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TERAFORCE TECHNOLOGY CORP
Form 424B3
November 24, 2003

Filed Pursuant to Rule 424 (B) (3)
Registration Statement No. 333-102746

Prospectus Supplement No. 2
to Prospectus dated May 6, 2003.

TERAFORCE TECHNOLOGY CORPORATION

57,553,336 SHARES OF COMMON STOCK

We are supplementing the prospectus dated May 6, 2003, to provide information contained in our Quarterly Report on Form 10-Q for the second quarter ended June 30, 2003, our Quarterly Report on Form 10Q for the third quarter ended September 30, 2003, our Current Report on Form 8-K dated July 3, 2003, as amended by our Current Report on Form 8K/A filed on August 8, 2003, and our Current Report on Form 8-K dated November 13, 2003. This Prospectus Supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, dated May 6, 2003, with respect to the 57,553,336 shares of common stock, including any amendments or supplements thereto.

Investing in the shares of common stock involves a high degree of risk. See "Risk Factors" beginning on page 5 of the accompanying Prospectus for a discussion of certain factors that you should consider in connection with an investment in the shares of common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these notes or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this Supplement is November 24, 2003

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10 - Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2003

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Commission File Number 0-11630

TERAFORCE TECHNOLOGY CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

76-0471342
(I.R.S. Employer
Identification No.)

1240 EAST CAMPBELL ROAD, RICHARDSON, TEXAS
(Address of Principal Executive Offices)

75081
(Zip Code)

469-330-4960
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

There were 118,532,185 shares of Common Stock outstanding as of July 31, 2003.

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TERAFORCE TECHNOLOGY CORPORATION AND SUBSIDIARIES

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CONDITION AND RESULTS OF OPERATIONS

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PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

TERAFORCE TECHNOLOGY CORPORATION AND SUBSIDIARIES
Consolidated Condensed Balance Sheets
(Thousands of dollars, except share data)

| | June 30, 2003 | December 2002 |
|----------------------------------------------|------------------|------------------|
| | ----- | ----- |
| | (unaudited) | |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 1 | \$ |
| Temporary cash investments | -- | |
| Accounts receivable | 580 | |
| Receivables from affiliate | -- | |
| Inventories | 2,018 | 2 |
| Prepaid services | 26 | |
| Prepaid expenses and other current assets | 456 | |
| | ----- | ----- |
| Total current assets | 3,081 | 4 |
| Property and equipment, net | 460 | |
| Investment in and receivables from affiliate | 1,032 | |
| Other assets | 1,105 | |
| | ----- | ----- |
| | \$ 5,678 | \$ 6 |
| | ===== | ===== |
| Liabilities and Stockholders' Deficit | | |
| Current liabilities: | | |
| Notes payable | \$ 4,547 | \$ 4 |
| Accounts payable | 2,423 | 1 |
| Accrued liabilities | 1,668 | 1 |
| | ----- | ----- |
| Total current liabilities | 8,638 | 7 |
| Long-term notes payable | 1,397 | |

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| | | |
|----------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------|
| Other long-term liabilities | 1,075 | 1 |
| Stockholders' deficit: | | |
| Common Stock, \$.01 par value; authorized 200,000,000 shares; 118,532,185 and 114,255,518 shares issued in 2003 and 2002, respectively | 1,185 | 1 |
| Additional paid-in capital | 186,191 | 184 |
| Accumulated deficit | (191,221) | (187) |
| | ----- | ----- |
| | (3,845) | (1) |
| Less 400,474 shares of common stock in treasury at cost | (1,587) | (1) |
| | ----- | ----- |
| Total stockholders' deficit | (5,432) | (2) |
| | ----- | ----- |
| | \$ 5,678 | \$ 6 |
| | ===== | ===== |

See accompanying notes to consolidated condensed financial statements.

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TERAFORCE TECHNOLOGY CORPORATION AND SUBSIDIARIES
Consolidated Condensed Statements of Operations
(Thousands of dollars, except per share data)

| | Three Months Ended | | |
|-------------------------------------------------------|--------------------|----------|-------|
| | June 30, | | |
| | 2003 | 2002 | 20 |
| | (unaudited) | | |
| Net revenues | \$ 1,385 | \$ 1,659 | \$ |
| Cost of revenue | 977 | 960 | |
| | ----- | ----- | ----- |
| Gross profit | 408 | 699 | |
| | ----- | ----- | ----- |
| Expenses: | | | |
| Engineering and development | 696 | 903 | |
| Selling and administrative | 1,147 | 1,777 | |
| | ----- | ----- | ----- |
| | 1,843 | 2,680 | |
| | ----- | ----- | ----- |
| Operating loss | (1,435) | (1,981) | |
| | ----- | ----- | ----- |
| Other income (expense): | | | |
| Litigation settlement | -- | -- | |
| Litigation costs, net of insurance reimbursement | (48) | 143 | |
| Share of income (loss) of unconsolidated affiliate | (152) | (136) | |
| Interest expense | (252) | (115) | |
| Interest income and other | -- | 22 | |
| | ----- | ----- | ----- |

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| | | | |
|-----------------------------------------------------------------------------|------------|------------|-------|
| | (452) | (86) | |
| | ----- | ----- | ----- |
| Net income (loss) | \$ (1,887) | \$ (2,067) | \$ |
| | ===== | ===== | ===== |
| Basic and diluted income (loss) per share | \$ (.02) | \$ (.02) | \$ |
| | ===== | ===== | ===== |
| Weighted average number of common shares outstanding - basic and diluted | 118,080 | 88,469 | 1 |
| | ===== | ===== | ===== |

See accompanying notes to consolidated condensed financial statements.

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TERAFORCE TECHNOLOGY CORPORATION AND SUBSIDIARIES
Consolidated Condensed Statements of Cash Flows
(Thousands of dollars)

| | Six Months Ended Jun | |
|--------------------------------------------------------------------------------|----------------------|-------|
| | ----- | |
| | 2003 | |
| | ----- | |
| | (unaudited) | |
| | | |
| Cash flows from operating activities: | | |
| Net income (loss) | \$ (4,078) | \$ |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Litigation settlement | -- | |
| Utilization of prepaid services | 167 | |
| Depreciation and amortization | 129 | |
| Share of loss from unconsolidated affiliate | 369 | |
| Other | 375 | |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (7) | |
| Inventories | 336 | |
| Accounts payable and accrued liabilities | 780 | |
| | ----- | ----- |
| Net cash used in operating activities | (1,929) | |
| | ----- | ----- |
| Cash flows from investing activities: | | |
| Proceeds from litigation settlement | -- | |
| Capital expenditures | (7) | |
| Investment in temporary cash investments | -- | |
| Net proceeds from disposal of discontinued operations | -- | |
| Software development costs | (83) | |
| Temporary cash investments | 457 | |
| Other | -- | |
| | ----- | ----- |
| Net cash used in investing activities | 367 | |
| | ----- | ----- |
| Cash flows from financing activities: | | |

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| | | |
|------------------------------------------------------|-------|-------|
| Proceeds from issuance of notes payable | 997 | |
| Proceeds from issuance of common stock | 511 | |
| Principal payments on notes payable | -- | |
| | ----- | ----- |
| Net cash provided by (used in) investing activities | 1,508 | |
| | ----- | ----- |
| Net increase (decrease) in cash and cash equivalents | (54) | |
| Cash and cash equivalents, beginning of period | 55 | |
| | ----- | ----- |
| Cash and cash equivalents, end of period | \$ 1 | \$ |
| | ===== | ===== |

See accompanying notes to consolidated condensed financial statements.

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TERAFORCE TECHNOLOGY CORPORATION
Notes to Consolidated Condensed Financial Statements
(Unaudited)
June 30, 2003

BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared by the Company without audit in accordance with accounting principles generally accepted in the United States of America for interim financial statements and with instructions to Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included.

The accompanying consolidated financial statements do not include certain footnotes and financial presentations normally required under accounting principles generally accepted in the United States of America and, therefore, should be read in conjunction with the audited financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2002.

The Company incurred an operating loss in the first six months of 2003 and has incurred significant operating losses in 2002, 2001 and 2000. These losses were funded by proceeds from the issuance of equity securities and notes payable, and as of June 30, 2003, notes payable due within one year amounted to \$4,547,000. The Company's continued existence is dependent on the Company's ability to continue to fund any operating losses and on the restructuring or refinancing of its debt obligations. In the first six months of 2003 the Company has generated additional capital amounting to approximately \$1,500,000 from the sale of equity securities and from the proceeds of new credit facilities. In July and August 2003, the Company generated approximately \$2,800,000 in capital from the sale of convertible notes.

The Company's operating losses have declined over the three year period ended December 31, 2002, primarily as a result of the disposal of certain operations, specifically those related to the telecommunications industry, the reduction of other operating expenses and increases in net revenues from the Company's defense electronics business. Net revenues from the sale of defense electronics products have increased in each of the last three years and management expects net revenues to increase further in 2003. Therefore, management believes that the Company's needs for capital to fund operating losses will continue to decline.

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The Company believes that it will be able to fund any further operating losses and to refinance or otherwise restructure its outstanding debt obligations through either the issuance of new equity securities, the incurrence of new debt or the modification of the terms of its existing debt obligations. There can be no assurance that the Company can accomplish these matters, or can do so under acceptable terms. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

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TERAFORCE TECHNOLOGY CORPORATION
Notes to Consolidated Condensed Financial Statements
(Unaudited)
June 30, 2003

INVENTORIES

The components of inventories are as follows:

| | June 30, 2003 | December 31, 2002 |
|-----------------|------------------|----------------------|
| | ----- | ----- |
| | (\$ Thousands) | |
| Raw materials | \$ 1,403 | \$ 1,658 |
| Work in process | 265 | 408 |
| Finished goods | 350 | 288 |
| | ----- | ----- |
| Total | \$ 2,018 | \$ 2,354 |
| | ===== | ===== |

SEGMENTS OF BUSINESS

In the three and six month periods ended June 30, 2003 and 2002, all of the Company's net revenues were generated from its defense electronics business.

Segment-specific margins (gross profit less total engineering and development costs, including capitalized software for the segment):

| | Three Months Ended June 30, | | Six M |
|------------------------------|--------------------------------|---------|---------|
| | ----- | ----- | ----- |
| | 2003 | 2002 | 2003 |
| | ----- | ----- | ----- |
| | (\$ Thousands) | | |
| Defense electronics | \$ (288) | \$ (97) | \$ (80) |
| Optical networking equipment | -- | (94) | -- |
| Other | -- | (13) | -- |
| | ----- | ----- | ----- |
| Subtotal segment specific | (288) | (204) | (80) |
| All other expenses | (1,147) | (1,777) | (2,354) |

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| | | | |
|----------------|------------|------------|------------|
| Operating loss | \$ (1,435) | \$ (1,981) | \$ (3,150) |
|----------------|------------|------------|------------|

| | At June 30, 2003 | At December 31, 2002 |
|----------------------------------------|---------------------|-------------------------|
| | (\$ Thousands) | |
| Defense electronics | \$ 3,452 | \$ 3,760 |
| Optical networking equipment and other | 1,082 | 1,501 |
| Not allocable to a segment | 1,144 | 1,463 |
| Total | \$ 5,678 | \$ 6,724 |

INCOME TAXES

For the three and six month period ended June 30, 2002, the Company's effective income tax rate differed from the federal statutory rate due to current period tax expense offset by an offsetting change in the valuation allowance for the same amount.

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TERAFORCE TECHNOLOGY CORPORATION
Notes to Consolidated Condensed Financial Statements
(Unaudited)
June 30, 2003

STOCK OPTION PLAN

The Company accounts for its stock option plan in accordance with the provisions of Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. As such, compensation expense is recorded on the date of grant only if the current market price of the underlying stock exceeded the exercise price. SFAS No. 123, "Accounting for Stock-Based Compensation," requires pro forma net income and pro forma earnings per share disclosures for employee stock option grants as if the fair-value-based method defined in SFAS No. 123 had been applied. There was no stock based compensation expense recorded for any period.

| | Three Months Ended June 30, | | Six |
|-----------------------------------------------------|--------------------------------|------------|------------|
| | 2003 | 2002 | 2003 |
| | (\$ Thousands) | | |
| Net income (loss) allocable to common shareholders: | | | |
| As reported | \$ (1,887) | \$ (2,067) | \$ (4,070) |

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| | | | | | | |
|--------------------------|----|---------|----|---------|----|--------|
| Pro forma | \$ | (2,071) | \$ | (2,321) | \$ | (4,42) |
| Income (loss) per share: | | | | | | |
| As reported | \$ | (.02) | \$ | (.02) | \$ | (.0) |
| Pro Forma | \$ | (.02) | \$ | (.03) | \$ | (.0) |

EARNINGS PER SHARE

Basic and diluted earnings or loss per share are the same for the three and six month periods ended June 30, 2003 and 2002 because all potential common shares were anti-dilutive for those periods.

NOTES PAYABLE

The Company has amended its credit agreements with Bank One, NA ("Bank One"). Amounts outstanding under the Company's \$1.5 million credit agreement with Bank One have been combined with the Company's \$2.7 million credit agreement with Bank One and the \$1.5 million agreement has been terminated. Amounts outstanding under the amended \$4.2 million agreement are due June 27, 2004, with no mandatory reductions prior to that time. Interest is payable monthly at LIBOR plus 1.75% (2.86% at June 30, 2003). The facility is secured by a letter of credit provided by a private investor.

The Company has agreed to utilize up to \$400,000 of the available proceeds from the issuance of convertible subordinated notes (See "Subsequent Events") to repay accrued interest and outstanding principal under an approximately \$650,000 promissory note to the private investor that provides the security for the Bank One credit agreement. The investor has agreed to extend the maturity of this note to June 30, 2004. The note is unsecured and bears interest at 8%, payable at maturity.

In March 2003, the Company and its wholly-owned subsidiary, DNA Computing Solutions, Inc. ("DNA-CS"), entered into a revolving line of credit with a bank in order to provide working

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TERAFORCE TECHNOLOGY CORPORATION
Notes to Consolidated Condensed Financial Statements
(Unaudited)
June 30, 2003

capital to DNA-CS. Under the facility, DNA-CS may borrow up to \$1,000,000. Outstanding amounts are due March 26, 2004; however, DNA-CS may extend such date six months, provided certain conditions are maintained. Interest is payable monthly at the greater of prime plus 1% and 5.25%. At June 30, 2003, approximately \$1,000,000 was outstanding under this facility.

This working capital facility is secured by the accounts receivable and inventory of DNA-CS, the guarantee of the Company and by limited guarantees provided by certain private investors. As consideration for providing the guarantees that secure the Notes the Company has entered into a Reimbursement Agreement with the guarantors. The Reimbursement Agreement provides that the Company will reimburse the investors for any amounts that they may be required to reimburse the bank pursuant to the guarantees. Pursuant to the Reimbursement Agreement and related agreements, as of March 26, 2003 the investors have the right to purchase up to 8,333,333 shares of the Company's common stock for

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\$1,000,000 in cash, the proceeds of which will be used to repay amounts outstanding under the Note and provide for the release of the guarantees. In addition, as of March 26, 2003 the investors received warrants to purchase an aggregate of 9,583,333 shares of the Company's common stock at a price of \$0.15 per share. The warrants may be exercised at any time through March 31, 2007. The Company has valued the warrants at approximately \$360,000, using the Black-Scholes pricing model. This amount and beneficial conversion feature in the amount of approximately \$408,000 related to the purchase rights have been recorded as deferred financing costs.

STOCKHOLDERS' EQUITY

In January and March 2003, the Company completed private placement transactions in which it issued a total of 4,166,667 shares of common stock and warrants for the purchase of an additional 4,333,333 shares of common stock for aggregate proceeds of \$500,000. The warrants have an exercise price of \$0.15 per share and are exercisable at any time through March 31, 2007.

SUBSEQUENT EVENTS

In July and August 2003, the Company has issued \$3,010,000 principal amount of 12% convertible subordinated notes in a private placement to qualified investors. The purchasers of the notes have also received warrants to purchase 1,881,250 shares of the common stock at \$0.16 per share. Net proceeds to the Company, after paying commissions to the placement agent and legal costs, amounted to approximately \$2,809,000. The Company intends to use \$400,000 of this amount to pay accrued interest and outstanding principal related to a promissory note and intends to use the balance for working capital. The Company also issued warrants for the purchase of 1,881,250 shares of common stock to the placement agent.

The Notes are subordinated unsecured obligations of the Company and are subordinated to the rights of holders of all existing and future senior indebtedness. The terms of the Note Agreement limit the ability of the Company to incur additional senior indebtedness. Pursuant to the Note Agreement, the Company shall not directly or indirectly create, incur or suffer to exist any indebtedness senior to the Notes ("Senior Indebtedness") in an aggregate principal amount exceeding at any time the sum of one million dollars (\$1,000,000.00) without the prior written consent of at least 51% of the aggregate principal amount of the Notes outstanding at the time the transaction is authorized by the Company's board of directors. For purposes of calculating the limitation on incurring Senior Indebtedness, the following indebtedness shall not be included in calculating the

TERAFORCE TECHNOLOGY CORPORATION
Notes to Consolidated Condensed Financial Statements
(Unaudited)
June 30, 2003

aggregate amount of Senior Indebtedness: (a) Bank One, NA in the amount of \$4.2 million, (b) a private investor in the amount of \$650,000, (c) FirstCapital Bank, SSB in the amount of \$1,000,000, and (d) any restructuring or refinancing of the Senior Indebtedness described in (a), (b) and (c).

The Company will pay all outstanding principal balances on the Notes at maturity, which is June 30, 2005. Interest on the Notes will accrue at a rate of

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12% per annum, computed on the basis of a 360-day year of twelve 30-day months. Interest will be due annually on June 15 and at maturity on June 30, 2005. The Company may redeem all or any portion of the outstanding Notes at any time beginning 120 days after the final closing of this offering. Each Note to be so redeemed shall be redeemed against payment of an amount in cash equal to: 110% of the outstanding principal balance of the Note, plus accrued interest, if redeemed after June 15, 2003 but on or before June 1, 2004, and 105% of the outstanding principal balance of the Note, plus accrued interest, if redeemed after June 1, 2004.

A Noteholder may convert at any time following August 4, 2003 any or all of the principal and accrued interest of his Notes into shares of Common Stock. The number of shares of Common Stock issuable upon conversion shall be determined by dividing the outstanding indebtedness and accrued interest to be converted by the conversion price in effect at the time of conversion. The initial conversion price of the Notes is \$0.16 per share. The conversion price will be subject to anti-dilution provisions and therefore may be adjusted from time to time upon the occurrence of certain events.

The number of shares to be issued upon exercise of the Warrants to the purchasers of the Notes and the placement agent will be subject to anti-dilution provisions and therefore may be adjusted from time to time. The exercise price of the Warrants was equal to the conversion price of the Notes upon the closing of this offering or \$0.16 per share. The exercise price will be subject to anti-dilution provisions and therefore may be adjusted from time to time upon the occurrence of certain events. The Warrants may be exercised at the option of the holder at any time prior to their expiration. The Warrants will expire four years after their issuance.

The Company entered into a registration rights agreement with each Noteholder, and has agreed to file a registration statement with the SEC under the Securities Act of 1933, as amended (the "Securities Act"), registering the shares of Common Stock underlying the Notes and the Warrants within 90 days of the final closing of the Offering. The Company will use its best efforts to have the registration statement declared effective by the SEC as soon as practicable thereafter. The Company and Noteholders each agreed with the other to indemnify the other for certain liabilities arising under the Securities Act.

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ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE PERIOD ENDED JUNE 30, 2003

Forward Looking Statements

This Quarterly Report on Form 10-Q contains certain forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. In this report, as well as in oral statements made by the Company, statements that are prefaced with the words "may," "will," "expect," "anticipate," "believe," "continue," "estimate," "project," "intend," "designed" and similar expressions are intended to identify forward looking statements regarding events, conditions and financial trends that may affect the Company's future plans, business strategy, results of operations, financing activities and financial position. These statements are based on the Company's current expectations and estimates as to prospective events and circumstances about which the Company can give no firm assurance. Further, any forward looking statement speaks only as of the date the statement was made, and the Company undertakes no obligation to update any forward looking statement to reflect events or circumstances after the date the statement was made. Because it is not possible to predict every new factor

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that may emerge, forward looking statements should not be relied upon as a prediction of actual future financial condition or results. Examples of types of forward looking statements include statements on future levels of net revenue and cash flow, new product development, strategic plans and financing. These forward looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected or anticipated. Factors that might cause such a difference include, but are not limited to: general economic conditions in the markets the Company operates in; the ability of the Company to execute its plan in strategic direction; success in the development and market acceptance of new and existing products; dependence on suppliers, third party manufacturers and channels of distribution; customer and product concentration; fluctuations in customer demand; the ability to obtain and maintain access to external sources of capital; the ability to control costs; overall management of the Company's expansion; and other risk factors detailed from time to time in the Company's filings with the Securities and Exchange Commission. The terms "we," "our" and "us" and similar terms refer to the Company and its consolidated subsidiaries, not to any individual or group of individuals.

COMPARISON OF THREE MONTHS AND SIX MONTHS ENDED JUNE 30, 2003 TO
THREE MONTHS AND SIX MONTHS ENDED JUNE 30, 2002

NET REVENUE

For the first six months of 2003 and 2002 all of our net revenues were generated by our defense electronics business. Net revenue from defense electronics decreased 17% in the second quarter of 2003 as compared to the second quarter of 2002 and declined 29% in the first six months of 2003 as compared to the same period in 2002. However, in the first quarter of 2003 the Company's bookings of new orders amounted to approximately \$4,000,000 and the Company's backlog of orders amounted to approximately \$2,446,000 at June 30, 2003, compared to a backlog of approximately \$394,000 at June 30, 2002. The decline in net revenues in the first and second quarters of 2003 is due, in part, to the timing of shipments based on customer requirements. Due to our increased working capital needs related to the increase in orders and unexpected delays in completing financing arrangements in the first quarter of 2003, we experienced delays in payments to some of our vendors. These delays temporarily affected our ability to complete orders. Management believes that the financing arrangements that have been completed will alleviate the liquidity difficulties. Additionally, we noted a decline in customer purchasing activity during the second quarter of 2003. We understand that this situation was encountered by others in our industry as well. We believe that this decline in activity was temporary and was in reaction to funding issues arising from the war in Iraq. Subsequent to June

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30, 2003 we have noted a resumption of activity from certain customers. While this temporary decline may impact the timing of certain orders and shipments to customers, we believe that net revenues in the last half of 2003 will exceed the first half of 2003.

GROSS PROFIT

Gross profit from defense electronics decreased in the second quarter and first six months of 2003 as compared to the comparable periods of 2002 due to the decline in net revenues between these periods.

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ENGINEERING AND DEVELOPMENT EXPENSE

Engineering and development expense decreased 23% to \$696,000 in the second quarter of 2003 from \$903,000 in the same period in 2002. Costs by product line are as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|-----------------------------|--------------------------------|--------|------------------------------|----------|
| | 2003 | 2002 | 2003 | 2002 |
| | ----- | | | |
| | (\$ Thousands) | | | |
| Defense electronics | \$ 696 | \$ 796 | \$ 1,481 | \$ 1,481 |
| Optical networking products | -- | 94 | -- | -- |
| Other | -- | 13 | -- | -- |
| | ----- | ----- | ----- | ----- |
| | \$ 696 | \$ 903 | \$ 1,481 | \$ 1,481 |
| | ===== | ===== | ===== | ===== |

Engineering and development expenses related to defense electronics in the second quarter and first six months of 2003 reflect on-going enhancements of the VQG4 product line and our new Eagle product that was introduced at the end of the first quarter of 2003. All development activities, other than those related to our defense electronics products, were terminated in 2002. Included in engineering and development expenses during the second quarter and first six months of 2003 is approximately \$48,000 and \$167,000, respectively, related to design services provided by Flextronics International, Ltd. During the second quarter and first six months of 2002 such amounts were \$260,000 and \$560,000, respectively. These non-cash services were provided under the engineering design services agreements we entered into when we sold our engineering design services business in January 2002.

SELLING AND ADMINISTRATIVE EXPENSE

Selling and administrative expenses decreased approximately 35% in the second quarter of 2003 as compared to the second quarter of 2002 and 21% in the first six months of 2003 as compared to that same period in 2002. These declines result from lower sales commissions and reduced administrative expenses.

LITIGATION SETTLEMENT

In March 2002 we settled our outstanding litigation against Cadence Design Systems, Inc. We received \$6,300,000, net of attorney fees, from this settlement.

LITIGATION COSTS

Litigation costs represent legal fees and expenses related to the shareholder action. These amounts are net of approximately \$300,000 of insurance reimbursement that was received in the second quarter of 2002.

INTEREST EXPENSE

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Interest expense for the second quarter and first six months of 2003 includes approximately \$181,000 and \$285,000, respectively, from the amortization of the value of warrants issued in connection with various debt transactions. The warrants were valued when they were issued using the Black-Scholes option pricing model. Without the effect of this amortization, interest expense declined in the 2003 periods as compared to 2002 due to lower outstanding debt balances and lower interest rates.

LIQUIDITY AND CAPITAL RESOURCES

As of June 30 2003, our working capital deficit was \$5,557,000, which included \$4,547,000 of notes payable due within one year. As of June 30 2003, our Notes Payable total \$5,900,000. Of this amount \$4,200,000 is due on June 27, 2003, approximately \$650,000 is due on June 30, 2004 and \$1,000,000 is due September 26, 2004. Of the debt due on June 30, 2004, \$400,000 has been repaid with the proceeds of long-term debt subsequent to June 30, 2003. Accordingly, \$400,000 of this amount has been classified as non-current as of June 30, 2003.

OPERATING ACTIVITIES

Net cash used in operations for the six months ended June 30, 2003 amounted to \$1,929,000. This amount arose primarily from the net loss of \$4,078,000, offset by non-cash charges of \$167,000 from the utilization of prepaid services, and \$369,000 related to our share of the loss from our unconsolidated affiliate.

INVESTING ACTIVITIES

For the three months ended March 31, 2003, investing activities provided cash in the amount of \$457,000, primarily from the liquidation of temporary cash investments.

FINANCING ACTIVITIES

In July 2003, we completed a private placement of \$3,010,000 principal amount of convertible subordinated notes. We received net proceeds of approximately \$2,809,000, after paying sales commissions and legal costs related to the offering. We intend to use \$400,000 of these proceeds to reduce outstanding debt and intend to use the balance for working capital. The notes are due June 30, 2005 and bear interest at 12%, payable annually. The holders of the notes may convert outstanding principal and accrued interest on the notes into our common stock at the rate of \$0.16 per share. We may redeem the notes at any time beginning in November of 2003. To redeem the notes before June 1, 2004 we must pay the holders 110% of the outstanding principal amount and all accrued interest. If we redeem the notes after June 1, 2004 we must pay 105% of the outstanding principal amount and all accrued interest. We also issued warrants to purchase an aggregate of 1,881,250 shares of our common stock to the purchasers of the notes. The warrants have a four-year term and an exercise price of \$0.16 per share.

Also in July 2003 we restructured some of our outstanding debt. We amended our \$1.5 million and \$2.7 million credit agreements with Bank One to combine them into a single \$4.2 million credit agreement. The maturity of the amended agreement was extended to June 27, 2004, with no mandatory reductions prior to that date. The amended credit agreement is secured by a letter of credit provided by a private investor. We also reached an agreement with this private investor to extend the maturity date of an approximately \$650,000 note payable to June 30, 2004. We expect to use \$400,000

of the proceeds from the private placement of convertible notes to repay accrued interest and principal related to this note.

As a result of the financing activity in July and August 2003, none of our debt obligations are due before June 27, 2004 and we have reduced our working capital deficit by approximately \$2,800,000.

LIQUIDITY OUTLOOK

We have satisfied our needs for capital during 2003 with proceeds from sales of equity and convertible debt securities and from the proceeds of credit arrangements. We have restructured our debt obligations such that there are no principal payments required before June 2004. We expect our need for capital to decline as a result of improved operating results in the last half of 2003. This belief is based on our backlog of orders and from other orders that we expect to receive in the second six months of 2003 and beyond. We also have been engaged in discussions with potential strategic partners. These arrangements, if concluded, could have a positive effect on our business and could also result in additional liquidity being available to us.

While we believe we will have adequate liquidity to operate our business, our estimate of capital needs is subject to a number of risks and uncertainties that could result in additional capital needs that have not been anticipated. An important aspect of our estimated capital requirements is our ability to begin to generate positive cash flow from operations. As discussed above, this in turn is dependent upon our ability to increase revenues from our defense electronics business, to generate adequate gross profit from those sales and to control other costs and expenses. Our capital needs could increase materially if any of our contingent liabilities are resolved adversely to the Company. In addition, we could require additional working capital if the defense electronics business increases more rapidly than we currently anticipate.

Potential sources of additional capital include the sale of additional debt or equity securities and other debt, such as bank debt. A sale of additional securities could result in dilution to existing common shareholders. There is no assurance that additional capital will be available under terms that are acceptable to us.

CONTINGENT LIABILITIES

As discussed in "ITEM 3 - Legal Proceedings" in the Company's Annual Report on Form 10-K, the Company is exposed to certain contingent liabilities which, if resolved adversely to the Company, would adversely affect its liquidity, its results of operations, and/or its financial position.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have outstanding debt at June 30, 2003 amounting to approximately \$5,900,000 that bears interest at a variable interest rate and subjects us to interest rate risk. This interest is based on widely used reference interest rates known as prime and LIBOR. An increase of 50 basis points in these rates would result in an increase in our annual interest expense of \$29,500.

ITEM 4 - CONTROLS AND PROCEDURES

The term "disclosure controls and procedures" is defined in Rules 13a-15(e) and 15(d)-(e) of the Securities Exchange Act of 1934, or the Exchange Act. This term refers to the controls and procedures of a company that are

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designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported

within the time periods specified by the Securities and Exchange Commission. Our management, including our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this quarterly report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

There were no changes to our internal control over financial reporting during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

A. Listed below are all Exhibits filed as part of this report.

| Exhibit | Description of Exhibit |
|---------|------------------------|
| ----- | ----- |
| 31.1 | 302 Certificate |
| 31.2 | 302 Certificate |
| 32.1 | 906 Certificate |
| 32.2 | 906 Certificate |

B. The Company has not filed any report on Form 8-K during the period covered by this Report, except as follows:

On May 21, 2003 we filed a Current Report on Form 8-K dated May 16, 2003, disclosing information under Item 12 and filing exhibits under Item 7.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TERAFORCE TECHNOLOGY CORPORATION.
(Registrant)

Date: August 14, 2003

/s/ ROBERT P. CAPPS

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Robert P. Capps
Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: August 14, 2003

/s/ HERMAN M. FRIETSCH

Herman M. Frietsch
Chief Executive Officer and Director
(Principal Executive Officer)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2003

Commission File Number 0-11630

TERAFORCE TECHNOLOGY CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

76-0471342
(I.R.S. Employer
Identification No.)

1240 EAST CAMPBELL ROAD, RICHARDSON, TEXAS
(Address of Principal Executive Offices)

75081
(Zip Code)

469-330-4960
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

Indicate by check mark whether the registrant is an accelerated filer (as

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defined in Rule 12b-2 of the Exchange Act). Yes [] No [X]

There were 118,556,587 shares of Common Stock outstanding as of October 31, 2003.

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TERAFORCE TECHNOLOGY CORPORATION AND SUBSIDIARIES

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at September 30, 2003 (unaudited) and December 31, 2002

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(unaudited) for the three months and nine months ended September 30, 2003 and 2002

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(unaudited) for the nine months ended September 30, 2003 and 2002

Notes to Consolidated Financial Statements

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PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

TERAFORCE TECHNOLOGY CORPORATION AND SUBSIDIARIES
Consolidated Condensed Balance Sheets
(Thousands of dollars, except share data)

September 30,
2003

December 31,
2002

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(unaudited)

| Assets | | |
|----------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| Current assets: | | |
| Cash and cash equivalents | \$ 31 | \$ 55 |
| Temporary cash investments | -- | 457 |
| Accounts receivable net of allowance of \$30 in 2003 and \$0 in 2002 | 1,042 | 573 |
| Receivable from affiliate | -- | 699 |
| Inventories | 1,790 | 2,354 |
| Prepaid services | -- | 193 |
| Prepaid expenses and other current assets | 632 | 587 |
| | ----- | ----- |
| Total current assets | 3,495 | 4,918 |
| Property and equipment, net | 421 | 573 |
| Investment in and receivable from affiliate | 250 | 702 |
| Other assets | 2,102 | 531 |
| | ----- | ----- |
| | \$ 6,268 | \$ 6,724 |
| | ===== | ===== |
| Liabilities and Stockholders' Deficit | | |
| Current liabilities: | | |
| Notes payable | \$ 5,075 | \$ 4,047 |
| Accounts payable | 1,863 | 1,919 |
| Accrued liabilities | 1,603 | 1,392 |
| | ----- | ----- |
| Total current liabilities | 8,541 | 7,358 |
| Long-term notes payable | 3,960 | 900 |
| Other long-term liabilities | 725 | 1,100 |
| Stockholders' deficit: | | |
| Common Stock, \$.01 par value; authorized 200,000,000 shares; 118,556,587 and 114,255,518 shares issued in 2003 and 2002, respectively | 1,185 | 1,143 |
| Additional paid-in capital | 187,324 | 184,953 |
| Accumulated deficit | (193,880) | (187,143) |
| | ----- | ----- |
| | (5,371) | (1,047) |
| Less 400,474 shares of common stock in treasury at cost | (1,587) | (1,587) |
| | ----- | ----- |
| Total stockholders' deficit | (6,958) | (2,634) |
| | ----- | ----- |
| | \$ 6,268 | \$ 6,724 |
| | ===== | ===== |

See accompanying notes to consolidated condensed financial statements.

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| | Three Months Ended September 30, | | Nine Months September |
|---------------------------------------------------------------------------------------|-------------------------------------|------------|--------------------------|
| | 2003 | 2002 | 2003 |
| | (unaudited) | | |
| Net revenues | \$ 1,699 | \$ 718 | \$ 4,037 |
| Cost of revenue | 1,108 | 625 | 2,765 |
| Gross profit | 591 | 93 | 1,272 |
| Expenses: | | | |
| Engineering and development | 582 | 546 | 2,063 |
| Selling and administrative | 1,171 | 1,537 | 3,522 |
| Write-off of receivable from unconsolidated affiliate | 449 | -- | 449 |
| | 2,202 | 2,083 | 6,034 |
| Operating loss | (1,611) | (1,990) | (4,762) |
| Other income (expense): | | | |
| Litigation settlement | -- | -- | -- |
| Litigation costs, net of insurance reimbursement | (292) | (206) | (417) |
| Share of loss and adjustment to carrying value of unconsolidated affiliate | (333) | (295) | (702) |
| Interest expense | (407) | (130) | (775) |
| Interest income and other | (16) | 67 | (81) |
| | (1,048) | (564) | (1,975) |
| Income (loss) from continuing operations | (2,659) | (2,554) | (6,737) |
| Loss from discontinued operations | -- | (1,520) | -- |
| Net loss | \$ (2,659) | \$ (4,074) | \$ (6,737) |
| Basic and diluted loss per share: | | | |
| Continuing operations | \$ (.02) | \$ (.03) | \$ (.06) |
| Discontinued operations | -- | (.02) | -- |
| Net loss per share | \$ (.02) | \$ (.05) | \$ (.06) |
| Weighted average number of common shares outstanding (thousands) basic and diluted | 118,138 | 88,725 | 117,102 |

See accompanying notes to consolidated condensed financial statements.

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(Thousands of dollars)

| | Nine Months Ended September | |
|--------------------------------------------------------------------------------|-----------------------------|------------|
| | 2003 | 2002 |
| | ----- (unaudited) | |
| Cash flows from operating activities: | | |
| Net loss | \$ (6,737) | \$ (1,357) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Litigation settlement | -- | (6,300) |
| Utilization of prepaid services | 193 | 679 |
| Depreciation and amortization | 190 | 177 |
| Amounts related to unconsolidated affiliate | 1,151 | 401 |
| Other | 48 | 927 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (469) | 29 |
| Inventories | 564 | 569 |
| Accounts payable and accrued liabilities | 155 | (1,241) |
| | ----- | ----- |
| Net cash used in operating activities | (4,905) | (6,116) |
| | ----- | ----- |
| Cash flows from investing activities: | | |
| Proceeds from litigation settlement | -- | 6,300 |
| Capital expenditures | (22) | (154) |
| Investment in temporary cash investments | 457 | (609) |
| Net proceeds from disposal of discontinued operations | -- | 1,337 |
| Software development costs | (105) | -- |
| | ----- | ----- |
| Net cash used in investing activities | 330 | 6,874 |
| | ----- | ----- |
| Cash flows from financing activities: | | |
| Proceeds from issuance of notes payable | 4,260 | 500 |
| Proceeds from issuance of common stock | 516 | 100 |
| Principal payments on notes payable | (225) | (1,354) |
| | ----- | ----- |
| Net cash provided by (used in) investing activities | 4,551 | (754) |
| | ----- | ----- |
| Net increase (decrease) in cash and cash equivalents | (24) | 4 |
| Cash and cash equivalents, beginning of period | 55 | 1 |
| | ----- | ----- |
| Cash and cash equivalents, end of period | \$ 31 | \$ 5 |
| | ===== | ===== |

See accompanying notes to consolidated condensed financial statements.

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The accompanying consolidated financial statements have been prepared by the Company without audit in accordance with accounting principles generally accepted in the United States of America for interim financial statements and with instructions to Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included.

The accompanying consolidated financial statements do not include certain footnotes and financial presentations normally required under accounting principles generally accepted in the United States of America and, therefore, should be read in conjunction with the audited financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2002.

The Company incurred an operating loss in the first nine months of 2003 and has incurred significant operating losses in 2002, 2001 and 2000. These losses were funded by proceeds from the issuance of equity securities and notes payable, and as of September 30, 2003, notes payable due within one year amounted to \$5,075,000. The Company's continued existence is dependent on the Company's ability to continue to fund any operating losses and on the restructuring or refinancing of its debt obligations. In the first nine months of 2003 the Company has generated additional capital amounting to approximately \$4,776,000 from the sale of equity securities and from the proceeds of new credit facilities.

The Company's operating losses have declined over the three year period ended December 31, 2002, primarily as a result of the disposal of certain operations, specifically those related to the telecommunications industry, the reduction of other operating expenses and increases in net revenues from the Company's defense electronics business. Net revenues from the sale of defense electronics products have increased in each of the last three years and management expects net revenues to increase further in 2003. Therefore, management believes that the Company's needs for capital to fund operating losses will continue to decline.

The Company believes that it will be able to fund any further operating losses and to refinance or otherwise restructure its outstanding debt obligations through either the issuance of new equity securities, the incurrence of new debt or the modification of the terms of its existing debt obligations. There can be no assurance that the Company can accomplish these matters, or can do so under acceptable terms. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

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TERAFORCE TECHNOLOGY CORPORATION
Notes to Consolidated Condensed Financial Statements
(Unaudited)
September 30, 2003

INVENTORIES

The components of inventories are as follows:

| September 30, 2003 | December 31, 2002 |
|-----------------------|----------------------|
| ----- | ----- |

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(\$ Thousands)

| | | | | |
|-----------------|----|-------|----|-------|
| Raw materials | \$ | 1,172 | \$ | 1,658 |
| Work in process | | 244 | | 408 |
| Finished goods | | 374 | | 288 |
| | | ----- | | ----- |
| Total | \$ | 1,790 | \$ | 2,354 |
| | | ===== | | ===== |

SEGMENTS OF BUSINESS

In the three and nine month periods ended September 30, 2003 and 2002, all of the Company's net revenues were generated from its defense electronics business.

Segment-specific margins (gross profit less total engineering and development costs, including capitalized software for the segment):

| | Three Months Ended | | Nine Months Ended | |
|------------------------------|--------------------|------------|-------------------|------------|
| | September 30, | | September 30, | |
| | 2003 | 2002 | 2003 | 2002 |
| | ----- | ----- | ----- | ----- |
| | (\$ Thousands) | | | |
| Defense electronics | \$ 9 | \$ (557) | \$ (791) | \$ (557) |
| Optical networking equipment | -- | 107 | -- | (88) |
| Other | -- | (3) | -- | (178) |
| | ----- | ----- | ----- | ----- |
| Subtotal segment specific | 9 | (453) | (791) | (823) |
| All other expenses | (1,620) | (1,537) | (3,522) | (4,499) |
| | ----- | ----- | ----- | ----- |
| Operating loss | \$ (1,611) | \$ (1,990) | \$ (4,313) | \$ (5,322) |
| | ===== | ===== | ===== | ===== |

Assets are identifiable by segments as follows:

| | At September 30, | At December 31, |
|----------------------------------------|------------------|-----------------|
| | 2003 | 2002 |
| | ----- | ----- |
| | (\$ Thousands) | |
| Defense electronics | \$ 3,747 | \$ 3,760 |
| Optical networking equipment and other | 300 | 1,501 |
| Not allocable to a segment | 2,221 | 1,463 |
| | ----- | ----- |
| Total | \$ 6,268 | \$ 6,724 |
| | ===== | ===== |

INCOME TAXES

For the three and nine month periods ended September 30, 2003, the Company's effective income tax rate differed from the federal statutory rate due to current period tax expense offset by an offsetting change in the valuation allowance for the same amount.

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\$700,000. In October 2003, this investor agreed to cancel the note in exchange for 2,800,000 shares of the Company's common stock and the extension of the maturity date of common stock warrants previously issued to the investor. Warrants for the purchase of an aggregate of 2,790,000 shares of common stock at a price of \$0.12 per share had been issued in connection with previous financing transactions. The expiration dates of the warrants, which ranged from December 31, 2003 to October 31, 2004, have been extended to October 31, 2005. Since satisfaction of the outstanding principal and accrued interest will not require the use of working capital, \$700,000 has been reclassified from current liabilities to long-term liabilities in the accompanying financial statements.

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TERAFORCE TECHNOLOGY CORPORATION
Notes to Consolidated Condensed Financial Statements
(Unaudited)
September 30, 2003

In March 2003, the Company and its wholly-owned subsidiary, DNA Computing Solutions, Inc. ("DNA-CS"), entered into a revolving line of credit with a bank in order to provide working capital to DNA-CS. Under the facility, DNA-CS may borrow up to \$1,000,000. Outstanding amounts are due March 26, 2004; however, DNA-CS may extend such date six months, provided certain conditions are maintained. Interest is payable monthly at the greater of (i) prime plus 1% and (ii) 5.25%. At September 30, 2003, approximately \$775,000 was outstanding under this facility.

This working capital facility is secured by the accounts receivable and inventory of DNA-CS, the guarantee of the Company and by limited guarantees provided by certain private investors. As consideration for providing the guarantees that secure the facility, the Company has entered into a Reimbursement Agreement with the guarantors. The Reimbursement Agreement provides that the Company will reimburse the investors for any amounts that they may be required to reimburse the bank pursuant to the guarantees. Pursuant to the Reimbursement Agreement and related agreements, the investors have the right to purchase up to 8,333,333 shares of the Company's common stock for \$1,000,000 in cash, the proceeds of which will be used to repay amounts outstanding under the facility and provide for the release of the guarantees. In addition, the investors received warrants to purchase an aggregate of 9,583,333 shares of the Company's common stock at a price of \$0.15 per share. The warrants may be exercised at any time through March 31, 2007. The Company has valued the warrants at approximately \$360,000, using the Black-Scholes pricing model. This amount and a beneficial conversion feature in the amount of approximately \$408,000 related to the purchase rights have been recorded as deferred financing costs.

In July and August 2003, the Company issued \$3,010,000 principal amount of 12% convertible subordinated notes in a private placement to qualified investors and \$250,000 principal amount of such notes to an officer and a director. The purchasers of the notes also received warrants to purchase 2,037,500 shares of the common stock at \$0.16 per share. Net proceeds to the Company, after paying commissions to the placement agent and legal costs, amounted to approximately \$3,059,000 which will be used for working capital. The Company also issued warrants for the purchase of 1,881,250 shares of common stock to the placement agent for the notes. The Company has valued the warrants issued in this transaction at approximately \$258,000 using the Black-Scholes pricing model. This amount and a beneficial conversion feature in the amount of approximately \$870,000 have been recorded as deferred financing costs.

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The notes are subordinated unsecured obligations of the Company and are subordinated to the rights of holders of all existing and future senior indebtedness. The terms of the Note Agreement limit the ability of the Company to incur additional senior indebtedness. Pursuant to the Note Agreement, the Company shall not directly or indirectly create, incur or suffer to exist any indebtedness senior to the Notes ("Senior Indebtedness") in an aggregate principal amount exceeding at any time the sum of one million dollars (\$1,000,000) without the prior written consent of at least 51% of the aggregate principal amount of the Notes outstanding at the time the transaction is authorized by the Company's board of directors. For purposes of calculating the limitation on incurring Senior Indebtedness, the following indebtedness shall not be included in calculating the aggregate amount of Senior Indebtedness: (a) Bank One, NA in the amount of \$4.2 million, (b) a private investor in the amount of \$650,000, (c) FirstCapital Bank, SSB in the amount of \$1,000,000, and (d) any restructuring or refinancing of the Senior Indebtedness described in (a), (b) and (c).

The Company will pay all outstanding principal balances on the Notes at maturity, which is June 30, 2005. Interest on the Notes will accrue at a rate of 12% per annum, computed on the basis of a 360-day year of twelve 30-day months. Interest will be due annually on June 15 and at maturity on June 30, 2005. The Company may redeem all or any portion of the outstanding Notes at any time beginning December 2, 2003. Each Note to be so redeemed shall be redeemed against payment of an amount in cash equal to: 110% of the outstanding principal balance of the Note, plus accrued interest, if redeemed after June 15, 2003 but on or before June 1, 2004, and 105% of the outstanding principal balance of the Note, plus accrued interest, if redeemed after June 1, 2004.

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TERAFORCE TECHNOLOGY CORPORATION
Notes to Consolidated Condensed Financial Statements
(Unaudited)
September 30, 2003

A Noteholder may convert any or all of the principal and accrued interest of his Notes into shares of common stock at any time after August 4, 2003. The number of shares of common stock issuable upon conversion shall be determined by dividing the outstanding indebtedness and accrued interest to be converted by the conversion price in effect at the time of conversion. The initial conversion price of the Notes is \$0.16 per share. The conversion price is subject to anti-dilution provisions and therefore may be adjusted from time to time upon the occurrence of certain events.

The number of shares to be issued upon exercise of the Warrants to the purchasers of the notes and the placement agent is subject to anti-dilution provisions and therefore may be adjusted from time to time. The exercise price of the Warrants is equal to the conversion price of the notes upon the closing of this offering, which was \$0.16 per share. The initial exercise price will be subject to anti-dilution provisions and therefore may be adjusted from time to time upon the occurrence of certain events. The warrants may be exercised at the option of the holder at any time prior to their expiration. The warrants will expire four years after their issuance.

The Company entered into a registration rights agreement with each noteholder, and has agreed to file a registration statement with the SEC under the Securities Act of 1933, as amended (the "Securities Act"), registering the shares of Common Stock underlying the notes and the warrants within 90 days of the final closing of the Offering. The Company will use its best efforts to have

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the registration statement declared effective by the SEC as soon as practicable thereafter. The Company and Noteholders each agreed with the other to indemnify the other for certain liabilities arising under the Securities Act.

STOCKHOLDERS' EQUITY

In January and March 2003, the Company completed private placement transactions in which it issued a total of 4,166,667 shares of common stock and warrants for the purchase of an additional 4,333,333 shares of common stock for aggregate proceeds of \$500,000. The warrants have an exercise price of \$0.15 per share and are exercisable at any time through March 31, 2007.

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TERAFORCE TECHNOLOGY CORPORATION
Notes to Consolidated Condensed Financial Statements
(Unaudited)
September 30, 2003

SUBSEQUENT EVENTS

In October 2003, the Company reached an agreement in principle to dispose of its approximate 22% interest in its unconsolidated affiliate, Intellect Technologies, Inc. ("ITI") and to settle all outstanding obligations between the Company and ITI for a cash payment to the Company of \$250,000. Accordingly, as of September 30, 2003 the carrying value of the accounts receivable has been written-down to \$250,000 and the carrying value of the Company's investment in ITI has been adjusted to zero.

In November 2003, the Company entered into a Technology Licensing and Marketing Agreement with Vista Controls, Inc. ("Vista"), a subsidiary of Curtiss-Wright Corporation. Pursuant to this agreement, and certain ancillary agreements, the Company has licensed to Vista certain technology related to the Company's VQG4 and Eagle I products. The Company and Vista have agreed to jointly develop and market variations of these products, which will be designed to meet the requirements of harsh operating environments also know as "rugged products." Vista will produce the rugged products. For products it sells, the Company will source the products from Vista, at prices determined by a formula specified in the agreements. For products sold by Vista to third parties, Vista will pay the Company residual rights fees pursuant to a formula specified in the agreements. In addition, Vista will pay License and Transfer Fees to the Company aggregating up to \$3,500,000. These fees will be paid as certain milestones are met, as specified in the agreements.

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ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE PERIOD ENDED SEPTEMBER 30, 2003

Forward Looking Statements

This Quarterly Report on Form 10-Q contains certain forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. In this report, as well as in oral statements made by the Company, statements that

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are prefaced with the words "may," "will," "expect," "anticipate," "believe," "continue," "estimate," "project," "intend," "designed" and similar expressions are intended to identify forward looking statements regarding events, conditions and financial trends that may affect the Company's future plans, business strategy, results of operations, financing activities and financial position. These statements are based on the Company's current expectations and estimates as to prospective events and circumstances about which the Company can give no firm assurance. Further, any forward looking statement speaks only as of the date the statement was made, and the Company undertakes no obligation to update any forward looking statement to reflect events or circumstances after the date the statement was made. Because it is not possible to predict every new factor that may emerge, forward looking statements should not be relied upon as a prediction of actual future financial condition or results. Examples of types of forward looking statements include statements on future levels of net revenue and cash flow, new product development, strategic plans and financing. These forward looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected or anticipated. Factors that might cause such a difference include, but are not limited to: general economic conditions in the markets the Company operates in; the ability of the Company to execute its plan in strategic direction; success in the development and market acceptance of new and existing products; dependence on suppliers, third party manufacturers and channels of distribution; customer and product concentration; fluctuations in customer demand; the ability to obtain and maintain access to external sources of capital; the ability to control costs; overall management of the Company's expansion; and other risk factors detailed from time to time in the Company's filings with the Securities and Exchange Commission. The terms "we," "our" and "us" and similar terms refer to the Company and its consolidated subsidiaries, and do not refer to any individual or group of individuals.

COMPARISON OF THREE MONTHS AND NINE MONTHS ENDED SEPTEMBER 30, 2003 TO
THREE MONTHS AND NINE MONTHS ENDED SEPTEMBER 30, 2002

NET REVENUE

For the first nine months of 2003 and 2002 all of our net revenues were generated by our defense electronics business. Net revenue from defense electronics increased 137% in the third quarter of 2003 as compared to the third quarter of 2002 and 1% in the first nine months of 2003 as compared to the same period in 2002. The increase in the third quarter of 2003 relates to increased sales of our VQG4 products, initial sales of our Eagle I product and the effect of prior design wins beginning to move into the production phase. Despite these increases, our sales in the first three quarters of 2003 were less than we had expected. This was due in large part to delays in the receipt of production orders from programs related to some of our previous design wins. Due to our increased working capital needs related to the increase in orders and unexpected delays in completing financing arrangements in the first quarter of 2003, we experienced delays in payments to some of our vendors. These delays in payment temporarily affected our ability to complete orders. Management believes that the financing arrangements that have been completed have alleviated the liquidity difficulties. Additionally, we noted a decline in customer purchasing activity during the second quarter of 2003, which we believe was common in our industry. We believe that this decline in activity was temporary and was in reaction to funding issues arising from the war in Iraq. Recently, we have noted a resumption of activity from certain customers. While this may impact the timing of certain orders and shipments to customers, we believe that net revenues in the fourth quarter of 2003 will increase over the third quarter of 2003. Recently we have noted an increase in the lead-time for some components required to produce our products. While the effect of these increases has not been significant to date, it could in the

future impact our ability to complete customer orders or the timing of future shipments and net revenues in any particular period.

GROSS PROFIT

In the third quarter of 2003, gross profit increased to \$591,000 as compared to \$93,000 in the third quarter of 2002 due to increased net revenues and the sale of products with higher gross margins. For the first nine months of 2003, gross profit declined to \$1,272,000 versus \$1,663,000 in the same period of 2002, despite slightly higher net revenues in the 2003 period. This decline was due to differences in the mix of products sold in each of the periods.

ENGINEERING AND DEVELOPMENT EXPENSE

Costs by product line are as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|-----------------------------|-------------------------------------|--------|------------------------------------|----------|
| | 2003 | 2002 | 2003 | 2002 |
| | (\$ Thousands) | | | |
| Defense electronics | \$ 582 | \$ 650 | \$ 2,063 | \$ 2,220 |
| Optical networking products | -- | (107) | -- | 88 |
| Other | -- | 3 | -- | 178 |
| | ----- | ----- | ----- | ----- |
| | \$ 582 | \$ 546 | \$ 2,063 | \$ 2,486 |
| | ===== | ===== | ===== | ===== |

Engineering and development expenses related to defense electronics in the third quarter and first nine months of 2003 reflect on-going enhancements of the VQG4 product line and our new Eagle product that was introduced at the end of the first quarter of 2003. All development activities, other than those related to our defense electronics products, were terminated in 2002. Included in engineering and development expenses during the third quarter and first nine months of 2003 is approximately \$26,000 and \$193,000, respectively, related to design services provided by Flextronics International, Ltd. During the third quarter and first nine months of 2002 such amounts were \$119,000 and \$679,000, respectively. These non-cash services were provided under the engineering design services agreements we entered into when we sold our engineering design services business in January 2002. As of September 30, 2003 all obligations under this agreement had been completed.

SELLING AND ADMINISTRATIVE EXPENSE

Selling and administrative expenses decreased approximately 24% in the third quarter of 2003 as compared to the third quarter of 2002 and 22% in the first nine months of 2003 as compared to that same period in 2002. These declines result from reduced administrative expenses, including personnel costs and professional fees.

LITIGATION SETTLEMENT

In March 2002, we settled our outstanding litigation against Cadence Design Systems, Inc. We received \$6,300,000, net of attorney fees, from this settlement.

LITIGATION COSTS

Litigation costs represent legal fees and expenses related to the shareholder action. These amounts are net of approximately \$300,000 of insurance reimbursement we received in the second quarter of 2002. In the third quarter of 2003, we recorded a charge of approximately \$260,000, which represents our estimate of additional costs and expenses required to settle this matter. See Part II - Other Information - Item 1 - Legal Proceedings.

INTEREST EXPENSE

Interest expense for the third quarter and first nine months of 2003 includes approximately \$277,000 and \$510,000, respectively, from the amortization of the value of warrants issued in connection with various debt transactions and beneficial conversion features related to convertible debt obligations. The warrants were valued when they were issued using the Black-Scholes option pricing model.

OTHER

In the third quarter of 2003 we recorded a charge of approximately \$449,000 to adjust the carrying value of our receivable from Intelect Technologies, Inc. ("ITI") to \$250,000 and a charge of approximately \$333,000 to write-off the balance of our investment in ITI. In October 2003, we reached an agreement in principle to dispose of our approximate 22% interest in ITI and to settle all outstanding obligations between the Company and ITI for a cash payment to the Company of \$250,000.

LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2003, our working capital deficit was \$5,046,000, which included \$5,075,000 of notes payable due within one year. As of September 30, 2003, our Notes Payable total \$9,035,000. Of this amount, \$4,200,000 is due on June 27, 2004, \$775,000 is due September 26, 2004 and \$3,260,000 is due June 30, 2005. Approximately \$700,000 in notes payable was exchanged for common stock subsequent to September 30, 2003.

OPERATING ACTIVITIES

Net cash used in operations for the nine months ended September 30, 2003 amounted to \$4,905,000. This amount arose primarily from the net loss of \$6,737,000, offset by non-cash charges of \$193,000 from the utilization of prepaid services, and approximately \$1,151,000 related to our share of the loss from our unconsolidated affiliate and adjustments to the carrying value of the investment.

INVESTING ACTIVITIES

For the nine months ended September 30, 2003, investing activities provided cash in the amount of \$457,000, primarily from the liquidation of

temporary cash investments.

FINANCING ACTIVITIES

In July and August 2003, we issued \$3,260,000 principal amount of convertible subordinated notes. We received net proceeds of approximately \$3,059,000, after paying sales commissions and legal costs related to the offering. The notes are due June 30, 2005 and bear interest at 12%, payable annually. The holders of the notes may convert outstanding principal and accrued interest on the notes into our common stock at the rate of \$0.16 per share. We may redeem the notes at any time beginning in November 2003. To redeem the notes before June 1, 2004, we must pay the holders 110% of the outstanding principal amount and all accrued interest. If we redeem the notes after June 1, 2004, we must pay 105% of the outstanding principal amount and all accrued interest. We also issued warrants to purchase an aggregate of 1,881,250 shares of our common stock to the purchasers of the notes. The warrants have a four-year term and an exercise price of \$0.16 per share.

Also in July 2003 we restructured some of our outstanding debt. We amended our \$1.5 million and \$2.7 million credit agreements with Bank One to combine them into a single \$4.2 million credit agreement. The maturity of the amended agreement was extended to June 27, 2004, with no mandatory reductions prior to that date. The amended credit agreement is secured by a letter of credit provided by a private investor. At September 30, 2003 principal and accrued interest outstanding pursuant to a note payable to a private investor amounted to approximately \$700,000. In October 2003, this investor agreed to cancel the note in exchange for 2,800,000 shares of the Company's common stock and the extension of the maturity date of common stock warrants previously issued to the investor. Warrants are for the purchase of an aggregate of 2,790,000 shares of common stock at a price of \$0.12 per share and had been issued to the investor in connection with previous financing transactions. The expiration dates of the warrants, which ranged from December 31, 2003 to October 31, 2004, have been extended to October 31, 2005. Since satisfaction of the outstanding principal and accrued interest will not require the use of working capital, \$700,000 has been reclassified from current liabilities to long-term liabilities in the accompanying financial statements.

LIQUIDITY OUTLOOK

We have satisfied our needs for capital during 2003 with proceeds from sales of equity and convertible debt securities and from the proceeds of credit arrangements. We have restructured our debt obligations such that there are no principal payments required before June 2004. We expect our need for capital to decline as a result of improved operating results in the fourth quarter of 2003 and in 2004. This belief is based on our backlog of orders and on other orders that we expect to receive in the future.

In November 2003, we entered into a technology licensing agreement with Vista Controls, Inc. ("Vista"), a subsidiary of Curtiss-Wright Corporation. Under this arrangement we have granted Vista a license in technology related to our VQG4 and Eagle I products. We have agreed with Vista to jointly develop and market variations of these products, which will be designed to meet the requirements of harsh operating environments, or "rugged products." For these products sold through our sales channels, we will source the products from Vista at prices determined by a formula specified in the agreements. For products sold through Vista's sales channels, Vista will pay us a residual rights fee, also determined by a formula specified in the agreements. In addition, Vista will pay

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us license fees of up to \$3,500,000 as certain milestones related to delivery of technology to Vista are met. We expect to complete these milestones over approximately the next nine months.

We believe the arrangement with Vista could have a material effect on our business and results of operations. We believe the addition of the modified products and the access to Vista's market channels will significantly expand our addressable market. In addition, we believe that the combination of the abilities and products of Vista with ours will enhance our ability to meet the requirements of our customers and to attract new customers. However, there can be no assurance that such benefits will be realized.

While we believe we will have adequate liquidity to operate our business, our estimate of capital needs is subject to a number of risks and uncertainties that could result in additional capital needs that we

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have not anticipated. An important aspect of our estimated capital requirements is our ability to begin to generate positive cash flow from operations. Our ability to generate cash flow from operations is dependent upon our ability to increase revenues from our defense electronics business, to generate adequate gross profit from those sales and to control other costs and expenses. Our capital needs could increase materially if any of our contingent liabilities are resolved adversely to the Company. In addition, we could require additional working capital if the defense electronics business increases more rapidly than we currently anticipate.

Potential sources of additional capital include the sale of additional debt or equity securities and other debt, such as bank debt. A sale of additional securities could result in dilution to existing common stockholders. There is no assurance that additional capital will be available under terms that are acceptable to us.

CONTINGENT LIABILITIES

As discussed in "ITEM 3 - Legal Proceedings" in the Company's Annual Report on Form 10-K, the Company is exposed to certain contingent liabilities which, if resolved adversely to the Company, would adversely affect its liquidity, its results of operations, and/or its financial position.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have outstanding debt at September 30, 2003 amounting to approximately \$5,200,000 that bears interest at a variable interest rate and subjects us to interest rate risk. This interest is based on widely used reference interest rates known as prime and LIBOR. For example, an increase of 50 basis points in these rates would result in an increase in our annual interest expense of approximately \$26,000.

ITEM 4 - CONTROLS AND PROCEDURES

The term "disclosure controls and procedures" is defined in Rules 13a-15(e) and 15(d)-(e) of the Securities Exchange Act of 1934, or the Exchange Act. This term refers to the controls and procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission. Our management, including our Chief Executive Officer and our Chief

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Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this quarterly report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

There were no changes to our internal control over financial reporting during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Shareholder Action. In November 1999, a shareholder class action lawsuit was filed in U.S. District Court for the Northern District of Texas. The suit named the Company and certain former and current officers and directors of the Company as defendants and alleged violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. In December 2002, the Court denied the plaintiffs' motion for class certification and the 5th Circuit Court of Appeals subsequently refused to hear an appeal of this ruling. After additional discovery and certain rulings by the Court, the complaint is now pending with 12 individual plaintiffs. We have been engaged in discussions with these plaintiffs concerning the settlement of this matter. We believe we have reached agreement in principle with six of the plaintiffs. As of September 30, 2003, we recorded a charge of approximately \$250,000 related to this matter. This amount represents our estimate of the cost of settlement and additional costs and expenses to be incurred in resolving this litigation.

Reliance Insurance Company ("Reliance") provides the primary \$2,000,000 of insurance coverage for this matter. Reliance has been ordered liquidated by the insurance commissioner of the State of Pennsylvania. We have previously received \$300,000 from the Texas Property and Casualty Guaranty Association related to this claim. We believe that we have a claim against Reliance of approximately \$1,600,000 and have filed a proof of claim for this amount with the Statutory Liquidator for Reliance. We do expect some recovery pursuant to this claim, however, the amount of such recovery cannot be estimated at this time and there is no assurance as to any recovery. In addition, the timing of any recovery is uncertain and could be a matter of years. Accordingly, any such recovery has not been reflected in our financial statements.

Contract Dispute. In March 2002, we entered into an agreement with LaBarge, Inc. ("LaBarge") for the development and manufacture of a "conduction cooled" version of a model of our VQG4 product. In January 2003, we terminated the contract because we believe LaBarge did not fully perform under the contract and defaulted. Subsequent to January 2003, we engaged in a series of discussions with LaBarge regarding the settlement of outstanding issues, including claims of monies owed. We have been unable to resolve these issues and in October 2003 litigation was commenced in the Circuit Court of the County of St. Louis in the State of Missouri. In these proceedings LaBarge has alleged that we improperly terminated the contract and seeks recovery costs and lost profits amounting to approximately \$700,000. We have alleged that LaBarge breached the contract and are seeking recovery of amounts previously paid to LaBarge, costs incurred resulting from the breach and lost profits. Such items aggregate in excess of \$1,000,000. The ultimate resolution of this matter cannot be determined at this time.

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ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

A. Listed below are all Exhibits filed as part of this report.

| Exhibit ----- | Description of Exhibit ----- |
|------------------|-------------------------------------------------------------------------------------------------------|
| 31.1 | Certificate of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certificate of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

B. The Company has not filed any report on Form 8-K during the period covered by this Report, except as follows:

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On July 30, 2003, we filed a Current Report on Form 8-K dated July 3, 2003, disclosing information under Item 5 and filing exhibits under Item 7.

On August 8, 2003, we filed a Current Report on Form 8-K/A, amending the Current Report on Form 8-K dated July 3, 2003, disclosing information under Item 5 and filing exhibits under Item 7.

On August 19, 2003, we filed a Current Report on Form 8-K dated August 14, 2003, furnishing information under Item 12.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TERAFORCE TECHNOLOGY CORPORATION.
(Registrant)

Date: November 14, 2003

/s/ ROBERT P. CAPPS

Robert P. Capps
Chief Financial Officer
(Principal Financial and Accounting
Officer)

Date: November 14, 2003

/s/ HERMAN M. FRIETSCH

Herman M. Frietsch
Chief Executive Officer and Director
(Principal Executive Officer)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) July 3, 2003

TeraForce Technology Corporation

(Exact name of registrant as specified in its charter)

Delaware 0-11630 76-0471342

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

1240 East Campbell Road, Richardson, Texas 75081

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (469) 330-4960

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

On July 3, 2003 (the "Initial Closing"), we completed the sale of \$750,000 of 12% Convertible Subordinated Notes (the "Notes") to sixteen accredited investors (the "Noteholders") pursuant to a Note Agreement by and among the Company and the Noteholders (the "Note Agreement"). The proceeds from the sale were used for working capital.

In connection with the Offering, the Company agreed to pay Odyssey Capital, LLC ("Odyssey") a fee consisting of (a) a cash payment equal to 5% of the gross proceeds from the sale of the Notes (\$37,500 paid at the Initial Closing) and (b) a four-year warrant to purchase shares of the Company's common stock (the "Common Stock") equal to 10% of the principal balance of the Notes divided by the conversion price. A warrant will be issued to Odyssey at the Final Closing and will have an exercise price of \$0.16 per share. The Company has also agreed to reimburse Odyssey for its reasonable costs and expenses incurred in connection with this offering.

The Company also issued to each purchaser of the Notes a four-year warrant for the purchase of Common Stock (the "Warrants"). The Warrants entitle the Noteholders to purchase shares of Common Stock equal to 10% of the number of shares of Common Stock, not including any conversion shares resulting from accrued interest. Warrants to purchase an aggregate of 468,750 shares of our Common Stock were issued at the Initial Closing. The number of shares to be issued upon exercise of the Warrants will be subject to anti-dilution provisions and therefore may be adjusted from time to time. The exercise price of the Warrants was equal to the conversion price of the Notes upon the closing of this offering or \$0.16 per share. The exercise price will be subject to anti-dilution provisions and therefore may be adjusted from time to time upon the occurrence of certain events. The Warrants may be exercised at the option of the holder at any time prior to their expiration. The Warrants will expire four years after

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their issuance. The shares of Common Stock to be issued upon the exercise of the Warrants will be included in the registration statement covering shares of Common Stock underlying the Notes.

The Notes are subordinated unsecured obligations of the Company and are subordinated to the rights of holders of all existing and future senior indebtedness. The terms of the Note Agreement limit the ability of the Company to incur additional senior indebtedness. Pursuant to the Note Agreement, the Company shall not directly or indirectly create, incur or suffer to exist any indebtedness senior to the Notes ("Senior Indebtedness") in an aggregate principal amount exceeding at any time the sum of one million dollars (\$1,000,000.00) without the prior written consent of at least 51% of the aggregate principal amount of the Notes outstanding at the time the transaction is authorized by the Company's board of directors. For purposes of calculating the limitation on incurring Senior Indebtedness, the following indebtedness shall not be included in calculating the aggregate amount of Senior Indebtedness: (a) Bank One, N.A. in the amount of \$4.2 million, (b) O.S. Wyatt, Jr. in the amount of \$650,000, (c) FirstCapital Bank, SSB in the amount of \$1,000,000, and (d) any restructuring or refinancing of the Senior Indebtedness described in (a), (b) and (c).

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The Company will pay all outstanding principal balances on the Notes at maturity, which is June 30, 2005. Interest on the Notes will accrue at a rate of 12% per annum, computed on the basis of a 360-day year of twelve 30-day months. Interest will be due annually on June 15 and at maturity on June 30, 2005. The Company may redeem all or any portion of the outstanding Notes at any time beginning 120 days after the final closing of this offering. Each Note to be so redeemed shall be redeemed against payment of an amount in cash equal to: 110% of the outstanding principal balance of the Note, plus accrued interest, if redeemed after June 15, 2003 but on or before June 1, 2004, and 105% of the outstanding principal balance of the Note, plus accrued interest, if redeemed after June 1, 2004.

A Noteholder may convert at any time following the final closing of this offering (the "Final Closing Date") any or all of the principal and accrued interest of his Notes into shares of Common Stock. The number of shares of Common Stock issuable upon conversion shall be determined by dividing the outstanding indebtedness and accrued interest to be converted by the conversion price in effect at the time of conversion. The initial conversion price of the Note shall be the lesser of (a) the average closing price of the Common Stock for the thirty (30) trading days prior to the Initial Closing Date, (b) the average closing price of the Common Stock for the thirty (30) trading days prior to the Final Closing Date, and (c) \$0.16. The Company shall deliver written notice of the conversion price to each investor upon the final closing of the offering. The conversion price will be subject to anti-dilution provisions and therefore may be adjusted from time to time upon the occurrence of certain events.

The Company is continuing discussions with persons to issue additional Notes on the same terms described herein. There is no assurance the Company will be successful in issuing any additional Notes.

The Company entered into a registration rights agreement with each Noteholder, and has agreed to file a registration statement with the SEC under the Securities Act of 1933, as amended (the "Securities Act"), registering the shares of Common Stock underlying the Notes and the Warrants within 90 days of the final closing of the Offering. The Company will use its best efforts to have the registration statement declared effective by the SEC as soon as practicable

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thereafter. The Company and Noteholders each agreed with the other to indemnify the other for certain liabilities arising under the Securities Act.

The Notes, Warrants and the Common Stock to be issued upon conversion of the Notes and the Warrants are subject to certain restrictions on transferability and resale and may not be transferred or resold except as permitted under the Act and applicable state laws pursuant to registration or exemption therefrom.

We have reached an agreement with Bank One, NA ("Bank One"), and the private investor that provides security for our credit agreements with Bank One. These agreements, which have an outstanding balance of \$4,200,000 as of May 27, 2003, have been amended to provide for a maturity of June 27, 2004, with no mandatory reductions prior to that date. The private investor will continue to provide a letter of credit to secure the obligations to Bank One. We have outstanding a promissory note in favor of this private investor. As of May 27, 2003,

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the balance of this note was approximately \$650,000. The private investor has agreed to extend the maturity of the note to June 30, 2004. We intend to use up to \$400,000 of any proceeds from this offering in excess of \$1,100,000 to repay amounts due under this promissory note. The first \$1,100,000 in proceeds will be used for the Company's working capital.

The Company's sales of common stock were exempt from registration pursuant to Section 4(2) of the Securities Act, and pursuant to Rule 506 of Regulation D of the Securities Act. A Rule 506 exemption was available for these sales because the Company sold only to accredited investors; the Company did not solicit or advertise the sales; a restrictive legend was placed on each certificate issued describing the restrictions against resale; and a Form D was filed with the Securities and Exchange Commission and in each state where the individual investors reside.

These statements in "Other Events" regarding our future financial performance and results, and other statements that are not historical facts, are forward-looking statements as defined in Section 27A of the Securities Act. We use the words "may," "will," "expect," "anticipate," "estimate," "believe," "continue," "intend," "plan," "budget," or other similar words to identify forward-looking statements. You should read statements that contain these words carefully because they discuss future expectations, contain projections of our financial condition, and/or state other "forward-looking" information. Events may occur in the future that we are unable to accurately predict, or over which we have no control. If one or more of these uncertainties materialize, or if underlying assumptions prove incorrect, actual outcomes may vary materially from those forward-looking statements included in this Form 8-K.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial Statements of Business to Be Acquired: N/A
- (b) Pro Forma Financial Information: N/A
- (c) Exhibits:

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| Exhibit | Description of Exhibit |
|---------|--------------------------------------------------|
| 4.1 | Note Agreement dated July 3, 2003 |
| 4.2 | Form of 12% Convertible Subordinated Note |
| 4.3 | Form of Warrant Agreement |
| 4.4 | Registration Rights Agreement dated July 3, 2003 |
| 99.1 | Press Release dated July 29, 2003 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TeraForce Technology Corporation

(Registrant)

Date: July 30, 2003

By: /s/ Herman M. Frietsch

(Signature)

Herman M. Frietsch
Chairman of the Board and CEO

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INDEX TO EXHIBITS

| Exhibit | Description of Exhibit |
|---------|--------------------------------------------------|
| 4.1 | Note Agreement dated July 3, 2003 |
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| 4.3 | Form of Warrant Agreement |
| 4.4 | Registration Rights Agreement dated July 3, 2003 |
| 99.1 | Press Release dated July 29, 2003 |

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

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CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) July 3, 2003

TeraForce Technology Corporation

(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------------------------|-----------------------------|--------------------------------------|
| Delaware | 0-11630 | 76-0471342 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

1240 East Campbell Road, Richardson, Texas 75081

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (469) 330-4960

ITEM 5. OTHER EVENTS.

This Current Report on Form 8-K/A amends the Current Report on Form 8-K dated July 3, 2003 and filed by the Company on July 30, 2003.

On August 4, 2003 (the "Final Closing") we completed a private placement of \$2,160,000 principal amount of 12% Subordinated Convertible Notes due 2005 (the "Notes") to accredited investors (the "Noteholders") pursuant to a Note Agreement by and among the Company and the Noteholders (the "Note Agreement"). On July 3, 2003 (the "Initial Closing") we issued \$750,000 principal amount of Notes. We have issued a total of \$3,010,000 principal amount of Notes. After payment of sales commissions and other costs associated with the issuance of the Notes we have received net proceeds of approximately \$2,809,000. We intend to use \$400,000 of this amount to repay outstanding indebtedness and the balance for working capital.

In connection with the Offering, the Company paid Odyssey Capital, LLC ("Odyssey") a fee consisting of (a) a cash payment equal to 5% of the gross proceeds from the sale of the Notes, which amount totals \$150,500 and (b) a four-year warrant to purchase 1,881,250 shares of the Company's common stock (the "Common Stock"). The warrant has an exercise price of \$0.16 per share. The Company has also agreed to reimburse Odyssey for its reasonable costs and expenses incurred in connection with this offering.

The Notes are convertible into an aggregate of 18,812,500 shares of Common Stock. The Company also issued to each purchaser of the Notes a four-year warrant for the purchase of Common Stock (the "Warrants"). The Warrants entitle the Noteholders to purchase shares of Common Stock equal to 10% of the number of shares of Common Stock, not including any conversion shares resulting from

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accrued interest. Warrants to purchase an aggregate of 1,881,250 shares of our Common Stock were issued to the Noteholders. The number of shares to be issued upon exercise of the Warrants will be subject to anti-dilution provisions and therefore may be adjusted from time to time. The exercise price will be subject to anti-dilution provisions and therefore may be adjusted from time to time upon the occurrence of certain events. The Warrants may be exercised at the option of the holder at any time prior to their expiration. The Warrants will expire four years after their issuance. The shares of Common Stock to be issued upon the exercise of the Warrants will be included in the registration statement covering shares of Common Stock underlying the Notes.

The Company entered into a registration rights agreement with each Noteholder, and has agreed to file a registration statement with the SEC under the Securities Act of 1933, as amended (the "Securities Act"), registering the shares of Common Stock underlying the Notes and the Warrants within 90 days of the Final Closing, which is October 31, 2003. The Company will use its best efforts to have the registration statement declared effective by the SEC as soon as practicable thereafter. The Company and Noteholders each agreed with the other to indemnify the other for certain liabilities arising under the Securities Act.

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The Notes, Warrants and the Common Stock to be issued upon conversion of the Notes and the Warrants are subject to certain restrictions on transferability and resale and may not be transferred or resold except as permitted under the Act and applicable state laws pursuant to registration or exemption therefrom.

The Company's sales of common stock were exempt from registration pursuant to Section 4(2) of the Securities Act, and pursuant to Rule 506 of Regulation D of the Securities Act. A Rule 506 exemption was available for these sales because the Company sold only to accredited investors; the Company did not solicit or advertise the sales; a restrictive legend was placed on each certificate issued describing the restrictions against resale; and a Form D was filed with the Securities and Exchange Commission and in each state where the individual investors reside.

These statements in "Other Events" regarding our future financial performance and results, and other statements that are not historical facts, are forward-looking statements as defined in Section 27A of the Securities Act of 1933. We use the words "may," "will," "expect," "anticipate," "estimate," "believe," "continue," "intend," "plan," "budget," or other similar words to identify forward-looking statements. You should read statements that contain these words carefully because they discuss future expectations, contain projections of our financial condition, and/or state other "forward-looking" information. Events may occur in the future that we are unable to accurately predict, or over which we have no control. If one or more of these uncertainties materialize, or if underlying assumptions prove incorrect, actual outcomes may vary materially from those forward-looking statements included in this Form 8-K.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

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(a) Financial Statements of Business to Be Acquired: N/A

(b) Pro Forma Financial Information: N/A

(c) Exhibits:

| Exhibit | Description of Exhibit |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | Warrant for purchase of 1,881,250 shares of Common Stock issued to Odyssey |
| 4.2 | Note Agreement dated July 3, 2003 filed as an exhibit to the Form 8-K filed by TeraForce Technology Corporation on July 30, 2003 and incorporated by reference herein |
| 4.3 | Form of 12% Convertible Subordinated Note filed as an exhibit to the Form 8-K filed by TeraForce Technology Corporation on July 30, 2003 and incorporated by reference herein |
| 4.4 | Form of Warrant Agreement filed as an exhibit to the Form 8-K filed by TeraForce Technology Corporation on July 30, 2003 and incorporated by reference herein |
| 4.5 | Registration Rights Agreement dated July 3, 2003 filed as an exhibit to the Form 8-K filed by TeraForce Technology Corporation on July 30, 2003 and incorporated by reference herein |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TeraForce Technology Corporation

(Registrant)

Date: August 8, 2003

By: /s/ Herman M. Frietsch

(Signature)

Herman M. Frietsch
Chairman of the Board and CEO

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INDEX TO EXHIBITS

EXHIBIT

DESCRIPTION OF EXHIBIT

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) November 13, 2003

TeraForce Technology Corporation

(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------------------------|-----------------------------|--------------------------------------|
| Delaware | 0-11630 | 76-0471342 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 1240 East Campbell Road, Richardson, Texas | | 75081 |
| (Address of principal executive offices) | | (Zip Code) |

Registrant's telephone number, including area code (469) 330-4960

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ITEM 5. OTHER EVENTS.

On November 13, 2003 the Company's wholly owned subsidiary, DNA Computing Solutions, Inc. (DNA-CS) entered into a series of related agreements with VISTA Controls, Inc ("VISTA"), consisting of a Technology License and Marketing

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Agreement, a Technology Transfer and Support Agreement and a Distribution Agreement.

Pursuant to these agreements, DNA-CS has licensed to VISTA certain technology related to its VQG4 and Eagle I products. DNS-CS and VISTA have agreed to jointly develop and market variations of these products, which will be designed to meet the requirements of harsh operating environments also know as "rugged products." VISTA will produce the rugged products. For products it sells, DNA-CS will source the products from VISTA, at prices determined by a formula specified in the agreements. For products sold by VISTA to third parties, VISTA will pay DNA-CS residual rights fees pursuant to a formula specified in the agreements. In addition, VISTA will pay License and Transfer Fees to DNA-CS aggregating up to \$3,500,000. These fees will be paid as certain milestones are met, as specified in the agreements.

On November 18, 2003 the Company issued the attached press release regarding the exchange of common stock for debt.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Business to Be Acquired: N/A

(b) Pro Forma Financial Information: N/A

(c) Exhibits:

- 10.1 Technology License and Marketing Agreement***
- 10.2 Technology Transfer and Support Agreement***
- 10.3 Distribution Agreement***
- 99.1 Press Release issued November 18, 2003

*** CONFIDENTIAL TREATMENT HAS BEEN REQUESTED BY TERAFORCE TECHNOLOGY CORPORATION FOR CERTAIN PORTIONS OF THIS DOCUMENT. CONFIDENTIAL PORTIONS HAVE BEEN FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TeraForce Technology Corporation

(Registrant)

Date: November 24, 2003

By: /s/ Herman M. Frietsch

(Signature)
Herman M. Frietsch