

AULT INC  
Form 10-Q/A  
October 21, 2005

## FORM 10-Q/A

(Amendment No. 1 to Form 10-Q)

### SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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

For the quarterly period ended February 27, 2005

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 ý

NO o

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Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).

YES

NO

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

<b>Class of Common Stock</b>	<b>Outstanding at October 10, 2005</b>
No par value	4,861,192 shares

Total pages 27

Exhibits Index on Page 23

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AULT INCORPORATED

FORM 10-Q/A

FOR THE QUARTER ENDED FEBRUARY 27, 2005

**Restatement**

## Edgar Filing: AULT INC - Form 10-Q/A

This Amendment No. 1 on Form 10-Q/A ( Form 10-Q/A ) to the Company's Quarterly Report on Form 10-Q for the three and nine month periods ended February 27, 2005, initially filed with the Securities and Exchange Commission (the SEC ) on April 15, 2005, ( Original Filing ) reflects a restatement of the consolidated financial statements of Ault Incorporated (the Company ) for the quarter ended February 27, 2005, as discussed in Note 1 to the consolidated financial statements. The determination to restate these financial statements and other financial information was made as a result of management's identification, in connection with the preparation of the Company's financial statements for the year ended May 29, 2005, of accounting errors at the Company's China subsidiary related to inventory build-up and relief, and inadequate reconciliation of intercompany accounts. The adjustments totaled \$119,000 for the three-month period ending February 27, 2005 and \$425,000 for the nine-month period. The restatement increased the Company's net loss applicable to common shareholders for the nine-month period to \$1,300,000 from \$875,000 as originally reported. Further information on the restatement adjustments can be found on Note 1 to the accompanying consolidated financial statements. The effects of the restatement on fiscal year 2004 can be found in Note 1 to the consolidated financial statements filed on the Company's May 30, 2004 annual report on Form 10-K/A, and Note 16 to the consolidated financial statements filed on the Company's May 29, 2005 annual report on Form 10-K.

This Form 10-Q/A amends and restates Items 1, 2 and 4 of Part I of the Original Filing. In addition, currently dated certifications from the Company's Chief Executive Officer and Chief Financial Officer, as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, are included with this filing.

PART 1. FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

**AULT INCORPORATED & SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

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(Dollars in Thousands, Except Per Share Amounts)

	(Unaudited)			
	Restated Three Months Ended		Restated Nine Months Ended	
	February 27 2005	February 29 2004	February 27 2005	February 29 2004
Net Sales	\$ 8,941	\$ 8,601	\$ 27,500	\$ 25,800
Cost of Goods Sold	6,183	6,515	19,586	19,548
Inventory Writedown From Exit		545		545
Gross Profit	2,758	1,541	7,914	5,707
<b>Operating Expenses:</b>				
Marketing	916	824	2,612	2,442
Design Engineering	827	861	2,306	2,327
General and Administrative	1,272	1,244	3,728	3,658
Exit Costs		1,743		2,064
	3,015	4,672	8,646	10,491
Operating Loss	(257)	(3,131)	(732)	(4,784)
<b>Other Income (Expense):</b>				
Interest Expense	(134)	(106)	(323)	(317)
Other	30	27	14	5
	(104)	(79)	(309)	(312)
Loss Before Income Taxes	(361)	(3,210)	(1,041)	(5,096)
Income Tax Expense	3		5	
Loss From Continuing Operations	(364)	(3,210)	(1,046)	(5,096)
Discontinued Operations	(177)	12	(146)	62
Net Loss	(541)	(3,198)	(1,192)	(5,034)
Preferred Stock Dividends	(36)	(36)	(108)	(108)
Net Loss Applicable to Common Shareholders	\$ (577)	\$ (3,234)	\$ (1,300)	\$ (5,142)
<b>Net Basic and Diluted Loss Per Common Share:</b>				
Continuing Operations	\$ (0.08)	\$ (0.69)	\$ (0.24)	\$ (1.11)
Discontinued Operations	(0.04)		(0.03)	0.01
Loss Per Common Share	\$ (0.12)	\$ (0.69)	\$ (0.27)	\$ (1.10)
<b>Common and Equivalent Shares Outstanding:</b>				
Basic	4,785,197	4,687,597	4,768,757	4,672,769
Diluted	4,785,197	4,687,597	4,768,757	4,672,769

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## AULT INCORPORATED &amp; SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

(Dollars in Thousands)

	(Unaudited)	
	Restated February 27, 2005	May 30, 2004
Assets:		
Current Assets		
Cash and Cash Equivalents	\$ 1,538	\$ 837
Trade Receivables, Less Allowance for Doubtful Accounts of \$420 at February 27, 2005; \$291 at May 30, 2004	5,041	5,903
Inventories	4,215	4,898
Prepaid and Other	1,332	946
Assets related to discontinued operations	8,069	6,401
Total Current Assets	20,195	18,985
Property Equipment and Leasehold Improvements:		
Land	729	729
Building and Leasehold Improvements	4,062	4,059
Machinery and Equipment	5,599	5,586
Office Furniture	485	402
E.D.P. Equipment	1,629	1,451
	12,504	12,227
Less Accumulated Depreciation	6,541	6,101
Net Property Equipment and Leasehold Improvements	5,963	6,126
Other Assets		
Non-Current Assets Related To Discontinued Operations	119	146
	4,329	4,578
	\$ 30,606	\$ 29,835

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS



**AULT INCORPORATED & SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(Dollars in Thousands, Except Per Share Amounts)

	(Unaudited)	
	Restated February 27, 2005	May 30, 2004
Liabilities and Stockholders' Equity:		
Current Liabilities		
Note Payable to Bank	\$ 2,268	\$ 1,965
Current Maturities of Long-Term Debt	451	460
Accounts Payable	4,570	3,915
Accrued Compensation	1,122	777
Accrued Commissions	234	281
Other	364	487
Liabilities Related to Discontinued Operations	6,033	5,423
Total Current Liabilities	15,042	13,308
Long-Term Debt, Less Current Maturities	2,191	2,313
Non-Current Liabilities Related to Discontinued Operations	355	203
Redeemable Convertible Preferred Stock, No Par Value, 2,074 Shares Issued and Outstanding	2,074	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 4,790,789 on February 27, 2005; and 4,705,083 on May 30, 2004;	21,354	21,173
Notes Receivable arising from the sale of common stock	(45)	(45)
Accumulated Other Comprehensive Loss	(744)	(870)
Accumulated Deficit	(9,621)	(8,321)
	10,944	11,937
	\$ 30,606	\$ 29,835

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**AULT INCORPORATED & SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Dollars in Thousands)

	(Unaudited) Nine Months Ended	
	Restated February 27, 2005	Restated February 29, 2004
<b>Cash Flows From Operating Activities:</b>		
Net Loss	\$ (1,192)	\$ (5,034)
Adjustments to Reconcile Net Loss to Net Cash Provided by (Used in) Operating Activities:		
Depreciation	481	709
Asset Impairment		1,742
Changes in Assets and Liabilities:		
(Increase) Decrease In:		
Trade Receivables	862	307
Inventories	(5)	1,003
Prepaid and Other	(360)	116
Increase (Decrease) in:		
Accounts Payable	659	(617)
Accrued Expenses	176	(16)
Discontinued Operations	464	351
Net Cash Provided by (Used in) Operating Activities	1,085	(1,439)
<b>Cash Flows From Investing Activities:</b>		
Purchase of Equipment and Leasehold Improvements	(321)	(208)
Discontinued Operations	(44)	(2)
Net Cash Used in Investment Activities	(365)	(210)
<b>Cash Flows From Financing Activities:</b>		
Net Borrowings on Revolving Credit Agreements	302	1,933
Proceeds from Issuance of Common Stock	73	2
Principal Payments on Long-Term Borrowings	(131)	(217)
Discontinued Operations	(263)	(167)
Net Cash Provided by(Used in) Financing Activities	(19)	1,551
<b>Effect of Foreign Currency Exchange Rate Changes on Cash</b>		
Increase (Decrease) in Cash and Cash Equivalents	701	(98)
Cash and Cash Equivalents at Beginning of Period	837	920
Cash and Cash Equivalents at End of Period	\$ 1,538	\$ 822
<b>Non-Cash Transaction:</b>		
Issuance of Common Stock to Pay Preferred Stock Dividends	\$ 108	\$ 108

**AULT INCORPORATED AND SUBSIDIARIES**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**THIRD QUARTER ENDED FEBRUARY 27, 2005**

I. Summary of Consolidation Principles

The accompanying consolidated financial statements include the accounts of Ault Incorporated, and its wholly owned subsidiaries, Ault Electronics Shanghai Ltd., Ault International Trade Shanghai Co., Ltd., Ault Xianghe Co. Ltd, and Ault Korea Corporation. All intercompany transactions have been eliminated. The foreign currency translation adjustment 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 balance sheet of the Company as of February 27, 2005, and the related statements of operations and cash flows for the three and nine months ended February 27, 2005 and February 29, 2004 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 February 27, 2005 and February 29, 2004, 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 May 30, 2004 Form 10-K/A.

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

*Management plans* The financial statements have been prepared on a going-concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company sustained net losses applicable to common stockholders of \$5,545,646 in fiscal year 2004 and \$7,692,073 in fiscal year 2003 and at May 30, 2004 had an accumulated deficit of \$8,321,044. The Company utilized \$949,680 of cash for operating activities in fiscal year 2004. In the first nine months of fiscal 2005, the Company has recorded a net loss applicable to common stockholders of \$1,300,000. The Company has provided \$1,085,000 of cash from operating activities in the first nine months of fiscal year 2005. Future operations may require the Company to borrow additional funds. The Company has a financing agreement, which includes a \$7,000,000 line-of-credit agreement through December 4, 2006. There was an outstanding balance on this line-of-credit at February 27, 2005 of \$2,268,000. Availability under the facility is based on the Company's accounts receivables. At February 27, 2005 the availability was \$616,000. The Company is close to breaking the net income covenant on the line-of-credit. The Company will need to post a profit of \$183,000 in the fourth quarter to remain in compliance with this covenant. If the Company were unable to meet this profit then it would need to obtain a waiver or amendment from the lender on its credit facility on reasonable terms. The credit facility could be accelerated and the entire balance could be due. The default interest rate would rise to prime plus 5%. If the balance were accelerated and the interest rate rose to the default rate, the Company would be required to secure an alternative credit facility or capital. There can be no assurance that a replacement for the revolving credit facility could be obtained at all, or on terms favorable to the Company. A failure to obtain a replacement facility may have a material adverse effect on the Company.

Based on available funds, current plans and business conditions management believes that the Company's available cash, amounts available on its line-of-credit agreement, and amounts generated from operations, will be sufficient to meet the Company's cash requirements for the next 12 months and the foreseeable future. Supporting this belief are several assumptions including that there will be no material adverse developments in the business or the general market. There can be, however, no assurances regarding these assumptions. If management's plans are not

achieved, there may be further negative effects on the results of operations and cash flows, which could have a material adverse effect on the Company.

*Restatement* The consolidated financial statements as of and for the fiscal quarter ended February 27, 2005 were restated as a result of the Company's identification, in connection with the preparation of the Company's financial statements for the fiscal year ended May 29, 2005, of accounting errors at the Company's China subsidiary related to inventory build-up and relief and inadequate reconciliation of intercompany accounts. The accounting errors resulted in a misstatement in inventories, current assets, total assets, accumulated deficit, total shareholders' equity, cost of goods sold, gross profit, general and administrative expense, total operating expenses, operating loss, loss before taxes, net loss, net loss applicable to common stockholders, and net loss per share. There were also related adjustments to the Company's consolidated statement of cash flows and consolidated statement of stockholders' equity.

#### Effects on Consolidated Balance Sheet as of February 27, 2005

(Dollars in thousands)

	As previously Reported	(1) As restated
Inventories	\$ 9,384	\$ 8,252
Total current assets	21,213	20,195
Total assets	31,624	30,606
Accumulated deficit	(8,603)	(9,621)
Total stockholders' equity	11,962	10,944

#### Effects on Consolidated Statement of Operations for the nine months-ended February 27, 2005

(Dollars in thousands, except per share amounts)

	As previously reported	(1) As restated
Sales	\$ 36,327	\$ 36,441
Cost of goods sold	26,497	26,951
Gross profit	9,830	9,490
General and administrative	4,083	4,168
Total operating expenses	10,023	10,108
Operating loss	(193)	(618)
Loss before income taxes	(756)	(1,181)
Net loss	(767)	(1,192)
Net loss applicable to common stockholders	(875)	(1,300)
Net loss per share basic	(0.18)	(0.27)
Net loss per share diluted	(0.18)	(0.27)

(1) The restated amounts do not reflect the adjustment for discontinued operations as discussed below.

*Discontinued operations* - On May 20, 2005, the Company completed the sale of its wholly owned subsidiary, Ault Korea Corporation ( Ault Korea ), to JEC Korea Co., Ltd ( JEC ) for \$3.7 million. The agreement includes the receipt of \$1,472,000 in cash and a secured note in the amount of \$2,250,000. The transaction resulted in a loss of

approximately \$2,442,000 and the reclassification of the Korean subsidiary activity as discontinued operations for all periods presented.

The sale includes all assets and liabilities of Ault Korea Corporation and the use of the Ault Korea name in Korea for a period of three years. Ault Korea includes the property in Seoul, South Korea and approximately 110 employees. As part of the terms of the agreement, JEC has the rights to sell power conversion products in Korea while Ault will have rights to sell the same power conversion products throughout the rest of the world. Prior to this transaction, JEC was a supplier of Ault, but otherwise no material relationship existed between Ault and JEC, or their respective affiliates, directors or officers, or any associates of their directors and officers.

The secured note receivable is scheduled to be paid in four equal installments of \$562,500 in December 2005, June 2006, December 2006 and the final installment in June 2007.

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Revenues and results of operations for the Korean subsidiary for the nine-month period presented include the following:

(in thousands)	Quarter Ended February 27, 2005	Quarter Ended February 29, 2004
Net Sales	\$ 8,940	\$ 6,881
Income (Loss) from Discontinued Operations	(146)	62

The balance sheet information of discontinued operations includes the following:

(in thousands)	February 27, 2005
<b>Current Assets related to Discontinued Operations:</b>	
Cash	\$ 947
Accounts Receivable	2,472
Inventories	4,037
Prepaid and Other Expenses	613
Total Current Assets	\$ 8,069
<b>Non-Current Assets Related to Discontinued Operations:</b>	
Property, Plant and Equipment, net	\$ 4,329
Other Assets	
Total Non-Current Assets	\$ 4,329
<b>Current Liabilities Related to Discontinued Operations:</b>	
Notes Payable to Bank	\$ 2,769
Accounts Payable	2,764
Accrued Compensation	500
Total Current Liabilities	\$ 6,033
<b>Non-Current Liabilities Related to Discontinued Operations:</b>	
Other Long-Term Liabilities	\$ 355

### 2. Stock Compensation

The Company's 1986 and 1996 stock option plan has reserved 600,000 and 1,500,000 common shares, respectively, for issuance under qualified and nonqualified stock options for its key employees and directors. Option prices are the market value of the stock at the time the option was granted. Options become exercisable as determined at the date of grant by a committee of the Board of Directors. Options expire ten years after the date of grant unless an earlier expiration date is set at the time of grant.

The Company has adopted the disclosure-only provisions of SFAS No. 123, *Accounting for Stock-Based Compensation*. Accordingly, no compensation cost has been recognized for the stock option plan, as all options were issued with exercised prices at or above fair value. Had compensation cost for the Company's stock option plans been determined based on the fair value at the grant date for awards in 2004 and 2003 consistent with the fair value method, the Company's net loss applicable to common shareholders and net loss per share would have changed to the pro forma amounts indicated below:





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Amounts in thousands, except per share amounts	Three Months Ended		Nine Months Ended	
	Feb. 27, 2005	Feb. 29, 2004	Feb. 27, 2005	Feb. 29, 2004
Net loss, as reported	\$ (577)	\$ (3,234)	\$ (1,300)	\$ (5,142)
Net loss, pro forma	(630)	(3,288)	(1,465)	(5,360)
Net loss, per share, basic, as reported	(0.12)	(0.69)	(0.27)	(1.10)
Net loss, per share, diluted, as reported	(0.12)	(0.69)	(0.27)	(1.10)
Net loss, per share, basic, pro forma	(0.13)	(0.70)	(0.31)	(1.15)
Net loss, per share, diluted, pro forma	(0.13)	(0.70)	(0.31)	(1.15)

3. Inventories

The components of inventory (in thousands) at February 27, 2005 and May 30, 2004 are as follows:

	February 27, 2005	May 30, 2004
Raw Materials	\$ 2,382	\$ 2,870
Work-in-Process	72	116
Finished Goods	1,761	1,912
	\$ 4,215	\$ 4,898

4. Warranty

The Company offers its customers up to a three-year warranty on products. Warranty expense is determined by calculating the historical relationship between sales and warranty costs and applying the calculation to the current period's sales. Based on warranty repair costs and the rate of return, the Company periodically reviews and adjusts its warranty accrual. Actual repair costs are offset against the reserve. The following table shows the fiscal 2005 and fiscal 2004 year-to-date activity for the Company's warranty accrual (in thousands):

	FY 2005	FY 2004
Beginning Balance	\$ 125	\$ 134
Charges and Costs Accrued	52	28
Less Repair Costs Incurred	52	6
Ending Balance	\$ 125	\$ 156

5. Plant Closing

On July 17, 2003, the Company announced the consolidation of its manufacturing operations. The consolidation includes the closing of its Minneapolis production operations, eliminating approximately 40 jobs in assembly, equipment maintenance, procurement and administrative support and the integration of production into Ault's other manufacturing plants. Ault's engineering, documentation, safety certification/reliability, sales, marketing and administrative services remain at the Minneapolis headquarters facility. The consolidation was

complete in February 2004 with the last payment for related liabilities made in August 2004.

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A summary of the restructuring activity during the nine-month period ending February 27, 2004 is as follows:

	Balance at May 30, 2004	Current Period Plant Closing Charges	Cash Payments	Restructuring Liabilities at February 27, 2005
Employee termination costs	\$ 15,000	\$ 0	\$ 15,000	\$ 0

### 6. Debt

The Company has a financing agreement, which includes a \$7,000,000 revolving line-of-credit agreement through December 4, 2006. Interest on advances is at the prime rate plus 2% (prime plus 5% default rate) for fiscal year 2005. The rate at February 27, 2005 was 7.50% and on February 29, 2004 was 6.00%. All advances are due on demand and are secured by all assets of the Company. The Company's financing agreement contains financial covenants, which require the Company, among other things, to maintain a minimum capital base, and also impose certain limitations on additional capital expenditures and the payment of dividends. At the end of fiscal 2004, the Company's net worth and income before taxes did not meet the minimum of the credit agreement. The Company received a waiver and amendment for these covenants. During the second quarter of fiscal 2005, the Company violated the financing agreement covenants and subsequent to quarter-end received a waiver and an amended agreement with less restrictive covenants. The Company is close to breaking the net income covenant on the line-of-credit. The Company will need to post a profit of \$183,000 in the fourth quarter to remain in compliance with this covenant. The availability of the line is based on the outstanding receivables of the Company; the amount available at February 27, 2005 was \$616,000. There were advances outstanding on the revolving line of credit of \$2,268,000 and \$1,965,000 at February 27, 2005 and May 30, 2004.

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

	February 27, 2005	May 30, 2004
8.05% term loan, due in monthly installments of \$28,756, including interest to February 2015, collateralized by the Company's headquarters building in Minneapolis	\$ 2,352	\$ 2,465
5.3% uncollateralized term loan, due in January 2006	290	290
Other		18
Total	\$ 2,642	\$ 2,773
Less current maturities	451	460
	\$ 2,191	\$ 2,313

### 7. Stockholders' Equity

	Nine Months Ended February 27, 2005 (\$000)
Total Stockholders' Equity May 30, 2004	\$ 11,937
Net Loss	\$ (1,192)
Net change in Foreign currency translation adjustment	126
Comprehensive Income (Loss)	(1,066)
Issuance of 48,875 shares of common stock in accordance with stock purchase plan	73

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Preferred Stock Dividends Declared	(108)
Preferred Stock Dividends Paid with Common Stock	108
Total Stockholders Equity	\$ 10,944

8. 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.

	Three Months Ended		Nine Months Ended	
	February 27, 2005	February 29, 2004	February 27, 2005	February 29, 2004
Loss Applicable to Common Shareholders (in thousands)	\$ (577)	\$ (3,234)	\$ (1,300)	\$ (5,142)
Basic Weighted Average Shares Outstanding	4,785,197	4,687,597	4,768,757	4,672,769
Diluted Weighted Average Shares Outstanding	4,785,197	4,687,597	4,768,757	4,672,769
Basic Loss per Share	\$ (0.12)	\$ (0.69)	\$ (0.27)	\$ (1.10)
Diluted Loss per Share	\$ (0.12)	\$ (0.69)	\$ (0.27)	\$ (1.10)

9. Subsequent Events

On April 8, 2005, the Company has signed a definitive agreement to sell the Company's headquarter building and land. The agreement will be an all cash deal that is anticipated to close in the middle of May. The Company expects to sell the building at approximately book value. In addition, there is a mortgage on the building of approximately \$2,352,000 that will be retired at closing. The following are assets to be held and used.

	Asset Cost	Accum. Depreciation	Book Value
Building	3,297,973.93	568,906.51	2,729,067.42
Land	728,827.13		728,827.13
Personal Property	454,630.91	326,983.04	127,647.87
			3,585,542.42

10. Accounting Pronouncements

In December 2004, the Financial Accounting Standards Board issued a revision to Statement of Financial Accounting Standards 123 (SFAS 123(R)), *Share-Based Payment*. The revision requires all entities to recognize compensation expense in an amount equal to the fair value of share-based payments granted to employees. The statement eliminates the alternative method of accounting for employee share-based payments previously available under Accounting Principles Board Opinion No. 25. The Statement is effective for the Company beginning in the first quarter of fiscal 2007. The Company has not completed the process of evaluating the impact that will result from adopting SFAS 123(R).



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

This amended Quarterly Report on Form 10-Q/A for the fiscal quarter ended February 27, 2005, amends and restates financial statements and related financial information for the fiscal quarter ended February 27, 2005. The determination to restate these financial statements and other financial information was made as a result of the Company's identification, in connection with the preparation of the Company's financial statements for the fiscal year ended May 29, 2005, of accounting errors at the Company's China subsidiary related to inventory build-up and relief and inadequate reconciliation of intercompany accounts. Further information on the restatement can be found in Note 1 to the accompanying consolidated financial statements, Note 1 to the consolidated financial statements filed on the Company's May 30, 2004 annual report on Form 10-K/A, and Note 16 to the consolidated financial statements filed on the Company's May 29, 2005 annual report on Form 10-K.

**BUSINESS OVERVIEW**



Ault's power conversion products are used to adapt alternating current (AC) to provide a source of power at various levels up to more than one kilowatt of continuous power for a wide variety of electronic equipment. A significant amount of the Company's products are located outside the equipment they power as a wall plug-in or as in-line components. Both of these styles are generally referred to as external power conversion products. A smaller percentage of the Company's products are located inside the equipment they power and are generally known as internal power conversion devices. Each product configuration, external and internal, offers distinct advantages to the OEM buyer. Internal power products are more generally accepted among design engineers across all segments of the electronic original equipment market (EOEM). Internal power has traditionally been the norm in product design and, in terms of range, it provides greater latitude especially in applications beyond 100 watts. External power still ranks as a high growth area in the power supply industry due to the increasing emphasis on smaller and portable products that perform increasingly sophisticated functions. Ault's business strategy is to offer OEMs in these markets an expanding line of high-quality power conversion products, diverse design engineering expertise and customized customer services.

**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 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/A.

*Revenue Recognition* The Company's policy is to recognize revenue for product sales when title transfers and risk of loss has passed to the customer, which is generally upon acceptance of the product by the overseas freight carrier. Judgments are required in evaluating the credit worthiness of our customers. Credit is not extended to customers and revenue is not recognized until the Company has determined that the risk of uncollectibility is minimal.

*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.

*Product Warranties* The Company's products are sold with warranty provisions that require it to remedy deficiencies in quality or performance over a specified period of time, 36 months, at no cost to the Company's customers. The Company's policy is to establish warranty reserves at levels that represent its estimate of the costs that will be incurred to fulfill those warranty requirements at the time that revenue is recognized. The Company believes that its recorded liabilities are adequate to cover its future cost of materials, and overhead for the servicing of its products sold through that date. If there is an actual product failure, or material or service delivery costs differ from the Company's estimates, its warranty liability would need to be revised accordingly.

*Income 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 its net deferred tax asset will not be fully realized in the foreseeable future. Thus a full 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.

## MANAGEMENT PLANS

On April 8, 2005, the Company has signed a definitive agreement to sell the Company's headquarter building and land. The agreement will be an all cash deal that is anticipated to close in the middle of May. The Company expects to sell the building at approximately book value. In addition, there is a mortgage on the building of approximately \$2,352,000 that will be retired at closing.

In July 2003, Ault announced the decision to consolidate manufacturing operations. Ault was one of the last power supply companies to maintain manufacturing in the United States. The decision to consolidate was driven by a goal to return to profitability as well as the desire to continue a high level of service to global OEM customers. The Company will continue to move away from low margin markets and into high margin markets. This may result in some of the current products being transferred to subcontractors, as the Company reviews the options relating to its subsidiaries. The Company will continue to work on efficiency gains at the manufacturing sites.

Last fiscal year was spent on the execution of the consolidation plan. The first phase of the consolidation went smoothly which included the closing of our US-based production in Minneapolis. This phase was completed in February 2004. The Company is benefiting in the following ways:

*World Class Manufacturing* Ault Xianghe (China) is developing into a world-class facility. China's annual volume output has more than tripled due to the transition of many product families from North America over the past year and the transfer of the Power General internal power supplies resulting from the acquisition in fiscal 2003. Ault has worked diligently to build a strong infrastructure by enhancing global IT capabilities for purchasing, design engineering and manufacturing. Ault Xianghe has also achieved ISO certification and had several successful audit visits from top OEM (original equipment manufacturer) customers.

*Reduced Lead Times* Ault customers across all segments of the electronics industry appear to have one common need orders with JIT (just-in-time) delivery dates. This trend prompted the Company to look for ways in all product categories to reduce lead times on top-selling power supplies. In October, the Company announced a five-week lead-time on its most popular standard products in the switch-mode power supply category. Most competitors are still averaging 8 weeks. The Company believes meeting customers' needs for quick-turn orders will earn Ault more business from current accounts as well as providing a competitive edge in earning new business.

*Improved Margins* - Gross margin has increased several percent over the prior period. Current year margin increased because of the cost reductions resulting from the transition of US manufacturing as well as increased sales volume from North America and Korea.

The Company has subcontract manufacturing arrangements with two business partners in Thailand and two in China. The Company does not have long-term commitments with its subcontractors and the subcontractors build product for the Company pursuant to individual purchase orders. Either party may terminate the arrangements at any time. The product that is manufactured by the subcontractors is not specific to that subcontractor. The product could be produced by one of the other subcontractors or a company owned facility. Currently the subcontractors account for less than 14% of the current year revenue.

*Sales Review*

Ault has traditionally been a major power supplier to the OEMs in the telecommunications market. Although this market hit bottom in calendar 2002, it is now recovering with several niches performing well. One of these niches is the Power over Ethernet market. Dubbed PoE, Power over Ethernet is designed to supply power to any device on a local area network.

This technology has a broad range of applications including IP phones, security cameras, RFID tag readers, PDAs, access control systems and smart signs.

Ault has developed two single port, midspan power products to meet the needs of PoE users. The Company has launched three major initiatives relating to PoE: 1) cost-reduce and re-design its midspan offering in anticipation of the continued growth of Power over Ethernet technology; 2) introduce an 8-port midspan hub for low volume access point installations or to expand existing Ethernet services cost-effectively; and 3) introduce a PoE solution for outdoor applications.

Ault has also transitioned the China sales team. There were two significant shifts in strategy: 1) Hire more seasoned salespeople that have contacts and experience in the local electronics market; and 2) focus efforts on Ault's traditional segments of the communications and medical equipment markets. Ault is pursuing and closing business for applications in the data communications/telecommunications market that include high-end set-top boxes, routers and video phones. The future plan includes expanding business with current OEM customers as well as targeting other leaders in the growing communications and medical equipment market segments throughout China. The intent is to leverage Ault's global reputation, long history of power supply design success and local presence to win additional business.

The financial statements have been prepared on a going-concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company sustained net losses applicable to common stockholders of \$5,545,646 in fiscal year 2004 and \$7,692,073 in fiscal year 2003 and at May 30, 2004 had an accumulated deficit of \$8,321,044. The Company utilized \$949,680 of cash for operating activities in fiscal year 2004. In the first nine months of fiscal 2005, the Company has recorded a net loss applicable to common stockholders of \$1,300,000. The Company has provided \$1,085,000 of cash from operating activities in the first nine months of fiscal year 2005. Future operations may require the Company to borrow additional funds. The Company has a financing agreement, which includes a \$7,000,000 line-of-credit agreement through December 4, 2006. There was an outstanding balance on this line-of-credit at February 27, 2005 of \$2,268,000. Availability under the facility is based on the Company's accounts receivables. At February 27, 2005 the availability was \$616,000. The Company is close to breaking the net income covenant on the line-of-credit. The Company will need to post a profit of \$183,000 in the fourth quarter to remain in compliance with this covenant. If the Company were unable to meet this profit then it would need to obtain a waiver or amendment from the lender on its credit facility on reasonable terms. The credit facility could be accelerated and the entire balance could be due. The default interest rate could rise to prime plus 5%. If the balance were accelerated and the interest rate rose to the default rate, the Company would be required to secure an alternative credit facility or capital. There can be no assurance that a replacement for the revolving credit facility could be obtained at all, or on terms favorable to the Company. A failure to obtain a replacement facility would have a material adverse effect on the Company.

Based on available funds, current plans and business conditions management believes that the Company's available cash, amounts available on its line-of-credit agreement, and amounts generated from operations, will be sufficient to meet the Company's cash requirements for the next 12 months and the foreseeable future. Supporting this belief are several assumptions including that there will be no material adverse developments in the business or the general market. There can be, however, no assurances regarding these assumptions. If management's plans are not achieved, there may be further negative effects on the results of operations and cash flows, which could have a material adverse effect on the Company.

## **RESULTS OF OPERATIONS**

**Three Months Ended February 27, 2005**



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(\$000)	Fiscal		Fiscal		Favorable / (Unfavorable)	
	2005	2004	2005	2004	Amount	Percent
Net Sales	\$ 8,941	\$ 8,601	\$	\$	340	4%
Operating Loss	(257)	(3,131)			2,874	92%

Net sales were \$8,941,000 for the third quarter of fiscal 2005 up 4% from \$8,601,000 for the third quarter of fiscal 2004. The increase is due to higher sales in the China market by \$269,000. This increase is from the Company's strategy to target data communications customers in China. At this time, the sales are to a limited number of customers, so there is a high risk of variability from quarter to quarter. The Company is attempting to reduce that risk by increasing the customer base in China, but may not be able to avoid the variability in the sales from China in the next several quarters. Sales to North America and Europe increased by \$71,000. This increase is due to normal variations in the order and shipment cycle of our customers. The Company is expecting sales to remain relatively constant to North America and Europe through the end of fiscal 2005.

Gross margin for the third quarter of fiscal 2005 was 30.8 percent as a percent of sales, compared with 17.9 percent for the same period last year. This quarter the inventory reserve was increased which decreased expected margins by 0.2%. This increase was due to an increase in material that was determined to be obsolete. It is possible that an additional amount will need to be recorded in the fourth quarter as the annual review is performed on the inventory. This possible increase is due to the breadth of our product line and the ordering cycle of our customers. The margins were also down 0.2% from expected, due to normal variations in volume and mix. These differences will continue in the future. Last year margins were affected by an inventory writedown of \$545,000 from the closing of the Minneapolis manufacturing. This decreased margins by 5.8%. Also last year the total savings from the manufacturing move were not totally in place. Inventory was still being bought through the US as the local Chinese sources were identified. The sourcing was completed by the middle of the fourth quarter of fiscal 2004.

Operating expenses decreased in the third quarter of fiscal 2005 to \$3,015,000 from \$4,672,000 in the third quarter of fiscal 2004. The decrease in expenses in the third quarter of fiscal 2005 consists primarily of the following: Closing the Minneapolis manufacturing facility in fiscal 2004 decreased costs by \$1,743,000 relating to asset impairment, and the reduction of material and professional services for engineering necessary during the closing of Minneapolis decreased costs by \$102,000. The fiscal 2005 closing of the European sales office decreased costs by \$20,000. These cost reductions were offset by increased spending in the third quarter of fiscal 2005 of \$40,000 for a sales meeting, \$30,000 bank fees for the waiver in December on the credit agreement, \$58,000 severance accrual for employees laid off during the quarter, and \$115,000 for consulting services relating to compliance of Sarbanes-Oxley.

Nonoperating expense is \$104,000 for the third quarter of fiscal 2005 compared to \$79,000 for the same period in fiscal 2004. Other income is \$30,000 for the third quarter of fiscal 2005 compared to \$27,000 for the same period in fiscal 2004. The Company incurred interest expenses of \$134,000 in the third quarter of fiscal 2005 and \$106,000 in the same period of fiscal 2004, paid on bank credit facilities and long-term borrowings.

**Nine Months Ended February 27, 2005**

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(\$000)	Fiscal		Favorable / (Unfavorable)	
	2005	2004	Amount	Percent
Net Sales	\$ 27,500	\$ 25,800	\$ 1,700	7%
Operating Loss	(732)	(4,784)	4,052	85%

Net sales were \$27,500,000 for the first nine months of fiscal 2005 up 7% from \$25,800,000 for the first nine months of fiscal 2004. The increase is due to higher sales in the China market by \$190,000. This increase is from the Company's strategy to target data communications customers in China. At this time the sales are to a limited number of customers, so there is a high risk of variability from quarter to quarter. The Company is attempting to reduce that risk by increasing the customer base in China, but may not be able to avoid the variability in the sales from China in the next several quarters. Sales to North America and Europe increased by \$1,510,000. This increase is due to a large amount of late orders that were produced and shipped in the first quarter of fiscal 2005. The Company is expecting sales to remain relatively constant to North America and Europe through the end of fiscal 2005.

Gross margin for the first nine months of fiscal 2005 was 28.8 percent as a percent of sales, compared with 22.1 percent for the same period last year. The inventory reserve was increased during this year that decreased expected margins by 0.7%. This increase was due to an increase in material that was determined to be obsolete. It is possible that an additional amount will need to be recorded in the fourth quarter as the annual review is performed on the inventory. This possible increase is due to the breadth of our product line and the ordering cycle of our customers. During the second quarter of fiscal 2005 there was a high number of rework orders that caused margins to decrease by 0.2%. The unusual rework was completed in the second quarter but should additional quality issues arise, it could have an adverse effect on future margins. The margins were also down 0.2% from expected, due to normal variations in volume and mix. These differences will continue in the future. Last year margins were affected by an inventory writedown of \$545,000 from the closing of the Minneapolis manufacturing. This decreased margins by 2.1%. The close down of Minneapolis manufacturing happened at the end of the second quarter in fiscal year 2004. The total additional cost from the manufacturing process was \$636,000 that decreased margins last year by 2.5%. Also last year the total savings from the manufacturing move were not totally in place. Inventory was still being bought through the US as the local Chinese sources were identified. The sourcing was completed by the middle of the fourth quarter of fiscal 2004.

Operating expenses decreased in the first nine months of fiscal 2005 to \$8,646,000 from \$10,491,000 in the first nine months of fiscal 2004. The decrease in expenses in fiscal 2005 consists primarily of the following: Closing the Minneapolis manufacturing facility in fiscal 2004 decreased costs consisting of: \$1,743,000 for asset impairment, 301,000 for severance payments, \$20,000 for freight, and the reduction of material and professional services for engineering of \$102,000. The fiscal 2005 closing of the European sales office decreased costs by \$20,000. These cost reductions were offset by increased spending in fiscal 2005 of \$40,000 for a sales meeting, \$30,000 bank fees for the waiver in December on the credit agreement, \$58,000 severance accrual for employees laid off during the third quarter, \$135,000 for consulting services relating to compliance of Sarbanes-Oxley, \$45,000 for additional sales people in China, \$58,000 for additional travel in the US and Europe, \$40,000 for additional freight expense paid by Ault on late orders, and \$75,000 for additional bad debt expense. The company expects the operating expenses to remain constant for the upcoming quarter.

**Order Backlog:** The Company's order backlog at February 27, 2005 totaled \$7,922,000 compared to \$10,027,000 at May 30, 2004. The order backlog represents sales for approximately eleven weeks.

**Non-Operating Income and Expenses:** Nonoperating expense is \$309,000 for the first nine months of fiscal 2005 compared to \$312,000 for the same period in fiscal 2004. Other income is \$14,000 for the first nine months of fiscal 2005 compared to \$5,000 for the same period in fiscal 2004. The Company incurred interest expenses of \$323,000 in the first nine months of fiscal 2005 and \$317,000 in the same period of fiscal 2004, paid on bank credit facilities and long-term borrowings.

**Income Tax:** The Company had a pre-tax loss of \$1,041,000 for the nine-month period in fiscal 2005 on which it accrued \$5,000 consolidated income tax expense relating to amounts due for state taxes. For the nine-month period in fiscal 2004 the Company had a pre-tax loss of \$5,096,000 on which no income tax benefit was accrued. The effective tax rate is 0% for the first three quarters of 2005, and 2004. In the first three quarters of fiscal 2005 and 2004 the Company did not take a benefit from the losses generated. A full valuation allowance against deferred tax assets has been recorded because it is likely the Company will be unable to use such losses in the foreseeable future.

**Net Loss:** The Company reported a basic and diluted per share loss of \$0.27 for the first nine months of fiscal 2005, based on 4,769,000 outstanding weighted average shares, compared to basic and diluted per share loss of \$1.10 for the same period of fiscal 2004, based on 4,673,000 outstanding weighted average shares.

**LIQUIDITY AND CAPITAL RESOURCES**

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The following table describes the Company's liquidity and financial position on February 27, 2005, and on May 30, 2004:

	<b>February 27, 2005 (\$000)</b>		<b>May 30, 2004 (\$000)</b>
Working capital	\$ 5,153	\$	5,677
Cash and cash equivalents	1,538		837
Unutilized bank credit facilities	616		1,489

### **Current Working Capital Position**

As of February 27, 2005, the Company had current assets of \$20,195,000 and current liabilities of \$15,042,000, which amounted to working capital of \$5,153,000 and a current ratio of 1.3. This represents a decrease of \$524,000 from its working capital as of May 30, 2004. 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 February 27, 2005.

**Cash and Investments:** As of February 27, 2005, the Company had cash totaling \$1,538,000, compared to \$837,000 as of May 30, 2004. This increase in cash was principally due to the need for additional cash at each of the operating facilities funded by an increase in borrowing offset by accelerated receivable collections. As of February 27, 2005, the Company has \$582,000 of cash in banks outside the United States.

**Credit Facilities:** The Company has an asset-based credit facility of \$7 million, secured by all company assets through December 4, 2006. There were advances outstanding on the revolving line of credit of \$2,268,000 at February 27, 2005. The financing agreement contains financial covenants, which require the Company; to maintain a minimum capital base, minimum earnings before taxes, impose certain limitations on additional capital expenditures, minimum availability on the credit line, maximum amount of current year exit costs, salary limitations and limitations on the payment of dividends. At the end of fiscal 2004, the Company's net worth and income before taxes did not meet the minimum of the credit agreement. The Company received a waiver and amendment for this covenant. At the end of November 2004, the Company's income before taxes did not meet the minimum of the credit agreement. In January 2005, the Company received a waiver and amendment for this covenant. At February 27, 2005, the Company is close to breaking the net income covenant on the line-of-credit. The Company will need to post a profit of \$183,000 in the fourth quarter to remain in compliance with this covenant. If the Company were unable to meet this profit then it would need to obtain a waiver or amendment from the lender on its credit facility on reasonable terms. The credit facility could be accelerated and the entire balance of \$2,268,000 could be due. The default interest rate could rise to prime plus 5%. If the balance were accelerated and the interest rate rose to the default rate, the Company would be required to secure an alternative credit facility or capital. There can be no assurance that a replacement for the revolving credit facility could be obtained at all, or on terms favorable to the Company. A failure to obtain a replacement facility would have a material adverse effect on the Company.

#### **CASH FLOWS FOR FISCAL 2005**

**Operations:** Operations provided \$1,085,000 of cash during the first nine months of fiscal 2005 due principally to higher collections and a slow down of accounts payable. The accounts receivable increased cash by \$862,000 from May 30, 2004. The Company is expecting to see an increase in accounts receivables during the fourth quarter of 2005. This is expected due to the timing of the sales and the forecast of expected payments. The other cause for providing cash during the first nine months of fiscal 2005 is the slow down of payments to the vendors. This has provided an additional \$659,000. This amount is expected to decrease in the coming months as it is becoming more difficult to extend payment terms in our supplier base.



**Investing Activities:** Investing activities used net cash of \$365,000 relating to the purchase of tooling in the Asian facilities.

**Financing Activities:** Financing activities used net cash of \$19,000, comprised of \$131,000 payment on debt, \$302,000 of additional borrowing on the Company's domestic line-of-credit, \$263,000 payments on the line of credit at the discontinued operations, and \$73,000 of proceeds from the issuance of common stock for the stock purchase plan.

**Summary:** Based on available funds, current plans and business conditions management believes that the Company's available cash, amounts available on its line-of-credit agreement, and amounts generated from operations, will be sufficient to meet the Company's cash requirements for the next 12 months and the foreseeable future. Supporting this belief are several assumptions including that there will be no material adverse developments in the business or the general market. There can be, however, no assurances regarding these assumptions. If management's plans are not achieved, there may be further negative effects on the results of operations and cash flows, which could have a material adverse effect on the Company.

**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**

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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:

	Nine Months Ended	
	February 27, 2005 (\$000)	February 29, 2004 (\$000)
US	\$ 21,109	\$ 18,344
China	3,022	2,820
UK	1,332	2,993
Canada	738	730
Other Foreign	1,299	913
Total	\$ 27,500	\$ 25,800

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 \$126,000 for the nine months ended February 27, 2005. The Company recorded \$109,000 of exchange losses in the same period. Both of these amounts are due primarily to the change of the Korean Won to the US Dollar. The Company anticipates that it will continue to have exchange gains or losses in the future.

### **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.

### **Accounting Pronouncements**

In December 2004, the Financial Accounting Standards Board issued a revision to Statement of Financial Accounting Standards 123 (SFAS 123(R)), *Share-Based Payment*. The revision requires all entities to recognize compensation expense in an amount equal to the fair value of share-based payments granted to employees. The statement eliminates the alternative method of accounting for employee share-based payments previously available under Accounting Principles Board Opinion No. 25. The Statement is effective for the Company beginning in the first quarter of fiscal 2007. The Company has not completed the process of evaluating the impact that will result from adopting SFAS 123(R).

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 recorded \$109,000 of exchange losses in the first nine months of fiscal 2005 and a net asset increase of \$126,000. Both of these amounts are due primarily to the change of the Korean Won to the US Dollar. The Company anticipates that it will continue to have exchange gains or losses in the future.

The Company is exposed to certain market risks on the line of credit agreement because of the variable interest rate charged. Market risk is the potential loss arising from the adverse changes in market rates and prices, such as interest rates. Market risk is estimated as the potential increase in fair value resulting from a hypothetical one percent increase in interest rates, which assuming an average outstanding debt balance of \$5.0 million would result in an annual interest expense increase of approximately \$50,000.

ITEM 4 CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures.

Management, with the participation of the principal executive officer and principal financial officer, has evaluated the effectiveness of the design and operation of the disclosure controls and procedures (as defined in rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this quarterly report. Subject to the matters discussed below, management has concluded that the Company's disclosure controls and procedures are not effective to ensure that information required to be disclosed in the reports that the Company files under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that the disclosure controls are also not effective to ensure that information required to be disclosed in the Company's Exchange Act reports is accumulated and communicated to management, including the chief executive officer and chief financial officer to allow timely decisions regarding required disclosure.

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. As of May 29, 2005, the Company did not maintain effective controls relating to transactions at its China subsidiary related to inventory build-up and relief and reconciliation of intercompany accounts.

In connection with its audit of the Company's consolidated financial statements for the year ended May 30, 2004, Grant Thornton LLP (Grant Thornton), the Company's independent accountants, advised the Audit Committee and management of internal control matters with respect to certain inventory transactions that they considered to be a material weakness as that term is defined under standards established by the Public Company Accounting Oversight Board (PCAOB). The Company considered these matters in connection with the year-end closing process and the preparation of the May 30, 2004 consolidated financial statements included in its Form 10-K. In response to the observations made by Grant Thornton, the Company will implement certain enhancements to its internal controls and procedures, which it believes address the matters raised by Grant Thornton.

*China Subsidiary*

The Company did not maintain effective controls over the preparation of and independent review of accounts at the China subsidiary. The Company has concluded that these control deficiencies constitute material weaknesses.

*Remediation of Material Weaknesses Related to China Subsidiary*

Management has taken, or is in the process of taking the following steps with respect to the control deficiencies at its China subsidiary:

The transfer of a seasoned accountant with experience in Asian operations who will be headquartered in Minneapolis, and will be the primary liaison with our China accounting staff and operations.

Commencement of a training program to upgrade the skill sets of our China accounting staff.

The hiring of an experienced China-based controller to coordinate all financial reporting, monthly physical inventory counts and verification and also be a part of the weekly conference calls with all of our operations to improve communications.

Management believes that implementation of these actions will remediate the material weaknesses described above.

#### *Warehouse Control Deficiencies*

In a cost-cutting effort in the third quarter of fiscal 2004, the Company closed down a manufacturing facility in Minneapolis and terminated a third party warehouse facility in Ireland. As part of the shutdown of the manufacturing in December 2003, certain personnel were terminated prior to the disposition of inventory at the location. The Company's haste in cost elimination resulted in having insufficient staffing to control the disposition of the inventory. This was found to be a weakness of \$25,569 in the counting of inventory that was discovered during the course of the audit by the Company's external auditors. This should have been recorded in the third quarter.

In addition to the manufacturing shut-down, the Company also closed a third party warehouse facility to cut costs in January 2004. This too resulted in the terminations of personnel whose responsibilities included monitoring third party warehousing of customer stock inventory. Approximately \$57,581 of inventory was not adequately tracked. This error was also discovered in the course of the audit, and should have been recorded in the third quarter. Taken together the manufacturing and third party warehouse control deficiencies resulted in an adjustment of \$83,150, which should have been recorded in the third quarter. This \$83,150 adjustment was extrapolated over the Company's entire inventory, which resulted in a total adjustment of \$279,987. The Company believes that this adjustment is not material.

In connection with its audit of the Company's consolidated financial statements for the year ended May 30, 2004, Grant Thornton LLP ( Grant Thornton ), the Company's independent registered public accounting firm, advised the Company's audit committee and management that the adjustments described with respect to inventory constituted a material weakness as that term is defined under standards established by the Public Company Accounting Oversight Board (PCAOB). In response to the observations made by Grant Thornton, the Company has implemented certain enhancements to its internal controls and procedures that the Company believes will address the matters raised by Grant Thornton.

Specifically, if the Company determines to enter into any future third party warehouse agreement, the Company will make sure that it has devoted adequate resources for necessary preventative and detective controls. The third party warehouse will have a weekly reconciliation between the inventory in the warehouse and the Company's inventory system. The head of sales and the head of finance will review this reconciliation. On a quarterly basis, the Company will physically count the inventory.

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Similarly, before the Company closes another manufacturing location, the Company will make sure there are adequate resources in place for necessary preventative and detective controls. If the Company closes a manufacturing location, it will have the necessary resources to maintain a cycle count system until the disposition of the inventory is complete. Also there will be a physical inventory of the inventory before the end of each quarter until the disposition of the inventory is complete.

### (b) Changes in Internal Controls.

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

**PART II**

ITEM 1 LEGAL PROCEEDINGS:

Not Applicable

ITEM 2 CHANGES IN SECURITIES AND USE OF PROCEEDS

Not Applicable

ITEM 3 DEFAULTS UPON SENIOR SECURITIES

Not Applicable

ITEM 4 Submission of Matters to a Vote of Security Holders

Not Applicable

ITEM 5 OTHER INFORMATION

Not Applicable

ITEM 6 EXHIBITS AND REPORTS ON FORM 8-K

(a) The following exhibits are included herein:

31.1 Certification of CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Information about Revenue by Geography



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31.2 Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of CEO and CFO Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on form 8-K

A. Form 8-K filed January 5, 2005 announcing the second quarter fiscal 2005 financial results.

SIGNATURES

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

AULT INCORPORATED  
(REGISTRANT)

DATED:                      October 19, 2005                      / s /Frederick M. Green  
Frederick M. Green, President  
Chief Executive Officer and  
Chairman

DATED:                      October 19, 2005                      / s /William J. Birmingham  
William J. Birmingham  
Interim Chief Financial Officer