

MICROPAC INDUSTRIES INC
Form 10-Q
April 13, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended February 27, 2010
OR

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

Commission File Number 0-5109

MICROPAC INDUSTRIES, INC.

Delaware
(State of Incorporation)

75-1225149
(IRS Employer Identification
No.)

905 E. Walnut, Garland, Texas
(Address of Principal Executive Office)

75040
(Zip Code)

Registrant's Telephone Number, including Area Code

(972) 272-3571

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer,

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or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

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

On April 12, 2010 there were 2,578,315 shares of Common Stock, \$.10 par value outstanding.

MICROPAC INDUSTRIES, INC.

FORM 10-Q

February 27, 2010

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PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

MICROPAC INDUSTRIES, INC.
CONDENSED BALANCE SHEETS
(Dollars in thousands)

ASSETS

| CURRENT ASSETS | (Unaudited) | |
|-------------------------------------------|-------------|-----------|
| | 02/27/10 | 11/30/09 |
| Cash and cash equivalents | \$ 5,684 | \$6,802 |
| Short-term investment | 1,000 | 1,000 |
| Accounts Receivable | 3,162 | 2,364 |
| Inventories: | | |
| Raw materials | 3,228 | 2,785 |
| Work-in process | 2,887 | 2,728 |
| Total Inventories | 6,115 | 5,513 |
| Prepaid expenses and other current assets | 202 | 130 |
| Deferred income tax | 1,069 | 1,069 |
| Total current assets | 17,232 | 16,878 |
| | | |
| PROPERTY, PLANT AND EQUIPMENT, at cost: | | |
| Land | 80 | 80 |
| Buildings | 498 | 498 |
| Facility improvements | 882 | 882 |
| Machinery and equipment | 6,723 | 6,571 |
| Furniture and fixtures | 623 | 623 |
| Total property, plant, and equipment | 8,806 | 8,654 |
| Less accumulated depreciation | (7,386) | (7,324) |
| Net property, plant, and equipment | 1,420 | 1,330 |
| | | |
| Total assets | \$ 18,652 | \$ 18,208 |

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES:

| | | |
|---------------------------|----------|-------|
| Accounts payable | \$ 1,055 | \$713 |
| Accrued compensation | 358 | 481 |
| Other accrued liabilities | 204 | 193 |
| Deferred revenue | 1,251 | 1,524 |
| Income taxes payable | 305 | 45 |
| Total current liabilities | 3,173 | 2,956 |

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| | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| DEFERRED INCOME TAXES | 218 | 218 |
| SHAREHOLDERS' EQUITY | | |
| Common stock, (\$.10 par value), authorized 10,000,000 shares, 3,078,315 issued and 2,578,315 outstanding at February 27, 2010 and November 30, 2009 | 308 | 308 |
| Paid-in capital | 885 | 885 |
| Treasury stock, 500,000 shares, at cost | (1,250) | (1,250) |
| Retained earnings | 15,318 | 15,091 |
| Total shareholders' equity | 15,261 | 15,034 |
| Total liabilities and shareholders' equity | \$ 18,652 | \$ 18,208 |

See accompanying notes to financial statements.

MICROPAC INDUSTRIES, INC.
CONDENSED STATEMENTS OF OPERATIONS
(Dollars in thousands except share data)
(Unaudited)

| | Statement of Operations | |
|------------------------------------------------------|-------------------------|-----------|
| | For the three months | |
| | ended | |
| | 02/27/10 | 02/28/09 |
| NET SALES | \$4,576 | \$4,862 |
| COST AND EXPENSES: | | |
| Cost of goods sold | (2,824) | (3,372) |
| Research and development | (147) | (81) |
| Selling, general & administrative expenses | (928) | (824) |
| Total cost and expenses | (3,899) | (4,277) |
| OPERATING INCOME BEFORE INTEREST AND INCOME TAXES | 677 | 585 |
| Interest and other income | 81 | 14 |
| INCOME BEFORE TAXES | \$758 8 | \$599 8 |
| Provision for taxes | (273) | (216) |
| NET INCOME | \$485 | \$383 |
| NET INCOME PER SHARE, BASIC AND DILUTED | \$0.19 | \$0.15 |
| DIVIDENDS PER SHARE | \$0.10 | \$0.10 |
| WEIGHTED AVERAGE OF SHARES, Basic and diluted | 2,578,315 | 2,578,315 |

See accompanying notes to financial statements.

MICROPAC INDUSTRIES, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

| | For three months ended | |
|-------------------------------------------------------------------------------|------------------------|---------|
| | 2/27/10 | 2/28/09 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | \$485 | \$383 |
| Adjustments to reconcile net income to cash provided by operating activities: | | |
| Depreciation and amortization | 62 | 63 |
| Changes in certain current assets and liabilities: | | |
| (Increase)decrease in accounts receivable | (798) | 686 |
| (Increase)decrease in inventories | (602) | 2 |
| (Increase)decrease in prepaid expenses and other current assets | (72) | 62 |
| Decrease in deferred revenue | (273) | (1) |
| Increase(decrease) in accounts payable | 342 | (386) |
| Decrease in accrued compensation | (123) | (279) |
| Increase(decrease) in other accrued liabilities | 11 | (136) |
| Increase in income taxes payable | 260 | 216 |
| Net cash provided by (used in) operating activities | (708) | 610 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Additions to property, plant and equipment | (152) | (105) |
| Net cash used in investing activities | (152) | (105) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Cash dividend | (258) | (258) |
| Net cash used in financing activities | (258) | (258) |
| Net change in cash and cash equivalents | (1,118) | 247 |
| Cash and Cash Equivalents at beginning of period | 6,802 | 6,522 |
| Cash and Cash Equivalents at end of period | \$5,684 | \$6,769 |
| Supplemental Cash Flow Disclosure | | |
| Cash paid for income taxes | \$13 | \$0 |

See accompanying notes to financial statements.

MICROPAC INDUSTRIES, INC.

NOTES TO FINANCIAL STATEMENTS
(Unaudited)

Note 1 BASIS OF PRESENTATION

In the opinion of management, the unaudited financial statements include all adjustments (consisting of only normal, recurring adjustments) necessary to present fairly the financial position as of February 27, 2010, the cash flows for the three months ended February 27, 2010 and February 28, 2009, and the results of operations for the three months ended February 27, 2010 and February 28, 2009. Unaudited financial statements are prepared on a basis substantially consistent with those audited for the year ended November 30, 2009. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles in the United States have been condensed or omitted pursuant to the rules and regulations promulgated by the Securities and Exchange Commission. However, management believes that the disclosures contained are adequate to make the information presented not misleading.

Note 2 SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of sales and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

Revenues are recorded as deliveries are made based upon contract prices. Any losses anticipated on fixed price contracts are provided for currently. Sales are recorded net of sales returns, allowances and discounts.

Deferred revenue represents prepayments from customers and will be recognized as revenue when the products are shipped.

Inventories

Inventories are stated at lower of cost or market value and include material, labor and manufacturing overhead. All inventories are valued using the FIFO (first-in, first-out) method of inventory valuation. The Company provides an allowance for obsolete and overstocked inventory.

Income Taxes

The Company accounts for income taxes using the asset and liability method. Under this method the Company records deferred income taxes for the temporary differences between the financial reporting basis and the tax basis of assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled. The resulting deferred tax liabilities and assets are adjusted to reflect changes in tax law or rates in the period that includes the enactment date.

Property, Plant, and Equipment

Property, plant, and equipment are carried at cost, and depreciation is provided using the straight-line method at rates based upon the following estimated useful lives (in years) of the assets:

| | |
|-------------------------|------|
| Buildings | 15 |
| Facility improvements | 8-15 |
| Machinery and equipment | 5-10 |
| Furniture and fixtures | 5-8 |

Repairs and maintenance are charged against income when incurred. Improvements which extend the useful life of property, plant, and equipment are capitalized.

Research and Development Costs

Costs for the design and development of new products are expensed as incurred.

Note 3 RELATED PARTY TRANSACTIONS

Mr. Eugene Robinson, a director of the Company and member of the Company's audit committee, provides advisory services to the Company. Mr. Robinson did not receive any advisory fees in the first quarter of 2010 and received \$2,500 in the first quarter of 2009.

Note 4 STOCK-BASED COMPENSATION

On March 1, 2001, the Company's shareholders approved the 2001 Employee Stock Option Plan (the "Stock Plan") with 500,000 options available to be granted. No options have been granted to date.

Note 5 COMMITMENTS

On June 1, 2008 the Company renewed an uncollateralized \$3,000,000 line of credit agreement with a bank for a term of two years. The interest rate is equal to the prime rate less $\frac{1}{4}\%$. The line of credit requires that the Company maintain certain financial ratios. The financial covenants require the Company to maintain a quick ratio of at least 1:1, maintain a tangible net worth of \$10,000,000 and maintain a total liabilities to tangible net worth of less than 1.25:1. The Company is in compliance with these covenants. The Company has not, to date, used any of the available line of credit.

Note 6 EARNINGS PER COMMON SHARE

Basic and diluted earnings per share are computed based upon the weighted average number of shares outstanding during the year. Diluted earnings per share gives effect to all dilutive potential common shares. For the three months ended February 27, 2010 and February 28, 2009, the Company had no dilutive potential common stock.

Note 7 SHAREHOLDERS' EQUITY

On January 12, 2009, the Board of Directors of Micropac Industries, Inc. approved the payment of a special dividend of \$0.10 per share for shareholders of record as of January 26, 2009. The dividend payment was paid to shareholders on February 9, 2009.

On January 11, 2010, the Board of Directors of Micropac Industries, Inc. approved the payment of a special dividend of \$0.10 per share for all shareholders of record on January 25, 2010. The dividend payment was paid to shareholders on February 17, 2010.

Note 8 SUBSEQUENT EVENTS

Management has evaluated subsequent events after the balance sheet date, through the issuance of the financial statements, for appropriate accounting and disclosure.

MICROPAC INDUSTRIES, INC.

(Unaudited)

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Business

Micropac Industries, Inc. (the "Company"), a Delaware corporation, manufactures and distributes various types of hybrid microelectronic circuits, solid state relays, power operational amplifiers, and optoelectronic components and assemblies. The Company's products are used as components in a broad range of military, space and industrial systems, including aircraft instrumentation and navigation systems, power supplies, electronic controls, computers, medical devices, and high-temperature (200o C) products. The Company's products are either custom (being application specific circuits designed and manufactured to meet the particular requirements of a single customer) or standard, proprietary components such as catalog items.

The Company's facilities are certified and qualified by Defense Supply Center Columbus (DSCC) to MIL-PRF-38534 (class K-space level), MIL-PRF-19500 JANS (space level), and MIL-PRF-28750 (class K-space level) and is certified to ISO 9001-2002. Micropac is a NASA core supplier, and is registered to AS9100-Aerospace Industry standard for supplier certification.

The Company's core technology is the packaging and interconnect of miniature electronic components, utilizing thick film and thin film substrates, and forming microelectronics circuits. Other technologies include light emitting and light sensitive materials and products, including light emitting diodes and silicon phototransistors used in the Company's optoelectronic components and assemblies.

Results of Operations

| | Three months ended | |
|----------------------------------------------------------|--------------------|-----------|
| | 2/27/2010 | 2/28/2009 |
| NET SALES | 100.0 % | 100.0 % |
| COST AND EXPENSES: | | |
| Cost of Goods Sold | 61.7 % | 69.4 % |
| Research and development | 3.2 % | 1.7 % |
| Selling, general & administrative expenses | 20.3 % | 16.9 % |
| Total cost and expenses | 85.2 % | 88.0 % |
| OPERATING INCOME BEFORE INTEREST AND INCOME TAXES | 14.8 % | 12.0 % |
| Interest and other income | 1.8 % | 0.3 % |
| INCOME BEFORE TAXES | 16.6 % | 12.3 % |

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| | | | | |
|---------------------|------|---|-----|---|
| Provision for taxes | 6.0 | % | 4.4 | % |
| NET INCOME | 10.6 | % | 7.9 | % |

Sales for the first quarter ended February 27, 2010 totaled \$4,576,000. Sales for the first quarter decreased 5.9% or \$286,000 below sales for the same period of 2009. Sales were 13% in the commercial market, 64% in the military market, and 23% in the space market compared to 14% in the commercial market, 55% in the military market, and 31% in the space market for the same period of 2009. The major decrease in sales was with the space level power management products sold to various customers.

Two customers accounted for 15% and 12% of the Company's sales for the first quarter of 2010 while three different customers accounted for 15%, 11% and 10% of the Company's sales for the first quarter of 2009.

Cost of goods sold for the first quarter 2010 versus 2009 totaled 61.7% and 69.4% of net sales. The decrease in cost of goods sold as a percent of sales resulted from a change in product mix and a decrease in employees. Cost of goods sold dollars decreased \$548,000 in the first quarter of 2010, compared to 2009 with a decrease in material cost of \$171,000, labor cost of \$72,000, and overhead cost of \$305,000 associated with the decrease in sales of space level products. The average number of employees decreased by 15 to 130 employees in the first quarter of 2010 compared to 145 employees for the same quarter of 2009.

Research and development cost increased \$66,000 for the first quarter of 2010 compared to the same period of 2009. The research and development expenditures were associated with continued development of power management products, high temperature products, and test equipment.

Selling, general and administrative expenses for the first quarter of 2010 totaled 20.3% of net sales, compared to 16.9% for the same period in 2009. Selling, general and administrative expenses increased \$104,000 in the first quarter of 2010, compared to 2009. The majority of the increase was associated with increased salaries with the addition of two sales and marketing employees.

Interest income decreased \$12,000 for the first quarter of 2010 compared to the same period in 2009. The decrease is attributable to lower yields on the company's money market investments associated with the current economic and banking conditions.

Other income increased \$79,000 from a gain on the sale of obsolete inventory.

Provisions for taxes increased \$57,000 for the first quarter of 2010 compared to the same period in 2009. The estimated effective tax rate was 36% for first quarters of 2010 and 2009.

Net income in the first quarter of 2010 totaled \$485,000 compared to \$383,000 for the comparable period in 2009. Net income per share totaled \$.19 and \$.15 for the comparable three months of 2010 and 2009, respectively.

Inventories totaled \$6,115,000 at the end of the first quarter 2010 compared to \$5,513,000 on November 30, 2009, an increase of \$602,000. Raw materials inventories including supplies increased \$443,000 since November 30, 2009, while work-in process inventories increased \$159,000. The increase in raw materials is associated with the purchase of long lead material to support the current backlog of space level products.

Shareholders' equity increased \$227,000 in the first three months of 2010 with net income of \$485,000 offset by the dividend payment of \$258,000.

Liquidity and Capital Resources

Cash and short-term investments as of February 27, 2010 totaled \$6,684,000 compared to \$7,802,000 on November 30, 2009 a decrease of \$1,118,000. The decrease in cash and short-term investments is attributable to \$708,000 net use of cash from operations, the payment of a cash dividend of \$258,000 and the investment of \$152,000 in equipment and facility improvements.

On June 1, 2008 the Company renewed an uncollateralized \$3,000,000 line of credit agreement with a bank for a term of two years. The interest rate is equal to the prime rate less $\frac{1}{4}\%$. The line of credit requires that the Company maintain certain financial ratios. The financial covenants require the Company to maintain a quick ratio of at least 1:1, maintain a tangible net worth of \$10,000,000 and maintain a total liabilities to tangible net worth of less than 1.25:1. The Company is in compliance with these covenants. The Company has not, to date, used any of the available line of

credit.

The Company expects to generate adequate amounts of cash from the sale of products and services and the collection thereof to meet its liquidity needs for at least the next twelve months.

Outlook

New orders for the first quarter of 2010 totaled \$4,614,000 compared to \$3,976,000 for the comparable period of 2009.

Backlog totaled \$13,738,000 on February 27, 2010 compared to \$7,841,000 as of February 28, 2009.

The increase in new orders and backlog is primarily attributable to higher orders for the Company's space level products. The majority of the backlog is shippable in the next twelve (12) months.

The Company cannot assure that the results of operations for the interim period presented are indicative of total results for the entire year due to fluctuations in customer delivery schedules, or other factors over which the Company has no control.

Cautionary Statement

This Form 10-Q contains forward-looking statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Actual results could differ materially. Investors are warned that forward-looking statements involve risks and unknown factors including, but not limited to, customer cancellation or rescheduling of orders, problems affecting delivery of vendor-supplied raw materials and components, unanticipated manufacturing problems and availability of direct labor resources.

The Company produces silicon phototransistors and light emitting diode die for use in certain military, standard and custom products. Fabrication efforts sometimes may not result in successful results, limiting the availability of these components. Competitors offer commercial level alternatives and our customers may purchase our competitors' products if the Company is not able to manufacture the products using these technologies to meet the customer demands. Approximately \$2,806,000 of the Company's backlog is dependent on these semiconductors.

The Company disclaims any responsibility to update the forward-looking statements contained herein, except as may be required by law.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

The Chief Executive Officer and Chief Financial Officer of the Company evaluated the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15 (e)) as of February 27, 2010 and, based on this evaluation, concluded that the Company's disclosure controls and procedures are functioning in an effective manner to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms.

(b) Changes in internal controls.

There has been no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting during the three month period ended February 27, 2010.

PART II - OTHER INFORMATION

ITEM LEGAL PROCEEDINGS

1.

The Company is not involved in any material current or pending legal proceedings.

ITEM UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

2.

None

ITEM DEFAULTS UPON SENIOR SECURITIES

3.

None

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

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

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

(b) Reports on Form 8-K

On January 12, 2009 the Board of Directors of Micropac Industries, Inc. approved the payment of a special dividend of \$0.10 per share for shareholders of record as of January 26, 2009. The dividend payment was paid to shareholders on February 09, 2009.

On January 11, 2010, the Board of Directors of Micropac Industries, Inc. approved the payment of a special dividend of \$0.10 per share for all shareholders of record on January 25, 2010. The dividend payment was paid to shareholders on February 17, 2010.

SIGNATURES

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

MICROPAC INDUSTRIES, INC.

April 12, /s/ Mark King
2010
Date Mark King
Chief Executive Officer

April 12, /s/ Patrick Cefalu
2010

Date Patrick Cefalu
Chief Financial Officer
