ALLIED HEALTHCARE PRODUCTS INC
Form 10-Q
May 15, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

x **Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**
For the quarterly period ended March 31, 2017

¨ **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: 0-19266

ALLIED HEALTHCARE PRODUCTS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**25-1370721**
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification No.)

1720 Sublette Avenue, St. Louis, Missouri 63110

(Address of principal executive offices, including zip code)

(314) 771-2400

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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 twelve months (or for such shorter periods that the registrant was required to file such reports, and (2) has been subject to such filing requirements for the past ninety days. Yes x No ¨

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

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 definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ¨ No x

The number of shares of common stock outstanding at May 1, 2017 is 4,013,537 shares.

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SAFE HARBOR" STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Statements contained in this Report, which are not historical facts or information, are "forward-looking statements." Words such as "believe," "expect," "intend," "will," "should," and other expressions that indicate future events and trends identify such forward-looking statements. These forward-looking statements involve risks and uncertainties, which could cause the outcome and future results of operations, and financial condition to be materially different than stated or anticipated based on the forward-looking statements. Such risks and uncertainties include both general economic risks and uncertainties, risks and uncertainties affecting the demand for and economic factors affecting the delivery of health care services, both in the United States and in our overseas markets, impacts of the U.S. Affordable Care Act, the outcome of litigation proceedings and specific matters which relate directly to the Company's operations and properties as discussed in the Company's annual report on Form 10-K for the year ended June 30, 2016. The Company cautions that any forward-looking statements contained in this report reflect only the belief of the Company or its management at the time the statement was made. Although the Company believes such forward-looking statements are based upon reasonable assumptions, such assumptions may ultimately prove inaccurate or incomplete. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement was made.

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PART I. FINANCIAL INFORMATION

Item 1.Financial Statements

ALLIED HEALTHCARE PRODUCTS, INC.

STATEMENT OF OPERATIONS

(UNAUDITED)

	Three months ended March 31, 2017	2016	Nine months ended March 31, 2017	2016
Net sales	$8,581,171	$8,840,222	$25,290,562	$26,149,418
Cost of sales	6,846,148	7,214,133	20,303,113	21,046,428
Gross profit	1,735,023	1,626,089	4,987,449	5,102,990
Selling, general and administrative expenses	2,138,384	2,388,566	6,581,161	7,187,936
Loss from operations	(403,361)	(762,477)	(1,593,712)	(2,084,946)
Other (income) expenses:				
Interest income	(159)	(521)	(1,146)	(2,423)
Other, net	40	22,510	1,711	64,172
	(119)	21,989	565	61,749
Loss before benefit from income taxes	(403,242)	(784,466)	(1,594,277)	(2,146,695)
Benefit from income taxes	-	-	-	(123,907)
Net loss	$(403,242)	$(784,466)	$(1,594,277)	$(2,022,788)
Basic loss per share	$(0.10)	$(0.20)	$(0.40)	$(0.50)
Diluted loss per share	$(0.10)	$(0.20)	$(0.40)	$(0.50)
Weighted average shares outstanding - basic	4,013,537	4,013,537	4,013,537	4,013,537
Weighted average shares outstanding - diluted	4,013,537	4,013,537	4,013,537	4,013,537

See accompanying Notes to Financial Statements.

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ALLIED HEALTHCARE PRODUCTS, INC.

BALANCE SHEET

ASSET

	(Unaudited) March 31, 2017	June 30, 2016
Current assets:		
Cash and cash equivalents	$803,715	$1,703,663
Accounts receivable, net of allowances of $170,000	3,440,326	4,094,462
Inventories, net	8,619,463	8,875,270
Income tax receivable	21,430	12,555
Other current assets	245,424	255,711
Total current assets	13,130,358	14,941,661
Property, plant and equipment, net	5,967,847	6,747,570
Deferred income taxes	1,430,385	1,430,385
Other assets, net	34,402	76,065
Total assets	$20,562,992	$23,195,681

See accompanying Notes to Financial Statements.

(CONTINUED)

ALLIED HEALTHCARE PRODUCTS, INC.

BALANCE SHEET

(CONTINUED)

LIABILITIES AND STOCKHOLDERS' EQUITY

	(Unaudited) March 31, 2017	June 30, 2016
Current liabilities:		
Accounts payable	$1,479,096	$1,864,603
Other accrued liabilities	1,686,452	2,341,203
Deferred income taxes	717,420	717,420
Total current liabilities	3,882,968	4,923,226
Commitments and contingencies		
Stockholders' equity:		
Preferred stock; $0.01 par value; 1,500,000 shares authorized; no shares issued and outstanding	-	-
Series A preferred stock; $0.01 par value; 200,000 shares authorized; no shares issued and outstanding	-	-
Common stock; $0.01 par value; 30,000,000 shares authorized; 5,213,902 shares issued at March 31, 2017 and June 30, 2016; 4,013,537 shares outstanding at March 31, 2017 and June 30, 2016	52,139	52,139
Additional paid-in capital	48,484,745	48,482,899
Accumulated deficit	(10,876,072)	(9,281,795)
Less treasury stock, at cost; 1,200,365 shares at March 31, 2017 and June 30, 2016	(20,980,788)	(20,980,788)
Total stockholders' equity	16,680,024	18,272,455
Total liabilities and stockholders' equity	$20,562,992	$23,195,681

See accompanying Notes to Financial Statements.

ALLIED HEALTHCARE PRODUCTS, INC.

STATEMENT OF CASH FLOWS

(UNAUDITED)

	Nine months ended March 31, 2017	2016
Cash flows from operating activities:		
Net loss	$(1,594,277)	$(2,022,788)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	842,434	939,095
Stock based compensation	1,846	2,367
Provision for doubtful accounts and sales returns and allowances	10,603	2,625
Deferred taxes	-	(123,907)
Changes in operating assets and liabilities:		
Accounts receivable	643,533	(571,452)
Inventories	255,807	148,622
Income tax receivable	(8,875)	(11,354)
Other current assets	10,287	12,091
Accounts payable	(385,507)	1,093,610
Other accrued liabilities	(654,751)	324,199
Net cash used in operating activities	(878,900)	(206,892)
Cash flows from investing activities:		
Capital expenditures	(21,048)	(99,300)
Net cash used in investing activities	(21,048)	(99,300)
Net decrease in cash and cash equivalents	(899,948)	(306,192)
Cash and cash equivalents at beginning of period	1,703,663	2,039,946
Cash and cash equivalents at end of period	$803,715	$1,733,754

See accompanying Notes to Financial Statements.

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ALLIED HEALTHCARE PRODUCTS, INC.

NOTES TO FINANCIAL STATEMENTS

(UNAUDITED)

1. Summary of Significant Accounting and Reporting Policies

Basis of Presentation

The accompanying unaudited financial statements of Allied Healthcare Products, Inc. (the "Company") have been prepared in accordance with the instructions for Form 10-Q and do not include all of the information and disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments considered necessary for a fair presentation, have been included. Operating results for any quarter are not necessarily indicative of the results for any other quarter or for the full year. These statements should be read in conjunction with the financial statements and notes to the financial statements thereto included in the Company's Annual Report on Form 10-K for the year ended June 30, 2016.

Recently Issued Accounting Guidance

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU" or "Update") No. 2014-09, "Revenue from Contracts with Customers." This ASU is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. This ASU is effective for annual reporting periods beginning after December 15, 2016 and early adoption is not permitted. On July 9, 2015 the FASB voted to defer the effective date of this standard by one year to December 15, 2017 for the interim and annual reporting periods beginning after that date and permitted early adoption of the standard, but not before the original effective date of December 15, 2016. Companies may use either a full retrospective or modified retrospective approach to adopt this ASU. We are currently evaluating which transition approach to use and the full impact this ASU will have on our future financial statements.

In August 2014, the FASB issued ASU No. 2014-15, to communicate amendments to FASB Account Standards Codification Subtopic 205-40, "Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern." The ASU requires management to evaluate relevant conditions, events and certain management plans that are known or reasonably knowable as of the evaluation date when determining whether substantial doubt about an entity's ability to continue as a going concern exists. Management will be required to make this evaluation for both annual and interim reporting periods. Management will have to make certain disclosures if it concludes that substantial doubt exists or when it plans to alleviate substantial doubt about the entity's ability to continue as a going concern. The standard is effective for annual periods ending after December 15, 2016 and for interim periods thereafter. Early adoption is permitted. We currently believe there will be no impact on our financial statement disclosures.

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In July 2015, the FASB issued ASU No. 2015-11 to simplify the subsequent measurement of inventory. Under this new standard, an entity should measure inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The amendments in this guidance should be applied prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. The Company is currently evaluating the impact to our future financial statements.

In November 2015, the FASB issued Accounting Standards Update No. 2015-17 ("ASU 2015-17"), *Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes*. The amendments in ASU 2015-17 seek to simplify the presentation of deferred income taxes and require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. ASU 2015-17 is effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods, with early application permitted for all entities as of the beginning of an interim or annual reporting period. The Company is in the process of evaluating the impact of this update on its financial statements.

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)" ("ASU 2016-02"), which requires lessees to recognize assets and liabilities for leases with lease terms of more than 12 months and disclose key information about leasing arrangements. Consistent with current U.S. GAAP, the recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification as a finance or operating lease. The update is effective for reporting periods beginning after December 15, 2018. Early adoption is permitted. The Company is in the process of evaluating the impact of this update on its financial statements.

In March 2016, the FASB issued ASU 2016-08, "Revenue from Contracts with Customers (Topic 606) Principal versus Agent Considerations (Reporting Revenue Gross versus Net)" ("ASU 2016-08"). ASU 2016-08 further clarifies principal and agent relationships within ASU 2014-09. Similar to ASU 2014-09, the effective date will be the first quarter of fiscal year 2018 with early adoption permitted in the first quarter of fiscal year 2017. The Company is evaluating the impact that adoption of this new standard will have on its financial statements.

In March 2016, the FASB issued ASU 2016-09, "Compensation-Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting" ("ASU 2016-09"). ASU 2016-09 is intended to simplify several aspects of accounting for share-based payment awards. The effective date will be the first quarter of fiscal year 2018, with early adoption permitted. The Company is evaluating the impact that adoption of this new standard will have on its financial statements.

In April 2016, the FASB issued ASU 2016-10, “Revenue from Contracts with Customers (Topic 606), Identifying Performance Obligations and Licensing” (“ASU 2016-10”). The amendments in ASU 2016-10 are expected to reduce the cost and complexity of applying the guidance on identifying promised goods or services in contracts with customers and to improve the operability and understandability of licensing implementation guidance related to the entity’s intellectual property. Similar to ASU 2014-09, the effective date will be the first quarter of fiscal year 2018 with early adoption permitted in the first quarter of fiscal year 2017. The Company is evaluating the impact that adoption of this new standard will have on its financial statements.

In August 2016, the FASB issued ASU 2016-15, “Statement of Cash Flows (Topic 230) Classification of Certain Cash Receipts and Cash Payments,” (“ASU 2016-15”). ASU 2016-15 reduces the existing diversity in practice in financial reporting by clarifying existing principles in ASC 230, “Statement of Cash Flows,” and provides specific guidance on certain cash flow classification issues. The effective date for ASU 2016-15 will be the first quarter of fiscal year 2018 with early adoption permitted. The Company is evaluating the impact that adoption of this new standard will have on its financial statements.

Fair Value of Financial Instruments

The Company’s financial instruments consist of cash and cash equivalents, accounts receivable and accounts payable. The carrying amounts for cash and cash equivalents, accounts receivable and accounts payable approximate their fair value due to the short maturity of these instruments.

2. Inventories

Inventories are comprised as follows:

	March 31, 2017	June 30, 2016
Work-in progress	$ 601,829	$ 431,802
Component parts	7,234,755	7,374,776
Finished goods	2,254,999	2,567,607
Reserve for obsolete and excess inventory	(1,472,120)	(1,498,915)
	$ 8,619,463	$ 8,875,270

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3. Earnings per share

On December 5, 2016, the Company filed a Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to effect a one-for-two reverse stock split of the Company's Common Stock (the "Reverse Stock Split"). The Reverse Stock Split was effective on the Nasdaq Stock Exchange on December 7, 2016.

Outstanding share and per-share amounts disclosed as of March 31, 2017 and for all other comparative periods provided have been retroactively adjusted to reflect the effects of the Reverse Stock Split.

Basic earnings per share are based on the weighted average number of shares of all common stock outstanding during the period. Diluted earnings per share are based on the sum of the weighted average number of shares of common stock and common stock equivalents outstanding during the period. The number of basic and diluted shares outstanding for the three and nine months ended March 31, 2017 and 2016 were 4,013,537.

4. Commitments and Contingencies

Legal Claims

The Company is subject to various investigations, claims and legal proceedings covering a wide range of matters that arise in the ordinary course of its business activities. The Company intends to continue to conduct business in such a manner as to avert any FDA action seeking to interrupt or suspend manufacturing or require any recall or modification of products.

The Company has recognized the costs and associated liabilities only for those investigations, claims and legal proceedings for which, in its view, it is probable that liabilities have been incurred and the related amounts are estimable. Based upon information currently available, management believes that existing accrued liabilities are sufficient.

<u>Stuyvesant Falls Power Litigation</u>. The Company is currently involved in litigation with Niagara Mohawk Power Corporation d/b/a National Grid ("Niagara"), which provides electrical power to the Company's facility in Stuyvesant

Falls, New York, and one other party. The Company maintains in its defense of the lawsuit that it is entitled to a certain amount of free electricity based on covenants running with the land which have been honored for more than a century. After the commencement of the litigation, Niagara began sending invoices to the Company for electricity used at the Company's Stuyvesant Falls plant. Niagara's attempts to collect such invoices were stopped in December 2010 by a temporary restraining order. Among other things, Niagara seeks as damages the value of electricity received by the Company without charge. The total value of electricity at issue in the litigation is not known with certainty and Niagara has alleged different amounts of damages. Niagara alleged in its Second Amended Verified Complaint, dated February 6, 2012, damages of approximately $469,000 in free electricity from May 2003 through May 2010. Niagara also alleged in its Motion For Summary Judgment, filed on March 14, 2014, damages of approximately $492,000 in free electricity from May 2010 through the date of the filing. In April 2015, Allied received an invoice for electrical power at the Stuyvesant Falls plant with an "Amount Due" balance of $696,000 as of March 31, 2015 without any description as to the period of time covered by the invoice.

The Company filed a Motion for Summary Judgment on March 14, 2014, seeking dismissal of Niagara's claims and oral arguments on the motions were held on June 13, 2014. On October 1, 2014, the Court granted the Company's motion, denied Niagara's motion and ruled that the Company is entitled to receive electrical power pursuant to the power covenants. On October 26 and October 30, 2014, Niagara and the other party filed separate notices of appeal of the Court's decision. On March 31, 2016 the Supreme Court of New York, Appellate Division, Third Department reversed the trial court decision and held that the free power covenants are no longer enforceable. The Company's application for leave to appeal this ruling was dismissed as premature by the New York Court of Appeals on September 20, 2016. Avenues for appeal remain and the Company intends to exercise all available options to enforce the free power covenants which have been in place for over 100 years.

The appellate decision terminated the enforceability of the free power covenants as of March 31, 2016. The appellate decision did not order the Company to pay any amounts for power consumed prior to such date and the Company believes that it is not liable for any such damages as a result of the appellate decision. On December 21, 2016, Niagara filed a motion to the trial court asking that it hold additional proceedings to establish what damages, if any, are owed to Niagara as the result of the appellate decision. The Company filed its response on January 23, 2017. On April 25, 2017, the court denied Niagara's motion in its entirety finding that no damages could be awarded based on the Appellate Division's decision. This decision is appealable by Niagara not later than May 25, 2017.

As of March 31, 2017, the Company has not recorded a provision for this matter. The Company commenced paying for power at the Stuyvesant Falls facility in April 2016.

Employment Contract

The Company has entered into an employment contract with its chief executive officer with annual renewals. The contract includes termination without cause and change of control provisions, under which the chief executive officer is entitled to receive specified severance payments generally equal to two times ending annual salary if the Company terminates his employment without cause or he voluntarily terminates his employment with "good reason." "Good Reason" generally includes changes in the scope of his duties or location of employment but also includes (i) the Company's written election not to renew the Employment Agreement and (ii) certain voluntary resignations by the chief executive officer following a "Change of Control" as defined in the Agreement.

5. Financing

On February 27, 2017, Allied Healthcare Products, Inc. (the "Company") entered into that certain Loan and Security Agreement (the "Credit Agreement") with Summit Financial Resources, L.P. ("Summit") pursuant to which the Company obtained a secured revolving credit facility (the "Credit Facility"). The Company's obligations under the Credit Facility are secured by all of the Company's personal property, both tangible and intangible, pursuant to the terms and subject to the conditions set forth in the Credit Agreement. Availability of funds under the Credit Agreement is based on the Company's accounts receivable and inventory but will not exceed $2,000,000. At March 31, 2017 availability under the agreement was $2,000,000.

The Credit Facility will be available, subject to its terms, on a revolving basis until it expires on February 27, 2019, at which time all amounts outstanding under the Credit Facility will be due and payable. Advances will bear interest at a rate equal to 2.00% in excess of the prime rate as reported in the Wall Street Journal. Interest is computed based on the actual number of days elapsed over a year of 360 days. In addition to interest, the Credit facility requires that the Company pay the lender a monthly administration fee in an amount equal to forty-seven hundredths percent (0.47%) of the average outstanding daily principal amount of loan advances for the each calendar month, or portion thereof.

Regardless of the amount borrowed under the Credit Facility, the Company will pay a minimum amount of .25% (25 basis points) per month on the maximum availability ($5,000 per month). In the event the Company prepays or terminates the Credit Facility, the Company will be obligated to pay an amount equal to twelve months of minimum monthly payments, minus the number of months elapsed since the effective date of the Credit Agreement.

Under the Credit Agreement, advances are generally subject to customary borrowing conditions and to Summit's sole discretion to fund the advances. The Credit Agreement also contains covenants with which the Company must comply during the term of the Credit Facility. Among other things, such covenants require the Company to maintain insurance on the collateral, operate in the ordinary course and not engage in a change of control, dissolve or wind up the Company.

The Credit Agreement also contains certain events of default including, without limitation: the failure to make payments when due; the material breach of representations or warranties contained in the Credit Agreement or other loan documents; cross-default with other indebtedness of the Company; the entry of judgments or fines that may have a material adverse effect on the Company; failure to comply with the observance or performance of covenants contained in the Credit Agreement or other loan documents; insolvency of the Company, appointment of a receiver, commencement of bankruptcy or other insolvency proceedings; dissolution of the Company; the attachment of any state or federal tax lien; attachment or levy upon or seizure of the Company's property; or any change in the Company's condition that may have a material adverse effect. After an event of default, and upon the continuation thereof, the principal amount of all loans made under the Credit Facility would bear interest at a rate per annum equal to 20.00%

above the otherwise applicable interest rate (provided, that the interest rate may not exceed the highest rate permissible under law), and Summit would have the option to accelerate maturity and payment of the Company's obligations under the Credit Facility.

At March 31, 2017, the Company had no aggregate indebtedness, including capital lease obligations, short-term debt and long term debt. The prime rate as reported in the Wall Street Journal was 4.00% on March 31, 2017.

The Company was in compliance with all of the covenants associated with the Credit Facility at March 31, 2017.

6. Income Taxes

The Company accounts for income taxes under ASC Topic 740: "Income Taxes." Under ASC 740, the deferred tax provision is determined using the liability method, whereby deferred tax assets and liabilities are recognized based upon temporary differences between the financial statement and income tax bases of assets and liabilities using presently enacted tax rates. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized. In the three and nine months ended March 31, 2017 the Company recorded the tax benefit of losses incurred in the amount of approximately $142,000 and $578,000, respectively. As the realization of the tax benefit of the net operating loss is not assured, an additional valuation allowance of approximately $142,000 and $578,000 was also recorded. For the three and nine months ended March 31, 2016, the Company recorded the tax benefit of losses incurred in the amount of $233,000 and $660,000 net of additions to the valuation allowance of like amounts net of the effect of deferred taxes in the amount of $10,000 and ($35,000) for the three and nine month respectively. The total valuation allowance recorded by the Company as of March 31, 2017 and 2016 was approximately $2,390,000 and $1,920,000, respectively. To the extent that the Company's losses continue in future quarters, the tax benefit of those losses will be subject to a valuation allowance.

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

Results of Operations

Three months ended March 31, 2017 compared to three months ended March 31, 2016

Allied had net sales of $8.6 million for the three months ended March 31, 2017, down $0.2 million from net sales of $8.8 million in the prior year same quarter resulting from lower customer releases for shipments. Customer releases for shipment are dependent on many factors, including order levels, construction schedules, international financing arrangements, and customer preferences. Domestic sales were up 1.1% while international sales, which represented 18.0% of third quarter sales, were down 17.7% from the prior year same quarter.

Orders for the Company’s products for the three months ended March 31, 2017 of $9.2 million were $0.3 million or 3.4% higher than orders for the prior year same quarter of $8.9 million. Domestic orders are up 6.2% over the prior year same quarter while international orders, which represented 23.5% of third quarter orders, were 4.5% lower than orders for the prior year same quarter.

Gross profit for the three months ended March 31, 2017 was $1.7 million, or 19.8% of net sales, compared to $1.6 million, or 18.2% of net sales, for the three months ended March 31, 2016. The $0.1 million increase in gross profit is primarily attributable to a $0. 2 million decrease in manufacturing salaries and benefits, including medical benefit payments.

Selling, general and administrative expenses for the three months ended March 31, 2017 were $2.1 million compared to selling, general and administrative expenses of $2.4 million for the three months ended March 31, 2016. Salaries and benefit expenses are approximately $209,000 lower than in the prior year and legal expenses are approximately $35,000 lower than in the prior year.

Loss from operations was $403,361 for the three months ended March 31, 2017 compared to loss from operations of $762,477 for the three months ended March 31, 2016.

Allied had a loss before benefit from income taxes in the third quarter of fiscal 2017 of $403,242 compared to loss before benefit from income taxes in the third quarter of fiscal 2016 of $784,466. The Company's tax provision net of valuation allowance reflects a tax benefit of $0 for the three months ended March 31, 2017 and 2016. In the quarter ended March 31, 2017, the tax benefit of losses in the amount of approximately $142,000 was fully offset by a valuation allowance of equivalent amount. To the extent that the Company's losses continue in future quarters, the t