

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-K

(Mark One)

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

For the fiscal year June 30, 2012

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-19266

**ALLIED HEALTHCARE PRODUCTS, INC.**

[Exact name of registrant as specified in its charter]

**DELAWARE**

(State or other jurisdiction of  
Incorporation or organization)

1720 Sublette Avenue  
St. Louis, Missouri

(Address of principal executive offices)

**25-1370721**

(I.R.S. employer identification no.)

**63110**

(zip code)

**Registrant's telephone number, including area code (314) 771-2400**

**SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:**

Title of each class  
Common Stock, \$.01

Name of each exchange  
on which registered  
The NASDAQ Stock Market LLC

**SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes.  No.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer, accelerated filer and "smaller reporting company" in Rule 12 b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

As of December 31, 2011, the last business day of the registrant's most recently completed second fiscal quarter; the aggregate market value of the voting stock held by non-affiliates of the Registrant was approximately \$15,514,183.

As of September 17, 2012, there were 8,124,386 shares of common stock, \$0.01 par value (the "Common Stock"), outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Proxy Statement to be filed within 120 days after June 30, 2012 (portion) (Part III)



ALLIED HEALTHCARE PRODUCTS, INC.

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“SAFE HARBOR” STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION  
REFORM ACT OF 1995

*Statements contained in this Report, which are not historical facts or information, are “forward-looking statements.” Words such as “believe,” “expect,” “intend,” “will,” “should,” and other expressions that indicate future events and trends identify such forward-looking statements. These forward-looking statements involve risks and uncertainties, which could cause the outcome and future results of operations and financial condition to be materially different than stated or anticipated based on the forward-looking statements. Such risks and uncertainties include both general economic risks and uncertainties, risks and uncertainties affecting the demand for and economic factors affecting the delivery of health care services, and specific matters which relate directly to the Company’s operations and properties as discussed in Items 1, 1A, 3 and 7 in this Report. The Company cautions that any forward-looking statements contained in this report reflect only the belief of the Company or its management at the time the statement was made. Although the Company believes such forward-looking statements are based upon reasonable assumptions, such assumptions may ultimately prove inaccurate or incomplete. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement was made.*

PART I

**Item 1. Business**

**General**

Allied Healthcare Products, Inc. (“Allied”, the “Company”, “we”, or “us”) manufactures a variety of respiratory products used in the health care industry in a wide range of hospital and alternate site settings, including sub-acute care facilities, home health care and emergency medical care. The Company’s product lines include respiratory care products, medical gas equipment and emergency medical products. The Company believes that it maintains significant market shares in selected product lines.

The Company’s products are marketed under well-recognized and respected brand names to hospitals, hospital equipment dealers, hospital construction contractors, home health care dealers, emergency medical products dealers and others. Allied’s product lines include:

**Respiratory Care Products**

- respiratory care/anesthesia products
- home respiratory care products

**Medical Gas Equipment**

- medical gas system construction products
- medical gas system regulation devices
- disposable oxygen and specialty gas cylinders
- portable suction equipment

**Emergency Medical Products**

- respiratory/resuscitation products
- trauma and patient handling products

The Company’s principal executive offices are located at 1720 Sublette Avenue, St. Louis, Missouri 63110, and its telephone number is (314) 771-2400.

**Markets and Products**

In fiscal 2012, respiratory care products, medical gas equipment and emergency medical products represented approximately 23%, 57% and 20%, respectively, of the Company’s net sales. In comparison, in fiscal 2011, respiratory care products, medical gas equipment and emergency medical products represented approximately 23%, 53%, and 24%, respectively, of the Company’s net sales. The Company operates in a single industry segment and its principal products are described in the following table:

<b>Product</b>	<b>Description</b>	<b>Principal Brand Names</b>	<b>Primary Users</b>
<b>Respiratory Care Products</b>			
Respiratory Care/Anesthesia Products	Large volume compressors; ventilator calibrators; humidifiers and mist tents; and carbon dioxide absorbent	Timeter	Hospitals and sub-acute facilities
Home Respiratory Care Products	O2 cylinders; pressure regulators; nebulizers; portable large volume compressors; portable suction equipment and disposable respiratory products	Timeter; B&F; Schuco	Patients at home
<b>Medical Gas Equipment</b>			
Construction Products	In-wall medical gas system components; central station pumps and compressors and headwalls	Chemetron; Oxequip	Hospitals and sub-acute facilities
Regulation Devices	Flowmeters; vacuum regulators; pressure regulators and related products	Chemetron; Oxequip; Timeter	Hospitals and sub-acute facilities
Disposable Cylinders	Disposable oxygen and gas cylinders	Lif-O-Gen	First aid providers and specialty gas distributors
Suction Equipment	Portable suction equipment and disposable suction canisters	Gomco; Allied; Schuco	Hospitals, sub-acute facilities and homecare products
<b>Emergency Medical Products</b>			
Respiratory/Resuscitation	Demand resuscitation valves; bag mask resuscitators; emergency transport ventilators, oxygen regulators, SurgeX - surge suppressing post valve, and mass casualty ventilation line	LSP; Omni-Tech	Emergency service providers
Trauma and Patient Handling Products	Spine immobilization products; pneumatic anti-shock garments, trauma burn kits and Xtra backboards	LSP	Emergency service providers

#### **Respiratory Care Products**

**Market.** Respiratory care products are used in the treatment of acute and chronic respiratory disorders such as asthma, emphysema, bronchitis and pneumonia. Respiratory care products are used in both hospitals and alternate care settings. Sales of respiratory care products are made through distribution channels focusing on hospitals and other sub-acute facilities. Sales of home respiratory care products are made through durable medical equipment dealers through telemarketing, and by contract sales with national chains.

**Respiratory Care/Anesthesia Products.** The Company manufactures and sells a broad range of products for use in respiratory care and anesthesia delivery, including carbon dioxide absorbents. These products include large volume air compressors, calibration equipment, humidifiers, croup tents, equipment dryers and a complete line of respiratory disposable products such as oxygen tubing, facemasks, cannulas and ventilator circuits.

**Home Respiratory Care Products.** Home respiratory care products represent one of Allied's potential growth areas. Allied's broad line of home respiratory care products include aluminum oxygen cylinders, oxygen regulators, pneumatic nebulizers, portable suction equipment and a full line of respiratory disposable products.

## **Medical Gas Equipment**

**Market.** The market for medical gas equipment consists of hospitals, alternate care settings and surgery centers. The medical gas equipment group is broken down into three separate categories: construction products, regulation devices and suction equipment, and disposable cylinders.

**Construction Products.** Allied's medical gas system construction products consist of in-wall medical system components, central station pumps and compressors, and headwalls. These products are typically installed during construction or renovation of a health care facility and are built in as an integral part of the facility's physical plant. Typically, the contractor for the facility's construction or renovation purchases medical gas system components from manufacturers and ensures that the design specifications of the health care facility are met.

Allied's in-wall components, including outlets, manifolds, alarms, ceiling columns and zone valves, serve a fundamental role in medical gas delivery systems.

Central station pumps and compressors are individually engineered systems consisting of compressors, reservoirs, valves and controls designed to drive a hospital's medical gas and suction systems. Each system is designed specifically for a given hospital or facility, which purchases pumps and compressors from suppliers. The Company's sales of pumps and compressors are driven, in large part, by its share of the in-wall components market.

The Company's construction products are sold primarily to hospitals, alternate care settings and hospital construction contractors. The Company believes that it holds a major share of the U.S. market for its construction products, that these products are installed in more than three thousand hospitals in the United States and that its installed base of equipment in this market will continue to generate follow-on sales. The Company believes that most hospitals and sub-acute care facility construction spending is for expansion or renovation of existing facilities. Many hospital systems and individual hospitals undertake major renovations to upgrade their operations to improve the quality of care they provide, reduce costs and attract patients and personnel.

**Regulation Devices and Suction Equipment.** The Company's medical gas system regulation products include flowmeters, vacuum regulators and pressure regulators, as well as related adapters, fittings and hoses which measure, regulate, monitor and help transfer medical gases from walled piping or equipment to patients in hospital rooms, operating theaters or intensive care areas. The Company's leadership position in the in-wall components market provides a competitive advantage in marketing medical gas system regulation devices that are compatible with those components.

Portable suction equipment is typically used when in-wall suction is not available or when medical protocol specifically requires portable suction. The Company also manufactures disposable suction canisters, which are clear containers used to collect the fluids suctioned by in-wall or portable suction systems. The containers have volume calibrations, which allow the medical practitioner to measure the volume of fluids suctioned.

The market for regulation devices and suction equipment includes hospital and sub-acute care facilities. Sales of these products are made through the same distribution channel as our respiratory care products. The Company believes that it holds a significant share of the U.S. market in both regulation devices and suction equipment.

**Disposable Cylinders.** Disposable oxygen cylinders are designed to provide oxygen for short periods of time in emergency situations. Since they are not subjected to the same pressurization as standard containers, they are much lighter and less expensive than standard gas cylinders. The Company markets filled disposable oxygen cylinders through industrial safety distributors and similar customers, principally to first aid providers, restaurants, industrial plants and other customers that require oxygen for infrequent emergencies.

## Emergency Medical Products

**Market.** Emergency medical products are used in the treatment of trauma-induced injuries. The Company's emergency medical products provide patient resuscitation or ventilation during cardiopulmonary resuscitation or respiratory distress as well as immobilization and treatment for burns. The Company expects that additional countries will develop trauma care systems in the future, although no assurance can be given that such systems will develop or that they will have a favorable impact on the Company. Sales of emergency medical products are made through specialized emergency medical products distributors to ambulance companies, fire departments and emergency medical systems volunteer organizations.

The emergency medical products are broken down into two categories: respiratory/resuscitator products and trauma patient handling products.

**Respiratory/Resuscitation Products.** The Company's respiratory/resuscitation products include demand resuscitation valves, portable resuscitation systems, bag masks and related products, emergency transport ventilators, precision oxygen regulators, minilators, multilators and humidifiers.

Demand resuscitation valves are designed to provide 100% oxygen to breathing or non-breathing patients. In an emergency situation, they can be used with a mask or tracheotomy tubes and operate from a standard regulated oxygen system. The Company's portable resuscitation systems provide fast, simple and effective means of ventilating a non-breathing patient during cardiopulmonary resuscitation and 100% oxygen to breathing patients on demand with minimal inspiratory effort. The Company also markets a full line of disposable and reusable bag mask resuscitators, which are available in a variety of adult and child-size configurations. Disposable mouth-to-mask resuscitation systems have the added advantage of reducing the risk of transmission of communicable diseases.

The Company's autovent transport ventilator can meet a variety of needs in different applications ranging from typical emergency medical situations to more sophisticated air and ground transport. Each autovent is accompanied by a patient valve, which provides effective ventilation during cardiopulmonary resuscitation or respiratory distress. When administration of oxygen is required at the scene of a disaster, in military field hospitals or in a multiple-victim incident, Allied's minilators and multilators are capable of providing oxygen to one or a large number of patients.

The Company's mass casualty ventilation line has been designed to meet the unique ventilation demands that can occur during a mass casualty event or pandemic. The mass casualty products are lightweight, robust, and easy to operate. Designed for surge capacity, these products are capable of providing reliable ventilation even in unpredictable environments and conditions, and require minimal periodic maintenance.

To complement the family of respiratory/resuscitation products, the Company offers a full line of oxygen product accessories. This line of accessory products includes reusable aspirators, tru-fit masks, disposable cuffed masks and related accessories.

**Trauma and Patient Handling Products.** The Company's trauma and patient handling products include spine immobilization products, pneumatic anti-shock garments and trauma burn kits. Spine immobilization products include a backboard that is designed for safe immobilization of injury victims and provides a durable and cost effective means of emergency patient transportation and extrication. The infant/pediatric immobilization board is durable and scaled for children. The half back extractor/rescue vest is useful for both suspected cervical/spinal injuries and for mountain and air rescues. The Company's pneumatic anti-shock garments are used to treat victims experiencing hypovolemic shock. Allied's trauma burn kits contain a comprehensive line of products for the treatment of trauma and burns.

## **Sales and Marketing**

Allied sells its products primarily to hospitals, hospital equipment dealers, hospital construction contractors, home health care dealers, emergency medical products dealers and others. The Company maintains a sales force of 21 sales professionals, all of whom are full-time employees of the Company.

The sales force includes eight domestic hospital, homecare and emergency specialists, five domestic construction specialists, and four international sales representatives. A total of four sales managers lead each of the sales groups. Two product managers are responsible for the marketing activities of our product lines.

The domestic hospital specialists are responsible for sales of all Allied products with the exception of construction products within their territory. Sales of hospital products are accomplished through respiratory care/anesthesia distributors for the regulation devices, suction equipment, respiratory care/anesthesia products and disposable cylinders. The domestic construction specialists are responsible for sales of all Allied construction products within their territory. Emergency products are principally sold to ambulance companies, fire departments and emergency medical systems volunteer organizations through specialized emergency medical products distributors.

Construction products are sold direct to hospital construction contractors and through distributors.

The Company's international specialists sell all Allied products within their territory. Allied's net sales to foreign markets totaled 22% of total net sales in fiscal 2012, 20% in 2011 and 19% in 2010. International sales are made through a network of dealers, agents and U.S. exporters who distribute the Company's products throughout the world. Allied has market presence in Canada, Mexico, Central and South America, Europe, the Middle East and the Far East.

## **Manufacturing**

Allied's manufacturing processes include fabrication, electro-mechanical assembly operations, plastics manufacturing, and chemical processing with automated packaging. A significant part of Allied's manufacturing operations involves electro-mechanical assembly of proprietary products and the Company is vertically integrated in most elements of metal machining and fabrication. Most of Allied's hourly employees are involved in machining, metal fabrication, plastics manufacturing and product assembly.

Allied manufactures small metal components from bar stock in a machine shop, which includes automatic screw machines, horizontal lathes and drill presses and computer controlled machining centers. The Company makes larger metal components from sheet metal using computerized punch presses, brake presses and shears. In its plastics manufacturing processes, the Company utilizes both extrusion and injection molding. In its chemical process, the Company utilizes mixing, drying, and sizing equipment. The Company believes that its production facilities and equipment are in good condition and sufficient to meet planned increases in volume over the next few years and that the conditions in local labor markets should permit the implementation of additional shifts and days operated.

## **Research and Development**

Allied's research and development department is responsible for the development of new products. This group is staffed with mechanical and electrical engineers.

During fiscal year 2012 the research and development group completed the design of machine specific cartridges for Allied's Lytholyme product line.

The group is actively working on other products that were not released during fiscal year 2012.

As part of the agreement relating to the withdrawal of the Baralyme® product in August 2004, Abbott Laboratories (“Abbott”) agreed to pay to Allied up to \$2,150,000 in product development costs to pursue development of a new carbon dioxide absorption product for use in connection with inhalation anesthetics that does not contain potassium hydroxide and does not produce a significant exothermic reaction with currently available inhalation agents. Allied has pursued development of a new carbon dioxide absorption product, resulting in its new Litholyme® product. As of June 30, 2012 the Company had been reimbursed \$2,150,000 by Abbott. More detailed information concerning this agreement is included in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

## **Government Regulation**

The Company's products and its manufacturing activities are subject to extensive and rigorous government regulation by federal and state authorities in the United States and other countries. In the United States, medical devices for human use are subject to comprehensive review by the United States Food and Drug Administration (the “FDA”). The Federal Food, Drug, and Cosmetic Act (“FDC Act”), and other federal statutes and regulations, govern or influence the research, testing, manufacture, safety, labeling, storage, record keeping, approval, advertising and promotion of such products. Noncompliance with applicable requirements can result in warning letters, fines, recall or seizure of products, injunction, refusal to permit products to be imported into or exported out of the United States, refusal of the government to clear or approve marketing applications or to allow the Company to enter into government supply contracts, or withdrawal of previously approved marketing applications and criminal prosecution.

The Company is required to file a premarket notification in the form of a premarket approval (“PMA”) with the FDA before it begins marketing a new medical device that offers new technology that is currently not on the market. The Company also must file a premarket notification in the form of a 510(k) with the FDA before it begins marketing a new medical device that utilizes existing technology for devices that are currently on the market. The 510(k) submission process is also required when the Company makes a change or modifies an existing device in a manner that could significantly affect the device's safety or effectiveness.

Compliance with the regulatory approval process in order to market a new or modified medical device can be uncertain, lengthy and, in some cases, expensive. There can be no assurance that necessary regulatory approvals will be obtained on a timely basis, or at all. Delays in receipt or failure to receive such approvals, the loss of previously received approvals, or failure to comply with existing or future regulatory requirements could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company manufactures and distributes a broad spectrum of respiratory therapy equipment, emergency medical equipment and medical gas equipment. To date, all of the Company's FDA clearances have been obtained through the 510(k) clearance process. These determinations are very fact specific and the FDA has stated that, initially, the manufacturer is best qualified to make these determinations, which should be based on adequate supporting data and documentation. The FDA however, may disagree with a manufacturer's determination not to file a 510(k) and require the submission of a new 510(k) notification for the changed or modified device. Where the FDA believes that the change or modification raises significant new questions of safety or effectiveness, the agency may require a manufacturer to cease distribution of the device pending clearance of a new 510(k) notification. Certain of the Company's medical devices have been changed or modified subsequent to 510(k) marketing clearance of the original device by the FDA. Certain of the Company's medical devices, which were first marketed prior to May 28, 1976, and therefore, grandfathered and exempt from the 510(k) notification process, also have been subsequently changed or modified. The Company believes that these changes or modifications do not significantly affect the devices' safety or effectiveness, or make a major change or modification in the devices' intended uses and, accordingly, submission of new 510(k) notification to the FDA is not required. There can be no assurance, however, that the FDA would agree with the Company's determinations.

In addition, commercial distribution in certain foreign countries is subject to additional regulatory requirements and receipt of approvals that vary widely from country to country. The Company believes it is in compliance with regulatory requirements of the countries in which it sells its products.

The Medical Device Reporting regulation requires that the Company provide information to the FDA on deaths or serious injuries alleged to have been associated with the use of its devices, as well as product malfunctions that would likely cause or contribute to death or serious injury if the malfunction were to recur. The Medical Device Tracking regulation requires the Company to adopt a method of device tracking of certain devices, such as ventilators, which are life-supporting or life-sustaining devices used outside of a device user facility, some of which are permanently implantable devices. The regulation requires that the method adopted by the Company will ensure that the tracked device can be traced from the device manufacturer to the person for whom the device is indicated (i.e., the patient). In addition, the FDA prohibits a company from promoting an approved device for unapproved applications and reviews a company's labeling for accuracy. Labeling and promotional activities also are in certain instances, subject to scrutiny by the Federal Trade Commission.

The Company's medical device manufacturing facilities are registered with the FDA, and have received ISO 9001 certification under the Medical Device Directive (MDD - European) for certain products in 1998. The Company's St. Louis facility is ISO 9000 certified. The Company is subject to audit by the FDA, International Organization for Standardization ("ISO"), and European auditors for compliance with the Good Manufacturing Practices ("GMP"), the ISO and MDD regulations for medical devices. These regulations require the Company to manufacture its products and maintain its products and documentation in a prescribed manner with respect to design, manufacturing, testing and control activities. The Company also is subject to the registration and inspection requirements of state regulatory agencies.

There can be no assurance that any required FDA or other governmental approval will be granted, or, if granted, will not be withdrawn. Governmental regulation may prevent or substantially delay the marketing of the Company's proposed products and cause the Company to undertake costly procedures. In addition, the extent of potentially adverse government regulation that might arise from future administrative action or legislation cannot be predicted. Any failure to obtain, and maintain, such approvals could adversely affect the Company's ability to market its products or proposed products.

Sales of medical devices outside the United States are subject to foreign regulatory requirements that vary widely from country to country. Medical products shipped to the European Community generally require CE certification. The letters "CE" are an abbreviation of Conformité Européenne, French for European conformity. Whether or not FDA approval has been obtained, approval of a device by a comparable regulatory authority of a foreign country generally must be obtained prior to the commencement of marketing in those countries. The time required to obtain such approvals may be longer or shorter than that required for FDA approval. In addition, FDA approval may be required under certain circumstances to export certain medical devices.

The Company is also subject to numerous federal, state and local laws relating to such matters as safe working conditions, manufacturing practices, environmental protections, fire hazard control and disposal of hazardous or potentially hazardous substances.

### **Patents, Trademarks and Proprietary Technology**

The Company owns and maintains domestic and foreign patents on several products it believes are useful to the business and provide the Company with an advantage over its competitors. A United States patent for the Litholyme® carbon dioxide absorbent product was obtained in July 2010 and will expire in 2027. In addition, in June 2012, pursuant to a settlement of outstanding litigation with Armstrong Medical Limited ("Armstrong") related to a patent held by Armstrong concerning carbon dioxide absorbents for use in anesthesiology, Allied received broad, perpetual license rights under the Armstrong patent pursuant to a pre-paid license agreement. Patents which expire during the period 2012 to 2028 in the aggregate are believed to be of material importance in the operation of Allied's business. Allied believes that no single patent, except that related to Litholyme®, is material in relation to Allied's future business as a whole. Although the expiration of an individual patent may lead to increased competition, other factors such as a competitor's need to obtain regulatory approvals prior to marketing a competitive product and the nature of the market, may allow Allied to continue to have commercial advantages after the expiration of the patent.

The company owns and maintains U.S. trademarks for Allied Healthcare Products, Inc., Chemetron, Gomco, Oxequip, Lif-O-Gen, Life Support Products, Timeter, Vacutron, and Schuco, its principal trademarks. Registrations for these trademarks are also owned and maintained in countries where such products are sold and such registrations are considered necessary to preserve the Company's proprietary rights therein.

### **Environmental and Safety Regulation**

The Company is subject to federal, state and local environmental laws and regulations that impose limitations on the discharge of pollutants into the environment and establish standards for the treatment, storage and disposal of toxic and hazardous wastes. The Company is also subject to the Federal Occupational Safety and Health Act and similar state statutes. From time to time, the Company has been involved in environmental proceedings involving clean up of hazardous waste. There are no such material proceedings currently pending. Costs of compliance with environmental, health and safety requirements have not been material to the Company. The Company believes it is in material compliance with all applicable environmental laws and regulations.

### **Competition**

The Company has different competitors within each of its product lines. Many of the Company's principal competitors are larger than the Company and have greater financial and other resources. The Company competes primarily on the basis of price, quality and service. The Company believes that it is well positioned with respect to product cost, brand recognition, product reliability, and customer service to compete effectively in each of its markets.

### **Employees**

At June 30, 2012, the Company had approximately 289 full-time employees. Approximately 179 employees in the Company's principal manufacturing facility located in St. Louis, Missouri, are covered by a collective bargaining agreement that will expire on May 31, 2015.

### **Executive Officers of the Registrant**

This section provides information regarding the executive officers of the Company who are appointed by and serve at the pleasure of the Board of Directors:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Earl R. Refsland	69	Director, President and Chief Executive Officer (1)
Eldon P. Rosentrater	58	Vice President of Administration & Corporate Planning (2)
Robert B. Harris	55	Vice President of Operations (3)
Daniel C. Dunn	52	Vice President of Finance, Chief Financial Officer, Secretary & Treasurer (4)

- (1) Mr. Refsland has been Director, President and Chief Executive Officer of the Company since September, 1999.
- (2) Mr. Rosentrater has been Vice President-Administration/Corporate Planning of the Company since March, 2003. He previously held the position of Vice President — Operations from October 1999 to 2003. Prior to that time, Mr. Rosentrater held the positions of Assistant to the President from 1998 to 1999; Director of Information Technologies from 1995 to 1998; Director of Business Development from 1993 to 1995 and Group Product Manager from 1989 to 1993.
- (3) Mr. Harris has been Vice President — Operations since July, 2006. He previously held the positions for Command Medical Products, Inc. of Vice President — Operations from January 2002 to January 2006 and Director of Operations from October 1999 to December 2001. Prior to that time, Mr. Harris held the position of Plant Manager for Sherwood Medical, a subsidiary of Tyco Healthcare from 1997 to 1999.
- (4) Mr. Dunn has been Vice President — Finance, Chief Financial Officer, Secretary and Treasurer since July, 2001. He previously held the position of Director of Finance at MetalTek International from 1998 to 2001. Prior to that time, Mr. Dunn held the position of Corporate Controller at Allied Healthcare Products, Inc. from 1994 to 1998.

## **Item 1A. Risk Factors**

The Company's business, operations and financial condition are subject to various risks and uncertainties. You should carefully consider the risks and uncertainties described below, together with all of the other information in this annual report on Form 10-K and in the Company's other filings with the Securities and Exchange Commission ("SEC") before making any investment decision with respect to the Company's securities. The risks and uncertainties described below may not be the only ones the Company faces. Additional risks and uncertainties not presently known by the Company or that the Company currently deems immaterial may also affect the Company's business. If any of these known or unknown risks or uncertainties actually occur or develop, the Company's business, financial condition, and results of operations could change.

### ***We participate in a highly competitive environment.***

The medical device industry is characterized by rapid technological change, changing customer needs and frequent new product introductions. Our products may be rendered obsolete as a result of future innovations. We face intense competition from other manufacturers. Some of our competitors may be larger than we are and may have greater financial, technical, research, marketing, sales, distribution and other resources than we do. We believe that price competition will continue among products developed in our markets. Our competitors may develop or market technologies and products that are more effective or commercially attractive than any we are developing or marketing. Our competitors may succeed in obtaining regulatory approval and introducing or commercializing products before we do. Such developments could have a significant negative effect on our business, financial condition and results of operations. Even if we are able to compete successfully, we may not be able to do so in a profitable manner.

### ***Decreased availability or increased costs of raw materials could increase our costs of producing our products.***

We purchase raw materials, fabricated components and services from a variety of suppliers. Raw materials such as brass, plastics, and calcium hydroxide are considered key raw materials. We believe that our relationships with our suppliers are satisfactory and that alternative sources of supply are readily available. From time to time, however, the prices and availability of these raw materials fluctuate due to global market demands, which could impair the company's ability to procure necessary materials, or increase the cost of such materials. Inflationary and other increases in costs of these raw materials have occurred in the past and may recur from time to time. In addition, freight costs associated with shipping and receiving product and sales are impacted by fluctuations in the cost of oil and gas. A reduction in the supply or increase in the cost of those raw materials could impact our ability to manufacture our products and could increase the cost of production.

### ***Changes in third party reimbursement could negatively impact our revenues and profitability.***

The cost of a majority of medical care in the United States is funded by the U.S. Government through the Medicare and Medicaid programs and by private insurance programs, such as corporate health insurance plans. Although we do not receive payments for our products directly from these programs, home respiratory care providers and durable medical equipment suppliers, who are the primary customers for several of our products, depend heavily on payments from Medicare, Medicaid and private insurers as a major source of revenues. In addition, sales of certain of our products are affected by the extent of hospital and health care facility construction and renovation at any given time. The federal government indirectly funds a significant percentage of such construction and renovation costs through Medicare and Medicaid reimbursements. In recent years, governmentally imposed limits on reimbursement to hospitals and other health care providers have impacted spending for services, consumables and capital goods. A material decrease from current reimbursement levels or a material change in the method or basis of reimbursing health care providers is likely to adversely affect future sales of our products.

***Our success depends upon the development of new products and product enhancements, which entails considerable time and expense.***

We place a high priority on the development of new products to add to our product portfolio and on the development of enhancements to our existing products. Product development involves substantial expense and we cannot be certain that a completed product will generate sufficient revenue for our business to justify the resources that we devote to research and development related to such product. The time and expense required to develop new products and product enhancements is difficult to predict and we cannot assure you that we will succeed in developing, introducing and marketing new products and product enhancements. Our inability to successfully develop and introduce new or enhanced products on a timely basis or at all, or to achieve market acceptance of such products, could materially impair our business.

***We are dependent on adequate protection of our patent and proprietary rights.***

We rely on patents, trade secrets, trademarks, copyrights, know-how, license agreements and contractual provisions to establish and protect our intellectual property rights. However, these legal means afford us only limited protection and may not adequately protect our rights or remedies to gain or keep any advantages we may have over our competitors. We cannot assure you that others may not independently develop the same or similar technologies or otherwise obtain access to our technology and trade secrets. Our competitors, many of which have substantial resources and may make substantial investments in competing technologies, may apply for and obtain patents that will prevent, limit, or interfere with our ability to manufacture or market our products. Further, while we do not believe that any of our products or processes interfere with the rights of others, third parties may nonetheless assert patent infringement claims against us in the future.

Costly litigation may be necessary to enforce patents issued to us, to protect trade secrets or know-how we own, to defend us against claimed infringement of the rights of others or to determine the ownership, scope, or validity of our proprietary rights and the rights of others. Any claims of infringement against us may involve significant liabilities to third parties, could require us to seek licenses from third parties, and could prevent or delay us from manufacturing, selling, or using our products. The occurrence of such litigation or the effect of an adverse determination in any of this type of litigation could have a material adverse effect on our business, financial condition and results of operations.

***Our business of manufacturing, marketing, and selling of medical devices involves the risk of liability claims and such claims could seriously harm our business, particularly if our insurance coverage is inadequate.***

Our business exposes us to potential product liability claims that are inherent in the testing, production, marketing and sale of medical devices. Like other participants in the medical device market, we are from time to time involved in lawsuits, claims and proceedings alleging product liability and related claims such as negligence. If any current or future product liability claims become substantial, our reputation could be damaged significantly, thereby harming our business. We may be required to pay substantial damage awards as a result of any successful product liability claims. Any product liability claim against us, whether with or without merit, could result in costly litigation, and divert the time, attention, and resources of our management.

As a result of our exposure to product liability claims, we currently carry product liability insurance covering our products with policy limits per occurrence and in the aggregate that we have deemed to be sufficient. Our insurance may not cover certain product liability claims or our liability for any claims may exceed our coverage limits. Therefore, we cannot predict whether this insurance is sufficient, or if not, whether we will be able to obtain sufficient insurance to cover the risks associated with our business or whether such insurance will be available at premiums that are commercially reasonable. In addition, these insurance policies must be renewed annually. Although we have been able to obtain liability insurance, such insurance may not be available in the future on acceptable terms, if at all. A successful claim against us or settlement by us with respect to uninsured liabilities or in excess of our insurance coverage, or our inability to maintain insurance in the future, or any claim that results in significant costs to or adverse publicity against us, could have a material adverse effect on our business, financial condition and results of operations.

***We are subject to substantial domestic and international government regulation, including regulatory quality standards applicable to our manufacturing and quality processes. Failure by us to comply with these standards could have an adverse effect on our business, financial condition or results of operations.***

The FDA regulates the approval, manufacturing, and sales and marketing of many of our products in the U.S. Significant government regulation also exists in Canada, Japan, Europe, and other countries in which we conduct business. As a device manufacturer, we are required to register with the FDA and are subject to periodic inspection by the FDA for compliance with the FDA's Quality System Regulation ("QSR") requirements, which require manufacturers of medical devices to adhere to certain regulations, including testing, quality control and documentation procedures. In addition, the federal Medical Device Reporting regulations require us to provide information to the FDA whenever there is evidence that reasonably suggests that a device may have caused or contributed to a death or serious injury or, if a malfunction were to occur, could cause or contribute to a death or serious injury. Compliance with applicable regulatory requirements is subject to continual review and is rigorously monitored through periodic inspections by the FDA. In the European Community, we are required to maintain certain ISO certifications in order to sell our products and must undergo periodic inspections by notified bodies to obtain and maintain these certifications. Failure to comply with current governmental regulations and quality assurance guidelines could lead to temporary manufacturing shutdowns, product recalls or related field actions, product shortages or delays in product manufacturing. Efficacy or safety concerns, an increase in trends of adverse events in the marketplace, and/or manufacturing quality issues with respect to our products could lead to product recalls or related field actions, withdrawals, and/or declining sales.

***Our products may be subject to product recalls even after receiving FDA clearance or approval, which would harm our reputation and our business.***

The FDA and similar governmental authorities in other countries in which our products are sold, have the authority to request and, in some cases, require the recall of our products in the event of material deficiencies or defects in design or manufacture. A government-mandated or voluntary recall by us could occur as a result of component failures, manufacturing errors or design defects. Any recall of product would divert managerial and financial resources, may harm our reputation with our customers and could damage our business.

***We are exposed to certain credit risks, resulting primarily from customer sales.***

Substantially all of our receivables are due from homecare providers, distributors, hospitals, and contractors. Our customers are located throughout the U.S. and around the world. We record an estimated allowance for uncollectible amounts based primarily on our evaluation of the payment pattern, financial condition, cash flows, and credit history of our customers, as well as current industry and economic conditions. Our inability to collect on our trade accounts receivable could substantially reduce our income and have a material adverse effect on our financial condition and results of operations.

***Our common stock is thinly traded and its market price may fluctuate widely.***

Our common stock is listed on the NASDAQ Global Market but is thinly traded. As a result, stockholders may not be able to sell shares of common stock on short notice. Additionally, the market price of our common stock could be subject to significant fluctuations in response to quarter-to-quarter variation in our operating results, announcements of new products or services by us or our competitors, and other events or factors. For example, a shortfall in net sales or net income, or an increase in losses could have an immediate and significant adverse effect on the market price and volume fluctuations that have particularly affected the market prices of many micro and small capitalization companies and that have often been unrelated or disproportionate to the operating performance of these companies. These fluctuations, as well as general economic and market conditions, may adversely affect the market price for our common stock.

***If a natural or man-made disaster strikes our manufacturing facilities, we may be unable to manufacture certain products for a substantial amount of time and our revenue could decline.***

We have two manufacturing operations. In the event that one of these facilities were severely damaged or destroyed as a result of a natural or man-made disaster we would be forced to relocate production to other facilities and/or rely on third-party manufacturers. Such an event could have a material adverse effect on our business, results of operations and financial condition. Although we have insurance for damage to our property and the interruption of our business, this insurance may not be sufficient in scope or amount to cover all of our potential losses and may not continue to be available to us on acceptable terms, or at all.

***Requirements associated with the evaluation of internal controls required by Section 404(a) of the Sarbanes-Oxley Act of 2002 have required and will require significant company resources and management attention.***

We are subject to the reporting requirements of federal securities laws, including the Sarbanes-Oxley Act of 2002. Among other requirements, the Sarbanes-Oxley Act requires that we maintain effective disclosure controls and procedures and internal control over financial reporting. We have, and expect to continue to, expend significant management time and resources maintaining documentation and testing internal control over financial reporting. While management's evaluation as of June 30, 2012 resulted in the conclusion that our internal control over financial reporting was effective as of that date, we cannot predict the outcome of testing in future periods. If we are not able to continue to comply with the requirements of Section 404(a) in a timely manner, we could be subject to scrutiny by regulatory authorities, such as the SEC or the NASDAQ Global Market, and the trading price of our stock could decline. Moreover, effective internal controls are necessary for us to produce reliable financial reports and are important in helping us to prevent financial fraud. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and the trading price of our stock could drop significantly.

***If we are unable to hire or retain key employees, it could have a negative impact on our business.***

Our failure to attract and retain skilled personnel could hinder the management of our business, our research and development, our sales and marketing efforts, and our manufacturing capabilities. However, there is no assurance that we will continue to be able to hire or retain key employees. We compete to hire new employees, and then must train them and develop their skills and competencies. Our operating results could be adversely affected by increased costs due to increased competition for employees, higher employee turnover or increased employee benefit costs. Any unplanned turnover could deplete our institutional knowledge base and erode our competitive advantage.

***The U.S. healthcare environment is changing in many ways, some of which may not be favorable to us, as a result of recent federal healthcare legislation.***

Our products and services are primarily intended to function within the current structure of the healthcare industry in the United States. In recent years, the healthcare industry has undergone significant changes designed to control costs. The use of managed care has increased; Medicare and Medicaid reimbursement levels have declined; distributors, manufacturers, healthcare providers have consolidated; and large, sophisticated purchasing groups have become more prevalent.

In March 2010, Congress approved, and the President signed into law, the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act (collectively the "Healthcare Reform Acts"). Among other things, the Healthcare Reform Acts seek to expand health insurance coverage to approximately 32 million uninsured Americans. Many of the significant changes in the Healthcare Reform Acts do not take effect until 2014, including a requirement that most Americans carry health insurance. We expect expansion of access to health insurance to increase the demand for our products and services, but other provisions of the Healthcare Reform Acts could affect us adversely. The Healthcare Reform Acts contain many provisions designed to generate the revenues necessary to fund the coverage expansions and to reduce costs of Medicare and Medicaid. Beginning in 2013, each medical device manufacturer will have to pay a tax in an amount equal to 2.3% of the price for which the manufacturer sells its medical devices. We manufacture and sell devices that will be subject to this tax. We could be adversely affected by, among other things, changes in the delivery or pricing of or reimbursement for medical devices.

**Item 1B. Unresolved Staff Comments**

Not applicable.

**Item 2. Properties**

The Company's headquarters are located in St. Louis, Missouri and the Company maintains manufacturing facilities in Missouri and New York. Set forth below is certain information with respect to the Company's manufacturing facilities at June 30, 2012.

<b>Location</b>	<b>Square Footage (Approximate)</b>	<b>Owned/ Leased</b>	<b>Activities/Products</b>
St. Louis, Missouri	242,000	Owned	Headquarters; medical gas equipment; respiratory care products; emergency medical products
Stuyvesant Falls, New York	30,000	Owned	Carbon dioxide absorbent

In addition, the Company owns a 16.8-acre parcel of undeveloped land in Stuyvesant Falls, New York.

**Item 3. Legal Proceedings**

On June 8, 2012, the Company settled outstanding litigation with Armstrong Medical Limited ("Armstrong") related to a patent held by Armstrong concerning carbon dioxide absorbents for use in anesthesiology. The Company and Armstrong agreed to mutually dismiss the litigation regarding the Armstrong patent. In connection with the settlement agreement, Allied received broad, perpetual license rights under the Armstrong patent pursuant to a pre-paid license agreement. In consideration for the settlement agreement, Allied paid an aggregate of \$275,000 to Armstrong.

Product liability lawsuits are filed against the Company from time to time for various injuries alleged to have resulted from defects in the manufacture and/or design of the Company's products. Any such proceedings that are currently pending are not expected to have a material adverse effect on the Company. The Company maintains comprehensive general liability insurance coverage which it believes to be adequate for the continued operation of its business, including coverage of product liability claims.

In addition, from time to time the Company's products may be subject to product recalls in order to correct design or manufacturing flaws in such products. The Company intends to continue to conduct business in such a manner as to avert any FDA action seeking to interrupt or suspend manufacturing or require any recall or modification of products.

However, for these matters, management does not believe, based on currently available information, that the outcomes of these proceedings will have a material adverse effect on the Company's financial condition as a whole, though the outcomes could be material to the Company's operating results for a particular period, depending, in part, upon the operating results for such period.

**Item 4. Mine Safety Disclosures**

None

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Allied Healthcare Products, Inc. trades on the NASDAQ Global Market under the symbol AHPI. As of September 13, 2012, there were 160 record owners of the Company's Common Stock. The following tables summarize information with respect to the high and low prices for the Company's common stock as listed on the NASDAQ Global Market for each quarter of fiscal 2012 and 2011, respectively. The Company currently does not pay, and in the most recent fiscal years has not paid, any dividend on its common stock.

#### Common Stock Information

2012	High	Low	2011	High	Low
September quarter	\$ 4.69	\$ 3.31	September quarter	\$ 4.45	\$ 3.19
December quarter	\$ 3.91	\$ 3.08	December quarter	\$ 4.79	\$ 3.44
March quarter	\$ 3.54	\$ 3.10	March quarter	\$ 5.81	\$ 4.00
June quarter	\$ 3.47	\$ 3.03	June quarter	\$ 4.60	\$ 3.85

Information concerning securities authorized for issuance under equity compensation plans is incorporated by reference to the Company's proxy statement for the 2012 annual meeting of stockholders, which will be filed within 120 days after June 30, 2012.

### Item 6. Selected Financial Data

(In thousands, except per share data)

Year ended June 30,	2012	2011	2010	2009	2008
<b>Statement of Operations Data</b>					
Net sales	\$ 43,446	\$ 46,783	\$ 46,034	\$ 52,073	\$ 56,364
Cost of sales	33,485	35,781	34,945	40,273	43,006
Gross profit	9,961	11,002	11,089	11,800	13,358
Impairment of goodwill	-	-	-	15,980	-
Selling, general and administrative expenses	10,611	10,594	11,872	13,042	12,085
Income (loss) from operations	(650)	408	(783)	(17,222)	1,273
Interest expense	-	-	4	-	20
Interest income	(27)	(33)	(10)	(60)	(138)
Other, net	48	78	117	50	60
Income (loss) before provision for (benefit from) income taxes	(670)	363	(894)	(17,212)	1,331
Provision for (benefit from) income taxes (1)	(246)	159	(294)	(450)	449
Net income (loss)	\$ (424)	\$ 204	\$ (600)	\$ (16,762)	\$ 882
Basic earnings (loss) per share	\$ (0.05)	\$ 0.03	\$ (0.07)	\$ (2.12)	\$ 0.11
Diluted earnings (loss) per share	\$ (0.05)	\$ 0.03	\$ (0.07)	\$ (2.12)	\$ 0.11
Basic weighted average common shares outstanding	8,124	8,107	8,067	7,899	7,884
Diluted weighted average common shares outstanding	8,124	8,125	8,067	7,899	8,120

(In thousands)

June 30,	2012	2011	2010	2009	2008
<b>Balance Sheet Data</b>					
Working capital	\$ 16,006	\$ 18,251	\$ 17,627	\$ 16,987	\$ 18,291
Total assets	31,347	31,765	32,931	33,234	52,258
Stockholders' equity	26,777	27,159	26,819	26,685	43,339

(1) See Note 5 to the June 30, 2012 Financial Statements for further discussion of the Company's effective tax rate.

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations****Results of Operations**

The Company manufactures and markets respiratory products, including respiratory care products, medical gas equipment and emergency medical products. Set forth below is certain information with respect to amounts and percentages of net sales attributable to respiratory care products, medical gas equipment and emergency medical products for the fiscal years ended June 30, 2012, 2011, and 2010.

<i>Year ended June 30,</i>	Dollars in thousands	
	2012	
	Net Sales	% of Total Net Sales
Respiratory care products	\$ 10,082	23.2%
Medical gas equipment	24,804	57.1%
Emergency medical products	8,560	19.7%
Total	<u>\$ 43,446</u>	<u>100.0%</u>

<i>Year ended June 30,</i>	Dollars in thousands	
	2011	
	Net Sales	% of Total Net Sales
Respiratory care products	\$ 10,797	23.1%
Medical gas equipment	24,950	53.3%
Emergency medical products	11,036	23.6%
Total	<u>\$ 46,783</u>	<u>100.0%</u>

<i>Year ended June 30,</i>	Dollars in thousands	
	2010	
	Net Sales	% of Total Net Sales
Respiratory care products	\$ 11,143	24.2%
Medical gas equipment	24,623	53.5%
Emergency medical products	10,268	22.3%
Total	<u>\$ 46,034</u>	<u>100.0%</u>

The following table sets forth, for the fiscal periods indicated, the percentage of net sales represented by the various income and expense categories reflected in the Company's Statement of Operations.

<i>Year ended June 30,</i>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Net sales	100.0%	100.0%	100.0%
Cost of sales	<u>77.1</u>	<u>76.5</u>	<u>75.9</u>
Gross profit	22.9	23.5	24.1
Selling, general and administrative expenses	<u>24.4</u>	<u>22.6</u>	<u>25.8</u>
Income (loss) from operations	(1.5)	0.9	(1.7)
Other, net	<u>0.0</u>	<u>(0.2)</u>	<u>(0.2)</u>
Income (loss) before provision for (benefit from) income taxes	(1.5)	0.7	(1.9)
Provision for (benefit from) income taxes	<u>(0.5)</u>	<u>0.3</u>	<u>(0.6)</u>
Net income (loss)	<u>(1.0)%</u>	<u>0.4%</u>	<u>(1.3)%</u>

### **Critical Accounting Policies**

In preparing financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company evaluates estimates and judgments on an ongoing basis, including those related to bad debts, inventory valuations, property, plant and equipment, intangible assets, income taxes, and contingencies and litigation. Estimates and judgments are based on historical experience and on various other factors that may be reasonable under the circumstances. Actual results may differ from these estimates. The following areas are considered to be the Company's most significant accounting policies:

#### *Revenue recognition:*

Revenue is recognized for all sales, including sales to agents and distributors, at the time products are shipped and title has transferred, provided that a purchase order has been received or a contract executed, there are not uncertainties regarding customer acceptance, the sales price is fixed and determinable and collectability is reasonably assured. Sales discounts, returns and allowances are included in net sales, and the provision for doubtful accounts is included in selling, general and administrative expenses. Additionally, it is the Company's practice to include revenues generated from freight billed to customers in net sales with corresponding freight expense included in cost of sales in the Statement of Operations. The Company reports sales taxes on sales transactions on a net basis in the Statement of Operations, and therefore does not include sales taxes in revenues or costs.

The sales price is fixed by the Company's acceptance of the buyer's firm purchase order. The sales price is not contingent, or subject to additional discounts. The Company's standard shipment terms are "F.O.B. shipping point" as stated in the Company's Terms and Conditions of Sale. The customer is responsible for obtaining insurance for and bears the risk of loss for product in-transit. Additionally, sales to customers do not include the right to return merchandise without the prior consent of the Company. In those cases where returns are accepted, product must be current and restocking fees must be paid by the respective customer. A provision has been made for estimated sales returns and allowances. These estimates are based on historical analysis of credit memo data and returns.

The Company does not provide installation services for its products. Most products shipped are ready for immediate use by the customer. The Company's in-wall medical system components, central station pumps and compressors, and headwalls do require installation by the customer. These products are typically purchased by a third-party contractor who is ultimately responsible for installation services. Accordingly, the customer purchase order or contract does not require customer acceptance of the installation prior to completion of the sale transaction and revenue recognition. The Company's standard payment terms are net 30 days from the date of shipment, and payment is specifically not subject to customer inspection or acceptance, as stated in the Company's Terms and Conditions of Sale. The buyer becomes obligated to pay the Company at the time of shipment. The Company requires credit applications from its customers and performs credit reviews to determine the creditworthiness of new customers. The Company requires letters of credit, where warranted, for international transactions. The Company also protects its legal rights under mechanics lien laws when selling to contractors.

The Company does offer limited warranties on its products. The standard warranty period is one year. The Company's cost of providing warranty service for its products for the years ended June 30, 2012, June 30, 2011, and June 30, 2010 was \$152,625, \$125,369, and \$135,032, respectively. The related liability for warranty service amounted to \$139,906 and \$83,380 at June 30, 2012 and 2011, respectively.

*Inventory reserve for obsolete and excess inventory:*

Inventory is recorded net of a reserve for obsolete and excess inventory which is determined based on an analysis of inventory items with no usage in the preceding year and for inventory items for which there is greater than two years' usage on hand. This analysis considers those identified inventory items to determine, in management's best estimate, if parts can be used beyond one year, if there are alternate uses or at what values such parts may be disposed for. At June 30, 2012 and 2011, inventory is recorded net of a reserve for obsolete and excess inventory of \$1.3 million and \$1.4 million, respectively.

*Income taxes:*

The Company accounts for income taxes under the FASB Accounting Standards Codification ("ASC") Topic 740: "Income Taxes." Under ASC 740, the deferred tax provision is determined using the liability method, whereby deferred tax assets and liabilities are recognized based upon temporary differences between the financial statement and income tax bases of assets and liabilities using presently enacted tax rates. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized. Management uses a more likely than not criterion in its assessment and considers all available evidence, both positive and negative, in determining whether, based on the weight of that evidence, a valuation allowance for deferred tax assets is needed. In assessing the need for a valuation allowance the Company first considers the reversals of existing temporary deferred tax liabilities and available tax planning strategies. To the extent these items are not sufficient to cause the realization of deferred tax assets, the Company would then consider the availability of future taxable income to the extent such income is considered likely to occur based on the Company's earnings history, current income trends and projections.

*Accounts receivable net of allowances:*

Accounts receivable are recorded net of an allowance for doubtful accounts, which is determined based on an analysis of past due accounts including accounts placed with collection agencies, and an allowance for returns and credits, which is based on historical analysis of credit memo data and returns. The Company maintains an allowance for doubtful accounts to reflect the uncollectibility of accounts receivable based on past collection history and specific risks identified among uncollected accounts. Accounts receivable are charged to the allowance for doubtful accounts when the Company determines that the receivable will not be collected and/or when the account has been referred to a third party collection agency. At June 30, 2012 and 2011, accounts receivable is recorded net of allowances of \$300,000.

*Valuation of Long-Lived Assets:*

The impairment of tangible and intangible assets is assessed when changes in circumstances (such as, but not limited to, a decrease in market value of an asset, current and historical operating losses or a change in business strategy) indicate that their carrying value may not be recoverable. This assessment is based on management's expectations and judgments regarding future business and economic conditions, future market values and disposal costs. Actual results and events could differ significantly from management's estimates. Based upon our most recent analysis, we believe that no impairment exists at June 30, 2012. There can be no assurance that future impairment tests will not result in a charge to net earnings (loss).

#### Self-insurance:

The Company maintains a self-insurance program for a portion of its health care costs. Self-insurance costs are accrued based upon the aggregate of the liability for reported claims and the estimated liability for claims incurred but not reported. As of June 30, 2012 and 2011, the Company had approximately \$190,000 and \$229,000, respectively, of accrued liabilities related to health care claims. In order to establish the self-insurance reserves, the Company utilized actuarial estimates of expected claims based on analyses of historical data.

#### Share Based Compensation:

Allied calculates share based compensation using the Black-Scholes-Merton ("Black-Scholes") option-pricing model, which requires the input of highly subjective assumptions including the expected stock price volatility. For the twelve-month periods ended June 30, 2012, 2011, and 2010, Allied recorded approximately \$44,000, \$20,000 and \$648,000, respectively, in share-based employee compensation. This compensation cost is included in the general and administrative expenses and cost of sales in the accompanying Statements of Operations.

#### Significant Factors Affecting Past and Future Operating Results

##### Agreement with Abbott Laboratories:

On August 27, 2004, the Company entered into an agreement with Abbott Laboratories ("Abbott") pursuant to which Allied agreed to cease production of its product Baralyme®, and to effect the withdrawal of Baralyme® product held by distributors. The agreement permits Allied to pursue the development of a new carbon dioxide absorbent product. Baralyme®, a carbon dioxide absorbent product, has been used safely and effectively in connection with inhalation anesthetics since its introduction in the 1920s. In recent years, the number of inhalation anesthetics has increased, giving rise to concerns regarding the use of Baralyme® in conjunction with these newer inhalation anesthetics if Baralyme® has been allowed, contrary to recommended practice, to become desiccated. The agreement also provides that, for a period of eight years, Allied will not manufacture, distribute, promote, market, sell, commercialize or donate any Baralyme® product or similar product based upon potassium hydroxide and will not develop or license any new carbon dioxide absorbent product containing potassium hydroxide.

In consideration of the foregoing, Abbott agreed to pay Allied an aggregate of \$5,250,000 of which \$1,530,000 was paid on September 30, 2004 and the remainder payable in four equal annual installments of \$930,000 due on July 1, 2005 through July 1, 2008. The last installment due on July 1, 2008 was received by Allied on June 19, 2008.

The payments received from Abbott are being recognized into income, as net sales, over the eight-year term of the agreement. Allied has no further obligations under this agreement which would require the Company to repay these amounts or otherwise impact this accounting treatment. During the fiscal years ended June 30, 2012, 2011, and 2010, \$688,200 was recognized into income as net sales in each year.

A reconciliation of deferred revenue resulting from the agreement with Abbott, with the amounts received under the agreement, and amounts recognized as net sales for fiscal years 2012 and 2011 is as follows:

	Twelve Months ended June 30,	
	2012	2011
Beginning balance	\$ 802,900	\$ 1,491,100
Revenue recognized as net sales	(688,200)	(688,200)
	114,700	802,900
Less - Current portion of deferred revenue	(114,700)	(688,200)
	\$ 0	\$ 114,700

In 2004, Allied's sales of Baralyme® were approximately \$2.0 million and contributed approximately \$0.6 million in pre-tax earnings and cash flow from operations. The majority of the \$5,250,000 Allied has received from Abbott will be recognized into income over the eight-year term of the agreement. The net cash flow realized by Allied under the agreement with Abbott is substantially equivalent to the net cash flow Allied would have expected to realize from continued manufacture and sales of Baralyme® during the initial five years of the period. As discussed below, the agreement with Abbott expired in August 2012 and the Company will not recognize further income from the agreement after such expiration. In 2013 there will be \$573,500 less income recognized than in 2012 and in 2014 there will be \$688,200 less income recognized than in 2012.

#### *Medical Devices:*

Beginning January 1, 2013, the Healthcare Reform Acts will impose a tax to be paid by medical device manufacturers equal to 2.3% of the sale price of medical devices. We believe that many of our products will be subject to this tax based on proposed rules. At this time we cannot predict what amount of this additional cost, if any, we will be able to pass on to our customers.

#### **Fiscal 2012 Compared to Fiscal 2011**

The Company had a loss of \$0.7 million before taxes for fiscal 2012, compared to income of \$0.4 million before taxes for fiscal 2011. The Company recorded an income tax benefit of \$0.2 million in fiscal 2012, compared to an income tax provision of \$0.2 million in fiscal 2011.

For further discussion of the Company's income tax calculation please refer to Note 5 of the "Notes to Financial Statements" included in this Form 10-K.

Net sales for fiscal 2012 of \$43.4 million were \$3.4 million or 7.3% less than net sales of \$46.8 million in fiscal 2011. Domestically, sales decreased by \$3.8 million dollars. Internationally, sales increased by \$0.4 million. International business is dependent upon hospital construction projects, and the development of medical facilities in those regions in which the Company operates. Domestic sales for fiscal 2012 include approximately \$0.7 million for the recognition into sales of payments resulting from the agreement with Abbott, as discussed below. For 2011, domestic sales included approximately \$0.7 million for the recognition into sales of payments resulting from the agreement with Abbott as well.

The Company continues to believe that the purchase of equipment and durable goods and the purchase of equipment by hospitals and municipalities have been cut to meet budgets and conserve cash. In addition, the Company believes that uncertainties surrounding the implementation of comprehensive healthcare legislation has had some negative impact on sales. Orders for the Company's products for the year ended June 30, 2012 of \$41.5 million were \$3.3 million or 7.4% lower than orders for the year ended June 30, 2011 of \$44.8 million. Customer purchase order releases for the year ended June 30, 2012 of \$41.1 million were \$3.9 million or 8.7% lower than customer purchase order releases of \$45.0 million from the prior fiscal year.

Respiratory care product sales, which include homecare products in 2012 were \$10.1 million, which is \$0.7 million, or 6.5% lower than sales of \$10.8 million in the prior year. As in 2011, sales for the year ended June 30, 2012 included \$0.7 million for the recognition into sales of payments resulting from the agreement with Abbott Laboratories to cease production and distribution of Baralyme®. The agreement with Abbott Laboratories expired in August of 2012, therefore for fiscal year 2013 a total of only \$0.1 million will be recognized into sales as a result of the agreement with Abbott Laboratories.

Allied continues to sell Carbolime®, a carbon dioxide absorbent with a different formulation than Baralyme®, as well as Litholyme®, a new premium carbon dioxide absorbent. For the year ended June 30, 2012 the Company had carbon dioxide absorbent sales of Carbolime® and Litholyme® of \$1.7 million dollars, compared with \$1.7 million for the year ended June 30, 2011.

Medical gas equipment sales, which include construction products, of \$24.8 million in fiscal 2012 were approximately \$0.2 million, or 0.8% lower than prior year levels of \$25.0 million. Internationally, sales of medical gas equipment in fiscal 2012 were approximately \$1.0 million higher than in the prior year. Domestically, sales of medical gas equipment in fiscal 2012 were \$1.2 million lower than in the prior year. The Company believes that the timing of orders by distributors between years contributed to this decrease in sales. In addition, prior year sales included significant sales from large hospital projects which did not repeat in 2012.

Emergency medical product sales in fiscal 2012 of \$8.6 million were \$2.4 million or 21.8% lower than fiscal 2011 sales of \$11.0 million. International sales of emergency medical products decreased by \$0.6 million from the prior year while domestic sales decreased by \$1.9 million. The Company believes that the decrease in domestic emergency sales is primarily the result of a drop in federal government demand from prior year levels. Government demand fluctuates from year to year and the Company believes that drop is not indicative of a decrease in market share. The Company also believes that domestic demand for these products, which are normally largely consumed by local agencies, continues to be impacted by economic conditions as states and municipalities continued to struggle with decreased tax revenues.

International sales, which are included in the product lines discussed above, increased \$0.5 million, or 5.5%, to \$9.6 million in fiscal 2012 compared to sales of \$9.1 million in fiscal 2011. As discussed above, the Company's international shipments are dependent on hospital construction projects and the expansion of medical care in those regions. In fiscal 2012, international shipments of medical gas equipment, including construction products, increased by \$1.0 million dollars, and sales of respiratory care products increased by approximately \$0.1 million. These increases were partially offset by a \$0.6 million decrease in the sale of emergency products. The Company believes that international sales continue to be negatively impacted by worldwide business conditions. However, the Company has reorganized its international sales force and now believes it has improved its ability to take advantage of international opportunities.

Gross profit in fiscal 2012 was \$10.0 million, or 22.9% of sales, compared to a gross profit of \$11.0 million, or 23.5% of sales in fiscal 2011. Gross profit was negatively impacted by the decrease in sales and production during the period. Lower sales and production result in lower utilization of fixed overhead expenses. Gross profit during this period was favorably impacted compared to the prior year by an approximately \$0.3 million decrease in direct startup cost the Company incurred at its Stuyvesant Falls facility in 2012 and 2011. During 2011 gross profit was negatively impacted by approximately \$0.7 million in shipping, additional product cost, and other startup cost the Company incurred at its Stuyvesant Falls facility for the production of its carbon dioxide absorbent product lines. The Company believes that the production issues and the resulting cost at the Stuyvesant Falls facility to meet current levels of demand for carbon dioxide absorbent products are now complete. Higher commodity prices have led to higher costs for certain raw materials including brass and plastic resins during 2012. These higher costs for raw materials have been largely offset by cost reductions on other purchased components, and cost improvement programs in our principal manufacturing facility in St. Louis. The Company continues to review the cost of production and seek opportunities to lower those costs.

The Company invested \$2.2 million in capital expenditures in fiscal 2012 compared to \$0.3 million in fiscal 2011 for manufacturing equipment, plant maintenance, and computer systems, which continue to decrease production costs and improve efficiencies for several product lines. The Company continues to control cost and actively pursue methods to reduce its costs through automation and process changes.

Selling, General, and Administrative ("SG&A") expenses for fiscal 2012 were unchanged from fiscal 2011 at \$10.6 million. Sales commissions decreased by approximately \$0.3 million as a result to changes in commission plans, lower sales levels, and open positions due to attrition. This cost decreases were partially offset by a \$0.2 million increase in legal expense due to now completed legal proceedings with Armstrong Medical, and a \$0.1 million increase in Research and Development direct charges.

Interest income in fiscal 2012 was approximately \$27,000 compared to interest income of \$33,000 in fiscal 2011.

Net loss in fiscal 2012 was \$0.4 million or \$0.05 per basic and diluted earnings per share, down from a net income of \$0.2 million, or \$0.03 per basic and diluted earnings per share in fiscal 2011. In 2012, the weighted number of shares used in the calculation of basic earnings per share was 8,124,386, and the number of shares used in diluted earnings per share was 8,124,386. In 2011, the weighted number of shares used in the calculation of basic earnings per share was 8,107,313, and the number of shares used in diluted earnings per share was 8,124,957.

## Fiscal 2011 Compared to Fiscal 2010

The Company had income of \$0.4 million before taxes for fiscal 2011, compared to a loss of \$0.9 million before taxes for fiscal 2010. The Company recorded an income tax provision of \$0.2 million in fiscal 2011, compared to an income tax benefit of \$0.3 million in fiscal 2010.

For further discussion of the Company's income tax calculation please refer to Note 5 of the "Notes to Financial Statements" included in this Form 10-K.

Net sales for fiscal 2011 of \$46.8 million were \$0.8 million or 1.7% more than net sales of \$46.0 million in fiscal 2010. Domestically, sales increased by \$0.3 million dollars. Internationally, sales increased by \$0.5 million. International business is dependent upon hospital construction projects, and the development of medical facilities in those regions in which the Company operates. Domestic sales for fiscal 2011 include approximately \$0.7 million for the recognition into sales of payments resulting from the agreement with Abbott Laboratories, as discussed below. For 2010, domestic sales included approximately \$0.7 million for the recognition into sales of payments resulting from the agreement with Abbott Laboratories, as well.

The Company believes that it saw only limited improvement in demand in 2011 following the decreases seen in net sales resulting from the worldwide recession beginning in 2009. By and large, the Company's products are considered durable goods. The Company continues to believe that the purchase of equipment and durable goods and the purchase of equipment by hospitals and municipalities have been cut to meet budgets and conserve cash. Orders for the Company's products for the year ended June 30, 2011 of \$44.8 million were \$0.1 million or 0.2% lower than orders for the year ended June 30, 2010 of \$44.9 million. Customer purchase order releases for the year ended June 30, 2011 of \$45.0 million were \$1.0 million or 2.3% higher than customer purchase order releases of \$44.0 million from the prior fiscal year.

As in 2010, sales for the year ended June 30, 2011 included \$0.7 million for the recognition into sales of payments resulting from the agreement with Abbott Laboratories to cease production and distribution of Baralyme®.

Allied continues to sell Carbolime®, a carbon dioxide absorbent with a different formulation than Baralyme®. For the year ended June 30, 2011 the Company had carbon dioxide absorbent sales of Carbolime® of \$1.6 million dollars, compared with \$1.7 million for the year ended June 30, 2010. Allied has introduced a new premium carbon dioxide absorbent, Litholyme®, with a new formulation. Sales of Litholyme for 2011 were approximately \$0.1 million. There were no sales of Litholyme® for the year ended June 30, 2010.

Respiratory care products sales in fiscal 2011 of \$10.8 million were \$0.3 million, or 2.7% lower than sales of \$11.1 million in the prior year. Included in the sales for respiratory care products is approximately \$0.7 million in sales revenue recognized resulting from the agreement to cease the production and distribution of Baralyme®, the same amount as in the prior year.

Medical gas equipment sales, which include construction products, of \$25.0 million in fiscal 2011 were approximately \$0.4 million, or 1.6% higher than prior year levels of \$24.6 million. Internationally, sales of medical gas equipment in fiscal 2011 were approximately \$0.5 million higher than in the prior year. Domestically, sales of medical gas equipment in fiscal 2011 were \$0.2 million lower than in the prior year.

Emergency medical product sales in fiscal 2011 of \$11.0 million were \$0.7 million or 6.8% higher than fiscal 2010 sales of \$10.3 million. International sales of emergency medical products increased by \$0.1 million from the prior year while domestic sales increased by \$0.6 million. These sales levels reflect higher orders for the Company's Emergency Products. The Company believes that demand for these products, which are largely consumed by local agencies, continues to be impacted by economic conditions as states and municipalities continued to struggle with decreased tax revenues.

International sales, which are included in the product lines discussed above, increased \$0.5 million, or 5.8%, to \$9.1 million in fiscal 2011 compared to sales of \$8.6 million in fiscal 2010. As discussed above, the Company's international shipments are dependent on hospital construction projects and the expansion of medical care in those regions. In fiscal 2011, international shipments of medical gas equipment, including construction products, increased by \$0.5 million dollars, and sales of emergency products increased by approximately \$0.1 million. These increases were partially offset by a \$0.2 million decrease in the sale of respiratory care products. The Company believes that international sales continue to be negatively impacted by worldwide business conditions. The Company has reorganized its international sales force to better take advantage of opportunities going forward.

Gross profit in fiscal 2011 was \$11.0 million, or 23.5% of sales, compared to a gross profit of \$11.1 million, or 24.1% of sales in fiscal 2010. Gross profit during this period was negatively impacted by approximately \$0.7 million in shipping, additional product cost, and other startup cost the Company incurred at its Stuyvesant Falls facility for the production of its carbon dioxide absorbent product lines, primarily in the first two quarters. Gross profit was favorably impacted by an approximately \$0.4 million decrease in fringe benefits including medical expenses for manufacturing department employees. The Company is self-insured for health care costs and has not changed its fringe benefit plans or providers from the prior year. The Company believes that the reduction in fringe benefits is primarily due to a reduction in medical claims by employees and their dependents. Higher commodity prices have led to higher costs for certain raw materials including brass and plastic resins during 2011. These higher costs for raw materials have been offset by cost reductions on other purchased components, and increased revenue for recycled materials, and cost improvement programs in our principal manufacturing facility in St. Louis. The Company continues to review the cost of production and seek opportunities to lower those costs.

The Company invested \$0.3 million in capital expenditures in fiscal 2011, \$0.3 million in fiscal 2010, and \$1.5 million in fiscal 2009 for manufacturing equipment and computer systems, which continue to decrease production costs and improve efficiencies for several product lines. The Company continues to control cost and actively pursue methods to reduce its costs through automation, and process changes.

Selling, General, and Administrative ("SG&A") expenses for fiscal 2011 were \$10.6 million, compared to SG&A expenses of \$11.9 million in fiscal 2010. Stock option expense decreased from \$0.6 million in 2010 to \$20,000 in 2011. During 2010 stock option expense included approximately \$0.6 million due to the grant of immediately vested stock options to the Company's President and CEO. The Company reduced expenses in other areas of SG&A as well. Fringe benefits decreased by approximately \$0.2 million primarily as a result of lower medical claims. The Company has not made changes to its medical benefits for employees. Sales commissions and salaries decreased by approximately \$0.3 million as a result to changes in commission plans and open positions due to attrition. In addition, the Company reduced spending for outside consultants and services by approximately \$0.3 million as several marketing initiatives were completed during 2010. These cost decreases were partially offset by a \$0.2 million increase in legal expense.

Interest income in fiscal 2011 was \$30,000 compared to interest income of \$10,000 in fiscal 2010 due to higher average cash balances.

Net income in fiscal 2011 was \$0.2 million or \$0.03 per basic and diluted earnings per share, up from a net loss of \$0.6 million, or \$0.07 loss per basic and diluted earnings per share in fiscal 2010. In 2011, the weighted number of shares used in the calculation of basic earnings per share was 8,107,313, and the number of shares used in diluted earnings per share was 8,124,957. In 2010, the weighted number of shares used in the calculation of basic and diluted earnings per share was 8,066,740.

### Financial Condition, Liquidity and Capital Resources

The following table sets forth selected information concerning Allied's financial condition at June 30:

Dollars in thousands	2012	2011	2010
Cash & cash equivalents	\$ 5,285	\$ 6,513	\$ 5,263
Working Capital	\$ 16,006	\$ 18,251	\$ 17,627
Total Debt	\$ -	\$ -	\$ -
Current Ratio	4.50:1	5.06:1	4.32:1

The Company's working capital was \$16.0 million at June 30, 2012 compared to \$18.3 million at June 30, 2011. Deferred Revenue decreased approximately \$0.7 million as the result of recognition of income of amortization of Deferred Revenue from the Abbott agreement, and Other Current Assets increased by approximately \$0.2 million. During fiscal 2012, these increases in working capital were offset by a \$1.2 million decrease in Cash, \$0.6 million decrease in Inventory, and a \$0.5 million decrease in Accounts Receivable. Inventory and Accounts Receivable declined primarily due to the decrease in Sales. The Company does adjust product forecast, order quantities and safety stock based on changes in demand patterns. Accounts Receivable was \$4.8 million at June 30, 2012, a decrease from \$5.4 million at June 30, 2011. Accounts Receivable as measured in days sales outstanding ("DSO") is 44 DSO, up slightly from 43 DSO at June, 30, 2011. In addition, Accounts Payable increased by \$0.2 million from the timing of payments between years, the current portion of Deferred Income Tax liabilities increased by \$0.3 million, and Accrued Liabilities increased by \$0.2 million.

The net decrease in Cash for the fiscal year ended June 30, 2012 was \$1.2 million. The net increase in Cash for the fiscal year ended June 30, 2011 was \$1.2 million. Cash flows provided by operating activities was \$1.0 million for fiscal 2012 compared to cash flows provided by operating activities of \$1.5 million for fiscal 2011. This decrease in Cash provided by operating activities includes a \$0.6 million decrease in net income, a decrease in income tax refunds of approximately \$0.7 million, and a \$0.3 million increase in Other Assets due to the addition of a prepaid license. These decreases were offset by increases in cash provided by Accounts Receivable of approximately \$0.5 million due to lower sales, and a increase in cash provided by Accounts Payable of \$0.5 million. The change in Accounts Payable is primarily the result of the timing of payments between the two years as the Company did not change its payment terms or policies.

Cash flows provided by operating activities for the fiscal year ended June 30, 2011 consisted of net income of \$0.2 million, supplemented by \$1.4 million in non-cash charges to operations for amortization and depreciation. The decrease in Cash from operations in fiscal 2011 from the prior year is primarily the result of smaller decreases in Inventory than in fiscal 2010 and a decrease in Accounts Payable and Accrued Liabilities in fiscal 2011. Cash was used to make capital expenditures of \$2.2 million in fiscal 2012 and \$0.3 million in 2011. In 2012, the Company made capital expenditures of approximately \$1.2 million to introduce new carbon dioxide products and further develop capacity for the production of carbon dioxide absorbent products. In addition, the Company made capital expenditures of approximately \$0.3 million dollars for other new products. Additional capital expenditures were made to improve efficiency and save costs.

The Company is party to a Loan and Security Agreement, dated November 17, 2009, with Enterprise Bank & Trust (the "Credit Agreement") pursuant to which the Company obtained a secured revolving credit facility with borrowing availability of up to \$7,500,000 (the "Credit Facility"). The Company's obligations under the Credit Facility are secured by certain assets of the Company pursuant to the terms and subject to the conditions set forth in the Credit Agreement.

The Credit Facility was amended on November 11, 2011 extending the maturity date to November 13, 2012. The Credit Facility will be available on a revolving basis until it expires on November 13, 2012, at which time all amounts outstanding under the Credit Facility will be due and payable. Advances under the Credit Facility will be made pursuant to a Revolving Credit Note executed by the Company in favor of Enterprise Bank & Trust. Such advances will bear interest at a rate equal to 3.50% in excess of LIBOR. Advances may be prepaid in whole or in part without premium or penalty.

Under the Credit Agreement, advances are generally subject to customary borrowing conditions. The Credit Agreement also contains covenants with which the Company must comply during the term of the Credit Facility. Among other things, such covenants restrict the Company's ability to incur certain additional debt; make specified restricted payments, dividends and capital expenditures; authorize or issue capital stock; enter into certain transactions with affiliates; consolidate or merge with or acquire another business; sell certain of its assets or dissolve or wind up the Company. The Credit Agreement also contains certain events of default that are customary for financings of this type including, without limitation: the failure to pay principal, interest, fees or other amounts when due; the breach of specified representations or warranties contained in the loan documents; cross-default with certain other indebtedness of the Company; the entry of uninsured judgments that are not bonded or stayed; failure to comply with the observance or performance of specified agreements contained in the loan documents; commencement of bankruptcy or other insolvency proceedings; and the failure of any of the loan documents entered into in connection with the Credit Facility to be in full force and effect. After an event of default, and upon the continuation thereof, the principal amount of all loans made under the Credit Facility would bear interest at a rate per annum equal to 4.00% above the otherwise applicable interest rate (provided, that the interest rate may not exceed the highest rate permissible under law), and the lender would have the option to accelerate maturity and payment of the Company's obligations under the Credit Facility.

The LIBOR rate was 0.46% on June 30, 2012.

At June 30, 2012 the Company had no aggregate indebtedness, including capital lease obligations, short-term debt and long term debt.

The Company was in compliance with all of the financial covenants associated with the Credit Facility at June 30, 2012.

The following table summarizes the Company's contractual obligations at June 30, 2012:

Contractual Obligations	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-Term Debt	-	-	-	-	-
Capital Lease Obligations	-	-	-	-	-
Operating Leases	\$ 320,043	\$ 154,563	\$ 164,890	\$ 590	-
Unconditional Purchase Obligations	-	-	-	-	-
Other Long-Term Obligations	-	-	-	-	-
Total Contractual Cash Obligations	<u>\$ 320,043</u>	<u>\$ 154,563</u>	<u>\$ 164,890</u>	<u>\$ 590</u>	<u>\$ -</u>

Capital expenditures were \$2.2 million, \$0.3 million and \$0.3 million in fiscal 2012, 2011, and 2010, respectively. In 2012, the Company made capital expenditures of approximately \$1.2 million to introduce new carbon dioxide absorbent products and further develop capacity for the production of carbon dioxide absorbent products. In addition, the Company made capital expenditures of approximately \$0.3 million dollars for other new products. Additional capital expenditures were made to improve efficiency and save costs. The Company believes that cash flows from operations and available borrowings under its credit facilities will be sufficient to finance fixed payments and planned capital expenditures of \$1.5 million in 2013.

Cash flows from operations may be negatively impacted by decreases in sales, market conditions, and adverse changes in working capital. In the event that economic conditions were to severely worsen for a protracted period of time, we believe that we will be able to negotiate an amendment and waiver to our existing credit facility or procure a replacement credit facility, and our borrowing capacity under those arrangements will provide sufficient financial flexibility. The Company would have options available to ensure liquidity in addition to increased borrowing. Capital expenditures, which are budgeted at \$1.5 million for the fiscal year ended June 30, 2013, could be postponed. At June 30, 2012, the Company had no bank debt.

The Company's credit facility will be available until it expires on November 13, 2012. Based on discussions with the Bank, the Company believes it will be able to negotiate an amendment with the Bank extending the term of the credit facility.

Inflation has not had a material effect on the Company's business or results of operations. The Company makes its foreign sales in U.S. dollars and, accordingly, sales proceeds are not affected by exchange rate fluctuations, although the effect on its customers does impact the pace of incoming orders.

### Seasonality and Quarterly Results

In recent years the Company has not been affected by seasonality, however, in past fiscal years, the Company has experienced moderate seasonal increases in net sales during its second and third fiscal quarters (October 1 through March 31) which in turn have affected net income. Such seasonal variations were likely attributable to an increase in hospital equipment purchases at the beginning of each calendar year (which coincides with many hospitals' fiscal years) and an increase in the severity of influenza during winter months.

The following table sets forth selected operating results for the eight quarters ended June 30, 2012. The information for each of these quarters is unaudited, but includes all normal recurring adjustments which the Company considers necessary for a fair presentation thereof. These operating results, however, are not necessarily indicative of results for any future period. Further, operating results may fluctuate as a result of the timing of orders, the Company's product and customer mix, the introduction of new products by the Company and its competitors, and overall trends in the health care industry and the economy. While these patterns have an impact on the Company's quarterly operations, the Company is unable to predict the extent of this impact in any particular period.

Dollars in thousands, except per share data

Three months ended,	June 30, 2012	March 31, 2012	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011	March 31, 2011	Dec. 31, 2010	Sept. 30, 2010
Net sales	\$ 10,667	\$ 10,702	\$ 10,681	\$ 11,395	\$ 12,102	\$ 11,338	\$ 11,403	\$ 11,941
Gross profit	2,495	2,325	2,735	2,406	3,034	2,608	2,810	2,551
Income (loss) from operations	(232)	(231)	41	(228)	220	114	209	(134)
Net income (loss)	(156)	(146)	23	(145)	115	60	117	(88)
Basic earnings (loss) per share	(0.02)	(0.02)	0.00	(0.02)	0.01	0.01	0.01	(0.01)
Diluted earnings (loss) per share	(0.02)	(0.02)	0.00	(0.02)	0.01	0.01	0.01	(0.01)

Earnings per share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly amounts will not necessarily equal the total for the year.

### Litigation and Contingencies

The Company becomes, from time to time, a party to personal injury litigation arising out of incidents involving the use of its products. The Company believes that any potential judgments resulting from such claims over its self-insured retention will be covered by the Company's product liability insurance.

### Off Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements.

## **Recently Issued Accounting Pronouncements**

See Item 8, Note 2 “Summary of Significant Accounting Policies” for a discussion of recent accounting pronouncements and their impact on the Company’s financial statements, if any.

## **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

At June 30, 2012, the Company did not have any debt outstanding. The revolving credit facility bears an interest rate using the commercial bank’s “floating reference rate” or LIBOR as the basis, as defined in the loan agreement, and therefore is subject to additional expense should there be an increase in market interest rates.

The Company had no holdings of derivative financial or commodity instruments at June 30, 2012. Allied has international sales; however these sales are denominated in U.S. dollars, mitigating foreign exchange rate fluctuation risk.

## **Item 8. Financial Statements and Supplementary Data**

The following described financial statements of Allied Healthcare Products, Inc. are included in response to this item:

Report of Independent Registered Public Accounting Firm.

Statement of Operations for the fiscal years ended June 30, 2012, 2011 and 2010.

Balance Sheet for the fiscal years ended June 30, 2012 and 2011.

Statement of Changes in Stockholders’ Equity for the fiscal years ended June 30, 2012, 2011 and 2010.

Statement of Cash Flows for the fiscal years ended June 30, 2012, 2011 and 2010.

Notes to Financial Statements.

Schedule of Valuation and Qualifying Accounts and Reserves for the years ended June 30, 2012, 2011 and 2010.

All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders  
Allied Healthcare Products, Inc.

We have audited the accompanying balance sheet of Allied Healthcare Products, Inc. (the Company) as of June 30, 2012 and 2011, and the related statements of operations, changes in stockholders' equity and cash flows for each of the three years in the period ended June 30, 2012. In connection with our audit of the financial statements, we also have audited the related financial statement schedule of valuation and qualifying accounts and reserves for the years ended June 30, 2012, 2011 and 2010. These financial statements and the financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal controls over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Allied Healthcare Products, Inc. as of June 30, 2012 and 2011, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2012 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule referred to above, when considered in relation to the financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ RubinBrown LLP  
St. Louis, Missouri  
September 28, 2012

**ALLIED HEALTHCARE PRODUCTS, INC.**  
**STATEMENT OF OPERATIONS**

<i>Year ended June 30,</i>	2012	2011	2010
Net sales	\$ 43,445,621	\$ 46,783,436	\$ 46,034,248
Cost of sales	33,484,512	35,780,657	34,944,714
Gross profit	9,961,109	11,002,779	11,089,534
Selling, general and administrative expenses	10,610,858	10,593,869	11,871,758
Income (loss) from operations	(649,749)	408,910	(782,224)
Other (income) expenses:			
Interest income	(27,368)	(32,733)	(10,168)
Interest expense	336	66	4,269
Other, net	47,629	78,150	117,189
	20,597	45,483	111,290
Income (loss) before provision for (benefit from) income taxes	(670,346)	363,427	(893,514)
Provision for (benefit from) income taxes	(245,920)	159,019	(293,941)
Net income (loss)	\$ (424,426)	\$ 204,408	\$ (599,573)
Basic income (loss) per share:	\$ (0.05)	\$ 0.03	\$ (0.07)
Diluted income (loss) per share:	\$ (0.05)	\$ 0.03	\$ (0.07)
Weighted average shares outstanding – Basic	8,124,386	8,107,313	8,066,740
Weighted average shares outstanding – Diluted	8,124,386	8,124,957	8,066,740

See accompanying Notes to Financial Statements.

**ALLIED HEALTHCARE PRODUCTS, INC.**  
**BALANCE SHEET**

	<u>June 30, 2012</u>	<u>June 30, 2011</u>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 5,284,543	\$ 6,512,887
Accounts receivable, net of allowances of \$300,000	4,843,593	5,366,860
Inventories, net	10,001,226	10,553,289
Income tax receivable	46,042	95,578
Other current assets	400,677	213,745
Total current assets	<u>20,576,081</u>	<u>22,742,359</u>
Property, plant and equipment, net	9,603,556	8,660,507
Other assets, net	1,167,432	362,480
Total assets	<u>\$ 31,347,069</u>	<u>\$ 31,765,346</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 1,797,144	\$ 1,644,910
Other accrued liabilities	1,855,579	1,645,552
Deferred income taxes	802,961	512,572
Deferred revenue	114,700	688,200
Total current liabilities	<u>4,570,384</u>	<u>4,491,234</u>
Deferred revenue	-	114,700
Commitments and contingencies (Notes 4 and 9)		
<b>Stockholders' equity:</b>		
Preferred stock; \$0.01 par value; 1,500,000 shares authorized; no shares issued and outstanding	-	-
Series A preferred stock; \$0.01 par value; 200,000 shares authorized; no shares issued and outstanding	-	-
Common stock; \$0.01 par value; 30,000,000 shares authorized; 10,427,878 shares issued at June 30, 2012 and June 30, 2011; 8,124,386 shares outstanding at June 30, 2012 and June 30, 2011	104,279	104,279
Additional paid-in capital	48,540,802	48,499,103
Accumulated deficit	(1,136,968)	(712,542)
Less: treasury stock, at cost; 2,303,492 shares at June 30, 2012 and 2011	(20,731,428)	(20,731,428)
Total stockholders' equity	<u>26,776,685</u>	<u>27,159,412</u>
Total liabilities and stockholders' equity	<u>\$ 31,347,069</u>	<u>\$ 31,765,346</u>

See accompanying Notes to Financial Statements.

**ALLIED HEALTHCARE PRODUCTS, INC.**  
**STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**

	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	Total
Balance, July 1, 2009	\$ 102,048	\$ 47,632,049	\$ (317,377)	\$ (20,731,428)	\$ 26,685,292
Issuance of common stock	1,921	82,947	-	-	84,868
Stock based compensation	-	647,926	-	-	647,926
Net loss for the year ended June 30, 2010	-	-	(599,573)	-	(599,573)
Balance, June 30, 2010	<u>103,969</u>	<u>48,362,922</u>	<u>(916,950)</u>	<u>(20,731,428)</u>	<u>26,818,513</u>
Issuance of common stock	310	115,920	-	-	116,230
Stock based compensation	-	20,261	-	-	20,261
Net income for the year ended June 30, 2011	-	-	204,408	-	204,408
Balance, June 30, 2011	<u>104,279</u>	<u>48,499,103</u>	<u>(712,542)</u>	<u>(20,731,428)</u>	<u>27,159,412</u>
Stock based compensation	-	41,699	-	-	41,699
Net loss for the year ended June 30, 2012	-	-	(424,426)	-	(424,426)
Balance, June 30, 2012	<u>\$ 104,279</u>	<u>\$ 48,540,802</u>	<u>\$ (1,136,968)</u>	<u>\$ (20,731,428)</u>	<u>\$ 26,776,685</u>

See accompanying Notes to Financial Statements.

**ALLIED HEALTHCARE PRODUCTS, INC.**  
**STATEMENT OF CASH FLOWS**

Year ended June 30,	2012	2011	2010
<b>Cash flows from operating activities:</b>			
Net income (loss)	\$ (424,426)	\$ 204,408	\$ (599,573)
<b>Adjustments to reconcile net income (loss) to net cash provided by operating activities:</b>			
Depreciation and amortization	1,283,349	1,361,684	1,364,923
Stock based compensation	44,179	20,261	647,926
Provision for doubtful accounts and sales returns and allowances	27,025	20,863	1,655
Deferred tax provision (benefit)	(257,501)	41,232	55,788
Loss (gain) on disposition of equipment	-	(4,000)	67,848
<b>Changes in operating assets and liabilities:</b>			
Accounts receivable	496,242	30,531	752,529
Inventories	552,063	602,167	1,508,482
Income tax receivable	49,536	782,087	59,608
Other current assets	(186,932)	8,095	105,363
Other assets, net	(275,000)	-	-
Accounts payable	152,234	(305,536)	316,878
Deferred revenue	(688,200)	(688,200)	(688,200)
Other accrued liabilities	210,027	(595,708)	(75,302)
Net cash provided by operating activities	<u>982,596</u>	<u>1,477,884</u>	<u>3,517,925</u>
<b>Cash flows from investing activities:</b>			
Capital expenditures	(2,210,940)	(348,551)	(337,463)
Proceeds from disposal of property, plant and equipment	-	4,000	54,630
Net cash used in investing activities	<u>(2,210,940)</u>	<u>(344,551)</u>	<u>(282,833)</u>
<b>Cash flows from financing activities:</b>			
Stock options exercised	-	103,250	3,469
Minimum tax withholdings on stock options exercised	-	-	(406,110)
Excess tax benefit from exercise of stock options	-	12,980	487,509
Net cash provided by financing activities	<u>-</u>	<u>116,230</u>	<u>84,868</u>
Net increase (decrease) in cash and cash equivalents	(1,228,344)	1,249,563	3,319,960
Cash and cash equivalents at beginning of year	6,512,887	5,263,324	1,943,364
Cash and cash equivalents at end of year	<u>\$ 5,284,543</u>	<u>\$ 6,512,887</u>	<u>\$ 5,263,324</u>
<b>Supplemental disclosures of cash flow information:</b>			
<b>Cash paid during the year for:</b>			
Interest	\$ 336	\$ 66	\$ 4,269
Income taxes	\$ 25,266	\$ 25,356	\$ 31,039

See accompanying Notes to Financial Statements.

**ALLIED HEALTHCARE PRODUCTS, INC.**  
**NOTES TO FINANCIAL STATEMENTS**

**1. Organization**

Allied Healthcare Products, Inc. (the “Company” or “Allied”) is a manufacturer of respiratory products used in the health care industry in a wide range of hospital and alternate site settings, including post-acute care facilities, home health care and trauma care. The Company's product lines include respiratory care products, medical gas equipment and emergency medical products.

**2. Summary of Significant Accounting Policies**

The significant accounting policies followed by Allied are described below.

**Use of estimates**

The policies utilized by the Company in the preparation of the financial statements conform to accounting principles generally accepted in the United States of America, and require management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from those estimates.

**Revenue recognition**

Revenue is recognized for all sales, including sales to agents and distributors, at the time products are shipped and title has transferred, provided that a purchase order has been received or a contract executed, there are not uncertainties regarding customer acceptance, the sales price is fixed and determinable and collectability is reasonably assured. Sales discounts, returns and allowances are included in net sales, and the provision for doubtful accounts is included in selling, general and administrative expenses. Additionally, it is the Company's practice to include revenues generated from freight billed to customers in net sales with corresponding freight expense included in cost of sales in the Statement of Operations. The Company reports sales taxes on sales transactions on a net basis in the Statement of Operations, and therefore does not include sales taxes in revenues or costs.

The sales price is fixed by Allied's acceptance of the buyer's firm purchase order. The sales price is not contingent, or subject to additional discounts. Allied's standard shipment terms are “F.O.B. shipping point” as stated in Allied's Terms and Conditions of Sale. The customer is responsible for obtaining insurance for and bears the risk of loss for product in-transit. Additionally, sales to customers do not include the right to return merchandise without the prior consent of Allied. In those cases where returns are accepted, product must be current and restocking fees must be paid by the respective customer. A provision has been made for estimated sales returns and allowances. These estimates are based on historical analysis of credit memo data and returns.

Allied does not provide installation services for its products. Most products shipped are ready for immediate use by the customer. The Company's in-wall medical system components, central station pumps and compressors, and headwalls do require installation by the customer. These products are typically purchased by a third-party contractor who is ultimately responsible for installation services. Accordingly, the customer purchase order or contract does not require customer acceptance of the installation prior to completion of the sale transaction and revenue recognition. Allied's standard payment terms are net 30 days from the date of shipment, and payment is specifically not subject to customer inspection or acceptance, as stated in Allied's Terms and Conditions of Sale. The buyer becomes obligated to pay Allied at the time of shipment. Allied requires credit applications from its customers and performs credit reviews to determine the creditworthiness of new customers. Allied requires letters of credit, where warranted, for international transactions. Allied also protects its legal rights under mechanics lien laws when selling to contractors.

Allied does offer limited warranties on its products. The standard warranty period is one year. The Company's cost of providing warranty service for its products for the years ended June 30, 2012, June 30, 2011, and June 30, 2010 was \$152,625, \$125,369, and \$135,032, respectively. The related liability for warranty service amounted to \$139,906 and \$83,380 at June 30, 2012 and 2011, respectively.

### **Marketing and Advertising Costs**

Promotional and advertising costs are expensed as incurred and are included in selling, general and administrative expenses in the Statement of Operations. Advertising expenses for the years ended June 30, 2012, 2011 and 2010 were \$46,278, \$42,119, and \$55,504, respectively.

### **Cash and cash equivalents**

For purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less when acquired to be cash equivalents.

The Company maintains funds in bank accounts that, at times, may exceed the limit insured by the Federal Deposit Insurance Corporation. The risk of loss attributable to these uninsured balances is mitigated by depositing funds only in high credit quality financial institutions. The Company has not experienced any losses in such accounts.

### **Foreign currency transactions**

Allied has international sales which are denominated in U.S. dollars, the functional currency for these transactions.

### **Accounts receivable and concentrations of credit risk**

Accounts receivable are recorded at the invoiced amount. The Company performs ongoing credit evaluations of its customers and generally does not require collateral. The Company maintains reserves for potential credit losses based on past experience and an analysis of current amounts due, and historically such losses have been within management's expectations. The Company maintains an allowance for doubtful accounts to reflect the uncollectibility of accounts receivable based on past collection history and specific risks identified among uncollected accounts. Accounts receivable are charged to the allowance for doubtful accounts when the Company determines that the receivable will not be collected and/or when the account has been referred to a third party collection agency. The Company's customers can be grouped into three main categories: medical equipment distributors, construction contractors and health care institutions. At June 30, 2012 the Company believes that it has no significant concentration of credit risk.

### **Inventories**

Inventories are stated at the lower of cost, determined using the last-in, first-out ("LIFO") method, or market. If the first-in, first-out method (which approximates replacement cost) had been used in determining cost, inventories would have been \$2,515,706 and \$2,608,503 higher at June 30, 2012 and 2011, respectively. Changes in the LIFO reserve are included in cost of sales. Cost of sales was reduced by \$164,645, \$55,475 and \$0 in fiscal 2012, 2011, and 2010 respectively, as a result of LIFO liquidations. Costs in inventory include raw materials, direct labor and manufacturing overhead.

Inventory is recorded net of a reserve for obsolete and excess inventory which is determined based on an analysis of inventory items with no usage in the preceding year and for inventory items for which there is greater than two years' usage on hand. The reserve for obsolete and excess inventory was \$1,327,291 and \$1,419,420 at June 30, 2012 and 2011, respectively.

## **Property, plant and equipment**

Property, plant and equipment are recorded at cost and are depreciated using the straight-line method over the estimated useful lives of the assets, which range from 3 to 35 years. Expenditures for repairs, maintenance and renewals are charged to income as incurred. Expenditures, which improve an asset or extend its estimated useful life, are capitalized. When properties are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in income.

## **Impairment of long-lived assets**

The Company evaluates impairment of long-lived assets under the provisions of ASC Topic 360: "Property, Plant and Equipment." ASC 360 provides a single accounting model for long-lived assets to be disposed of and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. Under ASC 360, if the sum of the expected future cash flows (undiscounted and without interest charges) of the long-lived assets is less than the carrying amount of such assets, an impairment loss will be recognized. No impairment losses of long-lived assets or identifiable intangibles were recorded by the Company for fiscal years ended June 30, 2012, 2011, and 2010.

## **Collective Bargaining Agreement**

At June 30, 2012, the Company had approximately 289 full-time employees. Approximately 179 employees in the Company's principal manufacturing facility located in St. Louis, Missouri, are covered by a collective bargaining agreement that will expire on May 31, 2015.

## **Self-insurance**

The Company maintains a self-insurance program for a portion of its health care costs. Self-insurance costs are accrued based upon the aggregate of the liability for reported claims and the estimated liability for claims incurred but not reported. As of June 30, 2012 and 2011, the Company had approximately \$190,000 and \$229,000 respectively, of accrued liabilities related to health care claims. In order to establish the self-insurance reserves, the Company utilized actuarial estimates of expected claims based on analyses of historical data.

## **Fair value of financial instruments**

The Company's financial instruments consist of cash, accounts receivable and accounts payable. The carrying amounts for cash, accounts receivable and accounts payable approximate their fair value due to the short maturity of these instruments.

## **Income taxes**

The Company accounts for income taxes under ASC Topic 740: "Income Taxes." Under ASC 740, the deferred tax provision is determined using the liability method, whereby deferred tax assets and liabilities are recognized based upon temporary differences between the financial statement and income tax bases of assets and liabilities using presently enacted tax rates. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized. In assessing the need for a valuation allowance the Company first considers the reversals of existing temporary deferred tax liabilities and available tax planning strategies. To the extent these items are not sufficient to cause the realization of deferred tax assets, the Company considers the availability of future taxable income to the extent such income is considered likely to occur based on the Company's earnings history, current income trends and projections.

The Company recognizes tax liabilities when, despite the Company's belief that its tax return positions are supportable, the Company believes that certain positions may not be fully sustained upon review by tax authorities. Benefits from tax positions are measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon settlement. To the extent the Company deems it necessary to record a liability for its tax positions, the current portion of the liability is included in income taxes payable and the noncurrent portion is included in other liabilities in balance sheet. If upon the final tax outcome of these matters the ultimate liability is different than the amounts recorded, such differences are reflected in income tax expense in the period in which such determination is made. The Company's federal tax returns for the fiscal years after 2009 remain subject to examination. The various states in which the Company is subject to income tax are generally open for the fiscal years 2009 and after.

The Company classifies interest expenses on taxes payable as interest expense. Penalties are classified as a component of other expenses.

### Research and development costs

Research and development costs are expensed as incurred and are included in selling, general and administrative expenses. Research and development expenses for the years ended June 30, 2012, 2011 and 2010 were \$948,213, \$822,978, and \$858,509, respectively.

### Earnings per share

Basic earnings per share are based on the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share are based on the sum of the weighted averaged number of shares of common stock and common stock equivalents outstanding during the year. The weighted average number of basic shares outstanding for the years ended June 30, 2012, 2011 and 2010 was 8,124,386, 8,107,313 and 8,066,740 shares, respectively. The weighted average number of diluted shares outstanding for the years ended June 30, 2012, 2011 and 2010 was 8,124,386, 8,124,957 and 8,066,740 shares, respectively. The dilutive effect of the Company's employee and director stock option plans are determined by use of the treasury stock method. Potential common shares not included in the calculation of net loss per share, as their effect would be anti-dilutive, are 3,806, 0 and 57,193 for the years ended June 30, 2012, 2011 and 2010 respectively.

The following information is necessary to calculate earnings per share for the periods presented:

<i>Year ended June 30,</i>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Net income (loss), as reported	\$ (424,426)	\$ 204,408	\$ (599,573)
Weighted average common shares outstanding	8,124,386	8,107,313	8,066,740
Effect of dilutive stock options	-	17,644	-
Weighted average diluted common shares outstanding	<u>8,124,386</u>	<u>8,124,957</u>	<u>8,066,740</u>
Net income (loss) per common share			
Basic	\$ (0.05)	\$ 0.03	\$ (0.07)
Diluted	\$ (0.05)	\$ 0.03	\$ (0.07)
Employee stock options excluded from computation of diluted income per share amounts because their effect would be anti-dilutive	3,806	-	57,193

### Employee stock-based compensation

The company follows the provisions of ASC Topic 718: "Compensation – Stock Compensation", which sets accounting requirements for "share-based" compensation to employees, including employee stock purchase plans, and requires companies to recognize in the statement of operations the grant-date fair value of the stock options and other equity-based compensation.

The fair value of options granted is estimated on the date of grant using the Black-Scholes option-pricing model. The following table summarizes the weighted average assumptions utilized in the Black-Scholes option pricing model for options granted during the fiscal years ended June 30, 2012, 2011 and 2010.

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Weighted-average fair value	\$ 1.60	\$ 1.98	\$ 1.91
Weighted-average volatility	46%	46%	59%
Weighted-average expected life (in years)	6.0	6.0	3.0
Weighted-average risk-free interest rate	1.67%	1.54%	1.60%
Dividend yield	0%	0%	0%

Expected volatility is based on the historical volatility of the Company's common stock to estimate future volatility. The risk-free rates are taken from rates as published by the Federal Reserve and represent the yields on actively traded treasury securities for terms equal or approximately equal to the expected terms of the options. The expected term is calculated using the SEC Staff Accounting Bulletin 107 (ASC 718-10-S99) simplified method. The dividend yield is zero based on the fact that the Company has no intention of paying dividends in the near term.

Share-based compensation expense included in the Statement of Operations for the fiscal years ended June 30, 2012, 2011 and 2010 was approximately \$44,000, \$20,000 and \$648,000 respectively. Unrecognized share-based compensation cost related to unvested stock options as of June 30, 2012 amounts to approximately \$42,000. The cost is expected to be recognized over the next two fiscal years.

The Company recognized income tax benefits for share-based compensation arrangements of approximately \$18,000, \$8,000 and \$259,000 for the years ended June 30, 2012, 2011 and 2010, respectively.

The following table summarizes stock option exercises for the fiscal years ended June 30, 2012, 2011 and 2010.

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Stock options exercised	-	31,000	543,500
Total intrinsic value of stock options exercised	\$ -	\$ 32,450	\$ 1,218,771
Cash received from stock option exercises	\$ -	\$ 103,250	\$ 3,469
Tax benefit from stock options exercised	\$ -	\$ 12,980	\$ 487,509

#### Recently Adopted Accounting Pronouncements

In September 2011, the FASB issued guidance titled "Disclosures about an Employers Participation in a Multiemployer Plan". The guidance requires employers that participate in multiemployer pension plans to provide additional quantitative and qualitative disclosures to provide users with more detailed information about an employer's involvement in multiemployer pension plans. The guidance is effective for years ending after December 15, 2011. Adoption of this pronouncement did not have a material impact on the Company's financial statements.

#### Recently Issued Accounting Pronouncements

We have reviewed accounting pronouncements and interpretations thereof issued by the FASB, AICPA and the SEC that have effective dates during the periods reported and in future periods. Management does not believe that any of those pronouncements will have a material impact on the Company's present or future financial statements.

### **3. Financing**

The Company is party to a Loan and Security Agreement, dated November 17, 2009, with Enterprise Bank & Trust (the "Credit Agreement") pursuant to which the Company obtained a secured revolving credit facility with borrowing availability of up to \$7,500,000 (the "Credit Facility"). The Company's obligations under the Credit Facility are secured by certain assets of the Company pursuant to the terms and subject to the conditions set forth in the Credit Agreement.

The Credit Facility was amended on November 11, 2011 extending the maturity date to November 13, 2012. The Credit Facility will be available on a revolving basis until it expires on November 13, 2012, at which time all amounts outstanding under the Credit Facility will be due and payable. Advances under the Credit Facility will be made pursuant to a Revolving Credit Note executed by the Company in favor of Enterprise Bank & Trust. Such advances will bear interest at a rate equal to 3.50% in excess of LIBOR. Advances may be prepaid in whole or in part without premium or penalty.

Under the Credit Agreement, advances are generally subject to customary borrowing conditions. The Credit Agreement also contains covenants with which the Company must comply during the term of the Credit Facility. Among other things, such covenants restrict the Company's ability to incur certain additional debt; make specified restricted payments, dividends and capital expenditures; authorize or issue capital stock; enter into certain transactions with affiliates; consolidate or merge with or acquire another business; sell certain of its assets or dissolve or wind up the Company. The Credit Agreement also contains certain events of default that are customary for financings of this type including, without limitation: the failure to pay principal, interest, fees or other amounts when due; the breach of specified representations or warranties contained in the loan documents; cross-default with certain other indebtedness of the Company; the entry of uninsured judgments that are not bonded or stayed; failure to comply with the observance or performance of specified agreements contained in the loan documents; commencement of bankruptcy or other insolvency proceedings; and the failure of any of the loan documents entered into in connection with the Credit Facility to be in full force and effect. After an event of default, and upon the continuation thereof, the principal amount of all loans made under the Credit Facility would bear interest at a rate per annum equal to 4.00% above the otherwise applicable interest rate (provided, that the interest rate may not exceed the highest rate permissible under law), and the lender would have the option to accelerate maturity and payment of the Company's obligations under the Credit Facility.

The LIBOR rate was 0.46% on June 30, 2012.

At June 30, 2012 the Company had no aggregate indebtedness, including capital lease obligations, short-term debt and long term debt.

The Company was in compliance with all of the financial covenants associated with the Credit Facility at June 30, 2012.

### **4. Lease Commitments**

The Company leases certain of its equipment under non-cancelable operating lease agreements. Minimum lease payments under operating leases at June 30, 2012 are as follows:

Fiscal Year	Operating Leases
2013	\$ 154,563
2014	137,460
2015	19,812
2016	7,618
2017	590
Total minimum lease payments	<u>\$ 320,043</u>

Rental expense incurred on operating leases in fiscal 2012, 2011, and 2010 totaled \$238,486, \$303,079 and \$275,446 respectively.

## 5. Income Taxes

The provision for (benefit from) income taxes consists of the following:

	2012	2011	2010
<b>Current:</b>			
Federal	\$ -	\$ (38,368)	\$ (324,691)
State	11,581	156,155	(25,038)
Total current	<u>11,581</u>	<u>117,787</u>	<u>(349,729)</u>
<b>Deferred:</b>			
Federal	(252,778)	96,079	108,702
State	(4,723)	(54,847)	(52,914)
Total deferred	<u>(257,501)</u>	<u>41,232</u>	<u>55,788</u>
	<u>\$ (245,920)</u>	<u>\$ 159,019</u>	<u>\$ (293,941)</u>

A reconciliation of income taxes, with the amounts computed at the statutory federal rate is as follows:

	2012	2011	2010
Computed tax at federal statutory rate	\$ (227,917)	\$ 123,565	\$ (303,795)
State income taxes, net of federal tax benefit	(4,982)	42,610	(26,860)
Tax exempt income	-	-	(492)
Non deductible expenses	17,572	25,821	26,544
Federal research credit	(31,507)	(30,000)	-
Other, net	914	(2,977)	10,662
Total	<u>\$ (245,920)</u>	<u>\$ 159,019</u>	<u>\$ (293,941)</u>

The deferred tax assets and deferred tax liabilities recorded on the balance sheet as of June 30, 2012 and 2011 are as follows:

	2012		2011	
	Deferred Tax Assets	Deferred Tax Liabilities	Deferred Tax Assets	Deferred Tax Liabilities
<b>Current:</b>				
Bad debts	\$ 40,000	\$ —	\$ 40,000	\$ —
Prepaid expenses	—	26,159	—	17,594
Deferred revenue	45,880	—	275,280	—
Accrued liabilities	326,170	—	332,122	—
Inventory	—	1,188,853	—	1,142,379
	<u>412,050</u>	<u>1,215,012</u>	<u>647,402</u>	<u>1,159,973</u>
<b>Non Current:</b>				
Depreciation	—	419,006	—	434,968
Net operating loss and credit carryforwards	882,440	—	348,796	—
Intangible assets	—	1,048	—	5,687
Deferred revenue	—	—	45,880	—
Accrued pension liability	69,880	—	56,062	—
Stock options	351,262	—	336,272	—
Other	—	16,106	—	24,343
	<u>1,303,582</u>	<u>436,160</u>	<u>787,010</u>	<u>464,998</u>
Valuation Allowance	—	—	—	—
<b>Total deferred taxes</b>	<b>\$ 1,715,632</b>	<b>\$ 1,651,172</b>	<b>\$ 1,434,412</b>	<b>\$ 1,624,971</b>

The net long term deferred tax asset of \$867,422 and \$322,013 is included in other assets in the June 30, 2012 and 2011 balance sheet, respectively. At June 30, 2012 there were \$2.0 million dollars of federal net operating loss carryforwards which will expire in 2031 through 2032. In addition, the Company has state tax net operating losses of approximately \$3.4 million that expire in varying years from 2029 through 2032.

The Company files a federal and multiple state income tax returns. The Company's federal and state income tax returns are open for fiscal years ending after June 30, 2009.

Management of the Company is not aware of any additional needed liability for unrecognized tax benefits at June 30, 2012 and June 30, 2011.

## 6. Employee Retirement Benefits

The Company offers a retirement savings plan under Section 401(k) of the Internal Revenue Code to certain eligible salaried employees. Each employee may elect to enter a written salary deferral agreement under which a portion of such employee's pre-tax earnings may be contributed to the plan.

During the fiscal years ended June 30, 2012, 2011 and 2010, the Company made contributions of \$247,576, \$245,628, and \$252,858, respectively.

The risk of participating in multi-employer pension plan is different from single-employer plans. Assets contributed to a multi-employer plan by one employer may be used to provide benefits to employees of other participating employers. If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.

The Company's participation in a multi-employer pension plan for the year ended June 30, 2012, is outlined in the table below. The "EIN/PN" column provides the Employee Identification Number (EIN) and the three-digit plan number (PN). The most recent Pension Protection Act (PPA) zone status for 2011 and 2010 is for the plan year-ends as indicated below. The zone status is based on information that the Company obtained from the Notes to the Financial Statements included with the plan's Form 5500. Among other factors, plans in the red zone are between 65 percent and 80 percent funded, and plans in the green zone are at least 80 percent funded. The "FIP/RP Status Pending/Implemented" column indicates plans for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. In addition to regular plan contributions, the Company may be subject to a surcharge if the plan is in the red zone. The "Surcharge Imposed" column indicates whether a surcharge has been imposed on contributions to the plan. The last column lists the expiration date(s) of the collective-bargaining agreement (CBA) to which the plan is subject.

Pension Trust Fund	PPA Zone Status			FIP/RP Status Pending/ Implemented	Contributions by the Company			Surcharge Imposed	Expiration Date of CBA
	EIN/PN	2011	2010		2012	2011	2010		
District No. 9 International Association of Machinist and Aerospace Workers Pension Plan	51-0138317/001	Green 12/31/2010	Red 12/31/2009	Implemented	\$ 331,154	\$ 369,195	\$ 367,581	No	5/31/2015

The Company was not listed in the Form 5500 for the above plan as of the plan year ends as providing more than 5 percent of total contributions.

## 7. Stock Based Compensation

The Company has established a 1994 Employee Stock Option Plan, a 1999 Incentive Stock Plan, and a 2009 Incentive Stock Plan (collectively the "Employee Plans"). The Employee Plans provide for the granting of options to the Company's executive officers and key employees to purchase shares of common stock at prices equal to the fair market value of the stock on the date of grant. Options to purchase up to 2,150,000 shares of common stock may be granted under the Employee Plans. Options generally become exercisable ratably over a four year period or one-fourth of the shares covered thereby on each anniversary of the date of grant, commencing on the first or second anniversary of the date granted. The right to exercise the options generally expires in ten years from the date of grant, or earlier if an option holder ceases to be employed by the Company. On August 27, 2009, the Company granted a non-qualified stock option to acquire 320,000 shares of the Company's Common Stock, at an exercise price of \$4.25, to Mr. Refsland. Mr. Refsland's option was fully vested at the time of the grant and is exercisable over a period of six (6) years following the grant date.

In addition, the Company has established a 1995 Directors Non-Qualified Stock Option Plan and a 2005 Directors Non-Qualified Stock Option Plan (collectively the "Directors Plans"). The Directors Plans provide for the granting of options to the Company's directors who are not employees of the Company to purchase shares of common stock at prices equal to the fair market value of the stock on the date of grant. Options to purchase up to 225,000 shares of common stock may be granted under the Directors Plans. Options shall become exercisable with respect to one-fourth of the shares covered thereby on each anniversary of the date of grant, commencing on the second anniversary of the date granted, except for certain options which become exercisable with respect to all of the shares covered thereby one year after the grant date. The right to exercise the options expires in ten years from the date of grant, or earlier if an option holder ceases to be a director of the Company.

Upon stock-settled compensation exercises and awards, the Company issues new shares of common stock.

A summary of stock option transactions in fiscal 2010, 2011 and 2012, respectively, pursuant to the Employee Plans and the Directors Plans is as follows:

	<u>Shares</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Term (years)</u>	<u>Aggregate Intrinsic Value</u>
June 30, 2009	690,500	\$ 2.52		
Options Granted	326,000	\$ 4.26		
Options Exercised	(543,500)	\$ 2.00		
Options Forfeited or Expired	0	\$ 0.00		
June 30, 2010	473,000	\$ 4.32	4.8	\$ 18,140
June 30, 2010	473,000	\$ 4.32		
Options Granted	6,000	\$ 4.34		
Options Exercised	(31,000)	\$ 3.33		
Options Forfeited or Expired	0	\$ 0.00		
June 30, 2011	448,000	\$ 4.38	4.2	\$ 21,900
June 30, 2011	448,000	\$ 4.38		
Options Granted	51,000	\$ 3.51		
Options Exercised	0	\$ 0.00		
Options Forfeited or Expired	(31,000)	\$ 3.40		
June 30, 2012	468,000	\$ 4.35	4.1	\$ 330
Exercisable at June 30, 2012	<u>432,000</u>	\$ 4.42	3.6	\$ 330

The following table provides additional information for options outstanding and exercisable at June 30, 2012:

**Options Outstanding**

<b>Range of Exercise Prices</b>	<b>Number</b>	<b>Weighted Average Remaining Life</b>	<b>Weighted Average Exercise Price</b>
2.90 - 4.24	61,000	8.4 years	\$ 3.56
4.25 - 4.25	320,000	3.2 years	\$ 4.25
4.26 - 6.99	87,000	4.3 years	\$ 5.29
<b>\$2.90 - 6.99</b>	<b>468,000</b>	<b>4.1 years</b>	<b>\$ 4.35</b>

**Options Exercisable**

<b>Range of Exercise Prices</b>	<b>Number</b>	<b>Weighted Average Exercise Price</b>
2.90 - 4.24	25,000	\$ 3.64
4.25 - 4.25	320,000	\$ 4.25
4.26 - 6.99	87,000	\$ 5.29
<b>\$2.90 - 6.99</b>	<b>432,000</b>	<b>\$ 4.42</b>

See Note 2 for discussion of accounting for stock awards and related fair value disclosures.

## 8. Supplemental Balance Sheet Information

	June 30,	
	2012	2011
Inventories		
Work in progress	\$ 654,677	\$ 820,586
Component parts	7,495,333	7,858,862
Finished goods	3,178,507	3,293,261
Reserve for obsolete and excess inventory	(1,327,291)	(1,419,420)
	<u>\$ 10,001,226</u>	<u>\$ 10,553,289</u>

	Estimated Useful Life (years)		
Property, plant and equipment			
Machinery and equipment	3-10	\$ 13,231,044	\$ 11,528,855
Buildings	28-35	12,620,447	12,222,170
Land and land improvements	5-7	934,216	934,216
		<u>26,785,707</u>	<u>24,685,241</u>
Total property, plant and equipment at cost			
Less accumulated depreciation and amortization		(17,182,151)	(16,024,734)
		<u>\$ 9,603,556</u>	<u>\$ 8,660,507</u>

Depreciation expense was \$1.3 million, \$1.3 million, and \$1.4 million for the fiscal years ended June 30, 2012, 2011 and 2010, respectively.

Other accrued liabilities			
Accrued compensation expense		\$ 1,246,145	\$ 1,162,392
Customer deposits		406,471	253,199
Other		202,963	229,961
		<u>\$ 1,855,579</u>	<u>\$ 1,645,552</u>

## 9. Commitments and Contingencies

### Legal Claims

The Company is subject to various investigations, claims and legal proceedings covering a wide range of matters that arise in the ordinary course of its business activities. The Company intends to continue to conduct business in such a manner as to avert any FDA action seeking to interrupt or suspend manufacturing or require any recall or modification of products.

The Company has recognized the costs and associated liabilities only for those investigations, claims and legal proceedings for which, in its view, it is probable that liabilities have been incurred and the related amounts are estimable. Based upon information currently available, management believes that existing accrued liabilities are sufficient and that it is not reasonably possible at this time that any additional liabilities will result from the resolution of these matters that would have a material adverse effect on the Company's results of operations, financial position, or cash flows.

**Stuyvesant Falls Power Litigation.** The Company is currently involved in litigation with Niagara Mohawk Power Corporation d/b/a National Grid (“Niagara”) and other parties, which provides electrical power to the Company’s facility in Stuyvesant Falls, New York. In fiscal year 2011, Niagara began sending invoices to the Company for electricity used at the Company’s Stuyvesant Falls plant. The Company maintains in its defense of the lawsuit that it is entitled to a certain amount of free electricity based on covenants running with the land which have been honored for more than a century. Niagara’s attempts to collect such invoices were stopped in December 2010 by a temporary restraining order, although a court has not yet ruled on the merits of all of Niagara’s claims. Among other things, Niagara seeks approximately \$469,000, which it alleges represents the value of electricity provided prior to the commencement of litigation going back to 2003. The Company has posted a \$250,000 bond which Niagara could draw against for electricity provided and not collected since the December 2010 temporary restraining order in the event Niagara prevails in its lawsuit. The amount of the bond exceeds the cumulative invoiced electricity charges generated by Niagara since the issuance of the temporary restraining order. As of June 30, 2012, the Company has not recorded a provision for this matter as management intends to vigorously defend this litigation and believes it is not probable that the Company will be required to pay for electricity as Niagara claims. The Company believes, however, that any liability it may incur should it not prevail in the litigation would not have a material adverse effect on its financial condition, its result of operations, or its cash flows.

**Armstrong Medical Litigation.** On June 8, 2012, the Company settled outstanding litigation with Armstrong Medical Limited (“Armstrong”) related to a patent held by Armstrong concerning carbon dioxide absorbents for use in anesthesiology. The Company and Armstrong agreed to mutually dismiss the litigation regarding the Armstrong patent. In connection with the settlement agreement, Allied received broad, perpetual license rights under the Armstrong patent pursuant to a pre-paid license agreement. In consideration for the settlement agreement, Allied paid an aggregate of \$275,000 to Armstrong.

### Employment Contract

In March 2007, the Company entered into a three year employment contract with its chief executive officer. The contract is subject to annual renewals after the initial term. The contract was amended and restated in December 2009 without extending its term. The contract includes termination without cause and change of control provisions, under which the chief executive officer is entitled to receive specified severance payments generally equal to two times ending annual salary if the Company terminates his employment without cause or he voluntarily terminates his employment with “good reason.” “Good Reason” generally includes changes in the scope of his duties or location of employment but also includes (i) the Company’s written election not to renew the Employment Agreement and (ii) certain voluntary resignations by the chief executive officer following a “Change of Control” as defined in the Agreement.

## 10. Segment Information

The Company operates in one segment consisting of the manufacturing, marketing and distribution of a variety of respiratory products used in the health care industry to hospitals, hospital equipment dealers, hospital construction contractors, home health care dealers and emergency medical product dealers. The Company’s product lines include respiratory care products, medical gas equipment and emergency medical products. The Company does not have any one single customer that represents more than 10 percent of total sales. Sales by region, and by product, are as follows:

### Sales by Region

	2012	2011	2010
Domestic United States	\$ 33,816,317	\$ 37,634,627	\$ 37,337,662
Europe	1,510,197	1,721,779	1,390,631
Canada	603,530	668,430	676,428
Latin America	4,883,288	3,427,960	3,326,792
Middle East	925,658	911,401	512,744
Far East	1,594,172	2,296,635	2,545,353
Other International	112,459	122,604	244,638
	<u>\$ 43,445,621</u>	<u>\$ 46,783,436</u>	<u>\$ 46,034,248</u>

Sales by Product

	2012	2011	2010
Respiratory care products	\$ 10,082,450	\$ 10,796,923	\$ 11,142,890
Medical gas equipment	24,803,614	24,949,906	24,623,684
Emergency medical products	8,559,557	11,036,607	10,267,674
	<u>\$ 43,445,621</u>	<u>\$ 46,783,436</u>	<u>\$ 46,034,248</u>

**11. Quarterly Financial Data (unaudited)**

Summarized quarterly financial data for fiscal 2012 and 2011 appears below (all amounts in thousands except per share amounts):

Three months ended,	June 30, 2012	March 31, 2012	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011	March 31, 2011	Dec. 31, 2010	Sept. 30, 2010
Net sales	\$ 10,667	\$ 10,702	\$ 10,681	\$ 11,395	\$ 12,102	\$ 11,338	\$ 11,403	\$ 11,941
Gross profit	2,495	2,325	2,735	2,406	3,034	2,608	2,810	2,551
Income (loss) from operations	(232)	(231)	41	(228)	220	114	209	(134)
Net income (loss)	(156)	(146)	23	(145)	115	60	117	(88)
Basic earnings (loss) per share	(0.02)	(0.02)	0.00	(0.02)	0.01	0.01	0.01	(0.01)
Diluted earnings (loss) per share	(0.02)	(0.02)	0.00	(0.02)	0.01	0.01	0.01	(0.01)

Earnings per share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly amounts will not necessarily equal the total for the year.

**12. Baralyme® Agreement**

On August 27, 2004, Allied entered into an agreement with Abbott Laboratories (“Abbott”) pursuant to which Allied agreed to cease production of its product Baralyme®, and to effect the withdrawal of Baralyme® product held by distributors. The agreement permits Allied to pursue the development of a new carbon dioxide absorbent product. Baralyme®, a carbon dioxide absorbent product, has been used safely and effectively in connection with inhalation anesthetics since its introduction in the 1920s. In recent years, the number of inhalation anesthetics has increased, giving rise to concerns regarding the use of Baralyme® in conjunction with these newer inhalation anesthetics if Baralyme® has been allowed, contrary to recommended practice, to become desiccated. The agreement also provides that, for a period of eight years, Allied will not manufacture, distribute, promote, market, sell, commercialize or donate any Baralyme® product or similar product based upon potassium hydroxide and will not develop or license any new carbon dioxide absorbent product containing potassium hydroxide.

In consideration of the foregoing, Abbott agreed to pay Allied an aggregate of \$5,250,000 of which \$1,530,000 was paid on September 30, 2004 and the remainder payable in four equal annual installments of \$930,000 due on July 1, 2005 through July 1, 2008.

The initial payment of \$1,530,000 from Abbott was received on September 30, 2004. The agreement required Abbott to pay Allied \$600,000 for reimbursement of Allied's cost incurred in connection with withdrawal of Baralyme® from the market, the disposal of such product, and severance payments payable as a result of such withdrawal. The payments by Abbott have been included in net sales, in accordance with ASC Topic 605: "Revenue Recognition." The Company is the primary obligor in the arrangement. It has sole authority to determine the method of withdrawal of Baralyme® and discretion in such matters as employee layoffs, disposal methods, and customer communications regarding the sale of replacement products. The costs of executing the withdrawal are the sole responsibility of the Company.

The payments received from Abbott are being recognized into income, as net sales, over the eight-year term of the agreement. Allied has no further obligations under this agreement which would require the Company to repay these amounts or otherwise impact this accounting treatment. During the fiscal years ended June 30, 2012, 2011, and 2010, \$688,200 was recognized into income as net sales in each year. The agreement expired in August 2012 and no further income will be recognized from the agreement after such expiration.

A reconciliation of deferred revenue resulting from the agreement with Abbott, with the amounts received under the agreement, and amounts recognized as net sales is as follows:

	Twelve Months ended June 30,	
	2012	2011
Beginning balance	\$ 802,900	\$ 1,491,100
Revenue recognized as net sales	(688,200)	(688,200)
	114,700	802,900
Less - Current portion of deferred revenue	(114,700)	(688,200)
	<u>\$ 0</u>	<u>\$ 114,700</u>

In addition to the provisions of the agreement relating to the withdrawal of the Baralyme® product, Abbott has agreed to pay Allied up to \$2,150,000 in product development costs to pursue development of a new carbon dioxide absorption product for use in connection with inhalation anesthetics that does not contain potassium hydroxide and does not produce a significant exothermic reaction with currently available inhalation agents. As of June 30, 2012, \$2,150,000 has been received as a result of product development activities.

In 2004, Allied's sales of Baralyme® were approximately \$2.0 million and contributed approximately \$0.6 million in pre-tax earnings and cash flow from operations. The majority of the \$5,250,000 Allied has received from Abbott will be recognized into income over the eight-year term of the agreement. The net cash flow realized by Allied under the agreement with Abbott is substantially equivalent to the net cash flow Allied would have expected to realize from continued manufacture and sales of Baralyme® during the initial five years of the period.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

(a) Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time period specified in the rules and forms of the SEC, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In connection with our Annual Report on Form 10-K for the fiscal year ended June 30, 2012, as required under Rule 13a-15(b) of the Exchange Act, our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the date of such evaluation to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

(b) Internal control over financial reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, which is defined as a process designed by, or under supervision of, our principal executive and principle financial officer and effected by our Board of Directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. However these inherent limitations are known features of the financial reporting process. It is possible to design into the process safeguards to reduce, though not eliminate, the risk that misstatements are not prevented or detected on a timely basis.

Management assessed the effectiveness of our internal control over financial reporting as of June 30, 2012. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on this assessment, our management concluded that, as of June 30, 2012, our internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation and presentation of financial statements for external purposes in accordance with generally accepted accounting principles.

There were no changes to the Company's internal controls over financial reporting during the fourth quarter that have materially effected, or are reasonably likely to materially affect the Company's internal controls over financial reporting.

**Item 9B. Other Information**

None.

### **PART III**

#### **Item 10. *Directors, Executive Officers and Corporate Governance***

A list of our executive officers and biographical information appears at the end of Item 1, in Part I of this report. A definitive proxy statement is expected to be filed with the Securities and Exchange Commission within 120 days after June 30, 2012. The information required by this item is set forth under the caption "Election of Directors", under the caption "Executive Officers", and under the caption Section 16(a) Beneficial Ownership Reporting Compliance in the definitive proxy statement, which information is incorporated herein by reference thereto.

#### **Item 11. *Executive Compensation***

The information required by this item is set forth under the caption "Executive Compensation" in the definitive proxy statement, which information is incorporated herein by reference thereto.

#### **Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information required by this item is set forth under the caption "Security Ownership of Certain Beneficial Owners and Management" in the definitive proxy statement, which information is incorporated herein by reference thereto.

#### **Item 13. *Certain Relationships and Related Transactions, and Director Independence***

None

#### **Item 14. *Principal Accounting Fees and Services***

The information required by this item will appear in the section entitled "Audit Fees" included in the definitive proxy statement relating to the 2012 Annual Meeting of stockholders and such information is incorporated herein by reference.

### **PART IV**

#### **Item 15. *Exhibits and Financial Statement Schedules***

##### **1. Financial Statements**

The following financial statements of the Company are included in response to Item 8:

Statement of Operations for the years ended  
June 30, 2012, 2011, and 2010

Balance Sheet at June 30, 2012 and 2011

Statement of Changes in Stockholders' Equity  
for the years ended June 30, 2012, 2011 and 2010

Statement of Cash Flows for the years ended June 30, 2012,  
2011 and 2010

Notes to Financial Statements

Report of Independent Registered Public Accounting Firm

## 2. Financial Statement Schedule

Valuation and Qualifying Accounts and Reserves for the Years  
Ended June 30, 2012, 2011 and 2010

All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

## 3. Exhibits

The exhibits listed on the accompanying Index to Exhibits are filed as part of this Report.

### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ALLIED HEALTHCARE PRODUCTS, INC.

By:

/s/ Earl R. Refsland

Earl R. Refsland

President and Chief Executive Officer

/S/ Daniel C. Dunn

Daniel C. Dunn

Vice President, Chief Financial Officer, and Secretary

Dated: September 28, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on September 28th, 2012.

<b>Signatures</b>	<b>Title</b>
<u>*</u> John D. Weil	Chairman of the Board
<u>*</u> Earl R. Refsland	President, Chief Executive Officer and Director (principal Executive Officer)
<u>*</u> William A. Peck	Director
<u>*</u> Joseph Root	Director
<u>*</u> Judy Graves.	Director
* By: <u>/s/ Earl R. Refsland</u> Earl R. Refsland Attorney-in-Fact	

\* Such signature has been affixed pursuant to the following Power of Attorney.

**ALLIED HEALTHCARE PRODUCTS, INC.**  
**RULE 12-09 VALUATION AND QUALIFYING ACCOUNTS AND RESERVES**

<u>COLUMN A</u>	<u>COLUMN B</u>	<u>COLUMN C</u>		<u>COLUMN D</u>	<u>COLUMN E</u>
<u>Description</u>	<u>Balance at beginning of period</u>	<u>Charged to costs and expenses</u>	<u>Charged to other accounts - describe</u>	<u>Deductions - describe</u>	<u>Balance at end of period</u>
<b>For the Year Ended June 30, 2012</b>					
Accounts Receivable Allowances	\$ (300,000)	\$ (27,025)		\$ 27,025(1)	\$ (300,000)
Inventory Allowance For Obsolescence And Excess Quantities	\$ (1,419,420)	\$ (33,061)	\$ (27,018)(3)	\$ 152,208(2)	\$ (1,327,291)
<b>For the Year Ended June 30, 2011</b>					
Accounts Receivable Allowances	\$ (300,000)	\$ (20,863)		\$ 20,863(1)	\$ (300,000)
Inventory Allowance For Obsolescence And Excess Quantities	\$ (1,476,490)	\$ (120,000)	\$ (28,291)(3)	\$ 205,361(2)	\$ (1,419,420)
<b>For the Year Ended June 30, 2010</b>					
Accounts Receivable Allowances	\$ (300,000)	\$ (1,655)		\$ 1,655(1)	\$ (300,000)
Inventory Allowance For Obsolescence And Excess Quantities	\$ (1,347,648)	\$ (120,000)	\$ (97,138)(3)	\$ 88,296(2)	\$ (1,476,490)

(1) Decrease due to bad debt write-offs and recoveries.

(2) Decrease due to disposal of obsolete inventory.

(3) Increase due to inventory revaluation. The other account charged as a result of this revaluation was inventory before reserves. This did not result in a change to our net inventory or net income(loss).

## INDEX TO EXHIBITS

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3(1) to the Company's Registration Statement on Form S-1, as amended, Registration No. 33-40128, filed with the Commission on May 8, 1991 (the "Registration Statement") and incorporated herein by reference)
3.2	By-Laws of the Registrant (filed as Exhibit 3(2) to the Registration Statement and incorporated herein by reference)
10.1	NCG Trademark License Agreement, dated April 16, 1982, between Liquid Air Corporation and Allied Healthcare Products, Inc. (filed as Exhibit 10(24) to the Registration Statement and incorporated herein by reference)
10.2	Employee Stock Purchase Plan (filed as Exhibit 10(3) to the Company's Annual Report on Form 10-K for the year ended June 30, 1998 and incorporated by reference)
10.3	Allied Healthcare Products, Inc. 1994 Employee Stock Option Plan (filed with the Commission as Exhibit 10(39) to the Company's Annual Report on Form 10-K for the year ended June 30, 1994 and incorporated herein by reference)
10.4	Allied Healthcare Products, Inc. 1995 Directors Non-Qualified Stock Option Plan (filed with the Commission as Exhibit 10(25) to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1995 and incorporated herein by reference)
10.5	Allied Healthcare Products, Inc. Amended 1994 Employee Stock Option Plan (filed with the Commission as Exhibit 10(28) to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1996 and incorporated herein by reference)
10.6	Form of Indemnification Agreement with officers and directors (filed with the Commission as Exhibit 10.22 to the 2002 Form 10-K and incorporated herein by reference).
10.7	Amended and restated Employment Agreement dated December 21, 2009 by and between Allied Healthcare Products, Inc. and Earl Refsland (incorporated by reference to 10-Q filed May 7, 2010)
10.7.1	Change of Control Agreement Employment Agreement dated March 16, 2007 by and between Allied Healthcare Products, Inc. and certain executive officers (incorporated by reference to 8-K filed March 16, 2007 with event date of March 16, 2007)
10.8	Allied Healthcare Products, Inc. 1999 Incentive Stock Plan (filed with the Commission as Exhibit 10(26) to the 1999 Form 10-K and incorporated herein by reference)
10.9	Allied Healthcare Products, Inc. 2009 Incentive Stock Plan (filed with Commission as Appendix A to the 2009 Proxy Statement on Schedule 14A)

- 10.10 Loan and Security Agreement dated November 17, 2009 by and between the Company and Enterprise Bank & Trust, including Revolving Credit Note (incorporated by reference to 8-K filed November 18, 2009 with event date of November 13, 2009)
- 10.11 Agreement dated August 27, 2004 between Allied Healthcare Products, Inc and Abbott Laboratories, Inc. (incorporated by reference to 8-K filed August 30, 2004 with event date of August 27, 2004)
- 10.12 Patent License Agreement, dated June 8, 2012, by and between Allied Healthcare Products, Inc. and Armstrong Medical Limited (filed herewith).
- 23.1 Consent of RubinBrown LLP (filed herewith)
- 24 Form of Power of Attorney – (filed herewith)
- 31.1 Certification of Chief Executive Officer (filed herewith)
- 31.2 Certification of Chief Financial Officer (filed herewith)
- 32.1 Sarbanes-Oxley Certification of Chief Executive Officer (provided herewith)\*
- 32.2 Sarbanes-Oxley Certification of Chief Financial Officer (provided herewith)\*
- 99.1 Press Release dated September 28, 2012 announcing fourth quarter and fiscal 2012 earnings\*

Pursuant to Rule 405 Regulation S-T, the following financial information from the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 is formatted in XBRL interactive data files; (i) Statement of Operation, (ii) Balance Sheet, (iii) Statement of Cash Flows and (iv) Notes to Financial Statements.

\* Notwithstanding any incorporation of this Annual Report on Form 10-K in any other filing by the Registrant, Exhibits designated with an asterisk (\*) shall not be deemed incorporated by reference to any other filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 unless specifically otherwise set forth therein.

## PATENT LICENSE AGREEMENT

THIS PATENT LICENSE AGREEMENT (“**Agreement**”) is entered into as of the 8th day of June, 2012 (“**Effective Date**”) by and between **Armstrong Medical Limited.**, a Northern Ireland company (“**Armstrong**”) and **Allied Healthcare Products, Inc.**, a Delaware corporation (“**Allied**”).

**RECITALS**

- A. Allied and Armstrong are parties to a federal court action (“**Action**”) generally involving competing allegations regarding U.S. Patent No. 6,228,150.
- B. Armstrong owns, solely and exclusively, all rights under and to the Armstrong Patents, as those patents are defined below.
- C. In order to settle their differences with respect to the Action, the parties have entered into a Settlement Agreement and Mutual Release (“**Settlement Agreement**”) to which this Agreement is attached, all of the terms of which are incorporated herein by reference, and which requires the parties to enter into this Agreement.
- D. The foregoing recitals are incorporated as material terms of this Agreement.

**NOW, THEREFORE**, in consideration of the execution and performance of the Settlement Agreement, the foregoing premises, the agreements set forth herein and other good and valuable considerations, the receipt and sufficiency of which are hereby expressly acknowledged, the parties, intending to be legally bound, agree as follows:

**1. DEFINITIONS.** As used in this Agreement, each of the following terms shall have the meanings as set forth below:

- 1.1** “**150 Patent**” means U.S. Patent No. 6,228,150, owned by Armstrong.
  - 1.2** “**309 Patent**” means U.S. Patent No. 7,727,309, owned by Allied.
  - 1.3** “**Affiliate**” means, with respect to a party, any Person that, now or hereafter, directly or indirectly, whether through one or more intermediaries, Controls, is Controlled by, or is under common Control with such party, where “**Control**” means the possession, directly or indirectly, of the power to direct or cause the direction of the management or the policies of a Person, whether through ownership of voting securities or by agreement or otherwise, but only for so long as such Person meets these requirements, and “**Person**” means any individual, corporation, partnership, joint venture, firm, limited liability company, trust, or other organization or entity.
  - 1.4** “**Allied Patents**” means (i) the ‘309 Patent, (ii) all patents resulting from any reissues, or reexaminations of the ‘309 Patent, (iii) all foreign patents and patent applications corresponding to the ‘309 Patent (including without limitation those listed on **Schedule B** attached hereto), (iv) all patents issuing from any foreign patent applications (including any divisionals, continuations, continuations-in-part of any such applications) based on the ‘309 Patent (including, without limitation those listed on **Schedule B**), (v) all patents resulting from foreign procedures corresponding to reissues and reexaminations of the ‘309 Patent, and (vi) all rights embodied in each of the foregoing.
  - 1.5** “**Armstrong Patents**” means (i) the ‘150 Patent, (ii) all patents resulting from any reissues or reexaminations of the ‘150 Patent, (iii) all foreign patents corresponding to the ‘150 Patent (including without limitation those listed on **Schedule A**, attached hereto) (iv) all patents issuing from any foreign patent applications (including any divisionals, continuations, continuations-in-part of any such applications) based on the ‘150 Patent (including, without limitation those listed on **Schedule A**), (v) all patents resulting from foreign procedures corresponding to reissues and reexaminations of the ‘150 Patent; and (v) all rights embodied in each of the foregoing.
-

- 1.6 “**Field of Use**” means all uses and applications of any kind, whether known or unknown.
- 1.7 “**License**” means the rights and licenses granted to Allied pursuant to **Section 2.1** below.
- 1.8 “**Restricted Entity(ies)**” means Draegerwerk AG & Co. kGaA, General Electric Company, Intersurgical, Limited., W.R. Grace & Co., and Abbott Laboratories and their respective Affiliates.
- 1.9 “**Settlement Payment**” means the amount required to be paid to Armstrong in connection with the Action pursuant to the Settlement Agreement.
- 1.10 “**Subject Technology**” has the meaning set forth in **Section 2.1**.
- 1.11 “**Term**” has the meaning set forth in **Section 5.1**.

## 2. LICENSE.

- 2.1 **Grant.** Subject to the terms and conditions set forth in this Agreement and the accompanying Settlement Agreement, including but not limited to the payment obligation reflected therein, Armstrong hereby grants to Allied, and Allied hereby accepts from Armstrong the following license (the “**License**”):

The non-exclusive, worldwide, perpetual, fully paid right and license under the Armstrong Patents, within the Field of Use, to (i) develop, make, have made and/or use, and (ii) offer for sale, sell, market, distribute, export, import and/or otherwise dispose of; any products or materials (and/or processes or methods for preparing or using the same) that are covered by one or more claims of the Armstrong Patents; so long as such products or materials contain lithium, either as a cation or within a compound, in greater than Trace Amounts (the “**Subject Technology**”). For purposes hereof, “**Trace Amounts**” means amounts of lithium that would ordinarily be expected in any product or material (such as, but not limited to, calcium hydroxide) having a purity that is acceptable for use in medical carbon dioxide absorbents.

- 2.2 **Limited Right of Sublicense.** While Allied continues to exercise one or more of its rights under the License, Allied shall have the right to grant sublicenses under the License except to Restricted Entities. If Allied grants a sublicense under the License to a Restricted Entity without Armstrong’s prior written consent, such purported sublicense shall be deemed void and of no effect, and this Agreement and the License shall be deemed terminated as of the time of the purported grant of the sublicense to the Restricted Entity. By way of clarification, Allied may grant sublicenses under the License to persons or entities other than the Restricted Entities without violating this Agreement.
- 2.3 **No Challenges.** During the Term, Allied shall not challenge the validity or enforceability of any of the Armstrong Patents, or assist any third party in doing so. During the Term, Armstrong shall not challenge the validity or enforceability of any of the Allied Patents, or assist any third party in doing so. If a party receives a demand through legal process by a third party to access information relating to the validity or enforceability of any of the other party’s patents or patent applications referenced in this Agreement, the requested party shall promptly notify the other party thereof in order to permit such other party to oppose such request.

## 3. PATENT MARKING.

- 3.1 **Marking.** As set forth in this section, Allied agrees to mark or cause to be marked (“**Mark**”) all products incorporating the Subject Technology sold or distributed by Allied (“**Subject Products**”) by affixing a label to the packaging for such products as follows: U.S. Pat. No. 6,228,150 and U.S. Pat. No. 7,727,309. Allied shall use commercially reasonable efforts to Mark the Subject Products as soon as reasonably possible after the Effective Date, but in any event, all Subject Products sold or distributed by Allied after the expiration of ninety (90) days from the Effective Date shall be so Marked. Allied shall have no obligation to Mark any Subject Products that have been manufactured, sold or distributed prior to the expiration of ninety (90) days from the Effective Date.
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3.2 **Failure to Mark.** If Allied fails to Mark Subject Products as required herein, Armstrong may, upon delivery of written notice to Allied specifying such failure together with a sample of the Subject Product that is not Marked, and Allied's failure to correct any ongoing failure to Mark within sixty (60) days of delivery of such written notice, or demonstrate that Allied did not breach the obligation to Mark, have the right to terminate this Agreement for breach. Notwithstanding the foregoing, Armstrong shall have no right to terminate this Agreement for unintentional failures to Mark the Subject Products, provided correction is made promptly upon discovery. Upon reasonable request by Armstrong, Allied will cooperate in seeking to ensure that others making, using, selling, offering to sell and/or importing Subject Products on behalf of Allied comply with the marking requirements of Section 3.1, and in no event will Allied encourage or assist others in non-compliance with such section.

#### 4. TAXES.

4.1 **Payment.** Except with respect to withholding taxes withheld by Allied pursuant to the accompanying Settlement Agreement or pursuant to Section 7.2 below and solely for amounts that Allied is held liable, Armstrong shall pay (or reimburse Allied for) any and all taxes (including without limitation withholding taxes), excise taxes and similar fees, surcharges, charges or levies required by any government authority to be paid or withheld ("**Taxes**") in connection with any payments made pursuant to this Agreement or the accompanying Settlement Agreement. Notwithstanding the foregoing, Armstrong shall not be required to pay, and Allied shall pay, any interest or penalties arising as a result of Allied's failure (i) to timely pay over any Taxes withheld from the Settlement Amount in accordance with the provisions of the accompanying Settlement Agreement, (ii) to timely pay any Taxes withheld from payments, if any, required to be paid by Allied to Armstrong pursuant to Section 7.2 below, or (iii) related to any United States federal or state tax return or report related to such payment or withholding that was or should have been filed (or caused to be filed) by Allied with the applicable United States federal or state governmental authority.

4.2 **Cooperation.** Upon request by Armstrong, and at Armstrong's expense, Allied will use commercially reasonable efforts, as permitted by applicable law, to assist Armstrong in mitigating any withholding taxes required by applicable law.

#### 5. TERM AND TERMINATION.

5.1 **Term.** This Agreement will commence as of the Effective Date and, unless earlier terminated pursuant to the provisions of this Agreement and/or the accompanying Settlement Agreement, will remain in full force and effect until all applicable claims of the Armstrong Patents have expired, been abandoned, or been ruled invalid or unenforceable in a final, non-appealable decision by a court or other tribunal of competent jurisdiction ("**Term**"). After expiration of the Term, Allied shall have the unrestricted right to utilize the Subject Technology and/or any inventions under the Armstrong Patents, free and clear of all restrictions and licenses, subject to the following: nothing in the foregoing clause shall impede Armstrong's right to seek damages following patent expiration during the 6 year limitations period of 35 U.S.C. § 286, to the extent such action is otherwise appropriate.

5.2 **Termination for Cause.** Except as otherwise specifically stated in this Agreement, if a party materially breaches this Agreement and/or the accompanying Settlement Agreement, the other party may terminate this Agreement for cause upon written notice to the breaching party specifying such breach, unless the breaching party cures such breach within thirty (30) days after receipt of such notice.

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## 6. REPRESENTATIONS AND WARRANTIES.

6.1 **Mutual.** Each party represents and warrants to the other party that:

- (a) it is duly organized, validly existing and in good standing under the laws of the state or country in which it was created;
- (b) it has the power and authority and the legal right to enter into this Agreement and perform its obligations hereunder;
- (c) it has taken all necessary action on its part required to authorize the execution and delivery of this Agreement and the performance of its obligations hereunder;
- (d) this Agreement has been executed and delivered on behalf of such party by its duly authorized representative who has the authority to sign this Agreement and bind such party hereto, and constitutes a legal, valid, binding obligation of such party; and
- (e) the execution of this Agreement will not breach or violate any other agreement to which it is a party.

6.2 **Armstrong.** Armstrong represents and warrants to Allied that:

- (a) Armstrong owns, solely and exclusively, all rights, title and interest in and to the Armstrong Patents, and has the right to grant to Allied all of the rights and licenses described in this Agreement;
- (b) except for the Armstrong Patents, Armstrong neither owns nor controls any other patent or has applied for any other patent that covers or relates to carbon dioxide absorbents useful in anesthesia, although it has the unfettered right to do so at any time; and
- (c) Armstrong has not granted to any third party any rights or licenses under the Armstrong Patents, although it has the unfettered right to do so at any time.

6.3 **Disclaimer.** EXCEPT AS EXPRESSLY SET FORTH IN THIS AGREEMENT, NEITHER PARTY MAKES ANY REPRESENTATIONS OR WARRANTIES TO THE OTHER PARTY.

## 7. ASSIGNMENT.

7.1 **By Allied.** Allied may, during the Term, assign this Agreement without Armstrong's consent, subject to the following:

- (i) *Sale of Substantially All of Business.* Following advance written notice to Armstrong, Allied may assign this Agreement in connection with the sale or transfer of all or substantially all of Allied's business or assets, whether by sale of stock, merger, sale of assets or otherwise; provided, however, in the event of such a sale or transfer to a Restricted Entity, Allied shall, prior to the assignment, pay Armstrong via check made payable to Armstrong Medical Limited and delivered to Armstrong's attorney of record in the Action, the applicable amount set forth on **Schedule C**, attached hereto and hereby made a part hereof, absent which any purported assignment will be invalid, void and of no effect, and the license hereunder will be deemed terminated; or
  - (ii) *Sale of Carbon Dioxide Absorbent Business.* Following advance written notice to Armstrong, Allied may assign this Agreement in connection with the sale or transfer of the entire Allied carbon dioxide absorbent business; provided, however, in the event of such a sale or transfer to a Restricted Entity, Allied shall, prior to the assignment, pay Armstrong via check made payable to Armstrong Medical Limited and delivered to Armstrong's attorney of record in the Action, the applicable amount set forth on **Schedule C**, absent which any purported assignment will be invalid, void and of no effect, and the license hereunder will be deemed terminated. Upon the occurrence of any such assignment, Allied shall not compete with Armstrong in the carbon dioxide absorbent market until such time as all applicable claims of the Armstrong Patents have expired, been abandoned, or been ruled invalid or unenforceable in a final, non-appealable decision by a court or other tribunal of competent jurisdiction. Nothing in this **Section 7.1(ii)** signifies that Allied would retain any license rights under the Armstrong Patents after such assignment, in any event.
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Armstrong shall execute such documents as Allied shall reasonably request to confirm Allied's right to assign pursuant to this Section to any potential assignee. Except as set forth above, any assignment of this Agreement by Allied shall be void and of no effect, and shall be a material breach of this Agreement without any cure period. If and after full payment is made to Armstrong of the applicable amount set forth on **Schedule C**, Allied shall not be responsible or liable to Armstrong or any third party for any action by or inaction of the assignee or any breach of this Agreement by the assignee from and after the effective date such assignment, and any such assignment shall constitute a novation.

- 7.2 **Withholding Taxes.** Armstrong acknowledges that the payment of the applicable amount set forth in **Schedule C** pursuant to Section 7.1 (if applicable) may be subject to Tax withholding pursuant to then current United States law. Allied shall not withhold any Taxes from such payments provided that Armstrong has provided it with IRS Form W-8BEN (or other applicable documentation mitigating withholding) that it may rely upon to mitigate or eliminate such Taxes. Upon the written request of Armstrong, Allied will delay payment of the amount required to be paid pursuant to Section 7.1 until such time as Armstrong shall have delivered to Allied a properly completed and executed IRS Form W-8BEN (or other documentation mitigating withholding) providing that either no such withholding is required, or that the amount required to be withheld is less than the amount then required to be withheld under applicable United States law (currently thirty percent (30%)). Consistent with applicable law and with no duty to investigate, Allied may rely on any information provided by Armstrong in connection with IRS Form W-8BEN (or other applicable documentation mitigating withholding). If no such notice is provided to Allied prior to fulfilling its payment obligation pursuant to Section 7.1, Allied will withhold from such payment any amounts then required pursuant to applicable United States law.
- 7.3 **By Armstrong.** If Armstrong assigns this Agreement, any of its rights hereunder or any Armstrong Patents, Armstrong will provide advance written notice to Allied of any such assignment .
- 7.4 **Benefit.** Subject to the foregoing, including, without limitation, the provisions relating to assignment and sublicensing, this Agreement shall be binding upon and inure to the benefit of the parties and their successors and permitted assigns.

## 8. MISCELLANEOUS PROVISIONS

- 8.1 **Notices.** All notices required or permitted to be given under this Agreement shall be in writing and shall be deemed given, upon receipt, mailed by registered or certified mail (return receipt requested), postage prepaid, or sent by overnight delivery (receipt verified) to the persons and addresses set forth below the signature blocks, or given personally to one of the persons set forth below the signature blocks. Either party may, by written notice to the other, designate a person and/or new address to which notices to it shall thereafter be mailed.
- 8.2 **No Agency.** Nothing in this Agreement will be deemed to create an agency, employment, partnership, fiduciary or joint venture relationship between the parties. Neither party has, and nor will it represent to any third party that it has, the power or authority to represent, act for, bind or otherwise create or assume any obligation on behalf of the other party for any purpose whatsoever.
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- 8.3 Bankruptcy.** The parties acknowledge and agree that they intend that the rights and licenses granted to Allied pursuant to this Agreement shall survive any bankruptcy or insolvency of Armstrong, whether in connection with a proceeding in bankruptcy (or its equivalent) or otherwise (collectively, “**Bankruptcy Proceeding**”), and regardless of whether Armstrong has a right to reject or cancel this Agreement. Therefore, the parties agree that this Agreement is a contract under which Armstrong is a licensor of intellectual property as provided in Section 365(n) of Title 11, United States Code (commonly referred to as the U.S. Bankruptcy Code), or as provided in any other applicable equivalent bankruptcy or insolvency code (the applicable U.S. or other bankruptcy or insolvency code being referred to herein as the “**Applicable Bankruptcy Code**”). Armstrong agrees that if Armstrong, as a debtor in possession (or its equivalent), or a trustee in bankruptcy (or its equivalent, referred to herein as the “**Trustee**”) in a proceeding under the Applicable Bankruptcy Code, has the right to and does reject this Agreement or is otherwise not bound by the provisions hereof, Allied may elect to retain its rights under this Agreement, and neither Armstrong, its successors nor the Trustee shall interfere with the rights of Allied under this Agreement, provided that Allied is not in breach of this Agreement and otherwise complies with the Applicable Bankruptcy Code. Upon the written request of Allied, Armstrong, its successor or the Trustee will confirm in writing that it will not interfere with the rights of Allied as provided in this Agreement. Further, upon the written request of Allied, Armstrong, its successors and/or the Trustee shall execute and/or file such instruments (including without limitation, if necessary, a new license agreement with the same terms and conditions of this Agreement) as may be necessary to ensure that Allied’s rights and licenses granted hereunder will not be interfered with as a result of, and will survive any such Bankruptcy Proceeding and Armstrong’s discharge thereunder, to the extent permitted by the Applicable Bankruptcy Code.
- 8.4 Construction.** The section headings contained in this Agreement are for reference purposes only and will not affect in any way the meaning or interpretation of this Agreement.
- 8.5 Severability.** If any provision of this Agreement shall be held to be invalid or unenforceable, then such provision shall be deemed deleted and all other provisions of this Agreement shall remain in full force and effect.
- 8.6 Interpretation.** This Agreement has been jointly prepared by the parties and their respective legal counsel and shall not be strictly construed against either party.
- 8.7 Counterparts.** This Agreement and any amendment hereto may be signed in counterparts, each of which shall constitute an original and all of which together shall constitute one and the same instrument. Any signature may be delivered by facsimile or by electronic mail attaching a signed PDF, which shall have the same effect as an original signature.
- 8.8 Entire Agreement.** This Agreement, together with the Schedules attached hereto and the accompanying Settlement Agreement, set forth the entire agreement and understanding of the parties relating to the subject matter contained herein and merges and supersedes all prior and contemporaneous discussions and agreements between them, whether written or oral.

*Signature Page Follows*

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IN WITNESS WHEREOF, the parties hereto have, by their duly authorized representatives, executed this Patent License Agreement as of the Effective Date.

**ARMSTRONG MEDICAL LIMITED**

By: /s/ Ciaran Magee  
Name: Ciaran Magee  
Title: Technical Director

**ALLIED HEALTHCARE PRODUCTS, INC.**

By: /s/ Earl Refsland  
Name: Earl Refsland  
Title: President

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**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 33-99960, 33-86019, 33-45147, 33-45146, 333-16489, 333-132223 and 333-177837) of Allied Healthcare Products, Inc. of our report dated September 28, 2012, relating to the financial statements and financial statement schedule, which appears in this Form 10-K.

/s/ RubinBrown LLP  
St. Louis, Missouri  
September 28, 2012

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**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that the person whose signature appears below constitutes and appoints Earl R. Refsland as his true and lawful attorney-in fact and agent, each with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign the 2012 Annual Report on Form 10-K of Allied Healthcare Products, Inc., and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite as fully to all intents and purposes as he might or could do in person, and ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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## CERTIFICATION

I, EARL R. REFSLAND, certify that:

1. I have reviewed this Form 10-K of ALLIED HEALTHCARE PRODUCTS, INC.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 28, 2012

/s/ EARL R. REFSLAND  
Earl. R. Refsland  
President & Chief Executive Officer

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## CERTIFICATION

I, DANIEL C. DUNN, certify that:

1. I have reviewed this Form 10-K of ALLIED HEALTHCARE PRODUCTS, INC.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 28, 2012

/s/ DANIEL C. DUNN  
Daniel C. Dunn  
Vice President, Chief Financial Officer & Secretary

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CERTIFICATION Pursuant to 18 U.S.C. § 1350

The undersigned officer of ALLIED HEALTHCARE PRODUCTS, INC. (the "Company"), hereby certifies, to such officer's knowledge, that the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Earl R. Refsland  
Earl R. Refsland  
President & Chief Executive Officer

September 28, 2012

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CERTIFICATION Pursuant to 18 U.S.C. § 1350

The undersigned officer of ALLIED HEALTHCARE PRODUCTS, INC. (the "Company"), hereby certifies, to such officer's knowledge, that the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Daniel C. Dunn  
Daniel C. Dunn  
Vice President, Chief Financial Officer & Secretary

September 28, 2012

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Contact: Daniel C. Dunn  
Chief Financial Officer  
314/771-2400

## **Allied Healthcare Reports Loss On Depressed Sales**

ST. LOUIS, September 28, 2012 – Allied Healthcare Products, Inc., (NASDAQ: AHPI) reported a loss for the fourth quarter and fiscal year on sales depressed by the lingering effects of recession and uncertainty about future healthcare legislation.

Net loss for the fourth quarter ending June 30 was \$156,000, or negative 2 cents per share, compared to net income of almost \$115,000, or 1 cent per share, for the previous year. Sales for the quarter fell from about \$12.1 million to about \$10.7 million, or about 11.6 percent, from the previous year.

For the fiscal year, Allied's net loss was \$424,000, or a negative 5 cents per share, compared to net income of \$204,000, or 3 cents per share, for the previous year. Sales for the year declined from about \$46.8 million to \$43.4 million, or about 7.3 percent.

The one market that registered an increase for Allied was international sales. Boosted by increases mostly from Central and South America, international sales increased about 5.5 percent to about \$9.6 million during the fiscal year.

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Allied incurred higher than expected costs for new products in 2012. “Capital expenditures of about \$1.5 million supported new product development efforts,” said Earl Refsland, Allied Healthcare Products president and chief executive officer. “We should see positive sales results within the next two quarters from investment in our new CO<sub>2</sub> absorbent Litholyme® product.”

Allied Healthcare Products manufactures a variety of respiratory products used in the healthcare industry in a range of hospital and alternate care settings including sub-acute facilities, home healthcare and emergency medical care. Allied product lines include respiratory care products, medical gas equipment and emergency medical products. Allied products are marketed to hospitals, hospital equipment dealers, hospital construction contractors, home healthcare dealers and emergency medical product dealers.

“SAFE HARBOR” STATEMENT: Statements contained in this release that are not historical facts or information are “forward-looking statements.” Words such as “believe,” “expect,” “intend,” “will,” “should,” and other expressions that indicate future events and trends identify such forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause the outcome and future results of operations and financial condition to be materially different than stated or anticipated based on the forward-looking statements. Such risks and uncertainties include both general economic risks and uncertainties, risks and uncertainties affecting the demand for and economic factors affecting the delivery of health care services, and specific matters which relate directly to the Company’s operations and properties as discussed in its periodic filings with the Securities and Exchange Commission. The Company cautions that any forward-looking statement contained in this report reflects only the belief of the Company or its management at the time the statement was made. Although the Company believes such forward-looking statements are based upon reasonable assumptions, such assumptions may ultimately prove inaccurate or incomplete. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement was made.

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ALLIED HEALTHCARE PRODUCTS, INC.  
STATEMENT OF OPERATIONS  
(UNAUDITED)

	Three months ended, June 30,		Twelve months ended, June 30,	
	2012	2011	2012	2011
Net sales	\$ 10,666,797	\$ 12,101,826	\$ 43,445,621	\$ 46,783,436
Cost of sales	8,171,756	9,068,116	33,484,512	35,780,657
Gross profit	2,495,041	3,033,710	9,961,109	11,002,779
Selling, general and administrative expenses	2,727,227	2,813,753	10,610,858	10,593,869
Income (loss) from operations	(232,186)	219,957	(649,749)	408,910
Interest income	(5,384)	(9,041)	(27,368)	(32,733)
Interest expense	-	-	336	66
Other, net	11,183	10,219	47,629	78,150
	5,799	1,178	20,597	45,483
Income (loss) before provision for (benefit from) income taxes	(237,985)	218,779	(670,346)	363,427
Provision for (benefit from) income taxes	(81,623)	104,053	(245,920)	159,019
Net income (loss)	\$ (156,362)	\$ 114,726	\$ (424,426)	\$ 204,408
Net income (loss) per share - Basic	\$ (0.02)	\$ 0.01	\$ (0.05)	\$ 0.03
Net income (loss) per share - Diluted	\$ (0.02)	\$ 0.01	\$ (0.05)	\$ 0.03
Weighted average common shares outstanding - Basic	8,124,386	8,124,386	8,124,386	8,107,313
Weighted average common shares outstanding - Diluted	8,124,386	8,136,743	8,124,386	8,124,957

ALLIED HEALTHCARE PRODUCTS, INC.  
BALANCE SHEET  
(UNAUDITED)

	June 30, 2012	June 30, 2011
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 5,284,543	\$ 6,512,887
Accounts receivable, net of allowances of \$300,000	4,843,593	5,366,860
Inventories, net	10,001,226	10,553,289
Income tax receivable	46,042	95,578
Other current assets	400,677	213,745
Total current assets	20,576,081	22,742,359
Property, plant and equipment, net	9,603,556	8,660,507
Other assets, net	1,167,432	362,480
Total assets	\$ 31,347,069	\$ 31,765,346
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 1,797,144	\$ 1,644,910
Other accrued liabilities	1,855,579	1,645,552
Deferred income taxes	802,961	512,572
Deferred revenue	114,700	688,200
Total current liabilities	4,570,384	4,491,234
Deferred revenue	-	114,700
Commitments and contingencies		
Stockholders' equity:		
Preferred stock; \$0.01 par value; 1,500,000 shares authorized; no shares issued and outstanding	-	-
Series A preferred stock; \$0.01 par value; 200,000 shares authorized; no shares issued and outstanding	-	-
Common stock; \$0.01 par value; 30,000,000 shares authorized; 10,427,878 shares issued at June 30, 2012 and June 30, 2011; 8,124,386 shares outstanding at June 30, 2012 and June 30, 2011	104,279	104,279
Additional paid-in capital	48,540,802	48,499,103
Accumulated deficit	(1,136,968)	(712,542)
Less treasury stock, at cost; 2,303,492 shares at June 30, 2012 and 2011	(20,731,428)	(20,731,428)
Total stockholders' equity	26,776,685	27,159,412
Total liabilities and stockholders' equity	\$ 31,347,069	\$ 31,765,346