

GULF ISLAND FABRICATION INC
Form SC 13D/A
April 25, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

GULF ISLAND FABRICATION, INC.
(Name of Issuer)

Common Stock, No Par Value
(Title of Class of Securities)

402307102
(CUSIP Number)

Garrett Lynam
Kokino LLC
201 Tresser Boulevard, 3rd Floor
Stamford, CT 06901
(203) 595-4552
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 24, 2018
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 402307102

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES ONLY)

1

Piton Capital Partners LLC
47-3106673

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

1,399,300 shares of Common Stock ⁽¹⁾

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

-0-

SOLE DISPOSITIVE POWER

9

1,399,300 shares of Common Stock ⁽¹⁾

SHARED DISPOSITIVE POWER

10

-0-

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,399,300 shares of Common Stock ⁽¹⁾

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

9.3% of outstanding shares of Common
Stock ⁽²⁾

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) See Item 2 and Item 5.

(2) This calculation is rounded to the nearest tenth and is based upon 15,043,068 shares of common stock outstanding as of March 9, 2018, as reported in the Issuer's Definitive Proxy Statement on Schedule 14A filed on March 22, 2018 (File No.: 001-34279).

Preliminary Note. Pursuant to Rule 13d-2 promulgated under the Act, this amendment to Schedule 13D (this "Amendment No. 2") amends the Schedule 13D filed on March 22, 2018 (the "Original Schedule 13D"), as amended on April 6, 2018 ("Amendment No. 1"). The Original Schedule 13D, Amendment No. 1, and this Amendment No. 2 are collectively referred to herein as the "Schedule 13D". Capitalized terms used but not defined in this Amendment No. 2 shall have the meanings given to them in the Original Schedule 13D (as amended by Amendment No. 1). The Original Schedule 13D (as amended by Amendment No. 1) remains in full force and effect, except as specifically amended by this Amendment No. 2.

Item 3. Source and Amount of Funds or Other Consideration.

The first paragraph in the response to Item 3 of the Schedule 13D is hereby amended and restated to read as follows: As of April 25, 2018, the Reporting Person had purchased an aggregate of 1,399,300 Shares over the course of various prior purchases totaling approximately \$15 million.

Item 5. Interest in Securities of the Issuer.

The response to Item 5 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

	<u>Shares Beneficially Owned by Reporting Person¹</u>	<u>Percent of Class²</u>
(a) and (b) Sole Voting Power	1,399,300	9.3%
Shared Voting Power	-0-	0%
Sole Dispositive Power	1,399,300	9.3%
Shared Dispositive Power	-0-	0%
Aggregate Voting and Dispositive Power	1,399,300	9.3%

¹ The Reporting Person is a pooled investment vehicle formed for the benefit of a single family and certain "key employees" (as defined in the Family Office Rule) of Kokino. The Reporting Person is managed by its managing member, PCM. PCM is in turn managed by its managing member, Kokino. Additionally, Kokino is the trading manager of the Reporting Person, and in that capacity Kokino acts on behalf of the Reporting Person as an agent. Robert Averick, in his capacity as an employee of Kokino, manages the Reporting Person's investment in the Shares. PCM and Kokino are each a "family office" (as defined in the Family Office Rule) of the same family, and any voting power or investment power PCM, Kokino or Mr. Averick may hold over the Shares is ultimately attributed to the Reporting Person reporting on this Schedule 13D.

² This calculation is rounded to the nearest tenth and is based upon 15,043,068 shares of common stock outstanding as of March 9, 2018, as reported in the Issuer's Definitive Proxy Statement on Schedule 14A filed on March 22, 2018 (File No.: 001-34279).

Information concerning transactions in the Shares effected by the Reporting Person since the filing of Amendment No. 1 is set forth below. All such transactions were effected in the open market through various brokerage entities, (c) and the reported price per share excludes brokerage commissions. The Reporting Person undertakes to provide upon request by the SEC staff full information regarding the number of Shares purchased or sold at each separate price.

<u>Trade Date</u>	<u>Shares Purchased (Sold)</u>	<u>Weighted Average Price Per Share (\$)</u>	<u>Max Price Per Share (\$)</u>	<u>Min Price Per Share (\$)</u>
4/9/2018	10,155	8.0000	8.0000	8.0000
4/10/2018	6,752	8.0436	8.0500	8.0000
4/12/2018	33,657	8.2426	8.3000	8.1750
4/13/2018	4,181	8.2474	8.2500	8.2250
4/16/2018	155	8.5000	8.5000	8.5000
4/17/2018	2,847	8.5307	8.5500	8.5000
4/23/2018	63,000	9.4769	9.5000	8.9500
4/24/2018	84,735	9.4918	9.5000	9.4250
4/25/2018	1,565	9.5000	9.5000	9.5000

Except as described in this Schedule 13D (including Item 2(a) and the footnotes to Items 5(a) and 5(b)), to the (d) knowledge of the Reporting Person, only the Reporting Person has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares reported on this Schedule 13D.

(e) Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 25, 2018

Piton Capital Partners LLC

By: Piton Capital Management
LLC, its managing member

By: Kokino LLC, its managing
member

By: /s/ Douglas Kline
Name: Douglas Kline
Title: Chief Operating Officer

1">2011 2010

Cash flows from operating activities:

Net loss

\$(490) \$(1,533)

Adjustments to reconcile net loss to net cash provided by operating activities:

Depreciation and amortization

800 815

Amortization of reusable surgical products

1,492 1,532

Stock-based compensation expense

167 145

Provision for doubtful accounts

9 9

Provision (reduction) for slow moving inventory

44 (33)

Provision for slow moving reusable surgical products and Shrinkage

551 418

Change in operating assets and liabilities:

Increase in accounts receivable

(1,479) (11)

Decrease in inventories

61 4

Decrease (increase) in prepaid expenses and other assets

335 (845)

(Decrease) increase in accounts payable

(405) 161

Decrease in employee-related and other accrued expenses

(65) (57)

Net cash provided by operating activities

1,020 605

Cash flows from investing activities:

Purchases of property, plant and equipment

(497) (118)

Purchases of reusable surgical products

(2,327) (1,879)

Net cash used in investing activities

(2,824) (1,997)

Cash flows from financing activities:

Borrowings on notes payable

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29,796 27,892

Repayments on notes payable

(34,728) (26,918)

Proceeds from reissuance of bonds

6,045

Repayments on mortgage payable

(53) (53)

Proceeds from exercise of stock options

1

Net cash provided by financing activities

1,061 921

Decrease in cash and cash equivalents

(743) (471)

Cash and cash equivalents at beginning of period

1,327 802

Cash and cash equivalents at end of period

\$584 \$331

Supplemental cash flow information:

Cash paid for interest

\$117 \$142

Cash paid for income taxes

\$38 \$93

The accompanying notes are an integral part of these financial statements.

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SRI/SURGICAL EXPRESS, INC.

NOTES TO FINANCIAL STATEMENTS

(unaudited)

NOTE A BASIS OF PRESENTATION

The accompanying unaudited financial statements of SRI/Surgical Express, Inc. (the Company) have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the Securities and Exchange Commission's (the SEC) instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they omit or condense footnotes and certain other information normally included in complete financial statements prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments of a normal recurring nature that are necessary to present fairly the financial information for the interim periods reported have been made. The accompanying unaudited financial statements should be read in conjunction with the financial statements and notes included in the Company's Form 10-K for the year ended December 31, 2010, filed with the SEC. The results of operations for the three months ended March 31, 2011 are not necessarily indicative of the results that can be expected for the entire year ending December 31, 2011.

The Company presents an unclassified balance sheet as a result of the extended amortization period (predominantly three to six years) of its reusable surgical products. The Company provides reusable surgical products to its customers on a per use basis similar to a rental arrangement.

The Company operates on a 52-53 week fiscal year ending the Sunday nearest December 31. The unaudited financial statements are reflected as of March 31, 2011 and 2010 for presentation purposes only. The actual end of each period was April 3, 2011 and April 4, 2010, respectively. There are 13 weeks included for each of the three month periods ended March 31, 2011 and 2010.

NOTE B SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

Management is required to make estimates and assumptions during the preparation of financial statements and accompanying notes in conformity with accounting principles generally accepted in the United States of America. These estimates and assumptions affect the amounts reported in the financial statements and accompanying notes. Actual results could differ materially from those estimates and assumptions.

Accounts Receivable, net

The Company has accounts receivable from hospitals and surgery centers. The Company does not believe that there is sufficient credit risk associated with those receivables to require a form of collateral from its customers. The allowance for doubtful accounts at March 31, 2011 and December 31, 2010, was approximately \$122,000 in both periods. The allowance for doubtful accounts relates to accounts receivable not expected to be collected and is based on management's assessment of specific customer balances, the overall aging of the balances, and the financial stability of the customers.

Inventories, net

Inventories consist of raw materials, principally consumables, supplies, and disposable surgical products and finished goods consisting of assembled packs of various combinations of raw materials and disposable accessory packs purchased from third parties. Inventories are valued at the lower of cost or market, with cost being determined on the first-in, first-out method.

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As of March 31, 2011 and December 31, 2010, inventory consists of the following:

	March 31, 2011	December 31, 2010
	(in 000 s)	
Raw materials	\$ 1,069	\$ 1,053
Finished goods	2,380	2,457
	3,449	3,510
Less: Inventory reserve	(156)	(112)
	\$ 3,293	\$ 3,398

Reusable Surgical Products, net

The Company's reusable surgical products, consisting principally of linens (gowns, towels, drapes), basins (stainless steel medicine cups, carafes, trays, basins), and owned surgical instruments, are stated at cost. Amortization of linens and basins is computed on a basis similar to the units of production method. Estimated useful lives for each product are based on the estimated total number of available uses for each product. The expected total available usage for its linen products using the three principal fabrics (accounting for approximately 74% of the reusable surgical products) is 75, 100, and 125 uses, based on several factors, including the Company's actual historical experience with these products. The Company believes radio frequency identification (RFID) technology enables it to evaluate the useful lives of linen products more efficiently. Basins are amortized on a straight-line basis over their estimated useful life, up to 20 years. Owned surgical instruments are amortized straight-line over a period of four years. Accumulated amortization as of March 31, 2011 and December 31, 2010, was approximately \$15.9 million and \$15.4 million, respectively.

As of March 31, 2011, and December 31, 2010, the Company had reserves for shrinkage, obsolescence, and scrap related to reusable surgical products of approximately \$1,158,000 and \$1,140,000, respectively.

Revenue Recognition

Revenues are recognized as products and services are delivered, generally daily. Packing slips signed and dated by the customer evidence delivery of product. The Company's contractual relationships with its customers are primarily evidenced by purchase orders or service agreements with terms varying from one to five years, which are generally cancelable by either party.

The Company owns substantially all of the reusable surgical products provided to customers except the surgical instruments. A third party provides most of the surgical instruments that are included in the Company's comprehensive surgical procedure-based delivery and retrieval service. The Company pays a fee to the third party for the use of the surgical instruments. In accordance with ASC Topic 605, *Revenue Recognition* (ASC 605), the Company acts as a principal in this arrangement and has reported the revenue gross for the comprehensive surgical procedure-based delivery and retrieval service. The third party agent fee charged to the Company is included in cost of revenues in the statements of operations.

Stock-Based Compensation

The Company accounts for its stock-based compensation plans in accordance with the provisions of ASC Topic 718, *Share-Based Payments*, (ASC 718). Under ASC 718, all stock-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the requisite service period. The cost for all stock-based awards granted subsequent to December 31, 2005, represents the grant-date fair value that was estimated in accordance with the provisions of ASC 718, utilizing a binomial (Lattice) model. Compensation for restricted stock awards is measured at fair value on the date of grant based on the number of shares expected to vest and the quoted market price of the Company's common stock. Stock-based compensation expense was \$167,000 and \$145,000, for the three months ended March 31,

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2011 and 2010, respectively, which contributed to a \$0.03 and a \$0.02 increase in basic and diluted loss per share for the three month ended March 31, 2011 and 2010, respectively.

The proceeds from stock option exercises under all stock-based payment arrangements for the three-months ending March 31, 2011 were less than \$1,000. The Company did not receive any proceeds from stock option exercises under any share-based payment arrangements for the three months ended March 31, 2010, because there were no exercises during that period. There was no stock-based compensation costs capitalized for the three months ended March 31, 2011 or 2010.

Stock Option Plans

The 1995 Stock Option Plan

The 1995 Stock Option Plan was designed to provide employees with incentive or non-qualified options to purchase up to 700,000 shares of common stock. The options vest ratably over four to five years from the date of grant. All outstanding options vest upon a change in control of the Company. Options granted under this Plan expire no later than ten years after the date granted or sooner in the event of death, disability, retirement or termination of employment. As of March 31, 2011 and December 31, 2010, options to purchase 10,500 shares for each year were outstanding under this Plan. The 1995 Stock Option Plan terminated on December 21, 2005, although that termination does not adversely affect any options outstanding under the Plan.

The 1996 Non-Employee Director Plan

As amended on May 16, 2001, the Non-Employee Director Plan was designed to provide for the grant of non-qualified stock options to purchase up to 200,000 shares of common stock to members of the Board of Directors who are not employees of the Company. At the completion of the Company's initial public offering, each non-employee director was granted options to purchase 4,000 shares of common stock for each full remaining year of the director's term. Thereafter, on the date on which a new non-employee director was first elected or appointed, he or she was automatically granted options to purchase 4,000 shares of common stock for each year of his or her initial term, and was granted options to purchase an additional 4,000 shares of common stock for each year of any subsequent term to which he or she was elected.

As of March 2006, the equity component of the director compensation plan was restructured, so that each non-employee director receives an annual grant of options, from the 2004 Stock Compensation Plan described below, to purchase 7,500 shares of common stock as of the date of each Annual Shareholder Meeting. As of March 31, 2011 and December 31, 2010, options to purchase 70,000 shares for each year were outstanding under the Non-Employee Director Plan. The 1996 Non-Employee Director Plan terminated on July 14, 2006, although that termination does not adversely affect any options outstanding under the Plan.

The 1998 Stock Option Plan

As amended on May 16, 2001, the 1998 Stock Option Plan was designed to provide employees with incentive or non-qualified options to purchase up to 600,000 shares of common stock. The options vest ratably over four to five years from the date of the grant. All outstanding options vest upon a change in control of the Company. Options granted under this Plan expire no later than ten years after the date granted or sooner in the event of death, disability, retirement, or termination of employment. As of March 31, 2011 and December 31, 2010, options to purchase 242,600 and 268,000 shares, respectively, were outstanding under the 1998 Stock Option Plan. The 1998 Stock Option Plan terminated on February 17, 2008, although that termination does not adversely affect any options outstanding under the Plan.

The 2004 Stock Compensation Plan

The 2004 Stock Compensation Plan is designed to further the interests of the Company and its shareholders by providing incentives in the form of incentive or non-qualified stock options or restricted stock grants to key employees and non-employee directors who contribute materially to the success and profitability of the Company. Under this Plan, restricted stock grants are not considered outstanding options upon grant but

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are considered issued and outstanding stock. Any forfeited restricted stock awards are considered to be available for grant. Except for annual grants to non-employee directors described below, the equity awards typically vest ratably over five years from the date of the grant. Each non-employee director of the Company receives an annual award of options to purchase 7,500 shares of common stock as of the date of the Annual Shareholders Meeting. Under each grant agreement, the options vest ratably over a three-year period and have an exercise price equal to the fair market value of the common stock on the date of grant. All outstanding grants vest upon a change in control of the Company. Options granted under this Plan expire no later than ten years after the date granted or sooner in the event of death, disability, retirement, or termination of employment. At the Company's annual meeting of shareholders on May 24, 2007, the shareholders approved an amendment to the 2004 stock compensation plan to authorize an additional 500,000 shares under the Plan. As of March 31, 2011 and December 31, 2010, options to purchase 920,250 and 908,700 shares, respectively, were outstanding, and 1,800 and 30,800 shares, respectively, were available to be granted as options or restricted stock under this Plan.

The 2009 Stock Compensation Plan

The 2009 Stock Compensation Plan is designed to further the interests of the Company and its shareholders by providing incentives in the form of incentive or non-qualified stock options or restricted stock grants to key employees and non-employee directors who contribute materially to the success and profitability of the Company. Under this Plan, restricted stock grants are not considered outstanding options upon grant but are considered issued and outstanding stock. Any forfeited restricted stock awards are considered to be available for grant. Except for annual grants to non-employee directors described above, the equity awards typically vest ratably over five years from the date of the grant. All outstanding grants vest upon a change in control of the Company. Options granted under this Plan expire no later than ten years after the date granted or sooner in the event of death, disability, retirement, or termination of employment. At the Company's annual meeting of shareholders on May 21, 2009, the shareholders approved the 2009 Stock Compensation Plan and authorized 600,000 shares available for grant under the Plan. As of March 31, 2011 and December 31, 2010, options to purchase 36,000 and 0 shares, respectively, were outstanding and 564,000 and 600,000 shares, respectively, were available to be granted as options or restricted stock under the Plan.

The following table summarizes stock option and restricted stock grant activity from January 1, 2011 through March 31, 2011:

	Shares Available for Grant	Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Balance at December 31, 2010	630,800	1,407,200	\$ 4.11	7.09
Options expired		(25,000)	18.34	
Options and restricted stock granted	(67,150)	50,150	5.72	
Options forfeited	2,150	(2,550)	2.64	
Options exercised		(450)	1.29	
Balance at March 31, 2011	565,800	1,429,350	\$ 3.92	7.06
Options exercisable at March 31, 2011		784,436	\$ 4.73	5.90

In February 2008, the Company granted 25,000 shares of restricted stock and options to purchase 150,000 shares of common stock to the Company's Chief Executive Officer. The option award vests evenly over a three-year period. The 25,000 shares of restricted stock vest entirely on the earlier of the third anniversary date from the date of grant or upon involuntary termination.

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The weighted-average grant date fair value of options granted during the three months ended March 31, 2011 and 2010 was \$4.82 and \$2.34, respectively. The total intrinsic value of options exercised in the three months ended March 31, 2011 was less than \$1,200. There were no options exercised during the three months ended March 31, 2010.

As of March 31, 2011, there was \$952,000 of unrecognized compensation cost related to non-vested options and restricted stock that is expected to be recognized over a weighted average period of 1.48 years. The total fair value of options and restricted stock vested during the three months ended March 31, 2011 and 2010 was \$167,000 and \$145,000, respectively.

The Company consistently used a binomial model for estimating the fair value of options granted during the three months ended March 31, 2011 and 2010. The Company used historical data to estimate the option exercise and employee departure behavior used in the binomial valuation model. The expected term of options granted is derived from the output of the option pricing model and represents the period of time that options granted are expected to be outstanding. The risk-free rates for periods within the contractual term of the options are based on the U.S. Treasury stripped coupon interest in effect at the date of grant. Because the binomial valuation model accommodates multiple input values, the risk free interest rates and expected term rates used in calculating the fair value of the options are expressed in ranges.

Following are the weighted-average and range assumptions, where applicable, used for each respective period:

	Three Months Ended	
	March 31, 2011	March 30, 2010
	(Binomial)	
Expected dividend yield	0.0%	0.0%
Risk-free interest rate	1.10 to 3.55%	1.35 to 4.08%
Weighted-average expected volatility	102.2%	106.8%
Expected term	2.47 to 9.00 years	2.47 to 8.77 years
Respective service period	3-5 years	3-5 years

Restricted Stock Awards

In February 2011, the Company granted 17,000 shares of restricted stock to a key employee pursuant to the 2004 Stock Compensation Plan. The shares vest ratably over five years. There were no shares of restricted stock granted during the three months ended March 31, 2010.

The Company recorded \$7,000 and \$20,000, in compensation expense related to the restricted stock that vested during the three months ended March 31, 2011 and 2010, respectively. As of March 31, 2011 and December 31, 2010, there was \$98,000 and \$4,000, respectively, of total unrecognized compensation cost related to restricted stock awards granted under the Plan, which is expected to be recognized over a period of five years and one year, respectively.

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NOTE C INCOME TAX

ASC Topic 740, *Income Taxes*, requires a valuation allowance to reduce reported deferred tax assets if, based on the weight of the evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. After consideration of all the evidence, an allowance of \$3.5 million and \$3.2 million, respectively, has been established at March 31, 2011 and December 31, 2010 to reduce the deferred tax assets to the amount that will more likely than not be realized.

NOTE D NOTES PAYABLE

On August 7, 2008, the Company entered into a three-year \$24.3 million credit facility with a financial institution. The credit facility includes a revolving loan of up to \$20 million for working capital, letters of credit, capital expenditures and other purposes, and a \$4.3 million term loan. Actual amounts available under the revolving loan are determined by a defined borrowing base, which primarily relates to outstanding receivables, inventories and reusable surgical products. As a result of the borrowing base calculation as of March 31, 2011, the Company had \$17.5 million available for advances, of which the Company had used \$8.9 million of the revolving loan, including \$0.6 million of advances, \$8.1 million of availability for letters of credit to support the Company's bonds and self-insurance policies and \$0.2 million maintained as a required reserve. As a result, at March 31, 2011, the Company had excess availability of \$8.6 million. As of March 31, 2011, the Company had \$3.7 million outstanding on the term loan, which is classified as a mortgage payable. The term loan amortizes based on a 20-year schedule, with the remaining principal balance due on the expiration date of the facility, which is August 7, 2011. The credit facility is secured by substantially all of the Company's assets. The Company is in discussion with its current lender as well as other lenders in regards to establishing a new long-term credit facility.

On March 30, 2010, the credit facility was amended to require the Company to maintain a minimum tangible net worth covenant of at least \$35 million through December 31, 2010 and \$37.5 million thereafter, and set the fixed charge coverage ratio as no less than 1.10 to 1.00 after August 31, 2010. As of March 31, 2011, the Company is in compliance with all financial and non-financial covenants under the amended credit facility.

As amended, the interest rate on the revolving loan varies between 250 and 300 basis points over LIBOR or between 150 and 200 basis points over the Prime Rate, depending on the level of the fixed charge coverage ratio. Interest on the term loan varies between 275 and 325 basis points over LIBOR or between 175 and 225 basis points over the Prime Rate, depending on the level of the fixed charge coverage ratio. The type of interest rate is an election periodically made by the Company. As of March 31, 2011, the \$0.6 million outstanding revolver loan balance was at the Prime Rate plus 2.00% (5.25% at March 31, 2011). As of March 31, 2011, \$3.7 million of the outstanding term loan was based on LIBOR plus 3.75% (4.125% as of March 31, 2011) and the remaining outstanding balance of approximately \$27,000 was at the Prime Rate plus 2.25% (5.50% at March 31, 2011).

The credit facility includes typical provisions restricting the Company from paying dividends, incurring additional debt, making loans and investments, encumbering its assets, entering into a business outside of current operations, or entering into certain merger, consolidation, or liquidation transactions.

NOTE E BONDS PAYABLE

In 1999, the Company issued public bonds to fund the construction of two of its reusable processing facilities. Interest expense on these bonds adjusts based on rates that approximate LIBOR (0.36% at March 31, 2011). In October 2008, \$6.0 million of the Company's bonds were tendered. The holders of the tendered bonds were paid from draws against the letters of credit under the Company's credit facility. Under the terms of the indentures relating to the bonds, the tendered bonds can be remarketed at any time prior to their maturity in 2014.

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On March 10, 2011, the \$6.0 million of tendered bonds were reissued and, as a result, the Company received approximately \$6.0 million of proceeds. The proceeds were used to pay down the Company's outstanding notes payable. A principal payment of \$6.6 million is due on the bonds in 2014. Letters of credit issued by the Company's lenders for amounts totaling \$6.9 million secure these bonds.

NOTE F LOSS PER SHARE

The following table sets forth the Company's computation of basic and diluted loss per share:

	Three Months Ended	
	March 31, 2011	March 31, 2010
	(In thousands, except per share data)	
	(unaudited)	
Basic		
Numerator:		
Net Loss	\$ (490)	\$ (1,533)
Denominator:		
Weighted average shares outstanding	6,460	6,460
Loss per common share, basic	\$ (0.08)	\$ (0.24)
Diluted		
Numerator:		
Net Loss	\$ (490)	\$ (1,533)
Denominator:		
Weighted average shares outstanding	6,460	6,460
Effect of dilutive securities - employee stock options		
	6,460	6,460
Loss per common share, diluted	\$ (0.08)	\$ (0.24)

Options to purchase 276,963 and 1,013,977 shares of common stock outstanding during the three months ended March 31, 2011 and 2010, respectively, were not included in the computation of diluted earnings per common share, because the assumed proceeds per share were greater than the average market price, and therefore, were anti-dilutive. The dilutive effect of 1,149,547 and 265,507 options with assumed proceeds per share less than the average market price were not included for the three months ended March 31, 2011 and 2010, respectively, because the effect would be anti-dilutive to the Company's net loss for the period.

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

The following discussion and analysis should be read with our financial statements and the notes thereto included elsewhere in this report. This discussion and analysis contains trend analysis and might contain forward-looking statements. These statements are based on current expectations, and actual results might differ materially. Among the factors that could cause actual results to vary are those described in Critical Accounting Policies and Risk Factors included in this report. The accompanying Management's Discussion and Analysis should be read in conjunction with the Management's Discussion and Analysis included in the Company's Form 10-K for the year ended December 31, 2010, filed with the SEC. We do not undertake to update our forward-looking statements.

Overview

We provide daily processing, assembly and delivery of reusable and disposable products and instruments through our state-of-the-art, FDA-regulated service centers. Our integrated closed-loop process starts with daily delivery of reusable and disposable surgical supplies and instruments to healthcare providers. After use, we pick up the reusable textiles, basins and instruments used in surgery and return them to our processing facilities. Used products arriving at our processing facilities are sorted, cleaned, inspected, packaged, sterilized, and shipped back to the healthcare providers. In addition, we manage the instrumentation and supply chain of hospitals, surgery centers and operating rooms and their central sterilization facilities.

We believe our facilities are strategically situated to capitalize on future market opportunities. These facilities have significant available capacity to access more of the national market.

We derive our revenue from the sale and servicing of reusable and disposable surgical products and instruments and the management of our customers' supply chain and central sterilization functions. Reusable products include linens (gowns, towels and drapes) and basins (stainless steel cups, carafes, trays and basins). Disposable accessory packs supplement the reusable products with highly customizable components. We sell our products and services through a direct sales force located throughout most of the major markets in the United States. Our revenue growth is primarily determined by the number of customers, the number and type of surgical procedures that we service for each customer, and pricing for our various types of surgical packs and procedures. Revenues are recognized as the agreed upon products and services are delivered, generally daily. We incur most of our cost of revenues from processing the reusable surgical products and instruments at our processing facilities.

In November 2008, we signed a five-year Supply and Co-Marketing Agreement (the "Co-Marketing Agreement") with Cardinal Health 200, Inc. ("Cardinal"), an affiliate of Cardinal Health, Inc. As a result of the agreement, we appointed Cardinal as our exclusive provider of disposable surgical products. We jointly market an environmentally friendly combined reusable pack (produced by us) and disposable surgical pack (produced by Cardinal) called the Hybrid Preference Pack. The Co-Marketing Agreement gives us an opportunity to focus on our core strengths: reusable surgical products, instrumentation and management of central sterilization and supply chain activities. The Co-Marketing Agreement gives our environmentally friendly solution greater reach and visibility throughout the healthcare market and combines the strengths of two organizations that are market leaders in their segments for a more efficient and effective delivery of healthcare solutions. We amended and restated the Co-Marketing Agreement in February 2010 to provide, among other things, that we purchase from Cardinal Health the disposable component products included in the Hybrid Preference Packs, instead of receiving them on a consignment basis. The change in the arrangement for disposable component products contributed approximately \$50,000 of the \$977,000 increase in our gross margins for the three months ended March 31, 2011 when compared to the same period in the prior year.

Under the terms of the Co-Marketing Agreement with Cardinal Health, we received \$1.0 million and \$250,000 in January 2009 and 2010, respectively, which was initially recognized in other accrued expenses in our balance sheets. The amounts received from Cardinal Health reimbursed us for certain expenses incurred for marketing and sales, opening depots in territories not currently served by us, and to close our disposable products assembly plant located in Plant City, Florida, among other items. As of January 1, 2011, the above amounts have been fully utilized and, as a result, there are no funds remaining to be applied against future

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expenditures. During the three months ended March 31, 2010, we incurred costs of \$13,000 related to certain costs, including severance, asset disposal and other costs, associated with the closing of our disposable assembly facility in Plant City, Florida. The costs directly associated with the plant closing were applied against the payment received from Cardinal Health. Additionally, during the three months ended March 31, 2010, we incurred costs of \$154,000 related to the hiring of sales and marketing professionals to support the agreement, as well as software development, and training and management sessions in an effort to support the agreement. The direct costs incurred in support of the agreement with Cardinal Health were applied against the payment received from Cardinal Health. We accounted for cash incentive payments under the provisions of Accounting Standards Codification (ASC) 605-50-45-13b, *Revenue Recognition: Customer Payments and Incentives*, which requires that consideration received from a vendor that is a reimbursement for cost incurred to sell the vendor's product be characterized as a reduction of that cost when recognized in the income statement.

Most of our surgical instrument supply arrangements with customers use instruments owned by Aesculap, Inc. (Aesculap), which receives an agreed upon fee for each procedure based on the number and kinds of procedures performed with its instruments and the number and combination of instruments used for each procedure. This arrangement allows us to limit our cost of capital for instrument programs. In addition to the Aesculap-owned instruments, we purchase surgical instruments from other vendors to service customers who have requirements that Aesculap cannot fulfill. We expect our instrument inventory will continue to grow to accommodate growth in our instrument business. We estimate that our expenditures in 2011 for instrument inventory will be approximately \$1.2 million.

Our products and services are directly connected to surgical procedures performed by our customers based on our daily delivery model. As such, variations in surgical procedure volumes have a direct impact on the demand for our products and services. The health care industry displays trends that have historically been reflected in a seasonality pattern in our revenue. For example, our first quarter usually has reduced surgical volumes as individuals delay elective procedures until they meet deductible limits within their healthcare plans. The second quarter typically tends to ramp up as individuals meet deductibles and spring-time activities increase, thus creating the need for unscheduled procedures. The third quarter again typically exhibits less demand as individuals delay elective procedures and enjoy summertime activities. During the fourth quarter, individuals typically opt to have elective procedures before flex spending accounts are lost and deductibles reset with the new year, in addition to non-elective, mandatory procedures. Another factor influencing each quarter and seasonality is the distribution of holidays that curtail all but emergency procedures.

Our profitability is primarily determined by our revenues, the efficiency with which we deliver products and services to customers, and our ability to control our costs. Our revenue increase generated an improvement from our results in the 2010 first quarter, although we still incurred operating and net losses for the 2011 first quarter primarily because of an increase in labor costs, which were inclusive of increased insurance costs due to higher medical claims volumes, increased distribution related costs partially due to the increased cost of fuel, and increased selling expenses to support the management of new customers, that has resulted from the increased interest in our environmentally friendly products.

Our principal strategic opportunity to improve our operating results is to capitalize on our service capabilities and considerable infrastructure by leveraging our current relationships with existing customers and adding new customers. We continue to focus on introducing our current and potential new customers to our reusable surgical products, which has been our principal source of new sales. In addition, the Co-Marketing Agreement with Cardinal Health allows our sales force to focus on our strengths: reusable surgical products, instrumentation, and management of central sterilization and supply chain activities. The agreement gives our environmentally friendly solution greater reach and visibility throughout the healthcare market. It combines the strengths of two organizations that are leaders in their segments for a more efficient and effective delivery of healthcare solutions.

W.L. Gore and Associates (Gore), the supplier of the barrier fabric used in our Level III and Level IV surgical gowns and our Level IV drapes, notified us that it intends to exit the medical fabrics market in a

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timed, phased manner. Gore gave its customers the option to make advance purchases of fabric to bridge their process of transitioning to another supplier, and we expect to make substantial purchases of fabric pursuant to this program, as discussed below. As a result of Gore's exit from the medical fabrics market, we will need to identify, evaluate, and engage a new supplier of barrier fabric to replace Gore. We believe alternate suppliers exist that could manufacture comparable medical fabrics for us and we are currently exploring arrangements with potential alternate suppliers.

Critical Accounting Policies

The preparation of our financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make judgments, assumptions, and estimates that affect the amounts reported in our financial statements and accompanying notes. On an ongoing basis, we evaluate our estimates and assumptions based upon historical experience and various other factors and circumstances. We believe that these estimates and assumptions are reasonable under the circumstances; however, actual results may vary from these estimates and assumptions. We identified the following critical accounting policies that affect the more significant judgments, assumptions and estimates used in preparing our financial statements.

Allowance for Doubtful Accounts. Our allowance for doubtful accounts is based on our assessment of the collectability of specific customer accounts, the overall aging of the balances, and the financial stability of the customer. The use of different estimates or assumptions could produce different allowance balances. If a major customer's creditworthiness deteriorates or customer defaults run at a rate higher than historical experience, we would be required to increase this allowance, which could adversely affect our results of operations.

Reserves for Shrinkage, Obsolescence, and Scrap for Reusable Surgical Products and Instruments. We determine our reserves for shrinkage and obsolescence of our reusable surgical products and instruments based on historical experience. Any linen products not scanned by our RFID system for a 210-day period are considered lost and written off. We determine our reserve for scrap based upon quality assurance standards and historical evidence. We periodically verify the quantity of other reusable surgical products by counting and by applying observed turn rates. A third party, Aesculap, owns most of the surgical instruments that we use. We base our reserve for owned surgical instrument losses on our assessment of our historical loss experience, including periodic physical counts. Using different estimates or assumptions could produce different reserve balances for our reusable products and instruments. We review this reserve quarterly. If actual shrinkage, obsolescence or scrap differs from our estimates, our reserve would increase or decrease accordingly, which could adversely affect our results of operations.

Reserves for Shrinkage and Obsolescence for Inventories. We determine our reserves for shrinkage and obsolescence of our inventories based on historical data, including the results of cycle counts performed during the year and the evaluation of the aging of reusable and disposable surgical products and instruments. Using different estimates or assumptions could produce different reserve balances. We review this reserve quarterly. If actual losses differ from our estimates, our reserve would increase or decrease accordingly, which could adversely affect our results of operations.

Amortization of Reusable Surgical Products and Instruments. Our reusable surgical products are stated at cost. We amortize linens and basins on a basis similar to the units of production method. Estimated useful lives for each product are based on the estimated total number of available uses for each product. The expected total available usage for our linen products using the three principal fabrics (accounting for approximately 74% of the reusable surgical products) is 75, 100, and 125 uses, based on several factors, including our actual historical experience with these products. We believe our RFID technology enables us to evaluate the useful lives of linen products more often. Basins are amortized on a straight-line basis over their estimated useful life, up to 20 years. We amortize owned surgical instruments on the straight-line method based on a four-year useful life. If our actual use experience with these products is shorter than these

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assumptions, our amortization rates for reusable products and instruments would increase, which could adversely affect our results of operations.

Health Insurance Reserves. We offer employee benefit programs including health insurance to eligible employees. We retain a liability up to \$110,000 annually for each plan member. Our policy has an estimated annual aggregate liability limit of \$3.9 million. We accrue health insurance costs using estimates to approximate the liability for reported claims and claims incurred but not reported. Using different estimates or assumptions could produce different reserve balances. If actual claims results exceed our estimates, our health insurance reserve would increase, which could adversely affect our results of operations.

Workers Compensation Insurance Reserve. Our workers compensation insurance program is a large dollar deductible, self-funded plan. We retain a liability of \$250,000 for each claim occurrence. Our policy has an annual aggregate liability limit of \$1.6 million. We base our reserve on historical claims experience and reported claims. We accrue workers compensation insurance costs using estimates to approximate the liability for reported claims and claims incurred but not reported. We review this reserve quarterly. If actual claims differ from our estimates, the reserve would increase or decrease accordingly, which could adversely affect our results of operations.

Income Taxes. Our effective tax rate is based on expected income and statutory tax rates in the various jurisdictions in which we operate. Significant judgment is required in determining our effective tax rate and evaluating our tax positions. This rate is applied to our quarterly operating results. Income taxes have been provided using the liability method in accordance with ASC Topic 740, *Income Taxes*, (ASC 740) In accordance with ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in the tax rate is recognized in operations in the period that includes the enactment date of the rate change. The tax benefits must be reduced by a valuation allowance in certain circumstances. Realization of the deferred tax benefits is dependent on generating sufficient taxable income prior to expiration of any net operating loss carry-forwards. We periodically review deferred tax assets for recoverability, and provide valuation allowances as necessary.

Stock-Based Compensation. In accordance with the ASC Topic 718, *Share-Based Payments*, (ASC 718) and the Securities and Exchange Commission Staff Accounting Bulletin No. 107 (SAB 107) we recognize stock-based compensation expense in our statements of operations. We have elected to use the binomial model to determine the fair value of our issued options. Option pricing models require the input of subjective assumptions, including the expected life of the option, the price volatility of the underlying stock, expected interest rates and forfeitures. If actual results differ significantly from our assumptions, stock-based compensation could increase or decrease. For further discussion of our stock-based compensation, see *Note B-Summary of Significant Accounting Policies Stock-Based Compensation* to the financial statements.

Results of Operations

We operate on a 52-53 week fiscal year ending the Sunday nearest December 31. The unaudited financial statements are reflected as of March 31, 2011 and 2010 for presentation purposes only. The actual end of each period was April 3, 2011 and April 4, 2010, respectively. There are 13 weeks included for each of the three month periods ended March 31, 2011 and 2010.

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The following table sets forth for the periods shown the percentage of revenues represented by certain items reflected in our statements of operations:

	Three Months Ended March 31	
	2011	2010
Revenues	100.0%	100.0%
Cost of revenues	78.4	80.0
Gross profit	21.6	20.0
Distribution expenses	7.8	7.8
Selling and administrative expenses	15.3	18.2
Loss from operations	(1.5)	(6.0)
Interest expense	0.6	0.6
Other income	(0.3)	(0.4)
Loss before income taxes	(1.7)	(6.2)
Income tax expense	0.1	0.0
Net Loss	(1.8)%	(6.2)%

Three Ended March 31, 2011 Compared to Three Months Ended March 31, 2010

Revenues. Revenues increased \$2.7 million, or 11.0%, to \$27.3 million for the three months ended March 31, 2011, compared to \$24.6 million for the three months ended March 31, 2010.

We operate on a 52-53 week fiscal year. As such, each quarter reflects either 13 or 14 operating weeks. Those weeks break down into days we are operating, which varies between quarters after taking into account company holidays. As a result, a key metric we utilize to run our business is our average daily revenue. During the three months ended March 31, 2011 and 2010, there were 65 billing days in each period. As a result, for those same periods in 2011 and 2010 our average daily revenues were \$420,000 and \$379,000, respectively. The increase in our average daily revenue during the three months ended March 31, 2011 when compared to the three months ended March 31, 2010 is primarily related to the overall increase in our customer base which is primarily driven by the increased demand for our reusable surgical product offering, as well as the increased demand for the Hybrid Preference Pack offering.

Gross Profit. Gross profit increased \$977,000 for the three months ended March 31, 2011, as compared to the same period in the prior year. As a percentage of revenues, gross profit increased by 1.6% for the three months ended March 31, 2011 as compared to the same period in the prior year. Our increased gross profit for the three months ended March 31, 2011, was primarily due to our higher revenues of approximately \$2.7 million and our lower fixed costs as a percent of revenue, as well as lower utilities expense of \$100,000, reusable product loss and scrap of \$74,000 and production labor efficiency of \$45,000, which was partially offset by an increase in disposable materials of approximately \$861,000, an increase in towel expense of approximately \$92,000, and increased medical claims costs. For the three months ended March 31, 2011, our disposable product costs relate almost entirely to us purchasing our disposable materials from Cardinal. The disposable products purchased under the Hybrid Preference Pack program have lower margins as we do not incur any direct production costs. Instead the margins we receive are to compensate us for our product handling costs, as well as risk of non-collections. The increase in towel expense is primarily related to the increase in cotton prices.

Distribution Expenses. Distribution expenses for the three months ended March 31, 2011 increased \$218,000 to \$2.1 million (7.8% of revenues) compared to \$1.9 million (7.8% of revenues) for the three months ended March 31, 2010. The increase in distribution expenses for the three months March 31, 2011 when compared to the prior year was primarily due to increased revenues, as well as, higher vehicle fuel costs, increased labor-related costs and vehicle lease expense, as we added additional drivers and vehicles to service our increased customer base. The increase in vehicle fuel costs was primarily related to the increased price per gallon for diesel fuel.

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Selling and Administrative Expenses. Selling and administrative expenses decreased \$312,000, or 7.0%, to \$4.2 million for the three months ended March 31, 2011 compared to \$4.5 million for the same period in the prior year. Selling and administrative expenses for the three months ended March 31, 2011 were lower than the prior year primarily due to cost control efforts resulting in a decrease in other professional fees of \$156,000, travel-related expenses of \$152,000 and payroll-related costs of \$141,000, partially offset by an increase in Group Purchasing Organization (GPO) related marketing and administrative fees of \$72,000, due to the growth in our revenues and an increase in accounting fees of approximately \$62,000, which was based on when services were performed.

Interest Expense. Interest expense for the three months ended March 31, 2011 was \$165,000 compared to \$143,000 for the three months ended March 31, 2010. The increase for the three months ended March 31, 2011 is primarily due to higher interest rates charged on our outstanding balances.

Other Income. Other income was \$91,000 for the three months ended March 31, 2011, essentially the same as the prior year period. Other income is primarily rental income. In March 2007, we entered into an agreement to lease to a third party a portion of our corporate headquarters under the terms of a non-cancelable operating lease.

Income Tax Expense. Our effective tax rate is based on expected income and statutory tax rates in the various jurisdictions in which we operate and the need for valuation allowance adjustments. Income taxes are a function of our loss before income tax and effective tax rate, including the effects of deferred tax asset valuation allowances. The effective tax rate for the three months ended March 31, 2011 was (4.0)% compared to (0.8)% for the three months ended March 31, 2010. The change in the effective tax rate in the three months ended March 31, 2011 when compared to the prior year is primarily attributable to the change in our results from operations during the period in relation to minimum taxes we are required to pay in various taxing jurisdictions where we are located. Our effective tax rate may increase or decrease during the remainder of 2011 depending upon actual results of operations.

Liquidity and Capital Resources

Our principal sources of capital have been cash flows from operations and borrowings under our revolving credit facility. As of March 31, 2011, we had approximately \$584,000 in cash and cash equivalents, compared to approximately \$1.3 million as of December 31, 2010. In addition, as of March 31, 2011, we had \$8.6 million available under our credit facility, after accounting for amounts outstanding under the credit facility, certain letters of credit principally associated with our bonds payable and a general reserve. Our current credit facility will expire on August 7, 2011. We are in discussion with our current lender as well as other lenders in regards to establishing a new long-term credit facility and our intent is to enter into a new credit facility prior to the expiration of the current Credit Facility. Although it is difficult for us to predict our future liquidity needs with certainty, our continued access to a credit facility is an essential requirement for our continued operations.

Net cash provided by operating activities for the three months ended March 31, 2011 was \$1.0 million as compared to \$605,000 for the same period in the prior year. Net cash from operations during the three months ended March 31, 2011 was primarily related to depreciation and amortization expense of \$2.3 million, provision for reusable surgical product shrinkage of \$551,000 and a decrease in prepaid expenses and other assets of \$335,000, which was partially offset by an increase in accounts receivable of \$1.5 million, a decrease in accounts payable of \$405,000 and our net loss of \$490,000. When compared to cash from operations during the first quarter of 2010, the increase is primarily attributable to our lower level of net loss as well as the timing of collections from customer and payments to vendors.

Net cash used in investing activities during the three months ended March 31, 2011 was \$2.8 million compared to \$2.0 million for the three months ended March 31, 2010. Cash used in investing activities during the three months ended March 31, 2011 is related to purchases of property, plant and equipment and reusable surgical products. We estimate that our expenditures in 2011 for property, plant and equipment will be

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approximately \$2.5 million and our expenditures in 2011 for reusable surgical products will be approximately \$7.0 million, an amount that may fluctuate depending on the growth of our business. We expect instrument revenues will continue to grow and, as a result, we expect our instrument inventory will continue to grow. We estimate that our expenditures in 2011 for instrument inventory will be approximately \$1.2 million.

As noted under *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations*, as a result of Gore's intent to exit the medical fabrics market, we intend to make advance purchases of fabric to bridge the process of transitioning to another supplier. We anticipate this purchase will cause us to incur between \$9 million and \$11 million of capital expenditures in 2012, which we intend to finance through our renewal or replacement credit facility.

Net cash provided by financing activities for the three months ended March 31, 2011 was \$1.1 million compared to net cash provided by financing activities of \$921,000 for the three months ended March 31, 2010. Cash provided by financing activities was primarily a result of the \$6.0 million of proceeds that we received from the reissuance of our bonds, which were used to repay a portion of our outstanding notes payable, as discussed below.

Credit Facility

On August 7, 2008, we entered into a three-year \$24.3 million credit facility (the "Credit Facility"). The Credit Facility includes a revolving loan of up to \$20 million for working capital, letters of credit, capital expenditures, and other purposes, and a \$4.3 million term loan, which replaced a prior mortgage loan on our Tampa headquarters. Actual amounts available under the revolving loan are determined by a defined borrowing base, which primarily relates to outstanding receivables, inventories and reusable surgical products. Under the borrowing base calculation, as of March 31, 2011, we had \$17.5 million available for advances, of which we had used \$8.9 million of the revolving loan, including \$0.6 million of advances, \$8.1 million of availability for letters of credit to support our bonds and self-insurance policies, and \$0.2 million to maintain a required reserve. As of March 31, 2011, we had \$3.7 million outstanding on the term loan, which is classified as a mortgage payable. The term loan amortizes based on a 20-year schedule, with the remaining principal balance due when the Credit Facility expires on August 7, 2011. The Credit Facility is secured by substantially all of our assets.

On March 30, 2010, the Credit Facility was amended to require us to maintain a minimum tangible net worth covenant of \$35 million through December 31, 2010 and \$37.5 million thereafter, and to set the fixed charge coverage ratio as no less than 1.10 to 1.00 after August 31, 2010. As of March 31, 2011, and through the date of this filing, we were in compliance with all the financial and non-financial covenants under the amended Credit Facility.

As amended, the interest rate on the revolving loan varies between 250 and 300 basis points over LIBOR or between 150 and 200 basis points over the Prime Rate, depending on the level of the fixed charge coverage ratio. Interest on the term loan varies between 275 and 325 basis points over LIBOR or between 175 and 225 basis points over the Prime Rate, depending on the level of the fixed charge coverage ratio. The type of interest rate is an election we make periodically. As of March 31, 2011, the \$0.6 million outstanding revolver loan balance was at the Prime Rate plus 2.00% (5.25% at March 31, 2011). As of March 31, 2011, \$3.7 million of the outstanding term loan was based on LIBOR plus 3.75% (4.125% as of March 31, 2011) and the remaining outstanding balance of approximately \$27,000 was at the Prime Rate plus 2.25% (5.50% at March 31, 2011). We are negotiating with our lender an extension of the current agreement or a new credit facility to commence prior to the expiration of the current credit facility.

Bonds and Insurance Financing

We have outstanding public bonds that we issued to fund the construction of two of our reusable processing facilities. Interest expense on these bonds adjusts based on rates that approximate LIBOR (0.36% at March 31, 2011). A principal payment of \$6.6 million is due on the bonds in 2014. The bonds are

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collateralized by the two reusable processing facilities and backed by letters of credit issued under the Credit Facility. The letters of credit must be renewed in January of each year through maturity in 2014.

In October 2008, \$6.0 million of the bonds were tendered. The holders of the tendered bonds were paid from draws against the letters of credit under our Credit Facility, and the amounts due were reflected as outstanding notes payable. Under the terms of the indentures relating to the bonds, the tendered bonds can be remarketed at any time prior to their maturity in 2014. On March 10, 2011 the bonds were reissued and we received approximately \$6.0 million of proceeds which we used to repay a portion of our outstanding notes payable. Letters of credit issued by our lenders for amounts totaling \$6.9 million secure these bonds.

We believe that our existing cash and cash equivalents, together with expected cash provided by operations and our credit facility, will be adequate to finance our operations for at least the next 12 months, although it is difficult for us to predict our future liquidity needs with certainty.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our principal exposure to market risk is change in interest rates under our various debt instruments and borrowings. The outstanding balance under our revolving credit facility was approximately \$0.6 million as of March 31, 2011. The interest rate on the revolving loan varies between 250 and 300 basis points over LIBOR or between 150 and 200 basis points over the Prime Rate, depending on excess availability under the facility. As of March 31, 2011, no amount of the outstanding revolving loan balance was based on LIBOR plus 3.00%. As of March 31, 2011, the \$0.6 million outstanding revolver loan balance was at the Prime Rate plus 2.00% (5.25% at March 31, 2011). We are subject to changes in our interest rate on this facility based on fluctuations in interest rates. Assuming an outstanding balance on this facility of \$0.6 million, if the Prime and LIBOR Rates increase (decrease) by 100 basis points, our interest payments would increase (decrease) by \$1,600 per quarter.

The outstanding balance under the term loan portion of the Credit Facility was approximately \$3.7 million as of March 31, 2011. Interest on the term loan varies between 275 and 325 basis points over LIBOR or between 175 and 225 basis points over the Prime Rate, depending on the level of the fixed charge coverage ratio. We periodically elect the type of interest rate for this loan. As of March 31, 2011, \$3.7 million of the outstanding term loan was based on LIBOR plus 3.75% (4.125% at March 31, 2011) and the remaining outstanding balance of approximately \$27,000 was at the Prime Rate plus 2.25% (5.50% at March 31, 2011). Assuming an outstanding balance of this facility of \$3.7 million, if the Prime and LIBOR Rates increase (decrease) by 100 basis points, our interest payments would increase (decrease) by \$9,500 per quarter.

Interest on our bonds that financed two of our facilities is at a rate that approximates LIBOR. We are subject to changes in our interest expense on these bonds based on fluctuations in interest rates. Assuming an outstanding balance of these bonds of \$6.6 million, if LIBOR were to increase (decrease) by 100 basis points, our interest payments would increase (decrease) by \$16,000 per quarter.

We do not have any other material market risk sensitive instruments.

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Risk Factors

This report, other documents that we publicly disseminate, and oral statements that we make contain or might contain both statements of historical fact and forward-looking statements. Examples of forward-looking statements include: (a) projections of revenue, earnings, capital structure, and other financial items, (b) statements of our plans and objectives, (c) statements of future economic performance, and (d) assumptions underlying statements regarding us or our business. The statements set forth below discuss important factors that could cause actual results to differ materially from any forward-looking statements. We assume no obligation to update these forward-looking statements.

We may need additional capital in the future, which might not be available. Our business is capital intensive and requires annual capital expenditures for additional surgical products. Should we need or otherwise decide to raise additional funds, we may not be able to obtain financing on favorable terms, if at all. If we cannot raise funds, if needed, on acceptable terms, we may not be able to develop or enhance our products, take advantage of future opportunities, respond to competitive pressures or unanticipated requirements or otherwise support our operations. See *Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources* .

Our Credit Facility expires on August 7, 2011, and we might not be able to renew the facility with our current lender or secure another credit facility before this one matures. The absence of a credit facility would materially adversely affect us.

Our Credit Facility requires us to maintain minimum tangible net worth and fixed charge coverage ratio covenants. As of March 31, 2011, we are in compliance with all the financial and non-financial covenants under the amended credit facility. In certain past quarters, we were unable to comply with these covenants and we might not comply with those covenants in future periods. There is no assurance that our lender will waive compliance, and a breach of those covenants would adversely affect us.

We cannot predict the effect that health care reform and other changes in government programs may have on our business, financial condition, results of operations or cash flows. In March 2010, the Patient Protection and Affordable Care Act as amended by the Health Care and Education Reconciliation Act of 2010 (Health Care Reform Legislation) was signed into law. In general, the Health Care Reform Legislation seeks to reduce health care costs and decrease over time the number of uninsured legal U.S. residents, by among other things, requiring employers to offer, and individuals to carry, health insurance or be subject to penalties. At this time, we cannot predict the full impact of the Health Care Reform Legislation due to its complexity and lack of implementing regulations or interpretive guidance, as well as our inability to foresee how the law will impact our customers. Implementation of the Health Care Reform Legislation could ultimately have a material adverse affect on us.

Our future growth is dependent on the sales process and market acceptance of our products and services. Our future performance depends on our ability to maintain and increase revenues from new and existing customers. Our sales process to acquire new customers is typically extended in duration, because of industry factors such as the approval process in hospitals for purchases from new suppliers, the duration of existing supply contracts, and implementation delays pending termination of a hospital's previous supply relationships. Our future performance also depends on the market accepting our product and service offerings, which emphasize the supply of reusable surgical products to a market that predominantly uses disposable products. We are also regularly developing new instrument processing programs. We are subject to a risk that the market will not broadly accept these product offerings, which would adversely affect our revenues and operating results.

We rely on key suppliers. We rely on Aesculap as our major source of supply of instruments for our instrument processing programs. Any failure of Aesculap to furnish instruments for any reason could materially and adversely affect our ability to service these programs until we secured one or more alternative

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suppliers. We had a procurement agreement with Standard Textile Co., Inc. (Standard Textile) as our supply source for our reusable surgical products through August 2008. We are currently working with Standard Textile on a month-to-month basis until a new agreement can be reached. We are also utilizing a secondary supplier. If Standard Textile were unable to perform or if we are unable to reach an agreement with Standard Textile or another supplier on favorable terms, we would be materially and adversely affected.

As disclosed under *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations* Gore, our supplier of the barrier fabric that we use in our Level III and Level IV surgical gowns and our Level IV drapes, notified us that it intends to exit the medical fabrics market in a timed, phased manner. We expect to make significant advance purchases of fabric to bridge the process of transitioning to another supplier and also initiating the process of identifying, evaluating, and engaging that new supplier. Any failure by us to make adequate advance purchases of barrier fabric from Gore or to engage a new supplier of barrier fabric that meets our requirements in a timely manner could materially adversely affect us. There is no assurance that Gore will make a sufficient amount of product available to us or that we will be able to finance the purchase price of the advance purchases on acceptable terms, if at all.

In November 2008, we entered into a Co-Marketing Agreement with Cardinal. The Co-Marketing Agreement appoints Cardinal the exclusive supplier of disposable products for our customers. If the agreement does not provide the results we expect under its terms, we would be materially and adversely affected.

We are subject to fluctuations in the availability and cost of commodity items used in our products and distribution network. We depend on various component raw materials supplied by others for our operations and certain products we offer our customers. Our supplier relationships could be interrupted due to natural disasters or other events or could be terminated. A sustained interruption in the flow of adequate supplies, or a shortage of a particular item, could have an adverse effect on our business as we may not be able to manage price fluctuations in commodity type items.

Additionally, our distribution network uses diesel fuel. Oil and gas prices remain volatile and have fluctuated significantly in recent years, causing our costs to distribute our products to fluctuate. The healthcare industry is highly competitive and many of our customers have cost-containment initiatives, so we might not be able to pass along cost increases through higher prices or fuel surcharges. If we cannot fully offset cost increases through other cost reductions, or recover these costs through price increases or fuel surcharges, our results of operations could be adversely affected. We might also be adversely affected by increases in the cost of cotton, which is a component of our towels.

The loss of a significant customer or purchasing organization could adversely affect our operating results. During the three months ended March 31, 2011, hospitals belonging to three group purchasing organizations (GPOs), Novation, LLC, HealthTrust Purchasing Group, L.P. and MedAssets, Inc., accounted for approximately 57% of our sales. No single healthcare provider accounts for more than 9% of our sales. Our business with these GPOs is pursuant to short-term agreements, which are subject to renewal from time to time through competitive processes. Although each GPO member hospital currently makes its purchasing decisions on an individual basis, the loss of a substantial portion of the GPO hospitals' business would adversely affect our revenues and results of operations.

Intense competition in the markets in which we operate could adversely affect us. Our business is highly competitive. Competitors include a number of distributors and manufacturers, as well as the in-house reprocessing operations of hospitals. Certain of our existing and potential competitors possess substantially greater resources than we possess. Some of our competitors, including Cardinal Converters (a subsidiary of Cardinal Health, Inc.) and Medline Industries, Inc., serve as the sole supplier of a wide assortment of products to a significant number of hospitals. While we have a substantial array of surgical products, many of our competitors have a greater number of products for the entire hospital, which in some instances is a competitive disadvantage for us. There is no assurance that we will be able to compete effectively with existing or potential competitors.

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The loss of key executives and employees could adversely affect us. Our success depends upon the contributions of executives and key employees. The loss of executives and certain key employees in sales, operations and marketing could have a significant adverse effect on our ability to penetrate our markets, operate efficiently, and develop and sell new products and services. We also believe our success will depend in large part upon our ability to attract and retain additional highly skilled personnel.

Our ability to effectively grow depends on our ability to improve our operational systems. We have expanded our operations since inception and may continue to expand to pursue existing and potential market opportunities. This growth places a significant demand on management, financial and operational resources. To manage growth effectively, we must implement and improve our operational systems, procedures and controls on a timely basis and continue to invest in the operational infrastructure of our business.

Our product liability insurance may not be sufficient to cover all claims. The use of medical devices such as surgical instruments entails an inherent risk of product liability or other claims initiated by patients or hospitals. Any of those claims in excess of our insurance coverage or not covered by insurance could adversely affect our results of operations.

Changes in federal or state regulations could materially adversely affect us. Significant aspects of our businesses are subject to federal, state and local statutes and regulations governing, among other things, medical waste-disposal and workplace health and safety. In addition, most of the products furnished or sold by us are subject to regulation as medical devices by the U.S. Food and Drug Administration (FDA), as well as by other federal, state and local agencies. Our facilities are subject to quality systems inspections by FDA officials. The FDA has the power to enjoin future violations, seize adulterated or misbranded devices, and require the manufacturer to remove products from the market, and publicize relevant facts. Federal, state or local governments might impose additional restrictions or adopt interpretations of existing laws that could materially adversely affect us.

Failure to maintain adequate internal systems and effective internal controls over financial reporting and information systems could adversely affect us. Adequate internal systems and an effective system of internal controls are necessary to ensure proper financial reporting and disclosure. If a significant deficiency or material weakness, as defined under the Public Company Accounting Oversight Board guidelines, exists in our business, it could adversely affect our ability to report our financial condition, results of operations or cash flows, and related disclosures.

We adopted a rights plan that could make it more difficult for a third party to acquire us. On November 10, 2010, our Board of Directors adopted a shareholder rights plan to better assure that we can evaluate and respond to a disclosed indication of interest. The plan could discourage, delay, or prevent a hostile third party from acquiring a large portion of our securities, initiating a tender offer or proxy contest, or acquiring us, even if our shareholders might receive a premium for their shares over then-current market prices.

Our stock price has fluctuated and might continue to be volatile. During the 12-month period ended March 31, 2011, the sale price of our common stock on the NASDAQ Stock Market System ranged from \$2.51 to \$6.50. Our common stock price may continue to be volatile in the future.

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Item 4. Controls and Procedures

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer (our Executives), we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities and Exchange Act of 1934, as amended (the Exchange Act), as of the end of our most recent fiscal quarter. Based on that evaluation, we concluded that our disclosure controls and procedures are effective to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and (ii) accumulated and communicated to our management, including the Executives, as appropriate, to allow timely decisions regarding required disclosure.

We have also evaluated our internal controls for financial reporting, and there have been no changes that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Any system of disclosure controls and internal controls, even if well conceived, is inherently limited in detecting and preventing all errors and fraud and provides reasonable, not absolute, assurance that its objectives are met. The design of a control system must reflect resource constraints. Inherent limitations include the potential for faulty judgments in decision-making, breakdowns because of simple errors or mistakes, and circumvention of controls by individual acts, collusion of two or more people, or management override of the controls.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings

We are subject to matters that arise in the ordinary course of our business, none of which we expect to be material.

Item 6. Exhibits and Reports on Form 8-K

Exhibit Number	Exhibit Description
3.1	Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-1 filed by the Company on May 15, 1996).
3.2	Articles of Amendment to Restated Articles of Incorporation, dated as of August 31, 1998, of the Company (for Series A Preferred Stock) (incorporated by reference to Exhibit 4.4 to the Current Report on Form 8-K filed by the Company on September 9, 1998).
3.3	Second Articles of Amendment to Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Company on November 5, 2010).
3.4	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.3 to the Annual Report on Form 10-K for the 2006 year filed by the Company on March 23, 2007).
4.3	Rights Agreement, dated as of November 5, 2010, between the Company and Registrar and Transfer Company, as rights agent, which includes as Exhibit B the Form of Rights Certificate (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company on November 5, 2010).
31.1	Certification by the Chief Executive Officer (CEO) of the Company pursuant to Rule 13a-14 under the Securities Exchange Act of 1934 (the Exchange Act) in accordance with Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by the Controller and Vice President and Chief Financial Officer (CFO) of the Company pursuant to Rule 13a-14 under the Securities Exchange Act of 1934 (the Exchange Act) in accordance with Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by the CEO of the Company pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Not deemed to be filed with the Securities and Exchange Commission).
32.2	Certification by the Controller and Vice President and Chief Financial Officer (CFO) of the Company pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Not deemed to be filed with the Securities and Exchange Commission).

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SIGNATURES

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

SRI/SURGICAL EXPRESS, INC.

Date: May 9, 2011

By: */s/* MARK R. FARIS
Vice President & Chief Financial Officer