

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

FORM 10-K/A
Amendment No. 1

FOR ANNUAL AND TRANSITIONAL REPORTS
PURSUANT TO SECTIONS 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
--- EXCHANGE ACT OF 1934 for the fiscal year ended December 31, 2003

OR

--- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 for the transition period from _____ to _____

Commission file number 0-27824

SPAR GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

33-0684451
(I.R.S. Employer
Identification No.)

580 White Plains Road, Tarrytown, New York
(Address of principal executive offices)

10591
(Zip Code)

Registrant's telephone number, including area code: (914) 332-4100

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

Securities registered pursuant to section 12(g) of the Act: Common Stock,
par value \$.01 per share

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 twelve 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 if disclosure of delinquent filers pursuant to
Item 405 of Regulation S-K is not contained herein, and will not be contained,
to the best of Registrant's knowledge, in definitive proxy or information
statements incorporated by reference in Part III of this Form 10-K or any
amendment to this Form 10-K [] .

Indicate by check mark whether the registrant is an accelerated filer
(as defined in Exchange Rule 12b-2 of the Act.) YES [] NO [X]

The aggregate market value of the Common Stock of the Registrant held
by non-affiliates of the Registrant on June 30, 2003, based on the closing price
of the Common Stock as reported by the Nasdaq National Market on such date, was
approximately \$20,892,441.

The number of shares of the Registrant's Common Stock outstanding as of
December 31, 2003, was 18,858,972 shares.

DOCUMENTS INCORPORATED BY REFERENCE

None.

Introduction

This Form 10-K/A (Amendment No. 1) amends the Annual Report for the Fiscal Year
ended December 31, 2003 on Form 10-K by amending and restating certain portions

of the Notes to the Consolidated Financial Statements substituting for such items are the following replacements as indicated. The following paragraph in Note 6, Joint Venture Guarantee is restated to change the currency from Yen in the last sentence. The following table in Note 9 is amended and restated to indicate the number of options outstanding as of December 31, 2000. The following list of Exhibits and Reports on Form 8-K is amended and restated to include recently filed Periodic Reports on Form 8-K and the exhibits filed therewith (other than earning reports previously reported on Form 10-Q). In order to complete the list of amendments to the existing Third Amended and Restated Revolving Credit and Security Agreement with Webster Business Credit Corporation (Exhibit 10.14, as previously filed), attached hereto as Exhibit 10.16 is a copy of the existing Waiver and Amendment thereto dated as of January, 2004.

6. Commitments and Contingencies

Joint Venture Guarantee

In May 2001, the Company and Paltac, Inc. ("Paltac"), a large Japanese distributor, entered into a joint venture to create a Japanese company, SPAR FM. SPAR FM entered into a Yen 300 million Revolving Credit Agreement with a Japanese bank. The bank required Paltac guarantee the outstanding balance on the revolving credit facility. As part of the joint venture agreement, should Paltac be required to make a payment on its guarantee to the bank, then the Company has agreed to remit to Paltac 50% of any such payment up to a maximum of Yen 150 million or approximately \$1.4 million. As of December 31, 2003, SPAR FM has borrowed Yen 100 million under its Revolving Credit Agreement. Therefore, the Company's current exposure to Paltac respecting outstanding loans to SPAR FM at December 31, 2003 would be Yen 50 million or approximately \$470,000. The Company has recorded approximately \$0.3 million in long-term liabilities for its share of the cumulative losses associated with this joint venture.

9. Stock Options (continued)

The following table summarizes stock option activity under the Company's plans:

	Shares	Weighted Average Exercise Price

Options outstanding, December 31, 2000	2,989,849	\$ 4.82
Granted	2,564,844	\$ 1.31
Exercised	(309,492)	1.30
Canceled or expired	(2,761,474)	5.00

Options outstanding, December 31, 2001	2,483,727	\$ 1.42
Granted	332,792	\$ 2.01
Exercised	(230,463)	1.23
Canceled or expired	(487,875)	5.05

Options outstanding, December 31, 2002	2,098,181	\$ 1.52
Granted	401,020	\$ 3.51
Exercised	(143,641)	1.17
Canceled or expired	(86,500)	2.38

Options outstanding, December 31, 2003	2,269,060	\$ 1.85
Option price range at end of year	\$0.01 to \$14.00	
	2003	2002

Grant Date weighted average fair value of options granted during the year	\$ 2.33	\$ 1.60
		\$ 1.28

(a) Exhibits.

Exhibit Number -----	Description -----
3.1	Certificate of Incorporation of SPAR Group, Inc. (referred to therein under its former name of PIA Merchandising Services, Inc.), as amended (which exhibit is hereby incorporated by reference its Registration Statement on Form S-1 (Registration No. 33-80429), as filed with the Securities and Exchange Commission (the "SEC") on December 14, 1995 (the "Form S-1")), and the Certificate of Amendment filed with the Secretary of State of the State of Delaware on July 8, 1999 (which exhibit is hereby incorporated by reference from Exhibit 3.1 to SGRP's Form 10-Q for the 3rd Quarter ended September 30, 1999), which amendment (among other things) changed its name to SPAR Group, Inc.
3.2	Amended and Restated By-Laws of SPAR Group, Inc. Dated and Effective as of May 18, 2004 (which exhibit is hereby incorporated by reference from Exhibit 3.1 to SGRP's Form 8-K dated May 18, 2004, as filed with the SEC on May 27, 2004).
3.3	Amended and Restated Charter of the Audit Committee of the Board of Directors of SPAR Group, Inc. Dated (as of) May 18, 2004 (which exhibit is hereby incorporated by reference from Exhibit 3.2 to SGRP's Form 8-K dated May 18, 2004, as filed with the SEC on May 27, 2004).
3.4	Charter of the Compensation Committee of the Board of Directors of SPAR Group, Inc. Dated (as of) May 18, 2004 (which exhibit is hereby incorporated by reference from Exhibit 3.3 to SGRP's Form 8-K dated May 18, 2004, as filed with the SEC on May 27, 2004).
3.5	Charter of the Governance Committee of the Board of Directors of SPAR Group, Inc. Dated (as of) May 18, 2004 (which exhibit is hereby incorporated by reference from Exhibit 3.4 to SGRP's Form 8-K dated May 18, 2004, as filed with the SEC on May 27, 2004).
3.6	SPAR Group, Inc. Statement of Policy Respecting Stockholder Communications with Directors dated as of May 18, 2004 (which exhibit is hereby incorporated by reference from Exhibit 3.5 to SGRP's Form 8-K dated May 18, 2004, as filed with the SEC on May 27, 2004).
3.7	SPAR Group, Inc. Statement of Policy Regarding Director Qualifications and Nominations of dated as of May 18, 2004 (which exhibit is hereby incorporated by reference from Exhibit 3.6 to SGRP's Form 8-K dated May 18, 2004, as filed with the SEC on May 27, 2004).
4.1	Registration Rights Agreement entered into as of January 21, 1992, by and among RVM Holding Corporation, RVM/PIA, a California Limited Partnership, The Riordan Foundation and Creditanstalt-Bankverine (which exhibit is hereby incorporated by reference to the Form S-1).
10.1	2000 Stock Option Plan, as amended, (which exhibit is hereby incorporated by reference from Annex A to SGRP's Proxy Statement for the Company's Annual meeting held on August 2, 2001, as filed with the SEC on July 12, 2001).
10.2	2001 Employee Stock Purchase Plan (which exhibit is hereby incorporated by reference from Annex B to SGRP's Proxy Statement for the Company's Annual meeting held on August 2, 2001, as filed with the SEC on July 12, 2001).
10.3	2001 Consultant Stock Purchase Plan (which exhibit is hereby incorporated by reference from Annex C to SGRP's Proxy Statement for the Company's Annual meeting held on August 2, 2001, as filed with the SEC on July 12, 2001).
10.4	Business Manager Agreement dated as of July 8, 1999, by and between SPAR Marketing Force, Inc., and SPAR Marketing Services, Inc. (which exhibit is hereby incorporated by reference from Exhibit 10.18 to SGRP's Form 10-K/A (Amendment No. 1) for the fiscal year ended December 31, 1999).

- 10.5 Trademark License Agreement dated as of July 8, 1999, by and between SPAR Marketing Services, Inc., and SPAR Trademarks, Inc. (which exhibit is hereby incorporated by reference from Exhibit 10.6 to SGRP's Form 10-K for the fiscal year ended December 31, 2002).
- 10.6 Trademark License Agreement dated as of July 8, 1999, by and between SPAR Infotech, Inc., and SPAR Trademarks, Inc. (which exhibit is hereby incorporated by reference from Exhibit 10.7 to SGRP's Form 10-K for the fiscal year ended December 31, 2002).
- 10.7 Amended and Restated Field Service Agreement dated and effective as of January 1, 2004, by and between SPAR Marketing Services, Inc., SPAR Marketing Force, Inc. (which exhibit is hereby incorporated by reference from Exhibit 10.1 to SGRP's Form 10-Q for the first quarter ended March 31, 2004).
- 10.8 Amended and Restated Field Management Agreement dated and effective as of January 1, 2004, by and between SPAR Management Services, Inc., and SPAR Marketing Force, Inc. (which exhibit is hereby incorporated by reference from Exhibit 10.2 to SGRP's Form 10-Q for the first quarter ended March 31, 2004).
- 10.9 Amended and Restated Programming and Support Agreement dated and effective as of January 1, 2004, by and between SPAR InfoTech, Inc., and SPAR Marketing Force, Inc. (which exhibit is hereby incorporated by reference from Exhibit 10.3 to SGRP's Form 10-Q for the first quarter ended March 31, 2004).
- 10.10 [Reserved.]
- 10.11 Stock Purchase and Sale Agreement by and among Performance Holdings, Inc. and SPAR Incentive Marketing, Inc., effective as of June 30, 2002 (which exhibit is hereby incorporated by reference from Exhibit 10.17 to SGRP's Form 10-Q for the quarter ended June 30, 2002).
- 10.12 Revolving Credit, Guaranty and Security Agreement by and among Performance Holdings, Inc. and SPAR Incentive Marketing, Inc., effective as of June 30, 2002 (which exhibit is hereby incorporated by reference from Exhibit 10.18 to SGRP's Form 10-Q for the quarter ended June 30, 2002).
- 10.13 Term Loan, Guaranty and Security Agreement by and among Performance Holdings, Inc. and SPAR Incentive Marketing, Inc., effective as of June 30, 2002 (which exhibit is hereby incorporated by reference from Exhibit 10.19 to SGRP's Form 10-Q for the quarter ended June 30, 2002).
- 10.14 Third Amended and Restated Revolving Credit and Security Agreement by and among Whitehall Business Credit Corporation (the "Lender") with SPAR Marketing Force, Inc., SPAR Group, Inc., SPAR, Inc., SPAR/Burgoyne Retail Services, Inc., SPAR Incentive Marketing, Inc., SPAR Trademarks, Inc., SPAR Marketing, Inc. (DE), SPAR Marketing, Inc. (NV), SPAR Acquisition, Inc., SPAR Group International, Inc., SPAR Technology Group, Inc., SPAR/PIA Retail Services, Inc., Retail Resources, Inc., Pivotal Field Services Inc., PIA Merchandising Co., Inc., Pacific Indoor Display Co. and Pivotal Sales Company (collectively, the "Existing Borrowers"), dated as of January 24, 2003 (which exhibit is hereby incorporated by reference from Exhibit 10.13 to SGRP's Form 10-K for the fiscal year ended December 31, 2002).
- 10.15 Consent, Joinder, Release and Amendment Agreement dated as of October 31, 2003, by and among the Lender, the Existing Borrowers and SPAR All Store Marketing, Inc., as a Borrower (which exhibit is hereby incorporated by reference from Exhibit 10.14 to SGRP's Form 10-K for the fiscal year ended December 31, 2003).
- 10.16 Waiver and Amendment to Third Amended and Restated Revolving Credit and Security Agreement by and among the Lender and the Borrowers dated as of January, 2004, and filed herewith.
- 10.17 Waiver And Amendment No. 3 To Third Amended And Restated Revolving Credit And Security Agreement by and among the Lender and the Borrowers entered into as of March 26, 2004 (which exhibit is hereby incorporated

by reference from Exhibit 10.1 to SGRP's Form 8-K dated March 26, 2004, as filed with the SEC on May 26, 2004).

- 10.18 Joinder, Waiver And Amendment No. 4 To Third Amended And Restated Revolving Credit And Security Agreement by and among the Lender and the Borrowers entered into as of May 17, 2004 (which exhibit is hereby incorporated by reference from Exhibit 10.2 to SGRP's Form 8-K dated March 26, 2004, as filed with the SEC on May 26, 2004.)
 - 14.1 SPAR Group Code of Ethical Conduct for its Directors, Senior Executives and Employees dated (as of) May 1, 2004 (which exhibit is hereby incorporated by reference from Exhibit 14.1 to SGRP's Form 8-K dated May 1, 2004, as filed with the SEC on May 5, 2004).
 - 14.2 SPAR Group Statement of Policy Regarding Personal Securities Transaction in SGRP Stock and Non-Public Information Dated, Amended and Restated as of May 1, 2004 (which exhibit is hereby incorporated by reference from Exhibit 14.2 to SGRP's Form 8-K dated May 1, 2004, as filed with the SEC on May 5, 2004).
 - 21.1 List of Subsidiaries (which exhibit is hereby incorporated by reference from Exhibit 21.1 to SGRP's Form 10-K for the year ended December 31, 2003).
 - 21.2 Consent of Ernst & Young LLP (which exhibit is hereby incorporated by reference from Exhibit 21.2 to SGRP's Form 10-K for the year ended December 31, 2003).
 - 31.1 Certification of the CEO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, and filed herewith.
 - 31.2 Certification of the CFO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, and filed herewith.
 - 32.1 Certification of the CEO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and filed herewith.
 - 32.2 Certification of the CFO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and filed herewith.
- (b) Reports on Form 8-K.
- 1. Periodic Report on Form 8-K, dated November 10, 2003, filed with the SEC on November 10, 2003, respecting the earnings press release for the quarter ended September 30, 2003.
 - 2. Periodic Report on Form 8-K, dated March 26, 2004, filed with the SEC on May 26, 2004, respecting each of the following: (i) Waiver And Amendment No. 3 To Third Amended And Restated Revolving Credit And Security Agreement by and among the Lender and the Borrowers entered into as of March 26, 2004 (Exhibit 10.17, above); and (ii) Joinder, Waiver And Amendment No. 4 To Third Amended And Restated Revolving Credit And Security Agreement by and among the Lender and the Borrowers entered into as of May 17, 2004 (Exhibit 10.18, above).
 - 3. Periodic Report on Form 8-K, dated May 1, 2004, filed with the SEC on May 5, 2004, respecting the adoption and filing of each of the following: (i) SPAR Group Code of Ethical Conduct for its Directors, Senior Executives and Employees dated (as of) May 1, 2004 (Exhibit 14.1, above); and (ii) SPAR Group Statement of Policy Regarding Personal Securities Transaction in SGRP Stock and Non-Public Information Dated, Amended and Restated as of May 1, 2004 (Exhibit 14.2, above).
 - 4. Periodic Report on Form 8-K, dated May 18, 2004, filed with the SEC on May 27, 2004, respecting the adoption and filing of each of the following: (i) Amended and Restated By-Laws of SPAR Group, Inc.

Dated and Effective as of May 18, 2004 (Exhibit 3.2, above); (ii) Amended and Restated Charter of the Audit Committee of the Board of Directors of SPAR Group, Inc. Dated (as of) May 18, 2004 (Exhibit 3.3, above); (iii) Charter of the Compensation Committee of the Board of Directors of SPAR Group, Inc. Dated (as of) May 18, 2004 (Exhibit 3.4, above); (iv) Charter of the Governance Committee of the Board of Directors of SPAR Group, Inc. Dated (as of) May 18, 2004 (Exhibit 3.5, above); (v) SPAR Group, Inc. Statement of Policy Respecting Stockholder Communications with Directors dated as of May 18, 2004 (Exhibit 3.6, above); and (vi) SPAR Group, Inc. Statement of Policy Regarding Director Qualifications and Nominations of dated as of May 18, 2004 (Exhibit 3.7, above).

-6-

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to the report to be signed on its behalf by the undersigned, thereunto duly authorized.

SPAR Group, Inc.

By: /s/ Charles Cimitile

Charles Cimitile
Chief Financial Officer and duly
authorized signatory

Dated: June 28, 2004

-7-

WHITEHALL BUSINESS CREDIT CORPORATION
One State Street
New York, New York 10004

as of January __, 2004

SPAR Group, Inc.
580 White Plains Road
Tarrytown, New York 10591

Gentlemen:

Reference is hereby made to that certain Third Amended and Restated Revolving Credit and Security Agreement (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") dated as of January 24, 2003 among SPAR Marketing Force, Inc., SPAR, Inc., SPAR/Burgoyne Retail Services, Inc., SPAR Group, Inc., SPAR Incentive Marketing, Inc., SPAR Trademarks, Inc., SPAR Marketing, Inc. (DE), SPAR Marketing, Inc. (NV), SPAR Acquisition, Inc., SPAR Group International, Inc., SPAR Technology Group, Inc., SPAR/PIA Retail Services, Inc., Retail Resources, Inc., Pivotal Field Services, Inc., PIA Merchandising Co., Inc., Pacific Indoor Display Co., Pivotal Sales Company, SPAR All Store Marketing Services, Inc., (collectively, the "Borrower") and Whitehall Business Credit Corporation ("Lender"). All capitalized terms not otherwise defined herein shall have the meanings given to them in the Credit Agreement.

At the present time, certain Events of Default have occurred and are continuing under the Credit Agreement, specifically the Events of Default under Section 19(iii) of the Credit Agreement resulting from the failure of Borrower to perform, keep or observe the covenant contained in (a) Section 12(p) of the Credit Agreement by not maintaining the required Fixed Charge Coverage Ratio for the four fiscal quarters ended December 31, 2003 and (b) Section 12(r) of the Credit Agreement as a result of Borrower's violation of the EBITDA covenant for the four fiscal quarters ended December 31, 2003 (the "Designated Defaults"). In addition, Borrower has informed Lender that it intends to cause SPAR Bert Fife, Inc. ("SBFI") to purchase all or substantially all of the assets and assume certain liabilities (the "Acquisition") of Bert Fife & Associates, Inc. ("Fife") pursuant to the Asset Purchase and Sale Agreement, dated as of January 12, 2004 (the "Acquisition Agreement").

As a result of the existence of the Designated Defaults the Acquisition is excluded from Permitted Acquisitions unless Lender waives requirement that no Default or Event of Default has occurred ("Default Requirement"). In addition, Lender and Borrower have agreed to amend the Credit Agreement as hereafter set forth subject to the satisfaction of the conditions precedent herein.

In order to permit the Acquisition to be treated as a Permitted Acquisition, despite the existence of certain Events of Default, Lender hereby waives the Default Requirement solely with respect to the Acquisition; provided, however, the Acquisition shall be completed on substantially the terms as set forth in the Acquisition Agreement and; provided, further, Lender shall have received, no later than April 5, 2004, four (4) copies of a Joinder Agreement executed by Lender, Borrower and SBFI, in form and substance satisfactory to Lender.

Subject to the terms and conditions set forth below the Credit Agreement is hereby amended to provide as follows:

- 1. The definition of Supplemental Amount contained in Section 1 is hereby amended in its entirety to provide as follows:

"Supplemental Amount" shall mean, for each period of time, the amount set forth below opposite such time period:

Time Period	Supplemental Amount
-----	-----

Closing Date through 3/31/2003	\$1,500,000
04/01/2003 through 06/30/2003	\$1,300,000
07/01/2003 to but not including the Letter Amendment No. 1 Effective Date	\$1,100,000
Letter Amendment No.1 Effective Date and thereafter	\$0

2. Section 1 of the Credit Agreement is hereby amended by adding the following defined terms in their appropriate alphabetical order:

"Fife Acquisition" shall mean the acquisition of all or substantially all of the assets and the assumption of certain liabilities by SPAR Bert Fife, Inc. of Bert Fife & Associates, Inc. pursuant to the Acquisition Agreement.

"Fife Acquisition Agreement" shall mean that certain Asset Purchase and Sale Agreement, dated as of January 12, 2004 among Bert McCoy Fife, Bert Fife & Associates, Inc., The Field Force, Inc., The Marketing Development Group, Inc. and SBFI.

"Letter Amendment No. 1" shall mean Letter Amendment No. 1 to this Agreement by and among Borrowers and Lender.

"Letter Amendment No. 1 Effective Date" shall mean January ____, 2004.

"SBFI" shall mean SPAR Bert Fife, Inc., a Nevada corporation.

"SBFI Reserve" shall mean the amount of not less than \$800,000, as of the closing date of the Fife Acquisition, subject to reduction by the amount of additional availability created as a result of the Fife Acquisition, as determined by a field exam by Lender which shall calculate availability as of the closing date of the Fife Acquisition; provided, however, such reserve shall not be reduced by the amount of such additional availability until the following conditions have been satisfied: (i) receipt by Lender of the executed Fife Acquisition Agreement and related documents, (ii) satisfactory field exam conducted by Lender as of the closing date of the Fife Acquisition and (iii) receipt by Lender of adequate documentation required for Lender to obtain a first priority perfected security interest in the assets of SBFI; provided, further, the amount of the SBFI Reserve shall be reduced to \$0 at such time as Borrowers maintain a Fixed Charge Coverage Ratio of at least 1.2 to 1.0 for each of two consecutive fiscal quarters.

3. Section 2(a)(y)(v) of the Credit Agreement is hereby amended by adding after the word "Reserve" the following: ", SBFI Reserve".

4. Section 12(n)(ii) of the Credit Agreement is hereby amended by deleting the amount of "\$500,000" contained in the ninth line therein and inserting in lieu thereof the sum of "\$100,000".

This letter agreement shall become effective upon the receipt by Lender of (i) four (4) copies of this letter agreement executed by the parties hereto within three (3) Business Days of receipt thereof by Borrower, (ii) executed copies of the Acquisition Agreement and all documents related thereto and (iii) such other certificates, instruments, documents, agreements and opinions of counsel as may be required by Lender or its counsel, each of which shall be in form and substance satisfactory to Lender and its counsel.

In addition, although Lender is not taking any immediate action with respect to the above Designated Defaults, Lender hereby reserves all of its rights and remedies under the Credit Agreement and applicable law, including, without limitation, its right to charge interest at the Default Rate. Lender's election not to exercise any such right or remedy at the present time shall not (a) limit in any manner whatsoever Borrower's obligation to comply with, and Lender's right to insist on Borrower's compliance with, each and every term of the Credit Agreement or (b) constitute a waiver of any Event of Default or any right or remedy available to Lender under the Credit Agreement or applicable law, and Lender hereby expressly reserves its rights with respect to the same.

Except as set forth herein, the Credit Agreement, and all other documents, instruments and agreements executed and/or delivered in connection therewith, shall remain in full force and effect, and are hereby ratified and confirmed. The execution, delivery and effectiveness of this waiver letter shall not, except as set forth herein, operate as a waiver of any right, power or remedy of Lender, nor constitute a waiver of any provision of the Credit Agreement, or any other documents, instruments or agreements executed and/or delivered under or in connection therewith.

Very truly yours,

WHITEHALL BUSINESS CREDIT CORPORATION

By: /s/ Joseph Zautra

Name: Joseph Zautra
Title: Vice President

ACCEPTED AND AGREED:

SPAR MARKETING FORCE, INC.,
as Borrowing Agent

By: /s/ Charles Cimitile

Name: Charles Cimitile
Title: Chief Financial Officer

SPAR GROUP, INC.
PIA MERCHANDISING CO., INC.
PACIFIC INDOOR DISPLAY CO.
PIVOTAL SALES COMPANY
SPAR MARKETING FORCE, INC.
SPAR, INC.
SPAR/BURGOYNE RETAIL SERVICES, INC.
SPAR INCENTIVE MARKETING, INC.
SPAR TRADEMARKS, INC.
SPAR MARKETING, INC. (DE)
SPAR MARKETING, INC. (NV)
SPAR ACQUISITION, INC.
SPAR TECHNOLOGY GROUP, INC.
SPAR/PIA RETAIL SERVICES, INC.
RETAIL RESOURCES, INC.
PIVOTAL FIELD SERVICES, INC.
SPAR ALL STORE MARKETING SERVICES, INC.

By: /s/ Charles Cimitile

Name: Charles Cimitile
Title: Chief Financial Officer
of each of the foregoing Borrowers

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert G. Brown, certify that:

1. I have reviewed this amendment no. 1 to the annual report on Form 10-K/A of SPAR Group, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

(a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

(c) Presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 28, 2004

/s/ Robert G. Brown

Robert G. Brown
Chairman, President and
Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Charles Cimitile, certify that:

1. I have reviewed this amendment no. 1 to the annual report on Form 10-K/A of SPAR Group, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

(a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

(c) Presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 28, 2004

/s/ Charles Cimitile

Charles Cimitile
Chief Financial Officer,
Treasurer and Secretary

Certification of Chief Executive Officer Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2003 (the "Report"), by SPAR Group, Inc. (the "Registrant"), the undersigned hereby certifies that, to his knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Robert G. Brown

Robert G. Brown
Chairman, President and
Chief Executive Officer

June 28, 2004

A signed original of this written statement required by Section 906 has been provided to SPAR Group, Inc. and will be retained by SPAR Group, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.

Certification of Chief Financial Officer Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended December 31, 2003 (the "Report"), by SPAR Group, Inc. (the "Registrant"), the undersigned hereby certifies that, to his knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Charles Cimitile

Charles Cimitile
Chief Financial Officer, Treasurer
and Secretary

June 28, 2004

A signed original of this written statement required by Section 906 has been provided to SPAR Group, Inc. and will be retained by SPAR Group, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.