

Edgar Filing: Omega Flex, Inc. - Form 10-Q

Omega Flex, Inc.  
Form 10-Q  
November 13, 2007  
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 **September 30, 2007**

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 **000-51372**

**Omega Flex, Inc.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction of incorporation or organization)  
**451 Creamery Way, Exton, PA**  
(Address of principal executive offices)

**23-1948942**  
(I.R.S. Employer Identification No.)  
**19341**  
(Zip Code)

**(610) 524-7272**

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Registrant's telephone number, including area code

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

Yes  No

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS**

**DURING THE PRECEDING FIVE YEARS.**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 12 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by the courts.

The number of shares of the registrant's common stock issued and outstanding as of November 10, 2007 was 10,153,633.

OMEGA FLEX, INC.

QUARTERLY REPORT ON FORM 10-Q

FOR THE NINE-MONTHS ENDED SEPTEMBER 30, 2007

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**PART I - FINANCIAL INFORMATION****Item 1 - Financial Statements****OMEGA FLEX, INC.****CONSOLIDATED BALANCE SHEETS**

	<b>September 30, <u>2007</u> (unaudited) (Dollars in thousands)</b>	<b>December 31 <u>2006</u></b>
<b>ASSETS</b>		
Current Assets		
Cash and Cash Equivalents	\$ 8,790	\$17,424
Accounts Receivable - less allowances of \$143 and \$79, respectively	11,036	9,745
Inventories	9,615	8,149
Other Current Assets	<u>3,339</u>	<u>3,376</u>
Total Current Assets	<u>32,780</u>	<u>38,694</u>
Property and Equipment - net	6,655	6,705
Goodwill	3,526	3,526
Note Receivable from Mestek	3,250	3,250
Other Long Term Assets	<u>484</u>	<u>448</u>
Total Assets	<u>\$46,695</u> =====	<u>\$52,623</u> =====
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts Payable	\$1,399	\$1,236
Accrued Compensation	1,560	2,362
Accrued Commissions & Sales Incentives	3,668	4,859
Accrued Legal Settlement and Related Costs	1,537	6,456
Dividends Payable	---	4,061
Taxes Payable	1,357	1,967
Other Accrued Liabilities	<u>1,858</u>	<u>1,517</u>
Total Current Liabilities	11,379	22,458
Deferred Taxes	334	146
Long-Term portion of Accrued Legal Settlement	1,000	2,000
Other Long-Term Liabilities	<u>788</u>	<u>318</u>
Total Liabilities	<u>13,501</u>	<u>24,922</u>
Minority Interests	<u>98</u>	<u>55</u>
Shareholders' Equity:		
Common Stock par value \$0.01 Share: authorized 20,000,000 Shares:		
10,153,633 shares issued and outstanding	102	102
Paid in Capital	11,739	11,739
Retained Earnings	20,483	14,976
Accumulated Other Comprehensive Income	<u>772</u>	<u>829</u>

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Total Shareholders' Equity	<u>33,096</u>	<u>27,646</u>
Total Liabilities and Shareholders' Equity	<u>\$46,695</u>	<u>\$52,623</u>

See Accompanying Notes to Consolidated Financial Statements.

## OMEGA FLEX, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

	For the three-months ended September 30,		For the nine-months ended September 30,	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
<b>(Dollars in thousands, except earnings per Common Share)</b>				
Net Sales	\$18,266	\$19,283	\$54,799	\$54,506
Cost of Goods Sold	<u>10,485</u>	<u>9,349</u>	<u>30,402</u>	<u>26,221</u>
Gross Profit	7,781	9,934	24,397	28,285
Selling Expense	2,846	3,040	8,937	8,472
General and Administrative Expense	1,682	1,239	5,437	4,950
Engineering Expense	729	467	1,947	1,410
Legal Settlement and Related Costs	<u>155</u>	<u>9,008</u>	<u>485</u>	<u>10,324</u>
Operating Profit (Loss)	2,369	(3,820)	7,591	3,129
Interest Income, Net	106	147	382	334
Other Income, Net	<u>381</u>	<u>91</u>	<u>745</u>	<u>306</u>
Income (Loss) Before Income Taxes	2,856	(3,582)	8,718	3,769
Income Tax Expense	<u>1,029</u>	<u>(1,263)</u>	<u>3,211</u>	<u>1,545</u>
Net Income (Loss)	\$1,827	(\$2,319)	\$5,507	\$2,224
	=====	=====	=====	=====
Basic Earnings (Loss) per Common Share:				
Net Income (Loss)	\$0.18	(\$0.23)	\$0.54	\$0.22
Basic Weighted Average Shares Outstanding	10,154	10,154	10,154	10,154
Diluted Earnings (Loss) per Common Share:				
Net Income (Loss)	\$0.18	(\$0.23)	\$0.54	\$0.22
Diluted Weighted Average Shares Outstanding	10,154	10,154	10,154	10,154

See Accompanying Notes to Consolidated Financial Statements.

## OMEGA FLEX, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

## For the nine-months ended

	<b>September 30,</b>	
	<b><u>2007</u></b>	<b><u>2006</u></b>
	<b>(Dollars in thousands)</b>	
Cash Flows from Operating Activities:		
Net Income	\$5,507	\$2,224
Adjustments to Reconcile Net Income to		
Net Cash Provided by Operating Activities:		
Depreciation and Amortization	338	301
Provision for Losses on Accounts Receivable, net of write-offs and recoveries	64	30
Change in Minority Interests	43	19
Changes in Assets and Liabilities:		
Accounts Receivable	(1,355)	462
Inventory	(1,466)	(1,442)
Accounts Payable	163	(591)
Accrued Compensation	(802)	(1,162)
Accrued Legal Settlement and Related Costs	(5,919)	8,434
Other Liabilities	(802)	(184)
Other Assets	<u>1</u>	<u>(2,494)</u>
Net Cash (Used In) Provided by Operating Activities	<u>(4,228)</u>	<u>5,597</u>
Cash Flows from Investing Activities:		
Capital Expenditures	<u>(288)</u>	<u>(1,158)</u>
Net Cash Used in Investing Activities	<u>(288)</u>	<u>(1,158)</u>
Cash Flows from Financing Activities:		
Principal Payments Under Long Term Debt Obligations	---	(3,411)
Dividends Paid	<u>(4,061)</u>	<u>---</u>
Net Cash Used in Financing Activities	<u>(4,061)</u>	<u>(3,411)</u>
Net Increase (Decrease) in Cash and Cash Equivalents	(8,577)	1,028
Translation effect on cash	(57)	406
Cash and Cash Equivalents Beginning of Period	<u>17,424</u>	<u>9,882</u>
Cash and Cash Equivalents End of Period	<u>\$8,790</u>	<u>\$11,316</u>
	=====	=====

See Accompanying Notes to Consolidated Financial Statements.

OMEGA FLEX, INC.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(All dollars in thousands except per share amounts)**

**(Unaudited)**

**1. BASIS OF PRESENTATION**

**Description of Business**

The accompanying condensed consolidated financial statements include the accounts of Omega Flex, Inc. (Omega) and its subsidiaries (collectively the Company). The Company's unaudited consolidated financial statements for the quarter ended September 30, 2007 have been prepared in accordance with generally accepted accounting principles for interim financial information, and with the instructions of Form 10-Q and Article 10 of Regulation S-X. Operations at Omega Flex Limited, our United Kingdom subsidiary, are consolidated on a one month lag. All material inter-company accounts and transactions have been eliminated in consolidation. It is Management's opinion that all adjustments necessary for a fair statement of the results for the interim periods have been made, and that all adjustments are of a normal recurring nature or a description is provided for any adjustments that are not of a normal recurring nature.

The Company is a leading manufacturer of flexible metal hose, which is used in a variety of applications to carry gases and liquids within their particular applications. These applications include carrying liquefied gases in certain processing applications, fuel gases within residential and commercial buildings and vibration absorbers in high vibration applications. Our industrial flexible metal piping is used to carry other types of gases and fluids in a number of industrial applications where the customer requires the piping to have both a degree of flexibility and/or an ability to carry corrosive compounds or mixtures, or to carry at both very high and very low (cryogenic) temperatures.

The Company manufactures the majority of its products at its facility in Exton, Pennsylvania, and sells its product through distributors, wholesalers and to original equipment manufacturers (OEMs) throughout North America, and in certain European markets. A minor amount of manufacturing is performed in the UK.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates





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of the financial statements and the reported amounts of revenues and expenses during the reporting periods. The most significant estimates and assumptions relate to revenue recognition, accounts receivable valuations, inventory valuations, goodwill valuation, and accounting for income taxes. Actual amounts could differ significantly from these estimates.

### **Revenue Recognition**

The Company's revenue recognition activities relate almost entirely to the manufacture and sale of flexible metal hose and pipe. Under generally accepted accounting principles, revenues are considered to have been earned when the Company has substantially accomplished what it must do to be entitled to the benefits represented by the revenues. The following criteria represent preconditions to the recognition of revenue:

Persuasive evidence of an arrangement for the sale of product or services must exist.

Delivery has occurred or services rendered.

The sales price to the customer is fixed or determinable.

Collection is reasonably assured.

The Company generally recognizes revenue upon shipment in accordance with the above principles.

Gross sales are reduced for all consideration paid to customers for which no identifiable benefit is received by the Company. This includes promotional incentives, year end rebates, and discounts. The amounts of certain incentives are estimated at the time of sale.

Commissions, for which the Company receives an identifiable benefit, are accounted for as a sales expense.

### **Earnings per Common Share**

Basic earnings per share have been computed using the weighted average number of common shares outstanding.

### **Stock Based Compensation**

Effective January 1, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards ( SFAS ) No. 123 (Revised 2004), *Share-Based Payment*, ( SFAS 123R ), using the statement's modified prospective application method. Prior to January 1, 2006, the Company followed SFAS No. 123, *Accounting for Stock-Based Compensation*, as amended by SFAS No. 148, *Accounting for Stock based Compensation Transition and Disclosure, an amendment to FASB Statement No. 123*, which required entities to recognize as expense over the vesting period the fair value of stock-based awards on the date of grant or measurement date.



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On November 10, 2005, the Financial Accounting Standards Board ( FASB ) issued FASB Staff Position SFAS 123R-3 Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards . The Company has elected to adopt the alternative transition method provided by the FASB Staff Position for calculating the tax effects (if any) of stock-based compensation expense pursuant to SFAS 123R. The alternative transition method includes simplified methods to establish the beginning balance of the additional paid-in capital pool related to the tax effects of employee stock-based compensation, and to determine the subsequent impact to the additional paid-in capital pool and the consolidated statements of operations and cash flows of the tax effects of employee stock-based compensation awards that are outstanding upon adoption of SFAS 123R.

Under the provisions of SFAS 123R, the Company recognizes the estimated fair value of stock based compensation in the consolidated statement of operations over the requisite service period of each option granted. Under the modified prospective application method of SFAS 123R, the Company applies the provisions of SFAS 123R to all awards granted or modified after January 1, 2006, as well as any unvested awards outstanding on January 1, 2006. The Company had no stock options outstanding at December 31, 2006 and made no option grants during the nine months ended September 30, 2007 and 2006.

During 2006, the Company established the Omega Flex, Inc. 2006 Phantom Stock Plan as described in detail in Note 7 under the caption Stock Based Plans . In accordance with SFAS 123R, the Company recorded compensation expense of approximately \$24 in the first nine months of 2007 related to the Phantom Stock Plan.

### **Currency Translation**

Assets and liabilities denominated in foreign currencies are translated into U.S. dollars at exchange rates prevailing on the balance sheet date. The Statement of Operations is translated at average exchange rates. Net foreign currency transactions are reported in the results of operations in U.S. dollars at average exchange rates. Adjustments resulting from the translation of financial statements are excluded from the determination of income and are accumulated in a separate component of shareholders' equity.

### **Income Taxes**

The Company elected in prior years and up to the date of the Spin-Off as described in Note 3 below to file its federal income tax return as part of the Mestek, Inc. consolidated return. Mestek and the Company account for the Company's federal tax liabilities on the separate company basis method in accordance with SFAS No. 109, Accounting for Income Taxes . Under this method the Company recorded tax expense and related deferred taxes and tax benefits in a manner comparable to that which it would have recorded if it were then not affiliated with Mestek.

The Company filed a separate Federal income tax return for the five months of 2005 in which it was a separate company. The Company has also filed a separate Federal income tax return for 2006 and expects to file separately for 2007.

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Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not that these items will either expire before the Company is able to realize the benefit, or that future deductibility is uncertain.

### **Other Comprehensive (Loss) Income**

For the quarters ended September 30, 2007, and 2006 respectively, the components of Other Comprehensive (Loss) Income consisted solely of foreign currency translation adjustments.

### **New Accounting Pronouncements**

In February 2007, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standard ( SFAS ) No. 159, The Fair Value Option for Financial Assets and Financial Liabilities, including an amendment of FASB Statement No. 115 . SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value at specified election dates. This Statement applies to all entities, including not-for-profit organizations. SFAS 159 is effective as of the beginning of an entity 's first fiscal year that begins after November 15, 2007. As such, the Company is required to adopt these provisions at the beginning of the fiscal year ending December 31, 2008. The Company is currently evaluating the impact of SFAS 159 on its consolidated financial statements

In September 2006, the FASB issued Statement No. 157, *Fair Value Measurements* ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. SFAS 157 will be applied prospectively and will be effective for periods beginning after November 15, 2007. The Company is currently evaluating the effect, if any, of SFAS 157 on the Company's consolidated financial statements.

In June, 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement 109 ( FIN 48 ). This statement clarifies the criteria that an individual tax position must satisfy for some or all of the benefits of that position to be recognized in a company 's financial statements. FIN 48 prescribes a recognition threshold of more-likely than-not, and a measurement attribute for all tax positions taken or expected to be taken on a tax return, in order for those tax positions to be recognized in the financial statements.

Effective January 1, 2007, the Company has adopted the provisions of FIN 48. No adjustment was required to retained earnings as a result of the adoption of this standard.

As of January 1, 2007, the Company has provided a liability of \$546 for unrecognized tax benefits related to various federal and state income tax matters. Of this amount, the amount that

would impact the Company's effective tax rate, if recognized, is \$500. The difference between the total amount of unrecognized tax benefits and the amount that would impact the effective tax rate consists of items that are offset by the federal tax benefit of state income tax items of \$46. The reserve has increased by \$6 in the nine months ended September 30, 2007.

The Company does not expect that the amounts of unrecognized tax benefits will change significantly within the next 12 months.

The Company is currently subject to audit by the Internal Revenue Service for the calendar years ended 2005 and 2006. The Company and its Subsidiaries state income tax returns are subject to audit for the calendar years ended 2003 through 2006.

### **3. DISTRIBUTION FROM MESTEK, INC. (Spin-Off)**

The Company completed a Spin-Off from its former parent, Mestek, Inc. (Mestek) on July 29, 2005. The Company's common shares began trading on the NASDAQ Global Market under the trading symbol "OFLX" on August 1, 2005.

In connection with the Spin-Off, the Company executed certain agreements governing its relationship with Mestek subsequent to the date of the Spin-Off which are disclosed in the initial Form 10 and also discussed in detail in Note 3 of the December 31, 2006 Form 10-K filing.

At the effective date of the Spin-Off, Mestek was indebted to the Company in the amount of \$3,250 which was converted on the effective date of the Spin-Off to a 3-year note receivable from Mestek bearing interest at 100 basis points above the then prevailing 3-year US Treasury note yield at approximately 5%. The principal balance of the Note at September 30, 2007 and December 31, 2006 remained \$3,250. The interest income recorded on the note was approximately \$122 for the first nine months of both 2007, and 2006.

In connection with the Mestek Note, on October 19, 2007 the Company entered into a Subordination Agreement with Bank of America, N.A. Under the Agreement, Mestek shall be permitted to repay any regularly scheduled payment of the subordinated debt to the Company provided that at the time of repayment there exists no event of default under the terms of Mestek's loan agreement with Bank of America, or an instance of insolvency or bankruptcy. If Mestek were to default under its loan agreement with Bank of America, or if it became insolvent, then the Company's rights to collect the amounts due under the Mestek Note would subordinate the rights of Bank of America under its loan agreement with Mestek.

**4. INVENTORIES**

	<b>September 30, 2007</b> <b>(unaudited)</b> <b>(dollars in thousands)</b>	<b>December 31, 2006</b>
Finished Goods	\$6,862	\$5,940
Raw Materials	<u>2,753</u>	<u>2,209</u>
Total Inventory	\$9,615 =====	\$8,149 =====

**5. SHAREHOLDERS EQUITY**

As of December 31, 2006 and September 30, 2007, the Company had authorized 20,000,000 common stock shares with par value of \$0.01 per share, and had 10,153,633 shares issued and outstanding.

On December 11, 2006, the Board of Directors authorized a special dividend of \$0.40 per share to all shareholders of record as of January 2, 2007, and payable as soon as practicable. The payment in the amount of \$4,061 was subsequently paid on January 16, 2007. No dividends were paid during 2006.

Our future decisions concerning the payment of dividends on our common stock will depend upon our results of operations, financial condition and capital expenditure plans, as well as such other factors as the Board of Directors, in its sole discretion, may consider relevant.

On September 12, 2007, the Company announced that its Board of Directors has authorized the purchase of up to \$5,000 of its common stock. The purchases may be made from time-to-time in open market or in privately negotiated transactions, depending on market and business conditions, within the next 24 months. The Board retained the right to cancel, extend, or expand the share buyback program, at any time and from time-to-time.

**6. COMMITMENTS AND CONTINGENCIES****Commitments:**

On September 5, 2006 the Company entered into a Stipulation and Settlement Agreement with the Class Representatives and Class Counsel, to settle and resolve the allegations brought forth in the lawsuit titled *Lovelis, et al. v. Titeflex Corp., Inc., et al.* in the Arkansas Circuit Court, Clark County. All of the other defendants in the case also signed the Settlement Agreement. The lawsuit related to allegations that the Company's CSST products posed an unreasonable risk of fire due to lightning strikes. Both the Company and the other defendants denied these allegations, and denied any wrongdoing or legal liability, but agreed to settle this matter to avoid further cost and the uncertainty and risk of the outcome of

further litigation.

The court gave final approval to the Settlement Agreement on February 1, 2007 and

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dismissed the case. The remedial program provided under the Settlement Agreement is currently processing claims from class members. The deadline for submitting any claims was September 5, 2007.

Under the Settlement Agreement, the Company has agreed to pay the value of each payment voucher redeemed by a class member for the installation of a lightning protection system or bonding and grounding of the Company's CSST product. The amount of the voucher is dependent on the geographical area in the United States where the building is located and the size of the heated or air-conditioned area of the building, as set forth in the Settlement Agreement. The Company also agreed to pay a fixed amount of administrative expenses in providing notice to the class, and establishing and operating a claim system under which class members may obtain information, submit claims, and have claims processed. Finally, the Company agreed to pay attorneys' fees to the Class Counsel to resolve this matter.

The Company cannot determine the exact amount for which it may be liable for the costs of the payment vouchers tendered under the claim program because of the number of unknown variables associated with this liability, including; the number of buildings in the United States that contain the Company's CSST product; the number of payment vouchers that are properly and timely submitted by claimants; the extent to which vouchers are for lightning protection systems or for bonding and grounding; the geographical location of the building within the United States; and the size of the building in which the CSST is located. However, the Company estimated that the total amount of the liability relating to the settlement of the litigation would fall within a range of approximately \$8,810 and \$10,200. Thus far the Company has paid approximately \$6,475 related to the Settlement with a remaining liability of \$1,335 allocated as a Short-Term Liability and \$1,000 recorded as Long-Term. This amount is based on currently available information and certain estimates and judgments, and is subject to revision as actual claims are received, and a claim history is established. In addition, there is a \$202 current liability for legal services related to the Settlement. As of September 30, 2007, the third party administrator of the settlement program has received 663 claims relating to the Company's products in connection with the Settlement.

Under a number of indemnity agreements between the Company and each of its officers and directors, the Company has agreed to indemnify each of its officers and directors against any liability asserted against them in their capacity as an officer or director, or both. The Company's indemnity obligations under the indemnity agreements are subject to certain conditions and limitations set forth in each of the agreements. Under the terms of the Agreement, the Company is contingently liable for costs which may be incurred by the officers and directors in connection with claims arising by reason of these individuals' roles as officers and directors.

The Company has entered into salary continuation agreements with two employees which provide for monthly payments to each of the employee or his designated beneficiary upon the employee's retirement or death. The payment benefits range from \$1 per month to \$3 per month with the term of such payments limited to 15 years after the employee's retirement at age 65. The agreements also provide for survivorship benefits if the employee dies before attaining age 65; and severance payments if the employee is terminated without cause, the amount of which is dependent on the length of company service at the date of termination. The net present value of the retirement payments is included in Other Long-Term Liabilities, which amounts to \$277 for

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September 30, 2007 and \$268 for December 31, 2006, respectively. The Company has obtained and is the beneficiary of three whole life insurance policies in respect of the two employees discussed above, and one other policy. The cash surrender value of such policies (included in Other Assets) amounts to \$484 at September 30, 2007 and \$448 at December 31, 2006, respectively. These amounts are typically reviewed and updated annually when new data is available, pending any significant changes.

The Company entered into a Separation Agreement and General Release with Duane E. Shooltz, formerly the general manager of the Company's TracPipe® business. The agreement became effective on October 8, 2007. Under the agreement, Mr. Shooltz will receive \$172, to be paid in 39 equal weekly payments beginning on October 8, 2007. The Company expects to record a charge for the full \$172 in the fourth quarter of 2007, relating to the Separation Agreement.

The Company entered into a Revolving Line of Credit Note and a Loan Agreement with Sovereign Bank, N.A., whereby the company established a line of credit facility for a one year duration, and in the maximum amount of \$7,500. The loan agreement provides for the payment of any loan under the agreement at a rate that is either prime rate less 1%, or LIBOR rate plus 1%. As of September 30, 2007, the Company does not have any loans or loan balances under the loan agreement.

### **Contingencies:**

The Company retains significant obligations under its commercial insurance policies for losses occurring in the policy years in which it was a subsidiary of Mestek, Inc. For the policy year ending October 1, 2004, the Company retained liability for the first \$2,000 per occurrence of commercial general liability claims (including product liability claims), subject to an agreed aggregate. In addition, for 2004 the Company retained liability for the first \$250 per occurrence of workers compensation coverage, subject to an agreed aggregate. However, for policy years beginning on July 22, 2005 (the effective date of the Spin-Off), the Company retained liability for the first \$25 per occurrence of commercial liability claims (including products liability claims), subject to an agreed aggregate, and the Company is insured on a first dollar basis for workers compensation subject to statutory limits.

Prior to the Spin-Off, the Company self-insured a substantial portion of the health benefits provided for its employees and maintained reserves in this regard and relied upon a recognized actuarial consulting firm to help it set and maintain these reserves. After the Spin-Off, the Company's liability is limited to \$30 per case and an aggregate of \$600 annually.

### **Warranty Commitments:**

Gas transmission products such as those made by the Company carry potentially serious personal injury risks in the event of failures in the field. As a result, the Company has extensive internal testing and other quality control procedures and historically the Company has not had a meaningful failure rate in the field due to the extensive nature of these quality controls. Due to the Company's quality systems, the warranty expense is *de minimis*, and accordingly, the Company does not maintain a warranty reserve beyond a nominal amount.

## 7. STOCK BASED PLANS

### Phantom Stock Plan

**Plan Description.** On April 1, 2006, the Company adopted the Omega Flex, Inc. 2006 Phantom Stock Plan (the "Plan"). The Plan authorizes the grant of up to one million units of phantom stock to employees, officers or directors of the Company and of any of its subsidiaries. The phantom stock units ("Units") each represent a contractual right to payment of compensation in the future based on the market value of the Company's common stock. The Units are not shares of the Company's common stock, and a recipient of the Units does not receive any of the following:

- § ownership interest in the Company
- § shareholder voting rights
- § dividends or distributions
- § other incidents of ownership to the Company's common stock

The Units are granted to participants upon the recommendation of the Company's CEO, and the approval of the compensation committee. Each of the Units that are granted to a participant will be initially valued by the compensation committee, and at a minimum, the Unit's value will be in an amount equal to the closing price of the Company's common stock on the grant date. The Units have a vesting schedule, with a maximum vesting schedule of 3 years after the grant date. Upon vesting, the Units represent a contractual right to the payment of the value of the Unit. The Units will be paid on their maturity date, which is a maximum of one year after all of the Units granted in a particular award have fully vested. The amount to be paid to the participant on the maturity date is dependant on the type of Unit granted to the participant. The Units may be *Full Value* in which the value of each Unit at the maturity date will equal the closing price of the Company's common stock as of the maturity date; or *Appreciation Only*, in which the value of each Unit at the maturity date will equal to the closing price of the Company's common stock at the maturity date *minus* the closing price of the Company's common stock at the grant date.

In certain circumstances, the Units may be immediately vested upon the participant's death or disability. All Units granted to a participant are forfeited if the participant is terminated from his relationship with the Company or its subsidiary for *cause*, which is defined under the Plan. If a participant's employment or relationship with the Company is terminated for reasons other than for *cause*, then any vested Units will be paid to the participant upon termination. However, Units granted to certain specified employees as defined in Section 409A of the Internal Revenue Code will be paid approximately 181 days after that termination.

**Grants of Phantom Stock Units.** On December 11, 2006, the Company granted 2,420 *Full Value* Units with a face value of \$50 (fair value at the grant date of approximately \$46) to an executive officer. On March 5, 2007, the Company granted an additional 3,178 *Full Value* Units with a face value of \$70 (fair value at the grant date of approximately \$65), of which 1,589 Units related to officers of the Company. In both cases, the grant price was equal to the closing price of the Company's common stock at the grant date. Since the Plan came into existence in 2006, there are no outstanding Units relating to periods prior to 2006.

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The Company uses the Black-Scholes option pricing model as its method for determining fair value of the Units. The Company uses the straight-line method of attributing the value of the stock-based compensation expense relating to the Units. The compensation expense from the Units is recognized over the service or vesting period of each grant or award.

Statement 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates in order to derive the Company's best estimate of awards ultimately to vest. Forfeitures represent only the unvested portion of a surrendered Unit and are typically estimated based on historical experience. Based on an analysis of the Company's historical data, which through the third quarter of 2007 has never experienced forfeitures related to any stock based plan, the Company applied a 0% forfeiture rate to Plan Units outstanding in determining its Plan Unit compensation expense for September 30, 2007. As of October 8, 2007, in connection with an officer's resignation, a total of 2,874 unvested units were forfeited.

The fair value of the Units granted through the third quarter September 30, 2007 using the Black-Scholes option-pricing model uses the following assumptions:

<u>Year Ended December</u> <u>31,</u>	<u>Expected Term</u>	<u>Expected Volatility</u> <u>Factor</u>	<u>Expected Dividend</u> <u>Amount</u>	<u>Risk-Free Interest</u> <u>Rate</u>
2006	4.5	96.46%	1.93%	4.50%
2007	4.0	111.00%	1.93%	4.46%

The Company has elected to use the Simplified method for calculating the Expected Term in accordance with SAB 107, and has opted to use the Expected Dividend Amount rather than an Expected Dividend Yield.

The following table summarizes information about phantom stock the Units outstanding at September 30, 2007:

	<u>Units</u>	<u>Weighted Average</u> <u>Grant Date Fair</u> <u>Value</u>
Number of Phantom Stock Unit Awards:		
Outstanding at December 31, 2006	2,420	\$18.94
Granted	3,178	\$20.38
Vested	---	(\$--)
Forfeited	---	(\$--)
Canceled	---	(\$--)
Outstanding at September 30, 2007	5,598	\$19.78
Phantom Stock Unit Awards Expected to Vest	5,598	\$19.78

At September 30, 2007 none of the Units have vested. The Units granted are expected to vest in three year intervals, subject to earlier termination or forfeiture.



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As of September 30, 2007, the unrecognized compensation costs related to Plan Units vesting will be primarily recognized over a period of approximately 3 years.

<u>Fiscal year ending</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>Total</u>
Compensation Expense	\$9	\$37	\$36	\$4	\$86

The Units outstanding and exercisable at September 30, 2007 were in the following exercise price ranges:

**Units Outstanding**

<b>Year</b>	<b>Range of Exercise Price</b>	<b>Number of Units Outstanding</b>	<b>Weighted Average Remaining Contractual Life</b>	<b>Weighted Average Exercise Price</b>	<b>Aggregate Intrinsic Value</b>
2006	\$20.66	2,420	2.17	\$18.94	---
2007	\$22.02	3,178	2.42	\$20.38	---

**Units Exercisable**

<b>Year</b>	<b>Range of Exercise Price</b>	<b>Number of Units Exercisable</b>	<b>Weighted-Average Remaining Contractual Life</b>	<b>Weighted-Average Exercise Price</b>	<b>Aggregate Intrinsic Value</b>
2006	\$20.66	---	2.17	\$18.94	---
2007	\$22.02	---	2.42	\$20.38	---

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

*This report contains forward-looking statements, which are subject to inherent uncertainties. These uncertainties include, but are not limited to, variations in weather, changes in the regulatory environment, customer preferences, general economic conditions, increased competition, the outcome of outstanding litigation, and future developments affecting environmental matters. All of these are difficult to predict, and many are beyond the ability of the Company to control.*

*Certain statements in this Quarterly Report on Form 10-Q that are not historical facts, but rather reflect the Company's current expectations concerning future results and events, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words believes, expects, intends, plans, anticipates, hopes, likely, will, and similar expressions identify such forward-looking statements.*



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*Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company, or industry results, to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements.*

*Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's view only as of the date of this Form 10-Q. The Company undertakes no obligation to update the result of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, conditions or circumstances.*



## OVERVIEW

The Company is a leading manufacturer of flexible metal hose, and is currently engaged in a number of different markets, including construction, manufacturing, transportation, petrochemical, pharmaceutical and other industries.

The Company's business is controlled as a single operating segment that consists of the manufacture and sale of flexible metal hose and accessories. The Company's products are concentrated in residential and commercial construction, and general industrial markets. The Company's primary product line, TracPipe® flexible gas piping, is used for gas piping within residential and commercial buildings. Through its flexibility and ease of use with patented fittings distributed under the trademark, AutoFlare®, the TracPipe® flexible gas piping allows users to substantially cut the time required to install the gas piping, as compared to traditional methods. Most of the Company's products are manufactured at the Company's Exton, Pennsylvania facility with a minor amount of manufacturing performed in the UK. A majority of the Company's sales across all industries are generated through independent outside sales organizations such as sales representatives, wholesalers and distributors, or a combination of both. The Company has a broad distribution network in North America and to a lesser extent in other global markets.

## CHANGES IN FINANCIAL CONDITION

(All dollars in thousands)

During the first nine months of 2007 the Company's cash balance has decreased \$8,634 from \$17,424 at December 31, 2006 to \$8,790 at September 30, 2007. As noted in the year-end Form 10-K there was a \$4,061 special dividend payment made on January 16, 2007, and in accordance with the Settlement Agreement outlined in Note 11 of the year-end Form 10-K, the Company paid \$6,000 on March 7, 2007. This was partially offset by cash generated from earnings for the year.

Accrued Legal Settlement and Related Costs have decreased \$4,919 with a detailed description provided in Note 6, Commitments and Contingencies.

As discussed in Note 5, Shareholders' Equity, the Company paid a \$4,061 dividend on January 16, 2007 therefore reducing the balance of the dividend payable to zero.

**RESULTS OF OPERATIONS**

(All dollars in thousands)

**Three-months ended September 30, 2007 vs. September 30, 2006**

The Company reported comparative results from continuing operations for the three-month period ended September 30, 2007 and 2006 as follows:

	<b><u>Three-months ended September 30,</u></b> (in thousands)			
	<b><u>2007</u></b> <b><u>(\$000)</u></b>	<b><u>2007</u></b> <b><u>%</u></b>	<b><u>2006</u></b> <b><u>(\$000)</u></b>	<b><u>2006</u></b> <b><u>%</u></b>
Net Sales	\$18,266	100.0%	\$19,283	100.0%
Gross Profit	7,781	42.6%	9,934	51.5%
Operating Profits	2,369	13.0%	(3,820)	(19.8%)

The Company's sales decreased \$1,017 (5.3%) from \$19,283 in the three-month period ended September 30, 2006 as compared to \$18,266 in the three-month period September 30, 2007. Despite growth in the non-residential construction and international markets, and strategic price increases, a decrease resulted from the continued weakness in the U.S. residential construction industry. Overall volume for the quarter was down 13.5%.

The Company's gross profit margins decreased from 51.5% in the three-month period ended September 30, 2006 to 42.6% in the three-month period ended September 30, 2007 indicative of increases to the cost of the Company's primary raw materials, in particular stainless steel.

**Selling Expenses.** Selling expenses consist primarily of employee salaries and associated overhead costs, commissions, and the cost of marketing programs such as advertising, trade shows and related communication costs, and freight. Selling expense was \$3,040 and \$2,846 for the three months ended September 30, 2006 and 2007, respectively. The \$194 decrease in selling expenses is principally due to decreases in marketing programs and freight. Sales expense as a percentage of sales decreased from 15.8% for the three-months ended September 30, 2006 to 15.6% for the three-months ended September 30, 2007.

**General and Administrative Expenses.** General and administrative expenses consist primarily of employee salaries, benefits for administrative, executive and finance personnel, legal and accounting, and corporate general and administrative services. General and administrative expenses were \$1,239 and \$1,682 for the three months ended September 30, 2006 and 2007, respectively. The \$443 increase in expenses is mostly attributable to an increase in incentive compensation, and to a lesser extent, consulting fees. For the preceding reasons, general and administrative expense, as a percentage of sales, increased from 6.4% for the three months ended September 30, 2006 to 9.2% for the three months ended September 30, 2007.



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**Legal Settlement and Related Costs.** Legal charges related to the Arkansas litigation in the three months of 2006 and 2007, were \$9,008 and \$155, respectively. Further details are provided in Note 6, Commitments and Contingencies. We believe the majority of the costs associated with this litigation are behind us.

**Engineering Expense.** Engineering expenses consist of development expenses associated with the development of new products and enhancements to existing products, and manufacturing engineering costs. Engineering expenses were \$467 and \$729 for the three months ended September 30, 2006 and 2007 respectively. The \$262 increase in engineering expenses is due to an increase in new product development costs and engineering staffing. Accordingly, engineering expenses as a percentage of sales grew to 4.0% for the three months ended September 30, 2007 from 2.4% for the three months ended September 30, 2006.

Reflecting all of the factors mentioned above, Operating Profit margins increased \$6,189 from a loss of (\$3,820) in the three-month period ended September 30, 2006 to a profit of \$2,369 in the three-month period ended September 30, 2007. The increase in Operating Profit was primarily as a result of the negative effect of the legal settlement of the class action litigation on the third quarter 2006 operating results.

**Interest Income-Net.** Interest income-net includes interest income on the note receivable from Mestek and interest income on our interest-bearing investments.

**Other Income-Net.** Other Income-net primarily consists of realized foreign currency exchange gains (losses) on Omega Flex Limited payments for accounts payable, interest and management fee to Omega Flex, Inc., its parent corporation.

**Income Tax Expense.** The Company's effective tax rate in 2007 approximates the 2006 rate and does not differ materially from expected statutory rates.

### **Nine-months ended September 30, 2007 vs. September 30, 2006**

The Company reported comparative results from continuing operations for the nine-months period ended September 30, 2007 and 2006 as follows:

	<b><u>Nine-months ended September 30,</u></b>			
	<b>(in thousands)</b>			
	<b><u>2007</u></b>	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2006</u></b>
	<b><u>(\$000)</u></b>	<b><u>%</u></b>	<b><u>(\$000)</u></b>	<b><u>%</u></b>
Net Sales	\$54,799	100.0%	\$54,506	100.0%
Gross Profit	24,397	44.5%	\$28,285	51.9%
Operating Profits	7,591	13.9%	\$3,129	5.7%

The Company's sales increased slightly from \$54,506 in the nine-month period ended September 30, 2006 as compared to \$54,799 in the nine-month period ended September 30, 2007. Sales reflect growth in the non-residential construction and international markets coupled with strategic price increases. These increases were, however, dampened by a decrease in sales in the residential construction industry. Overall

volume for the nine months was down 7.2%.

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The Company's gross profit margins have decreased from 51.9% in the nine-month period ended September 30, 2006 to 44.5% in the nine-month period ended September 30, 2007, indicative of increases to the cost of the Company's primary raw materials, particularly stainless steel.

Selling Expenses. Selling expense was \$8,472 and \$8,937 for the nine-months ended September 30, 2006 and 2007, respectively. The \$465 increase in selling expenses is mostly due to increases in various marketing programs and increased staffing and related costs. Sales expense as a percentage of sales had increased to 16.3% for the nine-months ended September 30, 2007 as compared to 15.5% for the nine-months ended September 30, 2006.

General and Administrative Expenses. General and administrative expenses increased to \$5,437 and \$4,950 for the nine-months ended September 30, 2007 and 2006, respectively. The \$487 increase was mostly attributable to consulting, and to a lesser extent, incentive compensation. As a percentage of sales, general and administrative costs increased from 9.1% for the nine-months ended September 30, 2006 to 9.9% for the nine-months ended September 30, 2007.

Legal Settlement and Related Costs. Legal charges related to the Arkansas litigation in the first nine months of 2006 and 2007, were \$10,324 and \$485, respectively. Further details are provided in Note 6, Commitments and Contingencies. We believe the majority of the litigation costs associated with this case are behind us.

Engineering Expense. Engineering expenses were \$1,947 and \$1,410 for the nine-months ended September 30, 2007 and 2006 respectively. The \$537 increase in engineering expenses is largely due to expenditures associated with the certification and qualification of new products and to a lesser extent increased staffing and related costs. Engineering expenses as a percentage of sales were 3.6% for the nine-months ended September 30, 2007 and 2.6% for the nine-months ended September 30, 2006.

Reflecting all of the factors mentioned above, Operating Profit margins increased \$4,462 from \$3,129 in the nine-month period ended September 30, 2006 to \$7,591 in the nine-month period ended September 30, 2007. The increase in Operating Profit was primarily as a result of the negative effect of the legal settlement of the class action litigation on the third quarter 2006 operating results.

Interest Income-Net. Interest income-net includes interest income on the note receivable from Mestek and interest income on our interest-bearing investments. In the first quarter of 2006 the Company paid interest associated with the mortgage on our manufacturing facility; however, as disclosed in the December 31, 2006 10-K, that mortgage was paid off on April 27, 2006.

Other Income-Net. Other Income-net primarily consists of realized foreign currency exchange gains (losses) on Omega Flex Limited payments for accounts payable, interest and management fee to Omega Flex, Inc., its parent corporation.

Income Tax Expense. The Company's effective tax rate in 2007 approximates the 2006

rate and does not differ materially from expected statutory rates.

## **CRITICAL ACCOUNTING POLICIES AND USE OF ESTIMATES**

**(All dollars are in thousands)**

Financial Reporting Release No. 60, released by the Securities and Exchange Commission, requires all companies to include a discussion of critical accounting policies or methods used in the preparation of financial statements. Note 2 of the Notes to the Consolidated Financial Statements, includes a summary of the significant accounting policies and methods used in the preparation of our Consolidated Financial Statements. The following is a brief discussion of the Company's more significant accounting policies.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. The most significant estimates and assumptions relate to revenue recognition, accounts receivable valuations, inventory valuations, goodwill valuation, product liability costs, workers compensation claims reserves, health care claims reserves, and accounting for income taxes. Actual amounts could differ significantly from these estimates.

Our critical accounting policies and significant estimates and assumptions are described in more detail as follows:

### **Revenue Recognition**

The Company's revenue recognition activities relate almost entirely to the manufacture and sale of its flexible metal hose and related products. Under generally accepted accounting principles, revenues are considered to have been earned when the Company has substantially accomplished what it must do to be entitled to the benefits represented by the revenues. With respect to sales of the Company's products, the following criteria represent preconditions to the recognition of revenue:

- \* persuasive evidence of an arrangement must exist;
- \* delivery has occurred or services rendered;
- \* the sales price to the customer is fixed or determinable; and
- \* collection is reasonably assured.

The Company generally recognizes revenue upon shipment in accordance with the above principles.

Gross sales are reduced for all consideration paid to customers for which no identifiable benefit is received by the Company. This includes promotional incentives, year end rebates, and discounts. The amount of certain incentives is estimated at the time of sale.

Commissions, for which the Company receives an identifiable benefit, are accounted for as a sales expense.





### **Accounts Receivable**

Accounts receivable are reduced by an allowance for amounts that may become uncollectible in the future. The estimated allowance for uncollectible amounts is based primarily on specific analysis of accounts in the receivable portfolio and historical write-off experience. While management believes the allowance to be adequate, if the financial condition of the Company's customers were to deteriorate, resulting in impairment of their ability to make payments, additional allowances may be required.

### **Inventory**

The Company values its inventory at the lower of cost to purchase and/or manufacture the inventory, determined on the first-in, first-out ( FIFO ) method, or the current estimated market value of the inventory. The Company periodically reviews inventory quantities on hand and records a provision for excess and/or obsolete inventory based primarily on its historical usage, as well as estimated forecast of product demand. A significant decrease in demand for the Company's products or technological changes in the industries in which the Company operates could result in an increase of excess or obsolete inventory quantities on hand, requiring adjustments to the value of the Company's inventories.

Excess inventory charges for the nine-months ended September 30, 2007 were \$165, compared to \$97 for the same period last year.

### **Goodwill**

In accordance with FAS 142, the Company ceased recording amortization of goodwill effective January 1, 2002. The Company performed its annual valuation exercises in accordance with FAS 142 as of December 31, 2006 which indicated no impairment of goodwill.

Goodwill is considered impaired when the net book value exceeds its estimated fair value. Fair value is primarily determined using a discounted cash flow methodology, determined based on the Company's strategic plans and future forecasts.

### **Product Liability Reserves**

As explained more fully under Contingencies, the Company currently retains liability for the first \$25 of product liability claims. To date, the Company has not experienced a meaningful product failure rate.

### **Workers Compensation Claims Reserves**

Prior to the Spin-Off, the Company provided workers compensation coverage principally through commercial insurance carriers using high deductible programs, which required the Company to reserve for and pay a high proportion of its workers compensation claims payable and

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relied upon the expertise of its insurance carriers and its own historical experience in setting the reserves related to these claims. One such workers compensation claim is still outstanding from the pre-Spin-Off period for which the company remains liable for amounts up to the deductible. The remaining potential liability is minimal, and the Company maintains a reserve

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for these amounts.

After the Spin-Off, the Company is insured on a first dollar basis.

### **Health Care Claim Reserves**

Prior to the Spin-Off, the Company self-insured a substantial portion of the health benefits provided for its employees and maintained reserves in this regard and relied upon a recognized actuarial consulting firm to help it set and maintain these reserves. After the Spin-Off, the Company's liability is limited to \$30 per case and an aggregate of \$600 annually.

### **Accounting for Income Taxes**

Up to the date of the Spin-Off, the Company elected to file its federal income tax return as part of the Mestek, Inc. parent company, consolidated return. Mestek and Omega accounted for Omega's federal tax liabilities on the separate company basis method in accordance with FAS 109, Accounting for Income Taxes. Under this method Omega recorded tax expense and related deferred taxes and tax benefits in a manner comparable to that which it would record if it were not affiliated with Mestek.

The Company filed a separate Federal income tax return for the five months of 2005 in which it was a separate company. The Company has also filed a separate Federal income tax return for 2006 and expects to file separately for 2007.

By agreement, the Company will be responsible for and hold Mestek harmless from, any liability for its income taxes for all taxable periods, whether before or after the Spin-Off.

The preparation of the Company's Consolidated Financial Statements requires it to estimate its income taxes in each of the jurisdictions in which it operates, including those outside the United States which may be subject to certain risks that ordinarily would not be expected in the United States. The income tax accounting process involves estimating its actual current exposure together with assessing temporary differences resulting from differing treatment of items such as depreciation, stock based compensation, and legal settlements for tax and accounting purposes. These differences result in the recognition of deferred tax assets and liabilities. The Company must then record a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. Significant management judgment is required in determining the Company's provision for income taxes, its deferred tax assets and liabilities and any valuation allowance recorded against deferred tax assets. In the event that actual results differ from these estimates or the Company adjusts these estimates in future periods, it could materially impact its financial position and results of operations. See also Note 2, which discusses the adoption of FIN 48.

### **Related Party Service Fees**

In connection with the Spin-Off described in Note 3 to the Company's financial statements, the Company entered into a transitional services agreement with its former parent, Mestek, Inc., for various services including legal, treasury, tax, employee benefits, insurance, executive oversight and other services. The Company paid Mestek an annual fee for the



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services provided, and the charges from Mestek for the above noted services were approximately \$47 and \$22 for the first nine-months ended September 30, 2006 and 2007, respectively. The transitional services agreement with Mestek was terminated effective July of 2007.

### **IMPACT OF INFLATION**

Stainless steel and other related commodities represent a significant portion of the Company's prime costs. As such, the Company's margins are subject to the cost of these metals in the commodity markets and any inflationary or deflationary volatility. In the first nine months of 2007 the Company's margins were unfavorably impacted by inflation by 7.4 percentage points compared to the first nine months of 2006. In addition, the demand for our primary product is dependant on market interest rates in the residential housing industry. If the rate of inflation continues to climb in 2007, with concurrent interest rate increases, the Company expects that the construction markets and the commodity markets in which it operates could be adversely impacted, thus potentially impacting the Company's results of operations.

### **LIQUIDITY AND CAPITAL RESOURCES**

(All dollars in thousands)

#### **Nine Months ended September 30, 2007**

As of September 30, 2007, we had \$8,790 in consolidated cash, cash equivalents and short-term investments, which is \$8,634 less than at December 31, 2006 mostly resulting from cash payments during the first quarter of 2007 of \$4,061 for a special dividend, and \$6,000 related to the Legal Settlement discussed in Note 6. The decrease was partially offset by cash generated from earnings for the year.

#### **Operating Activities**

Cash used in operations for the first nine months of 2007 was \$4,228 compared with \$5,597 provided by the first nine months of 2006, a \$9,825 decrease. The most significant component was the \$6,000 payment related to the Legal Settlement.

Accounts receivable provided \$462 for the nine-months ending September 30, 2006 compared to \$1,355 used during the first nine months of 2007. The decrease is predominately due to Company applying approximately \$2,800 of credits to customer's accounts in the first half of the 2006 for promotional rebates earned in lieu of receiving a cash payment.

#### **Investing Activities**

Capital spending for the nine-months ended September 30, 2007 was \$288. Capital spending in the nine-months ended September 30, 2006 was \$1,158.

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On September 12, 2007, the Company announced that its Board of Directors has authorized the purchase of up to \$5,000 of its common stock. The purchases may be made from time-to-time in open market or in privately negotiated transactions, depending on market and business conditions, within the next 24 months. The Board retained the right to cancel extend, or expand the share buyback program, at any time and from time-to-time.

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## **Financing**

Cash used in financing activities during the first nine months of 2007 was \$4,061 related to the special dividend. This is compared to \$3,411 in 2006 when the Company paid off the entire outstanding principal balance remaining on the Company's main operating facility in Exton, Pennsylvania, as discussed in detail in Note 6 to the Company's December 31, 2006 year-end 10-K.

The Company entered into a Revolving Line of Credit Note and a Loan Agreement with Sovereign Bank, N.A., whereby the Company established a line of credit facility for a one-year duration, and in the maximum amount of \$7,500. The loan agreement provides for the payment of any loan under the agreement at a rate that is either prime rate less 1% or LIBOR rate plus 1%. As of September 30, 2007 the Company does not have any loans or loan balances, under the loan agreement.

The Company believes its liquidity position as of September 30, 2007 is fully adequate to meet foreseeable future needs and that the Company will possess adequate cash reserves to meet its day-to-day needs including any acquisitions or capital expenditures or stock repurchases it can reasonably foresee at this time.

## **CONTINGENT LIABILITIES AND GUARANTEES**

See Note 6 to the Company's financial statements.

## **OFF-BALANCE SHEET ARRANGEMENTS**

As noted in Item 7 of the Company's 2006 year-end Form 10-K under the caption "Tabular Disclosure of Contractual Obligations and Off-Balance Sheet Arrangements", the Company has no off-balance sheet arrangements.

## **Item 3. Quantitative And Qualitative Information About Market Risks**

The Company does not engage in the purchase or trading of market risk sensitive instruments. The Company does not presently have any positions with respect to hedge transactions such as forward contracts relating to currency fluctuations. No market risk sensitive instruments are held for speculative or trading purposes. For a discussion of the risk factors facing the Company, and the shareholders' investment in the Company, please refer to the Risk Factors set forth in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 2, 2007.

## **Item 4 Controls And Procedures**

- (a) Evaluation of Disclosure Controls and Procedures.

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At the end of the fiscal third quarter of 2007, the Company evaluated the effectiveness of the design and operation of its disclosure controls and procedures. The Company's disclosure



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controls and procedures are designed to ensure that the Company records, processes, summarizes and reports in a timely manner the information required to be disclosed in the periodic reports filed by the Company with the Securities and Exchange Commission. The Company's management, including the chief executive officer and chief financial officer, have conducted an evaluation of the effectiveness of the design and operation of the Company's Disclosure Controls and Procedures as defined in the Rule 13a-15(e) of Securities Exchange Act of 1934. Based on that evaluation, the chief executive officer and chief financial officer have concluded that, as of the date of this report, the Company's disclosure controls and procedures are effective to provide reasonable assurance of achieving the purposes described in Rule 13a-15(e), and no changes are required at this time.

### (b) Changes in Internal Controls.

There was no change in the Company's internal control over financial reporting (as defined in rule 13a-15(f) of the Securities Exchange Act of 1934) identified in connection with the evaluation required by Rule 13a-15(d) of the Securities Exchange Act of 1934 that occurred during the three-month period covered by this Report on Form 10-Q that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting subsequent to the date the chief executive officer and chief financial officer completed their evaluation.

## **PART II - OTHER INFORMATION**

### **Item 1 Legal Proceedings**

On September 4, 2006, the Company entered into the Stipulation and Settlement Agreement between the Class Representatives and Class Counsel and the Company and all of the other defendants in the lawsuit titled Lovelis, et al. v. Titeflex, Inc., et al. The Settlement Agreement was filed on September 5, 2006 in the Arkansas Circuit Court in Clark County, preliminarily settling all of the allegations set forth in the lawsuit. On September 6, 2006, the Company issued a press release and filed a Current Report on Form 8-K with the Securities and Exchange Commission regarding the settlement. On February 1, 2007, the Circuit Court gave final approval of the Settlement Agreement and dismissed the case. The remedial program provided under the Settlement Agreement, processed claims from class members during the claim period. The deadline for submitting any claims was September 5, 2007.

See Note 6 Contingencies of the Notes to the Condensed Consolidated Financial Statements (Part 1, Item 1) for information regarding legal proceedings in which we are involved.

### **Item 4 Submission of Matter to a Vote of the Security Holders**

No matters were submitted to the security holders of the Company for a vote during the third quarter of 2007.

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On June 5, 2007, the Company held its 2007 annual meeting of shareholders. The shareholders voted on the following proposals:

1. To elect three Class 2 directors for a three year term expiring at the 2010 annual meeting of shareholders.
2. To approve the Omega Flex, Inc. Executive Compensation Plan
3. To ratify the appointment by the audit committee of the board of directors of Vitale Caturano & Co., Ltd. as the independent auditors for the Company for the fiscal year ending December 31, 2007.

The results of the voting are as follows:

1.	Election of Directors	<u>For</u>	<u>Withheld</u>
	Lawrence J. Cianciolo	9,851,440	12,880
	Bruce C. Klink	9,851,575	12,745
	Edward J. Trainor	9,851,540	12,780

All three directors were elected.

2.	To approve the Omega Flex, Inc. Executive Compensation Plan.		
	For		9,152,683
	Against		39,181
	Abstain		9,081
	Non-votes		663,375

The proposal was approved.

3.	To ratify the appointment of Vitale Caturano & Co., Ltd. as the independent auditors for the Company for the fiscal year ending December 31, 2007:		
	For		9,858,632
	Against		2,099
	Abstain		3,589

The proposal was approved.

**Item 6 - Exhibits**

**Exhibit**

<b><u>No.</u></b>	<b><u>Description</u></b>
10.1	Termination of a Material Definitive Agreement with an Executive Officer of the Company, dated October 8, 2007.
10.2	Loan Agreement made as of September 4, 2007 between Omega Flex, Inc. and Sovereign Bank.
10.3	Revolving Line of Credit Note made as of September 4, 2007 between Omega Flex, Inc. and Sovereign Bank.
31.1	Certification of Chief Executive Officer of Omega Flex, Inc. pursuant to Rule 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer of Omega Flex, Inc. pursuant to 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.3	Certification of Principal Accounting Officer of Omega Flex, Inc. pursuant to 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
32.1	Certification of Chief Executive Officer and Chief Financial Officer of Omega Flex, Inc., pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

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

OMEGA FLEX, INC.  
(Registrant)

Date: November 13, 2007

By: /S/ E. Lynn Wilkinson  
E. Lynn Wilkinson  
Vice President Finance  
and Chief Financial Officer