

SMITH MIDLAND CORP  
Form 10QSB  
November 14, 2003  
Table of Contents

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# U. S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 10-QSB

Quarterly Report under Section 13 or 15(d) of  
the Securities Exchange Act of 1934

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For the quarterly period ended  
September 30, 2003

Commission File Number  
1-13752

## SMITH-MIDLAND CORPORATION

(Exact Name of Small Business Issuer as Specified in Its Charter)

Delaware  
(State of Incorporation)

54-1727060  
(I.R.S. Employer I.D. No.)

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5119 Catlett Road, P.O. Box 300, Midland, Virginia 22728

(Address of Principal Executive Offices)

(540) 439-3266

(Issuer's Telephone Number, Including Area Code)

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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, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

As of November 7, 2003, the Company had outstanding 4,449,548 shares of Common Stock, \$.01 par value per share.

Transitional Small Business Disclosure Format:

Yes  No

SMITH-MIDLAND CORPORATION

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**Table of Contents**

**INDEX**

|   | <b><u>Page Number</u></b>  |
|---|--|
| <br><b><u>PART I. FINANCIAL INFORMATION</u></b> |  |
| Item 1.   |  |
|   | <u>Financial Statements</u>  |
|   | <u>Consolidated Balance Sheets (Unaudited): September 30, 2003 and December 31, 2002</u> 3                 |
|   | <u>Consolidated Statements of Operations (Unaudited): Three months ended September 30, 2003 and 2002</u> 4 |
|   | <u>Consolidated Statements of Operations (Unaudited): Nine months ended September 30, 2003 and 2002</u> 5  |
|   | <u>Consolidated Statements of Cash Flows (Unaudited): Nine months ended September 30, 2003 and 2002</u> 6  |
|   | <u>Notes to Consolidated Financial Statements (Unaudited)</u> 7  |
|   | <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u> 10    |
|   | <u>Item 3. Controls and Procedures</u> 17  |
| <br><b><u>PART II. OTHER INFORMATION</u></b>    |  |
| Item 1.   | <u>Legal Proceedings</u> 17  |
| Item 2.   | <u>Changes in Securities and Use of Proceeds</u> 17  |
| Item 3.   | <u>Defaults Upon Senior Securities</u> 17  |
| Item 4.   | <u>Submission of Matters to a Vote of Security Holders</u> 17  |
| Item 5.   | <u>Other Information</u> 18  |
| Item 6.   | <u>Exhibits and Reports on Form 8-K</u> 18   |
|   | <u>Signatures</u> 19   |
|   | <u>Certifications</u>  |

**Table of Contents****PART I Financial Information****Item 1. Financial Statements****SMITH-MIDLAND CORPORATION AND SUBSIDIARIES****Consolidated Balance Sheets**

|  | September 30     | December 31    |
|--|------------------|----------------|
|  | 2003             | 2002           |
|  | <u>Unaudited</u> | <u>Audited</u> |
| <b>Assets</b>  |                  |                |
| Current assets   |                  |                |
| Cash   | \$ 738,525       | \$ 1,223,756   |
| Accounts receivable  |                  |                |
| Trade billed (less allowance for doubtful accounts of \$268,228 and \$242,739) | 4,833,630        | 4,950,528      |
| Trade unbilled   | 219,328          | 351,986        |
| Inventories  |                  |                |
| Raw materials  | 798,428          | 498,984        |
| Finished goods   | 1,774,321        | 1,490,635      |
| Prepaid expenses and other assets  | 302,276          | 310,054        |
| Total currents assets  | 8,666,508        | 8,825,943      |
| Property and equipment, net  | 3,178,155        | 3,018,729      |
| Other assets   |                  |                |
| Notes receivable, officer  | 388,182          | 463,519        |
| Claims and accounts receivable   | 676,203          | 960,254        |
| Other  | 342,256          | 230,393        |
| Total other assets   | 1,406,641        | 1,654,166      |
| Total assets   | \$ 13,251,304    | \$ 13,498,838  |
| <b>Liabilities and Stockholders' Equity</b>                                    |                  |                |
| Current liabilities  |                  |                |
| Accounts payable trade   | \$ 2,157,060     | \$ 1,978,437   |
| Accrued expenses and other liabilities   | 263,108          | 934,271        |
| Current maturities of notes payable  | 682,686          | 412,112        |
| Customer deposits  | 113,137          | 71,265         |
| Total current liabilities  | 3,215,991        | 3,396,085      |
| Reserve for contract loss  | 1,001,681        | 1,001,682      |
| Notes payable less current maturities  | 4,048,495        | 3,816,393      |
| Notes payable related parties  | 30,726           | 43,707         |
| Total liabilities  | 8,296,893        | 8,257,867      |

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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; 4,449,548 and 4,432,948 issued and outstanding | 44,495        | 44,329        |
| Additional paid-in capital   | 4,189,388     | 4,178,649     |
| Retained earnings  | 822,828       | 1,120,293     |
|  | 5,056,711     | 5,343,271     |
| Treasury stock, at cost, 40,920 shares   | (102,300)     | (102,300)     |
| Total stockholders' equity   | 4,954,411     | 5,240,971     |
| Total liabilities and stockholders' equity   | \$ 13,251,304 | \$ 13,498,838 |

**Table of Contents****SMITH-MIDLAND CORPORATION AND SUBSIDIARIES****Consolidated Statements of Operations****(Unaudited)**

|                                     | <b>Three Months Ended<br/>September 30,</b> |              |
|-------------------------------------|---|--------------|
|                                     | <b>2003</b>                                 | <b>2002</b>  |
| Revenue                             |   |              |
| Product sales and leasing           | \$ 4,375,129                                | \$ 6,406,856 |
| Royalties                           | 204,013                                     | 159,717      |
| Total Revenue                       | 4,579,142                                   | 6,564,573    |
| Cost of goods sold                  | 3,736,270                                   | 4,935,868    |
| Gross profit                        | 842,872                                     | 1,628,705    |
| Operating expenses:                 |   |              |
| General and administrative expenses | 732,560                                     | 653,185      |
| Selling expenses                    | 355,624                                     | 314,474      |
| Total operating expenses            | 1,088,184                                   | 967,659      |
| Operating income (loss)             | (245,312)                                   | 661,046      |
| Other income (expense):             |   |              |
| Interest expense                    | (69,379)                                    | (70,835)     |
| Interest income                     | 603   | 9,679        |
| Other, net                          | (459)                                       | (22,543)     |
| Total other income (expense)        | (69,235)                                    | (83,699)     |
| Income (loss) before income taxes   | (314,547)                                   | 577,347      |
| Income tax expense (benefit)        | (119,527)                                   | 400,121      |
| Net income (loss)                   | (195,020)                                   | 177,226      |
| Basic earnings (loss) per share     | \$ (.04)                                    | \$ .05       |
| Diluted earnings (loss) per share   | \$ (.04)                                    | \$ .04       |

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

**Table of Contents****SMITH-MIDLAND CORPORATION AND SUBSIDIARIES****Consolidated Statements of Operations****(Unaudited)**

|                                     | <b>Nine Months Ended<br/>September 30,</b> |               |
|-------------------------------------|--|---------------|
|                                     | <b>2003</b>                                | <b>2002</b>   |
| Revenue                             |  |               |
| Product sales and leasing           | \$ 13,868,279                              | \$ 17,262,465 |
| Royalties                           | 476,367                                    | 514,317       |
| Total Revenue                       | 14,344,646                                 | 17,776,782    |
| Cost of goods sold                  | 11,134,948                                 | 13,281,862    |
| Gross profit                        | 3,209,698                                  | 4,494,920     |
| Operating expenses:                 |  |               |
| General and administrative expenses | 2,209,628                                  | 1,803,463     |
| Selling expenses                    | 1,184,240                                  | 951,623       |
| Total operating expenses            | 3,393,868                                  | 2,755,086     |
| Operating income (loss)             | (184,170)                                  | 1,739,834     |
| Other income (expense):             |  |               |
| Interest expense                    | (202,106)                                  | (221,361)     |
| Interest income                     | 2,838                                      | 30,417        |
| Other, net                          | (96,343)                                   | (93,177)      |
| Total other income (expense)        | (295,611)                                  | (284,121)     |
| Income (loss) before income taxes   | (479,781)                                  | 1,455,713     |
| Income tax expense (benefit)        | (182,316)                                  | 671,121       |
| Net income (loss)                   | (297,465)                                  | 784,592       |
| Basic earnings (loss) per share     | \$ (.07)                                   | \$ .22        |
| Diluted earnings (loss) per share   | \$ (.07)                                   | \$ .21        |

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

**Table of Contents****SMITH-MIDLAND CORPORATION AND SUBSIDIARIES****Consolidated Statements of Cash Flows****(Unaudited)**

|   | Nine months        |               |
|---|--------------------|---------------|
|   | ended September 30 |               |
|   | 2003               | 2002          |
| Cash flows from operating activities:   |                    |               |
| Cash received from customers  | \$ 14,594,203      | \$ 17,774,450 |
| Cash paid to suppliers and employees  | (14,791,903)       | (16,631,229)  |
| Income taxes paid, net  | (632,619)          | (171,680)     |
| Interest paid   | (202,106)          | (221,361)     |
| Other   | 471,615            | (66,385)      |
| Net cash provided (absorbed) by operating activities  | (560,810)          | 683,795       |
| Cash flows from investing activities:   |                    |               |
| Purchases of property and equipment   | (511,607)          | (600,706)     |
| Proceeds from sale of fixed assets  | 11,250             | 3,007         |
| (Increase) decrease in officer note receivable  | 75,337             | 18,000        |
| Net cash absorbed by investing activities   | (425,020)          | (579,699)     |
| Cash flows from financing activities:   |                    |               |
| Proceeds from borrowings  | 332,526            | 52,263        |
| Repayments of borrowings  | 170,150            | (14,968)      |
| Repayments on borrowings related parties, net   | 10,905             | (520,376)     |
| Proceeds from options/warrants exercised  | 12,982             | 696,414       |
| Net cash provided (absorbed) by financing activities  | 500,599            | 213,333       |
| Net increase (decrease) in cash and cash equivalents  | (485,231)          | 317,429       |
| Cash and cash equivalents at beginning of period  | 1,223,756          | 942,131       |
| Cash and cash equivalents at end of period  | \$ 738,525         | \$ 1,259,560  |
| Reconciliation of net income (loss) to net cash provided (absorbed) by operating activities:        |                    |               |
| Net income (loss)   | \$ (297,465)       | \$ 784,592    |
| Adjustments to reconcile net income (loss) to net cash provided (absorbed) by operating activities: |                    |               |
| Depreciation and amortization   | 346,186            | 297,065       |
| Gain on disposal of fixed assets  | 5,254              |               |
| Decrease (increase) in:   |                    |               |
| Accounts receivable billed  | 116,898            | 137,234       |
| Accounts receivable unbilled  | 132,658            | 20,017        |
| Inventories   | (583,131)          | (56,380)      |
| Prepaid expenses and other assets   | 179,966            | (21,788)      |
| Increase (decrease) in:   |                    |               |
| Accounts payable trade  | 178,623            | (702,559)     |
| Accrued expenses and other liabilities  | (38,544)           | (110,619)     |
| Accrued income taxes  | (632,619)          | 499,441       |
| Reserve for contract loss   | 0                  | (3,625)       |
| Customer deposits   | 41,872             | (159,583)     |
| Net cash provided (absorbed) by operating activities  | \$ (560,810)       | \$ 683,795    |





**Table of Contents**

**SMITH-MIDLAND CORPORATION AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

**September 30, 2003**

**(Unaudited)**

**Basis of Presentation**

As permitted by the rules of the Securities and Exchange Commission applicable to quarterly reports on Form 10-QSB, these notes are condensed and do not contain all disclosures required by generally accepted accounting principles. Reference should be made to the consolidated financial statements and related notes included in the Smith-Midland Corporation's Annual Report on Form 10-KSB for the year ended December 31, 2002.

In the opinion of the management of Smith-Midland Corporation (the Company), the accompanying financial statements reflect all adjustments of a normal recurring nature which were necessary for a fair presentation of the Company's results of operations for the three and nine month periods ended September 30, 2003 and 2002.

The results disclosed in the consolidated statements of operations are not necessarily indicative of the results to be expected for any future periods.

**Principles of Consolidation**

The Company's accompanying consolidated financial statements include the accounts of Smith-Midland Corporation, a Delaware corporation, and its wholly owned subsidiaries: Smith-Midland Corporation, a Virginia corporation; Easi-Set Industries, Inc., a Virginia corporation; Smith-Carolina Corporation, a North Carolina corporation; Concrete Safety Systems, Inc., a Virginia corporation; and Midland Advertising & Design, Inc., a Virginia corporation. All significant inter-company accounts and transactions have been eliminated in consolidation.

**Reclassifications**

Certain reclassifications have been made to the prior years' consolidated financial statements to conform to the 2003 presentation.

**Table of Contents****Inventories**

Inventories are stated at the lower of cost, using the first-in, first-out (FIFO) method, or market.

**Property and Equipment**

Property and equipment, net is stated at depreciated cost. Expenditures for ordinary maintenance and repairs are charged to income as incurred. Costs of betterments, renewals, and major replacements are capitalized. At the time properties are retired or otherwise disposed of, the related cost and allowance for depreciation are eliminated from the accounts and any gain or loss on disposition is reflected in income.

Depreciation is computed using the straight-line method over the following estimated useful lives:

|                                 | <b>Years</b>      |
|---------------------------------|-------------------|
|                                 | <u>          </u> |
| Buildings                       | 10-33             |
| Trucks and automotive equipment | 3-10              |
| Shop machinery and equipment    | 3-10              |
| Land improvements               | 10-30             |
| Office equipment                | 3-10              |

**Income Taxes**

The provision for income taxes is based on earnings reported in the financial statements. A deferred income tax asset or liability is determined by applying currently enacted tax laws and rates to the expected reversal of the cumulative temporary differences between the carrying value of assets and liabilities for financial statement and income tax purposes. Deferred income tax expense is measured by the change in the deferred income tax asset or liability during the year.

No provision for federal income taxes was made for the nine month period ending September 30, 2003 due to the net operating loss for the year to date. A tax benefit was recorded for the three and nine months ended September 30, 2002 due to the carryback of the current net operating loss.

**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 services for precast concrete products, leasing and royalties are recognized as revenue as they are earned on an accrual basis. Licensing fees are recognized under the accrual method unless collectability is in

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doubt, in which event revenue is recognized as cash is received. Certain sales of soundwall, architectural precast panels and Slenderwall concrete products are

**Table of Contents**

recognized upon completion of production and customer site inspections. Provisions for estimated losses on contracts are made in the period in which such losses are determined.

**Estimates**

The preparation of these financial statements 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. Actual results could differ from those estimates.

**Earnings Per Share**

Basic earnings per share is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilutive effect of securities that could share in earnings of an entity. Earnings per share was calculated as follows:

|   | <b>Three Months Ended<br/>September 30</b> |             |
|---|--|-------------|
|   | <b>2003</b>                                | <b>2002</b> |
| Net income (loss)   | \$ (195,020)                               | \$ 177,226  |
| Average shares outstanding for basic earnings per share   | 4,449,458                                  | 3,871,267   |
| Dilutive effect of stock options and warrants             | 42,259                                     | 171,925     |
| Average Shares Outstanding for Diluted Earnings per Share | 4,491,807                                  | 4,043,192   |
| Basic earnings (loss) per share                           | \$ (.04)                                   | \$ .05      |
| Diluted earnings (loss) per share                         | \$ (.04)                                   | \$ .04      |

|   | <b>Nine Months Ended<br/>September 30</b> |             |
|---|---|-------------|
|   | <b>2003</b>                               | <b>2002</b> |
| Net income (loss)   | \$ (297,465)                              | \$ 784,592  |
| Average shares outstanding for basic earnings per share   | 4,440,081                                 | 3,559,074   |
| Dilutive effect of stock options and warrants             | 68,046                                    | 213,605     |
| Average Shares Outstanding for Diluted Earnings per Share | 4,508,158                                 | 3,772,679   |
| Basic earnings (loss) per share                           | \$ (.07)                                  | \$ .22      |
| Diluted earnings (loss) per share                         | \$ (.07)                                  | \$ .21      |

**Stock Options**

The Company has elected to use the intrinsic value method of accounting as prescribed by Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and related Interpretations, for stock options granted to the Company's employees. This method does not result in the recognition of compensation expense when employee stock options are granted if the exercise price of the option equals or exceeds the fair market value of the stock at the date of grant.

**Table of Contents**

Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation (SFAS 123), establishes alternative methods of accounting for stock options. If the fair value method prescribed by SFAS 123 had been adopted, the effect on earnings would have been as follows:

|   | Three months ended<br>September 30<br>2003 | Nine months ended<br>September 30<br>2003 |
|---|--|---|
| Net income (loss), as reported  | \$ (195,020)                               | \$ (297,465)                              |
| Less: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects | (14,024)                                   | (42,703)                                  |
| Proforma net income   | \$ (209,044)                               | \$ (340,168)                              |
| Basic earnings (loss) per share:  |  |   |
| Reported  | \$ (.04)                                   | \$ (.07)                                  |
| Proforma  | (.05)                                      | (.06)                                     |
| Diluted earnings (loss) per share:  |  |   |
| Reported  | \$ (.04)                                   | \$ (.07)                                  |
| Proforma  | (.05)                                      | (.06)                                     |

The following table summarizes options outstanding:

|  | Three and Nine<br>Months Ended<br>September 30, 2003 |  |
|--|--|--|
|  | Shares   | Weighted<br>average<br>exercise<br>price |
| Options outstanding at beginning of period | 471,925  | \$ 1.04                                  |
| Granted                                    | 0  |  |
| Forfeited                                  | 0  | \$ 1.24                                  |
| Exercised                                  | 0  | \$ .66                                   |
| Options outstanding at end of period       | 471,925  | \$ 1.05                                  |
| Options exercisable at end of period       | 314,926  |  |

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations****General**

The Company generates revenues primarily from the sale, licensing, leasing, shipping and installation of precast concrete products for the construction, utility and farming industries. The





## **Table of Contents**

Company's operating strategy has involved producing innovative and proprietary products, including Slenderwall patent-pending, lightweight, energy efficient concrete and steel exterior wall panel for use in building construction; J-J Hooks Highway Safety Barrier, a patented, positive-connected highway safety barrier; Sierra Wall, a sound barrier primarily for roadside use; and transportable concrete buildings. In addition, the Company produces custom order precast concrete products with various architectural surfaces, typically used in commercial building construction, as well as utility vaults, farm products such as cattle guards, and water and feed troughs.

This Form 10-QSB contains forward-looking statements which involve risks and uncertainties. The Company's actual results may differ significantly from the results discussed in the forward-looking statements and the results for the three and nine months ended September 30, 2003 are not necessarily indicative of the results for the Company's operations for the year ending December 31, 2003. Factors that might cause such a difference include, but are not limited to, product demand, the impact of competitive products and pricing, capacity and supply constraints or difficulties, general business and economic conditions, the effect of the Company's accounting policies and other risks detailed in the Company's Annual Report on Form 10-KSB and other filings with the Securities and Exchange Commission.

## **Results of Operations**

### ***Three months ended September 30, 2003 compared to the three months ended September 30, 2002***

For the three months ended September 30, 2003, the Company had total revenue of \$4,579,142 compared to total revenue of \$6,564,573 for the three months ended September 30, 2002, a decrease of \$1,985,431, or 30%. Total product sales were \$3,602,221 for the three months ended September 30, 2003 compared to \$4,900,651 for the same period in 2002, a decrease of \$1,298,430, or 26%. The lower product sales were related to poor economic conditions which resulted in reduced sales of Slenderwall, architectural products and soundwall which was partly offset by an increase in building sales. Barrier rental income was \$101,183 for the three months ended September 30, 2003 compared to \$323,629 for the same period in 2002 a decrease of \$222,446 or 69%. Royalty and license income increased \$44,296 or 28% to \$204,013 for the quarter ended September 30, 2003 due to the addition of a licensee and increased Slenderwall royalties. Shipping and installation revenue was \$607,792 for the three months ended September 30, 2003 and \$1,167,892 for the same period in 2002, a decrease of \$560,100, or 48%. The decrease was attributable to the decrease in architectural products installation.

Total cost of goods sold for the three months ended September 30, 2003 was \$3,736,270, a decrease of \$1,199,598, or 24%, from \$4,935,868 for the three months ended September 30, 2002. The majority of the decrease was due to the decreased sales volume. Cost of goods sold as a percentage of total revenue increased from 75% for the three months ended September 30, 2002, to 82% for the three months ended September 30, 2003. Most of the increase in the cost of goods sold percentage was due to the lower profit margins on architectural work which was bid at a lower margin to maintain production capacity. The lower margins on these jobs are not indicative of the profit margins on current and future work. The increase in the cost of goods sold percentage was

**Table of Contents**

also a result of lower sales to cover fixed manufacturing expenses which includes engineering, quality control and purchasing; the amount of these expenses decreased from the same period in 2002 but because it was spread over a lower amount of sales the expense as a percentage of sales actually increased. The Company also incurred shipping and installation expense of \$685,151 for the three months ended September 30, 2003 and \$1,291,466 for the same period in 2002, a decrease of \$606,315 or 47% which is related to the decrease in installations.

For the three months ended September 30, 2003, the Company's general and administrative expenses increased \$79,375 to \$732,560 from \$653,185 during the same period in 2002. The 12% increase is mainly due to higher costs in the areas of insurance, legal fees, bad debt allowance and personnel related expenses.

Selling expenses for the three months ended September 30, 2003 increased \$41,150, or 13%, to \$355,624 from \$314,474 for the same period in 2002, primarily due to higher marketing and professional fees at Smith Midland Virginia and Easi-Set Industries which is in line with the Company's strategy of building the business for long-term success.

The Company's operating loss for the three months ended September 30, 2003 was \$245,312 compared to operating income of \$661,046 for the three months ended September 30, 2002, a decrease of \$906,358. The decreased operating income was primarily the result of the lower gross profit and to a lesser extent the higher selling, general and administrative expenses.

Interest expense was \$69,379 for the three months ended September 30, 2003, compared to \$70,835 for the three months ended September 30, 2002. The decrease of \$1,456, or 2%, was due to a lower average interest rate during the 2003 period with slightly higher levels of average debt outstanding.

Other expense (net) was \$459 for the three months ended September 30, 2003 compared to other expense (net) of \$22,543 for the three months ended September 30, 2002, a decrease of \$22,084. The decrease is attributable to the positive effects of an adjustment to a liability account that offset the use taxes.

The net loss was \$195,020 for the three months ended September 30, 2003, compared to a net income of \$177,226 for the same period in 2002. The basic and diluted net loss per share for the current three month period was \$.04 and \$.04 compared to basic and diluted net earnings per share of \$.05 and \$.04 for the three months ended September 30, 2002.

***Nine months ended September 30 2003 compared to the six months ended September 30, 2002***

During the nine months ended September 30, 2003, the Company recorded several expenses that are not representative of ongoing operations. These include the write-off of health claims receivable of \$114,937 that was deemed to be uncollectible; an increase in field repairs of \$49,467 for a solution to a difficult customer satisfaction issue; legal expenses that were \$38,473 higher than in the same period in 2002 as a result of greater time spent on the Seacoast case and general corporate matters and an insurance adjustment of \$80,357.

**Table of Contents**

For the nine months ended September 30, 2003, the Company had total revenue of \$14,344,646 compared to total revenue of \$17,776,782 for the same period in 2002, a decrease of \$3,432,136, or 19%. Total product sales were \$11,164,789 for the nine months ended September 30, 2003 compared to \$13,797,370 for the same period in 2002, a decrease of \$2,632,581, or 19%. The lower product sales were affected by adverse climactic conditions in the first quarter that reduced construction activity in most of the Company's market and poor economic conditions. The decrease occurred mainly in the sales of Slenderwall and architectural products however, farm products, utility products and buildings all increased slightly compared to 2002. Royalty income was also down because of lower sales of royalty generating products on the part of Easi-Set licensees. Shipping and installation revenue was \$2,201,250 for the nine months ended September 30, 2003 and \$2,925,789 for the same period in 2002, a decrease of \$724,539, or 25%. The revenue decrease was attributable to a decrease in installation activity primarily on the commercial building projects.

Total cost of goods sold for the nine months ended September 30, 2003 was \$11,134,948, a decrease of \$2,146,914, or 16%, from \$13,281,862 for the same period in 2002. The majority of the decrease was due to the decreased volume. Cost of goods sold as a percentage of total revenue increased to 78% for the nine months ended September 30, 2003, from 75% for the nine months ended June 30, 2002. The increase in the cost of goods sold percentage was a result of lower sales to cover fixed manufacturing expenses which includes engineering, quality control and purchasing; the amount of these expenses decreased from the same period in 2002 but because it was spread over a lower amount of sales the expense as a percentage of sales actually increased. Also affecting this were three projects with lower profit margins on architectural work which was bid at a lower margin to maintain production capacity. The lower margins on these jobs are not indicative of the profit margins on current and future work. The Company also incurred shipping and installation expense of \$2,613,360 for the nine months ended September 30, 2003 and \$3,162,743 for the same period in 2002, a decrease of \$549,383 or 17%. Most of the decrease was due to reduced construction work.

For the nine months ended September 30, 2003, the Company's general and administrative expenses increased \$406,165 to \$2,209,628 from \$1,803,463 during the same period in 2002. The 23% increase is mainly due to higher costs in the areas of health and other insurance, legal fees, bad debt allowance and personnel related expenses. There was an adjustment to the health claims receivable that resulted in an expense of \$114,937 to adjust the amount to our policy limit. This was charged on a pro-rata basis to each department so only a portion shows up in general and administrative. Legal expenses for the period ended September 30, 2003 increased by \$38,473 mostly due to the ongoing case with Seacoast that is described in the Company's Form 10-KSB for 2002. There was also an expense of approximately \$42,000 for personnel replacements and an insurance adjustment of \$80,357.

Selling expenses for the nine months ended September 30, 2003 increased \$232,617, or 24%, to \$1,184,240 from \$951,623 for the same period in 2002, resulting primarily from increased advertising and marketing for Easi-Set products and increased sales incentives. These expenses are part of the Company's emphasis on building a greater brand awareness for the products and continuing to improve the sales and marketing team.

**Table of Contents**

The Company's operating loss for the nine months ended September 30, 2003 was \$184,170 compared to operating income of \$1,739,834 for the nine months ended September 30, 2002. The decreased operating income was primarily the result of the lower gross profit and to a lesser extent the higher selling, general and administrative expenses.

Interest expense was \$202,106 for the nine months ended September 30, 2003, compared to \$221,361 for the same period in 2002. The decrease of \$19,255, or 9%, was due to a lower average interest rate during the 2003 period and an average lower level of debt outstanding.

Other expense (net) was \$96,343 for the nine months ended September 30, 2003 compared to other expense (net) of \$93,177 for the same period in 2002, an increase of \$3,166. The increase is not a significant amount.

The net loss was \$297,465 for the nine months ended September 30, 2003, compared to a net income of \$784,592 for the same period in 2002. The basic and diluted net loss per share for the current nine month period was \$(.07) and \$(.07) compared to basic and diluted net earnings per share of \$.22 and \$.21 for the nine months ended September 30, 2002.

**Liquidity and Capital Resources**

The Company has financed its capital expenditures, operating requirements and growth to date primarily with proceeds from operations, and bank and other borrowings. The Company had \$4,683,271 of indebtedness at September 30 2003, of which \$732,797 was scheduled to mature within twelve months.

*Schedule of Contractual Obligations:*

|                                    | Payments due by period |            |            |            |              |
|------------------------------------|------------------------|------------|------------|------------|--------------|
|                                    | Total                  | Less than  |            |            | After        |
|                                    |                        | 1 year     | 1-3 years  | 4-5 years  | 5 years      |
| Long-term debt and capital leases  | \$ 4,597,527           | \$ 682,686 | \$ 558,963 | \$ 391,137 | \$ 2,964,741 |
| Debt to Related Parties            | 30,726                 | 17,789     | 12,937     | 0          | 0            |
| Operating leases                   | 55,018                 | 32,322     | 16,499     | 6,197      | 0            |
| Total contractual cash obligations | \$ 4,683,271           | \$ 732,797 | \$ 588,399 | \$ 397,334 | \$ 2,964,741 |

The Company has a \$3,667,585 note with First International Bank ( FIB ), formerly the First National Bank of New England, headquartered in Hartford, Connecticut. The note had an original term of twenty three years beginning on June 25, 1998 with an interest rate of 1.5% above prime, secured by equipment and real estate. The loan is guaranteed in part by the U.S. Department of Agriculture Rural Business-Cooperative Service's loan guarantee. Under the terms of the note, the Company's unfinanced fixed asset expenditures are limited to \$300,000 per year for a five year period. In addition, FIB will permit chattel mortgages on purchased equipment not to exceed \$200,000 on an annual basis so long as the Company is not in default. The Company also has a



## **Table of Contents**

\$1,000,000 line of credit, under which there were \$300,000 in borrowings at September 30, 2003. This commercial revolving promissory note, which carries a variable interest rate of 1% above prime, has a maturity of April 1, 2004

At September 30, 2003, the Company had cash totaling \$738,525 compared to cash totaling \$1,223,756 at December 31, 2002. During the period, the financing activities provided \$500,599 (net) in cash primarily from new borrowings; used \$425,020 in its investing activities, primarily for the purchase of new equipment. The Company's operating activities absorbed cash of \$560,810 (net) which was due to the payment of corporate income taxes, the increase in inventory and the net loss.

Capital spending totaled \$511,607 in the nine month period ended September 30, 2003 versus \$600,706 in the comparable period of the prior year, mainly because of routine equipment replacements and plant modernization. Planned capital expenditures for 2003 are limited as stated above by the FIB loan agreement. The Company plans to make additional capital expenditures for routine equipment replacement, productivity improvements and plant upgrades that are planned for 2003 based on the achievement of operating goals and the availability of funds.

As a result of the Company's substantial debt burden, the Company is especially sensitive to changes in the prevailing interest rates. Fluctuations in such interest rates may materially and adversely affect the Company's ability to finance its operations either by increasing the Company's cost to service its current debt, or by creating a more burdensome refinancing environment, if interest rates should increase.

The Company's cash flow from operations is affected by production schedules set by contractors, which generally provide for payment 45 to 75 days after the products are produced. This payment schedule has resulted in liquidity problems for the Company because it must bear the cost of production for its products long before it receives payment. In the event cash flow from operations, collection of claims, and existing credit facilities are not adequate to support operations, the Company would be required to obtain alternative sources of both short-term and long-term financing, for which there can be no assurance of obtaining.

### *Significant Accounting Policies and Estimates*

The Company's significant accounting policies are more fully described in its Summary of Accounting Policies to the Company's annual consolidated financial statements. The preparation of financial statements in conformity with accounting principles generally accepted within the United States requires management to make estimates and assumptions in certain circumstances that affect amounts reported in the accompanying financial statements and related notes. In preparing these financial statements, management has made its best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. The Company does not believe there is a great likelihood that materially different amounts would be reported related to the accounting policies described below, however, application of these accounting policies involves the exercise of judgment and the use of assumptions as to future uncertainties and as a result, actual results could differ from these estimates.

## **Table of Contents**

The Company evaluates the adequacy of its allowance for doubtful accounts at the end of each quarter. In performing this evaluation, the Company analyzes the payment history of its significant past due accounts, subsequent cash collections on these accounts and comparative accounts receivable aging statistics. Based on this information, along with consideration of the general strength of the economy, the Company develops what it considers to be a reasonable estimate of the uncollectible amounts included in accounts receivable. This estimate involves significant judgment by the management of the Company. Actual uncollectible amounts may differ from the Company's estimate.

The Company estimates inventory markdowns based on customer orders sold below cost, to be shipped in the following period and on the amount of similar unsold inventory at period end. The Company analyzes recent sales and gross margins on unsold inventory in further estimating inventory markdowns. These specific markdowns are reflected in the cost of sales and the related gross margins at the conclusion of the appropriate sales period. This estimate involves significant judgment by the management of the Company. Actual gross margins on sales of excess inventory may differ from the Company's estimate.

The Company 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 services for precast concrete products, leasing and royalties are recognized as revenue as they are earned on an accrual basis. Licensing fees are recognized under the accrual method unless collectibility is in doubt, in which event revenue is recognized as cash is received. Certain sales of Soundwall and Slenderwall concrete products are recognized upon completion of units produced under long-term contracts. When necessary, provisions for estimated losses on these contracts are made in the period in which such losses are determined. Changes in job performance, conditions and contract settlements that affect profit are recognized in the period in which the changes occur. Unbilled trade accounts receivable represents revenue earned on units produced and not yet billed.

The Company has elected to use the intrinsic value method of accounting as prescribed by Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and related Interpretations, for stock options granted to the Company's employees. This method does not result in the recognition of compensation expense when employee stock options are granted if the exercise price of the option equals or exceeds the fair market value of the stock at the date of grant. Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation (SFAS 123), establishes alternative methods of accounting for stock options. The Company's Form 10-KSB for the period ended December 31, 2002 and the footnote entitled stock options in this Form 10-QSB shows the effect on earnings if the fair value method prescribed by SFAS 123 had been adopted.

## **Other Comments**

The Company services the construction industry primarily in areas of the United States where construction activity is inhibited by adverse weather during the winter. As a result, the Company traditionally experiences reduced revenues from December through March and realizes the

## **Table of Contents**

substantial part of its revenues during the other months of the year. The Company typically experiences lower profits, or losses, during the winter months, and must have sufficient working capital to fund its operations at a reduced level until spring construction season. The failure to generate or obtain sufficient working capital during the winter may have a material adverse effect on the Company.

As of September 30, 2003 the Company's backlog was significantly lower than it was at the same period in 2002. The projects relating to the backlog as of September 30, 2003 are scheduled to be constructed in 2003 and 2004. The drop in the Company's backlog from September 30, 2002 is due to a decreased level of new sales and projects as a result of the slower economy in the capital spending sector. In the event the slowdown for capital spending continues, future sales levels are liable to be adversely effected.

Management believes that the Company's operations have not been materially affected by inflation.

### **Item 3. Controls and Procedures**

Our principal executive and financial officers have concluded, based on their evaluation as of the end of the period covered by this Form 10-QSB, that our disclosure controls and procedures under Rule 13a-15 of the Securities Exchange Act of 1934 are effective to ensure that information we are required to disclose in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and include controls and procedures designed to ensure that information we are required to disclose in such reports is accumulated and communicated to management, including our principal executive and financial officers, as appropriate to allow timely decisions regarding required disclosure.

There has been no change in the Company's internal control over financial reporting that occurred during the Company's fiscal quarter ended September 30, 2003 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II Other Information**

### **Item 1. Legal Proceedings.**

Reference is made to Item 3 of the Company's Annual Report on Form 10-KSB for the year ended December 31, 2002 for information as to reported legal proceedings.

Item 2. Changes in Securities and Use of Proceeds. None.

Item 3. Defaults Upon Senior Securities. None.



Item 4. Submission of Matters to a Vote of Security Holders.

17

**Table of Contents**

On June 27, 2003 the Company held its Annual Meeting of Stockholders. The Stockholders voted on and approved the following:

1. The election of the following individuals to serve as directors until the next annual meeting and until their successors are duly elected and qualified:

| <u>Name</u>      | <u>Shares Voted to</u>  |                           |
|------------------|-------------------------|---------------------------|
|                  | <u>Shares Voted For</u> | <u>Withhold Authority</u> |
| Rodney I. Smith  | 3,264,539               | 76,150                    |
| Ashley B. Smith  | 3,128,539               | 212,150                   |
| Wesley A. Taylor | 3,143,539               | 197,150                   |
| Andrew Kavounis  | 3,261,239               | 79,450                    |

2. The ratification of the selection by the Board of Directors of BDO Seidman LLP as independent auditors for the year ending December 31, 2003. In this connection, 3,261,839 shares voted for ratification, 66,150 shares voted against ratification, and 12,700 shares abstained.

Item 5. Other Information. None.

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

(1) The following exhibits are filed herewith:

| <u>Exhibit No.</u> |  |
|--------------------|--|
| 31.1               | Section 302 Certification of Chief Executive Officer |
| 31.2               | Section 302 Certification of Chief Financial Officer |
| 32.1               | Section 906 Certification of Chief Executive Officer |
| 32.2               | Section 906 Certification of Chief Financial Officer |

(b) Reports on Form 8-K

None.



**Table of Contents**

**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 14, 2003

SMITH-MIDLAND CORPORATION

By: /s/ Rodney I. Smith

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Rodney I. Smith

Chairman of the Board,

Chief Executive Officer and President

(principal executive officer)

Date: November 14, 2003

By: /s/ John K. Johnson

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John K. Johnson

Chief Financial Officer

(principal financial officer)