MERCURY AIR GROUP INC
Form 10-Q/A
October 15, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q/A

(Mark One)

[X] Amendment No. 1 to quarterly report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 31, 2002.

[ ] Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 For the Transition period from to
Commission File No. 1-7134

MERCURY AIR GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	11-1800515
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

5456 McConnell Avenue, Los Angeles, CA	90066
(Address of principal executive offices)	(Zip Code)

(310) 827-2737
(Registrant s telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES [X] No [ ]

Indicate the number of shares outstanding of each of the issuer s classes of common equity, as of the latest practicable date.

Title	Number of Shares Outstanding As of May 9, 2002
Common Stock, $0.01 Par Value	6,517,949

INTRODUCTORY NOTE

The registrant is filing this Form 10-Q/A to give effect to the restatement as discussed in Note 10 to the consolidated financial statements. Only Part 1, Items 1 and 2 of the original 10-Q filing are being amended and restated as part of this 10-Q/A.

TABLE OF CONTENTS

Item 1. Financial Statements
CONSOLIDATED BALANCE SHEETS (AS RESTATED)
CONSOLIDATED STATEMENTS OF INCOME (AS RESTATED)
CONSOLIDATED STATEMENTS OF CASH FLOW (AS RESTATED)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Item 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.
SIGNATURES
CERTIFICATIONS

Table of Contents

Item 1. Financial Statements

MERCURY AIR GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	(As restated, See Note 10)	
	MARCH 31, 2002	**JUNE 30, 2001**
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$1,780,000	$3,886,000
Trade accounts receivable, net of allowance for doubtful accounts of $1,852,000 at 3/31/02 and $1,653,000 at 6/30/01	48,438,000	53,530,000
Inventories, principally aviation fuel	2,961,000	4,069,000
Prepaid expenses and other current assets	4,680,000	2,882,000
Notes receivable from affiliate (Note 9)	1,400,000	
Net assets of discontinued operations (Note 2)		4,338,000
Total current assets	59,259,000	68,705,000
PROPERTY, EQUIPMENT AND LEASEHOLDS , net of accumulated depreciation and amortization of $54,781,000 at 3/31/02 and $50,811,000 at 6/30/01 (Note 9)	65,691,000	73,133,000
NOTES RECEIVABLE	1,618,000	1,510,000
OTHER ASSETS	7,685,000	9,140,000

$134,253,000 $152,488,000

LIABILITIES AND STOCKHOLDERS EQUITY

CURRENT LIABILITIES:

Accounts payable	$23,231,000	$31,764,000
Accrued expenses and other current liabilities	8,190,000	10,357,000
Current portion of long-term debt (Note 5)	26,669,000	7,461,000
Senior subordinated note current (Note 5)	23,170,000	
Total current liabilities	81,260,000	49,582,000
LONG-TERM DEBT (Note 5)	14,916,000	44,560,000
DEFERRED GAIN (Note 9)	2,212,000	
DEFERRED RENT	1,796,000	1,354,000
DEFERRED INCOME TAXES	444,000	380,000
SENIOR SUBORDINATED NOTE (Note 5)		23,030,000
COMMITMENTS AND CONTINGENCIES (Note 4)		

STOCKHOLDERS EQUITY:

Preferred Stock $.01 par value; authorized 3,000,000 shares; no shares outstanding		
Common Stock $ .01 par value; authorized 18,000,000 shares; outstanding 6,517,949 shares at 3/31/02; outstanding 6,576,680 shares at 6/30/01	65,000	66,000
Additional paid-in capital	21,341,000	21,442,000

Retained earnings	13,096,000	12,835,000
Accumulated other comprehensive loss (Note 8)	(344,000)	(228,000)
Notes receivable from sale of stock	(533,000)	(533,000)
Total stockholders equity	33,625,000	33,582,000
	$134,253,000	$152,488,000

See accompanying notes to consolidated financial statements

Table of Contents

MERCURY AIR GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	(As restated, See Note 10)			
	Nine Months Ended March 31,		Three Months Ended March 31,	
	2002	2001	2002	2001
Sales and Revenues:				
Sales	$216,203,000	$289,624,000	$66,301,000	$ 90,493,000
Service revenues	67,558,000	69,766,000	21,617,000	23,409,000
	283,761,000	359,390,000	87,918,000	113,902,000
Costs and Expenses:				
Cost of sales	186,331,000	262,124,000	56,948,000	82,055,000
Operating expenses	75,387,000	70,627,000	24,455,000	24,346,000
	261,718,000	332,751,000	81,403,000	106,401,000
Gross Margin (Excluding depreciation and amortization)	22,043,000	26,639,000	6,515,000	7,501,000
Expenses (Income):				
Selling, general and administrative	7,769,000	6,114,000	3,031,000	1,959,000
Provision for bad debts	1,247,000	2,575,000	475,000	676,000
Depreciation and amortization	7,030,000	7,074,000	2,346,000	2,420,000
Interest expense	4,320,000	5,705,000	1,329,000	1,847,000
Costs and expenses of stock offering (Note 1)	985,000			
Loss on sale of property	71,000			
Interest income	(72,000)	(43,000)	(44,000)	(5,000)
	21,350,000	21,425,000	7,137,000	6,897,000
Income (loss) from Continuing Operations Before Provision for Income Taxes	693,000	5,214,000	(622,000)	604,000
Provision (Benefit from) for Income Taxes	271,000	2,034,000	(242,000)	236,000
Income (loss) from Continuing Operations	422,000	3,180,000	(380,000)	368,000
(Loss) Income from Discontinued Operations net of income tax (benefit) charge of ($27,000) in 2002 and $36,000 and ($44,000) in 2001	(42,000)	57,000		(69,000)
Net Income (loss)	$ 380,000	$ 3,237,000	$ (380,000)	$ 299,000

Net Income (loss) Per Common Share (Note 6):				
Basic:				
From Continuing Operations	$ 0.06	$ 0.49	$ (0.06)	$ 0.06
From Discontinued Operations	(0.01)	0.01		(0.01)
Net income (loss)	$ 0.06	$ 0.50	$ (0.06)	$ 0.05
Diluted:				
From Continuing Operations	$ 0.06	$ 0.47	$ (0.06)	$ 0.05
From Discontinued Operations	(0.01)	0.01		(0.01)
Net income (loss)	$ 0.06	$ 0.48	$ (0.06)	$ 0.04

See accompanying notes to consolidated financial statements

Table of Contents

MERCURY AIR GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOW
(UNAUDITED)

	(As restated, See Note 10)	
	NINE MONTHS ENDED MARCH 31,	
	2002	2001
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 380,000	$ 3,237,000
Less: (Loss) Income from discontinued operations	(42,000)	57,000
Income from continuing operations	422,000	3,180,000
Adjustments to derive cash flow from Operating activities:		
Loss on sale of property	71,000	
Provision for bad debts	1,247,000	2,575,000
Depreciation and amortization	7,030,000	7,074,000
Deferred income taxes	64,000	
Deferred rent	442,000	508,000
Compensation expense related to remeasurement of stock options	87,000	
Amortization of senior subordinated note discount	140,000	140,000
Amortization of deferred gain	(15,000)	
Changes in operating assets and liabilities:		
Trade and other accounts receivable	3,845,000	(11,310,000)
Inventories	1,108,000	195,000
Prepaid expenses and other current assets	(1,798,000)	(1,264,000)
Accounts payable	(8,533,000)	5,181,000
Accrued expenses and other current liabilities	(2,167,000)	3,239,000
Net cash provided by operating activities	1,943,000	9,518,000
CASH FLOWS FROM INVESTING ACTIVITIES:		
Decrease in other assets	770,000	1,596,000
Increase in notes receivable	(108,000)	
Acquisition of businesses		(10,400,000)
Proceeds from sale of property	4,758,000	
Additions to property, equipment and leaseholds	(2,905,000)	(4,405,000)
Net cash provided by (used in) investing activities	2,515,000	(13,209,000)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from long-term debt	10,250,000	11,969,000
Reduction of long-term debt	(20,686,000)	(9,654,000)
Reduction of note receivable from sale of stock		75,000
Repurchase of common stock	(313,000)	
Proceeds from issuance of common stock	5,000	257,000
	(10,744,000)	2,647,000

Net cash (used in) provided by financing activities		
Effect of exchange rate changes on cash	(116,000)	
Net Cash provided by Discontinued Operations	4,296,000	354,000
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS FROM CONTINUING OPERATIONS	(6,402,000)	(1,044,000)
CASH AND CASH EQUIVALENTS, beginning of period	3,886,000	2,143,000
CASH AND CASH EQUIVALENTS, end of period	$1,780,000	$1,453,000
CASH PAID DURING THE PERIOD:		
Interest	$4,250,000	$3,816,000
Income taxes paid (refunded)	$470,000	($715,000)
SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING ACTIVITIES:		
Note receivable from affiliate related to the sale of property (Note 9)	$1,400,000	

See accompanying notes to consolidated financial statements

MERCURY AIR GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2002

(Unaudited)

Note 1 General:

Business:

Mercury Air Group, Inc., (the Company) a Delaware corporation, provides a broad range of services to the aviation industry through four principal operating units: fuel sales, cargo operations, fixed base operations and U.S. government contract services. Fuel sales include the sale of fuel and delivery of fuel primarily to domestic and international commercial airlines, business aviation and air freight airlines. Cargo operations consist of cargo handling, space logistics operations and general cargo sales agent services. Fixed base operations (FBOs) include fuel sales, into-plane services, ground support services, aircraft hangar and tie-down facilities and maintenance at certain locations for commercial, private, general aviation and military aircraft. Government contract services consist of aircraft refueling and fuel storage operations, base operating support (BOS) services, air terminal and ground handling services and weather observation and forecasting services performed principally for agencies of the United States government. Additionally, the Company had a fifth operating unit, RPA Airline Automation Services, Inc. (RPA) which was sold on July 3, 2001 and is classified as a discontinued operation (see Note 2).

Risks and Uncertainties:

After taking the restatement discussed in Note 10 into consideration, the Company was not in compliance with the minimum quarterly net earnings covenant included in the Senior Secured Credit Facility as of March 31, 2002. The Company is in discussions with the lenders associated with this debt instruments to obtain a waiver from this covenant. Until the waiver has been executed, the lenders have the right to provide written notice to the Company and declare the outstanding obligation associated with this debt instruments to be immediately due and payable. If the Senior Secured Credit Facility lenders provide this notice, the holder of the Senior Subordinated 12% Note (the Note) has the right to provide the Company with written notice declaring the outstanding obligations on the Note to be immediately due and payable. The lenders have not exercised this right. In addition to being engaged in continuing discussions with the lenders to obtain a waiver for this covenant, the Company has also engaged a financial advisor and is in discussions with other lenders to provide new financing to replace the Senior Secured Credit Facility and the Note. There can be no assurance that the Company could obtain financing if necessary, which may result in the Company having inadequate financial resources to meet this obligation. However, the Company believes it will be able to secure new financing to replace the Senior Secured Credit Facility and the Note should the lenders exercise their right to accelerate the maturity dates.

MercFuel, Inc:

On March 7, 2001, the Company announced its plan to create an independent publicly traded company, MercFuel, Inc. (MercFuel). MercFuel was organized in Delaware on October 27, 2000 as a wholly owned subsidiary of the Company. On January 1, 2001, the Company transferred to MercFuel, the assets and liabilities of its Fuel Sales division. On May 16, 2001 and amended twice thereafter, MercFuel filed a registration statement related to the proposed sale of 1,200,000 shares of common stock (the Offering). On April 30, 2001, MercFuel agreed to sell 239,942 shares of common stock in a private placement at a per share price of $4.35. Due to market conditions, the Company was not able to complete the Offering and the proceeds of the private placement have been returned. The Company incurred $985,000 of expenses associated with the Offering and private placement which were expensed in the quarter ended December 31, 2001. The Company has also elected to withdraw MercFuel s application for registration of its common stock; depending on market conditions and other factors, the Company may re-file a registration statement at a later point in time. The Company may pursue various financing options with respect to MercFuel.

Table of Contents

Basis of Presentation:

The accompanying unaudited financial statements reflect all adjustments (consisting of normal, recurring accruals only) which are necessary to fairly present the results for the interim periods. Such financial statements have been prepared in accordance with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X and, therefore, do not include all the information or footnotes necessary for a complete presentation. They should be read in conjunction with the Company s Annual Report on Form 10-K for the year ended June 30, 2001 and the notes thereto. The results of operations for the nine months ended March 31, 2002 are not necessarily indicative of results for the full year.

Certain reclassifications were made to prior year and quarter statements to conform to the March 31, 2002 presentation.

New Accounting Pronouncements:

In July 2001, the Financial Accounting Standards Board (FASB) issued SFAS No. 141, Business Combinations. SFAS No. 141 requires the purchase method of accounting for business combinations initiated after June 30, 2001 and eliminates the pooling-of-interest method. The adoption of SFAS No. 141 did not have an impact on the Company s financial statements.

In July 2001, the FASB issued SFAS No. 142, Goodwill and Other Intangible Assets. The Company has elected to adopt SFAS No. 142 on July 1, 2002. SFAS No. 142 requires, among other things, the discontinuance of goodwill amortization. In addition, the standard includes provisions for the reclassification of certain existing recognized intangibles as goodwill, reassessment of the useful lives of existing recognized intangibles, reclassification of certain intangibles out of previously reported goodwill and the identification of reporting units for purposes of assessing potential future impairments of goodwill. SFAS. No. 142 also requires the Company to complete a transitional goodwill impairment test six months from the date of adoption. The Company has not yet determined what impact the adoption will have on its financial statements.

In August 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets , which supersedes FASB Statement No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of. This new statement also supersedes certain aspects of APB Opinion No. 30, Reporting the Results of Operations-Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions, with regard to reporting the effects of a disposal of a segment of a business and will require expected future operating losses from discontinued operations to be reported in discontinued operations in the period incurred (rather than as of the measurement date as presently required by APB Opinion No. 30). In addition, more dispositions may qualify for discontinued operations treatment. The provisions of this statement are required to be applied on July 1, 2002. The Company has not yet determined what effect this statement will have on its financial statements.

Table of Contents

Note 2 Discontinued Operations:

On July 3, 2001, the Company completed the sale of the net assets of its subsidiary, known as RPA Airline Automation Services, Inc. (RPA),which provides airline revenue accounting and management information software consisting of proprietary software programs which are marketed to foreign and domestic airlines. The Company has reclassified its consolidated financial statements to reflect the sale of RPA and to segregate the revenues, direct costs and expenses (excluding allocated costs), assets and liabilities, and cash flows of RPA. The net operating results, net assets and net cash flows of this business have been reported as Discontinued Operations in the accompanying consolidated financial statements. Summarized income statement information for the nine months ended March 31, 2001 and balance sheet information as of June 30, 2001 are as follows:

Income Statement Information:	Nine Months Ended March 31, 2001
Service revenues	$4,049,000
Operating expense	3,723,000
Gross margin	326,000
Other expense	233,000
Income before income taxes	93,000
Income tax charge	36,000
Net income	$ 57,000

Balance Sheet Information:	June 30, 2001
Current assets	$4,324,000
Total assets	5,292,000
Current and total liabilities	954,000
Net assets of discontinued operations	4,338,000

During the quarter ended September 30, 2001, the Company recorded a loss of $42,000 related to sale of a building that had previously been RPA s corporate headquarters. At March 31, 2002, the Company no longer retained any significant assets or liabilities related to RPA.

Note 3 Income Taxes:

Income taxes have been computed based on the estimated annual effective income tax rate for the respective periods.

Table of Contents

Note 4- Commitments and Contingencies:

In April 2000, Mercury filed a collection action against AER Global Logistics (AER) in the state of New York. AER filed a counterclaim for $1.0 million alleging among other things, tortious interference with contract. Mercury believes that this claim is without merit, and accordingly, does not believe this matter will have a significant impact on it financial position or operating results.

On April 3, 2001 Mercury received notice of an action filed by Skylink Express, Inc. in the Superior Court of Justice Ontario, Canada against Excel Cargo, Inc. and others for damages to aircraft occurring on November 30, 1999 and January 10, 2000 at Mirabel International Airport Quebec for a total amount of $2.5 million Canadian ($1.65 million U.S.) plus interest and fees. Mercury does not believe the outcome of this claim will have a significant impact on its financial position or operating results.

On November 30, 2001, the Company received notice of a counter-complaint filed by UPS against the Company and a third party seeking indemnification and reimbursement in the amount of $470,000 for the costs incurred as a result of a fuel spill at the Ontario, CA Airport. The Company has provided a response to UPS denying such claim and on September 28, 2001, filed a lawsuit seeking reimbursement for damages. Mercury does not believe the outcome of this claim will have a significant impact on its financial position or operating results.

On June 7, 2000, Jupiter Airline Automation Services, Inc. formerly known as RPA Airline Automation Services, a wholly owned subsidiary of the Company, filed an action in the Circuit Court of the 11th Judicial Circuit in Miami-Dade County, Florida against Challenge Air Cargo, Inc,. seeking damages for breach of contract. In August 2000, the Company received notice that Challenge Air Cargo, Inc. had filed a counter-claim seeking damages for breach of contract. Mercury does not believe the outcome of this claim will have a significant impact on its financial position or operating results.

On May 1, 2002, Mercury received a Notice of Violation (NOV) for its Fort Wayne, Indiana facility alleging that Mercury s Spill Prevention, Control and Countermeasure Plan (SPCC) does not meet certain federal regulatory guidelines. Specifically, the EPA alleged that Mercury s SPCC failed to provide for proper parking, secondary containment, and proper drainage of its refueler trucks. The EPA has requested that Mercury submit a written response to its allegations no later than May 31, 2002. Mercury intends to fully comply with all EPA requirements.

The Company is also a defendant in certain litigation arising in the normal course of business. In the opinion of management, the ultimate resolution of such litigation will not have a significant effect on its financial position or operating results.

Table of Contents

Note 5- Debt:

On September 10, 1999, the Company issued, in a private placement, a $24.0 million senior Subordinated 12% Note (the Note) due 2006 with detachable warrants to purchase 503,126 shares of the Company s common stock exercisable at $6.50 per share for seven years. On November 16, 2001, the agreement was amended to reduce the exercise price to $5.50 per share. The reduction in the exercise price of the warrants resulted in an insignificant change in the value of warrants. The Note agreement contains covenants that, among other matters, limit senior indebtedness, the disposition of assets and unfunded capital expenditures. The covenants also included a ratio test for interest coverage, leverage, fixed charge coverage and debt service. On November 16, 2001 and effective September 30, 2001, the Company received a waiver pertaining to the interest coverage test and the agreement was amended by reducing the ongoing interest coverage test.

In addition, the Company has a Note Payable to banks that consists principally of a credit facility (the Senior Secured Credit Facility), which provides for a term loan (Term Loan), an acquisition line (Acquisition Line) and a revolving line of credit (Revolver). The Senior Secured Credit Facility expires in March 2004. Borrowings under the Term Loan were $5.3 million, under the Acquisition Line were $17.4 million, and under the Revolver were $2.0 million at March 31, 2002. The Senior Secured Credit Facility contains covenants that require the maintenance of certain financial ratios, minimum tangible net worth (as defined), minimum profitability levels, maximum leverage and minimum debt service coverage and quick ratios and limitation on annual capital expenditures. Additionally, the Company is prohibited from paying dividends in excess of $400,000 per year.

After taking the restatement discussed in Note 10 into consideration, the Company was in noncompliance with the minimum net earnings debt covenant contained in the Senior Secured Credit Facility. Until a waiver of this covenant requirement is executed, the lenders have the right to provide written notice to the Company declaring the outstanding obligations on the Senior Secured Credit Facility immediately due and payable. If the Senior Secured Credit facility lenders do provide written notice, the holders of the Note have the right to provide written notice to the Company declaring the outstanding obligations on the Note to be immediately due and payable. The lenders have not exercised this right. The Company is in discussions with the lenders to obtain a waiver for this covenant.

As of March 31, 2002, the total principal amount outstanding on the Senior Secured Credit Facility (the Senior Debt) and the Note, amounting to $24,738,000 and $23,170,000 respectively, was classified on the Company s Consolidated Balance Sheet as Current portion of long-term debt and Senior Subordinated Note, current.

Note 6- Earnings Per Share:

Basic earnings per common share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income by the weighted average number of common shares and potential common shares. Potential common shares include stock options and shares resulting from the assumed conversion of subordinated debentures, when dilutive.

	Nine Months Ended				Three Months Ended			
	March 31, 2002		March 31, 2001		March 31, 2002		March 31, 2001	
	Diluted	Basic	Diluted	Basic	Diluted	Basic	Diluted	Basic
Weighted average number of common shares outstanding during the period	6,557,000	6,557,000	6,521,000	6,521,000	6,518,000	6,518,000	6,531,000	6,531,000
Common share equivalents resulting from the assumed exercise of stock options	142,000		171,000		151,000		167,000	
Common shares resulting from the assumed conversion of debentures	28,000		44,000		28,000		44,000	
Weighted average number of common and	6,727,000	6,557,000	6,736,000	6,521,000	6,697,000	6,518,000	6,742,000	6,531,000

common equivalent shares outstanding during the period								

9

Table of Contents

Note 7- Segment Reporting:

The Company operates and reports its activities through four principal units: 1) Fuel Sales, 2) Fixed Based Operations, 3) Cargo Operations and 4) Government Contract Services. Additionally, the Company had a fifth operating unit, RPA, which was sold on July 3, 2001. As a result, RPA historical operating results have been reclassified as discontinued operations. The segment data for the quarter and nine months ended March 31, 2001 included below has been restated to exclude amounts related to the RPA business unit.

(Dollars in Thousands)	Fuel Sales	Fixed Base Operations	Cargo Operations	Government Contract Services	Corporate or Unallocated	Total
Quarter Ended March 31, 2002						
Revenues	$ 52,243	$22,491	$ 6,400	$ 6,784		$ 87,918
Gross Margin	1,799	3,195	(153)	1,674		6,515
Depreciation and Amortization	16	1,489	547	171	123	2,346
Capital Expenditures	11	661	45	5	14	736
Segment Assets	30,567	47,232	33,776	24,275	(1,597)	134,253
Quarter Ended March 31, 2001						
Revenues	$ 74,965	$24,082	$ 7,936	$ 6,919		$113,902
Gross Margin	1,318	3,523	1,370	1,290		7,501
Depreciation and Amortization	186	1,334	690	210		2,420
Capital Expenditures	0	838	244	9	46	1,137
Segment Assets	23,297	40,158	36,496	21,424	29,370	150,745
Nine Months Ended March 31, 2002						
Revenues	$171,353	$69,575	$21,086	$21,747		$283,761
Gross Margin	5,169	10,455	1,008	5,411		22,043
Depreciation and Amortization	31	4,301	1,680	384	634	7,030
Capital Expenditures	22	2,718	142	5	18	2,905
Segment Assets	30,567	47,232	33,776	24,275	(1,597)	134,253
Nine Months Ended March 31, 2001						
Revenues	$239,870	$74,417	$23,664	$21,439		$359,390
Gross Margin	5,852	11,332	5,104	4,351		26,639
Depreciation and Amortization	559	3,918	1,959	638		7,074
Capital Expenditures	11	13,138	1,576	(34)	114	14,805
Segment Assets	23,297	40,158	36,496	21,424	29,370	150,745

Gross margin is used as the measure of profit and loss for segment reporting purposes as it is viewed by key decision makers as the principal operating indicator in measuring segment profitability. The key decision makers also view bad debt expense as an important measure of profit and loss. The predominant component of bad debt expense relates to Fuel Sales. Bad debt expense for Fuel Sales was approximately $402,000 and $651,000; total bad debt expense was $475,000 and $676,000 for the quarter ended March 31, 2002 and March 31, 2001, respectively. Bad debt expense for fuel sales was approximately $1,021,000 and $2,350,000; total bad debt expense was $1,247,000 and $2,575,000 for the nine months ended March 31, 2002 and March 31, 2001, respectively.

Table of Contents

Note 8 Comprehensive Income:

For the periods presented, adjustments to derive comprehensive income (loss) from net income are as follows.

	Nine Months Ended March 31,		Three Months Ended March 31,	
	2002	2001	2002	2001
Net Income (Loss)	$ 380,000	$3,237,000	$(380,000)	$299,000
Foreign Currency Adjustment	(116,000)		(116,000)	
Comprehensive Income (Loss)	$ 264,000	$3,237,000	$(496,000)	$299,000

Note 9 Sales Leaseback Related Party Transaction:

In January 2002, the Company sold land and building which comprise its corporate headquarters to CFK Realty Partners, LLC (CFK Partners) for $4.1 million, consisting of $2.7 million in cash and a note receivable of $1.4 million. The note receivable accrues interest at 5% and is due on December 31, 2002, however, CFK Partners has options to extend the note through December 31, 2004. Concurrently, the Company also entered into a ten-year lease for the property. The lease payments currently approximate $37,000 per month. The excess of the sales price over the net book value of the property of $2,227,000 was recorded as a deferred gain. Of this gain, $827,000 (the amount of cash received in excess of net book value) is being amortized as an offset to rent expense over the ten year term of the lease agreement. The remaining deferred gain will be amortized over the remaining term of the lease beginning at such time as it meets the criteria for gain recognition.

CFK Partners is a partnership consisting of three of the Company s directors, one of whom also serves as the Company s Chief Executive Officer. In addition, CFK Partners also owns approximately 30% of the Company s outstanding shares.

Note 10 Reclassification and Restatement of Financial Statements:

Subsequent to the issuance of its interim consolidated financial statements for the three and nine months ended March 31, 2002, the Company corrected its accounting to properly record leasehold amortization expenses for the cargo operations, the write off of costs for financing not completed, certain FBO operating expenses, compensation resulting from changes in stock option terms and sales tax adjustments. As a result, the accompanying consolidated financial statements for the three and nine months ended March 31, 2002 have been restated from the amounts previously reported to properly reflect such expenses. The aggregate of all adjustments was a decrease in net income of $549,000 and $386,000 for the nine and three months ended March 31, 2002, respectively.

As a result of the restatement, the Company is in noncompliance with the minimum quarterly net earnings debt covenant contained in the Senior Secured Credit Facility. The Company is in discussions with the lenders to obtain a waiver for the debt covenant. Until such time as a waiver is executed, the lenders have the right to provide written notice to the Company declaring the total obligations associated with the Senior Secured Credit Facility to be immediately due and payable. If the Senior Secured Credit Facility lenders provide this notice, the holders of the Note have the right to provide the Company with written notice declaring the entire obligations associated with the Note to be immediately due and payable. The lenders have not exercised this right. Due to this right, as of March 31, 2002 the Company classified the principal amount outstanding on the Senior Secured Credit Facility and the Note as Current portion of long term debt and Senior Subordinated Note, current, respectively, on the consolidated balance sheet.

In addition, the Company has reflected in the accompanying consolidated financial statements certain reclassifications associated with one of its cargo warehouse leases. These reclassifications resulted in an increase of property, equipment and leaseholds, with a corresponding increase of long-term deferred rent, as of March 31, 2002 and June 30, 2001, and a decrease of gross margin (excluding depreciation and amortization), with a corresponding decrease of depreciation and amortization expense, for the three and nine months ended March 31, 2002 and 2001. The reclassifications had no effect on total stockholders equity, net income (loss) or earnings (loss) per share for any period presented.

A summary of the significant effects of the restatement and reclassifications is as follows:

	For the Nine Months Ended March 31,				For the Three Months Ended March 31,			
	2002 (In Thousands)		2001 (In Thousands)		2002 (In Thousands)		2001 (In Thousands)	
	As Previously Reported	As Restated	As Previously Reported	As Reclassified	As Previously Reported	As Restated	As Previously Reported	As Reclassified
Gross Margin (Excluding Depreciation and Amortization)	$22,640	$22,043	$27,147	$26,639	$6,802	$6,515	$7,672	$7,501
Selling, General & Administration	$ 7,391	$ 7,769	$ 6,114	$ 6,114	$2,957	$3,031	$1,959	$1,959
Depreciation and Amortization	$ 7,105	$ 7,030	$ 7,582	$ 7,074	$2,074	$2,346	$2,591	$2,420
Income (Loss) from Continuing Operations Before Provisions for (Benefit from) Income Taxes	$ 1,593	$ 693	$ 5,214	$ 5,214	$ 11	$ (622)	$ 604	$ 604
Income (Loss) from Continuing Operations	$ 971	$ 422	$ 3,180	$ 3,180	$ 6	$ (380)	$ 368	$ 368
Net Income (Loss)	$ 929	$ 380	$ 3,237	$ 3,237	$ 6	$ (380)	$ 299	$ 299
Net Income (Loss) Per Common Share:								
Basic:								
From Continuing Operations	$ 0.15	$ 0.06	$ 0.49	$ 0.49	$ 0.00	$ (0.06)	$ 0.06	$ 0.06
Net Income	$ 0.14	$ 0.06	$ 0.50	$ 0.50	$ 0.00	$ (0.06)	$ 0.05	$ 0.05
Diluted:								
From Continuing Operations	$ 0.14	$ 0.06	$ 0.47	$ 0.47	$ 0.00	$ (0.06)	$ 0.05	$ 0.05
Net Income	$ 0.14	$ 0.06	$ 0.48	$ 0.48	$ 0.00	$ (0.06)	$ 0.04	$ 0.04

	March 31, 2002 (In Thousands)		June 30, 2001 (In Thousands)	
	As Previously Reported	**As Reclassified**	**As Previously Reported**	**As Reclassified**
Property, Equipment, and Leaseholds, net	$ 64,262	$ 65,691	$ 71,779	$ 73,133
Total Assets	$133,448	$134,253	$151,134	$152,488
Current Portion of Long Term Debt	$ 7,272	$ 26,669	$ 7,461	$ 7,461
Senior subordinated note, current		$ 23,170		
Total Current Liabilities	$ 39,222	$ 81,260	$ 49,582	$ 49,582
Long Term Debt	$ 34,313	$ 14,916	$ 44,560	$ 44,560
Senior subordinated note, long term	$ 23,170		$ 23,030	$ 23,030
Deferred Rent Non current		$ 1,796		$ 1,354
Total Liabilities	$99,361	$100,628	$117,552	$118,906
Total Stockholders Equity	$34,087	$33,625	$33,582	$33,582

11

Item 2.

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following management's discussion and analysis of financial condition and results of operations gives effect to the restatement discussed in Note 10 to the consolidated financial statements.

Results of Operations- Comparison of the Three Months Ended March 31, 2002 and March 31, 2001 and Comparison of the Nine Months Ended March 31, 2002 and March 31, 2001.

The following tables set forth, for the periods indicated, the revenues and gross margin for each of the Company s four operating units, as well as selected other financial statement date.

	Nine Months Ended March 31,				Three Months Ended March 31,			
($ in millions)	2002		2001		2002		2001	
	Amount	% of Total Revenues	Amount	% of Total Revenues	Amount	% of Total Revenues	Amount	% of Total Revenues
Revenues:								
Fuel sales	$171.4	60.4%	$239.9	66.7%	$52.2	59.4%	$ 75.0	65.8%
FBOs	69.6	24.5	74.4	20.7	22.5	25.6	24.1	21.1
Cargo operations	21.1	7.4	23.7	6.6	6.4	7.3	7.9	7.0
Government contract services	21.7	7.7	21.4	6.0	6.8	7.7	6.9	6.1
Total Revenue	$283.8	100%	$359.4	100%	$87.9	100%	$113.9	100%
	Amount	% of Total Revenues	Amount	% of Total Revenues	Amount	% of Total Revenues	Amount	% of Total Revenues
Gross Margin(1):								
Fuel sales	$ 5.2	3.0%	$ 5.8	2.4%	$ 1.8	3.5%	$ 1.3	1.8%
FBOs	10.4	15.3	11.3	15.2	3.2	14.2	3.5	14.6
Cargo operations	1.0	4.8	5.1	21.6	(0.2)	(2.4)	1.4	17.2
Government contract services	5.4	24.9	4.4	20.3	1.7	24.7	1.3	18.6
Total Gross Margin	$ 22.0	7.8%	$ 26.6	7.4%	$ 6.5	7.4%	$ 7.5	6.6%
	Amount	% of Total Revenues	Amount	% of Total Revenues	Amount	% of Total Revenues	Amount	% of Total Revenues
Selling, general and administrative	$ 7.8	2.8%	$ 6.1	1.7%	$ 3.0	3.4%	$ 2.0	1.7%
Provision for bad debts	1.2	0.4	2.5	0.7	0.5	0.5	0.7	0.6
Depreciation and amortization	7.0	2.5	7.1	2.0	2.3	2.7	2.4	2.1
Interest expense and other	5.3	1.9	5.7	1.6	1.3	1.5	1.8	1.6
Income (loss) before income taxes	0.7	0.2	5.2	1.5	(0.6)	(0.7)	0.6	0.5
Provision (benefit from) for income taxes	0.3	0.1	2.0	0.6	(0.2)	(0.3)	0.2	0.2
Income (loss) from continuing operations before tax	0.4	0.2	3.2	0.9	(0.4)	(0.4)	0.4	0.3
	(0.1)		0.1				(0.1)	0.1

(Loss) Income from discontinued operations								
Net income (loss)	$ 0.4	0.1%	$ 3.2	0.1%	$ (0.4)	(0.4)%	$ 0.3	0.3%

(1) Gross margin as used here and throughout Management s Discussion excludes depreciation and amortization and selling, general and administrative expense

Table of Contents

Three Months ended March 31, 2002 Compared to March 31, 2001

Revenue decreased by 22.8% to $87.9 million in the current period from $113.9 million in the prior year primarily due to lower fuel prices and fuel volume in the current period. Gross margin decreased 13.2% to $6.5 million in the current period from $7.5 million a year ago, primarily due to declines in Cargo operations. The declines were, in part, caused by the slow down in the airline industry resulting from the events of September 11, 2001 and general economic conditions.

Revenues from fuel sales represented 59.4% of total revenues in the current period compared to 65.8% of revenues a year ago. Revenues from fuel sales decreased 30.3% to $52.2 million from $75.0 million last year. The decrease from fuel sales was due to a decrease of 22% in the price of fuel sold and a decrease of 11.2% in volume sold. Gross margin from fuel sales increased to $1.8 million in the current period compared with $1.3 million last year primarily due to higher per gallon margins in the current period caused by a change in the customer mix. The volume decline was, in part, caused by the slow down in the airline industry.

Revenues from FBOs decreased 6.6 % to $22.5 million in the current period compared to $24.1 million a year ago. The decrease in revenue was primarily due to a decline in fuel prices of 8% and a reduction in fuel volume of 2%. Gross margin decreased 8.5% in the current period to $3.2 million from $3.5 million last year due to lower volume.

Revenues from cargo operations decreased 19.4% to $6.4 million in the current period from $7.9 million a year ago. Revenues were lower in cargo handling, brokerage and general sales agency (GSA) due to softness in worldwide trade markets causing a decline in revenues from existing customers. Cargo operations in the current period reflected a negative gross margin of 0.2 million as compared to a $1.4 million gross margin in the year ago period primarily due to lower revenues. The Company s Cargo operations in Atlanta were negatively impacted during the latest period by higher lease costs associated with a new facility and lower revenues primarily caused by the loss of an account which had represented approximately 30% of its revenues in the year ago period and none in the current period. In response, the Company subleased its Atlanta warehouse facility which should result in improved financial results in future periods. Revenues from existing customers at the Company s LAX operations for both warehouse and GSA were lower compared to last year due to a softer marketplace. The Cargo business has been impacted by a slowdown in worldwide air cargo tonnage and shipments.

Revenues from government contract services decreased slightly in the current period to $6.8 million from $6.9 million in the year ago period due to the loss of the Yokota, Japan housing maintenance contract in September 2001 and lower weather observation and forecasting revenues from fewer contracts, partially offset by new contracts added in fiscal 2001 and in the current period. The Yokota, Japan contract provided $0.8 million or 11.8% of total revenues during the quarter ended March 31, 2001 and $5.1 million or 17.6% of total revenues during fiscal year 2001. This revenue loss was mitigated in part by increased revenue on the Kuwait refueling contract which provided $0.5 million in increased revenues compared to the year ago quarter. Gross margin from government contract services in the current period increased 29.8% to $1.7 million from $1.3 million last year due to higher margins.

Selling, general and administrative expenses increased 54.7% to $3.0 million in the current period from $2.0 million a year ago due primarily to employee severance expenses and higher legal and professional fees in the current period.

Provision for bad debts decreased 29.7% in the current period to $0.5 million from $0.7 million a year ago primarily due to lower sales in the current period and lower reserve requirements.

Depreciation and amortization expense decreased 3.1% in the current period to $2.3 million from $2.4 million in the year ago period primarily due to a decrease in the level of capital expenditures.

Interest expense decreased by 28.0% in the current period to $1.3 million from $1.8 million a year ago due to lower interest rates and lower average outstanding debt.

Income tax expense approximated 39% of pre-tax income in both periods reflecting the expected effective annual tax rate.

Loss from discontinued operations was $69,000 in the year ago period net of income tax benefit of $44,000 and was related to RPA s operations.

Nine Months Ended March 31, 2002 compared to March 31, 2001.

Revenues decreased 21.0% to $283.8 million from $359.4 million in the prior year primarily due to lower fuel prices in the current period. Gross margin decreased 17.3% to $22.0 million from $26.6 million a year ago primarily due to declines from Cargo operations. The decline in gross margin was in part, caused by the slow down in the airline industry and the temporary cessation of commercial and general aviation resulting from the events of September 11, 2001 and general economic conditions.

Revenues from fuel sales represented 60.4% of total revenues in the current period compared to 66.7% of total revenue a year ago. Revenues from fuel sales decreased 28.6 % to $171.4 million from $239.9 million last year. The decrease in revenues from fuel sales was primarily due to a decrease of 24% in the price of fuel sold and, to a lesser extent, a decrease of 6.2% in the volume of fuel sold. The volume decline was, in part, caused by the slow down in the airline industry resulting from the events of September 11, 2001. Gross margin from fuel sales decreased 11.5% in the current period to $5.2 million from $5.8 million a year ago. The decrease in gross margin from fuel sales was primarily due to lower margins per gallon based on a change in customer mix.

Revenue from FBOs decreased 6.5% to $69.6 million from $74.4 million a year ago due to a reduction of approximately 6.6% in the price and 3.4% in the volume of fuel sold. Gross margin decreased 6.2% to $10.4 million from $11.3 million in the year ago period due primarily to the decline in business activity following the events of September 11, 2001.

Revenues from cargo operations decreased 10.9% to $21.1 million from $23.7 million a year ago. Revenues were lower in cargo handling, brokerage and GSA due to softness in the marketplace causing a decline in revenues from existing customers. Gross margin from cargo operations decreased 80.3% to $1.0 million from $5.1 million in the year ago period primarily due to lower revenues and partially due to higher operating costs, primarily lease costs, associated with cargo handling.

Revenues from government contract services increased 1.4% to $21.7 million from $21.4 million in the year ago period. The increase in revenues from government contract services was primarily due to the Addition of new contracts during the last twelve months, partially offset by lower weather and forecasting revenue from fewer contracts and the loss of the Yokota, Japan contract in September 2001. The Yokota, Japan contract provided $4.0 million or 18.6% of total revenues for the nine months ended March 31, 2001. Gross margin from government contract services in the current period increased 24.4% to $5.4 million from $4.4 million last year due to higher margins and higher revenue.

Selling, general and administrative expenses in the current period increased 27.1% to $7.8 million from $6.1 million in the year ago period due to settlement of litigation, employee severance, and increased legal and professional fees.

Provision for bad debts decreased in the current period to $1.2 million from $2.5 million in the year ago period due to lower sales in the current period and lower reserve requirements.

Depreciation and amortization expense was $7.0 million in the current period compared to $7.1 million in the year ago period.

Interest expense decreased 24.3% in the current nine months to $4.3 million from $5.7 million a year ago due to lower interest rates and lower average outstanding borrowings.

Costs and expenses of stock offering of $985,000 related to fees associated with the planned public and private offering of MercFuel common stock. The Company was unable to complete the offering and charged the costs to expense during the quarter ended December 31, 2001.

Loss on sale of property was $71,000 in the current period and is related to the sale of real estate in Miami.

Income tax expense approximated 39.0% of pretax income in both periods reflecting the expected effective annual tax rate.

Liquidity and Capital Resources:

The events of September 11, 2001 had a significant impact on the aviation industry and, as a result, have impacted the Company s operations as well. However, at this time, the Company s operations are returning to normal levels. In view of the uncertainty of the ultimate impact upon the aviation industry, the long-term impact to the Company s customers and operations cannot be determined at this time.

Mercury has historically financed its operations primarily through operating cash flow, bank debt and various public and private placements of bonds and subordinated debt.

As of March 31, 2002, the Company cash and cash equivalents were $1.8 million, a reduction of $2.1 million for the nine month period. Cash provided by operating activities was $1.9 million comprised of $0.4 million from earnings from continuing operations, adjusted for $9.1 million of non-cash items, less $7.6 million for increases in operating net working capital. The increase in net working capital is primarily due to lower current liabilities and accrued expenses.

Net cash generated from investing activities was $2.5. million primarily comprised of proceeds from assets sales of $4.8 million partially offset by capital expenditures of $2.9 million.

The Company used $10.7 million of cash in financing activities during the current period primarily due to the net reduction in long term debt of $10.4 million. The Company s long-term debt, including current portion, as of March 31, 2002 is $64.8 million.

During the first nine months of 2002, the Company also generated $4.3 million in cash from the sale of RPA in July 2001 and the discontinuation of that business.

The Company s senior secured bank credit facility consists of a $35.0 million Revolver, a term loan with an outstanding balance of $5.3 million at March 31, 2002 and an acquisition facility with an outstanding balance of $17.4 million at March 31, 2002. At March 31, 2002, there was $2.0 million outstanding under the Revolver. The agreement contains provisions that require the maintenance of certain financial ratios including minimum tangible net worth (as defined), minimum profitability levels, maximum leverage and minimum debt service coverage and quick ratios and limitations on annual capital expenditures. Additionally, the Company is prohibited from paying dividends in excess of $400,000 per year. These facilities mature in March 2004.

On September 10, 1999, the Company issued, in a private placement, a $24.0 million senior Subordinated 12% Note (the Note) due 2006 with detachable warrants to purchase 503,126 shares of the Company s common stock exercisable at $6.50 per share for seven years. On November 16, 2001, Company agreed to reduce the exercise price to $5.50 per share. The Note agreement contains covenants that, among other matters, limit senior indebtedness, the disposition of assets and unfunded capital expenditures. The covenants also included a ratio test for interest coverage, leverage, fixed charge coverage and debt service. On November 16, 2001 and effective September 30, 2001, the Company received a waiver pertaining to the interest coverage test and the agreement was amended by reducing the ongoing interest coverage test.

As a result of the restatement discussed in Note 10, the Company is in noncompliance with the minimum quarterly net earnings debt covenant contained in the Senior Secured Credit Facility. The Company is in discussions with the lenders to obtain a waiver for this debt covenant and until such time as a waiver is executed, the lenders have the right to provide written notice to the Company declaring the total obligations associated with the Senior Secured Credit Facility to be immediately due and payable. If the Senior Secured Credit Facility lenders provide this notice, the holders of the Note have the right to provide the Company with written notice declaring the entire obligations associated with the Note to be immediately due and payable. Therefore, as of March 31, 2002 the Company has classified the total principal amount outstanding on the Senior Secured Credit Facility and the Note, amounting to $24.7 million and $23.2 million as Current portion of long term debt and Senior Subordinated Note, current, respectively. The lenders have not exercised this right.

In addition to the continuing discussions with the lenders to obtain a waiver for this financial debt covenant, the Company has also engaged a financial advisor and is in discussions with other lenders to secure new financing to replace the Senior Secured Credit Facility and the Note. There can be no assurance that the Company could obtain the financing if necessary, which may result in the Company having inadequate financial resources to meet this obligation. However, the Company believes it will be able to secure new financing to replace the Senior Secured Credit Facility and the Note should the lenders exercise their right to accelerate the maturity dates.

In the event that fuel prices increase significantly for an extended period of time, the Company s liquidity could be adversely affected unless the Company is able to increase vendor credit or increase lending limits under its revolving credit facility. The Company believes, however its revolver and vendor credit should provide it with sufficient liquidity in the event of a major temporary surge in oil prices.

Table of Contents

SIGNATURES

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

Mercury Air Group, Inc.
Registrant

/s/ Joseph Czyzyk

Joseph Czyzyk
Chief Executive Officer

/s/ Robert M. Schlax

Robert M. Schlax
Vice President Finance
(Principal Financial Officer)

Date: October 14, 2002

Table of Contents

CERTIFICATIONS

I, Joseph Czyzyk, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Mercury Air Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

Date: October 14, 2002

/s/ JOSEPH CZYZYK

Joseph Czyzyk
Chief Executive Officer

I, Robert M. Schlax, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Mercury Air Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

Date: October 14, 2002

/s/ ROBERT M. SCHLAX

Robert M. Schlax
Vice President Finance
(Principal Financial Officer)