

AEROSONIC CORP /DE/  
Form 10-Q  
November 28, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT  
OF 1934.**

For the quarterly period ended October 28, 2005

**OR**

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

**For the transition period from**

to

**Commission file number 1-11750**

**AEROSONIC CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware 74-1668471**

**(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)**

**1212 North Hercules Avenue**

**Clearwater, Florida 33765**

**(Address of principal executive offices and Zip Code)**

**Registrant's telephone number, including area code: (727) 461-3000**

**Not Applicable**

**(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 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes  No

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

As of November 18, 2005, the issuer had 3,921,019 shares of Common Stock outstanding, net of treasury shares.

**TABLE OF CONTENTS**

**PART I FINANCIAL INFORMATION**

	<u>Significant Events</u>	3
Item 1	<u>Financial Statements</u>	
	<u>Condensed Consolidated Balance Sheets as of October 28, 2005 (unaudited) and January 31, 2005</u>	4
	<u>Condensed Consolidated Statements of Income for the three months and the nine months ended October 28, 2005 and October 29, 2004 (unaudited)</u>	5
	<u>Condensed Consolidated Statements of Cash Flows for the nine months ended October 28, 2005 and October 29, 2004 (unaudited)</u>	6
	<u>Notes to the Condensed Consolidated Financial Statements (unaudited)</u>	7
Item 2	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	12
Item 3	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	16
Item 4	<u>Controls and Procedures</u>	16
<b>PART II OTHER INFORMATION</b>		
Item 1	<u>Legal Proceedings</u>	17
Item 2	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	18
Item 3	<u>Defaults Upon Senior Securities</u>	18
Item 4	<u>Submission of Matters to a Vote of Security Holders</u>	18
Item 5	<u>Other Information</u>	18



## PART I FINANCIAL INFORMATION

### Forward-Looking Statements

**THIS DOCUMENT INCLUDES CERTAIN FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. THESE FORWARD-LOOKING STATEMENTS INCLUDE, BUT ARE NOT LIMITED TO OUR PLANS, OBJECTIVES, EXPECTATIONS AND INTENTIONS AND OTHER STATEMENTS CONTAINED IN THIS REPORT THAT ARE NOT HISTORICAL FACTS AS WELL AS STATEMENTS IDENTIFIED BY WORDS SUCH AS EXPECTS, ANTICIPATES, INTENDS, PLANS, BELIEVES, SEEKS, ESTIMATES OF SIMILAR MEANING. THESE STATEMENTS ARE BASED ON OUR CURRENT BELIEFS OR EXPECTATIONS AND ARE INHERENTLY SUBJECT TO SIGNIFICANT UNCERTAINTIES AND CHANGES IN CIRCUMSTANCES, MANY OF WHICH ARE BEYOND OUR CONTROL. ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THESE EXPECTATIONS DUE TO CHANGES IN GLOBAL POLITICAL, ECONOMIC, BUSINESS, COMPETITIVE, MARKET AND REGULATORY FACTORS.**

### Significant Events

On July 13, 2005, all parties to the securities class action lawsuit in the Federal District Court of the Middle District of Florida (the **Federal Class Action**) filed a Stipulation of Settlement (the **Stipulation**) to settle the Federal Class Action. The Stipulation provides for a payment by or on behalf of the defendants to the plaintiffs of approximately \$5.35 million. Of this amount, the Company is obligated to pay \$800,000, which had been accrued in the consolidated financial statements as of July 29, 2005 and January 31, 2005. The balance of the settlement is expected to be paid by Zurich American Insurance Company on behalf of the Company and the individual defendants under the Company's directors' and officers' insurance policy, and by PricewaterhouseCoopers LLP. On August 9, 2005, the court preliminarily approved the settlement and set a fairness hearing on November 18, 2005 to consider final approval of the settlement. On August 29, 2005, the Company remitted \$800,000 in satisfaction of this obligation.

On November 18, 2005, the court granted final approval to the settlement as proposed. There were no objections to, or exclusions from, the settlement. However, in light of a recent bankruptcy petition filing by Eric McCracken, the Company's former Chief Financial Officer and a defendant in the litigation, the court also entered a supplemental order directing that no settlement funds be disbursed for thirty days in order to give the bankruptcy court or the bankruptcy trustee an opportunity to file any objection to the settlement. Mr. McCracken's counsel represents that Mr. McCracken is petitioning the bankruptcy court to provide relief from the bankruptcy automatic stay. There can be no assurance that the bankruptcy court will grant the relief requested. The settlement also is subject to possible appeal, as well as certain other conditions that may cause the settlement not to be consummated.

On July 11, 2005, the plaintiffs of a Derivative Complaint filed by Matilda Franzitta (the **Franzitta Suit**) voluntarily dismissed their claims against William Parker, a former director of the Company. On July 25, 2005, all parties filed a Stipulation of Settlement to settle the Franzitta Suit (the **Franzitta Stipulation**). The settlement provides the

Company appoint a new independent director to its board and grant standing authority to the Company's Audit Committee to investigate any matters it deems appropriate. The settlement also provides for a payment of up to \$75,000 in attorney's fees and costs to plaintiff's counsel, none of which is required to be paid by the Company. On August 16, 2005, the court preliminarily approved the settlement and set a final fairness hearing on November 21, 2005. There were no objections to, or exclusions from, the settlement. At the November 21, 2005 hearing, the court granted final approval to the settlement as proposed. However, in light of a recent bankruptcy petition filing by Eric McCracken, the Company's former Chief Financial Officer and a defendant in the litigation, the court also entered a supplemental order directing that no settlement funds be disbursed for thirty days in order to give the bankruptcy court or the bankruptcy trustee an opportunity to file any objection to the settlement. Mr. McCracken's counsel represents that Mr. McCracken is petitioning the bankruptcy court to provide relief from the bankruptcy automatic stay. There can be no assurance that the bankruptcy court will grant the relief requested. The settlement is also subject to possible appeal, as well as certain other conditions that may cause the settlement not to be consummated.

Note 9 of Item 1 of Part I of this report include discussions of: (i) a securities class action lawsuit filed against the Company, PricewaterhouseCoopers LLP, the Company's former independent accountant, and four former employees of the Company, two of whom were directors, and (ii) a derivative suit filed against certain present and former directors, officers, and employees of the Company as well as PricewaterhouseCoopers LLP, the Company's former independent accountant.

**Table of Contents****Item 1 Financial Statements**

**AEROSONIC CORPORATION AND SUBSIDIARY  
CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>October 28, 2005 (Unaudited) ASSETS</b>	<b>January 31, 2005</b>
Current assets:		
Cash and cash equivalents	\$ 3,120,000	\$ 840,000
Receivables, net of allowance for doubtful accounts of \$14,000		
	4,694,000	3,708,000
Income taxes receivable	419,000	899,000
Costs less estimated losses in excess of billings	77,000	1,942,000
Inventories	5,808,000	5,483,000
Prepaid expenses	491,000	198,000
Deferred income taxes	1,236,000	1,236,000
Total current assets	15,845,000	14,306,000
Property, plant and equipment, net	3,666,000	3,842,000
Deferred income taxes	123,000	123,000
Capitalized software costs and other assets, net	198,000	192,000

Total assets	\$ 19,832,000	\$ 18,463,000
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**LIABILITIES AND STOCKHOLDERS EQUITY**

Current liabilities:		
Long-term debt and notes payable due within one year	\$ 230,000	\$ 243,000
Accounts payable, trade	1,504,000	1,600,000
Accrued compensation and benefits	934,000	938,000
Income taxes payable	695,000	-
Accrued expenses and other liabilities	1,896,000	2,404,000
Total current liabilities	5,259,000	5,185,000
Long-term debt and notes payable due after one year	2,622,000	2,794,000
Other long-term liabilities	46,000	-
Total liabilities	7,927,000	7,979,000
Commitments and contingencies (Note 9)		
Stockholders equity:		
Common stock \$0.40 par value: shares authorized 8,000,000;		
shares issued 3,986,262; shares outstanding 3,921,019	1,595,000	1,595,000
Additional paid-in capital	4,559,000	4,559,000



Retained earnings		
	6,447,000	5,026,000
Less treasury stock: 65,243 shares, at cost		
	(696,000)	(696,000)
Total stockholders' equity		
	11,905,000	10,484,000
Total liabilities and stockholders' equity		
	\$ 19,832,000	\$ 18,463,000

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

**Table of Contents**

**AEROSONIC CORPORATION AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)**

	Three Months Ended		Nine Months Ended	
	October 28, 2005	October 29, 2004	October 28, 2005	October 29, 2004
Revenue, net				
	\$ 8,957,000	\$ 8,139,000	\$ 27,009,000	\$ 23,172,000
Cost of revenue				
	6,340,000	6,069,000	18,856,000	16,377,000
Gross profit				
	2,617,000	2,070,000	8,153,000	6,795,000
Selling, general and administrative expenses	1,991,000	1,797,000	5,979,000	5,849,000
Operating income				
	626,000	273,000	2,174,000	946,000
Other income (expense):				
Interest expense, net				
	(45,000)	(47,000)	(118,000)	(99,000)
Miscellaneous income (expense)				
	1,000	110,000	41,000	1,289,000
	(44,000)	63,000	(77,000)	1,190,000
Income before income taxes				
	582,000	336,000	2,097,000	2,136,000
Income tax expense				
	(92,000)	(124,000)	(676,000)	(812,000)
Net income				
	\$ 490,000	\$ 212,000	\$ 1,421,000	\$ 1,324,000
Weighted average shares outstanding:				

Basic				
	3,921,019	3,921,019	3,921,019	3,921,019
Diluted				
	3,924,041	3,921,019	3,922,026	3,921,019
Earnings per share:				
Basic				
	\$ 0.12	\$ 0.05	\$ 0.36	\$ 0.34
Diluted				
	\$ 0.12	\$ 0.05	\$ 0.36	\$ 0.34

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

**Table of Contents**

**AEROSONIC CORPORATION AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**

	<b>Nine Months Ended</b>	
	<b>October 28, 2005</b>	<b>October 29, 2004</b>
<b>Cash flow from operating activities:</b>		
Net income		
	\$ 1,421,000	\$ 1,324,000
Adjustments to reconcile net income to net cash provided by/ (used in) operating activities:		
Allowance for doubtful accounts		
	-	(140,000)
Depreciation		
	489,000	457,000
Amortization		
	15,000	27,000
Loss on disposal of property		
	8,000	-
Changes in assets and liabilities:		
Receivables		
	(986,000)	(528,000)
Income taxes receivable and payable		
	1,175,000	1,479,000
Costs less estimated losses in excess of billings		
	1,865,000	(1,256,000)
Inventories		
	(325,000)	(33,000)
Prepaid expenses		
	(293,000)	(206,000)
Capitalized software costs and other assets		
	(21,000)	(56,000)

Accounts payable, trade		
	(96,000)	(1,123,000)
Accrued compensation and benefits		
	(4,000)	428,000
Accrued expenses and other liabilities		
	(462,000)	(940,000)
Net cash provided by/ (used in) operating activities		
	2,786,000	(567,000)
<b>Cash flow from investing activities:</b>		
Proceeds from the sale of property		
	2,000	-
Capital expenditures		
	(323,000)	(292,000)
Net cash used in investing activities		
	(321,000)	(292,000)
<b>Cash flow from financing activities:</b>		
Proceeds/ (payments) from revolving credit facilities		
	-	(494,000)
Proceeds received on refinancing of long-term debt		
	-	3,212,000
Principal payments on long-term debt and notes payable		
	(185,000)	(2,576,000)
Net cash provided by/ (used in) financing activities		
	(185,000)	142,000
Net increase/ (decrease) in cash and cash equivalents		
	2,280,000	(717,000)
Cash and cash equivalents at beginning of period		
	840,000	1,276,000
Cash and cash equivalents at end of period	\$ 3,120,000	\$ 559,000

**Supplemental disclosure of cash flow information:**

Cash paid during the period for:

Interest				
		\$	150,000	\$
				142,000
Income taxes				
		\$	-	\$
				300,000
Non cash investing and financing activities:				
Acquisition of property through issuance of note payable				
		\$	-	\$
				211,000

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

**Table of Contents**

**AEROSONIC CORPORATION AND SUBSIDIARY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**Note 1 Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements of Aerosonic Corporation (the **Company**) for the three months and the nine months ended October 28, 2005 and October 29, 2004 have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial reporting and with the instructions to Form 10-Q and in Regulation S-X of the U.S. Securities and Exchange Commission ( **SEC** ). Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. The October 28, 2005 condensed consolidated balance sheet has been derived from the January 31, 2005 audited consolidated financial statements, but does not include all of the disclosures required by accounting principles generally accepted in the United States of America. The financial statements are prepared on a consistent basis (including normal recurring adjustments) and should be read in conjunction with the consolidated financial statements and related notes contained in the Annual Report on Form 10-K for the fiscal year ended January 31, 2005 (the **2005 Form 10-K**) that the Company filed with the SEC on April 18, 2005. Operating results for the three months and nine months ended October 28, 2005 are not necessarily indicative of the results that may be expected for the year ending January 31, 2006.

**Note 2 Business**

The Company is principally engaged in one business segment which is the manufacture and service of aircraft instruments. The Company consists of three operating divisions in three locations. The divisions are the Clearwater, Florida Instrument Division ( **Clearwater Instruments** ), the Aerosonic Wichita, Kansas Division ( **Kansas Instruments** ) and Avionics Specialties, Inc., a Virginia corporation wholly owned by the Company ( **Avionics** ).

Clearwater Instruments primarily manufactures altimeters, airspeed indicators, rate of climb indicators, microprocessor controlled air data test sets, and a variety of other flight instrumentation. Kansas Instruments is the source inspection location for our Wichita customers and is the primary location for Clearwater Instruments repair business. Avionics maintains three major product lines: (1) angle of attack stall warning systems; (2) integrated multifunction probes, which are integrated air data sensors; and (3) other aircraft sensors and monitoring systems.

During the three months ended October 28, 2005, sales to Lockheed Martin Corporation ( **Lockheed** ) represented approximately 13% of total revenues and sales to The Boeing Company represented approximately 11% of total revenues. During the three months ended October 29, 2004, sales to Lockheed represented approximately 14% of total revenues and sales to Mid-Continent Instrument Company Inc. represented approximately 10% of total revenues. During the nine months ended October 28, 2005 and October 29, 2004, sales to Lockheed represented approximately 16% and 17% of total revenues, respectively.

The Company has a January 31 fiscal year end. Accordingly, all references in this quarterly report on Form 10-Q to the third quarter mean the quarter ended on the last Friday of October in the referenced fiscal year. For example, references to the third quarter of fiscal year 2006 mean the third quarter ended October 28, 2005.

**Note 3 Inventories**

Inventories are stated at the lower of cost (using a method that approximates the first-in, first-out method) or net realizable value. Provisions are made for any inventory deemed excess or obsolete. Management employs certain methods to estimate the value of work in process inventories for financial reporting purposes. At fiscal year end, these estimates are affected by the nature of the operation at which the items are located and the time at which a physical inventory is conducted, and are subject to judgment. This practice was employed for the fiscal year ended January 31, 2005. For interim reporting periods, the Company utilizes monthly work in process inventory reports to estimate the value of such inventories.



**Table of Contents**

Inventories at October 28, 2005 and January 31, 2005 consisted of the following:

	<b>October 28, 2005</b> (unaudited)	<b>January 31, 2005</b>
Raw materials		
	\$ 3,781,000	\$ 3,475,000
Work in process		
	2,357,000	2,276,000
Finished goods		
	100,000	133,000
Reserve for obsolete and slow moving inventory		
	(430,000)	(401,000)
	\$ 5,808,000	\$ 5,483,000

**Note 4 Joint Strike Fighter Development Program**

During fiscal 2003, the Company secured a long-term fixed-price contract for the development of instrumentation for the Joint Strike Fighter ( **JSF** ) program. Costs and estimated losses to date on this contract as of October 28, 2005 and January 31, 2005 are as follows:

	<b>October 28, 2005</b> (unaudited)	<b>January 31, 2005</b>
Costs incurred to date		
	\$ 14,983,000	\$ 11,493,000
Estimated losses		
	(1,843,000)	(201,000)
	13,140,000	11,292,000
Less billings to date		
	(13,063,000)	(9,350,000)
Costs less estimated losses in excess of billings		
	\$ 77,000	\$ 1,942,000

During the quarter ended April 29, 2005, the Company developed a solution for a significant design element that it expects will reduce program costs. The Company believed that the reduction in costs could be recognized during the quarter ended July 29, 2005 after testing procedures were conducted prior to the solution being formally accepted as a design change by the project customer. The Company had planned to conduct these testing procedures in June 2005, but the testing facility at which the tests were to be conducted suffered a catastrophic failure shortly before the testing was scheduled to begin. The testing was completed during the third quarter of fiscal year 2006, and the Company has reduced the estimated cost of completion by approximately \$277,000 for this design improvement.

As a result of the foregoing, the estimated costs of the project increased by approximately \$401,000 and, as a result, estimated total program costs exceed estimated program revenues by approximately \$1,843,000. The Company has recognized the increase in estimated project costs of approximately \$401,000 during the third quarter of fiscal year 2006 in its financial statements during the quarter ended October 28, 2005.

The JSF program is a customer-funded product development program that is presently expected to generate total project revenues of approximately \$16,336,000. As of October 28, 2005, based on project progress, the Company has recognized revenues of approximately \$13,140,000 for the JSF project. The estimate for this program changes with each technological breakthrough and setback and the Company will continue to adjust its estimate to reflect the most current view of the program's total estimated costs. The revenues and costs recorded in each quarter reflect the Company's best estimate of the program's expected profitability or loss at that point in time.

The JSF program represents a significant investment in the Company's future product development capabilities. While Company management is expending considerable effort to control costs and complete the development process on schedule, the key benefit to the program is the substantial revenue that the Company will earn if it is awarded the production contract for the JSF that is expected to follow the conclusion of the development program.

**Note 5 Accrued Expenses**

Accrued expenses as of October 28, 2005 and January 31, 2005 were approximately \$1,896,000 and \$2,404,000, respectively. A substantial portion of these expenses are related to amounts owed to subcontractors who participate in the Company's product development programs, as shown below:

	<b>October 28, 2005</b> (unaudited)	<b>January 31, 2005</b>
Product development programs		
	\$ 1,261,000	\$ 886,000
Shareholder litigation (See Note 9)		
	-	800,000
Other accrued expenses		
	635,000	718,000
	\$ 1,896,000	\$ 2,404,000

**Note 6 Long Term Debt and Notes Payable**

The Company's credit facilities are with Wachovia Bank, N.A. ( **Wachovia** ). The facilities total approximately \$5.7 million, and include a 15 year term loan of approximately \$3.0 million that is collateralized by the Company's real estate in Clearwater, Florida, a revolving credit facility of approximately \$2.5 million, and a seven year equipment loan of approximately \$0.2 million. All of the Company's other assets (i.e., other than the Clearwater real estate) are subject to liens collateralizing all three of the loans from Wachovia. This includes all assets of Avionics Specialties, Inc., the Company's wholly owned subsidiary.

Long term debt and notes payable at October 28, 2005 and January 31, 2005 consisted of the following:

	<b>October 28, 2005</b> (unaudited)	<b>January 31, 2005</b>
Mortgage note payable Wachovia		
	\$ 2,683,000	\$ 2,833,000
Equipment note payable Wachovia		
	169,000	191,000
Capitalized leases		
	-	13,000
	2,852,000	3,037,000
Less current maturity	(230,000)	(243,000)

Long-term debt and notes payable, less current maturity

\$ 2,622,000      \$ 2,794,000

**Covenants**

The Company's long-term debt agreements with Wachovia contain certain financial and other restrictive covenants, including the requirement to maintain: (i) at all times, a ratio of total liabilities to tangible net worth that does not exceed 1.30 to 1.00; and (ii) at the end of each fiscal quarter, a cash flow coverage ratio (with regard to the debt service) of at least 1.25 to 1.00. As of October 28, 2005, the Company was in compliance with these financial covenants.

The Wachovia loan agreement subjects the Company to a number of additional covenants that, among other things, require the Company to obtain consent from the lender prior to making a material change of management, guarantee or otherwise become responsible for obligations of any other person or entity or assuming or becoming liable for any debt, contingent or direct, in excess of \$100,000.

The Company's ability to maintain sufficient liquidity and compliance with covenants in fiscal year 2006 and beyond is highly dependent upon achieving expected operating results. Failure to achieve expected operating results and compliance with covenants could have a material adverse effect on the Company's liquidity and operations in fiscal year 2006 and beyond, and could require implementation of further measures, including deferring planned capital expenditures, reducing discretionary spending, and/or, if necessary, selling assets.

**Note 7 Accounting for Stock-Based Compensation**

At October 28, 2005, the Company had a stock incentive plan (the "Plan"), which authorizes the issuance of options to purchase common stock. The Company has adopted the disclosure-only provisions of FAS 123, Accounting for Stock-Based Compensation, as amended by FAS 148, Accounting for Stock Based Compensation-Transition and Disclosure, an amendment of FASB Statement No. 123, but accounts for the plan under the recognition and measurement principles of Accounting Principles Board Opinion No. 25 and related interpretations.

No stock-based employee compensation cost is reflected in net income, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant. If the Company had elected to recognize compensation expense for stock options based on the fair value at grant date, consistent with the method prescribed by FAS 123, net income and earnings per share would have been reduced to the pro forma amounts as follows:

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>October 28,</u> <u>2005</u>	<u>October 29,</u> <u>2004</u>	<u>October 28,</u> <u>2005</u>	<u>October 29,</u> <u>2004</u>
Net income, as reported	\$ 490,000	\$ 212,000	\$ 1,421,000	\$ 1,324,000
Deduct:				
Total stock-based employee compensation determined under fair value based method for all awards, net of reflected tax effects	(4,000)	-	(8,000)	-
Pro forma net income	\$ 486,000	\$ 212,000	\$ 1,413,000	\$ 1,324,000
Earnings per share:				
Basic As reported	\$ 0.12	\$ 0.05	\$ 0.36	\$ 0.34
Basic Pro forma	\$ 0.12	\$ 0.05	\$ 0.36	\$ 0.34
Diluted As reported	\$ 0.12	\$ 0.05	\$ 0.36	\$ 0.34
Diluted Pro forma	\$ 0.12	\$ 0.05	\$ 0.36	\$ 0.34

**Note 8 Earnings per Share**

Basic earnings per share are based upon the Company's weighted average number of common shares outstanding during each period. Diluted earnings per share are based upon the weighted average number of common shares outstanding during each period, assuming the issuance of common shares for all dilutive potential common shares

outstanding during the period, using the treasury stock method.

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<b>October 28, 2005</b>	<b>October 29, 2004</b>	<b>October 28, 2005</b>	<b>October 29, 2004</b>
Weighted average shares outstanding - basic	3,921,019	3,921,019	3,921,019	3,921,019
Dilutive effect of stock options	3,022	-	1,007	-
Weighted average shares outstanding - diluted	3,924,041	3,921,019	3,922,026	3,921,019

**Note 9 Commitments, Contingencies and Subsequent Events**

**Environmental**

In accordance with a consent agreement with the U.S. Department of Environmental Protection signed by the Company in 1993, the Company's environmental consultant has developed an interim remedial action plan to contain and remediate certain contamination on and underlying the Company's property in Clearwater, Florida. During 1997, the Company recorded a provision of approximately \$175,000 related to the estimated costs to be incurred under this plan. As of January 31, 2000, the Company had utilized all amounts originally recorded in other accrued expenses, and Phase I remediation had been completed.

During the third quarter of 2001, management determined the post-remediation monitoring expense related to the environmental cleanup of 1993 would cost approximately \$125,000. This amount was accrued and expensed during the third quarter of 2001. As of January 31, 2004, all existing reserve balances had been utilized. Based upon information provided by the Company's environmental consultants, management estimates that the Company will incur post-remediation monitoring expenses of approximately \$38,000, for which a reserve has been established as of January 31, 2004. An assessment of this reserve was made as of January 31, 2005, and based upon the estimated cost of the remaining remediation, the reserve was increased to approximately \$98,000. A subsequent assessment of activities completed and estimated remaining remediation was made as of October 28, 2005, and the reserve was reduced to approximately \$80,000 as of that date.

**Contractual Obligations**

The Company's contractual obligations for future minimum payments under our purchase commitments, long-term debt and operating leases as of October 28, 2005 are as follows:

<b>Contractual Obligations</b>	<b>Total</b>	<b>Payments Due by Period</b>			
		<b>Less than One Year</b>	<b>1 - 3 years</b>	<b>4 - 5 years</b>	<b>&gt; 5 years</b>
Purchase commitments	\$ 4,850,000	\$ 4,687,000	\$ 149,000	\$ 14,000	\$ -
Long-term debt	2,852,000	230,000	460,000	460,000	1,702,000
Operating leases	519,000	379,000	140,000	-	-
<b>Total</b>	<b>\$ 8,221,000</b>	<b>\$ 5,296,000</b>	<b>\$ 749,000</b>	<b>\$ 474,000</b>	<b>\$ 1,702,000</b>

**Income Taxes**

The Company has potentially identified additional tax benefit opportunities that might be derived from its non-U.S. business activity. As of October 28, 2005, the Company has not recognized any of the benefits for the fiscal years ended January 31, 2005, 2004 and 2003 in the accompanying condensed consolidated financial statements, as the Company has not yet fully quantified nor reasonably estimated the extent to which such benefits can be realized. The Company is continuing to work with its tax advisors to complete the evaluation of these potential tax benefits.

**Litigation**

A securities class action lawsuit in the Federal District Court of the Middle District of Florida remains pending against the Company, PricewaterhouseCoopers LLP, the Company's former auditor, and four former employees of the Company, two of whom were directors (the **Federal Class Action**). On April 1, 2005, the Company and the other named defendants in the Federal Class Action filed a Notice of Settlement with the court. On July 13, 2005, all parties filed a Stipulation of Settlement (the **Stipulation**) to settle the Federal Class Action. The Stipulation provides for a payment by or on behalf of the defendants to the plaintiffs of approximately \$5.35 million. Of this amount, the Company is obligated to pay \$800,000, which has been accrued in the accompanying consolidated financial statements as of July 29, 2005 and January 31, 2005. The balance of the settlement is expected to be paid by Zurich American Insurance Company on behalf of the Company and the individual defendants under the Company's directors and officers' insurance policy, and by PricewaterhouseCoopers LLP. On August 9, 2005, the court preliminarily approved the settlement and set a fairness hearing on November 18, 2005 to consider final approval of the settlement.

On August 29, 2005, the Company remitted \$800,000 in satisfaction of this obligation. On November 18, 2005, the court granted final approval to the settlement as proposed. There were no objections to, or exclusions from, the settlement. However, in light of a recent bankruptcy petition filing by Eric McCracken, the Company's former Chief Financial Officer and a defendant in the litigation, the court also entered a supplemental order directing that no settlement funds be disbursed for thirty days in order to give the bankruptcy court or the bankruptcy trustee an opportunity to file any objection to the settlement. Mr. McCracken's counsel represents that Mr. McCracken is petitioning the bankruptcy court to provide relief from the bankruptcy automatic stay. There can be no assurance that the bankruptcy court will grant the relief requested. The settlement also is subject to possible appeal, as well as certain other conditions that may cause the settlement not to be consummated.

On April 6, 2005, Aerosonic became aware of a Derivative Complaint filed by Matilda Franzitta (the **Franzitta Suit** ) filed on March 21, 2005 in the Circuit Court of Hillsborough County, Florida. The Franzitta Suit alleges (a) breaches of fiduciary duties and aiding and abetting such breaches by the present and former directors, officers, and employees named as defendants, for an asserted "Relevant Period" which appears to begin sometime in 1999 and continues to the present time; and (b) breaches of contract, professional negligence, and aiding and abetting breaches of fiduciary duties, by the Company's former registered independent certified public accounting firm during the asserted Relevant Period, and that firm's partner in charge of the Company's audits during most of that time.

On July 11, 2005, the plaintiffs voluntarily dismissed their claims against William Parker, a former director of the Company. On July 25, 2005, all parties filed a Stipulation of Settlement to settle the Franzitta Suit (the Franzitta Stipulation ). The settlement provides the Company appoint a new independent director to its board and grant standing authority to the Company's Audit Committee to investigate any matters it deems appropriate. The settlement also provides for a payment of up to \$75,000 in attorney's fees and costs to plaintiff's counsel, none of which is required to be paid by the Company. On August 16, 2005, the court preliminarily approved the settlement and set a final fairness hearing on November 21, 2005. There were no objections to, or exclusions from, the settlement. At the November 21, 2005 hearing, the court granted final approval to the settlement as proposed. However, in light of a recent bankruptcy petition filing by Eric McCracken, the Company's former Chief Financial Officer and a defendant in the litigation, the court also entered a supplemental order directing that no settlement funds be disbursed for thirty days in order to give the bankruptcy court or the bankruptcy trustee an opportunity to file any objection to the settlement. Mr. McCracken's counsel represents that Mr. McCracken is petitioning the bankruptcy court to provide relief from the bankruptcy automatic stay. There can be no assurance that the bankruptcy court will grant the relief as requested. The settlement is also subject to possible appeal, as well as certain other conditions that may cause the settlement not to be consummated.



## Table of Contents

### Item 2

#### Management's Discussion and Analysis of Financial Condition and Results of Operations ( MD&A )

##### Results of Operations

Revenues for the third quarter increased approximately \$818,000 when compared to the third quarter of fiscal year 2005. Increases in core instrument revenues of approximately \$650,000, improved progress on the Joint Strike Fighter ( JSF ) development program of approximately \$125,000 and increases in revenues from repairs and spare parts of approximately \$43,000 all contributed to the improvement in revenue.

Revenues for the nine months ended October 28, 2005 increased approximately \$3,837,000 when compared to the nine months ended October 29, 2004. Increases in core instrument revenues of approximately \$4,365,000 and revenues from repairs and spare parts of approximately \$175,000 were partially offset by a reduction in the development cycle, as it nears completion, of the JSF development contract versus the prior year of approximately \$703,000.

Gross profit for the three months ended October 28, 2005 increased by approximately 26%, or approximately \$547,000, when compared to the third quarter of fiscal year 2005. Approximately \$208,000 of this change is due to an increase in volume, while approximately \$339,000 is due to changes in the revenue mix due to revenue increases in core instruments, repairs and spare parts that yield higher margins.

Gross profit for the nine months ended October 28, 2005 increased by approximately 20%, or approximately \$1,358,000, when compared to the nine months ended October 29, 2004. The components of this improvement were a volume-related increase in gross profit margin of approximately \$1,125,000 and an increase in gross profit margin of approximately \$233,000 due to changes in the revenue mix.

Selling, general and administrative expenses for the third quarter increased approximately \$194,000 when compared to the three months ended October 29, 2004. This increase is primarily attributable to the increases in sales commissions of approximately \$61,000, shareholder expenses of approximately \$35,000 due to the timing of the annual shareholder meeting, financial advisory costs of approximately \$30,000, expenses for improvements to information technology of approximately \$27,000, Clearwater engineering costs of approximately \$25,000, insurance costs of approximately \$20,000 and an increase in Clearwater compensation expense of approximately \$16,000 and were partially offset by decreases in loan amortization costs of approximately \$14,000 and other expenses of approximately \$6,000.

Selling, general and administrative expenses for the nine months ended October 28, 2005 increased approximately \$130,000 when compared to the nine months ended October 29, 2004. This increase is primarily due to increases in Clearwater engineering compensation and benefits costs of approximately \$134,000, advisory fees of approximately \$77,000, insurance costs of approximately \$73,000, one-time legal fees of approximately \$71,000 and audit fees of

approximately \$26,000 and other miscellaneous expenses of approximately \$4,000 and were partially offset by decreases in Clearwater outside engineering costs of approximately \$140,000, travel and entertainment expenses of approximately \$89,000 and loan amortization costs of approximately \$26,000.

Interest expense decreased approximately \$2,000 for the nine months ended October 28, 2005 when compared to the nine months ended October 29, 2004. This decrease is due to lower average debt balances.

Interest expense increased approximately \$19,000 for the nine months ended October 28, 2005 when compared to the nine months ended October 29, 2004. This increase is partially due to higher interest rates and is partially offset by lower average debt balances.

Miscellaneous income decreased approximately \$109,000 for the three months ended October 28, 2005 when compared to the three months ended October 29, 2004. In October 2004, the Company received the final installment of approximately \$82,000 as a result of the sale of its Engine Vibration Monitoring System ( **EVMS** ) product line inventory in February 2004. The remainder of the difference results from the strengthening of the U.S. Dollar against the British Pound versus a weakening of the dollar against the pound during the three months ended October 28, 2005.

Miscellaneous income decreased approximately \$1,248,000 for the nine months ended October 28, 2005 when compared to the nine months ended October 29, 2004. This decrease is primarily due to an insurance recovery of approximately \$997,000 that was received by the Company in May 2004 as well as the Company's sale of its EVMS product line inventory in February 2004 that resulted in miscellaneous income of approximately \$251,000.

Income tax expense decreased approximately \$32,000 for the three months ended October 28, 2005 when compared to the three months ended October 29, 2004. The decrease was due to the Company's filing of an amended tax return for the fiscal year ended January 31, 2002 to claim extraterritorial income tax ( **ETI** ) credits of approximately \$127,000. The remainder of the change is due to higher taxable income for the current period.

Income tax expense decreased approximately \$136,000 for the nine months ended October 28, 2005 when compared to the nine months ended October 29, 2004. The decrease was due to the ETI credits discussed above as well as slightly lower taxable income for the current period.

### **Liquidity and Capital Resources**

Cash provided by operating activities was approximately \$2,786,000 for the nine months ended October 28, 2005, an increase of approximately \$3,353,000 when compared to cash provided during the nine months ended October 29, 2004. This increase in cash provided is primarily attributable to:

An increase of approximately \$3,121,000 due to the collection of progress payments on the F-35 program

An increase of approximately \$1,027,000 due to accounts payable as the Company remains current with its accounts whereas the Company had paid down substantial amounts of past due accounts in the prior year

An increase due to accrued expenses and other liabilities of approximately \$478,000 F-35 program-related accrued expenses increased versus the prior year

An increase due to a reduction in capitalized software and other assets of approximately \$35,000

An increase in net income of approximately \$97,000.

These increases in cash provided were partially offset by:

A decrease of approximately \$458,000 due to an increase in accounts receivable that resulted from increased revenues as well as increased progress billings on the F-35 program

A decrease due to accrued compensation and benefits of approximately \$432,000

A decrease of approximately \$304,000 due to income taxes receivable and payable as the rate of collections of income tax refunds decreased from the prior period

A decrease of approximately \$292,000 due to an increase in inventory, as a result of higher volume

A decrease due to prepaid expenses of approximately \$87,000 as the Company has begun paying its insurance premiums fully in advance instead of using premium financing arrangements

Cash used in investing activities increased approximately \$29,000 due to higher investment in Machinery and Equipment.

Cash used by financing activities increased approximately \$327,000 as the Company continues to reduce its outstanding debt.

Future capital requirements depend on numerous factors, including research and development, expansion of product lines, the resolution of the recently filed class action suits and potential related litigation, and other factors. Management believes that cash and cash equivalents, together with the Company's current borrowing arrangements will provide for these necessary expenditures. Furthermore, the Company may develop and introduce new or enhanced products, respond to competitive pressures, invest or acquire businesses or technologies or respond to unanticipated requirements or developments, which would require additional resources.

The Company's ability to maintain sufficient liquidity in fiscal year 2006 and beyond is highly dependent upon achieving expected operating results. Failure to successfully achieve these results could have a material adverse effect on the Company's liquidity and operations in fiscal year 2006, and could require implementation of further measures, including deferring planned capital expenditures, reducing discretionary spending, and/or, if necessary, selling assets.

### ***Critical Accounting Policies***

The discussion and analysis of our financial condition and results of operations are based upon the accompanying unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principals generally accepted in the United States. The preparation of those financial statements and this Quarterly Report on Form 10-Q requires us to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses, and related disclosure items, including disclosure of contingent assets and liabilities, at the date of our financial statements. Actual results may differ from these estimates under different assumptions or conditions, and as a result of trends and uncertainties identified above under **RESULTS OF OPERATIONS** and **LIQUIDITY AND CAPITAL RESOURCES**. Further, such differences could be material.

Set forth below is a discussion of the Company's critical accounting policies. The Company considers critical accounting policies to be those (i) that require the Company to make estimates that are highly uncertain at the time the estimate is made, (ii) for which a different estimate which could have been made would have a material impact on the Company's financial statements, (iii) that are the most important and pervasive policies utilized, and (iv) that are the most sensitive to material change from external factors. Additionally, the policies discussed below are critical to an understanding of the financial statements because their application places the most significant demands on management's judgment, with financial reporting results relying on estimates about the effect of matters that are highly uncertain. Specific risks for these critical accounting policies are described in the following paragraphs. The impact and any associated risks related to these policies on business operations is discussed throughout this MD&A where such policies affect reported and expected financial results.

Senior management has discussed the development and selection of the critical accounting estimates and the related disclosure included herein with the Audit Committee of the Board of Directors.

### ***Revenue Recognition***

The Company manufactures most of its products on a build-to-order basis and ships products upon completion. The Company has a policy of strict adherence to the provisions of SEC Staff Accounting Bulletin 104 ( **SAB 104** ) in order

to accurately state its revenues in each accounting period. For certain situations, some judgment is required, but most sales have clear revenue recognition criteria.

Revenue sources for product sales are largely from sales to commercial and government customers. The majority of customer sales terms are F.O.B. origin, although some customer terms are F.O.B. destination. For those customers where terms are origin , revenue is generally recognized upon shipment, unless additional prevailing factors would not be in accordance with the revenue recognition requirements of SAB 104. For those customers whose terms are destination , revenue is generally not recognized until goods arrive at the customers premises and all other revenue recognition criteria are met.

The Company experiences a certain degree of sales returns that varies over time. Generally such returns occur within no more than 90 days after shipment by the Company to its customers. In accordance with Statement of Financial Accounting Standards No. 48 ( **SFAS 48** ) Revenue Recognition When Right of Return Exists, the Company is able to make a reasonable estimation of expected sales returns based upon history and as contemplated by the requirements of SFAS 48. For example, sales returns may occur if delivery schedules are changed by customers after products have shipped or if products are received by customers but do not meet specifications. In such cases, customers may choose to return products to the Company.

Absent such circumstances, customers do not have a right to return products if the Company has met all contractual obligations. The Company has established a sales return reserve that approximates an expected level of sales returns over a 90-day period.

From time to time, the Company will jointly develop products with its customers for future applications. In such circumstances, the Company recognizes revenue on a percentage of completion basis, measured by the percentage of costs incurred to date to estimated total costs for the contract. This method is used because management considers expended costs to be the best available measure of progress on the contracts. The percentage of completion contract costs include direct labor, material, subcontracting costs, test facilities, and other indirect costs as allocated. Other operating costs are charged to expense as incurred. During fiscal 2003, the Company secured one long-term fixed-price contract for the development of instrumentation for the JSF program.

Occasionally the Company enters into research and development contracts with customers. The Company accounts for such contracts on the basis of the lesser of non-refundable cash versus percentage of completion.

#### ***Accounts Receivable Allowance for Doubtful Accounts and Credit Losses***

The Company continuously evaluates its customers and provides reserves for anticipated credit losses as soon as collection becomes compromised. The Company does maintain a limited reserve in anticipation that smaller accounts may become a collection issue, which occurs from time to time based on historical experience. However, most of the Company's customers are financially sound and the Company's history of bad debts is relatively low. While credit losses have historically been within expectations and the provisions established, the Company cannot guarantee that it will continue to experience the same credit loss rates that have been experienced in the past. Measurement of such losses requires consideration of historical loss experience, including the need to adjust for current conditions, and judgments about the probable effects of relevant observable data, including present economic conditions such as delinquency rates and financial health of specific customers.

#### ***Provisions for Excess and Obsolete Inventory Losses and Residual Value Losses***

The Company values inventory at the lower of cost (using a method that approximates the first-in, first-out method) or net realizable value. Reviews of inventory quantities on hand have been conducted to determine if usage or sales history supports maintaining inventory values at full cost or if it has instead become necessary to record a provision for slow moving, excess and obsolete inventory based primarily on estimated forecasts of product demand and production requirements for the subsequent twelve months. Estimates of future product demand may prove to be inaccurate, in which case the Company may understate or overstate the provision required for excess and obsolete inventory. Although the Company endeavors to ensure the accuracy of forecasts of future product demand, any significant unanticipated changes in demand or technological developments could have a significant impact on the value of inventory and consequently reported operating results.

#### ***Work In Process Inventories***

Management employs certain methods to estimate the value of work in process inventories for financial reporting purposes. Company practice has been to conduct cycle counts of inventory at its Clearwater, Florida, Earlysville, Virginia and Wichita, Kansas operations throughout the year. Generally, for items that are in process at the end of a fiscal year, management will make an estimate during the cycle counting process regarding the percentage of completion of such items in order to accurately reflect costs incurred to date on the production of the items that are still in process. These estimates are affected by the nature of the operation at which the items are located at the time a



physical inventory is conducted, and are subject to judgment.

***Manufacturing Overhead Cost Application***

The Company establishes its inventoriable cost of manufacturing overhead by calculating its overhead costs as a percentage of direct labor and applying that percentage to direct labor that has been charged to inventory on a twelve month rolling average basis. This application percentage is reviewed at least quarterly and is adjusted at least annually.

***Deferred Tax Asset Valuation Allowance***

The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards ( **SFAS** ) No. 109, Accounting for Income Taxes. Under this method, deferred tax liabilities and assets are determined based on the difference between the financial statement carrying amounts and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. A valuation allowance is provided against the future benefit of deferred tax assets if it is determined that it is more likely than not that the future tax benefits associated with the deferred tax asset will not be realized.

***Long-Lived Assets***

Management periodically evaluates long-lived assets for potential impairment and will record an impairment charge whenever events or changes in circumstances indicate the carrying amount of the assets may not be fully recoverable. As of October 28, 2005 and January 31, 2005, management does not believe that any assets are impaired.

The Company will capitalize production costs for computer software that is to be utilized as an integral part of a product when both (a) technological feasibility is established for the software, and (b) all research and development activities for the other components of the product have been completed. Amortization is charged to expense at the greater of the expected unit sales versus units sold or the straight line method for a period of three years from the date the product becomes available for general release to customers.

***Other Accounts Affected by Management Estimates***

From time to time, management will utilize estimates when preparing the financial statements of the Company. Such areas include allowances for doubtful accounts, reserves for warranty and sales returns, depreciation, amortization and other accruals.

The Company has established a provision for warranty claims in anticipation of a certain degree of warranty activity, which generally is a minimal expense. This provision is based upon recent warranty experience.

Management also uses estimates in calculating the percentage of completion of the JSF program. These estimates have a significant impact on Costs less estimated losses in excess of billings included in the Company's consolidated balance sheets.

***Off-Balance Sheet Arrangements***

The Company does not maintain off-balance sheet arrangements nor does it participate in non-exchange traded contracts requiring fair value accounting treatment.

***Contractual Obligations***

The Company's contractual obligations for future minimum payments under our purchase commitments, long-term debt and operating leases as of October 28, 2005 are as follows:

<b>C o n t r a c t u a l O b l i g a t i o n s</b>	<b>Total</b>	<b><u>Payments Due by Period</u></b>			
		<b>Less than One Year</b>	<b>1 - 3 years</b>	<b>4 - 5 years</b>	<b>&gt; 5 years</b>
Purchase commitments	\$ 4,850,000	\$ 4,687,000	\$ 149,000	\$ 14,000	\$ -
Long-term debt	2,852,000	230,000	460,000	460,000	1,702,000

Operating leases	519,000	379,000	140,000	-	-
	\$	\$		\$	
<b>Total</b>	8,221,000	5,296,000	\$ 749,000	474,000	\$ 1,702,000

**Item 3**

**Quantitative and Qualitative Disclosures about Market Risk.**

The primary market risk exposure for the Company is interest rate risk under the Company's variable rates in its loans from Wachovia discussed in Note 6 to its Financial Statements in Part I above. The Company does not currently utilize any financial instruments to manage interest rate risk.

**Item 4**

**Controls and Procedures.**

As of October 28, 2005, Aerosonic's Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of Aerosonic's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) and concluded that such disclosure controls and procedures were effective as of such date.

## Table of Contents

### **PART II OTHER INFORMATION**

#### **ITEM 1. LEGAL PROCEEDINGS**

##### **Class Action Litigation**

A securities class action lawsuit in the Federal District Court of the Middle District of Florida remains pending against the Company, PricewaterhouseCoopers LLP, the Company's former auditor, and four former employees of the Company, two of whom were directors (the **Federal Class Action**). On April 1, 2005, the Company and the other named defendants in the Federal Class Action filed a Notice of Settlement with the court. On July 13, 2005, all parties filed a Stipulation of Settlement (the **Stipulation**) to settle the Federal Class Action. The Stipulation provides for a payment by or on behalf of the defendants to the plaintiffs of approximately \$5.35 million. Of this amount, the Company is obligated to pay \$800,000, which has been accrued in the accompanying consolidated financial statements as of July 29, 2005 and January 31, 2005. The balance of the settlement is expected to be paid by Zurich American Insurance Company on behalf of the Company and the individual defendants under the Company's directors and officers' insurance policy, and by PricewaterhouseCoopers LLP. On August 9, 2005, the court preliminarily approved the settlement and set a fairness hearing on November 18, 2005 to consider final approval of the settlement.

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##### **Derivative Suit**

On April 6, 2005, Aerosonic became aware of a Derivative Complaint filed by Matilda Franzitta (the **Franzitta Suit**) filed on March 21, 2005 in the Circuit Court of Hillsborough County, Florida. The Franzitta Suit alleges (a) breaches of fiduciary duties and aiding and abetting such breaches by the present and former directors, officers, and employees named as defendants, for an asserted "Relevant Period" which appears to begin sometime in 1999 and continues to the present time; and (b) breaches of contract, professional negligence, and aiding and abetting breaches of fiduciary duties, by the Company's former registered independent certified public accounting firm during the asserted Relevant Period, and that firm's partner in charge of the Company's audits during most of that time.

On July 11, 2005, the plaintiffs voluntarily dismissed their claims against William Parker, a former director of the Company. On July 25, 2005, all parties filed a Stipulation of Settlement to settle the Franzitta Suit (the **Franzitta Stipulation**). The settlement provides the Company appoint a new independent director to its board and grant standing authority to the Company's Audit Committee to investigate any matters it deems appropriate. The settlement also provides for a payment of up to \$75,000 in attorney's fees and costs to plaintiff's counsel, none of which is required to be paid by the Company. On August 16, 2005, the court preliminarily approved the settlement and set a final fairness hearing on November 21, 2005. There were no objections to, or exclusions from, the settlement. At the

November 21 hearing, the court granted final approval to the settlement as proposed. However, in light of a recent bankruptcy petition filing by Eric McCracken, the Company's former Chief Financial Officer and a defendant in the litigation, the court also entered a supplemental order directing that no settlement funds be disbursed for thirty days in order to give the bankruptcy court or the bankruptcy trustee an opportunity to file any objection to the settlement. Mr. McCracken's counsel represents that Mr. McCracken is petitioning the bankruptcy court to provide relief from the bankruptcy automatic stay. There can be no assurance that the bankruptcy court will grant the relief as requested. The settlement is also subject to possible appeal, as well as certain other conditions that may cause the settlement not to be consummated.

#### **Additional Proceedings and Matters**

In addition to the foregoing, from time to time, the Company is involved in certain claims and legal actions arising in the ordinary course of business. In the opinion of management, at this time, there are no claims or legal actions that will have a material adverse effect on the Company's financial position, results of operations, or liquidity.

**ITEM 2. UNREGISTERED SALE OF EQUITY SECURITIES AND USE OF PROCEEDS**

None

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None

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

None

**ITEM 5. OTHER INFORMATION**

On November 28, 2005, the Company entered into Amended and Restated Employment Agreements with each of Messrs. David A. Baldini, Gary E. Colbert, P. Mark Perkins and Carmelo Russo (collectively, the "Employment Agreements"), which Employment Agreements include new or amended terms that: (i) provide for certain change in control provisions, and (ii) clarify the contract term of each of the Employment Agreements. Copies of the Employment Agreements are attached as Exhibits 10.1 through 10.4 to this Form 10-Q.

**ITEM 6. EXHIBITS**

**Exhibit No.**

**Description of Exhibit**

10.1

Amended and Restated Employment Agreement, dated November 28, 2005, between Aerosonic Corporation and David A. Baldini.

10.2

Amended and Restated Employment Agreement, dated November 28, 2005, between Aerosonic Corporation and Gary E. Colbert.

10.3

Amended and Restated Employment Agreement, dated November 28, 2005, between Aerosonic Corporation and P. Mark Perkins.

10.4

Amended and Restated Employment Agreement, dated November 28, 2005, between Aerosonic Corporation and Carmelo Russo.

31.1

Section 302 Certifications

31.2

Section 302 Certifications

32.1

Section 906 Certifications

32.2

Section 906 Certifications

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 28, 2005

**AEROSONIC CORPORATION**

/s/ David A. Baldini

David A. Baldini, President and Chief Executive Officer

Date: November 28, 2005

**AEROSONIC CORPORATION**

/s/ Gary E. Colbert

Gary E. Colbert, Chief Financial Officer

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**CERTIFICATIONS**

I, David A. Baldini, certify that:

1.

I have reviewed this Quarterly report on Form 10-Q of Aerosonic Corporation;

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.

The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a)

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b)

Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c)

Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.

The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

(a)

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b)

Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 28, 2005

/s/ David A. Baldini

David A. Baldini

President and Chief Executive Officer

**CERTIFICATIONS**

I, Gary E. Colbert, certify that:

1.

I have reviewed this Quarterly report on Form 10-Q of Aerosonic Corporation;

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.

The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a)

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b)

Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c)

Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.

The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

(a)

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b)

Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 28, 2005

/s/ Gary E. Colbert

Gary E. Colbert

Chief Financial Officer

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**AEROSONIC CORPORATION**

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

In connection with the Quarterly Report of Aerosonic Corporation (the **registrant** ) on Form 10-Q for the period ending October 28, 2005 as filed with the Securities and Exchange Commission on the date hereof (the **report** ), I, David A. Baldini, Chief Executive Officer of the registrant, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1)

The report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934: and

(2)

The information contained in the report fairly presents, in all material respects, the financial condition and result of operations of the registrant.

Date: November 28, 2005

/s/ David A. Baldini

David A. Baldini

President and Chief Executive Officer

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**AEROSONIC CORPORATION**

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

In connection with the Quarterly Report of Aerosonic Corporation (the **registrant** ) on Form 10-Q for the period ending October 28, 2005 as filed with the Securities and Exchange Commission on the date hereof (the **report** ), I, Gary E. Colbert, Chief Financial Officer of the registrant, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1)

The report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934: and

(2)

The information contained in the report fairly presents, in all material respects, the financial condition and result of operations of the registrant.

Date: November 28, 2005

/s/ Gary E. Colbert

Gary E. Colbert

Chief Financial Officer