

SMITH MIDLAND CORP
Form 10-Q
May 13, 2011

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

FORM 10-Q

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

For the quarterly period ended March 31, 2011

or

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

For the transition period from _____ to _____

Commission File Number 1-13752

Smith-Midland Corporation
(Exact name of Registrant as specified in its charter)

Delaware 54-1727060
(State or other (I.R.S.
jurisdiction of Employer
of Identification
incorporation No.)
or
organization)

5119 Catlett Road, P.O. Box 300
Midland, VA 22728
(Address, zip code of principal executive offices)

(540) 439-3266
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant 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 ☐

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the 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 ☒

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

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

Common Stock, \$.01 par value, outstanding as of May 5, 2011: 4,775,262 shares, net of treasury shares

SMITH-MIDLAND CORPORATION

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PART I — FINANCIAL INFORMATION

ITEM 1. Financial Statements

SMITH-MIDLAND CORPORATION
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited)

	March 31, 2010	December 31, 2010
ASSETS		
Current assets		
Cash and cash equivalents	\$2,082,966	\$2,573,168
Accounts receivable		
Trade - billed (less allowance for doubtful accounts of \$220,370 and \$213,108)	7,248,763	7,518,806
Trade - unbilled	613,076	653,814
Inventories		
Raw materials	813,341	590,805
Finished goods	1,133,103	1,253,862
Prepaid expenses and other assets	154,328	107,617
Prepaid income taxes	211,950	293,869
Deferred taxes	378,000	393,000
Total current assets	12,635,527	13,384,941
Property and equipment, net	4,655,949	4,603,688
Total other assets	156,560	134,122
Total assets	\$17,448,036	\$18,122,751

The accompanying notes are an integral part of the condensed consolidated financial statements.

SMITH-MIDLAND CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2010	December 31, 2010
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable - trade	\$1,554,215	\$1,314,074
Accrued expenses and other liabilities	882,963	1,738,466
Current maturities of notes payable	401,461	411,988
Customer deposits	57,542	177,252
Total current liabilities	2,896,181	3,641,780
Notes payable - less current maturities	2,716,253	2,813,782
Deferred tax liability	680,000	708,000
Total liabilities	6,292,434	7,163,562
Commitments and contingencies		
Stockholders' equity		
Preferred stock, \$.01 par value; authorized 1,000,000 shares, none outstanding	-	-
Common stock, \$.01 par value; authorized 8,000,000 shares; 4,704,182 issued and outstanding	47,042	47,042
Additional paid-in capital	4,882,856	4,874,335
Retained earnings	6,328,004	6,140,112
	11,257,902	11,061,489
Treasury stock, at cost, 40,920 shares	(102,300)	(102,300)
Total stockholders' equity	11,155,602	10,959,189
Total liabilities and stockholders' equity	\$17,448,036	\$18,122,751

The accompanying notes are an integral part of the condensed consolidated financial statements.

SMITH-MIDLAND CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended March 31,	
	2011	2010
Revenue		
Products sales and leasing	\$6,071,359	\$5,482,869
Shipping and installation revenue	1,212,882	425,206
Royalties	331,146	443,944
Total revenue	7,615,387	6,352,019
Cost of goods sold	6,021,439	4,367,542
Gross profit	1,593,948	1,984,477
Operating expenses		
General and administrative expenses	766,023	582,324
Selling expenses	560,306	567,781
Total operating expenses	1,326,329	1,150,105
Operating income	267,619	834,372
Other income (expense)		
Interest expense	(34,778)	(42,448)
Interest income	5,173	12,370
Gain on sale of assets	2,837	3,128
Other, net	50,041	(157)
Total other (expense)	23,273	(27,107)
Income before income tax expense	290,892	807,265
Income tax expense	103,000	307,007
Net income	\$187,892	\$500,258
Basic earnings per share	\$0.04	\$0.11
Diluted earnings per share	\$0.04	\$0.10
Weighted average number of common shares outstanding:		
Basic	4,704,182	4,702,882
Diluted	4,863,818	4,825,447

The accompanying notes are an integral part of the condensed consolidated financial statements.

SMITH-MIDLAND CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended March 31,	
	2011	2010
Reconciliation of net income to cash provided (absorbed)		
by operating activities		
Net income	\$ 187,892	\$ 500,258
Adjustments to reconcile net income to net cash provided (absorbed)		
by operating activities:		
Depreciation and amortization	190,211	173,231
Stock option compensation expense	8,521	14,615
Gain on disposal of fixed assets	(2,837)	(3,128)
Deferred taxes	(13,000)	(53,000)
(Increase) decrease in:		
Accounts receivable - billed	246,665	53,795
Accounts receivable - unbilled	40,738	(1,691,165)
Inventories	(101,776)	384,639
Prepaid taxes and other assets	12,768	148,601
Increase (decrease) in:		
Accounts payable - trade	240,142	(204,993)
Accrued expenses and other	(855,503)	(348,064)
Accrued income taxes payable	-	107,165
Customer deposits	(96,332)	66,088
Net cash absorbed by operating activities	(142,511)	(851,958)
Cash flows from investing activities:		
Purchases of property and equipment	(243,243)	(426,333)
Proceeds from sale of fixed assets	3,608	13,663
Net cash absorbed by investing activities	(239,635)	(412,670)
Cash flows from financing activities:		
Proceeds from long-term borrowings	-	52,157
Repayments of long-term borrowings and capital leases	(108,056)	(110,115)
Net cash absorbed by financing activities	(108,056)	(57,958)
Net decrease in cash and cash equivalents	(490,202)	(1,322,586)
Cash and cash equivalents		
Beginning of period	2,573,168	2,929,868
End of period	\$ 2,082,966	\$ 1,607,282

The accompanying notes are an integral part of the condensed consolidated financial statements.

SMITH-MIDLAND CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. – INTERIM FINANCIAL REPORTING

Basis of Presentation

The accompanying condensed consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information, and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, we have condensed or omitted certain information and footnote disclosures that are included in our annual financial statements. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K for the year ended December 31, 2010. The December 31, 2010 balance sheet was derived from audited financial statements included in the Form 10-K.

In the opinion of management, these condensed consolidated financial statements reflect all adjustments (which consist of normal, recurring adjustments) necessary for a fair presentation of the financial position and results of operations and cash flows for the periods presented. The results disclosed in the condensed consolidated statements of income are not necessarily indicative of the results to be expected in any future periods.

Use of Estimates

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

Revenue Recognition

The Company primarily recognizes revenue on the sale of its standard precast concrete products at shipment date, including revenue derived from any projects to be completed under short-term contracts. Installation of the Company's standard products is typically performed by the customer; however, in some circumstances, the Company will install certain products which are accomplished at the time of delivery. The installation activities are usually completed the day of delivery or the following day. In utility building sales, the majority of the buildings are erected on the Company's site and delivered completely installed.

Leasing fees are paid at the beginning of the lease agreement and recorded to a deferred revenue account. As the revenue is earned each month during the contract, the amount earned is recorded as lease income and an equivalent amount is debited to deferred revenue.

Royalties are recognized as revenue as they are earned. The Company licenses certain other precast companies to produce its licensed products to our engineering specifications under licensing agreements. The agreements are typically for five year terms and require royalty payments from 4% to 6% which are paid on a monthly basis. The revenue from licensing agreements is recognized in the month earned.

Certain sales of Soundwall, architectural precast panels and Slenderwall™ concrete products revenue is recognized using the percentage of completion method for recording revenues on long term contracts pursuant to ASC 605-35-25. The contracts are executed by both parties and clearly stipulate the requirements for progress payments

and a schedule of delivery dates. Provisions for estimated losses on contracts are made in the period in which such losses are determined.

Shipping revenues are recognized in the period the shipping services are provided to the customer.

Smith-Midland products are typically sold pursuant to an implicit warranty as to merchantability only. Warranty claims are reviewed and resolved on a case by case method. Although the Company does incur costs for these types of expense, historically the amount of expense is immaterial.

NOTE 2. – NET INCOME PER COMMON SHARE

Basic earnings per common share exclude all dilutive stock options and are computed using the weighted average number of common shares outstanding during the period. The diluted earnings per common share calculation reflect the potential dilutive effect of securities that could share in earnings of an entity. Outstanding options excluded from the diluted earnings per share calculation because they would have an anti-dilutive effect were 258,166 for the three months ended March 31, 2011 and 2010.

	Three Months Ended March 31,	
	2011	2010
Basic earnings per share		
Income available to common shareholder	\$187,892	\$500,258
Weighted average shares outstanding	4,704,182	4,702,882
Basic earnings per share	\$0.04	\$0.11
Diluted earnings per share		
Income available to common shareholder	\$187,892	\$500,258
Weighted average shares outstanding	4,704,182	4,702,882
Dilutive effect of stock options	159,636	122,565
Total weighted average shares outstanding	4,863,818	4,825,447
Diluted earnings per share	\$0.04	\$0.10

NOTE 3. – STOCK OPTIONS

In accordance with ASC 718, stock option expense for the three months ended March 31, 2011 and 2010 was \$8,521 and \$14,615, respectively. The Company uses the Black-Scholes option-pricing model to measure the fair value of stock options granted to employees. The Company did not issue any stock options for the three months ended March 31, 2011.

The following table summarized options outstanding at March 31, 2011

	Number of Shares	Weighted Average Exercise Price
Balance, March 31, 2011	587,965	\$1.59
Granted	-	-
Forfeited	-	-
Exercised	-	-
Outstanding options at end of quarter	587,965	1.59

Outstanding exercisable options at end of quarter	549,824	1.62
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The intrinsic value of outstanding and exercisable options at March 31, 2011 was approximately \$372,000 and \$336,000, respectively.

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NOTE 4. – SUBSEQUENT EVENTS

Through the date of the filing of this Form 10-Q, the Company has evaluated events and transactions occurring subsequent to March 31, 2011 and has determined that there have been no significant events or transactions that provide additional evidence about conditions of the Company that existed as of the balance sheet date except as follows. As reported on Form 8-K filed on April 26, 2011, the Company received a commitment on May 6, 2010 from Summit Community Bank in the amount of \$575,000 to provide funding to enable the Company to make improvements to its existing commercial building site. On April 26, 2011 the loan was closed with the following key provisions. The loan is collateralized by a second lien position on the Company's commercial site in Midland, Virginia including all improvements. The interest rate is equal to the Federal Home Loan Bank of Boston 3 year classic rate plus 2.75% with an initial and floor rate of 5.29%. The interest rate is adjustable every three years with principal and interest payments due monthly until maturity. The loans matures on April 20, 2021.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This Quarterly Report and related documents include "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements involve known and unknown risks, uncertainties and other factors which could cause the Company's actual results, performance (financial or operating) or achievements expressed or implied by such forward looking statements not to occur or be realized. Such forward looking statements generally are based upon the Company's best estimates of future results, performance or achievement, based upon current conditions and the most recent results of operations. Forward-looking statements may be identified by the use of forward-looking terminology such as "may," "will," "expect," "believe," "estimate," "anticipate," "continue," or similar terms, variations of those terms or the negative of those terms. Potential risks and uncertainties include, among other things, such factors as:

- our level of indebtedness and ability to satisfy the same,
- the continued availability of financing in the amounts, at the times, and on the terms required, to support our future business and capital projects,
- the extent to which we are successful in developing, acquiring, licensing or securing patents for proprietary products,
- changes in economic conditions specific to any one or more of our markets (including the availability of public funds and grants for construction),
- changes in general economic conditions, such as the current weakness in construction in 2011 in the Company's primary service area,
- adverse weather which inhibits the demand for our products,
- our compliance with governmental regulations,
- the outcome of future litigation,
- on material construction projects, our ability to produce and install product that conforms to contract specifications and in a time frame that meets the contract requirements,

- the cyclical nature of the construction industry,
- our exposure to increased interest expense payments should interest rates change,
- the Company's Board of Directors, which is composed of four members, has only one outside, independent director,
 - the Company does not have an audit committee; the Board of Directors functions in that role,
- the Company's Board of Directors does not have a member that qualifies as an audit committee financial expert as defined in SEC regulations, and
- the other factors and information disclosed and discussed in other sections of this report, and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

Investors and shareholders should carefully consider such risks, uncertainties and other information, disclosures and discussions which contain cautionary statements identifying important factors that could cause actual results to differ materially from those provided in the forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Overview

Smith-Midland Corporation (the "Company") invents, develops, manufactures, markets, leases, licenses, sells, and installs a broad array of precast concrete products for use primarily in the construction, utilities and farming industries. The Company's customers are primarily general contractors and federal, state, and local transportation authorities located in the Mid-Atlantic, Northeastern, and Midwestern regions of the United States. The Company's operating strategy has involved producing innovative and proprietary products, including Slenderwall™, a patented, lightweight, energy efficient concrete and steel exterior wall panel for use in building construction; J-J Hooks™ Highway Safety Barrier, a positive-connected highway safety barrier; Sierra Wall, a sound barrier primarily for roadside use; and Easi-Set® transportable concrete buildings, also patented. In addition, the Company produces custom order precast concrete products with various architectural surfaces, as well as generic highway sound barriers, utility vaults, and farm products such as cattleguards and water and feed troughs.

The Company was incorporated in Delaware on August 2, 1994. Prior to a corporate reorganization completed in October 1994, the Company conducted its business primarily through Smith-Midland Virginia, which was incorporated in 1960 as Smith Cattleguard Company, a Virginia corporation, and which subsequently changed its name to Smith-Midland Corporation in 1985. The Company's principal offices are located at 5119 Catlett Road, Midland, Virginia 22728 and its telephone number is (540) 439-3266. As used in this report, unless the context otherwise requires, the term the "Company" refers to Smith-Midland Corporation and its subsidiaries.

While the Company's results of operations for the three months ended March 31, 2011 were below that of the same period in 2010, it was able to produce positive results in an industry in which this has not been the norm for the past several years. Management and the construction industry, in the geographical areas serviced by the Company, have begun to see some signs of improvement from the private sector and state and local governments in the number of jobs being financed and bid by owners and general contractors during the recent months. The Company's overall performance for 2011 will depend on how quickly the construction industry continues to improve and how successful the Company is in bidding and acquiring contracts.

Results of Operations

Three months ended March 31, 2011 compared to the three months ended March 31, 2010

Revenue By Type

	2011	2010	Change	% of Change	
Product Sales:					
Soundwall Sales	\$900,218	\$3,191,251	\$(2,291,033)	-72	%
Architectural Panel Sales	1,012,138	10,573	1,001,565	9473	%
Slenderwall Sales	1,050,242	-	1,050,242	-	
Total Wall Sales	2,962,598	3,201,824	(239,226)	-7	%
Barrier Sales	839,415	753,373	86,042	11	%
Beach Prisms	-	6,033	(6,033)	-100	%
Easi-Set and Easi-Span Building Sales	812,218	714,153	98,065	14	%
Utility and Farm Product Sales	769,336	482,568	286,768	59	%
Miscellaneous Product Sales	548,405	206,863	341,542	165	%
Total Product Sales	5,931,972	5,364,814	567,158	11	%
Shipping and Installation	1,212,882	425,206	787,676	185	%
Barrier Rentals	139,387	118,055	21,332	18	%
Royalties Income	331,146	443,944	(112,798)	-25	%
Total Service Revenue	1,683,415	987,205	696,210	71	%
Total Revenue	\$7,615,387	\$6,352,019	\$1,263,368	20	%

Wall Sales – Wall sales are generally large contracts issued by general contractors for production and delivery of a specific wall panel for a specific construction project. Changes in the mix of wall sales depend on what contracts are in production during the period. Overall wall sales decreased by a small amount during the first quarter of 2011; however, the Company experienced a significant increase sales of Slenderwall™, one of the Company's proprietary products. The Company acquired several architectural and Slenderwall™ contracts during late 2010 and was awarded additional new projects in 2011 for production in the first quarter of 2011 and the remainder of the year. There were no Slenderwall™ sales for the same period in 2010. During the first three months of 2011, the Company completed production on a large contract for the manufacture and delivery of soundwall in the state of Maryland, however, shipping of the completed wall panels will continue through the second quarter of 2011.