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AULT INC
Form 10-Q
January 14, 2003

FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

For the quarterly period ended December 1, 2002

Commission file number 0-12611

AULT INCORPORATED

| | |
|-----------------------------------------------------------------------------------------|----------------------------------------------------------------|
| MINNESOTA ----- (State or other jurisdiction of incorporation or organization) | 41-0842932 ----- (I.R.S. Employer Identification No.) |
|-----------------------------------------------------------------------------------------|----------------------------------------------------------------|

7105 Northland Terrace
Minneapolis, Minnesota 55428-1028

(Address of principal executive offices)

Registrant's telephone number: (763) 592-1900

Indicate by check mark whether 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, and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| | |
|------------------------------------------------|----------------------------------------------------------------|
| Class of Common Stock ----- No par value | Outstanding at January 7, 2003 ----- 4,588,876 shares |
|------------------------------------------------|----------------------------------------------------------------|

Total pages 21
Exhibits Index on Page 17

PART 1. FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

AULT INCORPORATED & SUBSIDIARIES

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CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in Thousands, Except Amounts Per Share)

| | (Unaudited) | | | |
|-------------------------------------------|----------------------|----------------|------------------|----------------|
| | Second Quarter Ended | | Six Months Ended | |
| | Dec. 1 2002 | Dec. 2 2001 | Dec. 1 2002 | Dec. 2 2001 |
| Net Sales | \$ 10,523 | \$ 9,953 | \$ 21,371 | \$ 10,523 |
| Cost of Goods Sold | 8,380 | 8,587 | 16,370 | 16,370 |
| Gross Profit | 2,143 | 1,366 | 5,001 | 4,153 |
| Operating Expenses: | | | | |
| Marketing | 1,175 | 953 | 2,300 | 2,300 |
| Design Engineering | 1,093 | 603 | 1,908 | 1,908 |
| General and Administrative | 1,354 | 2,548 | 2,690 | 2,690 |
| | 3,622 | 4,104 | 6,898 | 6,898 |
| Operating Loss | (1,479) | (2,738) | (1,897) | (2,738) |
| Other Income (Expense): | | | | |
| Interest Expense | (126) | (137) | (235) | (235) |
| Interest Income | 18 | 30 | 23 | 23 |
| Other | (41) | (68) | (124) | (124) |
| | (149) | (175) | (336) | (336) |
| Loss Before Income Taxes | (1,628) | (2,913) | (2,233) | (2,913) |
| Income Tax Benefit | (169) | (853) | (272) | (853) |
| Net Loss | (1,459) | (2,060) | (1,961) | (2,060) |
| Preferred Stock Dividends | (36) | - | (55) | - |
| Net Loss Applicable to Common Stock | \$ (1,495) | \$ (2,060) | \$ (2,016) | \$ (2,060) |
| Loss Per Share | | | | |
| Basic: | \$ (0.33) | \$ (0.45) | \$ (0.44) | \$ (0.45) |
| Diluted: | \$ (0.33) | \$ (0.45) | \$ (0.44) | \$ (0.45) |
| Common and Equivalent Shares Outstanding: | | | | |
| Basic | 4,580,574 | 4,537,522 | 4,576,355 | 4,537,522 |
| Diluted | 4,580,574 | 4,537,522 | 4,576,355 | 4,537,522 |

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AULT INCORPORATED & SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in Thousands)

| | (Unaudited) | |
|------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------|
| | December 1, 2002 | June 2, 2002 |
| | ----- | ----- |
| Assets: | | |
| Current Assets | | |
| Cash and Cash Equivalents | \$ 3,122 | \$ 4,775 |
| Trade Receivables, Less Allowance for Doubtful Accounts of \$424,000 at December 1, 2002; \$320,000 at June 2, 2002 | 6,943 | 7,012 |
| Inventories (Note 2) | 9,756 | 8,502 |
| Prepaid and Other Expenses | 1,287 | 2,299 |
| Deferred Taxes | 252 | 252 |
| | ----- | ----- |
| Total Current Assets | 21,360 | 22,840 |
| Other Assets: | | |
| Goodwill | 1,153 | 1,153 |
| Other | 284 | 262 |
| | ----- | ----- |
| | 1,437 | 1,415 |
| Property Equipment and Leasehold Improvements: | | |
| Land | 1,704 | 1,704 |
| Building and Leasehold Improvements | 7,780 | 7,780 |
| Machinery and Equipment | 9,074 | 7,586 |
| Office Furniture | 1,818 | 1,480 |
| E.D.P. Equipment | 2,207 | 2,234 |
| | ----- | ----- |
| | 22,583 | 20,784 |
| Less Accumulated Depreciation | 8,830 | 8,342 |
| | ----- | ----- |
| | 13,753 | 12,442 |
| | ----- | ----- |
| | \$ 36,550 | \$ 36,697 |
| | ===== | ===== |

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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AULT INCORPORATED & SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in Thousands)

| | (Unaudited) | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------|
| | December 1, 2002 | June 2, 2002 |
| | ----- | ----- |
| Liabilities and Stockholders' Equity: | | |
| Current Liabilities | | |
| Note Payable to Bank | \$ 3,029 | \$ 2,890 |
| Current Maturities of Long-Term Debt (Note 3) | 294 | 281 |
| Accounts Payable | 3,676 | 4,717 |
| Accrued Compensation | 541 | 435 |
| Accrued Commissions | 204 | 286 |
| Other | 701 | 148 |
| | ----- | ----- |
| Total Current Liabilities | 8,445 | 8,757 |
| Long-Term Debt, Less Current Maturities (Note 3) | 2,604 | 2,754 |
| Deferred Tax Liability | 275 | 273 |
| Retirement and Severance Benefits | 211 | 160 |
| Redeemable Convertible Preferred Stock, No Par Value, 2,074 Shares Issued and Outstanding | 2,074 | |
| Stockholders' Equity: | | |
| Preferred Stock, No Par Value, Authorized, 1,000,000 Shares; None Issued | | |
| Common Shares, No Par Value, Authorized 10,000,000 Shares; Issued and Outstanding 4,587,876 on December 1, 2002; and 4,563,610 on June 2, 2002; | 20,918 | 20,858 |
| Notes Receivable arising from the sale of common stock | (100) | (100) |
| Accumulated Other Comprehensive Loss | (778) | (922) |
| Retained Earnings | 2,901 | 4,917 |
| | ----- | ----- |
| | 22,941 | 24,753 |
| | ----- | ----- |
| | \$ 36,550 | \$ 36,697 |
| | ===== | ===== |

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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| | (Unaudited) | |
|--------------------------------------------------------------------------------|---------------------|------------------|
| | Six Months Ended | |
| | December 1, 2002 | December 2001 |
| | ----- | ----- |
| Cash Flows From Operating Activities: | | |
| Net Loss | \$ (1,961) | \$ (2, |
| Adjustments to Reconcile Net Income to Net Cash | | |
| Used in Operating Activities: | | |
| Depreciation | 487 | |
| Amortization | | |
| Provision for Bad Debt | 115 | 1, |
| Changes in Assets and Liabilities: | | |
| (Increase) Decrease In: | | |
| Trade Receivables | 727 | 4, |
| Inventories | 68 | 2, |
| Prepaid and Other Expenses | (410) | |
| Increase (Decrease) in: | | |
| Accounts Payable | (1,125) | (1, |
| Accrued Expenses | 467 | (|
| Income Tax Payable\Receivable | 650 | (1, |
| | ----- | ----- |
| Net Cash Provided by (Used in) Operating Activities | (982) | 2, |
| | ----- | ----- |
| Cash Flows From Investing Activities: | | |
| Purchase of Equipment and Leasehold Improvements | (206) | (|
| Power General Acquisition, net of cash acquired | (366) | |
| | ----- | ----- |
| Net Cash Used in Investment Activities | (572) | (|
| | ----- | ----- |
| Cash Flows From Financing Activities: | | |
| Net Borrowings on Revolving Credit Agreements | | 1, |
| Proceeds from Issuance of Common Stock | 24 | |
| Principal Payments on Long-Term Borrowings | (137) | (|
| | ----- | ----- |
| Net Cash Provided by (Used in) Financing Activities | (113) | |
| | ----- | ----- |
| Effect of Foreign Currency Exchange Rate Changes on Cash | 14 | |
| | ----- | ----- |
| Increase (Decrease) in Cash and Cash Equivalents | (1,653) | 2, |
| Cash and Cash Equivalents at Beginning of Period | 4,775 | 3, |
| | ----- | ----- |
| Cash and Cash Equivalents at End of Period | \$ 3,122 | \$ 6, |
| | ===== | ===== |
| Non-Cash Transaction: | | |
| Issuance of Redeemable Convertible Preferred Stock to Acquire Power General | \$ 2,074 | |
| Issuance of Common Stock to Pay Preferred Stock Dividends | 36 | |

AULT INCORPORATED AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 SECOND QUARTER ENDED DECEMBER 1, 2002

1 Summary of Consolidation Principles

The accompanying consolidated financial statements include the accounts of Ault Incorporated, its wholly owned subsidiaries, Ault Shanghai, Ault Korea Corporation, and Ault Xianghe Co. Ltd. All significant intercompany transactions have been eliminated. The foreign currency translation adjustment in footnote 4 represents the translation into United States dollars of the Company's investment in the net assets of its foreign subsidiaries in accordance with the provisions of FASB Statement No. 52.

The consolidated balance sheet of the Company as of December 1, 2002, the related consolidated statements of operations for the three and six months ended December 1, 2002 and December 2, 2001, and the consolidated statements of cash flows for the six months ended December 1, 2002 and December 2, 2001 have been prepared without being audited. In the opinion of the management, these statements reflect all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the position of Ault Incorporated and subsidiaries as of December 1, 2002 and December 2, 2001, and the results of operations and cash flows for all periods presented.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. Therefore, these statements should be read in conjunction with the financial statements and notes thereto included in the Company's June 2, 2002 Form 10-K.

The results of operations for the interim periods are not necessarily indicative of results that will be realized for the full fiscal year.

2 Inventories

The components of inventory (in thousands) at December 1, 2002 and June 2, 2002 are as follows:

| | December 1, 2002 | June 2, 2002 |
|-----------------|---------------------|-----------------|
| | ----- | ----- |
| Raw Materials | \$5,346 | \$4,609 |
| Work-in-process | 1,019 | 789 |
| Finished Goods | 3,391 | 3,104 |
| | ----- | ----- |
| | \$9,756 | \$8,502 |
| | ===== | ===== |

3 Financing Arrangements and Long-term Debt

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Long-term debt (in thousands) including current maturities contain the following:

| | December 1, 2002 | June 2, 2002 |
|--------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------|
| | ----- | ----- |
| Term loan, 7.2% interest, due in monthly installments through December 2003, secured by equipment | \$ 106 | \$ 149 |
| Term loan, 7.94% interest, due in monthly installments through September 2005, secured by furniture | 120 | 151 |
| Term loan, 8.05% interest, due in monthly installments through February 2015, secured by Company's headquarters building | 2,672 | 2,735 |
| | ----- | ----- |
| Total | \$ 2,898 | \$ 3,035 |
| Less current maturities | 294 | 281 |
| | ----- | ----- |
| | \$ 2,604 | \$ 2,754 |
| | ===== | ===== |

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AULT INCORPORATED AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 SECOND QUARTER ENDED DECEMBER 1, 2002

The Company maintains two credit facilities. It has a credit facility with US Bank and a facility with Korea Exchange Bank supporting the South Korean subsidiary. The US Bank agreement is a \$4,000,000 revolving line-of-credit agreement through February 28, 2003. The financing agreement contains certain financial covenants related to the Company's consolidated net worth, EBITDA, working capital, and fixed coverage ratio covenants. On December 1, 2002, the Company is not in compliance with the EBITDA and fixed coverage ratio covenants. There are no advances outstanding on the US Bank revolving line-of-credit at December 1, 2002 and the Company does not expect a need to utilize this line of credit in the current fiscal year.

4 Stockholders' Equity

| | Six Months Ended December 1, 2002 |
|-------------------------------------------------------|--------------------------------------|
| | ----- |
| | (\$000) |
| Total Stockholders' Equity - June 2, 2002 | \$24,753 |
| Net Loss | \$ (1,961) |
| Net change in Foreign currency translation adjustment | 144 |
| | ----- |
| Comprehensive Income (Loss) | (1,817) |

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| | |
|----------------------------------------------------------------------------|----------|
| Preferred Stock Dividends Declared | (55) |
| Preferred Stock Dividends Paid with Common Stock | 36 |
| Issue 9,500 shares of common stock in accordance with stock option plan | 24 |
| | ----- |
| Total Stockholders' Equity | \$22,941 |
| | ===== |

5 Net Loss Per Common Share

Basic and diluted earnings per share are presented in accordance with Statement of Financial Accounting Standards (SFAS) No. 128, EARNINGS PER SHARE. The Redeemable Convertible Preferred Stock and stock options had no effect on diluted weighted average shares outstanding, as they were anti-dilutive.

| | Second Quarter Ended | | Six Month |
|----------------------------------------------------------|----------------------|---------------------|---------------------|
| | December 1, 2002 | December 2, 2001 | December 1, 2002 |
| | ----- | ----- | ----- |
| Loss Applicable to Common Shareholders (in thousands) | \$ (1,495) | \$ (2,060) | \$ (2,016) |
| Basic - Weighted Average Shares Outstanding | 4,580,574 | 4,537,522 | 4,576,355 |
| Diluted - Weighted Average Shares Outstanding | 4,580,574 | 4,537,522 | 4,576,355 |
| Basic Loss per Share | \$ (0.33) | \$ (0.45) | \$ (0.44) |
| | ===== | ===== | ===== |
| Diluted Loss per Share | \$ (0.33) | \$ (0.45) | \$ (0.44) |
| | ===== | ===== | ===== |

6. Acquisition

On July 16, 2002, the Company purchased a portion of the operating assets of the Power General division of Nidec America Corporation. The Power General division developed, manufactured, and sold high efficiency DC/DC converters and custom power supplies at various power levels up to 1200 watts under the Power General brand name. Pursuant to the Purchase Agreement, the Company paid the Seller \$366,000 in cash and issued \$2,074,000 face amount of the Company's newly-created Series B 7% Convertible Preferred Stock, no par value (the "Preferred Stock"). The Preferred Stock issued to Seller is convertible into 488,000 shares of the Company's Common Stock. The Company has filed a registration statement covering the shares of Common Stock issuable upon conversion of the Preferred Stock with the Securities and Exchange Commission. The Company has maintained Power General's engineering group in Massachusetts and has moved Power General's manufacturing operations and related functions to Ault's other facilities in North America and Asia.

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AULT INCORPORATED AND SUBSIDIARIES
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 SECOND QUARTER ENDED DECEMBER 2, 2002

The addition of Power General will benefit Ault in a number of ways. First, the additional engineering capabilities will enhance product development. Second, the acquisition brings greater product breadth to Ault through the addition of AC/DC power supplies and DC/DC converter products. This broader offering affords Ault new business opportunities.

Ault filed a Form 8-K with the Securities and Exchange Commission on July 31, 2002 to announce the acquisition, filed a Form 8-K/A on September 30, 2002 which included audited financial statement and pro forma financials and filed a Form 8-K/A Amendment 2 on October 18, 2002 which included the consent of the auditors.

The total cost of the acquisition, which closed on July 16, 2002, was \$2,559,278 and was accounted for under the purchase method of accounting. Accordingly, the acquired assets and liabilities assumed have been recorded at their respective fair values as of the date of acquisition. The results of operations of the acquired business is included in the financial statements since the date of the acquisition. The following table summarizes the estimated fair values of the assets acquired and liabilities assumed from Nidec on the date of the acquisition:

| | | |
|------------------------|----|-----------|
| Inventories | \$ | 1,048,675 |
| Property and equipment | | 1,634,971 |
| | | ----- |
| Total assets acquired | | 2,683,646 |
| | | ----- |
| Current liabilities | | 124,368 |
| | | ----- |
| Net assets acquired | \$ | 2,559,278 |
| | | ----- |

Pro-forma results of the Company, assuming the acquisition had been made at the beginning of each period presented, are:

Amounts in thousands, except per share amounts

| | Second Quarter Ended | | Six Months Ended | |
|---------------------------|----------------------|-----------------|------------------|-----------------|
| | Dec. 1, 2002 | Dec. 2, 2001 | Dec. 1, 2002 | Dec. 2, 2001 |
| | ----- | ----- | ----- | ----- |
| Revenue | \$ 10,523 | \$ 11,300 | \$ 21,740 | \$ 22,948 |
| Net Loss | (1,459) | (3,150) | (2,295) | (4,886) |
| Preferred Stock Dividends | 36 | 37 | 74 | 75 |
| | ----- | ----- | ----- | ----- |

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| | | | | |
|-------------------------------------------|------------|------------|------------|------------|
| Net Loss Applicable to Common Stock | \$ (1,495) | \$ (3,187) | \$ (2,369) | \$ (4,961) |
| | ----- | ----- | ----- | ----- |
| Basic/Diluted Loss Per Share | \$ (0.33) | \$ (0.70) | \$ (0.52) | \$ (1.09) |
| Common and equivalent shares outstanding: | 4,581 | 4,538 | 4,576 | 4,537 |

Included in the six months ended December 1, 2002 are approximately \$522,000 of nonrecurring expenses for transition services relating to the transfer of Power General operations out of the Nidec facility and into an Ault facility.

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7. Goodwill

The Company adopted Statement of Financial Accounting Standards ("SFAS") No. 142, Goodwill and Other Intangible Assets, effective June 3, 2002. Under SFAS No. 142, goodwill is no longer amortized but reviewed for impairment annually, or more frequently if certain indicators arise. Based on the initial impairment test, it was determined that none of the goodwill recorded was impaired. Impairment adjustments recognized after adoption, if any, generally are required to be recognized as operating expenses. Had the Company been accounting for its goodwill under SFAS No. 142 for all periods presented, the Company's net loss and loss per share would have been as follows:

Amounts in thousands, except per share amounts

| | Second Quarter Ended | | Six Months Ended | |
|---------------------------------------------------------|----------------------|-----------------|------------------|-----------------|
| | Dec. 1, 2002 | Dec. 2, 2001 | Dec. 1, 2002 | Dec. 2, 2001 |
| | ----- | ----- | ----- | ----- |
| Reported net loss | \$ (1,495) | \$ (2,060) | \$ (2,016) | \$ (2,706) |
| Add back goodwill amortization, net of tax | -- | 27 | -- | 50 |
| Pro forma adjusted net loss | (1,495) | (2,033) | (2,016) | (2,656) |
| | ===== | ===== | ===== | ===== |
| Basic and diluted net loss per share: | | | | |
| Reported net loss | \$ (0.33) | (0.45) | \$ (0.44) | \$ (0.60) |
| Goodwill amortization, net of tax | -- | 0.01 | -- | 0.01 |
| | ----- | ----- | ----- | ----- |
| Pro forma adjusted basic and diluted net loss per share | \$ (0.33) | \$ (0.44) | \$ (0.44) | \$ (0.59) |
| | ===== | ===== | ===== | ===== |

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| | | | | |
|-------------------------------------------|-------|-------|-------|-------|
| Common and equivalent shares outstanding: | 4,581 | 4,538 | 4,576 | 4,537 |
|-------------------------------------------|-------|-------|-------|-------|

8. Redeemable Convertible Preferred Stock

During the first quarter, in connection with the purchase of certain assets and liabilities of Power General, the Company issued 2,074 shares of redeemable 7% convertible preferred stock at \$1,000 face value. The preferred stock shares are convertible into common stock at the holders' option at a conversion price of \$4.25 per share and has a mandatory redemption of one-third of the outstanding shares of unconverted preferred stock on July 16, 2006, one-half of the remaining outstanding on July 16, 2007, and the rest on July 16, 2008. The dividends on the preferred stock are cumulative and payable quarterly beginning October 15, 2002, and can be paid in cash; however, during the first three years the Company can pay dividends in shares of common stock in lieu of cash. The Company has declared dividends of \$55,000 of which \$36,000 have been paid with common stock.

9. Accounting Pronouncements

In August 2001, the FASB issued SFAS No. 144, ACCOUNTING FOR THE IMPAIRMENT OR DISPOSAL OF LONG-LIVED ASSETS. SFAS 144 addresses financial accounting and reporting for the impairment or disposal of long-lived assets and supercedes SFAS 121, ACCOUNTING FOR THE IMPAIRMENT OF LONG-LIVED ASSETS AND ASSETS TO BE DISPOSED OF, and the accounting and reporting provisions of Accounting Principles Board Opinion No. 30, REPORTING THE RESULTS OF OPERATIONS--REPORTING THE EFFECTS OF DISPOSAL OF A SEGMENT OF A BUSINESS AND EXTRAORDINARY, UNUSUAL AND INFREQUENTLY OCCURRING TRANSACTIONS. SFAS 144 requires that long-lived assets to be disposed of be measured at the lower of carrying amount or fair value less cost to sell. The Company adopted SFAS 144 on June 3, 2002 and it did not have an effect on its financial position or results of operations.

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ITEM 2 - MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

CRITICAL ACCOUNTING POLICIES

The discussion and analysis of the financial condition and results of operations are based on the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting policies are defined as those involving significant judgments and uncertainties which could potentially result in materially different results under different assumptions and conditions. Application of these policies is particularly important to the portrayal of the financial condition and results of operations. The Company believes the accounting

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policies described below meet these characteristics. All significant accounting policies are more fully described in the notes to the consolidated financial statements included in the Company's annual report on Form 10-K.

INVENTORY VALUATION - Inventory is written down for estimated surplus and discontinued inventory items. The amount of the write-down is determined by analyzing historical and projected sales information, plans for discontinued products and other factors. Changes in sales volumes due to unexpected economic or competitive conditions are among the factors that would result in materially different amounts for this item.

ALLOWANCE FOR DOUBTFUL ACCOUNTS - An allowance is established for estimated uncollectible accounts receivable. The required allowance is determined by reviewing customer accounts and making estimates of amounts that may be uncollectible. Factors considered in determining the amount of the reserve include the age of the receivable, the financial condition of the customer, general business, economic and political conditions, and other relevant facts and circumstances. Unexpected changes in the aforementioned factors would result in materially different amounts for this item.

DEFERRED TAXES - The Company accounts for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes," which requires that deferred tax assets and liabilities be recognized using enacted tax rates for the effect of temporary differences between book and tax basis of recorded assets and liabilities. SFAS 109 also requires that deferred tax assets be reduced by a valuation allowance if it is likely that some portion or the entire deferred tax asset will not be realized. Based upon prior taxable income and estimates of future taxable income, the Company has determined that it is likely that a portion of the net deferred tax asset will not be fully realized in the future. Thus a valuation allowance has been established. If actual taxable income varies from these estimates, the Company may be required to change the valuation allowance against the deferred tax assets resulting in a change in income tax expense (benefit), which will be recorded in the consolidated statement of operations.

RESULTS OF OPERATIONS

Second Quarter Ended December 1, 2002

| (\$000) | Fiscal 2003 | Fiscal 2002 | Favorable / (Unfavorable) | |
|----------------|----------------|----------------|---------------------------|---------|
| | | | Amount | Percent |
| Net Sales | \$10,523 | \$9,953 | \$ 570 | 6% |
| Operating Loss | (1,479) | (2,738) | 1,259 | 46% |

Net sales were \$10,523,000 for the second quarter of fiscal 2003 up 6% from \$9,953,000 for the second quarter of fiscal 2002. The increase is due to sales resulting from the acquisition of certain assets and certain liabilities of Power General.

Gross margin for the second quarter was 20.4 percent as a percent of sales, compared with 13.7 percent for the same period last year. Prior year margin was adversely affected by a \$780,000 inventory write down in the second quarter of fiscal 2002.

Operating expenses decreased in the second quarter of fiscal 2003 to \$3,622,000

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from \$4,104,000 in the second quarter of fiscal 2002. The reduction of expenses in the second quarter of fiscal 2003 is primarily related to 1) the reduction in bad debt expense. The second quarter of fiscal 2002 had an expense of \$1,300,000 for the recognition of uncollectible accounts due to the economic slowdown. 2) The July 2002 acquisition of certain assets and certain liabilities of Power General. This acquisition added costs of \$655,000 relating to the engineering and sales staff hired as a result of the acquisition. These costs will continue in the future. 3) Transition costs of \$227,000 for the temporary operation in the current Power General location.

Six Months Ended December 1, 2002

| (\$000) | Fiscal 2003 | Fiscal 2002 | Favorable / (Unfavorable) ----- | |
|----------------|----------------|----------------|------------------------------------|---------|
| | | | Amount | Percent |
| Net Sales | \$21,371 | \$20,254 | \$1,117 | 6% |
| Operating Loss | (1,897) | (3,148) | 1,251 | 40% |

Net sales were \$21,371,000 for the first six months of fiscal 2003 up 6% from \$20,254,000 for the first six months of fiscal 2002. The increase is due to sales resulting from the acquisition of certain assets and certain liabilities of Power General.

Operating loss totaled \$1,897,000 for the first six months of fiscal 2003 compared a loss of \$3,148,000 for the same period in fiscal 2002. Margins for the first two quarters of fiscal 2003 is 23.4% of sales compared to 18.6% of sales for the same period in fiscal 2002. The increase in margin is primarily due to 1) a \$780,000 inventory write down in the second quarter of fiscal 2002. 2) The increase in the value of orders that were manufactured by the Company's subsidiaries as opposed to the Company's subcontractors. This contributed \$108,000 of higher margins. 3) The volume of orders at the China facility exceeded the fixed cost mark in the first six months of fiscal 2003 compared to the first six months of fiscal 2002. This increased margins by \$389,000. 4) The higher cost of the transition of Power General production into an Ault facility resulted in higher costs of \$288,000 and decreased margins. As of the end of the quarter the transition has been complete.

Operating expenses decreased in the first six months of fiscal 2003 to \$6,898,000 from \$6,923,000 in the first six months of fiscal 2002. The decrease in expenses is primarily related to 1) a decrease in the bad debt expense for fiscal 2003. The Company recognized \$1,300,000 of additional bad debt expense for accounts that were uncollectible in fiscal 2002. 2) The July 2002 acquisition of certain assets and certain liabilities of Power General increased costs from fiscal 2002 by \$998,000. These additional costs are related to the engineering and sales staff hired as a result of the acquisition. These costs will continue in the future. 3) Transition costs of \$404,000 for temporary operations in the current Power General location. The transition for the manufacturing of these products is complete and these costs will not continue. 4) A reduction in headcount in fiscal 2002, reduced expenses in fiscal 2003 by \$115,000.

ORDER BACKLOG: The Company's order backlog at December 1, 2002 totaled \$7,994,000 compared to \$8,365,000 at June 2, 2002. The order backlog represents sales for approximately ten weeks.

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NON-OPERATING INCOME AND EXPENSES: Nonoperating expense is \$336,000 for the first six months of fiscal 2003 compared to \$476,000 for the same period in fiscal 2002. The Company had interest income of \$23,000 in the first two quarters of fiscal 2003 and \$61,000 for the same period in fiscal 2002. Other expense is \$124,000 for the first six months of fiscal 2003 and \$252,000 in the first six months of fiscal 2002. Both amounts are primarily related to the currency exchange rate loss in Korea. The Company incurred interest expenses of \$235,000 in the first six months of fiscal 2003 and \$285,000 in the same period of fiscal 2002, paid on bank credit facilities and long-term borrowings.

INCOME TAX: The Company had a pre-tax loss of \$2,233,000 for the six-month period in fiscal 2003 on which it accrued a consolidated income tax benefit of \$272,000. For the six-month period in fiscal 2002 the Company had a pre-tax loss of \$3,624,000 on which a tax benefit of \$918,000 was accrued. The effective tax rate is a benefit of 12% for the first two quarters of 2003, and a benefit of 25% for the same period in fiscal 2002. In the first two quarters of fiscal 2003 the Company did not take a benefit from either foreign or U.S. loss carryforwards generated because it was likely the Company will be unable to use such losses. The Company has recognized the benefit that will be realized from the loss carrybacks. In the first two quarters of fiscal 2002 the Company did not take a benefit from the foreign loss carryforwards the loss generated because it was likely the Company will be unable to use such losses.

NET LOSS: The Company reported a basic and diluted per share loss of \$0.44 for the first six months of fiscal 2002, based on 4,576,000 outstanding weighted average shares, compared to basic and diluted per share loss of \$0.60 for the same period of fiscal 2002, based on 4,537,000 outstanding weighted average shares.

LIQUIDITY AND CAPITAL RESOURCES

The following table describes the Company's liquidity and financial position on December 1, 2002, and on June 2, 2002:

| | December 1, 2002 | June 2, 2002 |
|-----------------------------------|---------------------|------------------|
| | ----- (\$000) | ----- (\$000) |
| Working capital | \$12,898 | \$14,083 |
| Cash and cash equivalents | 3,122 | 4,775 |
| Unutilized bank credit facilities | 975 | 4,975 |

CURRENT WORKING CAPITAL POSITION

As of December 1, 2002, the Company had current assets of \$21,360,000 and current liabilities of \$8,462,000, which amounted to working capital of \$12,898,000 and a current ratio of 2.5 to 1.0. This represents a decrease from its working capital of \$14,083,000 as of June 2, 2002. The Company relies on its credit facilities and cash flows from operations as sources of working capital to support normal growth in revenue, capital expenditures and attainment of profit goals. The Company has not committed any funds to capital expenditures as of December 1, 2002.

CASH AND INVESTMENTS: As of December 1, 2002, the Company had cash totaling \$3,122,000, compared to \$4,775,000 as of June 2, 2002. This decrease was primarily due to payments for the acquisition of Power General of \$366,000, and payments to fund operations including the operations of Power General after the

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acquisition of \$1,285,000.

CREDIT FACILITIES: The Company maintains two credit facilities. It has a credit facility with US Bank and a facility with Korea Exchange Bank supporting the South Korean subsidiary. The US Bank agreement is a \$4,000,000 revolving line-of-credit agreement through February 28, 2003. The financing agreement contains certain financial covenants related to the Company's consolidated net worth, EBITDA, working capital, and fixed coverage ratio covenants. On December 1, 2002, the Company is not in compliance with the EBITDA and fixed coverage ratio covenants. There are no advances outstanding on the US Bank revolving line-of-credit at December 1, 2002 and the Company does not expect a need to utilize this line of credit in the current fiscal year.

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CASH FLOWS FOR FISCAL 2002

OPERATIONS: Operations used \$985,000 of cash during the first six months of fiscal 2003 due principally to the following activities:

- (a) The loss net of depreciation used cash of \$1,474,000.
- (b) Decreases in trade receivables provided \$727,000.

INVESTING ACTIVITIES: Investing activities used net cash of \$572,000 relating to the acquisition of Power General (\$366,000) and purchase of new equipment (\$206,000).

FINANCING ACTIVITIES: Financing activities used net cash of \$113,000, comprised of \$137,000 payment on debt, and \$24,000 from proceeds from the issuance of common stock.

EFFECT OF FOREIGN CURRENCY EXCHANGE RATE FLUCTUATIONS: The effect of translating the Korean financial statements, which were prepared in Won to US dollars, had an increase effect on cash of approximately \$14,000 during the first six months of the year. The effect of translating the Chinese financial statements, which were prepared in Yuan to US dollars, had minimal effect on cash for the first six months of the fiscal year.

SUMMARY: The Company's cash and working capital positions are sound and together with its credit facilities, are adequate to support the Company's strategies for the remainder of fiscal 2003.

INFORMATION ABOUT PRODUCTS AND SERVICES: The Company's business operations are comprised of one activity--the design, manufacture and sale of equipment for converting electric power to a level used by OEMs in data communications/telecommunications and medical markets to charge batteries, and/or power equipment. The Company supports these power requirements by making available to the OEMs products that have various technical features. These products are managed as one product segment under the Company's internal organizational structure and the Company does not consider any financial distinctive measures, including net profitability and segmentation of assets to be meaningful to performance assessment.

INFORMATION ABOUT REVENUE BY GEOGRAPHY

Distribution of revenue from the US, from each foreign country that is the source of significant revenue and from all other foreign countries as a group are as follows:

| Six Months Ended | |
|------------------|------------------|
| December 1, 2002 | December 2, 2001 |
| ----- | |

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| | (\$000) | (\$000) |
|---------------|----------|----------|
| US | \$13,683 | \$14,846 |
| Korea | 2,579 | 2,208 |
| China | 2,180 | 680 |
| UK | 1,321 | 1,208 |
| Canada | 330 | 454 |
| Belgium | 297 | 111 |
| Other Foreign | 981 | 747 |
| | ----- | ----- |
| Total | \$21,371 | \$20,254 |
| | ===== | ===== |

The Company considers a country to be the geographic source of revenue if it has contractual obligations, including obligation to pay for trade receivable invoices.

IMPACT OF FOREIGN OPERATIONS AND CURRENCY CHANGES:

The Company will experience normal valuation changes as the Korean and Chinese currency fluctuates. The effect of translating the Korean and Chinese financial statements resulted in a net asset increase of \$144,000 during the first six months of fiscal 2003.

FORWARD LOOKING STATEMENTS

From time to time, in reports filed with the Securities and Exchange Commission, in press releases, and in other communications to shareholders or the investing public, the Company may make forward-looking statements concerning possible or anticipated future results of operations or business developments which are typically preceded by the words "believes", "expects", "anticipates", "intends" or similar expressions. For such forward-looking statements, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Shareholders and the investing public should understand that such forward-looking statements are subject to risks and uncertainties that could cause results or developments to differ significantly from those indicated in the forward-looking statements. Such risks and uncertainties include, but are not limited to, the overall level of sales by original equipment manufacturers (OEMs) in the telecommunications, data communications, computer peripherals and the medical markets; buying patterns of the Company's existing and prospective customers; the impact of new products introduced by competitors; delays in new product introductions; higher than expected expense related to sales and new marketing initiatives; availability of adequate supplies of raw materials and components; fuel prices; and other risks affecting the Company's target markets.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company experiences foreign currency gains and losses, which are reflected in the financial statements, due to the strengthening and weakening of the U.S. dollar against currencies of the Company's foreign subsidiaries. The Company anticipates that it will continue to have exchange gains or losses in the future.

As of December 1, 2002, the Company had only fixed rate debt outstanding. Thus, interest rate fluctuations would not impact interest expense or cash flows. If the Company were to undertake additional debt, interest rate changes could impact earnings and cash flows.

ITEM 4 - CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures.

The Company's Chief Executive Officer, Frederick M. Green, and Chief Financial Officer, Donald L. Henry, have reviewed the Company's disclosure controls and procedures within 90 days prior to the filing of this report. Based upon this review, these officers believe that the Company's disclosure controls and procedures are effective in ensuring that material information related to the Company is made known to them by others within the Company.

(b) Changes in Internal Controls.

There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls during the quarter covered by this report or from the date of the review to the date of this Form 10-Q.

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PART II

ITEM 1 LEGAL PROCEEDINGS:

Not Applicable

ITEM 2 CHANGES IN SECURITIES AND USE OF PROCEEDS

(c) Recent Sales of Unregistered Securities

As previously disclosed, on July 16, 2002, the Company purchased a portion of the operating assets of the Power General division of Nidec America Corporation (the "Seller") pursuant to an Asset Purchase Agreement between the Company and the Seller dated July 16, 2002 (the "Purchase Agreement"). Pursuant to the Purchase Agreement, the Company paid Seller \$366,000 in cash and issued \$2,074,000 in face amount of the Company's newly-created Series B 7% Convertible Preferred Stock, no par value (the "Preferred Stock"). The cash portion of the purchase price was paid from the Company's working capital. At the current conversion price of \$4.25 per share, the Preferred Stock issued to Seller is convertible into 488,000 shares of the Company's Common Stock and the Company agreed to file a registration statement covering the shares of Common Stock issuable upon conversion of the Preferred Stock with the Securities and Exchange Commission ("SEC"). The Company filed a Form S-3 Registration Statement with SEC on October 8, 2002

The Company believes that the issuance of the Preferred Stock was exempt pursuant to Section 4(2) of the Securities Act of 1993. Under the terms of the Purchase Agreement, the Seller agreed that it was acquiring the Preferred Stock for its own account and not with a present view to public resale.

ITEM 3 DEFAULTS UPON SENIOR SECURITIES:

Not Applicable

ITEM 4 Submission of Matters to a Vote of Security Holders;

The following matter was voted upon at the Annual Meeting of Stockholders held on September 24, 2002, and received the votes set forth below:

All of the following persons nominated were elected to serve as directors and received the number of votes set opposite their respective names:

| | For | Withheld |
|--------------|-----------|----------|
| F. Green | 3,973,606 | 466,650 |
| J. Colwell | 3,973,906 | 466,650 |
| C. Barnett | 3,973,906 | 466,650 |
| J. Kassakian | 3,973,902 | 466,654 |
| F. Sims | 3,973,906 | 466,650 |
| M. Walker | 3,973,902 | 466,654 |
| D. Larkin | 3,973,906 | 466,650 |

The proposal to ratify and approve an amendment to the Company's 1996 Stock Plan to increase the number of Shares authorized to be issued under such Plan by 150,000 shares to 1,200,000 passed by a vote of 3,460,422 for and 307,884 against.

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ITEM 5 OTHER INFORMATION

Not Applicable.

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ITEM 6 EXHIBITS AND REPORTS ON FORM 8-K

- (a) The following exhibits are included herein:
 - 99.1 Certificate pursuant to 18 U.S.C. ss.1350
- (b) Reports on form 8-K

On July 31, 2002, Ault filed a Form 8-K dated July 16, 2002 to report an event under Item 2, Acquisition or Disposition of Assets. On September 30, 2002, Ault filed Amendment No. 1 to Form 8-K on Form 8-K/A to provide under Item 7, Financial Statements and Exhibits, the required financial statements and pro forma financial information. On October 18, 2002, Ault filed Amendment No. 2 to Form 8-K on Form 8-K/A to provide under Item 7, Financial Statements and Exhibits, the required consent of the auditors.

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SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the

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Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AULT INCORPORATED
(REGISTRANT)

DATED: January 13, 2003 /s/ Frederick M. Green

Frederick M. Green, President
Chief Executive Officer and
Chairman

DATED: January 13, 2003 /s/ Donald L. Henry

Donald L. Henry
Chief Financial Officer

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CERTIFICATION

I, Frederick M. Green, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ault Incorporated;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
4. The registrant's other certifying officer 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 we 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 quarterly report is being prepared;

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- 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 quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly 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 officer 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 function):
- 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 officer and I have indicated in this quarterly report whether or not 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: January 13, 2003

/s/ Frederick M. Green

Frederick M. Green
President and
Chief Executive Officer

CERTIFICATION

I, Donald L. Henry, certify that:

- 1. I have reviewed this quarterly report on Form 10-Q of Ault Incorporated;
- 2. Based on my knowledge, this quarterly 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 quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
- 4. The registrant's other certifying officer 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 we 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 quarterly report is being prepared;

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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 quarterly report (the "Evaluation Date"); and

c) presented in this quarterly 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 officer 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 function):

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 officer and I have indicated in this quarterly report whether or not 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: January 13, 2003

/s/ Donald L. Henry

Donald L. Henry
Chief Financial Officer