CPI AEROSTRUCTURES INC
Form 10-Q
November 09, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2012	Commission File Number 1-11398

CPI AEROSTRUCTURES, INC.
(Exact name of registrant as specified in its charter)

New York	11-2520310
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)
91 Heartland Blvd., Edgewood, NY	11717
(Address of principal executive offices)	(zip code)

(631) 586-5200
(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. Yesx No o

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

Indicate by check mark whether the registrant is a large accelerated filer, 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 o	Accelerated filer x
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

As of November 7, 2012, the number of shares of common stock, par value $.001 per share, outstanding was 8,353,469.

CPI AEROSTRUCTURES, INC.

INDEX

CPI AEROSTRUCTURES, INC.

Part I - Financial Information

Item 1 – Financial Statements
CONDENSED BALANCE SHEETS

	September 30, 2012 (Unaudited)	December 31, 2011 (Note 1)
ASSETS		
Current Assets:		
Cash	$ 1,072,107	$ 878,200
Accounts receivable, net	8,858,740	4,285,570
Costs and estimated earnings in excess of billings on uncompleted Contracts	96,208,681	79,010,362
Deferred income taxes	257,000	257,000
Prepaid expenses and other current assets	397,637	662,326
Total current assets	106,794,165	85,093,458
Plant and equipment, net	2,956,666	2,629,569
Deferred income taxes	1,159,000	1,105,000
Other assets	108,080	112,080
Total Assets	$ 111,017,911	$ 88,940,107
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 8,897,673	$ 11,998,244
Accrued expenses	405,728	994,398
Current portion of long-term debt	1,724,265	887,380
Line of credit	16,600,000	16,100,000
Income tax payable	1,723,292	2,802,000
Deferred income taxes	125,000	125,000
Total current liabilities	29,475,958	32,907,022
Long-term debt, net of current portion	3,581,970	889,239
Deferred income taxes	660,000	660,000
Other liabilities	575,671	457,639
Total Liabilities	34,293,599	34,913,900
Shareholders' Equity:		
Common stock - $.001 par value; authorized 50,000,000 shares, issued 8,353,469 and 7,079,638 shares, respectively, and outstanding 8,353,469 and 6,946,381 shares, respectively	8,353	7,080
Additional paid-in capital	49,363,930	35,346,273
Retained earnings	27,407,627	19,834,852
Accumulated other comprehensive loss	(55,598)	(21,772)

Treasury stock, 0 and 133,257 shares, respectively (at cost)	----	(1,140,226)
Total Shareholders’ Equity	76,724,312	54,026,207
Total Liabilities and Shareholders’ Equity	$ 111,017,911	$ 88,940,107

See Notes to Condensed Financial Statements

CPI AEROSTRUCTURES, INC.

CONDENSED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2012	2011	2012	2011
	(Unaudited)		(Unaudited)	
Revenue	$21,340,831	$16,607,638	$61,916,552	$50,043,470
Cost of sales	15,536,407	12,440,033	45,379,099	37,780,959
Gross profit	5,804,424	4,167,605	16,537,453	12,262,511
Selling, general and administrative expenses	1,615,888	1,525,386	5,290,999	5,408,273
Income from operations	4,188,536	2,642,219	11,246,454	6,854,238
Interest expense	163,099	111,177	486,679	216,331
Income before provision for income taxes	4,025,437	2,531,042	10,759,775	6,637,907
Provision for income taxes	1,068,000	726,000	3,187,000	1,894,000
Net income	2,957,437	1,805,042	7,572,775	4,743,907
Other comprehensive income (loss), net of tax				
Change in unrealized gain (loss)-interest rate swap	(1,490)	5,732	(33,826)	17,000
Comprehensive Income	$2,955,947	$1,810,774	$7,538,949	$4,760,907
Income per common share – basic	$0.35	$0.26	$1.01	$0.69
Income per common share – diluted	$0.35	$0.25	$0.99	$0.66
Shares used in computing income per common share:				
Basic	8,347,086	6,915,313	7,510,581	6,853,073
Diluted	8,476,691	7,158,715	7,684,508	7,138,081

See Notes to Condensed Financial Statements

CPI AEROSTRUCTURES, INC.

STATEMENTS OF SHAREHOLDERS' EQUITY

	CommonStock Shares	Amount	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
Balance at January 1, 2011	6,911,570	$6,912	$33,272,237	$12,417,924	$(981,226)	$(45,404)	$44,670,443
Net Income	----	----	----	4,743,907	----	----	4,743,907
Change in unrealized loss from interest rate swap	----	----	----	----	----	17,000	17,000
Common stock issued upon exercise of options	137,000	137	410,813	----	----	----	410,950
Stock compensation expense	----	----	963,913	----	----	----	963,913
Tax benefit from stock option plans	----	----	438,000	----			438,000
Treasury stock acquired	----	----	----	----	(159,000)	----	(159,000)
Balance at September 30,2011	7,048,570	7,049	35,084,963	17,161,831	(1,140,226)	(28,404)	$51,085,213
Balance at January 1, 2012	7,079,638	7,080	35,346,273	19,834,852	(1,140,226)	(21,772)	54,026,207
Net Income	----	----	----	7,572,775	----	----	7,572,775
Change in unrealized loss from interest rate swap	----	----	----	----	----	(33,826)	(33,826)
Common stock issued in share offering	1,195,750	1,195	13,322,499				13,323,694
Common stock issued upon exercise of options	196,078	196	1,224,319	----	----	----	1,224,515
Common stock issued as bonus	15,260	15	228,275	----	----	----	228,290
Stock compensation expense	----	----	382,657	----	----	----	382,657
Treasury stock retired	(133,257)	(133)	(1,140,093)	----	1,140,226	----	----
Balance at September 30, 2012	8,353,469	8,353	49,363,930	27,407,627	----	(55,598)	$76,724,312

See Notes to Condensed Financial Statements

CPI AEROSTRUCTURES, INC.

CONDENSED STATEMENTS OF CASH FLOWS

For the Nine Months Ended September 30,	2012	2011
Cash flows from operating activities:		
Net income	$7,572,775	$4,743,907
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	458,606	380,895
Deferred rent	58,750	(81,328)
Bad debts	(75,000)	----
Stock compensation	382,657	963,913
Deferred portion of provision for income taxes	(54,000)	(194,000)
Tax benefit of stock options	---	(438,000)
Changes in operating assets and liabilities:		
(Increase) decrease in accounts receivable	(4,498,170)	(3,035,261)
Increase in costs and estimated earnings in excess of billings on uncompleted contracts	(17,198,319)	(18,301,674)
(Increase) decrease in prepaid expenses and other assets	294,145	(32,661)
Increase (decrease) in accounts payable and accrued expenses	(3,460,951)	2,342,450
Increase (decrease) in income taxes payable	(1,078,708)	1,974,000
Net cash used in operating activities	(17,598,215)	(11,677,759)
Cash used in investing activities - purchase of plant and equipment	(709,111)	(742,904)
Cash flows from financing activities:		
Payments on long-term debt	(1,046,976)	(539,286)
Proceeds from long-term debt	4,500,000	----
Proceeds from line of credit	4,500,000	11,800,000
Payments on line of credit	(4,000,000)	---
Proceeds from exercise of stock options	1,225,515	251,950
Proceeds from sales of common stock	13,322,694	----
Tax benefit of stock options	---	438,000
Net cash provided by financing activities	18,501,233	11,950,664
Net increase (decrease) in cash	193,907	(469,999)
Cash at beginning of period	878,200	823,376
Cash at end of period	$1,072,107	$353,377
Supplemental disclosures of cash flow information:		
Non cash investing and financing activities:		

Equipment acquired under capital lease	$76,592	$575,542
Common stock issued for bonuses	$228,290	----
Cash paid during the period for:		
Interest	$517,709	$220,203
Income taxes	$4,394,778	$180,000

See Notes to Condensed Financial Statements

CPI AEROSTRUCTURES, INC.

NOTES TO CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

1. INTERIM FINANCIAL STATEMENTS

The condensed financial statements of CPI Aerostructures, Inc. (the "Company") as of September 30, 2012 and for the three and nine months ended September 30, 2012 and 2011 have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading.

The condensed balance sheet at December 31, 2011 has been derived from the audited financial statements at that date, but does not include all of the information and notes required by accounting principles generally accepted in the United States for complete financial statements. All adjustments that, in the opinion of management, are necessary for a fair presentation for the periods presented have been reflected as required by the SEC. Such adjustments are of a normal, recurring nature. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011. The results of operations for interim periods are not necessarily indicative of the operating results to be expected for the full year or any other interim period.

On January 1, 2012, the Company adopted the provisions of Accounting Standards Codification 220, "Comprehensive Income." The new guidance requires the Company to present Comprehensive Income either on one continuous statement of Income and Comprehensive Income, or on a separate Statement of Comprehensive Income. The new guidance does not change the computation of Net Income or Comprehensive Income.

The Company maintains its cash in two financial institutions. The balances are insured by the Federal Deposit Insurance Corporation. From time to time, the Company's balances may exceed these limits. As of September 30, 2012, the Company had approximately $289,000 of uninsured balances. The Company limits its credit risk by selecting financial institutions considered to be highly credit worthy.

2. STOCK-BASED COMPENSATION

The Company accounts for compensation expense associated with stock options based on the fair value of the options on the date of grant.

The Company's net income for both the three and nine months ended September 30, 2012 includes approximately zero and $383,000, respectively, of non-cash compensation expense related to the Company's stock options. The Company's net income for the three and nine months ended September 30, 2011 includes approximately $22,000 and $964,000, respectively, of non-cash compensation expense related to the Company's stock options. The non-cash compensation expense related to all of the Company's stock-based compensation arrangements is recorded as a component of selling, general and administrative expenses.

The estimated fair value of each option award granted was determined on the date of grant using the Black-Scholes option valuation model. The following weighted-average assumptions were used for the options granted during the three and nine months ended September 30, 2012 and 2011:

NOTES TO CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

	2012	2011
Risk-free interest rate	0.9%	2.1%
Expected volatility	102%	101%
Dividend yield	0%	0%
Expected option term	5 years	5 years

A summary of the status of the Company's stock option plans as of September 30, 2012 and changes during the nine months ended September 30, 2012 is as follows:

	Options	Weighted average Exercise Price	Weighted average remaining contractual term (in years)	Aggregate Intrinsic Value
Outstanding at beginning of period	695,000	$6.68		
Granted	40,517	11.87		
Exercised	(205,000)	6.65		
Outstanding and vested at end of period	530,517	$9.25	2.89	$1,224,146

Options to acquire 40,517 shares of common stock were granted on January 1, 2012 to members of our board of directors as part of their normal compensation.

During the nine months ended September 30, 2012, 170,000 stock options were exercised for cash resulting in proceeds to the Company of $1,121,700. During the same period an additional 10,000 options were exercised, pursuant to provisions of the stock option plan, where the Company received no cash and 4,589 shares of its common stock in exchange for the 10,000 shares issued in the exercise. The 4,589 shares that the Company received were valued at $69,095, the fair market value of the shares on the date of exercise. Lastly, an additional 25,000 options were exercised, pursuant to provisions of the stock option plan, for a combination of cash and common shares. The Company received $102,815 in cash and 4,333 shares in exchange for the 25,000 shares issued in this exercise. The 4,333 shares that the Company received were valued at $69,930, the fair market value of the shares on the date of exercise.

The intrinsic value of all options exercised during the nine months ended September 30, 2012 and 2011 was approximately $1,224,000 and $1,514,000, respectively.

3. DERIVATIVE INSTRUMENTS AND FAIR VALUE

Our use of derivative instruments has been to hedge interest rates. These derivative contracts are entered into with a financial institution. We do not use derivative instruments for trading purposes and we have procedures in place to monitor and control their use.

We record these derivative financial instruments on the condensed balance sheets at fair value. For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income (loss) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings.

Any ineffective portion of the gain or loss on the derivative instrument for a cash flow hedge is recorded in the results of operations immediately. For derivative instruments not designated as hedging instruments, the gain or loss is recognized in the results of operations immediately.

In October 2008 and March 2012, the Company entered into interest rate swaps with the objective of reducing our exposure to cash flow volatility arising from interest rate fluctuations associated with certain debt. The notional amount, maturity date, and currency of these contracts match those of the underlying debt. The Company has designated these interest rate swap contracts as cash flow hedges. The Company measures ineffectiveness by comparing the cumulative change in the forward contact with the cumulative change in the hedged item. No material ineffectiveness was recognized in the quarter ended September 30, 2012. As of September 30, 2012 and December 31, 2011, we had a net deferred loss associated with cash flow hedges of approximately $84,000 and $33,000, respectively, due to the interest rate swap which has been included in Other Liabilities.

As a result of the use of derivative instruments, the Company is exposed to risk that the counterparties may fail to meet their contractual obligations. Recent adverse developments in the global financial and credit markets could negatively impact the creditworthiness of our counterparties and cause one or more of our counterparties to fail to perform as expected. To mitigate the counterparty credit risk, we only enter into contracts with carefully selected major financial institutions based upon their credit ratings and other factors, and continually assess the creditworthiness of counterparties. To date, all counterparties have performed in accordance with their contractual obligations.

Fair Value

At September 30, 2012 and December 31, 2011, the fair values of cash, accounts receivable, accounts payable and accrued expenses approximated their carrying values because of the short-term nature of these instruments.

	September 30, 2012	
	Carrying Amount	Fair Value
Debt		
Short-term borrowings and long-term debt	$21,906,235	$21,906,235

	December 31, 2011	
	Carrying Amount	Fair Value
Debt		
Short-term borrowings and long-term debt	$17,876,619	$17,876,619

We estimated the fair value of debt using market quotes and calculations based on market rates.

The following table presents the fair values of those financial liabilities measured on a recurring basis as of September 30, 2012 and December 31, 2011:

		Fair Value Measurements September 30, 2012		
Description	Total	Quoted Prices in Active Markets for Identical assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest Rate Swap, net	$ 84,239	--	$ 84,239	--
Total	$ 84,239	--	$ 84,239	--

		Fair Value Measurements December 31, 2011		
Description	Total	Quoted Prices in Active Markets for Identical assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest Rate Swap, net	$32,988	--	$32,988	--
Total	$32,988	--	$32,988	--

The fair value of the Company's interest rate swaps was determined by comparing the fixed rate set at the inception of the transaction to the "replacement swap rate," which represents the market rate for an offsetting interest rate swap with the same notional amounts and final maturity date. The market value is then determined by calculating the present value interest differential between the contractual swap and the replacement swap.

As of September 30, 2012 and December 31, 2011, $84,239and $32,988, respectively, was included in Other Liabilities related to the fair value of the Company's interest rate swap, and $55,598 and $21,772, respectively, net of tax of $28,641 and $11,216, was included in Accumulated Other Comprehensive Loss.

4. COSTS AND ESTIMATED EARNINGS ON UNCOMPLETED CONTRACTS

Costs and estimated earnings in excess of billings on uncompleted contracts consist of:

	September 30, 2012		
	U.S Government	Commercial	Total
Costs incurred on uncompleted Contracts	$204,275,188	$37,127,946	$241,403,134
Estimated earnings	78,181,599	20,813,841	98,995,440
Sub-total	282,456,787	57,941,787	340,398,574
Less billings to date	205,883,663	38,306,230	244,189,893
Costs and estimated earnings in excess of billings on uncompleted contracts	$76,573,124	$19,635,557	$96,208,681

	December 31, 2011		
	U.S. Government	Commercial	Total
Costs incurred on uncompleted contracts	$162,233,699	$24,713,310	$186,947,009
Estimated earnings	72,883,505	15,029,802	87,913,307
Sub-total	235,117,204	39,743,112	274,860,316
Less billings to date	171,694,325	24,155,629	195,849,954
Costs and estimated earnings in excess of billings on uncompleted contracts	$63,422,879	$15,587,483	$79,010,362

U.S. Government Contracts includes contracts directly with the U.S. Government and Government subcontracts.

Revisions in the estimated gross profits on contracts and contract amounts are made in the period in which the circumstances requiring the revisions occur. During the nine months ended September 30, 2012 and 2011, the effect of such revisions in total estimated contract profits resulted in a decrease to the total gross profit to be earned on the contracts of approximately $1,000,000 and $2,600,000, respectively, from that which would have been reported had the revised estimates been used as the basis of recognition of contract profits in prior years.

Although management believes it has established adequate procedures for estimating costs to complete on uncompleted open contracts, it is possible that additional significant costs could occur on contracts prior to completion.

11

5. INCOME PER COMMON SHARE

Basic income per common share is computed using the weighted average number of shares outstanding. Diluted income per common share for the three and nine month period ended September 30, 2012 and 2011 is computed using the weighted-average number of shares outstanding adjusted for the incremental shares attributed to outstanding options to purchase common stock. Incremental shares of 410,000 and 450,517 were used in the calculation of diluted income per common share for the three and nine month period ended September 30, 2012. Incremental shares of 120,517 and 80,000 were not included in the diluted earnings per share calculations for the three and nine month period ended September 30, 2012, respectively, as their exercise price was in excess of the Company's average stock price for the respective period and, accordingly, these shares are not assumed to be exercised for the diluted earnings per share calculation, as they would be anti-dilutive. Incremental shares of 643,333 were used in the calculation of diluted income per common share in the three and nine months ended September 30, 2011. Incremental shares of 80,000 were not included in the diluted earnings per share calculations for the three and nine month period ended September 30, 2011 as their exercise price was in excess of the Company's average stock price for the respective period and, accordingly, these shares are not assumed to be exercise for the diluted earnings per share calculation, as they would be anti-dilutive.

6. LINE OF CREDIT

In August 2007, we entered into a revolving credit facility with Sovereign Bank (the "Sovereign Revolving Facility"), secured by all of our assets.

On May 26, 2010, the Company and Sovereign Bank entered into a third amendment to the Sovereign Revolving Facility increasing the existing revolving credit facility under the Credit Agreement (the "Credit Agreement") from an aggregate of $3.5 million to an aggregate of $4.0 million and extending the term of the revolving credit facility from August 2011 to August 2013. In addition, the interest rate on borrowings under the revolving credit facility was decreased to (i) the greater of 3.75% or 3.25% in excess of the LIBOR Rate or (ii) the greater of 3.75% or 0.50% in excess of Sovereign Bank's prime rate, as elected by the Company in accordance with the Credit Agreement.

On May 10, 2011, the Company entered into a fifth amendment to its credit agreement with Sovereign Bank, increasing the existing revolving credit facility from an aggregate of $4.0 million to an aggregate of $10.0 million and extending the term from August 2013 to August 2014. In addition, the interest rate of borrowings under the revolving credit facility will no longer be subject to a minimum rate of 3.75%.

On September 1, 2011, the Company entered into a sixth amendment to its credit agreement with Sovereign Bank, providing for a $3.0 million increase until November 30, 2011 of the existing revolving credit facility under the Credit Agreement, from an aggregate of $10.0 million to an aggregate of $13.0 million.

On November 29, 2011, the Company entered into a seventh amendment to its credit agreement with Sovereign Bank, which increased the revolving credit facility under the Credit Agreement from an aggregate of $13.0 million to an aggregate of $18.0 million and extended the term of earlier terminating revolving credit loans to August 2014. The Amendment also provides for a reduction in the interest rate of borrowings under the revolving credit facility to 2.75% in excess of the LIBOR rate or Sovereign Bank's prime rate, as elected by the Company in accordance with the Credit Agreement, a reduction in the commitment fee to a rate of 0.4% per annum on the average daily unused portion of the revolving credit commitment, commencing December 31, 2011 and the addition of a covenant to the Credit Agreement requiring that the Company maintain a ratio of Unsubordinated Liabilities to Capital Base, as such terms are defined in the Credit Agreement.

As of September 30, 2012, the Company was in compliance with all of the financial covenants, as amended, contained in the Credit Agreement and $16.6 million was outstanding under the Sovereign Revolving Facility.

7. LONG-TERM DEBT

On October 22, 2008, the Company obtained a $3.0 million term loan from Sovereign Bank to be amortized over five years (the "Sovereign Term Facility"). The Sovereign Term Facility bears interest at LIBOR (0.23% at September 30, 2012) plus 2.5% and is secured by all of the assets of the Company.

The terms and conditions of the Sovereign Revolving Facility are applicable to the Sovereign Term Facility.

Additionally, the Company and Sovereign Bank entered into a five-year interest rate swap agreement, in the notional amount of $3 million. Under the interest rate swap, the Company pays an amount to Sovereign Bank representing interest on the notional amount at a rate of 5.8% and receives an amount from Sovereign representing interest on the notional amount at a rate equal to the one-month LIBOR. The effect of this interest rate swap will be the Company paying a fixed interest rate of 5.8% over the term of the Sovereign Term Facility.

On March 9, 2012, the Company entered into an eighth amendment to its credit agreement with Sovereign Bank, which Amendment provides for an additional term loan from Sovereign in the principal amount of $4.5 million to be amortized over five years (the "Sovereign Term Facility 2"). The Sovereign Term Facility 2 shall be used by the Company to purchase tooling and equipment in connection with certain contracts. The Sovereign Term Facility 2 is subject to the same acceleration provision as the Revolving Credit Loans and the Sovereign Term Facility, which provision allows Sovereign, at its option, to declare all Loans and other outstanding amounts under the Credit Agreement as due and payable upon the occurrence of any Event of Default. The Amendment also requires a prepayment of the Sovereign Term Facility 2 upon the Company's receipt of a termination or cancellation payment in connection with the Designated Contracts in an amount equal to the lesser of 50% of such payment or the outstanding principal balance of the Sovereign Term Facility 2.

Pursuant to the terms of the ISDA 2002 Master Agreement and Schedule between Sovereign and the Company, dated October 22, 2008, the Company also entered into a five-year interest rate swap agreement in the notional amount of \$4.5 million. Under the Interest Rate Swap, the Company pays an amount to Sovereign representing interest on the notional amount at a fixed rate of 4.11% and receives an amount from Sovereign representing interest on the notional amount at a rate equal to the one month LIBOR rate plus 300 basis points. The effect of this Interest Rate Swap will be the Company paying a fixed interest rate of 4.11% over the term of the Sovereign Term Facility 2.

NOTES TO CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

The maturities of long-term debt are as follows:

Twelve months ending September 30,	
2013	1,724,265
2014	1,141,277
2015	964,114
2016	950,015
2017	526,564
	$5,306,235

In addition to the Sovereign Term Facilities, included in long-term debt are capital leases and notes payable of $481,236, including a current portion of $224,265.

8. MAJOR CUSTOMERS

During the nine months ended September 30, 2012 and 2011, 8% and 10%, respectively, of revenue was directly from the U.S. Government. In addition, during the nine months ended September 30, 2012, the Company's three largest commercial customers accounted for 34%, 18% and 16% of revenue, respectively. During the nine months ended September 30, 2011, the Company's three largest commercial customers accounted for 31%, 30% and 13% of revenue, respectively.

At September 30, 2012 and December 31, 2011, 4.5% and 7.5% of Costs and Estimated Earnings in Excess of Billings on Uncompleted Contracts, respectively, were from the U.S. Government.

At September 30, 2012, 42%, 22%, 15% and 11% of Costs and Estimated Earnings in Excess of Billings on Uncompleted Contracts were from four largest commercial customers. At December 31, 2011, 40%, 21%, 15% and 13% of Cost and Estimated Earnings in Excess of Billings on Uncompleted Contracts were from the Company's four largest commercial customers.

At September 30, 2012, 33%, 29% and 22% of our accounts receivable were from our three largest commercial customers. At December 31, 2011, 36%, 34% and 12% of accounts receivable were from our three largest commercial customers.

9. EQUITY

On June 13, 2012, the Company sold 1,000,000 shares of common stock at a sales price of $12 per share, upon the closing of an underwritten stock offering. Roth Capital Partner, LLC acted as representative of the several underwriters (the "Underwriters"). The gross proceeds of the offering were $12 million and net proceeds, after deducting the Underwriters' fees and estimated offering expenses were approximately $11.1 million. The Company used $3 million of the net proceeds to repay a portion of the Sovereign Revolving Facility.

On July 3, 2012, the Underwriters exercised their over-allotment option whereby the Company sold an additional 195,750 common shares at a price of $12 per share. The Company's net proceeds were approximately $2.2 million after deducting Underwriters' fees and estimated offering expenses. The Company used $1 million of the net proceeds to repay a portion of the Sovereign Revolving Facility.

Item 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the Company’s Condensed Financial Statements and notes thereto contained in this report.

Forward Looking Statements

When used in this Form 10-Q and in future filings by us with the Securities and Exchange Commission, the words or phrases “will likely result,” “management expects” or “we expect,” “will continue,” “is anticipated,” “estimated” or si expressions are intended to identify “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Readers are cautioned not to place undue reliance on any such forward-looking statements, each of which speaks only as of the date made. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. The risks are included in Item 1A - Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2011 and Item 2 Management’s Discussion and Analysis of Financial Condition and Results of Operations included in this Form 10-Q. We have no obligation to publicly release the result of any revisions which may be made to any forward-looking statements to reflect anticipated or unanticipated events or circumstances occurring after the date of such statements.

Business Operations

We are engaged in the contract production of structural aircraft parts principally for the U.S. Air Force and other branches of the U.S. armed forces, either as a prime contractor or as a subcontractor to other defense prime contractors. CPI Aero also acts as a subcontractor to prime aircraft manufacturers in the production of commercial aircraft parts. Our strategy for growth has been focused primarily as a subcontractor for defense prime contractors. Due to our success as a subcontractor to defense prime contractors we have pursued opportunities to increase our commercial subcontracting business.

Marketing and New Business

From the beginning of the current fiscal year through November 3, 2012, we received approximately $63.9 million of new contract awards, which included approximately $0.4 million of government prime contract awards, approximately $63.0 million of government subcontract awards and approximately $0.5 million of commercial subcontract awards, compared to a total of $81.5 million of new contract awards, of all types, in the same period last year.

Included in new contract awards are:

- A $12.7 million purchase order from Boeing for assemblies on the A-10 aircraft.

- A $10.7 million order from Goodrich Corporation for the supply of structural aerospace assemblies. In addition, we will have, for the first time in our history, design authority for design modifications to the structure it is manufacturing.

- A $18.8 million long term agreement with Sikorsky to manufacture gunner window assemblies for the BLACK HAWK helicopter.

We have approximately $958 million in formalized bids outstanding as of November 4, 2012 and continue to make bids on contracts on a weekly basis. Unawarded solicitations include two bids totaling approximately $647 million to an international aerospace company for work on the Boeing 787. While we cannot predict the probability of obtaining or the timing of awards, some of these outstanding proposals are significant in amount.

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

While historically our direct U.S. Government work has typically ranged from six months to two years, our major subcontract awards for the E-2D, A-10 and G650 average a 7 year life. Except in cases where contract terms permit us to bill on a progress basis, we must incur upfront costs in producing assemblies, amortize the costs and bill our customers upon delivery. Because of the upfront costs incurred, the timing of our billings and the nature of the percentage-of-completion method of accounting described below, there can be a significant disparity between the periods in which (a) costs are expended, (b) revenue and earnings are recorded and (c) cash is received.

Critical Accounting Policies

Revenue Recognition

We recognize revenue from our contracts over the contractual period under the percentage-of-completion ("POC") method of accounting. Under the POC method of accounting, sales and gross profit are recognized as work is performed based on the relationship between actual costs incurred and total estimated costs at the completion of the contract. Recognized revenues that will not be billed under the terms of the contract until a later date are recorded as an asset captioned "Costs and estimated earnings in excess of billings on uncompleted contracts." Contracts where billings to date have exceeded recognized revenues are recorded as a liability captioned "Billings in excess of costs and estimated earnings on uncompleted contracts." Changes to the original estimates may be required during the life of the contract. Estimates are reviewed monthly and the effect of any change in the estimated gross margin percentage for a contract is reflected in cost of sales in the period the change becomes known. The use of the POC method of accounting involves considerable use of estimates in determining revenues, costs and profits and in assigning the amounts to accounting periods. As a result, there can be a significant disparity between earnings (both for accounting and tax purposes) as reported and actual cash received by us during any reporting period. We continually evaluate all of the issues related to the assumptions, risks and uncertainties inherent with the application of the POC method of accounting; however, we cannot assure you that our estimates will be accurate. If our estimates are not accurate or a contract is terminated, we will be forced to adjust revenue in later periods. Furthermore, even if our estimates are accurate, we may have a shortfall in our cash flow and we may need to borrow money, or seek access to other forms of liquidity, to fund our work in process or to pay taxes until the reported earnings materialize as actual cash receipts.

16

Item2 – Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

Revenue

Revenue for the three months ended September 30, 2012 was $21,340,831 compared to $16,607,638 for the same period last year, representing an increase of $4,733,193 or 28.5%. For the nine months ended September 30, 2012, revenue was $61,916,552 compared to $50,043,470 for the same period last year, representing an increase of $11,873,082 or 23.7%.

We generate revenue from government contracts for which we act as a prime contractor or as a subcontractor as well as from commercial contracts. Revenue generated from prime government contracts for the nine months ended September 30, 2012 was $5,218,254 compared to $4,999,825 for the nine months ended September 30, 2011, an increase of $218,429 or 4.4%. This increase was predominately the result of increased revenue on the C-5 TOP contract in 2012.

Revenue generated from government subcontracts for the nine months ended September 30, 2012 was $38,499,624 compared to $38,180,940 for the nine months ended September 30, 2011, an increase of $318,684 or 0.8%.

Revenue generated from commercial contracts was $18,198,674 for the nine months ended September 30, 2012 compared to $6,862,705 for the nine months ended September 30, 2011, an increase of $11,335,969 or 165.2%. The majority of the increase in revenue from commercial customers was related to increases in production of leading edges for the Gulfstream G650 ($11.3 million) and preliminary work for Honda ($2.7 million) on the production of flaps and inlets for the HondaJet Advanced Light Jet.

Inflation historically has not had a material effect on our operations.

Gross Profit

Gross profit for the three months ended September 30, 2012 was $5,804,424 compared to $4,167,605 for the three months ended September 30, 2011, an increase of $1,636,819. As a percentage of revenue, gross profit for the three months ended September 30, 2012 was 27.2% compared to 25.1% for the same period last year. Gross profit for the nine months ended September 30, 2012 was $16,537,453 compared to $12,262,511 for the nine months ended September 30, 2011, an increase of $4,274,942. As a percentage of revenue, gross profit for the nine months ended September 30, 2012 was 26.7% compared to 24.5% for the same period last year. Our gross margin percentage for the nine months ended September 30, 2012 was in line with our expected gross margin percentage of 25%-27%.

We expect our gross margin for the full year to fall within our expected range of 25%-27%.

Item2 – Management's Discussion and Analysis of Financial Condition and
Results of Operations

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the three months ended September 30, 2012 were $1,615,888 compared to $1,525,386 for the three months ended September 30, 2011, an increase of $90,502, or 5.9%.

For the nine months ended September 30, 2012, selling, general and administrative expenses were $5,290,999, not materially different from the $5,408,273 for the same period last year, a decrease of $117,274 or 2.2%.

The decreases are in line with the Company's expectations for the periods.

Income Before Provision for Income Taxes

Income before provision for income taxes for the three months ended September 30, 2012 was $4,025,437 compared to $2,531,042 for the same period last year, an increase of $1,494,395. For the nine months ended September 30, 2012, income before provision for income taxes was $10,759,775 compared to $6,637,907 for the same period last year, an increase of $4,121,868.

Provision for Income Taxes

Provision for income taxes was $1,068,000 for the three months ended September 30, 2012, or 27% of pre-tax income, compared to $726,000 or 29% of pre-tax income for the three months ended September 30, 2011. Provision for income taxes was $3,187,000 for the nine months ended September 30, 2012, or 30% of pre-tax income compared to $1,894,000 or 29% or pre-tax income for the nine months ended September 30, 2011. The provision for income taxes as a percentage of pre-tax income was below the statutory rate of 34% because in 2011 the Company began taking a deduction for domestic production activity which results in approximately a 2%-3% tax savings. In addition, the exercise of non-qualified stock options results in a tax savings of an additional 2%-3%.

Item2 – Management's Discussion and Analysis of Financial Condition and Results of Operations

Net Income

Net income for the three months ended September 30, 2012 was $2,957,437, or $0.35 per basic share, compared to net income of $1,805,042, or $0.26 per basic share, for the same period last year. Net income for the nine months ended September 30, 2012 was $7,572,775, or $1.01 per basic share, compared to net income of $4,743,907, or $0.69 per basic share, for the same period last year. Diluted income per share for the three months ended September 30, 2012 was $0.35, calculated utilizing 8,476,691 average shares outstanding. Diluted income per share for the nine months ended September 30, 2012 was $0.99, calculated utilizing 7,684,508 average shares outstanding.

Liquidity and Capital Resources

General

At September 30, 2012, we had working capital of $77,318,207 compared to $52,186,436 at December 31, 2011, an increase of $25,131,771, or 48.2%.

On June 13, 2012, the Company sold 1,000,000 shares of common stock at a sales price of $12 per share, upon the closing of an underwritten stock offering. Roth Capital Partner, LLC acted as representative of the several underwriters (the "Underwriters"). The gross proceeds of the offering were $12 million and net proceeds, after deducting the Underwriters' fees and estimated offering expenses were approximately $11.1 million. The Company used $3 million of the net proceeds to repay a portion of the Sovereign Revolving Facility.

On July 3, 2012, the Underwriters exercised their over-allotment option whereby the Company sold an additional 195,750 common shares at a price of $12 per share. The Company's net proceeds were approximately $2.2 million after deducting Underwriters' fees and estimated offering expenses. The Company used $1 million of the net proceeds to repay a portion of the Sovereign Revolving Facility.

Cash Flow

A large portion of our cash is used to pay for materials and processing costs associated with contracts that are in process and which do not provide for progress payments. Contracts that permit us to bill on a progress basis must be classified as “on time” for us to apply for progress payments. Costs for which we are not able to bill on a progress basis are components of “Costs and estimated earnings in excess of billings on uncompleted contracts” on our condensed balance sheets and represent the aggregate costs and related earnings for uncompleted contracts for which the customer has not yet been billed. These costs and earnings are recovered upon shipment of products and presentation of billings in accordance with contract terms.

Because the POC method of accounting requires us to use estimates in determining revenue, costs and profits and in assigning the amounts to accounting periods, there can be a significant disparity between earnings (both for accounting and tax purposes) as reported and actual cash that we receive during any reporting period. Accordingly, it is possible that we may have a shortfall in our cash flow and may need to borrow money, or to raise additional capital, until the reported earnings materialize into actual cash receipts.

At September 30, 2012, we had a cash balance of $1,072,107 compared to $878,200 at December 31, 2011.

Our costs and estimated earnings in excess of billings increased by approximately $17.2 million during the nine months ended September 30, 2012. The Boeing A-10 contract accounted for approximately $7.0 million of this increase. Although this contract does provide for milestone billings, the program has reached the end of the milestone billing phase and as such we are no longer able to invoice this program on a progress basis. Additionally, Boeing has made engineering changes to parts under contract with us. We have not yet completed pricing negotiations related to these changes. We are contractually obligated to continue production on these parts, however we are not able to invoice for the expected full value until price negotiations are completed.

Because of our high growth rate, in order to perform on new programs, such as the recently announced Goodrich and Embraer programs, we may be required to expend up-front costs that may have to be amortized over a portion of production units. In the case of significant program delays and/or program cancellations, we could be required to bear impairment charges which may be material, for costs that are not recoverable. Such charges and the loss of up-front costs could have a material impact on our liquidity.

We continue to work to obtain better payment terms with our customers, including accelerated progress payment arrangements, as well as exploring alternative funding sources.

Credit Facilities

Line of Credit

In August 2007, we entered into a revolving credit facility with Sovereign Bank (the "Sovereign Revolving Facility"), secured by all of our assets.

On May 26, 2010, the Company entered into a third amendment to its credit agreement with Sovereign Bank increasing the existing revolving credit facility under the Credit Agreement (the "Credit Agreement") from an aggregate of $3.5 to an aggregate of $4.0 and extending the term of the revolving credit facility from August 2011 to August 2013. In addition, the interest rate on borrowings under the revolving credit facility was decreased to (i) the greater of 3.75% or 3.25% in excess of the LIBOR Rate or (ii) the greater of 3.75% or 0.50% in excess of Sovereign Bank's prime rate, as elected by the Company in accordance with the Credit Agreement.

On May 10, 2011, the Company entered into a fifth amendment to its credit agreement with Sovereign Bank, increasing the existing revolving credit facility from an aggregate of $4.0 million to an aggregate of $10.0 million and extending the term from August 2013 to August 2014. In addition, the interest rate of borrowings under the revolving credit facility will no longer be subject to a minimum rate of 3.75%.

On September 1, 2011, the Company entered into a sixth amendment to its credit agreement with Sovereign Bank providing for a $3.0 million increase until November 30, 2011 of the existing revolving credit facility under the Credit Agreement, from an aggregate of $10.0 million to an aggregate of $13.0 million.

On November 29, 2011, the Company entered into a seventh amendment to the Sovereign Revolving Facility which increased the existing revolving credit facility from an aggregate of $13.0 million to an aggregate of $18.0 million and extended the term of earlier terminating revolving credit loans to August 2014. The Amendment also provides for a reduction in the interest rate of borrowings under the revolving credit facility to 2.75% in excess of the LIBOR rate or Sovereign Bank's prime rate, as elected by the Company in accordance with the Credit Agreement, a reduction in the commitment fee to a rate of 0.4% per annum on the average daily unused portion of the revolving credit commitment, commencing December 31, 2011 and the addition of a covenant to the Credit Agreement requiring that the Company maintain a ratio of Unsubordinated Liabilities to Capital Base, as such terms are defined in the Credit Agreement.

As of September 30, 2012, we were in compliance with all of the financial covenants contained in the Credit Agreement, as amended, and $16.6 million was outstanding under the Sovereign Revolving Facility.

Term Loan

On October 22, 2008, we obtained a $3.0 million term loan from Sovereign Bank to be amortized over five years (the "Sovereign Term Facility"). The Sovereign Term Facility bears interest at LIBOR plus 2.5% and is secured by all of our assets.

The terms and conditions of the Sovereign Revolving Facility are applicable to the Sovereign Term Facility.

Additionally, the Company and Sovereign Bank entered into a five-year interest rate swap agreement, in the notional amount of $3.0 million. Under the interest rate swap, the Company pays an amount to Sovereign Bank representing interest on the notional amount of 5.8% and receives an amount from Sovereign representing interest on the notional amount at a rate equal to the one-month LIBOR plus 2.5%. The effect of this interest rate swap will be the Company paying a fixed interest rate of 5.8% over the term of the Sovereign Term Facility.

On March 9, 2012, the Company entered into an eighth amendment to its credit agreement with Sovereign Bank which provides for an additional term loan from the Sovereign in the principal amount of $4.5 to be amortized over five years (the "Sovereign Term Facility 2"). The Sovereign Term Facility 2 shall be used by the Company to purchase tooling and equipment in connection with certain contracts. The Sovereign Term Facility 2 is subject to the same acceleration provision as the Revolving Credit Loans and Sovereign Term Facility, which provision allows the Sovereign, at its option, to declare all Loans and other outstanding amounts under the Credit Agreement as due and payable upon the occurrence of any Event of Default. The Amendment also requires a prepayment of the Sovereign Term Facility 2 upon the Company's receipt of a termination or cancellation payment in connection with the Designated Contracts in an amount equal to the lesser of 50% of such payment or the outstanding principal balance of the Sovereign Term Facility 2.

Pursuant to the terms of the ISDA 2002 Master Agreement and Schedule between Sovereign and the Company, dated October 22, 2008, the Registrant also entered into a five-year interest rate swap agreement in the notional amount of $4.5 million. Under the Interest Rate Swap, the Company pays an amount to the Sovereign representing interest on the notional amount at a fixed rate of 4.11% and receives an amount from Sovereign representing interest on the notional amount at a rate equal to the one month LIBOR rate plus 300 basis points. The effect of this Interest Rate Swap will be the Company paying a fixed interest rate of 4.11% over the term of the Sovereign Term Facility 2.

Contractual Obligations

For information concerning our contractual obligations, see "Contractual Obligations" under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the year ended December 31, 2011

Item 3 – Quantitative and Qualitative Disclosure About Market Risk

Market risk represents the risk of loss that may impact our financial position, results of operations or cash flows. We are exposed to market risk primarily due to fluctuations in the interest rates.

Item 4 – Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company's management has established disclosure controls and procedures designed to ensure that information it is required to disclose in the reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within time periods specified in the Securities and Exchange Commission rules and forms. Such disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information the Company is required to disclose in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management to allow timely decisions regarding required disclosure.

Based on an evaluation of the Company's disclosure controls and procedures as of September 30, 2012 made by management, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Exchange Act) were effective as of September 30, 2012.

Changes in Internal Control Over Financial Reporting

No change in our internal control over financial reporting occurred during the quarter ended September 30, 2012 that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

Part II: Other Information

Item 1 – Legal Proceedings

None.

Item 1A – Risk Factors

Material risks related to our business, financial condition and results of operations are disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2011, as filed with the SEC on March 14, 2012. Except as set forth below, there have been no material changes to such risk factors. The risk factors disclosed in our Annual Report, in addition to the risk factor disclosed below, should be carefully considered in evaluating our business because such factors may have a significant impact on our business, operating results, liquidity and financial condition.

We face risks relating to government contracts.

The funding of U.S. Government programs is subject to congressional budget authorization and appropriation processes. For many programs, Congress appropriates funds on a fiscal year basis even though a program may extend over several fiscal years. Consequently, programs are often only partially funded initially and additional funds are committed only as Congress makes further appropriations. We cannot predict the extent to which total funding and/or funding for individual programs will be included, increased or reduced in budgets approved by Congress or be included in the scope of separate supplemental appropriations. In the event that appropriations for any of our programs becomes unavailable, or is reduced or delayed, our contract or subcontract under such program may be terminated or adjusted by the U.S. Government, which could have a material adverse effect on our future sales under such program, and on our financial position, results of operations, or cash flows.

The impact, severity and duration of the current U.S. economic situation, the sweeping economic plans adopted by the U.S. Government, and pressures on the federal budget could also adversely affect the total funding and/or funding for individual programs. The U.S. Government has been unable to reach agreement on budget reduction measures required by the Budget Control Act of 2011 (the "Budget Act") passed by Congress. Unless Congress and the Administration take action, the Budget Act will trigger automatic reductions in both defense and discretionary spending in January 2013 (commonly known as “sequestration”). While the impact of sequestration is yet to be determined, automatic across-the-board cuts would approximately double the $487 billion top-line reduction already reflected in the defense funding over a ten-year period, with a $52 billion reduction occurring in the government’s fiscal year 2013. The resulting automatic across-the-board budget cuts by sequestration would have significant adverse consequences for our industry. If sequestration is implemented, funding for programs in which we participate may be reduced, delayed or cancelled, which could have a material adverse effect on our business, financial condition and results of operations.

We also cannot predict the impact of potential changes in priorities due to military transformation and planning and/or the nature of war-related activity on existing, follow-on or replacement programs. A shift of government priorities to programs in which we do not participate and/or reductions in funding for or the termination of programs in which we do participate, unless offset by other programs and opportunities, could have a material adverse effect on our financial position, results of operations, or cash flows.

In addition, the U.S. Government generally has the ability to terminate contracts, in whole or in part, without prior notice, for convenience or for default based on performance. In the event of termination for the U.S. Government's convenience, contractors are generally protected by provisions covering reimbursement for costs incurred on the contracts and profit on those costs but not the anticipated profit that would have been earned had the contract been completed. Termination by the U.S. Government of a contract for convenience could also result in the cancellation of future work on that program. Termination by the U.S. Government of a contract due to our default could require us to pay for re-procurement costs in excess of the original contract price, net of the value of work accepted from the original contract. Termination of a contract due to our default may expose us to liability and could have a material adverse effect on our ability to compete for contracts.

Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3 – Defaults Upon Senior Securities

None.

Item 4 – Mine Safety Discosures

Not applicable.

Item 5 – Other Information

None.

Item 6 – Exhibits

Exhibit 31.1	Section 302 Certification by Chief Executive Officer and President
Exhibit 31.2	Section 302 Certification by Chief Financial Officer (Principal Accounting Officer)
Exhibit 32	Section 906 Certification by Chief Executive Officer and Chief Financial Officer
Exhibit 101	The following financial information from CPI Aerostructures, Inc Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012 formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Balance Sheet, (ii) the Condensed Income Statements, (iii) the Condensed Statement of Shareholder Equity, (iv) the Condensed Statements of Cash Flows, and (v) the Notes to the Condensed Financial Statements

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.

CPI AEROSTRUCTURES, INC.

Dated: November 9, 2012	By./s/ Edward J. Fred Edward J. Fred Chief Executive Officer and President
Dated: November 9, 2012	By./s/ Vincent Palazzolo Vincent Palazzolo Chief Financial Officer (Principal Accounting Officer)