Gales Industries Inc
Form 10QSB
August 14, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-QSB

|X| Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2006

|_| 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 000-29245

GALES INDUSTRIES INCORPORATED
(Exact name of small business as specified in its charter)

Delaware	20-4458244
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)

1479 Clinton Avenue, Bay Shore, New York 11706
(Address of principal executive offices)

(631) 968-5000
(Issuer's telephone number, including area code)

Indicate by check mark 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 |X| No |_|

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 55,632,959 shares of Common Stock, $.001 per share, as of August 2006.

Transitional Small Business Disclosure Format (check one): Yes |_| No |X|

GALES INDUSTRIES INCORPORATED

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PART I. FINANCIAL INFORMATION

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Item 1:

GALES INDUSTRIES INCORPORATED (1)
Condensed Consolidated Balance Sheet

	June 30, 2006	Pro forma Adjustment
	(Unaudited)	(Unaudited
ASSETS		
Current Assets		
Cash and Cash Equivalents	$ 1,226,308	
Accounts Receivable, Net of Allowance for Doubtful Accounts of $45,000	3,107,123	
Inventory	13,607,137	
Prepaid Expenses and Other Current Assets	165,345	
Deposits	91,741	
Total Current Assets	18,197,654	
Property, Plant, and Equipment, net	7,581,956	
Cash Surrender Value - Officer's Life	39,983	
Deferred Financing Costs	420,305	
Other Assets	41,222	
Goodwill	1,265,963	
TOTAL ASSETS	$27,547,083	
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts Payable and Accrued Expenses	$ 5,276,060	

Advance Payment - Customers	188,199	
Notes Payable - Current Portion	7,875,100	
Notes Payable - Sellers - Current Portion	240,500	
Capital Lease Obligations - Current Portion	369,145	
Due to Sellers	91,084	
Total current liabilities	14,040,088	
Long term liabilities		
Notes Payable - Net of Current Portion	3,404,528	
Notes Payable - Sellers - Net of Current Portion	1,338,662	
Capital Lease Obligations - Net of Current Portion	631,887	
Deferred Tax Liability	662,821	
Total liabilities	20,077,986	
Commitments and contingencies		
Stockholders' Equity		
Series A Convertible Preferred - $.001 Par value, 8,003,716 Shares Authorized 900 Shares Issued and Outstanding as of June 30, 2006; (No Shares Outstanding For the Pro Forma June 30, 2006); 900 Shares Issued and Outstanding December 31,2005; Liquidation Value, $18,360,000	1	(
Common Stock - $.001 Par, 120,055,746 Shares Authorized; 14,723,421 Shares Issued and Outstanding as of June 30, 2006; (55,632,959 Shares Issued and Outstanding For The Pro Forma June 30, 2006); And 14,723,421 Shares Issued and Outstanding For December 31, 2005	14,723	40,91
Additional Paid-In Capital	7,928,144	(40,90
Accumulated Deficit	(473,771)	
Total Stockholders' Equity	7,469,097	
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$27,547,083	$

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Explanation of Adjustments:

(1) The pro forma condensed consolidated interim balance sheet reflects the conversion, effective August 4, 2006, of the outstanding 900 shares of the Company's preferred stock which automatically converted to 40,909,500 shares of the Company's common stock (plus 38 shares issued upon rounding up of fractional shares) upon effectiveness of the Company's Registration Statement (File No, 333-131709). In addition to such 40,909,500 common shares, when declared, the holders of the preferred stock are entitled to receive 1,636,380 shares of common stock representing the dividend on the 900 shares of preferred stock from December 15, 2005, to June 15, 2006 and $30,000 representing the dividend payable in cash for the period from June 16, 2006 through June 30, 2006.

Number of Preferred Shares	900
Conversion rate	45,455
Common shares	40,909,500
Common stock par value @ $.001	0.001

Value of Common Stock	$ 40,910

See notes to condensed consolidated financial statements

Gales Industries Incorporated (1)(2)
Condensed Consolidated Statement of Operations
(Unaudited)

	Three months ended June 30		
		Predecessor	
	2006	2005	20
Net sales	$ 9,220,165	$ 7,813,139	$ 18,1
Cost of sales	7,467,326	6,994,910	14,8
Gross profit	1,752,839	818,229	3,2
Operating costs and expenses:			
Selling and marketing	142,543	99,350	2
General and administrative	1,024,550	376,373	1,8
Income from operations	585,746	342,506	1,0
Interest and financing costs	(362,126)	(66,055)	(6
Gain on sale of life insurance policy	--	--	
Other Income	803		
Income before income taxes	224,423	276,451	4
Provision for income taxes (2)	84,855	--	1
Net income	139,568	$ 276,451	2
Less: Dividend attributable to preferred stockholders	180,000		3
Net loss attributable to common stockholders	(40,432)		($
Loss per share:			
Basic	$ 0.00		$
Fully Diluted	$ 0.00		$
Weighted average shares outstanding			
Basic	14,723,421		14,7

Fully Diluted	14,723,421	14,7
	============	======

(1) For the period from October 28, 2004 (date of inception) through June 30, 2005 the Company (Gales) had no business activity other than the issuance of a $22,500 convertible bridge note that accrued approximately $657 and $325 in interest for the six and three month period ended June 30, 2005 respectively; the note and respective accrued interest were subsequently converted to shares of the Company's Common Stock as part of the merger. The Company has presented the Statements of Operations of Air Industries machining Corp. (AIM), as the Company has succeeded all of the business activity of AIM.

(2) AIM was a privately held subchapter S Corporation prior to the merger and accordingly the financial statements of the Successor and Predecessor are not comparable in all material respects. Since AIM was an "S" Corporation a provision for income taxes was not incurred.

See notes to condensed consolidated financial statements

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GALES INDUSTRIES INCORPORATED (1) (2)
Condensed Consolidated Statement of Cash Flows
(Unaudited)

	Six Months E
CASH FLOWS FROM OPERATING ACTIVITIES:	2006
Net Income	$ 275,933
Adjustments to Reconcile Net Income to Net Cash Provided by (Used in) Operating Activities:	
Depreciation and amortization of property and equipment	278,449
Amortization of deferred financing costs	65,902
Deferred taxes	(13,573)
Non cash compensation expense	65,405
Warrants issued for services	18,125
Changes in Assets and Liabilities	
(Increase) Decrease in Assets:	
Accounts receivable	(483,511)
Inventory	(1,003,327)
Prepaid expenses and other current assets	44,779
Deposits	(26,146)
Cash surrender value - officer's life insurance	26,233
Other assets	84
Decrease (Increase) in Liabilities:	
Accounts payable and accrued expenses	(18,569)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(770,216)
CASH FLOWS FROM INVESTING ACTIVITIES:	
Purchase of property and equipment	(143,936)

NET CASH USED IN INVESTING ACTIVITIES	(143,936)
CASH FLOWS FROM FINANCING ACTIVITIES:	
Principal payments of (and proceeds from) capital lease obligations, net	(178,540)
Proceeds from cash overdraft	--
Repayment of notes payable to sellers	(48,248)
Proceeds from (payment of) notes payable, net	1,308,832
NET CASH PROVIDED BY FINANCING ACTIVITIES	1,082,044
Net decrease in cash and cash equivalents	167,892
Cash and cash equivalents at the beginning of period	1,058,416
Cash and cash equivalents at the end of period	$ 1,226,308
Supplemental disclosure of cash flow information:	
Cash paid during the period for interest	$ 413,266

(1) For the period from October 28, 2004 (date of inception) through June 30, 2005 the Company had no business activity other than the issuance of a $22,500 convertible bridge note that accrued approximately $657 and $325 in interest for the six and three month period ended June 30, 2005 respectively; the note and respective accrued interest were subsequently converted to shares of the Company's Common Stock as part of the merger.

(2) The Company has presented the Statement of Cash Flows of AIM, as the Company has succeeded to all of the business activity of AIM. AIM was a privately held subchapter S Corporation prior to the merger and accordingly the financial statements of the Company and Predecessor are not comparable in all material respects.

See notes to condensed consolidated financial statements

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Note 1:

FORMATION, BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Merger and Acquisition

Ashlin Development Corp. (the "Company" or "Ashlin"), a Florida corporation and its newly-formed subsidiary Merger Sub, entered into a Merger Agreement (the "Merger Agreement") on November 14, 2005 with Gales Industries Incorporated, a privately-held Delaware corporation ("Original Gales"). On November 30, 2005 (the "Closing Date") Original Gales merged (the "Merger") into Merger Sub. Pursuant to the Merger Agreement, the Company issued 10,773,107 shares of Common Stock (representing 73.6% of Ashlin's outstanding shares) and 900 shares of Series A Convertible Preferred Stock which was initially convertible into 40,909,500 shares of Common Stock of the Company for all the issued and outstanding shares of Original Gales the "Successor". As a result of the transaction, the former stockholders of Original Gales became the controlling stockholders of Ashlin. Additionally, since Ashlin had no substantial assets prior to the merger, the transaction was treated for accounting purposes as a reverse acquisition of a public shell. Accordingly, for financial statement presentation purposes, Original Gales is the surviving entity.

On February 15, 2006, Ashlin changed its name to Gales Industries Incorporated and its state of domicile from Florida to Delaware.

Prior to the closing of the Merger, Original Gales, which did not have any business operations other than in connection with the transactions contemplated by the Merger Agreement, acquired (the "Acquisition") all of the outstanding capital stock of Air Industries Machining, Corp. ("AIM"). Because of the change in ownership, management and control that occurred in connection with the Acquisition, in accordance with Statement of Financial Accounting Standards ("SFAS") 141, Business Combinations, the transaction was accounted for as a purchase. Accordingly, the purchase price was allocated to assets acquired and liabilities assumed based on SFAS No. 141. Simultaneously with the Acquisition, AIM entered into a bank facility (the "New Loan Facility") and used proceeds from the facility to acquire real estate (the "Real Estate Acquisition").

Prior to the Acquisition, Original Gales raised bridge financing. In connection with the Acquisition, Original Gales procured a private placement of Series A Preferred Stock, the proceeds of which were used to acquire AIM. Immediately prior to the Merger, Original Gales had outstanding certain bridge notes convertible into shares of Original Gales' common stock and certain bridge warrants to purchase shares of Original Gales' common stock.

Original Gales was formed in October 2004 and since prior to the acquisition did not have any business operations or activity other then the transactions contemplated with the merger and succeeded substantially all of the business operations of AIM, AIM is the "Predecessor" to Original Gales. The Company is required to separately present the historical statement of operations and cash flows of the Predecessor. The financial information presented in these financial statements may not reflect their combined financial position. The operating results and cash flows of the Predecessor and Successor are not compatible in all material respects.

Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. The Company believes that the disclosures are adequate to make the financial information presented not misleading. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005, filed with the Securities and Exchange Commission on April 17, 2006. All adjustments were of a normal recurring nature unless otherwise disclosed. In the opinion of management, all adjustments necessary for a fair statement of the results of operations for the interim period have been included. The results of operations for such interim periods are not necessarily indicative of the results for the full year.

Reverse stock split

Pursuant to the terms of the Merger Agreement, prior to the Merger, Ashlin effected a 1-for-1.249419586 reverse split of its Common Stock (the "Reverse Split"). The Reverse Split became effective November 21, 2005. The Reverse Split reduced the number of shares of Common Stock which the Company had outstanding

on a fully diluted basis to 3,868,000. As a result of the Reverse Split, the conversion of the outstanding shares of Original Gales pursuant to the Merger for new shares of the Company's Common Stock was on a one-for-one basis. Any of

the Company's shareholders who, as a result of the Reverse Split, held a fractional share of Common Stock received a whole share of Common Stock in lieu of such fractional share. After giving effect to the Reverse Split, prior to the Merger, the Company had outstanding 3,823,980 shares of Common Stock which continued to be outstanding after the Merger.

Use of Estimates

In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. The more significant management estimates are the useful lives of property and equipment, provisions for inventory obsolescence, unamortized finance costs, accrued expenses and various contingencies. Actual results could differ from those estimates. Changes in facts and circumstances may result in revised estimates, which are recorded in the period in which they become known.

Stock-Based Compensation

In December 2004, the FASB issued SFAS 123(R) which is a revision of SFAS No. 123 and supersedes Accounting Principles Board Opinion No. 25. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values at the date of grant. The Company recorded an expense of $57,625 in the accompanying statement of operations for the three month period ended June 30, 2006: and an expense of $65,405 for the six month period ended June 30, 2006, in accordance with the measurement requirements under SFAS No. 123(R)

Note 2:

CASH SURRENDER VALUE - LIFE INSURANCE

During the quarter ended March 31, 2006, the Company sold one of its key-man life insurance policies. Proceeds from the sale of the insurance policy were $86,000 which was offset by the cash surrender value of $32,953. The resulting gain of $53,047 was recognized as Other Non-Operating Income in the accompanying Statement of Operations for the six month period ended June 30, 2006.

Note 3:

STOCK-BASED COMPENSATION ARRANGEMENTS

During 2005, the Company's Board of Directors approved a stock option plan and reserved 10,000,000 shares of its Common Stock for issuance under the plan. The stock option plan permits the Company to grant non-qualified and incentive stock options to employees, directors, and consultants. Awards granted under the Company's plans vest over four and seven years.

The Company accounts for its stock option plans under the measurement provisions of Statement of Financial Accounting Standards No. 123(R) (revised 2004), Share-Based Payment ("SFAS 123R"). The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model. During the six months ended June 30, 2006 no stock options were granted.

Certain of the Company's stock options contain features which include variability in grant prices. A portion of the currently issued stock options will be issued based on average trading prices of the Company's Common Stock at the end of a given future period. Due to this variable feature, these stock options are not deemed to be granted for purposes of applying SFAS 123(R) and accordingly, their fair value will be calculated and expensed in future periods.

A summary of the status of the Company's stock options as of June 30, 2006, and changes during the period then ended is presented below:

	Number of Shares	Weighted Average Exercise Price
Outstanding at January 1, 2006	1,580,000	$ 0.32
Outstanding at January 1, 2006	3,270,000	*
Granted	--	--
Forfeited or expired	--	--
Exercised	--	--
Outstanding at June 30, 2006	4,850,000	$ 0.32
Options vested and exercisable at June 30, 2006	790,000	$ 0.22

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* The exercise price of such options will be based upon future market prices of the underlying shares.

The Company recorded a compensation expense of $39,500 in its consolidated condensed statement of operations for the three month period ended June 30, 2006; and a stock option expense of $65,405 for the six month period ended June 30, 2006. The stock option expense relates to stock options granted in the previous fiscal year. The Company granted no stock options during the quarter ended June 30, 2006. The following table illustrates stock options granted through June 30, 2006:

	Options Outstanding			Options
Range of Exercise Prices	Number Outstanding	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Numbe Exercisa
$0.220	790,000	9.5	$ 0.220	790,
$0.428	790,000	9.5	$ 0.428	
Based on future market price	3,270,000	9.5	N/A	
	4,850,000	9.5	$ 0.32	790,

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A summary of the status of the Company's non-vested shares as of June 30, 2006 and changes during the three month ended June 30, 2006 is presented below:

	Number of Shares	Weighted Average Exercise Price Per Share	W Remai
Non-vested Shares at January 1, 2006	790,000	$ 0.428	
Shares based on future market price	3,270,000	N/A	
Options granted	--	--	
Options vested	--	--	
Options forfeited or expired	--	--	
Non-vested shares at June 30, 2006	4,060,000	$ 0.428	

As of June 30, 2006, there was $32,917 of unrecognized compensation cost related to non vested stock option awards, which is to be recognized over the remaining weighted average vesting period of six months.

During the quarter ended June 30, 2006, the company issued to a consulting firm, in return for services an aggregate of 41,668 warrants, exercisable during a five year term, to purchase 41,668 shares of the company's Common Stock. Such warrants have a "cashless exercise" and have varying exercise prices equal to 120% of the average closing price of the Company's Common Stock during the month immediately preceding the date of issuance. The warrants were valued using the Black-Scholes model and the Company recorded an expense of $18,125 in its consolidated condensed statement of operations for the three and six month period ended June 30, 2006.

The Company has an agreement, which can be terminated by either party, whereby the Company will issue to the consulting firm additional warrants to purchase 83,332 shares of the Company's Common Stock. The aggregate warrants issued to the consulting firm will be exercisable into 125,000 shares. These warrants will be issued each month from July 1, 2006 until February 1, 2007 and each warrant will have the right to purchase 10,417 shares with the exception of the last warrant which will have the right to purchase 10,416 shares. These warrants contain variability in exercise price based on average trading prices of the Company's common stock during the month immediately preceding the date of issuance. The Company will record expense on the remaining warrants as they are issued.

The following table summarizes the Company's outstanding warrants as of June 30, 2006 and changes during the period then ended:

	Number of Shares	Weighted Average Exercise Price
Outstanding January 1, 2006	5,229,589	$ 0.21
Granted	41,668	1.44
Cancelled	--	--
Exercised	--	--
Outstanding at June 30, 2006	5,271,257	$ 0.22

Item 2.

Management's Discussion and Analysis or Plan of Operation

General

We, through our wholly owned subsidiary AIM, manufacture aircraft structural parts and assemblies principally for prime defense contractors in the defense/aerospace industry. Approximately 85% of AIM's revenues are derived from sales of parts and assemblies directed toward military applications, although direct sales to the military (U.S. and NATO) constitute less than 8.5% of AIM's revenues. The remaining 15% of revenues represent sales in the airframe manufacturing sector to major aviation manufacturers.

AIM has evolved from being an individual parts manufacturer to being a manufacturer of subassemblies (i.e. being an assembly constructor) and being an engineering integrator. AIM currently produces over 2,400 individual products (SKU's) that are assembled by a skilled labor force into electromechanical devices, mixer assemblies, rotorhub components, rocket launching systems, arresting gear, vibration absorbing assemblies, landing gear components and many other subassembly packages.

Sales of parts and services to one customer accounted for approximately 66% of AIM's revenue in the second quarter of 2006, and are subject to General Ordering Agreements which were recently renegotiated and extended through 2010.

During the six month period ending June 30, 2006, the Company received an initial contract applicable to the Memorandum of Agreement from The Goodrich Corporation for the manufacture of A380 (AirBus) Drag Brace assemblies. This Memorandum of Agreement covers approximately five years starting in 2006 through 2011. The value of deliveries currently projected for the time period covered by the Agreement is estimated to reach $20,450,000. As orders for A380 aircraft increase, delivery obligations and revenues for Air Industries will increase correspondingly. In addition to this A380 contract Air Industries received approximately $26 million in contracts from other aerospace customers during the period. Correspondingly, the company's projected backlog increased during the first half of 2006 from $39 million to approximately $54 million.

AIM historically operated as a private company. There can be no assurance that our future operating results will be comparable to those achieved by AIM in the past. It should also be noted that, prior to the Acquisition, AIM operated as a Subchapter "S" company and incurred no income taxes.

The Company's registration statement, covering selling stockholder shares, became effective as of August 4, 2006 and, accordingly, the shares held by the selling stockholders became eligible for public resale.

Results of Operations

Prior to the acquisition of AIM, the Company had limited business operations or activities other than the transactions contemplated by the Merger Agreement between the Company and Gales Industries. See Note 1 to the condensed consolidated financial statements. As the Company succeeded to substantially all of the business operations of AIM and AIM represents substantially all of the Company's current operations. AIM is considered to be the Predecessor to the Company and for financial reporting purposes the Company is required to present the historical statement of operations and cash flows of AIM for periods prior to its acquisition by the Company. The financial information of AIM for the period ended June 30, 2006, presented in the condensed consolidated financial statements is not comparable in all material respects to the financial information of the Company for subsequent periods as adjustments resulting from the Merger, the Acquisition and the Real Estate Acquisition are not reflected in the Predecessor financial statements. These adjustments include, among others, interest expense from the refinancing, taxes from the change in "S" to "C" Corporation status, increased amortization due to a step-up in the basis of certain assets, additional officer's salaries, and the change in officer's functions which caused a reallocation of salary expense from cost of goods sold to general and administrative expense.

Three months ended June 30, 2006 compared with the three months ended June 30, 2005.

Net Sales. Net sales were $9,220,165 for the three months ended June 30 2006 (Second Quarter 2006"), an increase of $1,407,026, or 18.0%from net sales of $7,813,139 for the three months ended June 30, 2005 ("Second Quarter 2005"). The increase in net sales was attributable to increased shipments of parts and related defense components to one customer which caused the portion of our revenues derived from such customer to increase from approximately 50% in 2005 to approximately 66% in the Second Quarter 2006.

Gross Profit. Gross profit was $1,752,839 for the three months ended June 30, 2006, 19.0% of net sales, compared to gross profit of $818,229 for the three months ended June 30, 2005, 10.5% of net sales. The increase in gross profit primarily reflects the increase in net sales. The increase in gross profit as a percentage of net sales represents a slight increase in the sales of higher margin products, as well as the elimination of rent paid on the Company's facilities as a result of the Real Estate Acquisition, partially offset by the mortgage interest and depreciation of the Company's facilities allocated to sales, and lower salaries as a result of the reallocation of the costs of certain executives.

Selling and Marketing Expenses. Selling and marketing expenses were $142,543 for the three months ended June 30, 2006, an increase of 43.5% from selling and marketing expenses of $99,350 for the three months ended June 30, 2005. The increase in selling and marketing expenses reflects the up-front recognition of costs related to leased automobiles for the Company's executives and increased travel and entertainment expenses related to increased sales activity.

General and Administrative Expenses. General and administrative expenses

were $1,024,550 the three months ended June 30, 2006, an increase of $648,177, or 172.2%, from general and administrative expenses of $376,373 for the three months ended June 30, 2005. The increase reflects (i) higher depreciation relating to the step-up in basis of the Company's real property, partially offset by the elimination of rent expense, (ii) higher salaries as a result of the reallocation of the costs of certain executives and (iii) higher professional fees due to the increase in accounting, legal and consulting expenses associated with being a public company.

Interest and Financing Costs. Interest and financing costs were $362,126 for the three months ended June 30, 2006; an increase of $296,071, or 448.2 %, from interest and financing costs of $66,055 for the three months ended June 30, 2005. The increase in interest and financing costs resulted from higher interest rates, interest accruing on the promissory notes issued to the former shareholders of AIM in connection with the AIM Acquisition, interest accruing on the new term loan and larger revolving credit facility, portions of which were used to finance the costs of the Acquisition and the Real Estate Acquisition.

Income before Income Taxes. Net income before provision for income taxes was $224,423 for the three months ended June 30, 2006 and $276,451 for the three months ended June 30, 2005.

Net Income. Net income was $139,568 for the three months ended June 30, 2006. A comparison of net income with prior year's net income is not informative because the predecessor company was an "S" Corporation.

Net Income Attributable to Common Stock. The dividend payable on the Company's preferred stock for the Second quarter 2006 exceeded the Company's net income during such period.

Six months ended June 30, 2006 compared with the six months ended June 30, 2005.

Net Sales. Net sales were $18,118,437 for the six months ended June 30, 2006 ("First Half 2006"); an increase of $4,040,092, or 28.7%, from net sales of $14,078,345 for the six months ended June 30, 2005 ("First Half 2005"). The increase in net sales was attributable to increased shipments of parts and related defense components to one customer which caused the portion of our revenues derived from such customer to increase from approximately 50% in 2005 to approximately 66% in the First Half 2006.

Gross Profit. Gross profit was $3,265,545 in First Half 2006 (18.0% of net sales), compared to gross profit of $1,804,844, (12.8% of net sales), in First Half 2005. The increase in gross profit primarily reflects the increase in net sales. The increase in gross profit as a percentage of net sales represents a slight increase in the sales of higher margin products, as well as the elimination of rent paid on the Company's facilities as a result of the Real

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Estate Acquisition, partially offset by the mortgage interest and depreciation of the Company's facilities allocated to sales, and lower salaries as a result of the reallocation of the costs of certain executives.

Selling and Marketing Expenses. Selling and marketing expenses were $298,245 in First Half 2006, an increase of 76.2% from selling and marketing expenses of $169,269 in First Half 2005. The increase in selling and marketing expenses reflects the up-front recognition of costs related to leased automobiles for the Company's executives and increased travel and entertainment expenses related to increased sales activity.

General and Administrative Expenses. General and administrative expenses were $1,873,933 in First Half 2006, an increase of $1,131,705, or 152.5%, from general and administrative expenses of $742,228 in First Half 2005. The increase reflects (i) higher depreciation relating to the step-up in basis of the Company's real property, partially offset by the elimination of rent expense, and (ii) higher salaries as a result of the reallocation of the costs of certain executives and (iii) higher professional fees due to the increase in accounting, legal and consulting expenses associated with being a public company.

Interest and Financing Costs. Interest and financing costs were $687,176 in First Half 2006, an increase of $439,954, or 178.0%, from interest and financing costs of $247,222 in First Half 2005. The increase in interest and financing costs resulted from higher interest rates, interest accruing on the promissory notes issued to the former shareholders of AIM in connection with the AIM Acquisition, interest accruing on the new term loan and larger revolving credit facility.

Gain on the Sale of Life Insurance Policy. Gain on the sale of life insurance policy was $53,047 in First Half 2006 and was a one-time gain.

Income before Income Taxes. Net income before provision for income taxes was $460,041 in First Half 2006 and $646,125 in First Half 2005.

Net Income. Net income was $275,933 in First Half 2006. A comparison of net income with the prior year's net income is not informative because the predecessor company was an "S" Corporation.

Net Loss Attributable to Common Stock. The dividend payable on the Company's preferred stock for the First Half 2006 exceeded the Company's net income during such period.

Impact of Inflation

Inflation has not had a material effect on our financial position, results of operations, or cash flows.

Liquidity and Capital Resources

We used approximately $770,216 in our operations during the six months ended June 30, 2006. The use of cash in operations reflects the increase in our accounts receivable and inventory of $483,511 and $1,003,327 respectively offset by net income after non cash adjustments.

At June 30, 2006, we had cash and cash equivalents of $1,226,308 and working capital of $4,157,566 as compared to $1,058,416 and $4,113,235 as of December 31, 2005. We believe that our cash requirements in the next twelve months will be met by our revenues from operations, our cash reserves, and the amounts available under the New Loan Facility put in place in connection with the acquisition of AIM and its corporate company.

AIM had financed its operations and investments up to the Closing Date principally through revenues from operations. As a private company, AIM did not have many of the expenses which we have as a public company. As a result of the AIM Acquisition, we have significantly increased cash requirements relating to the filing of financial statements, our compliance with requirements under the Securities Exchange Act of 1934, the registration of shares under the Securities Act of 1933, and other requirements applicable to public companies. We expect such increased cash requirements to be approximately $750,000 in 2006, subject to a substantial increase if we become obligated to comply with Section 404 of Sarbanes-Oxley.

In connection with the Acquisition of AIM, we incurred notes payable obligations in the aggregate principal amount of $1,627,262, of which $665,262 are in the form of convertible promissory notes which we may convert into shares of our Common Stock at $.40 per share now that the Registration Statement is effective as of August 4, 2006, which was filed on Form SB-2 under the Securities Act of 1933. The remaining $962,000 principal amount of note is repayable by us in 20 equal quarterly installments of $48,100 principal plus interest.

The terms of the New Loan Facility are set forth in our Consolidated Financial Statements included in our Annual Report on Form 10-KSB for the year ended December 31, 2005. Under the New Loan Facility, as of June 30, 2006, we had revolving loan balances of $5,942,661 and $1,552,435, a term loan balance of $380,004 and an equipment loan balance of $411,200.

As of June 30, 2006, we had capital lease obligations totaling $1,001,032.

As of June 30, 2006, one customer accounted for approximately 50% of our accounts receivable. In addition, this customer accounted for approximately 66% of our total revenue for the quarter ended June 30, 2006. In the event such customer is unable or unwilling to pay us our accounts receivable from such customer, or in the event our relationship with such customer is severed or negatively affected, our results of operations will be materially adversely affected and we may not have the resources to meet our capital obligations.

On June 5, 2006, the Company entered into an Agreement to sell its corporate headquarters and related real property in Bay Shore, New York, for $6.2 million. As a condition to the sale of its property, the Company will enter into a lease whereby it will lease such property from the buyer for an initial term of 20 years. The lease will be a "triple net lease" pursuant to which, in addition to basic rent, the Company will remain liable for maintenance and taxes on the property. The basic rent under the proposed lease will be $540,000 for the first five years of the lease, $621,000 for the sixth year of the term and will increase by 3% for each year thereafter. During its initial due diligence period the buyer has the right to terminate the Agreement of Sale without any liability to the Company. There can be no assurance that the contemplated sale of the Company's property will be consummated or, if consummated, that there will not be material changes in the terms of Agreement of Sale or lease adverse to the Company's interest.

Forward Looking Statements

The Company desires to take advantage of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. This report contains a number of forward-looking statements that reflect management's current views and expectations with respect to our business, strategies, future results and events and financial performance. All statements made in this Report other than statements of historical fact, including statements that address operating performance, events or developments that management expects or anticipates will or may occur in the future, including statements related to distributor channels, volume growth, revenues, profitability, adequacy of funds from operations, statements expressing general optimism about future operating results and non-historical information, are forward looking statements. In particular, the words "believe," "expect," "intend," " anticipate," "estimate," "may," "will," variations of such words, and similar expressions identify forward-looking statements, but are not the exclusive means of identifying such statements and their absence does not mean that the statement is not forward-looking. These forward-looking statements are subject to certain risks and uncertainties, including those discussed below. Our actual results,

performance or achievements could differ materially from historical results as well as those expressed in, anticipated or implied by these forward-looking statements. We do not undertake any obligation to revise these forward-looking statements to reflect any future events or circumstances.

Readers should not place undue reliance on these forward-looking statements, which are based on management's current expectations and projections about future events, are not guarantees of future performance, are subject to risks, uncertainties and assumptions (including those described below) and apply only as of the date of this report. Our actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below in "Risk Factors" as well as those discussed elsewhere in this report, and the risks discussed in our press releases and other communications to shareholders issued by us from time to time which attempt to advise interested parties of the risks and factors that may affect our business. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Risk Factors

If any of the events described below occurs, our operating results would be dramatically adversely affected, which in turn could cause the price of our Common Stock to decline, perhaps significantly. Further, we may not be able to continue our operations.

Risks of the Acquisition

There can be no assurance that any benefits to AIM's business will be achieved from its acquisition by Original Gales and the merger of Original Gales into the Company, the Real Estate Acquisition or the New Loan Facility (the "Transactions") or that the results of operations of AIM prior to the Merger will not be adversely impacted by the Transactions. As of November 30, 2005, Luis Peragallo and Jorge Peragallo, formerly the principal shareholders of AIM, resigned from their positions with AIM. Even though Peter Rettaliata and Dario Peragallo, two of AIM's officers (President and Executive Vice President, respectively), will continue to serve as officers of AIM and will serve as officers of our Company, there can be no assurance that the management of our company will have the necessary experience to operate AIM's business. The process of combining the organizations of Original Gales, AIM and our Company could interrupt the activities of part or all of AIM's business, and could cause fundamental changes in AIM's business, which could have an adverse effect on the results of operations. The past results of AIM's operations are not necessarily indicative of the future results of our operations. In addition, AIM's results of operations will be affected by the significant increase in expenses relating to financial statements preparation and other requirements applicable to publicly traded companies.

The inability to successfully manage the growth of our business may have a material adverse effect on our business, results or operations and financial condition.

We expect to experience growth in the number of employees and the scope of our operations as a result of internal growth and acquisitions. Such activities could result in increased responsibilities for management.

Our future success will be highly dependent upon our ability to manage

successfully the expansion of operations. Our ability to manage and support our growth effectively will be substantially dependent on our ability to implement adequate improvements to financial, inventory, management controls, reporting, union relationships, order entry systems and other procedures, and hire sufficient numbers of financial, accounting, administrative, and management personnel. There can be no assurance that we will be able to identify, attract and retain experienced personnel.

Our future success depends on our ability to address potential market opportunities and to manage expenses to match our ability to finance operations. The need to control our expenses will place a significant strain on our management and operational resources. If we are unable to control our expenses effectively, our business, results of operations and financial condition may be adversely affected.

The unsuccessful integration of a business or business segment we acquire could have a material adverse effect on our results.

As part of our business strategy, we expect to acquire assets and businesses relating to or complementary to our operations. These acquisitions will involve risks commonly encountered in acquisitions. These risks include, among other things, exposure to unknown liabilities of the acquired companies, additional acquisition costs and unanticipated expenses. Our quarterly and annual operating results will fluctuate due to the costs and expenses of

acquiring and integrating new businesses. We may also experience difficulties in assimilating the operations and personnel of acquired businesses. Our ongoing business may be disrupted and our management's time and attention diverted from existing operations. Our acquisition strategy will likely require additional debt or equity financing, resulting in additional leverage or dilution of ownership. We cannot assure you that any future acquisition will be consummated, or that if consummated, that we will be able to integrate such acquisition successfully.

Any reduction in government spending on defense could materially adversely impact our revenues, results of operations and financial condition.

There are risks associated with programs that are subject to appropriation by Congress, which could be potential targets for reductions in funding to pay for other programs. Future reductions in United States Government spending on defense or future changes in the kind of defense products required by United States Government agencies could limit demand for our products, which would have a materially adverse effect on our operating results and financial condition.

In addition, potential shifts in responsibilities and functions within the defense and intelligence communities could result in a reduction of orders for defense products by segments of the defense industry that have historically been our major customers. As a result, demand for our products could decline, resulting in a decrease in revenues and materially adversely affecting our operating results and financial condition.

We depend on revenues from a few significant customer relationships and any loss, cancellation, reduction, or interruption in these relationships could harm our business.

As of June 30, 2006, one customer accounted for approximately 50% of our accounts receivable. In addition, this customer accounted for approximately 66% of our total revenue for the quarter ended June 30, 2006. In the event such

customer is unable or unwilling to pay us our accounts receivable from such customer, or in the event our relationship with such customer is severed or negatively affected, our results of operations will be materially adversely affected and we may not have the resources to meet our capital obligations.

In general, AIM has derived a material portion of its revenue from one or a limited number of customers. We expect that in future periods we may enter into contracts with customers which represent a significant concentration of our revenues. If such contracts were terminated, our revenues and net income could significantly decline. Our success will depend on our continued ability to develop and manage relationships with significant customers. Any adverse change in our relationship with our significant customers could have a material adverse effect on our business. Although we are attempting to expand our customer base, we expect that our customer concentration will not change significantly in the near future. The markets in which we sell our products are dominated by a relatively small number of customers who have contracts with United States governmental agencies, thereby limiting the number of potential customers. We cannot be sure that we will be able to retain our largest customers or that we will be able to attract additional customers, or that our customers will continue to buy our products in the same amounts as in prior years. The loss of one or more of our largest customers, any reduction or interruption in sales to these customers, our inability to successfully develop relationships with additional customers or future price concessions that we may have to make, could significantly harm our business.

Continued competition in our markets may lead to a reduction in our revenues and market share.

The defense and aerospace component manufacturing market is highly competitive and we expect that competition will continue to increase. Current competitors have significantly greater technical, manufacturing, financial and marketing resources than we do. We expect that more companies will enter the defense and aerospace component manufacturing market. We may not be able to compete successfully against either current or future competitors. Increased competition could result in reduced revenue, lower margins or loss of market share, any of which could significantly harm our business.

Our future revenues are inherently unpredictable; our operating results are likely to fluctuate from period to period and if we fail to meet the expectations of securities analysts or investors, our stock price could decline significantly.

Our quarterly and annual operating results are likely to fluctuate significantly in the future due to a variety of factors, some of which are outside our control. Accordingly, we believe that period-to-period comparisons of our results of operations are not meaningful and should not be relied upon as future indications of performance. Some of the factors that could cause quarterly or annual operating results to fluctuate include conditions inherent

in government contracting and our business such as the timing of cost and expense recognition for contracts, the United States Government contracting and budget cycles, introduction of new government regulations and standards, contract closeouts, variations in manufacturing efficiencies, our ability to obtain components and subassemblies from contract manufacturers and suppliers, general economic conditions and economic conditions specific to the defense market. Because we base our operating expenses on anticipated revenue trends and a high percentage of our expenses are fixed in the short term, any delay in generating or recognizing forecasted revenues could significantly harm our

business. Fluctuations in quarterly results, competition or announcements of extraordinary events such as acquisitions or litigation may cause earnings to fall below the expectations of securities analysts and investors. In this event, the trading price of our Common Stock could significantly decline. In addition, there can be no assurance that an active trading market will be sustained for our Common Stock. These fluctuations, as well as general economic and market conditions, may adversely affect the future market price of our Common Stock, as well as our overall operating results.

We may lose sales if our suppliers fail to meet our needs.

Although we procure most of our parts and components from multiple sources or believe that these components are readily available from numerous sources, certain components are available only from sole sources or from a limited number of sources. While we believe that substitute components or assemblies could be obtained, use of substitutes would require development of new suppliers or would require us to re-engineer our products, or both, which could delay shipment of our products and could have a materially adverse effect on our operating results and financial condition.

Attracting and retaining key personnel is an essential element of our future success.

Our future success depends to a significant extent upon the continued service of our executive officers and other key management and technical personnel and on our ability to continue to attract, retain and motivate executive and other key employees, including those in managerial, technical, marketing and information technology support positions. Attracting and retaining skilled workers and qualified sales representatives is also critical to us. Experienced management and technical, marketing and support personnel in the defense and aerospace industries are in demand and competition for their talents is intense. The loss of the services of one or more of our key employees or our failure to attract, retain and motivate qualified personnel could have a material adverse effect on our business, financial condition and results of operations.

Terrorist acts and acts of war may seriously harm our business, results of operations and financial condition.

United States and global responses to the Middle East conflict, terrorism, perceived nuclear, biological and chemical threats and other global crises increase uncertainties with respect to U.S. and other business and financial markets. Several factors associated, directly or indirectly, with the Middle East conflict, terrorism, perceived nuclear, biological and chemical threats, and other global crises and responses thereto, may adversely affect the Company.

While some of our products may experience greater demand as a result of increased U.S. Government defense spending, various responses could realign U.S. Government programs and affect the composition, funding or timing of our government programs and those of our customers. U.S. Government spending could shift to defense programs in which we and our customers do not participate. As a result of the September 11th terrorist attacks and given the current Middle East and global situation, U.S. defense spending is generally expected to increase over the next several years. Increased defense spending does not necessarily correlate to increased business, because not all the programs in which we participate or have current capabilities may be earmarked for increased funding.

Terrorist acts of war (wherever located around the world) may cause damage or disruption to us, our employees, facilities, partners, suppliers, distributors and resellers, and customers, which could significantly impact our revenues, expenses and financial condition. The terrorist attacks that took place in the United States on September 11, 2001 were unprecedented events that

have created many economic and political uncertainties. The potential for future terrorist attacks, the national and international responses to terrorist attacks, and other acts of war or hostility have created many economic and political uncertainties, which could adversely affect our business and results of operations in ways that cannot presently be predicted. In addition, as a company with headquarters and significant operations located in the United States, we may be impacted by actions against the United States.

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Our indebtedness may affect operations.

We incurred significant indebtedness under the New Loan Facility. This indebtedness far exceeds the amount of pre-Merger debt of AIM. As a result, we are significantly leveraged and our indebtedness is substantial in relation to our stockholders' equity. Our ability to make principal and interest payments will depend on future performance, which is subject to many factors, some of which are outside our control. In addition, the New Loan Facility is secured by substantially all of our assets, including the real estate acquired in the Real Estate Acquisition. In the case of a continuing default under the New Loan Facility, the lender will have the right to foreclose on AIM's assets, which would have a material adverse effect on the Company. Payment of principal and interest on the New Loan Facility may limit our ability to pay cash dividends to shareholders and the documents governing the New Loan Facility will prohibit the payment of cash dividends. Our leverage may also adversely affect our ability to finance future operations and capital needs, may limit our ability to pursue other business opportunities and may make our results of operations more susceptible to adverse economic conditions.

Absence of Principal Shareholders' Guarantees and Financial Accommodations

Historically, AIM obtained money and achieved other financial accommodations through arrangements guaranteed by the AIM's former shareholders. Since they sold their shares of AIM in connection with the Acquisition, such former shareholders of AIM will not be providing any financial assistance to us or AIM on a going-forward basis. Consequently, we are no longer able to rely upon the credit of AIM's former shareholders when seeking to borrow money or obtain other financial accommodations.

We may issue shares of our capital stock or debt securities to complete an acquisition, which would reduce the equity interest of our stockholders.

We will, in all likelihood, issue additional shares of our Common Stock or preferred stock, or a combination of common and preferred stock, to complete an acquisition. The issuance of additional shares of our Common Stock or any number of shares of our preferred stock may significantly reduce the equity interest of our current stockholders, may subordinate the rights of holders of our Common Stock if preferred stock is issued with rights senior to the Common Stock and may adversely affect prevailing market prices for our Common Stock.

Similarly, if we issue debt securities, it could result in default and foreclosure on our assets if our operating revenues after an acquisition were insufficient to pay our debt obligations, could result in the acceleration of our obligations to repay the indebtedness even if we have made all principal and interest payments when due if the debt security contains covenants that require the maintenance of certain financial ratios or reserves and any such covenant is breached without a waiver or renegotiation of that covenant, and could result in our inability to obtain additional financing if the debt security contains covenants restricting our ability to obtain additional financing while such security is outstanding.

Because of our limited resources and the significant competition for acquisitions, we may not be able to consummate an acquisition with growth potential.

We expect to encounter intense competition from other entities having a business objective similar to ours, including venture capital funds, leveraged buyout funds and operating businesses competing for acquisitions. Many of these entities are well established and have extensive experience in identifying and effecting business combinations directly or through affiliates. Many of these competitors possess greater technical, human and other resources than we do and our financial resources will be relatively limited when contrasted with those of many of these competitors. While we believe that there are numerous potential target businesses that we could acquire, our ability to compete in acquiring certain target businesses will be limited by our available financial resources. This inherent competitive limitation gives others an advantage in pursuing the acquisition of certain target businesses.

We may be unable to obtain additional financing, if required, to complete an acquisition or to fund the operations and growth of any business acquired, which could compel us to abandon a particular prospective acquisition.

If we require additional financing to complete an acquisition, we cannot assure you that such financing would be available on acceptable terms, if at all. To the extent that additional financing proves to be unavailable when needed to consummate a particular acquisition, we would be compelled to

restructure the transaction or abandon that particular acquisition. In addition, if we consummate an acquisition, we may require additional financing to fund the operations or growth of the business acquired. The failure to secure additional financing could have a material adverse effect on the continued development or growth of our business.

There is only a limited public market for our securities.

The trading market for our Common Stock is limited and conducted on the OTC Bulletin Board. Our Common Stock is very thinly traded. There can be no assurance that we will ever achieve a listing of our securities on NASDAQ or a stock exchange or that a more active trading market will ever develop, or, if developed, that it will be sustained.

Potential Adverse Effect on Market Price of Securities from Future Sales of Common Stock.

Future sales of Common Stock pursuant to a registration statement or Rule 144 under the Securities Act, or the perception that such sales could occur, could have an adverse effect on the market price of the Common Stock. Our Registration Statement on Form SB-2 covering the resale by selling security holders of more than 60,000,000 shares of Common Stock was declared effective on August 4, 2006. Relative to the number of shares of our freely-trading Common Stock which had been outstanding prior to such declaration of effectiveness, which we estimate to be approximately 2.52 million shares, the number of shares which may be sold into the marketplace pursuant to our current Registration Statement is enormous.

We believe that any significant sales of our Common Stock may severely depress the market price of our Common Stock. We also intend to register on Form S-8 under the Securities Act an additional 10,000,000 shares of Common Stock,

which are the shares available for issuance under our 2005 Stock Incentive Plan, of which, as of June 30, 2006, we have granted stock options to purchase 4,850,000 shares of our Common Stock. In addition, shares of our Common Stock held for one year or more will be eligible for public resale pursuant to Rule 144. In general, the shares of Common Stock which we issued in connection with the Merger and the Acquisition will become eligible for public resale under Rule 144 as of November 30, 2006. In addition, we may use our capital stock in the future to finance acquisitions and to compensate employees and management, which will further dilute the interests of our existing shareholders and could eventually significantly depress the trading price of our Common Stock.

Dilution from Shares to Be Issued in Potential Acquisitions

Our business plan calls for our making acquisitions in the future. We will very likely issue a significant number of shares of our capital stock to pay for each such acquisition. Such issuances of shares will dilute the interests of our existing shareholders and could depress the trading price of our Common Stock.

Effect of Stock Options

Our 2005 Stock Incentive Plan allows for the issuance of up to 10,000,000 shares of Common Stock, either as stock grants or options, to employees, officers, directors, advisors and consultants of the Company. As of November 30, 2005, options to purchase 4,850,000 shares of Original Gales' common stock became options to purchase shares of our Common Stock under our 2005 Stock Incentive Plan. The committee administering such plans will have sole authority and discretion to grant options under such plans. We may grant options which become immediately exercisable in the event of a change in control of the Company and in the event of certain mergers and reorganizations of the Company. The existence of such options could limit the price that certain investors might be willing to pay in the future for shares of our Common Stock and may have the effect of delaying or preventing a change in control of the Company. The issuance of additional shares upon the exercise of such options could also decrease the amount of earnings and assets available for distribution to the holders of the Common Stock and could result in the dilution of voting power of the Common Stock.

The Series A Convertible Preferred Stock

On August 4, 2006, as a result of the effectiveness of our registration statement on Form SB-2 as of such date, our 900 outstanding shares of Series A Convertible Preferred Stock ("Preferred Stock") were automatically converted into an aggregate of 40,909,538 shares of Common Stock. Those who previously

held our Preferred Stock now, as a group, control a majority of the voting shares of the Company and have the ability to elect a majority of the members of our Board of Directors and otherwise control the Company.

Prior to November 30, 2005, AIM was not subject to Sarbanes-Oxley regulations and, therefore, may have lacked the financial controls and procedures of public companies.

Prior to November 30, 2005, AIM did not have the internal or financial control infrastructure necessary to meet the standards of a public company, including the standards required by the Sarbanes Oxley Act of 2002 ("Sarbanes Oxley"). Because AIM was not subject to Sarbanes Oxley, its internal and financial controls reflected its status as a non-public company. AIM did not have the internal infrastructure necessary to complete an attestation about its

financial controls that would be required under Section 404 of Sarbanes Oxley. We are now required to comply with portions of Sarbanes Oxley and currently estimate that the costs of complying with Sarbanes Oxley and other requirements associated with being a public company will be $750,000 during calendar year 2006, and such cost will likely increase at such time as we are required to comply with Section 404 of Sarbanes Oxley.

Item 3: Controls and Procedures

As of the end of the period covered by this report, our management, including our principal executive officer and our principal financial officer, have conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15 under the Securities Exchange Act of 1934). Based upon that evaluation, our principal executive officer and our chief financial officer have concluded that our disclosure controls and procedures are effective in timely alerting them of material information relating to us that is required to be disclosed by us in the reports we file or submit under the Exchange Act.

Because AIM was subject to stringent performance criteria imposed by its customers and as a consequence of its government contracts, in our management's estimation, its disclosure controls and procedures were superior to those of most privately held companies of comparable size. Nevertheless, its controls and procedures were not designed to facilitate the external financial reporting required of a publicly held company. Although no material weaknesses were found in our disclosure controls and procedures as of June 30, 2006, to ensure the reliability of future financial reports, our management has determined to complete the implementation of a total financial and operating control system that AIM installed during 2005. In addition, management has determined to hire support personnel experienced with the reporting requirements imposed upon public companies to facilitate the timely preparation of accurate financial reports. Except for these planned changes and those resulting from the acquisition of AIM and the substitution of its accounting procedures for those of ours in effect prior to November 30, 2005, there have been no significant changes made in our internal controls or in other factors that could significantly affect our internal controls subsequent to June 30, 2006 or during the quarter ended June 30, 2006.

PART II

OTHER INFORMATION

Item 4: Unregistered Sales of Equity Securities

We issued as of April 1, 2006 to a consulting firm, in return for services on public relations matters, a warrant to purchase 10,417 shares of our Common Stock at the exercise price of $0.73 per share and a warrant to purchase 10,417 shares of our Common Stock at the exercise price of $1.56 per share. We issued to the same firm as of May 1, 2006 a warrant to purchase 10,417 shares of our Common Stock at the exercise price of $1.82 per share and as of June 1, 2006 a warrant to purchase 10,417 shares of our Common Stock at the exercise price of $1.64 per share. All of such warrants expire five years after the date as of which they were issued and provide for cashless exercise and piggyback registration rights with respect to new registration statements which we may file in the future. We will be issuing to the same firm a warrant for the same number of shares (10,417) of our Common Stock as of the first day of each month following June 1, 2006 until February 1, 2007 (except that the February 1, 2007 warrant will have the right to purchase 10,416 shares). The exercise price per share for each such warrant to be issued will equal 120% of the average closing price of the Common Stock during the month immediately preceding the date as of which such warrant is issued and will have all other terms which are the same as

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the terms of the April 1, 2006, May 1, 2006 and June 1, 2006 warrants. In all, we will have issued 12 warrants to the same firm which are exercisable into an aggregate of 125,000 shares of Common Stock.

Such issuances of warrants to our consulting firm were, and will be, exempt from registration pursuant to Section 4(2) under the Securities Act of 1933, as amended.

The 900 shares of convertible preferred stock accumulated $360,000 in 8% Payable-In-Kind (PIK) dividends. This Payable-In-Kind dividend was earned during the six month period from December 15, 2005 to June 15, 2006 and is equal to 36 shares of preferred stock convertible into 1,636,363 shares of common stock. Such dividends, as well as the outstanding Preferred Stock, automatically converted into shares of Common Stock when our registration statement on Form SB-2 became effective on August 4, 2006.

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August 2006.

Item 5. Exhibits

The following exhibits are filed as part of this report:

Exhibit No.		Description of Exhibit
31.1	--	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
31.2	--	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
32.1	--	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
32.2	--	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).

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SIGNATURES

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

Dated: August 14, 2006

GALES INDUSTRIES INCORPRATED

By: /s/ Michael A. Gales

Michael A. Gales,

Executive Chairman

/s/ Louis A. Giusto

Louis A. Giusto,
Chief Financial Officer
(Principal Financial and
Accounting Officer)

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EXHIBIT INDEX

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