

BIOMERICA INC  
Form 10-Q  
April 15, 2013

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 FEBRUARY 28, 2013

OR

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

Commission File Number: 0-8765

**BIOMERICA, INC.**

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

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Delaware

95-2645573

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

17571 Von Karman Avenue, Irvine, CA

92614

-----  
(Address of principal executive offices)

(Zip Code)

Registrant's telephone number including area code: (949) 645-2111

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

(TITLE OF EACH CLASS)

(NAME OF EACH EXCHANGE ON WHICH

REGISTERED)

-----  
Common, par value \$.08

BOARD

OTC-BULLETIN

Securities registered pursuant to Section 12(g) of the Act:

(TITLE OF EACH CLASS)

COMMON STOCK, PAR VALUE \$0.08

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Indicate by check whether the registrant (1) 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 has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (paragraph 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer   
Non-Accelerated Filer  Smaller Reporting Company

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

Indicate the number of shares outstanding of each of the registrant's common stock, as of the latest practicable date: 7,274,714 shares of common stock, par value \$0.08, as of April 15, 2013.

BIOMERICA, INC.  
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PART I - FINANCIAL INFORMATION  
SUMMARIZED FINANCIAL INFORMATION  
ITEM 1. FINANCIAL STATEMENTS

BIOMERICA, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
AND COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

	Nine Months Ended		Three Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Net sales	\$ 5,002,418	\$ 4,538,944	\$ 1,416,698	\$ 1,514,673
Cost of sales	(3,055,575)	(2,788,276)	(971,316)	(947,830)
Gross profit	1,946,843	1,750,668	445,382	566,843
Operating Expenses:				
Selling, general and administrative	1,096,627	1,038,930	358,533	337,580
Research and development	353,904	266,258	150,182	94,770
Total operating expenses	1,450,531	1,305,188	508,715	432,350
Income (loss) from operations	496,312	445,480	(63,333)	134,493
Other Income (Expense):				
Gain on insurance	--	68,106	--	68,106
Dividend and interest income	9,316	7,370	7,073	4,591
Interest expense	(302)	(1,113)	6	(171)
Other income	--	60	--	--
Total other income	9,014	74,423	7,079	72,526
Income (loss) before income tax	505,326	519,903	(56,254)	207,019
(Provision) benefit for income taxes	(12,389)	(25,574)	20,640	(25,574)
Net income (loss)	\$ 492,937	\$ 494,329	\$ (35,614)	\$ 181,445
Basic net income (loss) per common share	\$ 0.07	\$ 0.07	\$ (0.01)	\$ 0.03
Diluted net income (loss) per common share	\$ 0.07	\$ 0.07	\$ (0.01)	\$ 0.03
Weighted average number of common and common equivalent shares:				
Basic	6,972,671	6,871,532	7,000,011	6,877,954
Diluted	7,410,917	7,046,458	7,000,011	7,125,560
Net income (loss)	\$ 492,937	\$ 494,329	\$ (35,614)	\$ 181,445
Other comprehensive income (loss), net of tax:				
Foreign currency translation	(2,709)	(1,528)	(2,155)	95

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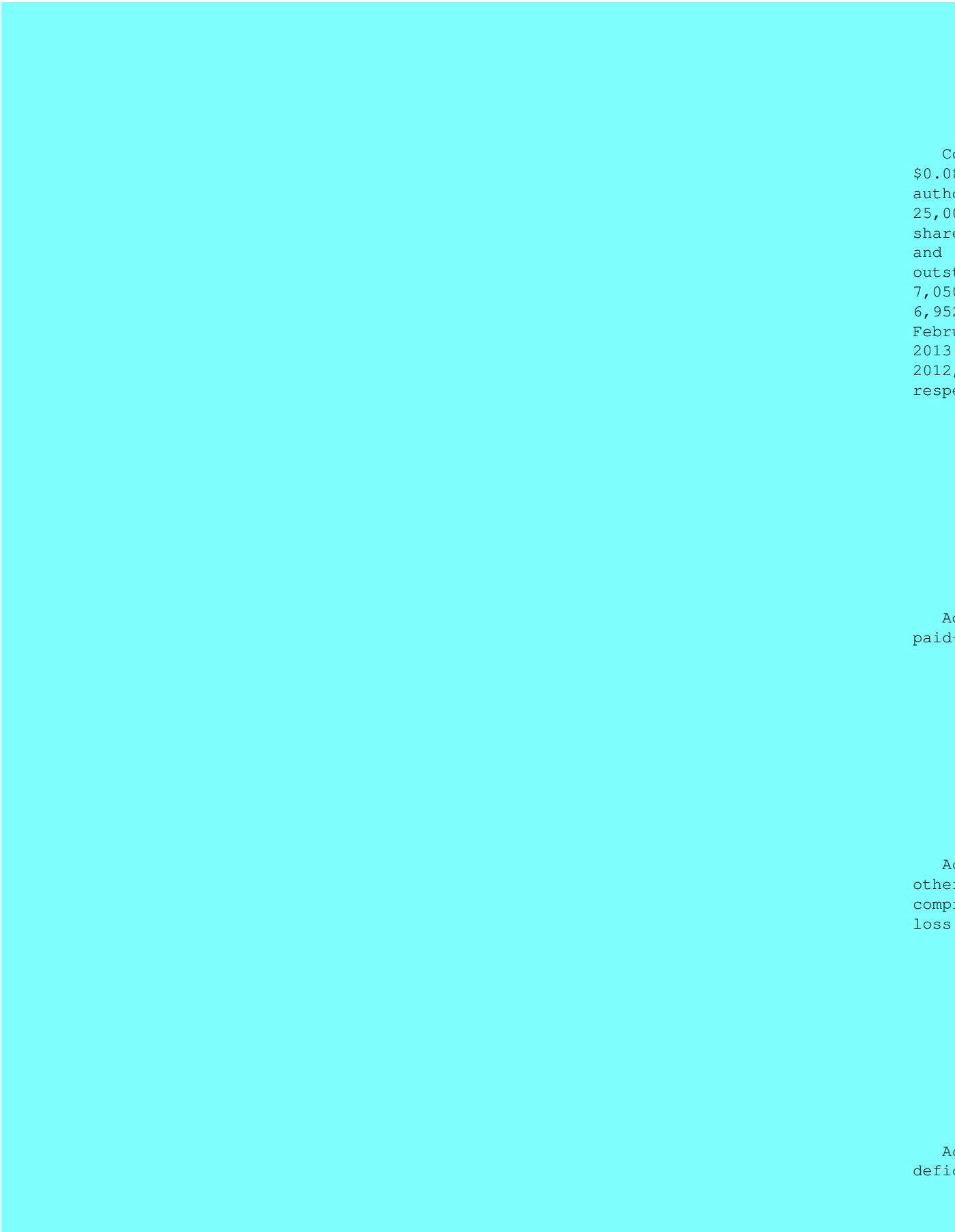
Comprehensive income (loss)	\$ 490,228	\$ 492,801	\$ (37,769)	\$ 181,540
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The accompanying notes are an integral part of these statements.

**BIOMERICA, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

	February 28, 2013 (unaudited)	May 31, 2012 (audited)
<b>Assets</b>		
<b>Current Assets:</b>		
Cash and cash equivalents	\$2,318,677	\$ 1,070,000
Accounts receivable, less allowance for doubtful accounts of \$112,058 and \$113,191 as of February 28, 2013 and May 31, 2012, respectively	513,310	1,200,000
Inventories, net	1,705,238	1,820,000
Prepaid expenses and other	224,248	210,000
Deferred tax assets, current portion	177,000	170,000
<b>Total current assets</b>	<b>4,938,473</b>	<b>4,470,000</b>
Property and Equipment, net of accumulated depreciation and amortization of \$987,167 and \$844,684 as of February 28, 2013 and May 31, 2012, respectively	691,750	580,000
Deferred Tax Assets, net of current portion	61,000	60,000
Investments	165,324	160,000
Intangible Assets, net	172,656	190,000
Other Assets	81,328	70,000
<b>Total Assets</b>	<b>\$6,110,531</b>	<b>\$ 5,570,000</b>
<b>Liabilities and Shareholders' Equity</b>		
<b>Current Liabilities:</b>		
Accounts payable and accrued expenses	\$ 366,389	\$ 360,000
Accrued compensation	217,711	180,000
Line of credit	--	40,000
<b>Total current liabilities</b>	<b>584,100</b>	<b>580,000</b>
Commitments and Contingencies (Note 5)		
<b>Shareholders' Equity:</b>		
		Preferred stock, no par value authorized 5,000,000 shares, none issued and none outstanding February 28, 2013 and May 31, 2012





Common s  
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 authorized  
 25,000,000  
 shares, iss  
 and  
 outstanding  
 7,050,214 a  
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56

55

Addition  
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17,73

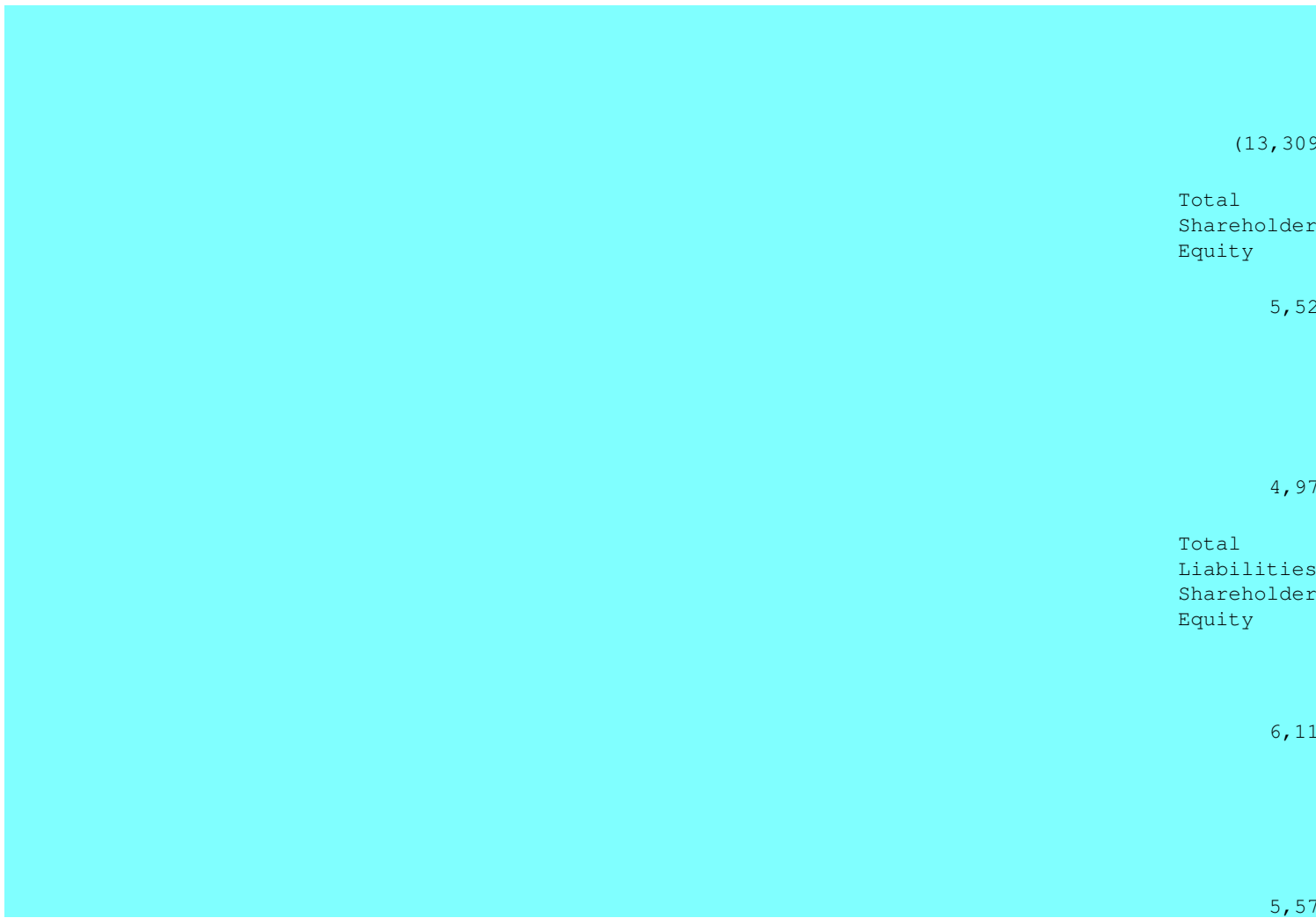
Accumula  
 other  
 comprehensi  
 loss

(8

(6

Accumula  
 deficit

(12,816



	(13,309)	
		Total Shareholder Equity
	5,52	
	4,97	
		Total Liabilities Shareholder Equity
	6,11	
	5,57	

The accompanying notes are an integral part of these statements.

## BIOMERICA, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine Months Ended	
	February 28, 2013	February 29, 2012
<b>Cash flows from operating activities:</b>		
Net income	\$ 492,937	\$ 494,329
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation and amortization	164,411	129,798
Stock option expense	17,155	29,956
Change in provision for losses on accounts receivable	(4,133)	37,106
Inventory reserve	3,891	2,692
Decrease in deferred rent liability	(3,420)	(1,554)
<b>Changes in assets and liabilities:</b>		
Accounts receivable	691,339	(633,448)
Inventories	111,943	(79,169)
Prepaid expenses and other assets	(13,548)	54,516
Accounts payable and other accrued expenses	7,362	27,069
Other assets	(2,767)	(5,660)
Accrued compensation	30,870	47,499
Net cash provided by operating activities	1,496,040	103,134
<b>Cash flows from investing activities:</b>		
Increase in intangibles	--	(50,000)
Purchases of property and equipment	(249,410)	(135,528)
Net cash used in investing activities	(249,410)	(185,528)
<b>Cash flows from financing activities:</b>		
Proceeds from exercise of stock options	40,414	28,500
Payments on line of credit or equipment loan	(43,000)	(35,390)
Net cash used in financing activities	(2,586)	(6,890)
Effect of exchange rate changes in cash	(2,709)	(1,528)
Net increase (decrease) in cash and cash equivalents	1,241,335	(90,812)
Cash and cash equivalents at beginning of period	1,077,342	989,270
Cash and cash equivalents at end of period	\$2,318,677	\$ 898,458
<b>Supplemental Disclosure of Cash-Flow Information:</b>		
Cash paid during the period for:		Interest
		\$
		302
		\$
		899

Income taxes

\$

108,160

\$

--

The accompanying notes are an integral part of these statements.

BIOMERICA, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

**Note 1: Basis of Presentation**

The information set forth in these condensed consolidated statements is unaudited and reflects all adjustments which, in the opinion of management, are necessary to present a fair statement of the consolidated results of operations of Biomerica, Inc. and subsidiaries (the Company), for the periods indicated. It does not include all information and footnotes necessary for a fair presentation of financial position, results of operations, and cash flows in conformity with generally accepted accounting principles. All adjustments that were made are of normal recurring nature.

The unaudited Condensed Consolidated Financial Statements and Notes are presented as permitted by the requirements for Form 10-Q and do not contain certain information included in our annual financial statements and notes. The condensed consolidated balance sheet data as of May 31, 2012 was derived from audited financial statements. The accompanying interim condensed consolidated financial statements should be read in conjunction with the financial statements and related notes included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on August 29, 2012 for the fiscal year ended May 31, 2012. The results of operations for our interim periods are not necessarily indicative of results to be achieved for our full fiscal year.

**Note 2: Significant Accounting Policies**

Principles of Consolidation

The condensed consolidated financial statements include the accounts of Biomerica, Inc. as well as the Company's German subsidiary and Mexican subsidiary which have not begun operations. All significant intercompany accounts and transactions have been eliminated in consolidation.

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ( GAAP ) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported period. Actual results could materially differ from those estimates.

#### Cash and Cash Equivalents

Cash and cash equivalents consist of demand deposits and money market accounts with original maturities of less than three months.

#### Accounts Receivable

The Company extends unsecured credit to its customers on a regular basis. International accounts are required to prepay until they establish a history with the Company and at that time, they are extended credit at levels based on a number of criteria. Credit levels are approved by designated upper level management. Domestic customers are extended initial credit limits until they establish a history with the Company or submit credit information. All increases in credit limits are also approved by designated upper level management. Management evaluates receivables on a quarterly basis and adjusts the reserve for bad debt accordingly. Balances over ninety days old are reserved for unless collection is reasonably assured. Any charge-offs are approved by upper level management prior to charging off.

Occasionally certain long-standing customers, who routinely place large orders, will have unusually large accounts receivables balances relative to the total gross accounts receivables. At February 28, 2013, two customers accounted for 32.0% of the Company's outstanding gross receivable balance and two foreign customers accounted for 10.3% and 48.6% of the Company's net sales for the three and nine months, respectively, ended February 28, 2013. Management monitors the payments for these large balances closely and very often requires payment of existing invoices before shipping new sales orders.

Inventories

The Company values inventory at the lower of cost (determined using a combination of specific lot identification and the first-in, first-out methods) or market. Management periodically reviews inventory for excess quantities and obsolescence. Management evaluates quantities on hand, physical condition, and technical functionality as these characteristics may be impacted by anticipated customer demand for current products and new product introductions. The reserve is adjusted based on such evaluation, with a corresponding provision included in cost of sales. Abnormal amounts of idle facility expenses, freight, handling costs and wasted material are recognized as current period charges and the allocation of fixed production overhead is based on the normal capacity of the Company's production facilities.

The balances of inventories are the following at:

	February 28, 2013	May 31, 2012
Raw materials	\$ 857,770	\$ 896,488
Work in progress	568,431	553,236
Finished products	279,037	371,348
Total	\$ 1,705,238	\$ 1,821,072

Property and Equipment

Property and equipment are stated at cost. Expenditures for additions and major improvements are capitalized. Repairs and maintenance costs are charged to operations as incurred. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation or amortization is removed from the accounts, and gains or losses from retirements and dispositions are credited or charged to income.

Depreciation and amortization are provided over the estimated useful lives of the related assets, ranging from 5 to 10 years, using the straight-line method. Leasehold improvements are amortized over the lesser of the estimated useful life of the asset or the term of the lease. Depreciation and amortization expense on property and equipment and leasehold improvements amounted to \$49,220 and \$34,556 for the three months ended February 28, 2013 and February 29, 2012, and \$142,484 and \$105,751 for the nine months ended February 28, 2013 and February 29, 2012, respectively.

Intangible Assets

Intangible assets include trademarks, product rights, licenses, technology rights and patents, and are accounted for based on Accounting Standards Codification ASC 350 *Intangibles Goodwill and Other* (ASC 350). In that regard, intangible assets that have indefinite useful lives are not amortized but are tested at least annually for impairment or more frequently if events or changes in circumstances indicate that the asset might be impaired. Intangible assets are being amortized using the straight-line method over the useful life; not to exceed 18 years for marketing and distribution rights, 10 years for purchased technology use rights, licenses, and 17 years for patents. Amortization amounted to \$4,368 and \$8,571 for the three months ended February 28, 2013 and February 29, 2012, respectively, and \$21,927 and \$24,047 for the nine months ended February 28, 2013 and February 29, 2012, respectively.

### Stock-Based Compensation

The Company follows the guidance of the accounting provisions of ASC 718 *Share-based Compensation* (ASC 718), which requires the use of the fair-value based method to determine compensation for all arrangements under which employees and others receive shares of stock or equity instruments (warrants and options). The fair value of each option award is estimated on the date of grant using the Black-Scholes valuation model that uses assumptions for expected volatility, expected dividends, expected forfeiture rate, expected term, and the risk-free interest rate.

Expected volatilities are based on weighted averages of the historical volatility of the Company's stock and other factors estimated over the expected term of the options. The expected forfeiture rate is based on historical forfeitures experienced. The expected term of options granted is derived using the simplified method which computes expected term as the average of the sum of the vesting term plus the contract term as historically the Company had limited activity surrounding its options. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for the period of the expected term.



The following summary presents the options and warrants granted, exercised, expired, cancelled and outstanding as of February 28, 2013:

	Number of Options and Warrants			Weighted Average Exercise Price
	Employee	Non-employee	Total	
Outstanding May 31, 2012	1,004,500	--	1,004,500	\$ 0.46
Granted	30,000	--	30,000	0.67
Exercised	(97,875)	--	(97,875)	0.41
Cancelled or expired	(26,000)	--	(26,000)	0.42
Outstanding February 28, 2013	910,625	--	910,625	\$ 0.48

### Revenue Recognition

Revenues from product sales are recognized at the time the product is shipped, customarily FOB shipping point, at which point title passes. An allowance is established when necessary for estimated returns as revenue is recognized. In conjunction with sales to certain customers, the Company provides free products upon attaining certain levels of purchases by the customer. The Company accounts for these free products in accordance with ASC 605-50 *Revenue Recognition - Customer Payments and Incentives* and recognizes the cost of the product as part of cost of sales.

### Investments

From time-to-time, the Company makes investments in privately-held companies. The Company determines whether the fair values of any investments in privately-held entities have declined below their carrying value whenever adverse events or changes in circumstances indicate that recorded values may not be recoverable. If the Company considers any such decline to be other than temporary (based on various factors, including historical financial results, and the overall health of the investee's industry), a write-down to estimated fair value is recorded. The Company currently has not written down the investment and no events have occurred which could indicate the carrying value to be less than the fair value. Investments represent the Company's investment in a Polish distributor which is primarily engaged in distributing medical devices. The Company owns approximately 6% of the investee, and accordingly, applies the cost method to account for the investment. Under the cost method, investments are recorded at cost, with gains and losses recognized as of the sale date, and income recorded when received.

### Shipping and Handling Fees and Costs

Shipping and handling fees billed to customers are classified as revenue, and shipping and handling costs are classified as cost of sales. The Company included shipping and handling fees billed to customers in net sales. The Company included shipping and handling costs associated with inbound freight and unreimbursed shipping to customers in cost of sales.

### Research and Development

Research and development costs are expensed as incurred.

### Income Taxes

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes* (ASC 740). Deferred tax assets and liabilities arise from temporary differences between the tax bases of assets and liabilities and their reported amounts in the consolidated financial statements that will result in taxable or deductible amounts in future years. These temporary differences are measured using enacted tax rates. A valuation allowance is recorded to reduce deferred tax assets to the extent that management considers it is more likely than not that a deferred tax asset will not be realized. In determining the valuation allowance, management considers factors such as the reversal of deferred income tax liabilities, projected taxable income, and the character of income tax assets and tax planning strategies. A change to these factors could impact the estimated valuation allowance and income tax expense. The Company's annual effective tax rate is approximately 38%, however, due to its federal net operating loss carry forwards, the effective tax rate for the three and nine months ended February 28, 2013 was adjusted for utilization of these carry forwards. During the current quarter, the Company recorded a refund due from the state of California which resulted in an adjustment to the provision for income taxes.

Foreign Currency Translation

The subsidiary located in Germany is accounted for primarily using local functional currency. Accordingly, assets and liabilities of this subsidiary are translated using exchange rates in effect at the end of the period, and revenues and costs are translated using average exchange rates for the period. The resulting adjustments are presented as a separate component of accumulated other comprehensive loss.

Deferred Rent

Incentive payments received from landlords are recorded as deferred lease incentives and are amortized over the underlying lease term on a straight-line basis as a reduction of rent expense. When the terms of an operating lease provide for periods of free rent, rent concessions, and/or rent escalations, the Company establishes a deferred rent liability for the difference between the scheduled rent payment and the straight-line rent expense recognized. This deferred rent liability is amortized over the underlying lease term on a straight-line basis as a reduction of rent expense.

Net Income (Loss) Per Share

Basic earnings (loss) per share are computed as net income (loss) divided by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution that could occur from common shares issuable through stock options, warrants and other convertible securities. The total amount of anti-dilutive warrants or options not included in the earnings per share calculation for the three and nine months ended February 29, 2012 was 460,250. The total amount of anti-dilutive warrants or options not included in the earnings (loss) per share calculation for the three months ended February 28, 2013 was 910,625. There were no anti-dilutive warrants or options excluded from the earnings per share calculation for the nine months ended February 28, 2013.

The following table illustrates the required disclosure of the reconciliation of the numerators and denominators of the basic and diluted earnings per share computations.

	Nine Months Ended		Three Months Ended	
	February 28 2013	February 29, 2012	February 28 2013	February 29, 2012
<b>Numerator:</b>				
Income (loss) from continuing operations	\$ 492,937	\$ 494,329	\$ (35,614)	\$ 181,445
<b>Denominator for basic net income (loss)</b>				

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Per common share	6,972,671	6,871,532	7,000,011	6,877,954
<b>Effect of dilutive securities:</b>				
Options and warrants	438,246	174,926	--	247,606
<b>Denominator for diluted net income</b>				
(loss) per common share	7,410,917	7,046,458	7,000,011	7,125,560
Basic net income (loss) per common share	\$ 0.07	\$ 0.07	\$ (0.01)	\$ 0.03
Diluted net income (loss) per common share	\$ 0.07	\$ 0.07	\$ (0.01)	\$ 0.03

**Note 3: Accounts Payable and Accrued Expenses**

The Company's accounts payable and accrued expense balances consist of the following at:

	February 28, 2013	May 31, 2012
Accounts payable	\$ 194,543	\$ 187,618
Accrued expenses	100,411	40,036
Deferred rent	71,435	74,855
Income taxes payable	--	59,938
<b>Total</b>	<b>\$ 366,389</b>	<b>\$ 362,447</b>

**Note 4: Geographic Information**

Financial information about foreign and domestic operations and export sales is as follows:

	Nine Months Ended		Three Months Ended	
	February 28, 2013	February 29, 2012	February 28, 2013	February 29, 2012
Revenues from sales to unaffiliated customers:				
United States	\$ 654,000	\$ 855,000	\$ 217,000	\$ 328,000
Asia	2,503,000	1,814,000	559,000	527,000
Europe	1,810,000	1,835,000	627,000	652,000
South America	5,000	2,000	3,000	--
Middle East	28,000	17,000	10,000	7,000
Other	2,000	16,000	1,000	1,000
	\$ 5,002,000	\$ 4,539,000	\$ 1,417,000	\$ 1,515,000

No other geographic concentrations exist where net sales exceed 10% of total net sales.

**Note 5: Commitments and Contingencies**

In February 2013, the Company renewed the line of credit (the "Line") with its bank which has a borrowing limit of \$400,000. The line was secured by substantially all of the Company's assets, bears interest at 1.0% plus the Wall Street Journal Prime West Coast Edition prime rate. The balance at February 28, 2013 and May 31, 2012 was \$0 and \$43,000, respectively.

On June 18, 2009, the Company entered into an agreement to lease a building in Irvine, California. The lease commenced September 1, 2009 and ends August 31, 2016. The initial base rent was set at \$18,490 per month with scheduled annual increases through the end of the lease term. The rent is currently set at \$20,204 per month.

**Note 6: Subsequent Events**

On March 28, 2013, the Company terminated the agreement it had with its distributor for products in China and entered into an agreement with a new distributor for China. Please refer to the Form 8-K filed April 8, 2013, with the Securities and Exchange Commission.

On April 8, 2013, the Company entered into a Stock Purchase Agreement wherein the Company agreed to issue and sell to a private investor 400,000 shares of restricted common stock at the purchase price of \$1.25 per share. On April 8, 2013, the initial deposit of \$250,000 was received by the Company and therefore 200,000 shares will be issued. Upon receipt of the remaining \$250,000 and issuance of the remaining 200,000 shares, the investor will be entitled to nominate one qualified individual to serve on the Company's Board of Directors.

## **Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

CERTAIN INFORMATION CONTAINED HEREIN (AS WELL AS INFORMATION INCLUDED IN ORAL STATEMENTS OR OTHER WRITTEN STATEMENTS MADE OR TO BE MADE BY BIOMERICA) CONTAINS STATEMENTS THAT ARE FORWARD-LOOKING, SUCH AS STATEMENTS RELATING TO ANTICIPATED FUTURE REVENUES OF THE COMPANY AND SUCCESS OR CURRENT PRODUCT OFFERINGS. SUCH FORWARD-LOOKING INFORMATION INVOLVES IMPORTANT RISKS AND UNCERTAINTIES THAT COULD SIGNIFICANTLY AFFECT ANTICIPATED RESULTS IN THE FUTURE, AND ACCORDINGLY, SUCH RESULTS MAY DIFFER MATERIALLY FROM THOSE EXPRESSED IN ANY FORWARD-LOOKING STATEMENTS MADE BY OR ON BEHALF OF BIOMERICA. THE POTENTIAL RISKS AND UNCERTAINTIES INCLUDE, AMONG OTHERS, FLUCTUATIONS IN THE COMPANY'S OPERATING RESULTS. THESE RISKS AND UNCERTAINTIES ALSO INCLUDE THE SUCCESS OF THE COMPANY IN RAISING NEEDED CAPITAL, THE ABILITY OF THE COMPANY TO MAINTAIN REQUIREMENTS TO BE LISTED ON NASDAQ, THE CONTINUAL DEMAND FOR THE COMPANY'S PRODUCTS, COMPETITIVE AND ECONOMIC FACTORS OF THE MARKETPLACE, AVAILABILITY OF RAW MATERIALS, HEALTH CARE REGULATIONS AND THE STATE OF THE ECONOMY. READERS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS, WHICH SPEAK ONLY AS OF THE DATE HEREOF, AND THE COMPANY UNDERTAKES NO OBLIGATION TO UPDATE THESE FORWARD-LOOKING STATEMENTS.

## **OVERVIEW**

Biomerica, Inc. and Subsidiaries ("Biomerica", the "Company", "we" or "our") develops, manufactures, and markets medical diagnostic products designed for the early detection and monitoring of chronic diseases and medical conditions. Our medical diagnostic products are sold worldwide in two markets: 1) clinical laboratories and 2) point of care (physicians' offices and over-the-counter drugstores). Our diagnostic test kits are used to analyze blood or urine from patients in the diagnosis of various diseases and other medical complications, or to measure the level of specific hormones, antibodies, antigens or other substances, which may exist in the human body in extremely small concentrations.

## **RESULTS OF OPERATIONS**

Consolidated net sales for Biomerica were \$1,416,698 for the three months ended February 28, 2013 as compared to \$1,514,673 for the same period in the previous year. This represents a decrease of \$97,975 or 6.5%. The decrease for the three month period was due to decreased sales in the United States and Europe during the quarter. For the n