BLONDER TONGUE LABORATORIES INC
Form 10-Q
May 15, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2017.

OR

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM ______ TO _______.

Commission file number 1-14120

BLONDER TONGUE LABORATORIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**52-1611421**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

One Jake Brown Road, Old Bridge, New Jersey	**08857**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(732) 679-4000**

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 x No ¨

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 (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes 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 definition of "accelerated filer," "large accelerated filer" "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company x
Emerging growth company ¨	

If an emerging growth company, indicated by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Number of shares of common stock, par value $.001, outstanding as of May 6, 2017: 8,121,835

The Exhibit Index appears on page 15.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

BLONDER TONGUE LABORATORIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except per share data)

	(unaudited) March 31, 2017	December 31, 2016
Assets		
Current assets:		
Cash	$ 543	$ 468
Accounts receivable, net of allowance for doubtful accounts of $180	2,354	2,273
Inventories	5,098	5,064
Prepaid and other current assets	436	275
Total current assets	8,431	8,080
Inventories, net of current and reserves	894	991
Property, plant and equipment, net of accumulated depreciation and amortization	3,211	3,279
License agreements, net	84	117
Intangible assets, net	1,569	1,612
Goodwill	493	493
Other assets	416	428
	$ 15,098	$ 15,000
Liabilities and Stockholders' Equity		
Current liabilities:		
Line of credit	$ 2,046	$ 2,120
Current portion of long-term debt	246	228
Accounts payable	1,350	1,390
Derivative liability	-	260
Accrued compensation	295	320
Accrued benefit pension liability	101	101
Other accrued expenses	319	197
Total current liabilities	4,357	4,616
Subordinated convertible debt with related parties	570	376
Long-term debt, net of current portion	3,273	3,335
Deferred income taxes	139	139
Total liabilities	8,339	8,466
Commitments and contingencies	-	-

Stockholders' equity:		
Preferred stock, $.001 par value; authorized 5,000 shares; No shares outstanding	-	-
Common stock, $.001 par value; authorized 25,000 shares, 8,465 shares Issued, 8,122 shares outstanding	8	8
Paid-in capital	26,613	26,132
Accumulated deficit	(17,435)	(17,179)
Accumulated other comprehensive loss	(1,278)	(1,278)
Treasury stock, at cost, 342 shares	(1,149)	(1,149)
Total stockholders' equity	6,759	6,534
	$ 15,098	$ 15,000

See accompanying notes to unaudited condensed consolidated financial statements

BLONDER TONGUE LABORATORIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

(unaudited)

	Three Months Ended March 31,	
	2017	2016
Net sales	$5,973	$5,943
Cost of goods sold	3,572	3,735
Gross profit	2,401	2,208
Operating expenses:		
Selling	679	652
General and administrative	928	1,063
Research and development	628	693
	2,235	2,408
Earnings (loss) from operations	166	(200)
Other expense -net	(280)	(88)
Change in derivative liability	(142)	-
Loss before income taxes	(256)	(288)
Provision for income taxes	-	-
Net loss	$(256)	$(288)
Basic and diluted net loss per share	$(0.03)	$(0.04)
Basic and diluted weighted average shares outstanding	8,122	6,765

See accompanying notes to unaudited condensed consolidated financial statements.

BLONDER TONGUE LABORATORIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(unaudited)

	Three Month Ended March 31,					
	2017			2016		
Cash Flows From Operating Activities:						
Net loss	$	(256	)	$	(288	)
Adjustments to reconcile net loss to cash provided by (used in) operating activities:						
Stock compensation expense		79			45	
Depreciation		86			120	
Amortization		101			144	
(Reversal of) provision for inventory reserves		(48	)		48	
Non cash interest expense		194			6	
Change in derivative liability		142			-	
Changes in operating assets and liabilities:						
Accounts receivable		(81	)		(719	)
Inventories		111			109	
Prepaid and other current assets		(161	)		(161	)
Other assets		12			-	
Accounts payable, accrued compensation and other accrued expenses		57			679	
Net cash provided by (used in)		236			(17	)

operating activities				
Cash Flows From Investing Activities:				
Capital expenditures		(18)		(2)
Acquisition of licenses		(25)		(4)
Net cash used in investing activities		(43)		(6)
Cash Flows From Financing Activities:				
Net (repayments) borrowings of line of credit		(74)		190
Borrowings from related parties		-		400
Repayments of debt		(44)		(63)
Net cash (used in) provided by financing activities		(118)		527
Net increase in cash		75		504
Cash, beginning of period		468		9
Cash, end of period	$	543	$	513
Supplemental Cash Flow Information:				
Cash paid for interest	$	57	$	76
Cash paid for income taxes	$	-	$	-

See accompanying notes to unaudited condensed consolidated financial statements.

BLONDER TONGUE LABORATORIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share data)

(unaudited)

Note 1 – Company and Basis of Consolidation

Blonder Tongue Laboratories, Inc. (together with its consolidated subsidiaries, the "**Company**") is a technology-development and manufacturing company that delivers television signal encoding, transcoding, digital transport, and broadband product solutions to the cable markets the Company serves, including the multi-dwelling unit market, the lodging/hospitality market and the institutional market including, hospitals, prisons and schools, primarily throughout the United States and Canada. The consolidated financial statements include the accounts of Blonder Tongue Laboratories, Inc. and its wholly-owned subsidiaries. Significant intercompany accounts and transactions have been eliminated in consolidation.

The unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles (**"GAAP"**) for interim financial information, the instructions to Form 10-Q and Article 8 of Regulation S-X. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments, consisting primarily of normal recurring accruals, necessary for a fair presentation. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP for complete financial statements have been condensed or omitted pursuant to Securities and Exchange Commission ("**SEC**") rules and regulations. These financial statements should be read in conjunction with the financial statements and notes thereto that were included in the Company's annual report on Form 10-K for the year ended December 31, 2016. Operating results for the three months ended March 31, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017.

Note 2 – Summary of Significant Accounting Policies

(a) *Use of Estimates*

The preparation of financial statements in conformity with GAAP 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 date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company's significant estimates include stock compensation and reserves related to accounts receivable, inventory and deferred tax assets. Actual results could differ from those estimates.

(b) Derivative Financial Instruments

The Company evaluates its convertible instruments to determine if those contracts or embedded components of those contracts qualify as derivative financial instruments to be separately accounted for in accordance with Topic 815 of the Financial Accounting Standards Board ("**FASB**") Accounting Standards Codification (**"ASC**"). The accounting treatment of derivative financial instruments requires that the Company record the embedded conversion option at its fair value as of the inception date of the agreement and at fair value as of each subsequent balance sheet date. Any change in fair value is recorded as non-operating, non-cash income or expense for each reporting period at each balance sheet date. The Company reassesses the classification of its derivative instruments at each balance sheet date. If the classification changes as a result of events during the period, the contract is reclassified as of the date of the event that caused the reclassification.

The Black-Scholes Model (which approximates the Binomial Lattice Model) was used to estimate the fair value of the conversion options that is classified as a derivative liability on the condensed consolidated balance sheets (See Note 6). The model includes subjective input assumptions that can materially affect the fair value estimates. The expected volatility is estimated based on the most recent historical period of time equal to the weighted average life of the conversion options.

Conversion options are recorded as a discount to the host instrument and are amortized as interest expense over the life of the underlying instrument.

BLONDER TONGUE LABORATORIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share data)

(unaudited)

(c) Fair Value of Financial Instruments

The Company measures fair value of its financial assets on a three-tier value hierarchy, which prioritizes the inputs, used in the valuation methodologies in measuring fair value:

Level 1 – Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
Level 2 – Other inputs that are directly or indirectly observable in the marketplace.
Level 3 – Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The derivative liability is measured at fair value using quoted market prices and estimated volatility factors based on historical quoted market prices for the Company’s common stock, and is classified within Level 3 of the valuation hierarchy.

(d) Earnings (loss) Per Share

Earnings (loss) per share is calculated in accordance with ASC Topic 260 “Earnings Per Share,” which provides for the calculation of “basic” and “diluted” earnings (loss) per share. Basic earnings (loss) per share includes no dilution and is computed by dividing net earnings by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share reflect, in periods in which they have a dilutive effect, the effect of potential issuances of common shares. The diluted share base excludes incremental shares related to stock options, restricted stock and convertible debt of 1,467 and 1,924 for the three-month periods ended March 31, 2017 and 2016, respectively. These shares were excluded due to their antidilutive effect.

Note 3 – New Accounting Pronouncements

In May 2014, the FASB issued *ASU 2014-09*, *Revenue from Contracts with Customers (Topic 606).* This ASU is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. In August 2015, FASB issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, which deferred the effective date of ASU 2014-09 to reporting periods beginning after December 15, 2017, with early adoption permitted for reporting periods beginning after December 15, 2016. Subsequently, FASB issued ASUs in 2016 containing implementation guidance related to ASU 2014-09, including: ASU 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, which is intended to improve the operability and understandability of the implementation guidance on principal versus agent considerations; ASU 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing*, which is intended to clarify two aspects of Topic 606: identifying performance obligations and the licensing implementation guidance; and ASU 2016-12, *Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients*, which contains certain provision and practical expedients in response to identified implementation issues. The Company is planning to adopt ASU 2014-09 and related ASUs on January 1, 2018. Companies may use either a full retrospective or a modified retrospective approach to adopt these ASUs. The Company is currently evaluating these ASUs, including which transition approach to use.

BLONDER TONGUE LABORATORIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share data)

(unaudited)

Note 4 – Inventories

Inventories net of reserves are summarized as follows:

	March 31, 2017	December 31, 2016
Raw Materials	$3,607	$4,001
Work in process	1,985	1,860
Finished Goods	3,221	4,143
	8,813	10,004
Less current inventory	(5,098)	(5,064)
	3,715	4,940
Less reserve for slow moving and excess inventory	(2,821)	(3,949)
	$894	$991

Inventories are stated at the lower of cost, determined by the first-in, first-out ("FIFO") method, or net realizable value.

The Company periodically analyzes anticipated product sales based on historical results, current backlog and marketing plans. Based on these analyses, the Company anticipates that certain products will not be sold during the next twelve months. Inventories that are not anticipated to be sold in the next twelve months, have been classified as non-current.

Approximately 68% of the non-current inventories were comprised of finished goods at both March 31, 2017 and December 31, 2016. The Company has established a program to use interchangeable parts in its various product offerings and to modify certain of its finished goods to better match customer demands. In addition, the Company has instituted additional marketing programs to dispose of the slower moving inventories.

The Company continually analyzes its slow-moving and excess inventories. Based on historical and projected sales volumes for finished goods, historical and projected usage of raw materials and anticipated selling prices, the Company establishes reserves. Inventory that is in excess of current and projected use is reduced by an allowance to a level that approximates its estimate of future demand. Products that are determined to be obsolete are written down to net realizable value.

Note 5 – Debt

On December 28, 2016, the Company entered into a Loan and Security Agreement (the "**Sterling Agreement**") with Sterling National Bank ("**Sterling**"). The Sterling Agreement provides the Company with a credit facility in an aggregate amount of $8,500 (the "**Sterling Facility**") consisting of a $5,000 asset-based revolving line of credit (the "**Revolver**") and a $3,500 amortizing term loan (the "**Term Loan**"). The Sterling Facility matures in December 2019. Interest on the Revolver is variable, based upon the 30-day LIBOR rate (0.98% at March 31, 2017) plus a margin of 4.00%. Interest on the Term Loan also is variable, based upon the 30-day LIBOR rate (0.98% at March 31, 2017) plus a margin of 4.50%. The Term Loan will amortize at the rate of $19 per month. On March 30, 2017, the Company and Sterling entered into a certain First Amendment to Loan and Security Agreement (the "**First Amendment**"), pursuant to which, among other things, the parties amended the definitions of certain items used in the calculation of the fixed charge coverage ratio, deferred the first measurement period of the financial covenants contemplated by the Sterling Agreement, until January 31, 2017, and modified certain terms relating to permitted investments by the Company. At March 31, 2017, the outstanding balances under the Revolver and the Term Loan were $2,046 and $3,461, respectively. All outstanding indebtedness under the Sterling Agreement is secured by all of the assets of the Company and its subsidiaries.

The Sterling Agreement contains customary covenants, including restrictions on the incurrence of additional indebtedness, encumbrances on the Company's assets, the payment of cash dividends or similar distributions, the repayment of any subordinated indebtedness and the sale or other disposition of the Company's assets. In addition, the Company must maintain (i) a fixed charge coverage ratio of not less than 1.1 to 1.0 for any fiscal month (determined as of the last day of each fiscal month on a rolling twelve-month basis, as calculated for the Company and its consolidated subsidiaries) and (ii) a leverage ratio of not more than 2.0 to 1.0 for any fiscal month (determined as of the last day of each fiscal month, as calculated for the Company and its consolidated subsidiaries. By virtue of the First Amendment, compliance with the foregoing financial covenants was tested commencing as of January 31, 2017.

BLONDER TONGUE LABORATORIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share data)

(unaudited)

Note 6 – Subordinated Convertible Debt with Related Parties

On March 28, 2016, the Company and its wholly-owned subsidiary, R.L. Drake Holdings, LLC (**"Drake"**), as borrowers and Robert J. Pallé, as agent (in such capacity "**Agent**") and as a lender, together with Carol M. Pallé, Steven Shea and James H. Williams as lenders (collectively, the "**Subordinated Lenders**") entered into a certain Amended and Restated Senior Subordinated Convertible Loan and Security Agreement (the "**Subordinated Loan Agreement**"), pursuant to which the Subordinated Lenders agreed to provide the Company with a delayed draw term loan facility of up to $750 ("**Subordinated Loan Facility**"), under which individual advances in amounts not less than $50 may be drawn by the Company. Interest on the outstanding balance under the Subordinated Loan Facility from time to time, accrues at 12% per annum (subject to increase under certain circumstances) and is payable monthly in-kind by the automatic increase of the principal amount of the loan on each monthly interest payment date, by the amount of the accrued interest payable at that time ("**PIK Interest**"); provided, however, that at the option of the Company, it may pay interest in cash on any interest payment date, in lieu of PIK Interest. The Subordinated Lenders have the option of converting the principal balance of the loan, in whole (unless otherwise agreed by the Company), into shares of the Company's common stock at a conversion price of $0.54 per share (subject to adjustment under certain circumstances). This conversion right was subject to stockholder approval as required by the rules of the NYSE MKT, which approval was obtained on May 24, 2016 at the Company's annual meeting of stockholders. The obligations of the Company and Drake under the Subordinated Loan Agreement are secured by substantially all of the Company's and Drake's assets, including by a mortgage against the Old Bridge Property (the "**Subordinated Mortgage"**). The Subordinated Loan Agreement terminates three years from the date of closing, at which time the accreted principal balance of the loan (by virtue of the PIK Interest) plus any other accrued unpaid interest, will be due and payable in full.

In connection with the Subordinated Loan Agreement, the Company, Drake, the Subordinated Lenders and Sterling entered into a Subordination Agreement (the "**Subordination Agreement**"), pursuant to which the rights of the Subordinated Lenders under the Subordinated Loan Agreement and the Subordinated Mortgage are subordinate to the rights of Sterling under the Sterling Agreement and related security documents. The Subordination Agreement precludes the Company from making cash payments of interest in lieu of PIK Interest, in the absence of the prior written consent of Sterling.

As of March 31, 2017, the Subordinated Lenders advanced $500 to the Company. In addition, $17 of PIK interest was accrued in the three months ended March 31, 2017. The Company evaluated the conversion option embedded in the

Subordinated Loan Agreement issued in December 2016 in accordance with the provisions of ASC Topic 815, *Derivatives and Hedging*, and determined that the conversion option had all of the characteristics of a derivative in its entirety and did not qualify for an exception to the derivative accounting rules. Specifically, prior to the adoption of the First Sub-Debt Amendment, pursuant to Section 4.4(e)(ii) of the Subordinated Debt Agreement, the exercise price of the conversion option entitled the Subordinated Lenders to an adjustment of the exercise price in the event that the Company subsequently issued equity securities or equity linked securities at prices more favorable to a new investor than the exercise price of the conversion option embedded in the Subordinated Loan Agreement (the "**Price Protection Provision**"). Accordingly, the conversion option was not indexed to the Company's own stock. Due to the derivative treatment of the conversion option, the Company recorded $260 derivative liability at December 31, 2016. On March 21, 2017, the Company, Drake, and the Subordinated Lenders entered into a certain First Amendment to Amended and Restated Convertible Loan and Security Agreement (the "**First Sub-Debt Amendmen**t"), pursuant to which the Subordinated Loan Agreement was amended to eliminate the Price Protection Provision, effective as of such date. The First Sub-Debt Amendment also eliminated certain defined terms related to the Price Protection Provision. As a result of the First Sub-Debt Amendment, during the first quarter of 2017, the Company recorded a change in the derivative liability (expense) of $142, the fair value of the liability at the date of the modification and reclassed the aggregate value of the derivative liability at the date of modification in the amount of $402 additional paid-in capital. In addition, during the three months ended March 31, 2017 and 2016, the Company incurred interest of $177 and $6, respectively, related to these loans. The Company computed the fair value of the derivative liability at the date of modification using Black-Scholes, which approximates a binomial lattice model with the following assumptions: stock price of $0.65, conversion price of $0.54, volatility of 104% , expected term of 2 years, risk free rate of 1.30% and dividend yield 0%.

BLONDER TONGUE LABORATORIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share data)

(unaudited)

Note 7 – Legal Proceedings

The Company is a party to certain proceedings incidental to the ordinary course of its business, none of which, in the opinion of management, is likely to have a material adverse effect on the Company’s business, financial condition, results of operations, or cash flows.

Note 8 – Subsequent Events

The Company has evaluated subsequent events through the filing of its consolidated financial statements with the SEC.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the Company's historical results of operations and liquidity and capital resources should be read in conjunction with the unaudited consolidated financial statements of the Company and notes thereto appearing elsewhere herein. The following discussion and analysis also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors. See "Forward Looking Statements," below.

Forward-Looking Statements

In addition to historical information, this Quarterly Report contains forward-looking statements regarding future events relating to such matters as anticipated financial performance, business prospects, technological developments, new products, research and development activities and similar matters. The Private Securities Litigation Reform Act of 1995, the Securities Act of 1933 and the Securities Exchange Act of 1934 provide safe harbors for forward-looking statements. In order to comply with the terms of these safe harbors, the Company notes that a variety of factors could cause the Company's actual results and experience to differ materially and adversely from the anticipated results or other expectations expressed in the Company's forward-looking statements. The risks and uncertainties that may affect the operation, performance, development and results of the Company's business include, but are not limited to, those matters discussed herein in the section entitled Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations. The words "believe," "expect," "anticipate," "project," "target," "intend," "plan," "seek," "estimate, "endeavor," "should," "could," "may" and similar expressions are intended to identify forward-looking statements. In addition, any statements that refer to projections for our future financial performance, our ability to extend or refinance our debt obligations, our anticipated growth trends in our business and other characterizations of future events or circumstance are forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof. Readers should carefully review the risk factors described in other documents the Company files from time to time with the Securities and Exchange Commission, including without limitation, the Company's Annual Report on Form 10-K for the year ended December 31, 2016 (See Item 1 – Business; Item 1A – Risk Factors; Item 3 – Legal Proceedings and Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations).

General

The Company was incorporated in November 1988, under the laws of Delaware as GPS Acquisition Corp. for the purpose of acquiring the business of Blonder-Tongue Laboratories, Inc., a New Jersey corporation, which was founded in 1950 by Ben H. Tongue and Isaac S. Blonder to design, manufacture and supply a line of electronics and

systems equipment principally for the private cable industry. Following the acquisition, the Company changed its name to Blonder Tongue Laboratories, Inc. The Company completed the initial public offering of its shares of Common Stock in December 1995.

Today, the Company is a technology-development and manufacturing company that delivers a wide range of products and services to the cable entertainment and media industry. For 65 years, Blonder Tongue/Drake products have been deployed in a long list of locations, including lodging/hospitality, multi-dwelling units/apartments, broadcast studios/networks, education universities/schools, healthcare hospitals/fitness centers, government facilities/offices, prisons, airports, sports stadiums/arenas, entertainment venues/casinos, retail stores, and small-medium businesses. These applications are variously described as commercial, institutional and/or enterprise environments and will be referred to herein collectively as "**CIE**". The customers we serve include business entities installing private video and data networks in these environments, whether they are the largest cable television operators, telco or satellite providers, integrators, architects, engineers or the next generation of Internet Protocol Television ("**IPTV**") streaming video providers. The technology requirements of these markets change rapidly and the Company's research and development team is continually delivering high performance-lower cost solutions to meet customers' needs.

The Company's strategy is focused on providing a wide range of products to meet the needs of the CIE environments described above (e.g., hotels, hospitals, prisons, schools, etc.), and to provide offerings that are optimized for an operator's existing infrastructure, as well as the operator's future strategy. A key component of this growth strategy is to provide products that deliver the latest technologies (such as IPTV and digital SD and HD video content) and have a high performance-to-cost ratio.

The Company has seen a continuing long-term shift in product mix from analog products to digital products and expects this shift to continue. Sales of digital video headend products were $3,171,000 and $3,291,000 in the first three months of 2017 and 2016, respectively, while sales of analog video headend products were $586,000 and $577,000 in the first three months of 2017 and 2016, respectively. Any substantial decrease in sales of analog products without a related increase in digital products could have a material adverse effect on the Company's results of operations, financial condition and cash flows.

The Company's manufacturing is allocated primarily between its facility in Old Bridge, New Jersey the ("**Old Bridge Facility**") and a key contract manufacturer located in the People's Republic of China ("**PRC**"). The Company currently manufactures most of its digital products, including the latest encoder and EdgeQAM collections at the Old Bridge Facility. Since 2007 the Company has been manufacturing certain high volume, labor intensive products, including many of the Company's analog products, in the PRC, pursuant to a manufacturing agreement that governs the production of products that may from time to time be the subject of purchase orders submitted by (and in the discretion of) the Company. Although the Company does not currently anticipate the transfer of any additional products to the PRC for manufacture, the Company may do so if business and market conditions make it advantageous to do so. Manufacturing products both at the Company's Old Bridge Facility as well as in the PRC, enables the Company to realize cost reductions while maintaining a competitive position and time-to-market advantage.

The Company may, from time to time, provide manufacturing, research and development and product support services for other companies' products. In 2015, the Company entered into an agreement with VBrick Systems, Inc. ("**VBrick**") to provide procurement, manufacturing, warehousing and fulfillment support to VBrick for a line of high end encoder products and sub-assemblies. VBrick purchases of these products were approximately $89,000 and $237,000 in the first three months of 2017 and 2016, respectively.

Results of Operations

First three months of 2017 Compared with first three months of 2016

Net Sales. Net sales increased $30,000, or 0.5%, to $5,973,000 in the first three months of 2017 from $5,943,000 in the first three months of 2016. The increase is primarily attributed to an increase in sales of data products offset by a decrease in contract manufactured products and digital video headend products. Sales of data products were $1,130,000 and $759,000, contract manufactured products were $88,000 and $236,000, digital video headend products were $3,171,000 and $3,291,000, in the first three months of 2017 and 2016, respectively.

Cost of Goods Sold. Cost of goods sold decreased to $3,572,000 for the first three months of 2017 from $3,735,000 for the first three months of 2016 and decreased as a percentage of sales to 59.8% from 62.9%. The decrease was primarily due to a more favorable product mix. The decrease as a percentage of sales was primarily attributed to an overall reduction in manufacturing overhead, as well as a more favorable product mix.

Selling Expenses. Selling expenses increased to $679,000 for the first three months of 2017 from $652,000 in the first three months of 2016, and increased as percentage of sales to 11.4% for the first three months of 2017 from 11.0% for the first three months of 2016. The $27,000 increase was primarily the result of an increase in department supplies of $66,000 offset by a decrease in salary expense (including fringe benefits) of $13,000 due to a decrease in headcount.

General and Administrative Expenses. General and administrative expenses decreased to $928,000 for the first three months of 2017 from $1,063,000 for the first three months of 2016 and decreased as a percentage of sales to 15.5% for the first three months of 2017 from 17.9% for the first three months of 2016. The $135,000 decrease was primarily the result of decreased travel and entertainment expense of $52,000 due to decreased business travel, a decrease in bank fees of $34,000 and a decrease in salary expense (including fringe benefits) of $27,000 due to a decrease in headcount.

Research and Development Expenses. Research and development expenses decreased to $628,000 in the first three months of 2017 from $693,000 in the first three months of 2016 and decreased as a percentage of sales to 10.5% for the first three months of 2017 from 11.7% for the first three months of 2016. This $65,000 decrease is primarily the result of a decrease in amortization expense of $48,000 relating to license fees.

Operating Income (Loss). Operating income of $166,000 for the first three months of 2017 represents an improvement from the operating loss of $(200,000) for the first three months of 2016. Operating income (loss) as a percentage of sales was 2.8% in the first three months of 2017 compared to (3.4%) in the first three months of 2016.

Interest Expense. Interest expense increased to $274,000 in the first three months of 2017 from $84,000 in the first three months of 2016. The increase is primarily the result of the accretion of the debt discount related to the former derivative liability of $177,000.

Liquidity and Capital Resources

As of March 31, 2017 and December 31, 2016, the Company's working capital was $4,074,000 and $3,464,000, respectively. The increase in working capital is primarily due to a decrease in derivative liability of $260,000, and increase in prepaid expenses of $161,000, an increase of accounts receivable of $81,000 and an increase of cash of $75,000.

The Company's net cash provided by operating activities for the three-month period ended March 31, 2017 was $236,000 primarily due to non cash adjustments of $554,000 offset by a net loss of $256,000.

Cash used in investing activities for the three-month period ended March 31, 2017 was $43,000, of which $25,000 was attributable to additional license fees and $18,000 was attributable to capital expenditures.

Cash used in financing activities was $118,000 for the first three months of 2017, which was comprised of net repayments of borrowings on the Revolver of $74,000 and long term debt of $44,000.

For a full description of the Company's senior secured indebtedness under the Sterling Facility and the Company's senior subordinated convertible indebtedness under the Subordinated Loan Facility, and their respective effects upon the Company's condensed consolidated financial position and results of operations, see Note 5 – Debt and Note 6 – Subordinated Convertible Debt with Related Parties, of the Notes to Condensed Consolidated Financial Statements.

The Company's primary sources of liquidity are its existing cash balances, cash generated from operations and amounts available under the Sterling Facility and the Subordinated Loan Facility. As of March 31, 2017, the Company had approximately $2,046,000 outstanding under the Revolver and $523,000 of additional availability for borrowing under the Revolver, as well as $570,000 outstanding under the Subordinated Loan Facility and $250,000 of additional

availability for borrowing under the Subordinated Loan Facility.

Prior to 2016, the Company incurred significant operating losses and did not have the necessary financing arrangements in place to support its capital resource needs. These factors contributed to the Company's substantial doubt of its ability to continue as a going concern, which were set forth in its Form 10-K for the fiscal year ended December 31, 2015 and. in subsequent quarterly reports on Form 10-Q prior to consummation of the Sterling Facility. During 2016, management addressed going concern remediation through entering into the Sterling Facility (a long term obligation due in December 2019), which refinanced its prior Santander Agreement (which was due to expire in December 2016). In addition, the Company reduced operating expenses to approximately $9,028,000 in 2016 from approximately $10,555,000 in 2015. Net losses were reduced dramatically and cash flows from operations also improved, as cash generated from operating activities was approximately $771,000 in 2016 compared