

**UNITED STATES  
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 June 30, 2018**

**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 1-10799

**ADDvantage Technologies Group, Inc.**

(Exact name of registrant as specified in its charter)

**OKLAHOMA**

(State or other jurisdiction of incorporation or organization)

**73-1351610**

(I.R.S. Employer Identification No.)

<b>1221 E. Houston</b>
<b>Broken Arrow, Oklahoma 74012</b>
(Address of principal executive office)
<b>(918) 251-9121</b>
(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 <input checked="" type="checkbox"/> No <input type="checkbox"/>
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 (Section 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 <input checked="" type="checkbox"/> No <input type="checkbox"/>
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. Large accelerated filer <input type="checkbox"/> Accelerated filer <input type="checkbox"/> Non-accelerated filer <input type="checkbox"/> (do not check if a smaller reporting company) Smaller reporting company <input checked="" type="checkbox"/>	
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Shares outstanding of the issuer's \$.01 par value common stock as of July 31, 2018 were 10,306,145.	

**ADVANTAGE TECHNOLOGIES GROUP, INC.**  
**Form 10-Q**  
**For the Period Ended June 30, 2018**

<b>PART I. FINANCIAL INFORMATION</b>		<u>Page</u>
<b>Item 1.</b>	<b>Financial Statements.</b>	
	<b>Consolidated Condensed Balance Sheets (unaudited)</b> June 30, 2018 and September 30, 2017	<a href="#"><u>2</u></a>
	<b>Consolidated Condensed Statements of Operations (unaudited)</b> Three and Nine Months Ended June 30, 2018 and 2017	<a href="#"><u>4</u></a>
	<b>Consolidated Condensed Statements of Cash Flows (unaudited)</b> Nine Months Ended June 30, 2018 and 2017	<a href="#"><u>5</u></a>
	<b>Notes to Unaudited Consolidated Condensed Financial Statements</b>	<a href="#"><u>6</u></a>
<b>Item 2.</b>	<b>Management's Discussion and Analysis of Financial Condition and Results of Operations.</b>	<a href="#"><u>14</u></a>
<b>Item 4.</b>	<b>Controls and Procedures.</b>	<a href="#"><u>22</u></a>
<b>PART II - OTHER INFORMATION</b>		
<b>Item 3.</b>	<b>Defaults Upon Senior Securities.</b>	<a href="#"><u>23</u></a>
<b>Item 6.</b>	<b>Exhibits.</b>	<a href="#"><u>23</u></a>
<b>SIGNATURES</b>		

## PART I. FINANCIAL INFORMATION

### Item 1. Financial Statements.

#### ADVANTAGE TECHNOLOGIES GROUP, INC. CONSOLIDATED CONDENSED BALANCE SHEETS (UNAUDITED)

	<u>June 30,</u> <u>2018</u>	<u>September 30,</u> <u>2017</u>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 2,141,434	\$ 3,972,723
Accounts receivable, net of allowance for doubtful accounts of \$150,000	5,078,143	5,567,005
Income tax receivable	197,418	247,186
Inventories, net of allowance for excess and obsolete inventory of \$3,500,000 and \$2,939,289, respectively	20,045,232	22,333,820
Prepaid expenses	<u>274,605</u>	<u>298,152</u>
Total current assets	27,736,832	32,418,886
Property and equipment, at cost:		
Land and buildings	7,211,190	7,218,678
Machinery and equipment	3,792,933	3,995,668
Leasehold improvements	<u>200,617</u>	<u>202,017</u>
Total property and equipment, at cost	11,204,740	11,416,363
Less: Accumulated depreciation	<u>(5,522,693)</u>	<u>(5,395,791)</u>
Net property and equipment	5,682,047	6,020,572
Investment in and loans to equity method investee	89,500	98,704
Intangibles, net of accumulated amortization	7,607,554	8,547,487
Goodwill	4,820,185	5,970,244
Deferred income taxes	1,731,000	1,653,000
Other assets	<u>134,443</u>	<u>138,712</u>
Total assets	<u>\$ 47,801,561</u>	<u>\$ 54,847,605</u>

See notes to unaudited consolidated condensed financial statements.

ADVANTAGE TECHNOLOGIES GROUP, INC.  
CONSOLIDATED CONDENSED BALANCE SHEETS  
(UNAUDITED)

	<u>June 30,</u> <u>2018</u>	<u>September 30,</u> <u>2017</u>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 2,665,043	\$ 3,392,725
Accrued expenses	1,346,663	1,406,722
Notes payable – current portion	2,976,044	4,189,605
Other current liabilities	<u>657,498</u>	<u>664,325</u>
Total current liabilities	7,645,248	9,653,377
Notes payable, less current portion	–	2,094,246
Other liabilities	<u>792,896</u>	<u>1,401,799</u>
Total liabilities	8,438,144	13,149,422
Shareholders' equity:		
Common stock, \$.01 par value; 30,000,000 shares authorized; 10,806,803 and 10,726,653 shares issued, respectively; 10,306,145 and 10,225,995 shares outstanding, respectively	108,068	107,267
Paid in capital	(4,608,875)	(4,746,466)
Retained earnings	<u>44,864,238</u>	<u>47,337,396</u>
Total shareholders' equity before treasury stock	40,363,431	42,698,197
Less: Treasury stock, 500,658 shares, at cost	<u>(1,000,014)</u>	<u>(1,000,014)</u>
Total shareholders' equity	<u>39,363,417</u>	<u>41,698,183</u>
Total liabilities and shareholders' equity	<u>\$47,801,561</u>	<u>\$ 54,847,605</u>

See notes to unaudited consolidated condensed financial statements.

ADVANTAGE TECHNOLOGIES GROUP, INC.  
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS  
(UNAUDITED)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Sales	\$ 12,573,899	\$ 12,989,990	\$ 36,508,192	\$ 36,380,572
Cost of sales	<u>9,490,966</u>	<u>9,234,039</u>	<u>26,699,039</u>	<u>24,836,563</u>
Gross profit	3,082,933	3,755,951	9,809,153	11,544,009
Operating, selling, general and administrative expenses	3,641,434	3,757,027	10,717,539	11,031,276
Goodwill impairment charge	<u>1,150,059</u>	<u>—</u>	<u>1,150,059</u>	<u>—</u>
Income (loss) from operations	(1,708,560)	(1,076)	(2,058,445)	512,733
Other income (expense):				
Loss from equity method investment	—	—	(258,558)	—
Interest expense	<u>(45,139)</u>	<u>(85,787)</u>	<u>(187,155)</u>	<u>(279,764)</u>
Total other expense, net	<u>(45,139)</u>	<u>(85,787)</u>	<u>(445,713)</u>	<u>(279,764)</u>
Income (loss) before income taxes	(1,753,699)	(86,863)	(2,504,158)	232,969
Provision (benefit) for income taxes	<u>(247,000)</u>	<u>(20,000)</u>	<u>(31,000)</u>	<u>72,000</u>
Net income (loss)	<u>\$ (1,506,699)</u>	<u>\$ (66,863)</u>	<u>\$ (2,473,158)</u>	<u>\$ 160,969</u>
Earnings (loss) per share:				
Basic	\$ (0.15)	\$ (0.01)	\$ (0.24)	\$ 0.02
Diluted	\$ (0.15)	\$ (0.01)	\$ (0.24)	\$ 0.02
Shares used in per share calculation:				
Basic	10,306,145	10,192,244	10,261,617	10,160,017
Diluted	10,306,145	10,192,244	10,261,617	10,160,582

See notes to unaudited consolidated condensed financial statements.

ADVANTAGE TECHNOLOGIES GROUP, INC.  
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

	Nine Months Ended June 30,	
	<u>2018</u>	<u>2017</u>
<b>Operating Activities</b>		
Net income (loss)	\$ (2,473,158)	\$ 160,969
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation	289,104	328,673
Amortization	939,933	953,871
Provision for excess and obsolete inventories	560,711	433,579
Charge for lower of cost or net realizable value for inventories	219,846	119,257
Loss on disposal of property and equipment	41,354	-
Deferred income tax benefit	(78,000)	(157,000)
Share based compensation expense	122,142	130,390
Goodwill impairment charge	1,150,059	-
Loss from equity method investment	258,558	-
Changes in assets and liabilities:		
Accounts receivable	682,708	(629,035)
Income tax receivable\payable	49,768	379,083
Inventories	1,322,302	(539,594)
Prepaid expenses	39,797	14,078
Other assets	4,269	(424)
Accounts payable	(727,682)	908,972
Accrued expenses	(48,678)	93,613
Other liabilities	<u>51,270</u>	<u>88,312</u>
Net cash provided by operating activities	2,404,303	2,284,744
<b>Investing Activities</b>		
Acquisition of net operating assets	-	(6,643,540)
Guaranteed payments for acquisition of business	(667,000)	(1,000,000)
Loan repayments from (loans to) equity method investee	(249,354)	2,299,921
Purchases of property and equipment	(35,331)	(169,560)
Disposals of property and equipment	<u>23,900</u>	<u>1,817</u>
Net cash used in investing activities	(927,785)	(5,511,362)
<b>Financing Activities</b>		
Net change in bank revolving line of credit	500,000	-
Proceeds from notes payable	-	4,000,000
Debt issuance costs	-	(16,300)
Payments on notes payable	<u>(3,807,807)</u>	<u>(1,520,700)</u>
Net cash provided by (used in) financing activities	<u>(3,307,807)</u>	<u>2,463,000</u>
Net decrease in cash and cash equivalents	(1,831,289)	(763,618)
Cash and cash equivalents at beginning of period	<u>3,972,723</u>	<u>4,508,126</u>
Cash and cash equivalents at end of period	<u>\$ 2,141,434</u>	<u>\$ 3,744,508</u>
Supplemental cash flow information:		
Cash paid for interest	\$ 173,282	\$ 256,882
Cash paid for (received from) income taxes	\$ 5,146	\$ (200,000)
Supplemental noncash investing activities:		
Deferred guaranteed payments for acquisition of business	\$ -	\$ (1,836,105)
Note receivable from disposition of net operating assets	\$ 225,000	\$ -

See notes to unaudited consolidated condensed financial statements.

ADVANTAGE TECHNOLOGIES GROUP, INC.  
NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

**Note 1 – Basis of Presentation and Accounting Policies**

*Basis of presentation*

The consolidated condensed financial statements include the accounts of ADDvantage Technologies Group, Inc. and its subsidiaries, all of which are wholly owned (collectively, the “Company” or “we”). Intercompany balances and transactions have been eliminated in consolidation. The Company’s reportable segments are Cable Television (“Cable TV”) and Telecommunications (“Telco”).

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial statements and do not include all the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. However, the information furnished reflects all adjustments, consisting only of normal recurring items which are, in the opinion of management, necessary in order to make the consolidated condensed financial statements not misleading. It is suggested that these consolidated condensed financial statements be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended September 30, 2017.

*Reclassification*

Certain prior year amounts have been reclassified to conform to the current year presentation. These reclassifications had no effect on previously reported results of operations or retained earnings.

*Recently Issued Accounting Standards*

In May 2014, the FASB issued ASU 2014-09: “Revenue from Contracts with Customers (Topic 606)”. This guidance was issued to clarify the principles for recognizing revenue and develop a common revenue standard for U.S. GAAP and International Financial Reporting Standards (“IFRS”). In addition, in August 2015, the FASB issued ASU 2015-14: “Revenue from Contracts with Customers (Topic 606). This update was issued to defer the effective date of ASU 2014-09 by one year. Therefore, the effective date of ASU 2014-09 is for annual reporting periods beginning after December 15, 2017. Based on management’s assessment of ASU 2014-09, management does not expect that ASU 2014-09 will have a material impact on the Company’s consolidated financial statements as the Company’s contracts generally consist of a single performance obligation to deliver tangible goods. As part of the Company’s review of its contracts, the Company changed its processes for contract review of performance obligation contracts to help ensure the Company will be in compliance with this standard.

In February 2016, the FASB issued ASU 2016-02: “Leases (Topic 842)” which is intended to improve financial reporting about leasing transactions. This ASU will require organizations (“lessees”) that lease assets with lease terms of more than twelve months to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. Organizations that own the assets leased by lessees (“lessors”) will remain largely unchanged from current GAAP. In addition, this ASU will require disclosures to help investors and other financial statement users better understand the amount, timing and uncertainty of cash flows arising from leases. The guidance is effective for annual periods beginning after December 15, 2018 and early adoption is permitted. Based on management’s initial assessment, ASU 2016-02 will have a material impact on the Company’s consolidated financial statements. Management reviewed its lease obligations and determined that the Company generally does not enter into long-term lease obligations with the exception of its real estate leases for its facilities. The Company is a lessee on certain real estate leases that will need to be reported as right of use assets and liabilities at an estimated amount of \$3 million on the Company’s consolidated financial statements on the date of adoption.

In March 2016, the FASB issued ASU 2016-09: “Compensation – Stock Compensation (Topic 718)” which is intended to improve employee share-based payment accounting. This ASU identifies areas for simplification involving several aspects of accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, an option to recognize gross stock compensation expense with

actual forfeitures recognized as they occur, as well as certain classifications on the statement of cash flows. The guidance is effective for annual periods beginning after December 15, 2016 and interim periods within those annual periods. Early adoption is permitted. Management has determined that ASU 2016-09 will not have a material impact on the Company's consolidated financial statements. The Company does not currently have excess tax benefits or deficiencies from stock compensation expense. The Company adopted ASU 2016-09 on October 1, 2017.

In June 2016, the FASB issued ASU 2016-13: "Financial Instruments – Credit Losses (Topic 326) – Measurement of Credit Losses on Financial Instruments. This ASU requires entities to measure all expected credit losses for most financial assets held at the reporting date based on an expected loss model which includes historical experience, current conditions, and reasonable and supportable forecasts. Entities will now use forward-looking information to better form their credit loss estimates. This ASU also requires enhanced disclosures to help financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an entity's portfolio. ASU 2016-13 is effective for annual periods beginning after December 15, 2019, including interim periods within those fiscal periods. Entities may adopt earlier as of the fiscal year beginning after December 15, 2018, including interim periods within those fiscal years. We are currently in the process of evaluating this new standard update.

In August 2016, the FASB issued ASU 2016-15: "Statement of Cash Flows (Topic 230) – Classification of Certain Cash Receipts and Cash Payments." This ASU addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. The amendments in this ASU are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted. Based on management's initial assessment of ASU 2016-15, the cash flows associated with guaranteed payments for acquisition of businesses will be reported as a financing activity in the Statement of Cash Flows, as opposed to an investing activity where it is currently reported.

In January 2017, the FASB issued ASU 2017-04: "Intangibles – Goodwill and Other (Topic 350) – Simplifying the Test for Goodwill Impairment." This ASU eliminates the second step in the goodwill impairment test which requires an entity to determine the implied fair value of the reporting unit's goodwill. Instead, an entity should recognize an impairment loss if the carrying value of the net assets assigned to the reporting unit exceeds the fair value of the reporting unit, with the impairment loss not to exceed the amount of goodwill allocated to the reporting unit. This ASU is effective for annual and interim goodwill impairment tests conducted in fiscal years beginning after December 15, 2019, with early adoption permitted. The Company elected to early adopt ASU 2017-04 on June 30, 2018 in connection with its goodwill assessment performed as of June 30, 2018 (See Note 4).

## Note 2 – Inventories

Inventories at June 30, 2018 and September 30, 2017 are as follows:

	June 30, <u>2018</u>	September 30, <u>2017</u>
New:		
Cable TV	\$ 12,325,608	\$ 14,014,188
Telco	936,404	990,218
Refurbished and used:		
Cable TV	3,087,361	3,197,426
Telco	7,195,859	7,071,277
Allowance for excess and obsolete inventory:		
Cable TV	(2,800,000)	(2,300,000)
Telco	<u>(700,000)</u>	<u>(639,289)</u>
	<u>\$20,045,232</u>	<u>\$22,333,820</u>

New inventory includes products purchased from manufacturers plus "surplus-new", which are unused products purchased from other distributors or multiple system operators. Refurbished inventory includes factory refurbished,

Company refurbished and used products. Generally, the Company does not refurbish its used inventory until there is a sale of that product or to keep a certain quantity on hand.

The Company regularly reviews the Cable TV segment inventory quantities on hand, and an adjustment to cost is recognized when the loss of usefulness of an item or other factors, such as obsolete and excess inventories, indicate that cost will not be recovered when an item is sold. The Company recorded charges in the Cable TV segment to allow for obsolete inventory, which increased the cost of sales by \$0.5 million during the nine months ended June 30, 2018, to an allowance of \$2.8 million at June 30, 2018.

For the Telco segment, any obsolete or excess telecommunications inventory is generally processed through its recycling program when it is identified. However, the Telco segment has identified certain inventory that more than likely will not be sold or that the cost will not be recovered when it is sold, and had not yet been processed through its recycling program. Therefore, the Company has a \$0.7 million allowance at June 30, 2018. In the nine months ended June 30, 2018, the Company increased the allowance by \$0.1 million. The Company also reviewed the cost of inventories against estimated net realizable value and recorded a lower of cost or net realizable value charge for the nine months ended June 30, 2018 and June 30, 2017 of \$0.2 million and \$0.1 million, respectively, for inventories that have a cost in excess of estimated net realizable value.

### Note 3 – Intangible Assets

The intangible assets with their associated accumulated amortization amounts at June 30, 2018 and September 30, 2017 are as follows:

	<u>June 30, 2018</u>		
	<u>Gross</u>	<u>Accumulated Amortization</u>	<u>Net</u>
Intangible assets:			
Customer relationships – 10 years	\$ 8,152,000	\$ (2,510,092)	\$ 5,641,908
Technology – 7 years	1,303,000	(806,616)	496,384
Trade name – 10 years	2,119,000	(701,405)	1,417,595
Non-compete agreements – 3 years	<u>374,000</u>	<u>(322,333)</u>	<u>51,667</u>
Total intangible assets	<u>\$11,948,000</u>	<u>\$ (4,340,446)</u>	<u>\$ 7,607,554</u>
	<u>September 30, 2017</u>		
	<u>Gross</u>	<u>Accumulated Amortization</u>	<u>Net</u>
Intangible assets:			
Customer relationships – 10 years	\$ 8,152,000	\$ (1,898,691)	\$ 6,253,309
Technology – 7 years	1,303,000	(667,009)	635,991
Trade name – 10 years	2,119,000	(542,480)	1,576,520
Non-compete agreements – 3 years	<u>374,000</u>	<u>(292,333)</u>	<u>81,667</u>
Total intangible assets	<u>\$11,948,000</u>	<u>\$ (3,400,513)</u>	<u>\$ 8,547,487</u>

### Note 4 – Goodwill

The Company performs its annual analysis in the fourth fiscal quarter of each year for goodwill impairment on its reporting units, which for this analysis are the Cable TV operating segment and the Telco operating segment. However, during the third fiscal quarter, there were certain indicators of possible impairment in its Cable TV segment which warranted the Company to perform an analysis for goodwill impairment of the Cable TV segment. These indicators included lower operating results of the Cable TV segment compared to the prior year and projected results, and management discussions surrounding various strategic alternatives given the lower operating performance.

As a result of these indicators, the Company determined that it was necessary to perform the goodwill impairment analysis for the Cable TV segment. This analysis compares a calculation of the estimated fair value for the Cable TV segment utilizing a discounted cash flow analysis and compares it to the carrying value of the Cable TV segment. The Company determined that the carrying value of the Cable TV segment exceeded the fair value.

In accordance with ASU 2017-04, which the Company elected to early adopt on June 30, 2018, the Company should recognize an impairment charge if the carrying value of the net assets assigned to the reporting unit exceeds the fair value of the reporting unit, with the impairment charge not to exceed the amount of goodwill allocated to the reporting unit. Therefore, the Company recognized an impairment charge of \$1.2 million for the three months ended June 30, 2018, which was the carrying value of the Cable TV segment's goodwill.

#### **Note 5 – Income Taxes**

The Tax Cuts and Jobs Act was enacted on December 22, 2017. One of the provisions of this legislation was that it reduced the corporate income tax rates for the Company from 34% to 21% effective beginning January 1, 2018. Since the Company's fiscal year begins on October 1, this results in a blended rate for 2018 of 24.3%. Due to this legislation, the Company has remeasured its deferred tax balances at the reduced enacted tax rates as well as utilized the lower anticipated effective income tax rate for the nine months ended results. The provision recorded related to the remeasurement of the Company's deferred tax balances was \$0.4 million. The accounting for the effects of the rate change on the deferred tax balances is complete and no provisional amounts were recorded for the new legislation.

#### **Note 6 – Notes Payable and Line of Credit**

##### *Notes Payable*

On May 31, 2018, the Company entered into a forbearance agreement with BOKF, NA dba Bank of Oklahoma ("Lender") relating to the Company's Amended and Restated Credit and Term Loan Agreement ("Credit and Term Loan Agreement"). As the Company had previously disclosed in its March 31, 2018 Form 10-Q filed on May 15, 2018, the Company was not in compliance with the fixed charge ratio covenant under the Credit and Term Loan Agreement at March 31, 2018 and had notified Lender of the covenant violation and requested a waiver of the covenant violation. As a result of the covenant violation, the Company was in default under the Credit and Term Loan Agreement, for which Lender has the right to exercise its rights under the Credit and Term Loan Agreement, which include the right to accelerate the payment of the Company's indebtedness to the Lender, enforce the Lender's security interest in the collateral under the Credit and Term Loan Agreement and pursue collection from the Company for outstanding amounts owed under the Credit and Term Loan Agreement.

Under the forbearance agreement, which is Amendment Ten to the Credit and Term Loan Agreement, Lender agrees to delete the fixed charge ratio covenant from the Credit and Term Loan Agreement and to forbear from exercising its rights and remedies under the Credit and Term Loan Agreement through October 31, 2018 subject to, among other things, the following terms:

- Reduce the revolving line commitment from \$5.0 million to \$3.0 million;
- Lender is not obligated to lend or make advances under the revolving line of credit;
- Limit the Company's capital expenditure to \$100,000 during the forbearance period;
- Require semi-monthly reporting of its borrowing base calculation;
- The Company must remain in compliance with the terms of the amended Credit and Term Loan Agreement.

The Company believes that it will be able to secure funding from a different lender based on its continued ability to service the existing debt, its available assets, and the sales strategy and operational improvements it is implementing within its segments.

Revolving credit and term loans created under the Credit and Term Loan Agreement are collateralized by inventory, accounts receivable, equipment and fixtures, general intangibles and a mortgage on certain property. Among other financial covenants, the Credit and Term Loan Agreement provides that the Company maintain a leverage ratio (total funded debt to EBITDA) of not more than 2.50 to 1.0.

At June 30, 2018, the Company has two term loans outstanding under the Credit and Term Loan Agreement. The first outstanding term loan has an outstanding balance of \$0.6 million at June 30, 2018 and is due on October 31, 2018, with monthly principal payments of \$15,334 plus accrued interest. The interest rate is the prevailing 30-day LIBOR rate plus 1.4% (3.40% at June 30, 2018) and is reset monthly.

The second outstanding term loan has an outstanding balance of \$1.8 million at June 30, 2018 and is due October 31, 2018, with monthly principal and interest payments of \$118,809. The interest rate on the term loan is a fixed interest rate of 4.40%.

On December 6, 2017, the Company extinguished one of its previous term loans by paying the outstanding balance of \$2.7 million plus a prepayment penalty of \$25,000.

#### *Line of Credit*

On May 31, 2018, the Company entered into a forbearance agreement, which is Amendment Ten to the Credit and Term Loan Agreement. This amendment changed the Revolving Line of Credit (“Line of Credit”) maturity to October 31, 2018 and reduced the Line of Credit to \$3.0 million from \$5.0 million, while other terms of the Line of Credit remained essentially the same. At June 30, 2018, \$0.5 million was outstanding under the Line of Credit and is reported in Notes payable – current portion on the consolidated balance sheet. The Line of Credit requires quarterly interest payments based on the prevailing 30-day LIBOR rate plus 2.75% (4.82% at June 30, 2018), and the interest rate is reset monthly. Any future borrowings under the Line of Credit are due on October 31, 2018. Future borrowings under the Line of Credit are limited to the lesser of \$3.0 million or the net balance of 80% of qualified accounts receivable plus 50% of qualified inventory. Under these limitations, the Company’s total available Line of Credit borrowing base was \$3.0 million at June 30, 2018.

#### *Fair Value of Debt*

FASB ASC 820, *Fair Value Measurements and Disclosures*, defines fair value, establishes a consistent framework for measuring fair value and establishes a fair value hierarchy based on the observability of inputs used to measure fair value. The three levels of the fair value hierarchy are as follows:

- Level 1 – Quoted prices for identical assets in active markets or liabilities that we have the ability to access. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 – Inputs are other than quoted prices in active markets included in Level 1 that are either directly or indirectly observable. These inputs are either directly observable in the marketplace or indirectly observable through corroboration with market data for substantially the full contractual term of the asset or liability being measured.
- Level 3 – Inputs that are not observable for which there is little, if any, market activity for the asset or liability being measured. These inputs reflect management’s best estimate of the assumptions market participants would use in determining fair value.

The Company has determined the carrying value of its variable-rate term loan approximates its fair value since the interest rate fluctuates periodically based on a floating interest rate.

The Company has determined the fair value of its fixed-rate term loan utilizing the Level 2 hierarchy as the fair value can be estimated from broker quotes corroborated by other market data. These broker quotes are based on observable market interest rates at which loans with similar terms and maturities could currently be executed. The Company then estimated the fair value of the fixed-rate term loan using cash flows discounted at the current market interest rate obtained. The fair value of the Company’s outstanding fixed rate loan was \$1.8 million as of June 30, 2018.

## Note 7 – Earnings Per Share

Basic earnings per share are based on the sum of the average number of common shares outstanding and issuable, restricted and deferred shares. Diluted earnings per share include any dilutive effect of stock options and restricted stock. In computing the diluted weighted average shares, the average share price for the period is used in determining the number of shares assumed to be reacquired under the treasury stock method from the exercise of options.

Basic and diluted earnings (loss) per share for the three and nine months ended June 30, 2018 and 2017 are:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2018	2017	2018	2017
Net income (loss) attributable to common shareholders	<u>\$(1,506,699)</u>	<u>\$ (66,863)</u>	<u>\$(2,473,158)</u>	<u>\$ 160,969</u>
Basic weighted average shares	10,306,145	10,192,244	10,261,617	10,160,017
Effect of dilutive securities:				
Stock options	<u>—</u>	<u>—</u>	<u>—</u>	<u>565</u>
Diluted weighted average shares	<u>10,306,145</u>	<u>10,192,244</u>	<u>10,261,617</u>	<u>10,160,582</u>
Earnings (loss) per common share:				
Basic	\$ (0.15)	\$ (0.01)	\$ (0.24)	\$ 0.02
Diluted	\$ (0.15)	\$ (0.01)	\$ (0.24)	\$ 0.02

The table below includes information related to stock options that were outstanding at the end of each respective three and nine month periods ended June 30, but have been excluded from the computation of weighted-average stock options for dilutive securities due to the option exercise price exceeding the average market price per share of our common stock for the three and nine months ended June 30, or their effect would be anti-dilutive.

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2018	2017	2018	2017
Stock options excluded	645,000	700,000	645,000	650,000
Weighted average exercise price of stock options	\$ 2.59	\$ 2.54	\$ 2.59	\$ 2.60
Average market price of common stock	\$ 1.29	\$ 1.72	\$ 1.38	\$ 1.77

## Note 8 – Stock-Based Compensation

### Plan Information

The 2015 Incentive Stock Plan (the “Plan”) provides for awards of stock options and restricted stock to officers, directors, key employees and consultants. Under the Plan, option prices will be set by the Compensation Committee and may not be less than the fair market value of the stock on the grant date.

At June 30, 2018, 1,100,415 shares of common stock were reserved for stock award grants under the Plan. Of these reserved shares, 187,301 shares were available for future grants.

### Stock Options

All share-based payments to employees, including grants of employee stock options, are recognized in the financial statements based on their grant date fair value over the requisite service period. Compensation expense for share-based awards is included in the operating, selling, general and administrative expense section of the Company’s consolidated condensed statements of operations.

Stock options are valued at the date of the award, which does not precede the approval date, and compensation cost is recognized on a straight-line basis over the vesting period. Stock options granted to employees generally become exercisable over a three, four or five-year period from the date of grant and generally expire ten years after the date of

grant. Stock options granted to the Board of Directors generally become exercisable on the date of grant and generally expire ten years after the grant.

A summary of the status of the Company's stock options at June 30, 2018 and changes during the nine months then ended is presented below:

	<u>Shares</u>	<u>Wtd. Avg. Ex. Price</u>
Outstanding at September 30, 2017	700,000	\$2.54
Granted	—	—
Exercised	—	—
Expired	—	—
Forfeited	<u>(55,000)</u>	\$1.86
Outstanding at June 30, 2018	<u>645,000</u>	\$2.59
Exercisable at June 30, 2018	551,667	\$2.73

No nonqualified stock options were granted for the nine months ended June 30, 2018. The Company estimates the fair value of the options granted using the Black-Scholes option valuation model. The Company estimates the expected term of options granted based on the historical grants and exercises of the Company's options. The Company estimates the volatility of its common stock at the date of the grant based on both the historical volatility as well as the implied volatility on its common stock. The Company bases the risk-free rate that is used in the Black-Scholes option valuation model on the implied yield in effect at the time of the option grant on U.S. Treasury zero-coupon issues with equivalent expected term. The Company has never paid cash dividends on its common stock and does not anticipate paying cash dividends in the foreseeable future. Consequently, the Company uses an expected dividend yield of zero in the Black-Scholes option valuation model. The Company amortizes the resulting fair value of the options ratably over the vesting period of the awards. The Company uses historical data to estimate the pre-vesting option forfeitures and records share-based expense only for those awards that are expected to vest.

Compensation expense related to unvested stock options recorded for the nine months ended June 30, 2018 is as follows:

	<u>Nine Months Ended June 30, 2018</u>
Fiscal year 2016 grant	\$ 1,789
Fiscal year 2017 grant	\$ 31,603

The Company records compensation expense over the vesting term of the related options. At June 30, 2018, compensation costs related to these unvested stock options not yet recognized in the consolidated condensed statements of operations was \$33,999.

#### *Restricted Stock*

The Company granted restricted stock in March 2018 to its Board of Directors and a Company officer totaling 80,150 shares, which were valued at market value on the date of grant. The shares are being held by the Company for 12 months and will be delivered to the directors at the end of the 12 month holding period. The fair value of these shares at issuance totaled \$105,000, which is being amortized over the 12 month holding period as compensation expense. The unamortized portion of the restricted stock is included in prepaid expenses on the Company's consolidated condensed balance sheets.

#### **Note 9 – Segment Reporting**

The Company is reporting its financial performance based on its external reporting segments: Cable Television and Telecommunications. These reportable segments are described below.

*Cable Television (“Cable TV”)*

The Company’s Cable TV segment sells new, surplus and re-manufactured cable television equipment throughout North America, Central America, South America and, to a substantially lesser extent, other international regions that utilize the same technology. In addition, this segment repairs cable television equipment for various cable companies.

*Telecommunications (“Telco”)*

The Company’s Telco segment sells new and used telecommunications networking equipment, including both central office and customer premise equipment, to its customer base of telecommunications providers, enterprise customers and resellers located primarily in North America. In addition, this segment offers its customers decommissioning services for surplus and obsolete equipment, which it in turn processes through its recycling program.

The Company evaluates performance and allocates its resources based on operating income. The accounting policies of its reportable segments are the same as those described in the summary of significant accounting policies.

Segment assets consist primarily of cash and cash equivalents, accounts receivable, inventory, property and equipment, goodwill and intangible assets.

	Three Months Ended		Nine Months Ended	
	June 30, 2018	June 30, 2017	June 30, 2018	June 30, 2017
<b>Sales</b>				
Cable TV	\$ 4,898,902	\$ 6,037,503	\$ 15,370,405	\$ 17,609,293
Telco	7,680,559	6,954,787	21,145,659	18,858,229
Intercompany	<u>(5,562)</u>	<u>(2,300)</u>	<u>(7,872)</u>	<u>(86,950)</u>
Total sales	<u>\$ 12,573,899</u>	<u>\$ 12,989,990</u>	<u>\$ 36,508,192</u>	<u>\$ 36,380,572</u>
<b>Gross profit</b>				
Cable TV	\$ 1,089,582	\$ 1,874,513	\$ 3,830,092	\$ 6,029,913
Telco	<u>1,993,351</u>	<u>1,881,438</u>	<u>5,979,061</u>	<u>5,514,096</u>
Total gross profit	<u>\$ 3,082,933</u>	<u>\$ 3,755,951</u>	<u>\$ 9,809,153</u>	<u>\$ 11,544,009</u>
<b>Income (loss) from operations</b>				
Cable TV	\$ (1,355,387)	\$ 414,383	\$ (1,247,733)	\$ 1,586,013
Telco	<u>(353,173)</u>	<u>(415,459)</u>	<u>(810,712)</u>	<u>(1,073,280)</u>
Total income (loss) from operations	<u>\$ (1,708,560)</u>	<u>\$ (1,076)</u>	<u>\$ (2,058,445)</u>	<u>\$ 512,733</u>
<b>Segment assets</b>	June 30, 2018	September 30, 2017		
Cable TV	\$ 19,743,820	\$ 24,116,395		
Telco	23,328,865	24,135,091		
Non-allocated	<u>4,728,876</u>	<u>6,596,119</u>		
Total assets	<u>\$ 47,801,561</u>	<u>\$ 54,847,605</u>		

## **Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

### **Special Note on Forward-Looking Statements**

Certain statements in Management's Discussion and Analysis (“MD&A”), other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements generally are identified by the words “estimates,” “projects,” “believes,” “plans,” “intends,” “will likely result,” and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. These statements are subject to a number of risks, uncertainties and developments beyond our control or foresight, including changes in the trends of the cable television industry, changes in the trends of the telecommunications industry, changes in our supplier agreements, technological developments, changes in the general economic environment, the growth or formation of competitors, changes in governmental regulation or taxation, changes in our personnel and other such factors. Our actual results, performance or achievements may differ significantly from the results, performance or achievements expressed or implied in the forward-looking statements. We do not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

### **Overview**

The following MD&A is intended to help the reader understand the results of operations, financial condition, and cash flows of the Company. MD&A is provided as a supplement to, and should be read in conjunction with the information presented elsewhere in this quarterly report on Form 10-Q and with the information presented in our annual report on Form 10-K for the year ended September 30, 2017, which includes our audited consolidated financial statements and the accompanying notes to the consolidated financial statements.

The Company is reporting its financial performance based on its external reporting segments: Cable Television and Telecommunications. These reportable segments are described below.

#### *Cable Television (“Cable TV”)*

The Company’s Cable TV segment sells new, surplus and re-manufactured cable television equipment throughout North America, Central America and South America. In addition, this segment also repairs cable television equipment for various cable companies.

#### *Telecommunications (“Telco”)*

The Company’s Telco segment sells new and used telecommunications networking equipment, including both central office and customer premise equipment, to its customer base of telecommunications providers, enterprise customers and resellers located primarily in North America. In addition, this segment offers its customers decommissioning services for surplus and obsolete equipment, which it in turn processes through its recycling program.

### **Results of Operations**

#### Comparison of Results of Operations for the Three Months Ended June 30, 2018 and June 30, 2017

##### *Consolidated*

Consolidated sales decreased \$0.4 million before the impact of intercompany sales, or 3%, to \$12.6 million for the three months ended June 30, 2018 from \$13.0 million for the three months ended June 30, 2017. The decrease in sales was in the Cable TV segment of \$1.1 million, partially offset by an increase in sales in the Telco segment of \$0.7 million. Consolidated gross profit decreased \$0.7 million, or 18%, to \$3.1 million for the three months ended June

30, 2018 from \$3.8 million for the same period last year. The decrease in gross profit was in the Cable TV segment of \$0.8 million, partially offset by an increase in the Telco segment of \$0.1 million.

Consolidated operating, selling, general and administrative expenses include all personnel costs, which include fringe benefits, insurance and business taxes, as well as occupancy, communication and professional services, among other less significant cost categories. Operating, selling, general and administrative expenses decreased \$0.2 million, or 3%, to \$3.6 million for the three months ended June 30, 2018 from \$3.8 million for the same period last year. This decrease in expenses was due to the Cable TV segment of \$0.3 million, partially offset by an increase in the Telco segment of \$0.1 million.

The Company recognized a goodwill impairment charge of \$1.2 million in the Cable TV segment for the three months ended June 30, 2018 (See Note 4 – Goodwill in the Notes to the unaudited consolidated condensed financial statements).

Interest expense decreased \$40 thousand to \$50 thousand for the three months ended June 30, 2018 from \$90 thousand for the period ended June 30, 2017. The decrease in interest expense was due primarily to the impact of paying off one of our term loans in December 2017.

The benefit for income taxes was \$0.2 million for the three months ended June 30, 2018 compared to a benefit for income taxes of \$20 thousand for the three months ended June 30, 2017. The effective income tax rate for the three months ended June 30, 2018 was 14%, which was reduced by net operating losses in states with higher tax rates and from a loss on impairment of goodwill which was nondeductible. The Company estimates that the effective income tax rate for the fourth quarter of fiscal year 2018 will be approximately 30% as a result of the Tax Cuts and Jobs Act enacted on December 22, 2017.

### ***Segment Results***

#### *Cable TV*

Sales for the Cable TV segment decreased \$1.1 million to \$4.9 million for the three months ended June 30, 2018 from \$6.0 million for the same period last year. The decrease in sales was due to a decrease in repair service revenue and in refurbished equipment sales of \$0.8 million and \$0.4 million, respectively, partially offset by an increase in new equipment revenue of \$0.1 million. The decrease in repair service revenue was due primarily to the loss of a large repair business customer in the first quarter of fiscal year 2018. As a result of this loss, the Company has closed three of its repair facilities and reduced personnel at its remaining repair facilities. The decrease in the refurbished equipment sales was due primarily to an overall decrease in demand for the three months ended June 30, 2018 as compared to last year.

Gross margin was 22% for the three months ended June 30, 2018 compared to 31% for the same period last year due primarily to higher expenses of \$0.4 million related to the allowance for obsolete and excess inventory.

Operating, selling, general and administrative expenses decreased \$0.3 million to \$1.2 million for the three months ended June 30, 2018 from \$1.5 million for the three months ended June 30, 2017. This decrease was due primarily to decreased employee expenses as the Company closed three of its repair facilities and reduced personnel at its remaining repair facilities in 2018.

The Cable TV segment incurred a goodwill impairment charge of \$1.2 million for the three months ended June 30, 2018 (See Note 4 – Goodwill in the Notes to the unaudited consolidated condensed financial statements).

#### *Telco*

Sales for the Telco segment increased \$0.7 million to \$7.7 million for the three months ended June 30, 2018 from \$7.0 million for the same period last year. The increase in sales for the Telco segment was due to an increase in equipment sales and recycling revenue of \$0.5 million and \$0.2 million, respectively. The increase in Telco equipment sales was due primarily to increased sales at Nave Communications of \$0.9 million, partially offset by lower equipment sales at Triton Datacom of \$0.4 million. The increase in recycling revenue was due primarily to timing of recycling shipments.

The increase in equipment sales at Nave Communications can be attributed in part to the Company addressing the lower equipment sales it had been experiencing over the past several quarters at Nave Communications by restructuring its sales force and implementing a new sales strategy.

Gross margin was 26% for the three months ended June 30, 2018 and 27% for the three months ended June 30, 2017. The decrease in gross margin was due primarily to higher expenses of \$0.1 million related to the lower of cost or net realizable value charge, partially offset by increased recycling revenue which resulted in higher gross margins primarily due to the fixed costs incurred within this product line.

Operating, selling, general and administrative expenses increased \$0.1 million to \$2.3 million for the three months ended June 30, 2018 from \$2.2 million for the same period last year.

#### Comparison of Results of Operations for the Nine Months Ended June 30, 2018 and June 30, 2017

##### *Consolidated*

Consolidated sales increased \$0.1 million before the impact of intercompany sales, or 1%, to \$36.5 million for the nine months ended June 30, 2018 from \$36.4 million for the nine months ended June 30, 2017. The increase in sales was in the Telco segment of \$2.3 million, partially offset by a decrease in the Cable TV segment of \$2.2 million. Consolidated gross profit decreased \$1.7 million, or 15%, to \$9.8 million for the nine months ended June 30, 2018 from \$11.5 million for the same period last year. The decrease in gross profit was in the Cable TV segment of \$2.2 million, partially offset by an increase in the Telco segment of \$0.5 million.

Consolidated operating, selling, general and administrative expenses include all personnel costs, which include fringe benefits, insurance and business taxes, as well as occupancy, communication and professional services, among other less significant cost categories. Operating, selling, general and administrative expenses decreased \$0.3 million, or 3%, to \$10.7 million for the nine months ended June 30, 2018 from \$11.0 million for the same period last year. This decrease in expenses was due to the Cable TV segment of \$0.5 million, partially offset by an increase in the Telco segment of \$0.2 million.

The Company recognized a goodwill impairment charge of \$1.2 million in the Cable TV segment for the nine months ended June 30, 2018 (See Note 4 – Goodwill in the Notes to the unaudited consolidated condensed financial statements).

Other income and expense primarily consists of activity related to our investment in YKTG Solutions, including equity earnings (losses). Equity losses for the nine months ended June 30, 2018 were \$0.3 million and zero for the nine months ended June 30, 2017. The equity losses for the nine months ended June 30, 2018 consisted primarily of a legal settlement with a subcontractor on the YKTG Solutions wireless cell tower decommissioning project and the associated legal expenses.

Interest expense decreased \$0.1 million to \$0.2 million for the nine months ended June 30, 2018 from \$0.3 million for the same period last year. The decrease in interest expense was due primarily to the impact of paying off one of our term loans in December 2017.

The benefit for income taxes was \$30 thousand for the nine months ended June 30, 2018 compared to a provision for income taxes of \$0.1 million for the nine months ended June 30, 2017. The tax benefit of \$30 thousand was due primarily to the Tax Cuts and Jobs Act enacted on December 22, 2017. One of the provisions of this legislation was to reduce the corporate income tax rates effective beginning January 1, 2018. As a result of the reduced corporate income tax rate, the Company remeasured its deferred tax balances at the reduced corporate income tax rate, which resulted in income tax expense of \$0.4 million. The effective tax rate for the nine months ended June 30, 2018 was also reduced by net operating losses in states with higher tax rates due primarily to the loss from YKTG Solutions and from a loss on impairment of goodwill which was nondeductible. The Company estimates that its effective income tax rate for the fourth quarter of fiscal year 2018 will be approximately 30% as a result of the legislation.

## ***Segment Results***

### *Cable TV*

Sales for the Cable TV segment decreased \$2.2 million to \$15.4 million for the nine months ended June 30, 2018 from \$17.6 million for the same period last year. The decrease in sales was due to a decrease in repair service revenue and refurbished equipment sales of \$2.1 million and \$1.1 million, respectively, partially offset by an increase in new equipment revenue of \$1.0 million. The decrease in repair service revenue was due primarily to the loss of a large repair business customer in the first quarter of fiscal year 2018. The decrease in the refurbished equipment sales was due primarily to an overall decrease in demand for the nine months ended June 30, 2018 as compared to last year. As a result of this loss, the Company has closed three of its repair facilities and reduced personnel at its remaining repair facilities.

Gross margin was 25% for the nine months ended June 30, 2018 compared to 34% for the same period last year. The decrease in gross margin was due primarily to a significant increase in volume for a new equipment sales customer with low margins and an overall decrease in margins on equipment sales.

Operating, selling, general and administrative expenses decreased \$0.5 million to \$3.9 million for the nine months ended June 30, 2018 from \$4.4 million for the same period last year. This decrease was due primarily to decreased employee expenses as the Company closed three of its repair facilities and reduced personnel at its remaining repair facilities in 2018. The Cable TV segment incurred a goodwill impairment charge of \$1.2 million for the nine months ended June 30, 2018 (See Note 4 – Goodwill in the Notes to the unaudited consolidated condensed financial statements).

### *Telco*

Sales for the Telco segment increased \$2.3 million to \$21.1 million for the nine months ended June 30, 2018 from \$18.8 million for the same period last year. The increase in sales for the Telco segment was due to an increase in equipment sales of \$2.3 million. The increase in Telco equipment sales was due to increased sales at Nave Communications and Triton Datacom of \$2.2 million and \$0.1 million, respectively. The increase in equipment sales at Nave Communications can be attributed in part to the Company addressing the lower equipment sales it had been experiencing over the past several quarters at Nave Communications by restructuring its sales force and implementing a new sales strategy.

Gross margin was 28% for the nine months ended June 30, 2018 and 29% for the same period ended June 30, 2017. The decrease in gross margin was due primarily to higher expenses of \$0.1 million related to the lower of cost or net realizable value charge, partially offset by increased recycling revenue which resulted in higher gross margins primarily due to the fixed costs incurred within this product line.

Operating, selling, general and administrative expenses increased \$0.2 million to \$6.7 million for the nine months ended June 30, 2018 from \$6.5 million for the same period last year. This increase was due primarily to increased personnel expenses.

## **Non-GAAP Financial Measure**

Adjusted EBITDA is a supplemental, non-GAAP financial measure. EBITDA is defined as earnings before interest expense, income taxes, depreciation and amortization. Adjusted EBITDA as presented excludes impairment charges, other income, interest income and income from equity method investment. Adjusted EBITDA is presented below because this metric is used by the financial community as a method of measuring our financial performance and of evaluating the market value of companies considered to be in similar businesses. Since Adjusted EBITDA is not a measure of performance calculated in accordance with GAAP, it should not be considered in isolation of, or as a substitute for, net earnings as an indicator of operating performance. Adjusted EBITDA, as calculated below, may not be comparable to similarly titled measures employed by other companies. In addition, Adjusted EBITDA is not necessarily a measure of our ability to fund our cash needs.

A reconciliation by segment of operating income (loss) to Adjusted EBITDA follows:

	<u>Three Months Ended June 30, 2018</u>			<u>Three Months Ended June 30, 2017</u>		
	<u>Cable TV</u>	<u>Telco</u>	<u>Total</u>	<u>Cable TV</u>	<u>Telco</u>	<u>Total</u>
Income (loss) from operations	\$ (1,355,387)	\$ (353,173)	\$ (1,708,560)	\$ 414,383	\$ (415,459)	\$ (1,076)
Goodwill impairment charge	1,150,059	–	1,150,059	–	–	–
Depreciation	59,169	32,583	91,752	77,114	33,673	110,787
Amortization	–	<u>313,311</u>	<u>313,311</u>	–	<u>313,311</u>	<u>313,311</u>
<b>Adjusted EBITDA (a)</b>	<u>\$ (146,159)</u>	<u>\$ (7,279)</u>	<u>\$ (153,438)</u>	<u>\$ 491,497</u>	<u>\$ (68,475)</u>	<u>\$ 423,022</u>

(a) The Telco segment includes earn-out expenses of zero and \$0.1 million for the three months ended June 30, 2018 and 2017, respectively, related to the acquisition of Triton Miami, Inc.

	<u>Nine Months Ended June 30, 2018</u>			<u>Nine Months Ended June 30, 2017</u>		
	<u>Cable TV</u>	<u>Telco</u>	<u>Total</u>	<u>Cable TV</u>	<u>Telco</u>	<u>Total</u>
Income (loss) from operations	\$ (1,247,733)	\$ (810,712)	\$ (2,058,445)	\$ 1,586,013	\$ (1,073,280)	\$ 512,733
Goodwill impairment charge	1,150,059	–	1,150,059	–	–	–
Depreciation	192,776	96,328	289,104	225,253	103,420	328,673
Amortization	–	<u>939,933</u>	<u>939,933</u>	–	<u>953,871</u>	<u>953,871</u>
<b>Adjusted EBITDA (a)</b>	<u>\$ 95,102</u>	<u>\$ 225,549</u>	<u>\$ 320,651</u>	<u>\$ 1,811,266</u>	<u>\$ (15,989)</u>	<u>\$ 1,795,277</u>

(a) The Telco segment includes earn-out expenses of zero and \$0.2 million for the nine months ended June 30, 2018 and 2017, respectively, related to the acquisition of Triton Miami, Inc. The Telco segment for the nine months ended June 30, 2017 includes acquisition related costs of \$0.2 million.

## Critical Accounting Policies

Note 1 to the Consolidated Financial Statements in Form 10-K for fiscal 2017 includes a summary of the significant accounting policies or methods used in the preparation of our Consolidated Financial Statements. Some of those significant accounting policies or methods require us to make estimates and assumptions that affect the amounts reported by us. We believe the following items require the most significant judgments and often involve complex estimates.

### General

The preparation of financial statements in conformity with United States 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 revenues and expenses during the reporting period. We base our estimates and judgments on historical experience, current market conditions, and various other factors we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates under different assumptions or conditions. The most significant estimates and assumptions are discussed below.

### Inventory Valuation

Our position in the industry requires us to carry large inventory quantities relative to annual sales, but it also allows us to realize high overall gross profit margins on our sales. We market our products primarily to MSOs, telecommunication providers and other users of cable television and telecommunication equipment who are seeking products for which manufacturers have discontinued production or cannot ship new equipment on a same-day basis

as well as providing used products as an alternative to new products from the manufacturer. Carrying these large inventory quantities represents our largest risk.

We are required to make judgments as to future demand requirements from our customers. We regularly review the value of our inventory in detail with consideration given to rapidly changing technology which can significantly affect future customer demand. For individual inventory items, we may carry inventory quantities that are excessive relative to market potential, or we may not be able to recover our acquisition costs for sales that we do make. In order to address the risks associated with our investment in inventory, we review inventory quantities on hand and reduce the carrying value when the loss of usefulness of an item or other factors, such as obsolete and excess inventories, indicate that cost will not be recovered when an item is sold.

Our inventories consist of new and used electronic components for the cable television and telecommunications industries. Inventories are stated at the lower of cost or net realizable value, with cost determined using the weighted-average method. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. At June 30, 2018, we had total inventory, before the allowance for excess and obsolete inventories, of \$23.5 million, consisting of \$13.3 million in new products and \$10.2 million in used or refurbished products.

For the Cable TV segment, our allowance at June 30, 2018 for excess and obsolete inventory was \$2.8 million, which reflects an increase of \$0.5 million for the nine months ended June 30, 2018. If actual market conditions are less favorable than those projected by management, and our estimates prove to be inaccurate, we could be required to increase our inventory allowance and our gross margins could be materially adversely affected.

For the Telco segment, any obsolete and excess telecommunications inventory is generally processed through its recycling program when it is identified. However, the Telco segment identified certain inventory that more than likely will not be sold or that the cost will not be recovered when it is sold, and had not yet been processed through its recycling program. Therefore, we have an allowance of \$0.7 million at June 30, 2018. In the nine months ended June 30, 2018, we increased the allowance, by \$0.1 million. We also reviewed the cost of inventories against estimated market value and recorded a lower of cost or net realizable value charge of \$0.2 million for inventories that have a cost in excess of estimated net realizable value. If actual market conditions differ from those projected by management, this could have a material impact on our gross margin and inventory balances based on additional write-downs to net realizable value or a benefit from inventories previously written down.

Inbound freight charges are included in cost of sales. Purchasing and receiving costs, inspection costs, warehousing costs, internal transfer costs and other inventory expenditures are included in operating expenses, since the amounts involved are not considered material.

#### *Accounts Receivable Valuation*

Management judgments and estimates are made in connection with establishing the allowance for doubtful accounts. Specifically, we analyze the aging of accounts receivable balances, historical bad debts, customer concentrations, customer credit-worthiness, current economic trends and changes in our customer payment terms. Significant changes in customer concentration or payment terms, deterioration of customer credit-worthiness, or weakening in economic trends could have a significant impact on the collectability of receivables and our operating results. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, an additional provision to the allowance for doubtful accounts may be required. The allowance for bad debts was \$0.2 million at June 30, 2018 and September 30, 2017. At June 30, 2018, accounts receivable, net of allowance for doubtful accounts, was \$5.1 million.

#### *Goodwill*

Goodwill represents the excess of purchase price of acquisitions over the acquisition date fair value of the net assets of businesses acquired. Goodwill is not amortized and is tested at least annually for impairment. We perform our annual analysis during the fourth quarter of each fiscal year and in any other period in which indicators of impairment warrant additional analysis. Goodwill is evaluated for impairment by first comparing our estimate of the fair value of each reporting unit, or operating segment, with the reporting unit's carrying value, including goodwill. Our reporting

units for purposes of the goodwill impairment calculation are the Cable TV operating segment and the Telco operating segment.

Management utilizes a discounted cash flow analysis to determine the estimated fair value of each reporting unit. Significant judgments and assumptions including the discount rate, anticipated revenue growth rate, gross margins and operating expenses are inherent in these fair value estimates. As a result, actual results may differ from the estimates utilized in our discounted cash flow analysis. The use of alternate judgments and/or assumptions could result in the recognition of different levels of impairment charges in the financial statements.

On June 30, 2018, we elected to early adopt ASU 2017-04, which eliminates the second step in the goodwill impairment test which requires an entity to determine the implied fair value of the reporting unit's goodwill. Instead, an entity should recognize an impairment charge if the carrying value of the net assets assigned to the reporting unit exceeds the fair value of the reporting unit, with the impairment charge not to exceed the amount of goodwill allocated to the reporting unit. If an impairment charge is incurred, it would negatively impact our results of operations and financial position.

We performed our annual impairment test for both reporting units in the fourth quarter of 2017 and determined that the fair value of our reporting units exceeded their carrying values. Therefore, no impairment existed as of September 30, 2017.

During the third quarter of 2018, there were certain indicators of possible impairment in our Cable TV segment which warranted us to perform an analysis for goodwill impairment of the Cable TV segment. These indicators included lower operating results of the Cable TV segment compared to the prior year and projected results and management discussions surrounding various strategic alternatives given the lower operating performance.

As a result of these indicators, we determined that it was necessary to perform the goodwill impairment analysis for the Cable TV segment. This analysis compares a calculation of the estimated fair value for the Cable TV segment utilizing a discounted cash flow analysis and compares it to the carrying value of the Cable TV segment. We determined that the carrying value of the Cable TV segment exceeded the fair value. Therefore, the Company recognized an impairment charge of \$1.2 million for the three months ended June 30, 2018, which was the carrying value of the Cable TV segment's goodwill.

We did not record a goodwill impairment for the Telco segment in the three year period ended September 30, 2017. However, we are implementing strategic plans to help prevent impairment charges in the future, which include the restructuring and expansion of the sales organization to increase the volume of sales activity, and reducing inventory levels. Although we do not anticipate a future impairment charge, certain events could occur that might adversely affect the reported value of goodwill. Such events could include, but are not limited to, economic or competitive conditions, a significant change in technology, the economic condition of the customers and industries we serve, a significant decline in the real estate markets we operate in, a material negative change in the relationships with one or more of our significant customers or equipment suppliers, failure to successfully implement our plan to restructure and expand the Telco sales organization, and failure to reduce inventory levels within the Telco segment. If our judgments and assumptions change as a result of the occurrence of any of these events or other events that we do not currently anticipate, our expectations as to future results and our estimate of the implied fair value of the Telco segment also may change.

### *Intangibles*

Intangible assets that have finite useful lives are amortized on a straight-line basis over their estimated useful lives ranging from 3 years to 10 years.

## Liquidity and Capital Resources

### *Cash Flows Provided by Operating Activities*

We finance our operations primarily through cash flows provided by operations, and we have a bank line of credit of up to \$3.0 million. During the nine months ended June 30, 2018, we generated \$2.4 million of cash flows from operations. The cash flows from operations was favorably impacted by \$1.3 million from a net decrease in inventory, which is primarily due to implementing a strategic plan to reduce inventory levels in both the Cable TV and Telco segments. The cash flows from operations was negatively impacted by \$0.7 million from a net decrease in accounts payable, which was primarily due to timing of payments for inventory purchases for the Cable TV segment.

### *Cash Flows Used for Investing Activities*

During the nine months ended June 30, 2018, cash used in investing activities was \$0.9 million, which primarily related to guaranteed payments related to the acquisition of Triton Miami, Inc. of \$0.7 million.

### *Cash Flows Used for Financing Activities*

On May 31, 2018, the Company entered into a forbearance agreement with BOKF, NA dba Bank of Oklahoma (“Lender”), relating to the Company’s Amended and Restated Credit and Term Loan Agreement (“Credit and Term Loan Agreement”). As the Company had previously disclosed in its March 31, 2018 Form 10-Q filed on May 15, 2018, the Company was not in compliance with the fixed charge ratio covenant under the Credit and Term Loan Agreement at March 31, 2018 and had notified Lender of the covenant violation and requested a waiver of the covenant violation. As a result of the covenant violation, the Company was in default under the Credit and Term Loan Agreement, for which Lender has the right to exercise its rights under the Credit and Term Loan Agreement, which include the right to accelerate the payment of the Company’s indebtedness to the Lender, enforce the Lender’s security interest in the collateral under the Credit and Term Loan Agreement and pursue collection from the Company for outstanding amounts owed under the Credit and Term Loan Agreement.

Under the forbearance agreement, which is Amendment Ten to the Credit and Term Loan Agreement, Lender agrees to delete the fixed charge ratio covenant from the Credit and Term Loan Agreement and to forbear from exercising its rights and remedies under the Credit and Term Loan Agreement through October 31, 2018 subject to, among other things, the following terms:

- Reduce the revolving line commitment from \$5.0 million to \$3.0 million;
- Lender is not obligated to lend or make advances under the revolving line of credit;
- Limit the Company’s capital expenditure to \$100,000 during the forbearance period;
- Require semi-monthly reporting of its borrowing base calculation;
- The Company must remain in compliance with the terms of the amended Credit and Term Loan Agreement.

During the nine months ended June 30, 2018, cash used in financing activities was \$3.3 million. We made principal payments of \$3.8 million on our term loans under our Credit and Term Loan Agreement with our primary lender. On December 6, 2017, we extinguished one of our term loans by paying the outstanding balance of \$2.7 million plus a prepayment penalty of \$25,000.

Our first remaining term loan requires monthly payments of \$15,334 plus accrued interest. Our second remaining term loan requires monthly principal and interest payments of \$118,809. The interest rate is a fixed rate of 4.40%. Both term loans are due October 31, 2018.

At June 30, 2018, there was a balance outstanding of \$0.5 million under our line of credit. The lesser of \$3.0 million or the total of 80% of the qualified accounts receivable plus 50% of qualified inventory is available to us under the revolving credit facility (\$3.0 million at June 30, 2018). Any balance outstanding on our line of credit is due October 31, 2018.

We believe that our cash and cash equivalents of \$2.1 million at June 30, 2018, cash flows from operations and our line of credit contained in the forbearance agreement provide sufficient liquidity and capital resources to meet our working capital and debt payment needs. In addition, we believe that we will be able to secure funding from a different

lender prior to the maturity of the forbearance agreement based on our continued ability to service the existing debt, our available assets, and our sales strategy and operational improvements we are implementing within our segments.

**Item 4. Controls and Procedures.**

We maintain disclosure controls and procedures that are designed to ensure the 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 rules and forms of the Securities and Exchange Commission. Based on their evaluation as of June 30, 2018, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to accomplish their objectives and to ensure the information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

## PART II OTHER INFORMATION

### Item 3. Defaults Upon Senior Securities.

As reported in the Company's report on Form 8-K filed with the Commission on June 4, 2018, and as reported in Part I of this report on Form 10-Q, the Company has entered into a forbearance agreement with BOKF, NA dba Bank of Oklahoma ("Lender") on May 31, 2018, relating to the Company's covenant default under its Amended and Restated Credit and Term Loan Agreement with the Lender. The discussions in such Report on Form 8-K and in Part I of this Report on Form 10-Q of the nature of the default, the potential consequences of the default to the Company, the Company's indebtedness to the Lender and the terms of the Amended and Restated Credit and Term Loan Agreement as amended by the forbearance agreement are incorporated by reference into this Item 3.

### Item 6. Exhibits.

Exhibit No.	Description
10.1	Amendment Ten to Amended and Restated Revolving Credit and Term Loan Agreement dated May 31, 2018, incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed with the Securities and Exchange Commission on June 4 2018.
31.1	Certification of Chief Executive Officer under Section 302 of the Sarbanes Oxley Act of 2002.
31.2	Certification of Chief Financial Officer under 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 Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	XBRL Taxonomy Extension Definition Linkbase.
101.LAB	XBRL Taxonomy Extension Label Linkbase.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

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 thereunto duly authorized.

**ADVANTAGE TECHNOLOGIES GROUP, INC.**  
*(Registrant)*

Date: August 14, 2018

/s/ Joseph E. Hart  
Joseph E. Hart,  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: August 14, 2018

/s/ Scott A. Francis  
Scott A. Francis,  
Chief Financial Officer  
(Principal Financial Officer)

### Exhibit Index

The following documents are included as exhibits to this Form 10-Q:

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**Exhibit 31.1**

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Joseph E. Hart, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ADDvantage Technologies Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2018

/s/ Joseph E. Hart  
Joseph E. Hart  
President and Chief Executive Officer

**Exhibit 31.2**

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Scott A. Francis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ADDvantage Technologies Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - c. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - d. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2018

/s/ Scott A. Francis  
Scott A. Francis  
Chief Financial Officer

**Exhibit 32.1**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of ADDvantage Technologies Group, Inc. (the “Company”) for the fiscal quarter ended June 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the “Report”) I, Joseph E. Hart, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Joseph E. Hart

Name: Joseph E. Hart

Title: President and Chief Executive Officer

Date: August 14, 2018

**Exhibit 32.2**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of ADDvantage Technologies Group, Inc. (the “Company”) for the fiscal quarter ended June 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the “Report”) I, Scott A. Francis, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Scott A. Francis  
Name: Scott A. Francis  
Title: Chief Financial Officer  
Date: August 14, 2018