

FORWARD INDUSTRIES INC  
Form 10QSB  
July 22, 2003

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

**FORM 10-QSB**

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
for the quarterly period ended June 30, 2003.

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
for the transition period from \_\_\_\_ to \_\_\_\_

Commission file number 0-6669

**FORWARD INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of  
incorporation or organization)

13-1950672  
(I.R.S. Employer Identification No.)

1801 Green Rd., Suite E, Pompano Beach, FL  
(Address of principal executive offices)

33064  
(Zip Code)

(954) 419-9544  
(Issuer's Telephone Number, including Area Code)

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

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

As of July 22, 2003, 5,759,441 shares of Common Stock were outstanding.

Transitional Small Business Disclosure Format: Yes  No

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**FORWARD INDUSTRIES, INC. AND SUBSIDIARIES**  
**FORM 10-QSB**  
**THREE AND NINE MONTH PERIODS ENDED JUNE 30, 2003**  
**CONTENTS**

		PAGE
<b>PART I</b>	<b>FINANCIAL INFORMATION</b>	
Item 1.	Financial statements	
	<u>Consolidated Balance Sheets as of June 30, 2003 (Unaudited)</u> and September 30, 2002.....	3
	<u>Unaudited Consolidated Statements of Income for the Three and Nine</u> Months Ended June 30, 2003 and 2002.....	4
	<u>Unaudited Consolidated Statements of Cash Flows for the Nine</u> Months Ended June 30, 2003 and 2002.....	5
	<u>Notes to Consolidated Financial Statements</u> .....	6
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of</u> <u>Operations</u> .....	13
Item 3.	<u>Controls and Procedures</u> .....	20
<b>PART II</b>	<b><u>OTHER INFORMATION</u></b>	
Item 1.	Legal Proceedings.....	21
Item 2.	Changes in Securities.....	21
Item 3.	Defaults upon Senior Securities.....	21
Item 4.	Submission of Matters to a Vote of Security Holders.....	21
Item 5.	Other Information.....	21
Item 6.	<u>Exhibits and Reports on Form 8-K</u> .....	22
	<u>Signatures</u> .....	23
	Certifications.....	24

**Note Regarding Use of Certain Terms**

In this Quarterly Report on Form 10-QSB, unless the context otherwise requires, the terms "we", "our", "Company" and "Forward" refer to Forward Industries, Inc., a New York corporation, together with its consolidated subsidiaries; "common stock" refers to the common stock, \$.01 par value per share, of Forward Industries, Inc.; "Koszegi" refers to our wholly owned subsidiary Koszegi Industries Inc., an Indiana corporation; "Commission" refers to the United States Securities and Exchange Commission; and "Exchange Act" refers to the United States Securities Exchange Act of 1934.

## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

FORWARD INDUSTRIES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

<u>ASSETS</u>	June 30, 2003 (Unaudited)	September 30, 2002
Current assets:		
Cash and cash equivalents.....	\$ 1,990,139	\$ 1,207,311
Accounts receivable - net .....	2,985,960	2,680,916
Inventories.....	648,910	718,986
Prepaid expenses and other current assets.....	200,179	219,124
Deferred tax asset.....	15,500	15,500
Total current assets.....	5,840,688	4,841,837
Property, plant and equipment - net.....	283,125	341,187
Deferred tax asset.....	161,700	164,500
Other assets.....	41,337	41,337
<b>TOTAL ASSETS</b> .....	<b>\$ 6,326,850</b>	<b>\$ 5,388,861</b>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Accounts payable.....	\$ 1,118,389	\$ 1,306,381
Accrued expenses and other current liabilities.....	667,485	291,984
Current portion of capital lease obligations.....	--	27,814
Total current liabilities.....	1,785,874	1,626,179
Long term portion of capital lease obligations.....	--	58,751
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, 4,000,000 authorized shares, par value \$.01; none issued.....	--	--
Common stock, 40,000,000 authorized shares, par value \$.01; 6,286,531 shares issued (including 527,090 and 460,890 shares, respectively, held in treasury).....	62,865	62,865
Paid-in capital.....	8,251,780	8,251,780
Accumulated deficit.....	(3,000,233)	(3,928,827)
	5,314,412	4,385,818
Less: Cost of shares in treasury.....	(773,436)	(681,887)
Total stockholders' equity.....	4,540,976	3,703,931
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b> .....	<b>\$ 6,326,850</b>	<b>\$ 5,388,861</b>

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

**FORWARD INDUSTRIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(UNAUDITED)**

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2003	2002	2003	2002
Net sales.....	\$ 4,758,073	\$ 4,051,225	\$ 14,353,273	\$ 12,279,901
Cost of goods sold.....	3,273,658	2,492,811	9,829,338	7,969,936
Gross profit.....	1,484,415	1,558,414	4,523,935	4,309,965
Operating expenses:				
Selling.....	736,533	704,067	1,988,542	2,160,367
General and administrative.....	581,768	704,081	1,701,126	1,741,119
Total operating expenses.....	1,318,301	1,408,148	3,689,668	3,901,486
Income from operations.....	166,114	150,266	834,267	408,479
Other income (expense):				
Interest expense.....	(4,759)	(12,122)	(7,448)	(47,998)
Interest income.....	3,111	3,165	7,949	14,419
Other income.....	11,248	88,002	107,626	63,104
Total other income (expense).....	9,600	79,045	108,127	29,525
Income before income taxes.....	175,714	229,311	942,394	438,004
Provision (benefit) for income taxes.....	(2,600)	(19,400)	13,800	--
Net income .....	\$ 178,314	\$ 248,711	\$ 928,594	\$ 438,004
Net income per common and common equivalent share				
Basic.....	\$ 0.03	\$ 0.04	\$ 0.16	\$ 0.08
Diluted.....	\$ 0.03	\$ 0.04	\$ 0.16	\$ 0.08
Weighted average number of common and common equivalent shares outstanding				
Basic.....	5,773,441	5,825,641	5,790,374	5,825,641
Diluted.....	5,954,442	5,825,641	5,907,426	5,825,641

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

**FORWARD INDUSTRIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

	Nine Months Ended June 30,	
	2003	2002
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net income.....	\$ 928,594	\$ 438,004
Adjustments to reconcile net income to net cash provided by operating activities:		
Loss on sale of property, plant and equipment.....	7,055	21,025
Depreciation and amortization.....	99,850	95,497
Deferred taxes.....	2,800	--
Changes in operating assets and liabilities:		
Accounts receivable.....	(305,044)	(554,658)
Inventories.....	70,076	(281,130)
Prepaid expenses and other current assets.....	18,945	99,693
Other assets.....	--	(15,435)
Accounts payable.....	(187,992)	202,725
Accrued expenses and other current liabilities.....	375,501	146,188
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES.....</b>	<b>1,009,785</b>	<b>151,909</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Proceeds from sale of property, plant and equipment.....	3,591	158,450
Proceeds from officer loan repayments.....	--	18,864
Purchases of property, plant and equipment.....	(52,434)	(4,106)
<b>NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES.....</b>	<b>(48,843)</b>	<b>173,208</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Payments of short-term borrowings.....	--	(900,000)
Principal payments on capital lease obligations.....	(86,565)	(19,360)
Purchase of treasury shares.....	(91,549)	--
<b>NET CASH USED IN FINANCING ACTIVITIES.....</b>	<b>(178,114)</b>	<b>(919,360)</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>782,828</b>	<b>(594,243)</b>
CASH AND CASH EQUIVALENTS - beginning of period.....	1,207,311	1,376,572
CASH AND CASH EQUIVALENTS - end of period.....	\$ 1,990,139	\$ 782,329

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

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FORWARD INDUSTRIES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2003  
(UNAUDITED)

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## 1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information, with the Securities and Exchange Commission instructions to Form 10-QSB and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine-month periods ended June 30, 2003 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2003.

The consolidated balance sheet at September 30, 2002 has been derived from the audited consolidated financial statements at that date, but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

The accounting policies used in the preparation of the financial statements included in this Form 10-QSB are the same as those set forth in the Company's annual report on Form 10-KSB for the fiscal year ended September 30, 2002 and should be read in conjunction with the disclosures presented therein.

Certain reclassifications of the prior period financial statements have been made to conform to the current period presentation.

The Company did not have any material components of other comprehensive income other than net income.

This quarterly report contains forward-looking statements that involve certain risks and uncertainties. Important factors could arise, including those discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations set forth in this quarterly report on Form 10-QSB and those identified in "Risk Factors" in the Company's annual report on Form 10-KSB for the year ended September 30, 2002, which could cause the Company's future operating results to differ materially from those set forth in any forward looking statement.

### **Recent Accounting Pronouncements**

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In August 2001, the Financial Accounting Standards Board (the "FASB") issued Statement of Financial Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* (Statement). The Statement supersedes FASB Statement No. 121, *Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of* (FAS 121); however it retains the fundamental provisions of that statement related to the recognition and measurement of the impairment of long-lived assets to be "held and used." In addition, the Statement provides more guidance on estimating cash flows when performing a recoverability test, requires that a long-lived asset (group) to be disposed of other than by sale (e.g., abandoned) be classified as "held and used" until it is disposed of, and establishes more restrictive criteria to classify an asset (group) as "held for sale."

The Statement also supersedes the accounting and reporting provisions of Accounting Principles Board Opinion No. 30, *Reporting the Results of Operations-Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions* (APB 30), for the disposal of a segment of a business and would extend the reporting of a discontinued operation to a "component of an entity." Further, the Statement requires operating losses from a "component of an entity" to be recognized in the period(s) in which they occur (rather than as of the measurement date as previously required by APB 30). The Company adopted SFAS 144 effective October 1, 2002, and it did not have an impact on the Company's current financial position or results of operations.



FORWARD INDUSTRIES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2003  
(UNAUDITED)

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**Recent Accounting Pronouncements (continued)**

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In July 2002, the FASB issued SFAS No. 145, *Rescission of FASB Statements Nos. 4, 44 and 62, Amendment of SFAS No. 13 and Technical Corrections*. For most companies, SFAS 145 will require gains and losses on extinguishments of debt to be classified as income or loss from continuing operations rather than as extraordinary items as previously required under SFAS 4. Extraordinary treatment was required for certain extinguishments as provided in APB Opinion No. 30. The statement also amended SFAS 13 for certain sale-leasebacks and sublease accounting. We adopted the provisions of SFAS 145 effective October 1, 2002 and it did not have an impact on the Company's current financial position or results of operations.

In July 2002, the FASB issued SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*. This Statement addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies Emerging Issues Task Force (EITF) Issue No.94-3, *Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity* (including Certain Costs Incurred in a Restructuring). This Statement applies to costs associated with an exit activity that does not involve an entity newly acquired in a business combination or with a disposal activity covered by SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. These costs include, but are not limited to: termination benefits provided to current employees that are involuntarily terminated under the terms of a benefit arrangement that, in substance, is not an ongoing benefit arrangement or an individual deferred compensation contract, costs to terminate a contract that is not a capital lease and costs to consolidate facilities or relocate employees. This Statement does not apply to costs associated with the retirement of a long-lived asset covered by SFAS No. 143, *Accounting for Asset Retirement Obligations*. This statement was adopted effective January 1, 2003, and it did not have an impact on the Company's current financial position or results of operations.

In November 2002, the FASB issued Interpretation No. 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others* ("*FIN 45*"). FIN 45 requires that certain guarantees be initially recorded at fair value, which is different from the general current practice of recording a liability only when a loss is probable and reasonably estimable. FIN 45 also requires a guarantor to make significant new disclosures for virtually all guarantees. The Company adopted the disclosure requirements under FIN 45 for the quarter ended June 30, 2003 and will adopt the initial recognition and initial measurement provisions for any guarantees issued or modified after June 30, 2003. The adoption of FIN 45 did not, and is not, expected to have a material impact on the results of operations or financial position of the Company.

On December 31, 2002, the FASB issued SFAS No. 148, *Accounting for Stock-Based Compensation - Transition and Disclosure*. SFAS 148 amends FASB Statement No. 123, *Accounting for Stock-Based Compensation*, to provide alternative methods of transition to SFAS 123's fair value method of accounting for stock-based employee compensation. SFAS 148 also amends the disclosure provisions of SFAS 123 and APB Opinion No. 28, *Interim Financial Reporting*, to require disclosure in the summary of significant accounting policies of the effects of an entity's accounting policy with respect to stock-based employee compensation on reported net income and earnings per share in annual and interim financial statements. While SFAS 148 does not amend SFAS 123 to require companies to account for employee stock options using the fair value method, the disclosure provisions of SFAS 148 are applicable to all companies with stock-based employee compensation, regardless of whether they account for that compensation using the fair value method of SFAS 123 or the intrinsic value method of APB Opinion 25. The Company adopted the required disclosure provisions of SFAS No. 148 effective January 1, 2003, and its application did not have an impact on the Company's current financial position or results of operations. See Note 7.

FORWARD INDUSTRIES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2003  
(UNAUDITED)

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**Recent Accounting Pronouncements (continued)**

In January 2003, the FASB issued Interpretation No. 46, "*Consolidation of Variable Interest Entities - an Interpretation of ARB No. 51*" ("*FIN 46*"), which addresses consolidation of variable interest entities. FIN 46 expands the criteria for consideration in determining whether a variable interest entity should be consolidated by a business entity, and requires existing unconsolidated variable interest entities (which include, but are not limited to, Special Purpose Entities, or SPEs) to be consolidated by their primary beneficiaries if the entities do not effectively disperse risks among parties involved. This interpretation applies immediately to variable interest entities created after January 31, 2003, and to variable interest entities in which an enterprise obtains an interest after that date. It applies in the first fiscal year or interim period beginning after June 15, 2003, to variable interest entities in which an enterprise holds a variable interest that it acquired before February 1, 2003. The adoption of FIN 46 is not expected to have a material impact on the results of operations or financial position of the Company.

In May 2003, the FASB issued SFAS No. 149, "*Amendment of Statement 133 on Derivative Instruments and Hedging Activities*." SFAS No. 149 amends and clarifies accounting for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under SFAS No. 133. SFAS No. 149 is effective for contracts entered into or modified after June 30, 2003 and for hedging relationships designated after June 30, 2003. The Company does not believe that the adoption of SFAS No. 149 will have a material impact on its consolidated financial statements.

In May 2003, the FASB issued SFAS No. 150, "*Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity*." SFAS No. 150 establishes standards for how companies classify and measures certain financial instruments with characteristics of both liabilities and equity. It requires companies to classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). SFAS No. 150 is effective beginning with the second quarter of fiscal 2004; the Company does not believe the adoption of SFAS No. 150 will have a material impact on its consolidated financial statements.

2. **CREDIT FACILITIES**

In September 2002, the Company renewed its credit facility with a bank that provides for a maximum uncommitted line of credit of \$1.5 million, including \$500,000 for letters of credit. The line is renewable annually at the discretion of the bank and expires March 31, 2004. The Company is required to eliminate borrowings for thirty consecutive days during the term of the facility and is required to maintain operating performance that is acceptable to the bank. The Company completed its thirty-day period with no borrowings in October 2002. Amounts drawn under the credit facility bear interest at the bank's prime rate (4.00% as of June 30, 2003) in effect from time-to-time plus one half of one percent and are secured by a portion of a subsidiary's assets. There are no fees with respect to undrawn balances. There have been no drawings or payments during the nine months ended June 30, 2003 and at June 30, 2003, there were no outstanding borrowings or letters of credit obligations under this facility.

In February 2003, the Company, through a foreign subsidiary, established an additional credit facility with a bank that provides for a maximum uncommitted line of credit of \$400,000. Amounts borrowed under the facility may be structured as either term loans, with a maximum repayment period of 12 months, or as a guarantee facility, or any combination of the foregoing. The bank or the Company may terminate the facility at any time; however, such termination would not affect the stated maturity of term loans outstanding. Amounts borrowed as a revolving line of credit must be settled quarterly or converted into term loans. An intercompany balance owed by the subsidiary to the Company secures borrowings under the line and the subsidiary has agreed to certain covenants. Amounts drawn under this credit facility bear interest at variable rates established by the bank (5.1% as of June 30, 2003). Additionally, the Company pays a credit commission of 0.25% of the maximum amount of credit used during a quarter. This credit facility has not been used. Therefore, at June 30, 2003, there were no outstanding borrowings under this credit facility.

FORWARD INDUSTRIES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2003  
(UNAUDITED)

3. BUSINESS SEGMENT INFORMATION

The Company operates in a single segment providing carrying solutions for portable electronic devices. The Company designs and markets its products primarily to manufacturers of these electronic devices such as wireless telecommunications handsets and medical equipment. Geographic locations are determined based primarily on the location of the customer. Information by geographic location is as follows:

**Revenues from external customers (all amounts in millions):**

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2003	2002	2003	2002
United States.....	\$ 2.94	\$ 1.81	\$ 8.61	\$ 4.72
Europe.....	1.80	1.81	5.32	6.87
Other.....	0.02	0.43	0.42	0.69
Total net sales.....	\$ 4.76	\$ 4.05	\$ 14.35	\$ 12.28

4. EARNINGS PER SHARE

Basic earnings per share is computed using the weighted-average number of shares of common stock outstanding during each period. Diluted earnings per share is computed using the weighted-average number of common and dilutive common-equivalent shares outstanding during the period. Dilutive common-equivalent shares consist of shares that would be issued upon the exercise of stock options and warrants (computed using the treasury stock method). The average quoted market prices for the Company's common stock for the three-and nine-month periods ended June 30, 2002 were \$0.84 and \$0.93, respectively, which were below the exercise price of any options outstanding. Accordingly, no exercise or dilution is presumed to have occurred in those periods. In the three and nine month periods ended June 30, 2003, the average quoted market prices of the Company's common stock were \$1.87 and \$1.54, respectively. Calculation of diluted earnings per share is as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2003	2002	2003	2002
Numerator:				
Net income.....	\$ 178,314	\$ 248,711	\$ 928,594	\$ 438,004
Denominator:				
Denominator for basic earnings per share - weighted average shares.....	5,773,441	5,825,641	5,790,374	5,825,641
Dilutive stock options and warrants - treasury stock method.....	181,001	**	117,052	**
Denominator for diluted earnings per share - weighted average shares.....	5,954,442	5,825,641	5,907,426	5,825,641
Net income per common share				
Basic.....	\$ 0.03	\$ 0.04	\$ 0.16	\$ 0.08
Diluted.....	\$ 0.03	\$ 0.04	\$ 0.16	\$ 0.08
Shares excluded due to antidilution	1,588,750	2,374,625	1,588,750	2,374,625

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FORWARD INDUSTRIES, INC. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 JUNE 30, 2003  
 (UNAUDITED)

EARNINGS PER SHARE (CONTINUED)

\*\* No dilutive common equivalent shares were outstanding because the average price of our common stock, as quoted on the NASDAQ SmallCap Market, was below the exercise price of all outstanding options and warrants in this period.

5. INCOME TAXES

The Company's income tax provision (benefit) consists of the following:

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
U.S. Federal and State:	2003	2002	2003	2002
Current.....	\$ --	\$ --	\$ --	\$ --
Deferred.....	--	--	--	--
Foreign:				
Current.....	(2,600)	(19,400)	16,600	--
Deferred.....	--	--	(2,800)	--
Income tax provision (benefit)	\$(2,600)	\$ (19,400)	\$ 13,800	--

In June 2001, the Company established a wholly owned subsidiary in Switzerland to engage in marketing and distribution activities throughout Europe, the Middle East and Africa. At June 30, 2003, the subsidiary had cumulative undistributed earnings of \$115,000. The Company considers its investment in the subsidiary to be permanent. Accordingly, no provision has been made for U.S. federal income taxes on undistributed foreign earnings.

The Company also has not recorded a provision for U.S. income taxes on its U.S. source income because it has, as a component of its deferred tax assets, sufficient net operating tax loss carryforwards available to offset its current U.S. taxable income. The Company has recorded a valuation allowance to reduce its deferred tax assets to their net realizable value. The Company will continue to monitor the likelihood of realization of the benefits of its deferred tax assets and may adjust the valuation allowance in future periods as the benefit of the asset becomes more certain.

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### FORWARD INDUSTRIES, INC. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS JUNE 30, 2003 (UNAUDITED)

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#### 6. COMMITMENTS AND CONTINGENCIES

##### **Royalty Commitments**

The Company has licensed the use of certain trademarks of Motorola, Inc. ("Motorola") for products to be sold throughout Europe, the Middle East and Africa (the "EMEA Region") effective January 1, 2001. Under the terms of the license agreement, as amended, the Company is required to pay Motorola a royalty based upon a percentage of the Company's net sales to third parties of licensed products within the EMEA Region. The license provides for minimum guaranteed royalty payments by the Company to Motorola over three contract periods as follows:

- \$665,000 for the contract period July 1, 2001 to September 30, 2002
- \$332,000 for the contract period October 1, 2002 to September 30, 2003
- \$408,000 for the contract period October 1, 2003 to September 30, 2004

If the Company elects to terminate the license before September 30, 2004, the Company would be required to pay the balance, if any, of the minimum guarantee for the contract period in effect at the date of cancellation.

The minimum royalty commitments are recognized as an expense over the applicable contract period. The Company recorded royalty expense of \$83,000 and \$170,000 for the three-month periods ended June 30, 2003 and 2002, respectively, and \$249,000 and \$510,000 for the nine-month periods ended June 30, 2003 and 2002, respectively, which are included as a component of selling expense in the accompanying consolidated statements of income.

##### **Legal Proceedings**

In October 2001, the Company initiated an action against Royal Industries, Inc. (Royal) in the Kings County Supreme Court of New York, asserting causes of action for conversion and unjust enrichment. The Company alleges that, without consent or authority of the Company, and with full knowledge of the Company's rights under a security agreement, Royal wrongfully took possession of certain assets in which the Company had a properly perfected security interest. The Company seeks compensatory damages of \$1 million. Royal has filed a counterclaim against the Company alleging abuse of process and harassment, and is seeking an award of punitive damages in the amount of \$1 million. Although the parties have made discovery demands, neither has complied, having each interposed objections to the nature and scope of the discovery sought, and the action has remained essentially dormant since service of the answer on November 5, 2001. No depositions have been held, no judicial intervention in the discovery dispute has been sought, and no trial has been scheduled or is likely to be scheduled in the foreseeable future. To date, efforts to resolve the matter by negotiation have not borne fruit, yet Royal declines to prosecute its counterclaims. After consultation with the Company's legal counsel, management believes the case is without merit and it does not appear reasonably possible that Royal's counterclaims will result in material losses. As such, the Company has not recorded any amounts due from or payable to Royal in connection with this matter.

#### 7. ACCOUNTING FOR STOCK-BASED COMPENSATION

In December 2002, the FASB issued SFAS No. 148, *Accounting for Stock-Based Compensation - Transition and Disclosure - an amendment of SFAS 123*, which provides alternative methods for a voluntary change to the fair value method of accounting for stock-based employee compensation and amends the disclosure requirements of SFAS 123. The Company has elected to continue to account for its stock-based employee compensation plans under APB Opinion 25, *Accounting for Stock Issued to Employees*, and related interpretations. The following disclosures are provided in accordance with SFAS 148.

FORWARD INDUSTRIES, INC. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 JUNE 30, 2003  
 (UNAUDITED)

ACCOUNTING FOR STOCK BASED COMPENSATION (CONTINUED)

The Company has a stock option plan and accounts for that plan under the recognition and measurement principles of APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations. No stock-based employee compensation cost has been reflected in net income, as all options granted under the plan had an exercise price equal to the quoted market value of the underlying common stock on the date of grant.

If the Company had elected to recognize expense in the three and nine month periods ended June 30, 2003 and 2002, for the stock options granted based on the fair value at the date of grant consistent with the method prescribed by SFAS No. 123, unaudited net income and income per share would have been changed to the pro forma amounts indicated below:

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2003	2002	2003	2002
Net income, as reported.....	\$ 178,314	\$ 248,711	\$ 928,594	\$ 438,004
Less: Stock-based employee compensation costs determined under fair value based method for all awards, net of related tax effects.....	78,017	72,426	138,785	226,880
Pro forma net income.....	\$ 100,297	\$ 176,285	\$ 789,809	\$ 211,124
Earnings per share:				
Basic - as reported.....	\$ 0.03	\$ 0.04	\$ 0.16	\$ 0.08
Basic - pro forma.....	\$ 0.02	\$ 0.03	\$ 0.14	\$ 0.04
Diluted - as reported.....	\$ 0.03	\$ 0.04	\$ 0.16	\$ 0.08
Diluted - pro forma.....	\$ 0.02	\$ 0.03	\$ 0.13	\$ 0.04

The fair value of the above stock-based compensation costs was determined using the Black-Scholes option valuation model. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions, are fully transferable and does not include a discount for large block trades. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility, expected life of the option and other estimates. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

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

The following discussion and analysis should be read in conjunction with the Company's Unaudited Consolidated Financial Statements and the notes thereto appearing elsewhere in this Report. This Report contains statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company cautions that forward-looking statements are not guarantees of future performance and involve risks and uncertainties (including those identified in "Risk Factors" in the Company's Form 10-KSB for the year ended September 30, 2002) and that actual results may differ materially from the estimates or forecasts set forth in the statements that constitute forward-looking statements as a result of various factors.

The following discussion and analysis compares our consolidated results of operations for the three months ended June 30, 2003 (the "2003 Quarter"), with the three months ended June 30, 2002 (the "2002 Quarter"), and the nine months ended June 30, 2003 (the "2003 Period"), and the nine months ended June 30, 2002 (the "2002 Period"), and is based on or derived from the Unaudited Consolidated Financial Statements included elsewhere in this Report. There have been no material changes in critical accounting estimates since September 30, 2002. All figures in the following discussion are presented on a consolidated basis. All dollar amounts and percentages presented herein have been rounded to approximate values.

#### **Results of Operations for the 2003 Quarter compared to the 2002 Quarter**

Our net income in the 2003 Quarter was \$178,000 compared to net income of \$249,000 in the 2002 Quarter, a decrease of \$71,000 or 29%. Basic and diluted earnings per share were \$0.03 for the 2003 Quarter compared to \$0.04 per share in the 2002 Quarter.

#### **Sales**

Net sales increased by \$707,000 or 17% to \$4.76 million in the 2003 Quarter compared to \$4.05 million in the 2002 Quarter. The tables below set forth approximate sales by product line and geographic location of our customers for the 2003 and 2002 Quarters.

#### **Sales for 2003 Quarter 3 Months ended June 30, 2003 (millions of dollars)**

	US	Europe	Other	Total
Cell Phone Products	\$0.56	\$0.75	--	\$1.31
Diabetic Products	1.84	1.05	--	2.89
Other Product Sales	0.54	--	0.02	0.56
<b>Total*</b>	<b>\$2.94</b>	<b>\$1.80</b>	<b>\$0.02</b>	<b>\$4.76</b>

#### **Sales for 2002 Quarter 3 Months ended June 30, 2002 (millions of dollars)**

	US	Europe	Other	Total
Cell Phone Products	\$0.29	\$1.19	\$0.37	\$1.85
Diabetic Products	0.82	0.61	--	1.43
Other Product Sales	0.70	0.01	0.06	0.77
<b>Total*</b>	<b>\$1.81</b>	<b>\$1.81</b>	<b>\$0.43</b>	<b>\$4.05</b>

\* Tables may not total due to rounding.



**Cell Phone Product Sales:**

Our cell phone products include carrying cases, carrying straps, faceplates and other decorative attachments used to carry or enhance the appearance of various cellular telephones. We sell these products directly to cell phone original equipment manufacturers ("OEM") such as Motorola and Nokia and also distribute our products directly to wholesalers and retailers in the Europe, Middle East and Africa ("EMEA") region under a license agreement with Motorola.

The 2003 Quarter's cell phone product sales consisted entirely of Motorola products that were sold directly to Motorola for use in their marketing efforts, or were sold to wholesalers and retailers under our Motorola license agreement. We expect shipments to Nokia, our other main cell phone customer, to resume in our next fiscal quarter.

Overall sales of our cell phone products declined \$540,000 from \$1.85 million in the 2002 Quarter, to \$1.31 million in the 2003 Quarter. The majority of the sales decrease is attributed to soft demand for our Motorola licensed products. Sales to wholesalers and retailers under our Motorola license agreement declined \$410,000 from \$685,000 in the 2002 Quarter to \$275,000 in the 2003 Quarter. Direct sales to Motorola, including their subsidiaries and affiliates, partially offset the decline in licensed product sales and increased \$220,000 to \$1.03 million in the 2003 Quarter from \$810,000 in the 2002 Quarter. The remaining decrease is a result of shipments made by us to Nokia in the 2002 Quarter to meet demand for a new product launch. No such sales were made in the 2003 Quarter.

**Diabetic Product Sales:**

We design and sell a line of carrying cases used by people with diabetes to carry their insulin and other diabetic monitoring equipment such as blood glucose monitors. We sell these cases directly to manufacturers of this equipment such as Abbott Labs, Bayer, Lifescan (a subsidiary of Johnson & Johnson), Therasense and Roche. These manufacturers include our cases with their product shipments.

Sales of these cases increased \$1.46 million to \$2.93 million in the 2003 Quarter compared to sales of \$1.43 million in the 2002 Quarter. We are experiencing strong demand for our diabetic cases from most of our OEM customers and it is the reason for our overall increase in revenues. Sales of diabetes products in the 2003 Quarter represented 61% of our overall sales compared to 35% in the 2002 Quarter, in part due to the decrease in cell phone product sales revenues in the 2003 Quarter.

**Other Product Sales:**

We design and sell a number of other carrying solutions such as camera bags, sporting goods and other carrying solutions for an assortment of products on a made-to-order basis that are customized to meet the individual needs of our customers. By their nature, sales of our customized products can vary from period to period without reflecting a significant trend in the overall demand for these items. Sales of these products declined by \$210,000 to \$560,000 in the 2003 Quarter compared to sales of \$770,000 in the 2002 Quarter.

**Gross Profit**

Our gross profit decreased \$74,000, or 5% to \$1.48 million in the 2003 Quarter from \$1.56 million in the 2002 Quarter, despite an approximate 17% increase in our sales. Our gross profit as a percentage of sales fell to 31% in the 2003 Quarter from 38% in the 2002 Quarter. The product mix of our sales affects our gross profit margin, as we generally receive a lower margin on diabetic products than on cell phone products. Diabetic products comprised the majority of our 2003 Quarter's sales and, when combined with the lower sales of licensed cell phone products, resulted in an overall lower gross profit for the quarter. In addition, product mix within our cell phone product line affects our gross profit margin because sales under our Motorola license agreement generally command a higher gross profit than large bulk sales to OEM customers. Additionally, freight expense in the 2003 Quarter was higher than in the 2002 Quarter due in part to higher levels of shipments in the 2003 Quarter and to the fact that such expenses in the 2002 Quarter were reduced by \$114,000 due to import duties and United States customs refunds we received that served to reduce our cost of sales in that period, contributing to a higher gross profit percentage than otherwise would have been reported in Fiscal 2002.

**Selling, General and Administrative Expenses**

Selling expenses increased \$32,000, or 5%, to \$737,000 in the 2003 Quarter, from \$704,000 in the 2002 Quarter. Higher personnel expenses including sales bonuses associated with the higher sales volumes and slight increases in other selling accounts, increased \$114,000 in the 2003 Quarter compared to the 2002 Quarter. This increase was partially offset by a decrease of \$87,000 in royalty expense paid to Motorola in the 2003 Quarter compared to the 2002 Quarter due to the amendment, which as previously reported, became effective in August 2002. The ratio of selling expenses to net sales decreased to 15% in the 2003 Quarter, from 17% in the 2002

General and administrative expenses decreased \$122,000, or 17%, to \$582,000 in the 2003 Quarter, from \$704,000 in the 2002 Quarter. The primary reason for the decrease is that the 2002 Quarter included a \$100,000 payment made by us as reimbursement of legal fees in connection with a settlement agreement entered into between the Company and a shareholder.

Our overall operating expenses decreased \$90,000, or 6%, to \$1.32 million in the 2003 Quarter, from \$1.41 million in the 2002 Quarter. Operating expenses declined as a percentage of net sales to 28% in the 2003 Quarter compared to 35% in the 2002 Quarter as a result of the increase in revenues relative to operating expenses and, to a lesser extent, to the decline in operating expenses.

**Income from Operations**

Pretax income from operations increased \$16,000 or 11% to \$166,000 in the 2003 Quarter, compared to \$150,000 in the 2002 Quarter, as a result of the decline in operating expenses, partially offset by the reduction in gross profit as described above.

**Other Income (Expense)**

Total Other Income (Expense) decreased \$69,000 to \$11,000 in the 2003 Quarter compared to the 2002 Quarter of \$79,000 as a result of the following factors. The Other income (expense) component decreased \$77,000 to \$11,000 of income in the 2003 Quarter and consisted of a \$10,000 foreign currency gain and a \$1,000 bad debt recovery. The Other income component of \$88,000 in the 2002 Quarter consisted of a \$77,000 foreign currency gain and \$11,000 of income from a bad debt recovery. Because we had no borrowings under our bank lines of credit at any time during the 2003 Quarter, our interest expense declined \$7,000 to \$5,000, compared to \$12,000 in the 2002 Quarter.

**Income Taxes**

In the 2003 Quarter, our provision for income taxes decreased by \$16,000 to a benefit of \$3,000 compared to a benefit of \$19,000 in the 2002 Quarter. The decrease was a result of a quarterly loss generated by our subsidiary in Switzerland. We did not record a provision for U.S. income taxes in either quarter as we have sufficient net operating tax loss carryforwards available to offset our current U.S. taxable income for which we have recorded a valuation allowance. We will continue to monitor the likelihood of realization of the benefits of our deferred tax assets and may adjust the allowance in future periods as the benefit of the asset becomes more certain.

The following discussion and analysis compares our results of operations for the nine months ended June 30, 2003, and the nine months ended June 30, 2002.

**Results of Operations for the 2003 Period Compared to the 2002 Period**

Our net income in the 2003 Period more than doubled to \$929,000 compared to net income of \$438,000 in the 2002 Period, an increase of \$491,000. Basic and diluted earnings per share were \$0.16 for the 2003 Period compared to \$0.08 per share in the 2002 Period.

**Sales**

Net sales increased \$2.07 million, or 17%, to \$14.35 million in the 2003 Period compared to \$12.28 million in the 2002 Period.

The tables below set forth our sales by product line and geographic location for the 2003 and 2002 Periods.

	<b>Sales for 2003 Period</b>			<b>Total</b>
	<b>9 Months ended June 30, 2003</b>			
	<b>(millions of dollars)</b>			
	<b>US</b>	<b>Europe</b>	<b>Other</b>	
Cell Phone Products	\$2.57	\$2.61	0.25	\$5.43
Diabetic Products	4.53	2.70	--	7.23
Other Product Sales	1.52	0.01	0.17	1.70
<b>Total*</b>	<b>\$8.62</b>	<b>\$5.32</b>	<b>\$0.42</b>	<b>\$14.36</b>

	<b>Sales for 2002 Period</b>			<b>Total</b>
	<b>9 Months ended June 30, 2002</b>			
	<b>(millions of dollars)</b>			
	<b>US</b>	<b>Europe</b>	<b>Other</b>	
Cell Phone Products	\$0.70	\$4.69	\$0.63	\$6.02
Diabetic Products	2.49	2.15	--	4.64
Other Product Sales	1.53	0.03	0.06	1.62
<b>Total*</b>	<b>\$4.72</b>	<b>\$6.87</b>	<b>\$0.69</b>	<b>\$12.28</b>

\* Tables may not total due to rounding.

**Cell Phone Product Sales:**

Sales of our cell phone products declined 10%, or \$590,000, to \$5.43 million in the 2003 Period compared to \$6.02 million in the 2002 Period. The decline in European sales, primarily from lower sales to Motorola both under our license agreement to third parties and directly to Motorola entities, was partially offset by orders from other Motorola activities located in the United States. Despite this shift, Motorola products remain a significant portion of our overall revenues and were \$5.17 million and \$5.35 million in the 2003 and 2002 Periods, respectively (including sales to third parties of Motorola branded products under our licensing agreement of \$1.32 million and \$1.61 million in the 2003 and 2002 Periods, respectively).

**Diabetic Product Sales:**

Sales of these cases increased \$2.59 million to \$7.23 million in the 2003 Period compared to sales of \$4.64 million in the 2002 Period. Due to strong demand, these cases have surpassed cell phone products as our leading revenue generator and comprised 50% of our overall sales in the 2003 Period compared to 38% in the 2002 Period.

**Other Product Sales:**

Sales of these products have remained relatively stable with \$1.70 million and \$1.62 million in the 2003 Period and 2002 Period, respectively.

**Gross Profit**

Gross profit on sales increased \$214,000, or 5%, to \$4.52 million in the 2003 Period from \$4.31 million in the 2002 as a result of our higher sales volume. Our gross profit percentage declined to 32% in the 2003 Period from 35% in the 2002 Period as a result of the relatively higher contribution of product sales from our diabetic line of products which, as discussed above, generally carry lower margins than our cell phone products.. Additionally, freight expense in the 2002 Period was reduced by \$114,000 due to import duties and United States customs refunds we received that served to reduce our freight expenses thereby contributing to a higher gross profit percentage in the 2002 Period compared to the 2003 Period.

**Selling, General and Administrative Expenses**

Selling expenses decreased \$172,000, or 8%, to \$1.99 million in the 2003 Period, from \$2.16 million in the 2002 Period. The decrease is due primarily to lower royalty expenses of \$261,000 due to the amendment of our Motorola license agreement and \$28,000 in lower travel expenses, offset, in part, by \$118,000 in higher personnel expenses, among other factors. The ratio of selling expenses to net sales decreased to 14% in the 2003 Period, from 18% in the 2002 Period, as a result of the higher sales volume in the 2003 Period and lower selling expenses.

General and administrative expenses decreased 2% or \$40,000, to \$1.70 million in the 2003 Period, from \$1.74 million in the 2002 Period.

Our overall operating expenses decreased \$212,000, or 5%, to \$3.69 million in the 2003 Period from \$3.90 million in the 2002 Period. Operating expenses declined as a percentage of sales to 26% in the 2003 Period compared to 32% in the 2002 Period as a result of higher sales volume and lower operating expenses.

**Income From Operations**

Pretax income from operations more than doubled, increasing \$426,000 to \$834,000 in the 2003 Period, compared to \$408,000 in the 2002 Period as a result of the increased gross profit and the decrease in operating expenses, as described above.

**Other Income (Expense)**

Total other income (expense) increased \$45,000 to \$108,000 of income in the 2003 Period compared to income of \$63,000 in the 2002 Period. The 2003 Period includes \$83,000 of realized and unrealized foreign currency transaction gains and \$25,000 of income from a bad debt recovery. The 2002 Period includes \$60,000 of realized and unrealized foreign currency transaction gains and \$3,000 net gains on the disposal of certain assets and the recovery of bad debts. Because we had no borrowings under our bank lines of credit at any time during the 2003 Period, our interest expense declined \$41,000 to \$7,000, compared to \$48,000 in the 2002 Period.

**Income Taxes**

In the 2003 Period, our provision for income taxes increased by \$14,000 to \$14,000 compared from zero in the 2002 Period. The increase relates to foreign taxes due as a result of income generated by our subsidiary in Switzerland. We did not record a provision for our U.S. income taxes in either Period as we have sufficient net operating tax loss carryforwards available to offset our current U.S. taxable income for which we have recorded a valuation allowance. We will continue to monitor the likelihood of realization of the benefits of our deferred tax assets and may adjust the allowance in future periods as the benefit of the asset becomes more certain.

**Liquidity and Capital Resources**

We generated \$1.01 million of cash from operations in the 2003 Period, compared to \$152,000 in the 2002 Period. The 2003 Period's operating cash flows resulted primarily from net income of \$929,000, adjusted for non-cash items including depreciation expense of \$100,000, loss on the sale of property, plant and equipment of \$7,000, and deferred taxes of \$3,000 plus changes in our working capital accounts. The 2002 Period's operating cash flows included net income of \$438,000 adjusted for non-cash items including depreciation of \$95,000 and loss on the sale of property, plant and equipment of \$21,000 plus changes in working capital accounts.

Investing activities used \$49,000 in the 2003 Period to purchase \$52,000 of additional computer equipment and software, which was offset by \$3,000 proceeds from the sale of other equipment. In the 2002 Period, investing activities provided \$173,000, including \$158,000 from the sale of our building in South Bend Indiana, and the collection of \$18,000 of officer's loans, offset by \$4,000 of equipment purchases.

Financing activities used \$178,000 in the 2003 Period, including \$92,000 used to purchase 66,200 shares of our common stock in the open market pursuant to our previously announced stock buyback program, \$87,000 to retire our capital lease obligations and take title to the equipment. In the 2002 Period, financing activities used \$919,000 when we repaid \$900,000 of our credit line and made \$19,000 in capital lease principal payments.

At June 30, 2003, our current ratio (current assets divided by current liabilities) was 3.27 and our quick ratio (current assets less inventories divided by current liabilities) was 2.91. Our working capital (current assets less current liabilities) was \$4.05 million and we had no long term debt.

Our primary sources of liquidity are our operating cash flow and our bank credit facilities. The primary demands on our working capital are: our accounts payable arising in the ordinary course of business, the most significant of which arise when our customers place orders and we order from our suppliers; and our commitments under our license agreement with Motorola. Historically, our sources of liquidity have been adequate to satisfy working capital requirements arising in the ordinary course of business. However, it is possible that if one of our significant original equipment manufacturer customers placed an unusually large order with us at a time when our credit facility could not accommodate the increased demands on our working capital, we might have to seek additional sources of liquidity. Although there can be no assurance, we believe that, under such circumstances, we could obtain an increase in our credit facility or obtain necessary funds under an additional facility.

We renewed our credit facility with a bank effective September 30, 2002 until September 30, 2003. In April 2003, the bank informed us the credit facility had been extended until March 30, 2004. The credit facility provides for a maximum uncommitted line of credit totaling \$1.5 million, including a \$1.0 million sublimit for direct borrowings and bankers acceptances and a \$500,000 sublimit for letters of credit. The credit line is renewable at the discretion of the bank and is secured by a portion of our assets. There are no financial ratios or other restrictive covenants associated with the credit facility. We are, however, required to have a consecutive 30-day period during the term of the credit facility with zero borrowings, submit to periodic bank examinations and maintain performance acceptable to the bank. Amounts borrowed under the credit facility bear interest at the bank's prime rate in effect from time-to-time plus one half of one percent. There are no fees payable in respect of undrawn balances under the credit facility. This is an uncommitted line of credit and there is no guarantee the bank will grant additional cash advances under the line of credit to us if required, or that our performance will remain satisfactory to the bank, or that the bank will renew the credit facility. Although we believe that we could obtain alternate financing in the event of a loss of our current facility, there can be no assurance that such financing could be obtained and the failure to do so could have a material adverse affect on our liquidity and financial condition. We completed the 30-day period with zero borrowings in October 2002. At June 30, 2003, we had no borrowings under the credit facility and no commitments for letters of credit and the entire credit line was available for our use.

In February 2003, we established, through a foreign subsidiary, a separate credit facility with a bank that provides for a maximum uncommitted line of credit of \$400,000. Amounts borrowed under the facility may be structured as either term loans, with a maximum repayment period of 12 months, or as a guarantee facility, or any combination of the foregoing. The bank or the Company may terminate the facility at any time; however, such termination would not affect the stated maturity of term loans outstanding. Amounts borrowed as a revolving line of credit must be settled quarterly or converted into term loans. An intercompany balance owed by the subsidiary to the Company secures borrowings under the line and the subsidiary has agreed to certain covenants. Amounts drawn under this credit facility bear interest at variable rates established by the bank (5.1% as of June 30, 2003). Additionally, we pay a credit commission of 0.25% of the maximum amount of credit used during a quarter. At June 30, 2003, there were no outstanding borrowings under this credit facility and we were in compliance with all terms of the agreement.

On September 27, 2002, our Board of Directors authorized the repurchase of up to 400,000 shares of our common stock, or seven percent of the shares outstanding. In the 2003 Period, we purchased 66,200 shares of common stock for an aggregate purchase price of \$92,000 in the open market.

We have licensed the use of certain trademarks of Motorola, which permits us to sell carrying cases bearing those marks throughout the EMEA Region. Under the terms of the license agreement, effective January 1, 2001, we are required to pay Motorola a royalty based upon specified percentages of our net sales to third parties of licensed products within the EMEA Region. The license, as it has been amended, provides for minimum royalty payments by the Company to Motorola over three contract periods as follows:

- \$665,000 for the contract period of July 1, 2001 to September 30, 2002
- \$332,000 for the contract period of October 1, 2002 to September 30, 2003
- \$408,000 for the contract period of October 1, 2003 to September 30, 2004

If we elect to terminate the license before September 30, 2004, we would be required to pay the royalty due for the contract period in effect at the date of cancellation. Motorola has not guaranteed us a minimum amount of revenues from the sale of the licensed products and we cannot guarantee that we will generate sufficient revenues to recoup the minimum royalty payments that we are obligated to pay to Motorola. The failure to generate such revenues could have a material adverse effect on our results of operations. In the 2003 Period, we generated \$1.32 million of sales to third parties under this license agreement for which we are obligated to pay Motorola a royalty equal to the minimum quarterly installment payable under the agreement.

The Company did not incur any long-term debt in the 2003 Period and at June 30, 2003, we had no long-term debt.

#### **Contractual Obligations and Commercial Commitments**

The Company has entered into various contractual obligations and commercial commitments that, under accounting principles generally accepted in the United States, are not recorded as a liability. The following is a summary of such contractual obligations as of June 30, 2003:

<b>Contractual Obligation or Commitment</b>	<b>Jul 03 - Jun 04</b>	<b>Jul 04- Jun 05</b>	<b>Jul 06 - Jun 07</b>
Employment & Consulting Agreements	\$ 490,000	\$ 115,000	\$ 0
Operating Leases	199,000	245,000	114,000
License Agreements**	389,000	102,000	0
Totals	\$1,078,000	\$462,000	\$ 114,000

\*\* The amounts shown as license agreement obligations represent the minimum amounts the Company would incur as a royalty expense under the present terms of its Motorola license agreement.

The Company has not guaranteed the debt of any unconsolidated entity and does not engage in derivative transactions or maintain any off-balance sheet special purpose entities.

**ITEM 3. CONTROLS AND PROCEDURES**

**Evaluation of disclosure controls and procedures.**

Our chief executive officer and chief financial officer have reviewed and evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934 (the "Exchange Act"), as of a date within ninety days before the filing of this quarterly report. Based on that evaluation, the chief executive officer and chief financial officer have concluded that our current disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Commission's rules and forms.

**Changes in internal controls.**

There have not been any significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation. There were no significant deficiencies or material weakness in the internal controls, and therefore no corrective actions were taken.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

None.

**ITEM 2. CHANGES IN SECURITIES**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

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

The Company held its Annual Meeting of Shareholders on April 25, 2003. The following matters were voted upon at the Annual Meeting of Shareholders:

1. Election of a Board of Directors

Name	Number of Shares	
	For	Withheld
Jerome E. Ball.....	5,178,636	6,402
Bruce Galloway.....	5,178,636	6,402
Jeffrey Kuhr.....	5,178,636	6,402
Edwin Levy.....	5,178,636	6,402
Norman Ricken.....	5,178,636	6,402
Michael Schiffman.....	5,177,976	7,062

2. Ratification of the appointment of Ernst & Young LLP as the independent auditors and accountants for the Company for the Fiscal Year ending September 30, 2003.

Name	Number of Shares		
	For	Against	Abstain
Ratify Ernst & Young LLP as the Company's Auditor for the Fiscal Year ending September 30, 2003.....	5,136,116	7,230	41,692

**ITEM 5. OTHER INFORMATION**

None.



ITEM 6. EXHIBITS AND REPORTS

(a) Exhibits filed herewith:

99.1 Press release announcing the registrant's results of operations.

99.2 Certification of the Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002

99.3 Certification of the Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002

99.4 Certification of the Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act of 2002

99.5 Certification of the Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K

None

**SIGNATURES**

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: July 22, 2003

FORWARD INDUSTRIES, INC.  
(Registrant)

By: /s/ Jerome E. Ball \_\_\_\_\_  
Jerome E. Ball  
Chairman and Chief Executive Officer

By: /s/ Douglas W. Sabra \_\_\_\_\_  
Douglas W. Sabra  
Vice President, Chief Financial Officer and  
Principal Accounting Officer