future periods that could materially impact our financial condition and results of operations.

IMPAIRMENT OF LONG-LIVED ASSETS

Effective January 1, 2002, we adopted Statement of Financial Accounting Standards (SFAS) No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS No. 144) SFAS No. 144 requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. An impairment charge could materially impact our financial condition and results of operations.

PURCHASE ACCOUNTING

Purchase price accounting requires extensive use of accounting estimates and judgments to allocate the purchase price to the fair market value of the assets and liabilities purchased. In our recording of the Share Exchanges, we engaged a recognized valuation expert to assist us in determining the fair value of these assets and liabilities. Included in the asset valuation for this purchase was the valuation of intangible assets for patents and in-process research and development. The Company determined that the technological feasibility of this in-process technology had not yet been established and that the technology had no alternative future use and as such, the amounts were expensed.

INCOME TAXES

As part of the process of preparing our consolidated financial statements, we are required to estimate our taxes in each of the jurisdictions of operation. This process involves management estimating the actual current tax expense together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within the consolidated balance sheet. We then must assess the likelihood that the deferred tax assets will be recovered from future taxable income and, to the extent recovery is not likely, we must establish a valuation allowance. Future taxable income depends on the ability to generate income in excess of allowable deductions. Significant management judgment is required in determining the provision for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against net deferred tax assets. In the event that actual results differ from these estimates or we adjust these estimates in future periods, we may need to establish a valuation allowance that could materially impact our financial condition and results of operations.

FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value estimates, assumptions and methods used to estimate fair value of the Company s financial instruments are made in accordance with the requirements of SFAS No. 107, Disclosures about Fair Value of Financial Instruments. The Company has used available information to derive its estimates. However, because these estimates are made as of a specific point in time, they are not necessarily indicative of amounts the Company could realize currently. The use of different assumptions or estimating methods may have a material effect on the estimated fair value amounts.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In July 2001, the Financial Accounting Standards Board (FASB) issued SFAS No. 143, Accounting for Asset Retirement Obligations (SFAS 143) which is effective for fiscal years beginning after June 15, 2002. SFAS 143 requires, among other things, that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The associated asset retirement costs are then capitalized as part of the carrying amount of the long-lived asset. SFAS 143 has been adopted by the Company effective January 1, 2003, and did not have a material impact on its consolidated financial statements.

In April 2002, the FASB issued SFAS No. 145, Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB statement No. 13, and Technical Corrections (SFAS 145). This statement eliminates the current requirement that gains and losses on debt extinguishment must be classified as extraordinary items in the income statement. Instead, such gains and losses will be classified as extraordinary items only if they are deemed to be unusual and infrequent, in accordance with the current GAAP criteria for extraordinary classification. In addition, SFAS 145 eliminates an inconsistency in lease accounting by requiring that modifications of capital leases that result in reclassification as operating leases be accounted for consistent with sale-leaseback accounting rules. SFAS 145 is effective for fiscal years beginning after May 15, 2002 and will be adopted effective January 1, 2003. The adoption of SFAS 145 did not have a material impact on the Company s consolidated financial statements.

In June 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities (SFAS 146), which addresses accounting for restructuring and similar costs. SFAS 146 supercedes previous accounting guidance, principally Emerging Issues Task Force (EITF) Issue No. 94-3. SFAS 146 requires that the liability for costs associated with an exit or disposal activity be recognized when the liability is incurred. Under EITF No. 94-3, a liability for an exit cost was recognized at the date of a company s commitment to an exit plan. SFAS 146 also establishes that the liability should initially be measured and recorded at fair value. Accordingly, SFAS 146 may affect the timing of recognizing future restructuring expenses as well as the amount recognized. The Company will adopt the provisions of SFAS 146 for restructuring activities initiated after December 31, 2002.

In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity (SFAS 150). SFAS 150 requires certain financial instruments that embody obligations of the issuer and have characteristics of both liabilities and equity to be classified as liabilities. The provisions of SFAS 150 are effective for financial instruments entered into or modified after May 31, 2003 and to all other instruments that exist as of the beginning f the first interim financial reporting period beginning after June 15, 2003. The adoption of this statement did not have a material impact on the Company s consolidated financial statements

In November 2002, the FASB issued FASB Interpretation No. 45, Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others. This interpretation expands the disclosures to be made by a guarantor about its obligations under certain guarantees and requires that, at the inception of a guarantee, a guarantor recognize a liability for the fair value of the obligation undertaken in issuing the guarantee. The disclosure requirements are effective immediately. The initial recognition and measurement provisions of this interpretation are effective for guarantees issued or modified after December 31, 2002. The adoption of the initial recognition and measurement provisions of this interpretation did not have a material effect on the Company s financial position, results of operations or cash flows.

In January 2003, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 46, Consolidation of Variable Interest Entities An Interpretation of Accounting Research Bulletin (ARB) No. 51 (FIN 46). This interpretation clarifies how to identify variable interest entities and how a company should assess its interests in a variable interest entity to decide whether to consolidate the entity. FIN 46 applies to variable interest entities created after January 31, 2003, in which a company obtains an interest after that date. The FASB has delayed implementation of FIN 46 to the first fiscal quarter or interim period after December 15, 2003, to variable interest entities in which a company holds a variable interest that it acquired before February 1, 2003. The Company does not have any ownership in variable interest entities.

FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. This report contains certain forward-looking statements and information that are based on the beliefs of management as well as assumptions made by and information currently available to management. The statements contained in this report relating to matters that are not historical facts are forward-looking statements that involve risks and uncertainties, including, but not limited to, the successful commercialization of our batteries, future demand for our products, general economic conditions, government and environmental regulation, competition and customer strategies, technological innovations in the battery industries, changes in our business strategy or development plans, capital deployment, business disruptions, our ability to consummate future financings and other risks and uncertainties, certain of which are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may differ materially from those described herein as anticipated, believed, estimated or expected.

Forward-looking statements are based on management s current views and assumptions and involve known and unknown risks that could cause actual results, performance or events to differ materially from those expressed or implied in those statements. These risks include, but are not limited to, the risks set forth in the Company s Form 10-KSB for the year ended December 31, 2002 and the following risks:

FINANCIAL CONDITION RISKS

¨ THE COMPANY HAS SUBSTANTIAL INDEBTEDNESS AND IS HIGHLY LEVERAGED. At September 30, 2003, the Company had total consolidated long-term indebtedness of approximately $43,021,000 (including convertible debt securities), less current portion of approximately $603,000, and a stockholders deficiency of approximately $28,308,000. The Company also had at September 30, 2003 current liabilities of approximately $3,606,000 (including approximately $1,440,000 of accounts payable). The level of the indebtedness and related debt service requirements could negatively impact the Company s ability to consummate a financing transaction. A substantial portion of our future cash flow from operations, if any, may be dedicated to the payment of our indebtedness. The Company s high leverage may also limit our flexibility to react to changes in business and may place us at a competitive disadvantage to less highly leveraged competitors. In addition, creditors who remain unpaid may initiate collection proceedings, which could hamper our operations due to our short term cash needs or the effect on our assets subject to debt.

¨ THE COMPANY HAS A HISTORY OF OPERATING LOSSES AND HAS BEEN UNPROFITABLE SINCE INCEPTION. We incurred net losses of approximately $34,663,000 from February 12, 1999 (inception of development date) to September 30, 2003, including approximately $2,430,000 of net loss in the three months ended September 30, 2003. We expect to incur substantial additional operating losses in the future. During the three months ended September 30, 2003, the Company generated revenues from development contracts in the amounts of $126,000. We cannot assure you that we will continue to generate revenues from operations or achieve profitability in the near future or at all.

¨ WE NEED SIGNIFICANT FINANCING TO MEET OUR OBLIGATIONS AND TO CONTINUE TO DEVELOP AND COMMERCIALIZE OUR TECHNOLOGY. Our current cash needs are approximately $600,000 per month. We do not currently have sufficiently cash to pay all our outstanding liabilities. We may not be able to obtain sufficient funds to meet our obligations or to continue to operate or implement our new business plan. We will need to consummate a financing transaction in the near term in order to meet our obligations and to implement our new business plan. Financing may not be available on terms favorable to us or at all. Even if we do obtain financing, it may result in substantial dilution to our stockholders.

RISKS RELATED TO OUR OPERATIONS

¨ WE HAVE NOT PRODUCED COMMERCIAL QUANTITIES OF LITHIUM-ION BATTERIES. Our construction of large batteries for national security systems, automotive and stationary power applications requires customized, tailored solutions for each application by each OEM. At present, we operate a pilot production line that produces limited quantities of advanced rechargeable batteries for OEM sampling and initial product runs. To be successful, we must ultimately produce our lithium-ion batteries (i) in large commercial quantities; (ii) at competitive costs; (iii) with appropriate performance characteristics; and (iv) with low failure rates. We currently have no high volume manufacturing capability or experience in large scale manufacturing of our advanced rechargeable batteries. We have limited experience in automated battery assembly and packaging technology. We cannot assure you that we will be able to produce commercial lithium-ion batteries on a timely basis, at an acceptable cost or in the necessary commercial specifications or quantities.

¨ COMPETITION IN THE RECHARGEABLE BATTERY INDUSTRY IS INTENSE. The rechargeable battery industry consists of major domestic and international companies, many of which have financial, technical, manufacturing, distribution, marketing, sales and other resources substantially greater than ours. We compete against companies producing lithium batteries as well as other primary and rechargeable battery technologies. Further, our competitors may introduce emerging technologies or refine existing technologies which could compete with our products and have a significant negative impact on our business and financial condition.

¨ MARKET ACCEPTANCE OF OUR BATTERIES IS UNCERTAIN. We cannot assure you that any commercial lithium-ion batteries we are able to produce will achieve market acceptance. Market acceptance will depend on a number of factors, including:

our ability to keep production costs low. Other advanced battery chemistries may be produced at a reduced cost. As we work to reduce the cost of our batteries, we expect that manufacturers of other advanced battery chemistries will do the same.

lithium-ion battery life in high rate applications. While initial testing is promising, it is difficult to predict the life of lithium-ion batteries in high rate applications. If our batteries do not last long enough when used for high rate applications, it is unlikely that there will be market acceptance of our battery products.

timely introductions of new products. Our introduction of new products will be subject to the inherent risks of unforeseen problems and delays. Delays in product availability may negatively affect their market acceptance.

¨ OUR BATTERY TECHNOLOGY MAY BECOME OBSOLETE. The market for our rechargeable batteries is characterized by changing technology and evolving industry standards, often resulting in product obsolescence or short product lifecycles. Changes in end-user requirements and new products introductions and enhancements by our competitors may also render our technology obsolete. Our success will depend upon our ability to introduce in a timely manner products whose performance will match or better our competitors products. There can be no assurance that our competitors will not develop technologies or products that would render our technology and products obsolete or less marketable.

¨ OUR BUSINESS STRATEGY DEPENDS ON THE CONTINUED GROWTH OF THE LITHIUM BATTERY INDUSTRY. We would be adversely affected if sales of rechargeable lithium batteries do not continue to grow. The growth in sales of rechargeable lithium batteries may be inhibited for any number of reasons, including:

competition from other battery chemistries;

the failure of large-scale commercial production of lithium battery powered 42-volt systems or HEVs; or

the failure of the markets to accept the use of lithium batteries in large-scale applications, such as energy storage.

¨ WE MAY NOT BE ABLE TO ACCOMMODATE INCREASED DEMAND FOR OUR BATTERIES. Rapid growth of our business may significantly strain our management, operations and technical resources. If we are successful in obtaining orders for commercial production of our batteries, we will be required to deliver large volumes of quality products to our customers on a timely basis and at a reasonable cost. We cannot assure you that we will obtain commercial scale orders for our batteries or that we will be able to satisfy commercial scale production requirements on a timely and cost-effective basis. As our business grows, we will also be required to continue to improve our operations, management and financial systems and controls. Our failure to manage our growth effectively could have an adverse effect on our ability to produce products and meet the demands of our customers.

¨ CERTAIN COMPONENTS OF OUR BATTERIES POSE SAFETY RISKS THAT MAY CAUSE ACCIDENTS IN OUR FACILITIES AND IN THE USE OF OUR PRODUCTS. As with any battery, our lithium-ion batteries can short circuit when not handled properly. Due to the high energy and power density of lithium-ion batteries, a short circuit can cause rapid heat buildup. Under extreme circumstances, this could cause a fire. This is most likely to occur during the formation or testing phase of our process. While we incorporate safety procedures in our battery testing lab to minimize safety risks, we cannot assure you that an accident in any part of our facilities where charged batteries are handled will not occur. Any such accident could result in injury to our employees or damage to our facility and would require an internal investigation by our technical staff. Any such injuries, damages or investigations could lead to liability to our company and cause delays in further development and manufacturing of our product which could adversely affect our operations and financial condition.

Our manufacturing process incorporates the use of solvents, some of which are flammable or toxic in high concentrations. Our manufacturing process also incorporates pulverized solids, which can be toxic to employees when allowed to become airborne in high concentrations. We have incorporated safety controls and procedures into our pilot line manufacturing processes designed to maximize the safety of our employees and neighbors. Any related incident, including fire or personnel exposure to toxic substances, could result in significant production delays or claims for damages resulting from injuries, which could adversely affect our operations and financial condition.

¨ WE MUST COMPLY WITH EXTENSIVE REGULATIONS GOVERNING SHIPMENT OF OUR BATTERIES AND OPERATION OF OUR FACILITY. We are subject to the U.S. Department of Transportation (USDOT) and the International Transport Association (IATA) regulations regarding shipment of lithium-ion batteries. Due to the size of our prototype HEV batteries, a permit is required to transport our lithium batteries from our manufacturing facility. Although similar batteries with other chemistries are routinely shipped from manufacturing facilities to all parts of the world, we cannot assure you that we will not encounter any difficulties in obtaining shipment permits or in complying with new or amended regulations regarding shipment of our products.

All materials that we use must be registered in accordance with the U.S. Toxic Substance Control Act (TSCA) before they can be imported for use in full-scale manufacturing operations. Although the raw material manufacturer is responsible for obtaining TSCA registration for any products that it ships to the U.S., the time required for our suppliers to obtain TSCA registration could delay the commercialization of our products.

¨ WE COULD INCUR SIGNIFICANT COSTS FOR VIOLATIONS OF OR TO COMPLY WITH APPLICABLE ENVIRONMENTAL AND OCCUPATIONAL HEALTH AND SAFETY LAWS AND REGULATIONS. National, state, local and foreign laws impose various environmental controls on the manufacture, storage, use and disposal of lithium batteries and of certain chemicals used in the manufacture of lithium batteries. Although we believe that our operations are in substantial compliance with current environmental regulations and that there are no environmental conditions that will require material expenditures for clean-up at our facility or at facilities to which we have sent waste for disposal, we cannot assure you that new laws or regulations or changes in existing laws or regulations will not impose costly compliance requirements on us or otherwise subject us to future liabilities. Moreover, foreign, state and local governments may enact additional restrictions relating to the disposal of lithium batteries used by our customers which could require us to respond to those restrictions or could negatively affect the demand for those batteries.

As with all employers in the U.S., we must comply with U.S. Occupational and Safety Administration (OSHA) regulations designed for the protection of employees while at the workplace. We must also comply with U.S. Environmental Protection Agency (USEPA) and Pennsylvania Department of Environmental Protection Agency (PADEP) regulations designed to protect the environment from contaminants that can be discharged from manufacturing facilities. We cannot assure you that we will not incur significant expenses or encounter any difficulties in complying with OSHA, USEPA, and PADEP regulations.

¨ OUR BUSINESS AND GROWTH WILL SUFFER IF WE ARE UNABLE TO RETAIN KEY PERSONNEL. Our success depends in large part upon the services of a number of key employees and senior management. If we lose the services of one or more of our key employees or senior management, it could have a significant negative impact on our business.

¨ WE CANNOT GUARANTEE THE PROTECTION OF OUR TECHNOLOGY OR PREVENT THE DEVELOPMENT OF SIMILAR TECHNOLOGY BY OUR COMPETITORS. Our success depends on the knowledge, ability, experience and technological expertise of our employees rather than on the legal protection of our patents and other proprietary rights. We claim proprietary rights in various unpatented technologies, know-how, trade secrets and trademarks relating to our products and manufacturing processes. We cannot guarantee the adequacy of protection these claims afford, or that our competitors will not independently develop or patent technologies that are substantially equivalent or superior to our technology. We protect our proprietary rights in our products and operations through contractual obligations, including nondisclosure agreements, with our employees and consultants. We cannot guarantee the adequacy of protection these contractual measures afford.

We have patents issued and patent applications pending in the U.S., Europe and elsewhere. We cannot assure you (i) that patents will be issued from any pending applications, (ii) that the claims allowed under any patents will be sufficiently broad to protect our technology, (iii) that any patents issued to us will not be challenged, invalidated or circumvented, or (iv) as to the adequacy of protection any patents or patent applications afford. If we are found to be infringing upon third party patents, we cannot assure you that we will be able to obtain licenses with respect to such patents on acceptable terms, if at all. Our failure to obtain necessary licenses could lead to costly attempts to design around such patents or delay or even foreclose the development, manufacture or sale of our products.

¨ WE MAY FACE LIABILITY IF OUR BATTERIES FAIL TO FUNCTION PROPERLY. We maintain liability insurance coverage that we believe is sufficient to protect us against potential claims. We cannot assure you that our liability insurance will continue to be available to us on its current terms or at all, or that such liability insurance will be sufficient to cover any claim or claims.

RISKS ASSOCIATED WITH OUR COMMON STOCK

¨ WE DO NOT INTEND TO PAY DIVIDENDS ON OUR COMMON STOCK SO STOCKHOLDERS MUST SELL THEIR SHARES AT A PROFIT TO RECOVER THEIR INVESTMENT. We have never declared or paid any cash dividends on our common stock. We intend to retain any future earnings for use in our business and do not anticipate paying cash dividends on our common stock in the foreseeable future. Because we may not pay dividends, our stockholders return on investment in our common stock will depend on their ability to sell our shares at a profit.

¨ THE MARKET PRICE OF OUR COMMON STOCK MAY BE VOLATILE, WHICH COULD CAUSE THE VALUE OF AN INVESTMENT IN US TO DECLINE. The market price of shares of our common stock has been and is likely to continue to be highly volatile. Factors that may have a significant effect on the market price of our common stock include the following:

our operating results;

our level of indebtedness;

our need for additional financing;

issuance by us of debt or equity securities in a financing or related transaction;

announcements of technological innovations or new commercial products by us or our competitors;

developments in our patent or other proprietary rights or our competitors developments;

our relationships with current or future collaborative partners;

governmental regulation; and

other factors and events beyond our control.

In addition, the stock market in general has experienced extreme volatility that often has been unrelated to the operating performance of particular companies. These broad market and industry fluctuations may adversely affect the trading price of our common stock, regardless of our actual operating performance.

As a result of potential stock price volatility, investors may be unable to resell their shares of our common stock at or above the cost of their purchase prices. In addition, companies that have experienced volatility in the market price of their stock have been the object of securities class action litigation. If we were to become the subject of securities class action litigation, this could result in substantial costs, a diversion of our management s attention and resources and harm to our business and financial condition.

¨ FUTURE SALES OF CURRENTLY OUTSTANDING SHARES OF OUR COMMON STOCK COULD ADVERSELY AFFECT OUR STOCK PRICE. Except for approximately two million shares of our common stock subject to restrictions on resale pursuant to Rule 144, the outstanding shares of our common stock are eligible for sale in the public market without restriction. The shares issuable upon exercise or conversion of our outstanding warrants, convertible notes and preferred stock will be restricted securities, however, the holders of these securities have registration rights with respect to the common stock issuable upon exercise or conversion of these securities. The market price of our common stock could drop as a result of sales of a large number of shares of our common stock in the market or in response to the perception that these sales could occur.

¨ ARCH HILL CAPITAL IS A CONTROLLING STOCKHOLDER OF LTC AND IS THEREFORE ABLE TO CONTROL THE MANAGEMENT AND POLICIES OF LTC. Arch Hill Capital can also control the outcome of all matters submitted to our stockholders for approval, without the approval of our other stockholders. In addition, Arch Hill Capital controls a majority of the voting power of GAIA Holding and GAIA by virtue of its ownership of a controlling interest in us. Arch Hill Capital can control the vote with respect to the election of all of the directors, amendments to the Certificate of Incorporation or any merger, sale of assets or other significant transactions by any of us, GAIA Holding or GAIA. Accordingly, Arch Hill Capital has an effective veto power over the management and operations of, and corporate transactions by, us, GAIA Holding or GAIA.

ITEM 3. CONTROLS AND PROCEDURES

The Company maintains a system of internal controls and procedures designed to provide reasonable assurance as to the reliability of our published financial statements and other disclosures included in this report. The Company s Board of Directors, in the absence of an audit committee, provides oversight to the Company s financial reporting process.

The Company s management, under the supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer of the Company (its principal executive officer and principal financial officer, respectively), have concluded based on their evaluation as of the end of the period covered by this quarterly report that the Company s disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports filed or submitted by it under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the applicable rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company s management, including the Chief Executive Officer and the Chief Financial Officer of the Company, as appropriate to allow timely decisions regarding required disclosure.

There have been no significant changes in internal control over financial reporting during the period covered by this quarterly report that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II

OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 2. CHANGES IN SECURITIES

Effective July 28, 2003, the Company implemented a one-for-twenty reverse stock split. The reverse stock split was approved on May 1, 2003 by the Board of Directors and on May 5, 2003 by the holders of a majority of the Company s voting stock in an exchange ratio to be determined by the Company s Board of Directors ranging from one-for-ten to one-for-twenty. The Company believes that the reverse stock split will make its capital structure more attractive to investors.

In determining the final exchange ratio, the Board considered a variety of factors including, but not limited to, overall trends in the stock market, recent changes and anticipated trends in the market price per share of the Company s common stock, business and transactional developments, and the Company s actual and projected financial performance.

As a result of the reverse stock split becoming effective, every twenty shares of Company common stock outstanding on July 28, 2003 were combined into one share of Company common stock. This action reduced the number of outstanding shares of Company common stock from approximately 88.2 million to approximately 4.4 million and the number of fully diluted shares of Company common stock from approximately 278 million to approximately 14 million. The certificates representing the outstanding pre-reverse stock split shares of common stock will not be required to be exchanged for new certificates representing post-reverse stock split shares. Existing certificates will be deemed automatically to constitute and represent the correct number of post-split shares without further action by Company stockholders.

Proportionate adjustments based on the reverse stock split ratio have also be made to the per share exercise price and number of shares issuable upon the exercise of all outstanding convertible securities, as a result of the reverse stock split becoming effective.

The symbol for the Company s common stock was changed to LTHU.OB as a result of the reverse stock split and continues to trade on the OTC Bulletin Board.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

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

Effective July 28, 2003, the Company implemented a one-for-twenty reverse stock split. The reverse stock split was approved on May 1, 2003 by the Board of Directors and on May 5, 2003 by the holders of a majority of the Company s voting stock in an exchange ratio to be determined by the Company s Board of Directors ranging from one-for-ten to one-for-twenty. The stockholders who consented in writing to this matter held 23,932,087 shares of common stock with one vote per share and 100,000 shares of Series A Preferred Stock with 1,114 votes per share. The consenting stockholders consist of the two largest stockholders of the company Arch Hill Capital N.V. and Arch Hill Ventures N.V. The votes cast by the consenting stockholders totaled 135,272,611 votes or 67.78% of the voting stock. An information statement relating to the reverse stock split was mailed to Company stockholders on or about June 23, 2003.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a) The following Exhibits are filed as part of this Report or incorporated herein by reference:

10.54	Consultancy Agreement, dated July 31, 2003, between GAIA Akkumulatorenwerke GmbH and Ralf Tolksdorf Unternehmensberatung GmbH(1)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*

31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

(1) Incorporated herein by reference to the Company s Quarterly Report on Form 10-QSB for the quarter ended June 30, 2003.

* Filed herewith

(b) Form 8-K Reports during the Quarter Ended September 30, 2003:

The Company filed a Form 8-K dated July 28, 2003 reporting on the effectiveness of a one-for-twenty reverse stock split.

SIGNATURES

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

Dated: November 18, 2003

LITHIUM TECHNOLOGY CORPORATION

By: /s/ DAVID J. CADE

David J. Cade,

Chairman and Chief Executive Officer

(Principal Executive Officer)

By: /s/ RALF TOLKSDORF

Ralf Tolksdorf,

Chief Financial Officer

(Principal Financial and Accounting Officer)

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* Filed herewith