

Andover Medical, Inc.  
Form 10-Q  
November 14, 2008  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED: SEPTEMBER 30, 2008**

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE TRANSITION PERIOD FROM                      TO**

Commission file number: 333-142387

**ANDOVER MEDICAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**51-0459931**  
(IRS Employer  
Identification No.)

**510 Turnpike Street, Ste. 204**

**N. Andover, MA 01845**

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(Address of principal executive offices)

Registrant's Telephone Number, Including Area Code: **(978) 557-1001**

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the 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 is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes:  No:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: There were a total of 36,661,379 shares of the registrant's common stock, par value \$.001 per share, outstanding as of November 14, 2008 and no other classes of common stock.

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**Andover Medical, Inc.**  
**Quarterly Report on Form 10-Q**  
**Period Ended September 30, 2008**

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Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****Andover Medical, Inc.****Condensed Consolidated Balance Sheet**

|  | September 30,<br>2008 | December 31,<br>2007<br>(audited) |
|--|-----------------------|-----------------------------------|
| <b>ASSETS</b>  |                       |                                   |
| <b>Current assets:</b>   |                       |                                   |
| Cash and cash equivalents  | \$ 670,570            | \$ 560,375                        |
| Accounts receivable, net of allowance for doubtful accounts of \$1,192,066 and \$1,230,842, respectively | 2,585,671             | 2,367,813                         |
| Inventories  | 1,012,692             | 938,287                           |
| Prepaid expenses and other current assets  | 63,999                | 123,215                           |
| <b>Total current assets</b>  | <b>4,332,932</b>      | <b>3,989,690</b>                  |
| <b>Property and equipment:</b>   |                       |                                   |
| Property and equipment   | 1,530,488             | 1,549,779                         |
| Less accumulated depreciation  | 946,057               | 800,958                           |
| <b>Total property and equipment, net</b>   | <b>584,431</b>        | <b>748,821</b>                    |
| <b>Other assets:</b>   |                       |                                   |
| Goodwill   | 3,756,858             | 4,032,089                         |
| Intangible assets, net of accumulated amortization of \$537,828 and \$317,633, respectively              | 1,571,031             | 1,791,225                         |
| Deposits and other assets  | 196,184               | 133,019                           |
| <b>Total other assets</b>  | <b>5,524,073</b>      | <b>5,956,333</b>                  |
| <b>Total assets</b>  | <b>\$ 10,441,436</b>  | <b>\$ 10,694,844</b>              |

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

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|   | September 30,<br>2008 | December 31,<br>2007<br>(audited) |
|---|-----------------------|-----------------------------------|
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>  |                       |                                   |
| <b>Current liabilities:</b>   |                       |                                   |
| Accounts payable  | \$ 835,478            | \$ 743,696                        |
| Accrued expenses  | 3,490,477             | 1,021,383                         |
| Current portion of long-term debt   | 42,917                | 145,393                           |
| Bank Loan   |                       | 1,604,758                         |
| <b>Total current liabilities</b>  | <b>4,368,872</b>      | <b>3,515,230</b>                  |
| <b>Long term liabilities:</b>   |                       |                                   |
| Long-term debt, less current portion  | 33,104                | 78,263                            |
| Deferred items  | 61,858                | 49,670                            |
| Redeemable Convertible Series D and E Preferred stock \$0.001 par value, 3,000 authorized, issued and outstanding, Net of Discount of \$2,421,916 | 578,084               |                                   |
| <b>Total long-term liabilities</b>  | <b>673,046</b>        | <b>127,933</b>                    |
| <b>Total liabilities</b>  | <b>\$ 5,041,918</b>   | <b>\$ 3,643,163</b>               |
| <b>Shareholders equity:</b>   |                       |                                   |
| Preferred Stock (Series A and B), \$.001 par value; 997,000 shares authorized, 7,216 and 7,813 outstanding, respectively                          | 7                     | 8                                 |
| Common stock, \$.001 par value; 300,000,000 shares authorized, 36,661,379 and 34,846,244 outstanding, respectively                                | 36,661                | 34,846                            |
| Additional paid-in capital  | 23,530,382            | 20,108,921                        |
| Accumulated deficit   | (18,167,532)          | (13,092,094)                      |
| <b>Total shareholders equity</b>  | <b>5,399,518</b>      | <b>7,051,681</b>                  |
| <b>Total liabilities and shareholders equity</b>  | <b>\$ 10,441,436</b>  | <b>\$ 10,694,844</b>              |

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

Table of Contents**Andover Medical, Inc.****Condensed Consolidated Statement of Operations****(Unaudited)**

|   | Three Months Ended<br>September 30, |                | Nine Months Ended<br>September 30, |                |
|---|-------------------------------------|----------------|------------------------------------|----------------|
|   | 2008                                | 2007           | 2008                               | 2007           |
| Net Revenue   | \$ 2,080,607                        | \$ 2,317,607   | \$ 6,379,683                       | \$ 3,922,973   |
| Costs of revenue                                      | 1,151,337                           | 1,193,179      | 3,435,000                          | 1,999,009      |
| Gross profit  | 929,270                             | 1,124,428      | 2,944,683                          | 1,923,964      |
| General and administrative salaries and wages         | 686,466                             | 691,488        | 2,031,147                          | 1,414,000      |
| Share-based compensation                              | 142,941                             | 238,199        | 384,923                            | 1,108,793      |
| General and administrative expenses                   | 824,891                             | 772,973        | 2,648,005                          | 1,567,557      |
| Operating loss  | (725,028)                           | (578,232)      | (2,119,392)                        | (2,166,386)    |
| Interest expense                                      | (378,017)                           | (35,946)       | (722,373)                          | (125,892)      |
| Other income (expense)                                | 17,282                              | (2,165,742)    | (2,196,444)                        | (2,165,742)    |
| Interest income                                       | 1,985                               | 13,112         | 5,965                              | 76,236         |
| Loss before income tax expense                        | (1,083,778)                         | (2,766,808)    | (5,032,244)                        | (4,381,784)    |
| Provision (benefit) for income taxes                  | (7,428)                             | 3              | 4,842                              | 19,064         |
| Net loss  | \$ (1,076,350)                      | \$ (2,766,811) | \$ (5,037,086)                     | \$ (4,400,848) |
| Preferred dividend                                    | 13,126                              | 500,000        | 38,352                             | 4,437,825      |
| Net loss available to common shareholders             | \$ (1,089,476)                      | \$ (3,266,811) | \$ (5,075,438)                     | \$ (8,838,673) |
| Net loss per share:                                   |                                     |                |                                    |                |
| Basic and diluted                                     | \$ (0.03)                           | \$ (0.09)      | \$ (0.14)                          | \$ (0.16)      |
| Basic and diluted available to common shareholders    | \$ (0.03)                           | \$ (0.11)      | \$ (0.14)                          | \$ (0.33)      |
| Weighted average number of common shares outstanding: |                                     |                |                                    |                |
| Basic and diluted                                     | 36,485,167                          | 29,389,708     | 35,958,501                         | 27,133,832     |

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

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## Andover Medical, Inc.

## Condensed Consolidated Statement of Cash Flows

For the Nine Months Ended September 30,

(Unaudited)

|   | 2008           | 2007           |
|---|----------------|----------------|
| <b>OPERATING ACTIVITIES:</b>  |                |                |
| Net loss  | \$ (5,037,086) | \$ (4,400,848) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                |                |
| Depreciation and amortization   | 389,072        | 117,833        |
| Share based compensation  | 384,923        | 1,108,793      |
| Stock issued for consulting expenses  |                | 50,000         |
| Loss on sale of assets  | 11,040         |                |
| Accrued interest and fees related to discounted financing obligations       | 578,084        | 47,448         |
| Late registration penalties to be settled in warrants                       | 2,218,228      |                |
| Changes in operating assets and liabilities:                                |                |                |
| Accounts receivable, net  | (188,197)      | (19,227)       |
| Inventory   | (74,406)       | (48,354)       |
| Prepaid and other assets  | (41,177)       | (26,707)       |
| Accounts payable and accruals   | 354,838        | 1,572,493      |
| Net cash used in operating activities                                       | (1,404,681)    | (1,598,569)    |
| <b>INVESTING ACTIVITIES:</b>  |                |                |
| Purchase of property and equipment  | (7,961)        | (178,221)      |
| Acquisitions  | 275,231        | (3,347,833)    |
| Net cash provided from / (used in) investing activities                     | 267,270        | (3,526,054)    |
| <b>FINANCING ACTIVITIES:</b>  |                |                |
| Proceeds / (Payments) on notes payable                                      | (102,787)      | (978,086)      |
| Proceeds / (Payments) on bank line of credit                                | (1,604,758)    | 457,160        |
| Proceeds / (Payments) on capital leases                                     | (44,849)       | 91,199         |
| Issuance of common stock  |                | 12,500         |
| Issuance of preferred stock, net of offering costs                          | 3,000,000      | 4,340,708      |
| Net cash provided by financing activities                                   | 1,247,606      | 3,923,481      |
| Net increase/(decrease) in cash and cash equivalents                        | 110,195        | (1,201,142)    |
| Cash and cash equivalents at beginning of period                            | 560,375        | 2,377,572      |
| Cash and cash equivalents at end of period                                  | \$ 670,570     | \$ 1,176,430   |
| Non-cash activities:  |                |                |
| Stock issued for debt   | \$             | \$ 52,532      |
| Stock issued for acquisitions   | \$             | \$ 3,045,000   |
| Note issued for acquisition   | \$             | \$ 100,000     |
| Supplemental cash flow information:   |                |                |
| Cash paid for interest  | \$ 51,795      | \$ 125,892     |
| Cash paid for taxes   | \$ 35,228      | \$ 19,064      |

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



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**ANDOVER MEDICAL, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**AS OF SEPTEMBER 30, 2008**

**(UNAUDITED)**

**NOTE 1 BASIS OF PRESENTATION**

The unaudited interim condensed consolidated financial statements as of and for the nine months ended September 30, 2008 have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC) for interim financial reporting. These condensed consolidated statements are unaudited and, in the opinion of management, include all adjustments (consisting of normal recurring adjustments and accruals) necessary for a fair statement for the periods presented. The year-end consolidated data was derived from audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America (GAAP).

These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements of Andover Medical, Inc. (the registrant, the Company, or AMI) and notes thereto included in the Annual Report on Form 10-K/A for the year ended December 31, 2007, filed by the Company with the SEC.

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**(A) Principles of Consolidation**

The interim condensed consolidated financial statements as of September 30, 2008, include the amounts of the Company and each of its wholly-owned subsidiaries. All inter-company accounts and balances have been eliminated in consolidation.

**(B) Revenue Recognition**

Revenues are recognized on an accrual basis at the time services and related products are provided to patients and collections are reasonably assured, and are recorded at amounts estimated to be received under healthcare contracts with third-party payors, including private insurers, prepaid health plans, and Medicare. Insurance benefits are assigned to the Company by patients receiving medical treatment and related products and, accordingly, the Company bills on behalf of its patients/customers. Under these contracts, the Company provides healthcare services, medical equipment and supplies to patients pursuant to a physician's prescription. The insurance carrier reimburses the Company for these

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services and products at agreed upon rates. The balance remaining for products or service costs becomes the responsibility of the patient. A systematic process is employed to ensure that sales are recorded at net realizable value and that any required adjustments are recorded on a timely basis. The Company has established an allowance to account for contractual sales adjustments that result from differences between the amount remitted for reimbursement and the expected realizable amount for all payor contracts. Due to the nature of the industry and the reimbursement environment in which the Company operates, certain estimates are required to record net revenues and accounts receivable at their net realizable values at the time products and/or services are provided. Inherent in these estimates is the risk that they will have to be revised or updated as additional information becomes available. Specifically, the complexity of many third-party billing arrangements and the uncertainty of reimbursement amounts for certain services from certain payors may result in adjustments to amounts originally recorded. Such adjustments are typically identified and recorded at the point of cash application, claim denial or account review.

We perform analyses to evaluate the net realizable value of accounts receivable. Specifically, we consider historical realization data, accounts receivable aging trends, other operating trends and relevant business conditions. Because of continuing changes in the health care industry and third-party reimbursement, it is possible that our estimates could change, which could have a material impact on our operations and cash flows.

The Company also derives commission revenue from contracts it maintains with orthopedic product and supply manufacturers. Commission revenues are recognized upon the shipment of products to customers in accordance with the terms of the Company's distribution agreements.

Certain items provided by the Company are reimbursed under rental arrangements that generally provide for fixed periodic (daily or monthly) payments established by fee schedules for as long as the patient is using the equipment and medical necessity continues (subject to capped rental arrangements which limit the rental payment periods in some

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instances and which may result in a transfer of title to the equipment at the end of the rental payment period). Once initial delivery of rental equipment is made to the patient, either a monthly billing cycle is established based on the initial date of delivery, or the total amount due if the patient uses the product for less than one month. The Company recognizes rental arrangement revenues ratably over the service period and defers revenue for the portion of the monthly bill which is unearned. No separate payment is earned from the initial equipment delivery and setup process. During the rental period the Company is responsible for servicing the equipment and providing routine maintenance, if necessary.

The Company's revenue recognition policy is consistent with the criteria set forth in Staff Accounting Bulletin 104 *Revenue Recognition* (SAB 104) for determining when revenue is realized or realizable and earned. The Company recognizes revenue in accordance with the requirements of SAB 104 that:

- persuasive evidence of an arrangement exists;
- delivery has occurred;
- the seller's price to the buyer is fixed or determinable; and
- collectibility is reasonably assured.

Included in accounts receivable are earned but unbilled receivables. Unbilled accounts receivable represent charges for equipment and supplies delivered to customers for which invoices have not yet been generated by the billing system. Prior to the delivery of equipment and supplies to customers, we perform certain certification and approval procedures to ensure collection is reasonably assured and that unbilled accounts receivable are recorded at net amounts expected to be paid by customers and third-party payors. Billing delays, ranging from several weeks to several months, can occur due to delays in obtaining certain required payor-specific documentation from internal and external sources, interim transactions occurring between cycle billing dates established for each customer within the billing system and business acquisitions awaiting assignment of new provider enrollment identification numbers. In the event that a third-party payor does not accept the claim for payment, the customer is ultimately responsible.

(C) Cash and Cash Equivalents

The Company considers all highly liquid temporary cash investments with an original maturity of three months or less to be cash equivalents. As of September 30, 2008, there were no cash equivalents.

(D) Fair Value of Financial Instruments

The Company measures its financial assets and liabilities in accordance with accounting principles generally accepted in the United States. The carrying amounts of the Company's financial instruments including cash, accounts receivable, accounts payable, accrued liabilities and loans payable approximate fair value due to the relatively short period to maturity for these instruments.

In September 2006, the FASB issued FAS No. 157, Fair Value Measurements, (FAS 157), which defines fair value, establishes guidelines for measuring fair value and expands disclosures regarding fair value measurements. FAS 157 does not require any new fair value measurements but rather eliminates inconsistencies in guidance found in various prior accounting pronouncements and was effective for fiscal years beginning after November 15, 2007. In February 2008, the FASB issued FASB FSP 157-2 which delayed the effective date of FAS 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. These nonfinancial items include assets and liabilities such as reporting units measured at fair value in a goodwill impairment test and nonfinancial assets acquired and liabilities assumed in a business combination. Effective January 1, 2008, the Company adopted FAS 157 for financial assets and liabilities recognized at fair value on a recurring basis and the partial adoption of FAS 157 for financial assets and liabilities.

(E) Concentration of Credit Risk

The Company has no significant off-balance sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains the majority of its cash balances with one financial institution in the form of a demand deposit.

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## (F) Use of Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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. Actual results could differ from those estimates.

## (G) Receivables

Accounts receivable are reported net of allowances for contractual sales adjustments and uncollectible accounts. The majority of our accounts receivable are due from private insurance carriers, Medicare, and Medicaid, as well as from customers under co-insurance provisions. Third-party reimbursement is a complicated process that involves submission of claims to multiple payors, each having its own claims requirements. In some cases, the ultimate collection of accounts receivable subsequent to the service dates may not be known for several months. The Company records its allowance for contractual sales adjustments as a percentage of amounts billed to third party payers. The Company records its allowance for doubtful accounts as a percentage of accounts receivable. The percentage used is based upon historical cash collections, bad debt write-offs and the aging of accounts receivable. The Company has established an allowance to account for contractual sales adjustments that result from differences between ordinary and customary amounts billed for products and services to third-party payors and the expected realizable amounts.

The reconciliation of Accounts Receivable is as follows:

| Item  | September 30, 2008 | December 31, 2007 |
|---|--------------------|-------------------|
| Accounts Receivable Gross                   | 3,777,737          | 3,598,655         |
| Allowance for contractual sales adjustments | (1,001,524)        | (1,119,332)       |
| Allowance for Doubtful Accounts             | (190,542)          | (111,510)         |
| Accounts Receivable Net                     | 2,585,671          | 2,367,813         |

## (H) Inventories

Inventories are stated using the lower of cost or market, using the first-in, first-out method.

## (I) Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation. Depreciation is provided using the straight-line method over the estimated useful lives of the individual assets (three to seven years). Depreciation expense for the quarter ended September 30, 2008 was

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\$50,785, and for year to date through September 30, 2008 was \$161,311. The following table summarizes total Property and Equipment:

|                                   | September 30, 2008 |           | December 31, 2007 |           |
|-----------------------------------|--------------------|-----------|-------------------|-----------|
| Machinery & equipment             | \$                 | 848,063   | \$                | 843,735   |
| Computers & telephone equipment   |                    | 310,649   |                   | 315,305   |
| Office furniture & equipment      |                    | 229,616   |                   | 252,279   |
| Leasehold & building improvements |                    | 79,934    |                   | 76,234    |
| Vehicles                          |                    | 62,226    |                   | 62,226    |
|                                   | \$                 | 1,530,488 | \$                | 1,549,779 |
| Less accumulated depreciation     |                    | (946,057) |                   | (800,958) |
| Net Property and Equipment        | \$                 | 584,431   | \$                | 748,821   |

### (J) Income Taxes

The Company accounts for income taxes under the Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes ( Statement 109 ). Under Statement 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under Statement 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

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(K) Loss per Share

The Company has adopted FAS 128, Earnings per Share. Loss per common share is computed by dividing loss available to common shareholders by the weighted average number of common shares outstanding during the period. Stock options were not included in the computation of loss per share for the periods presented because their inclusion is anti-dilutive. On a weighted average basis, the total potential dilutive stock options outstanding at September 30, 2008 were 6,750,109.

(L) Business Segments

The Company utilizes the guidance provided by Statement of Financial Accounting Standards No. 131, Disclosures About Segments Of An Enterprise And Related Information (FAS 131). Certain information is disclosed in accordance with FAS 131, based on the way management organizes financial information for making operating decisions and assessing performance. For the period ending September 30, 2008 and currently, the Company operates in one segment, Durable Medical Equipment ( DME ).

(M) Stock Based Compensation

The Company maintains one plan, the Andover Medical, Inc. 2006 Employee Stock Incentive Plan (the 2006 Plan ) under which key persons employed or retained by the Company or its subsidiaries, and any non-employee director, consultant, vendor or other individual having a business relationship with the Company may receive stock options, stock appreciation rights or restricted stock for up to 15 million shares of the Company s common stock. Under the 2006 Plan, the exercise price of each stock option equals or exceeds the market price of the Company s stock on the date of grant. Stock options are granted at various times and vest over a period determined by the compensation plan, ranging from one month to three years and generally have a maximum term of ten years. Stock appreciation rights ( SARs ) may be granted in conjunction with any stock options granted under the 2006 Plan and may be exercised by surrendering the applicable portion of the related stock option. Upon the exercise of an SAR, the holder shall be entitled to receive an amount in cash, shares of the Company s common stock or both, in value equal to the excess of the market price of one share of common stock over the option price per share specified in the related stock option multiplied by the number of shares in respect of which the SAR shall have been exercised, with the compensation committee (the Committee ), if any, appointed by the Board, having the right to determine the form of payment. Restricted stock may be awarded either alone or in addition to other awards granted under the 2006 Plan, the terms and conditions of which are to be determined by the Committee.

The fair value of each option granted under the 2006 Plan is estimated on the date of grant, using the Black-Scholes option pricing model, based on the following weighted average assumptions:

|                                 | <b>September<br/>30, 2008</b> |
|---------------------------------|-------------------------------|
| Expected life (years)           | 1.0-10.0                      |
| Expected stock price volatility | 98.0-280.3%                   |
| Expected dividend yield         | 0.0%                          |
| Risk-free interest rate         | 3.91-5.09%                    |

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The risk-free interest rate is based upon the U.S. Treasury yield curve at the time of grant for the respective expected life of the option. The expected life (estimated period of time outstanding) of options was estimated. The expected volatility of the Company's options was calculated using historical data. Expected dividend yield was not considered in the option pricing formula since the Company does not pay dividends and has no current plans to do so in the future. If actual periods of time outstanding and rate of forfeitures differs from the expected rates, the Company may be required to make additional adjustments to compensation expense in future periods.

A summary of the status of the Company's fixed stock option plan as of September 30, 2008 and the changes during the period ended is presented below:

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|   | Options   | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term | Aggregate Intrinsic Value |
|---|-----------|---------------------------------|---|---------------------------|
| Options outstanding at December 31, 2007  | 4,715,000 | \$ 0.24                         | 8.38  | \$ 225,000                |
| Granted                                   | 2,170,000 | \$ 0.21                         | 9.56  | 0                         |
| Exercised                                 |           |                                 |   |                           |
| Forfeited                                 |           | \$                              |   |                           |
| Options outstanding at September 30, 2008 | 6,885,000 | \$ 0.23                         | 8.91  | \$ 225,000                |
| Options exercisable at September 30, 2008 | 4,985,208 | \$ 0.22                         | 8.91  | \$ 225,000                |

There were no stock options exercised during the nine months ended September 30, 2008.

| Range of Exercise Prices | Options Outstanding                      |   |                                 | Options Exercisable                      |                                 |                                 |
|--------------------------|--|---|---------------------------------|--|---------------------------------|---------------------------------|
|                          | Number Outstanding at September 30, 2008 | Weighted Average Remaining Contractual Term (years) | Weighted Average Exercise Price | Number Exercisable at September 30, 2008 | Weighted Average Exercise Price | Weighted Average Exercise Price |
| \$ 0.00 - 0.06           | 2,500,000                                | 7.92  | \$ 0.06                         | 2,500,000                                | \$ 0.06                         | \$ 0.06                         |
| \$ 0.07 - 0.38           | 3,545,000                                | 8.96  | \$ 0.20                         | 1,943,750                                | \$ 0.22                         | \$ 0.22                         |
| \$ 0.39 - 0.67           | 840,000                                  | 8.60  | \$ 0.54                         | 541,458                                  | \$ 0.57                         | \$ 0.57                         |
| Total                    | 6,885,000                                | 8.91  | \$ 0.23                         | 4,985,208                                | \$ 0.22                         | \$ 0.22                         |

The following table summarizes the status of the Company's non-vested options since inception:

|                                  | Non-vested Options |                             |
|----------------------------------|--------------------|-----------------------------|
|                                  | Options            | Weighted Average Fair Value |
| Non-vested at December 31, 2007  | 1,057,917          | \$ 0.47                     |
| Granted                          | 2,170,000          | \$ 0.23                     |
| Vested                           | (1,328,125)        | \$ 0.50                     |
| Forfeited                        |                    | \$                          |
| Non-vested at September 30, 2008 | 1,899,792          | \$ 0.24                     |

The total fair value of options vested was \$747,781 for the period ended September 30, 2008. As of September 30, 2008, there was \$563,335 of total unrecognized compensation cost related to non-vested stock options granted under the 2006 Plan. That cost is expected to be recognized over a weighted average period of 1.2 years.

The Company follows the provisions of Financial Accounting Standards Board Statement (FAS) No. 123R, *Share-Based Payment* (FAS 123R), which require companies to measure and recognize compensation expense for all share-based payments at fair value. For the nine month period ended September 30, 2008, the Company recognized \$384,923 in compensation expense related to stock options. The recognition of total stock-based compensation expense impacted basic and diluted net income per common share by less than \$0.01 during the nine month period ended September 30, 2008. The Company calculates the fair value of stock options using the Black-Scholes model. The total value of the stock option awards is expensed ratably over the requisite service period of the employees receiving the awards.

(N) Recent Accounting Pronouncements

In May 2008, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 162, The Hierarchy of Generally Accepted Accounting Principles (SFAS 162). SFAS 162 seeks to improve financial reporting by identifying a consistent framework, or hierarchy, for selecting accounting principles to be used in preparing financial statements that are presented in conformity with U.S. generally accepted accounting principles for nongovernmental entities. SFAS No. 162 is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board Auditing amendments to AU Section 411. This pronouncement is not expected to have a material impact on the Company.

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In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities*, (SFAS 161). SFAS 161 amends and expands the disclosure requirements of FAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, (FAS 133). It requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of gains and losses on derivative instruments, counter-party credit risk and disclosures about credit-risk-related contingent features in derivative agreements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2008. The Company is evaluating the impact, if any, that FAS 161 will have on its consolidated financial statements of income and financial position.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements*, SFAS No. 160 will change the accounting for and reporting of minority interests. Under the new standard, minority interests, will be referred to as noncontrolling interests and will be reported as equity in the parent company's consolidated financial statements. Transactions between the parent company and the noncontrolling interests will be treated as transactions between shareholders provided that the transactions do not create a change in control. Gains and losses will be recognized in earnings for transactions between the parent company and the noncontrolling interests, unless control is achieved or lost. SFAS No. 160 requires retrospective adoption of the presentation and disclosure requirements for existing minority interests. All other requirements of SFAS No. 160 shall be applied prospectively. SFAS No. 160 is effective for the Company beginning in the first quarter of fiscal year 2009 and earlier adoption is not permitted. SFAS No. 160 may have a material impact on the Company's consolidated financial position, results of operations and cash flows if it enters into material transactions or acquires a noncontrolling interest after the standard's effective date.

In December 2007, the FASB issued FAS No. 141 (R), *Business Combinations*, (FAS 141R), which requires most identifiable assets, liabilities, non-controlling interests, and goodwill acquired in a business combination to be recorded at full fair value. Under FAS 141R, all business combinations will be accounted for under the acquisition method. Significant changes, among others, from current guidance resulting from FAS 141R includes the requirement that contingent assets and liabilities and contingent consideration shall be recorded at estimated fair value as of the acquisition date, with any subsequent changes in fair value charged or credited to earnings. Further, acquisition-related costs will be expensed rather than treated as part of the acquisition. FAS 141R is effective for periods beginning on or after December 15, 2008. The Company is evaluating the impact, if any, that FAS 141R will have on its consolidated financial statements of income and financial position.

In February 2007, the FASB issued FAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* including an Amendment to FAS No. 115, (FAS 159), which permits entities to choose to measure many financial instruments and certain other items at fair value. FAS 159 was effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The Company has elected not to measure its eligible financial instruments at fair value and therefore the adoption of FAS 159 did not have an impact on its consolidated financial statements.

(O) **Reclassifications**

Certain amounts in prior periods' consolidated financial statements presented have been reclassified to conform to the current year's presentation. These reclassifications include for fiscal 2007, direct labor and related expenses in the one of the Company's subsidiaries have been reclassified from general and administrative salaries and wages to costs of revenue to conform to the current year's presentation.

NOTE 3 **BUSINESS ACQUISITIONS**

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On May 11, 2007, AMI's wholly-owned subsidiary completed the acquisition of all the issued and outstanding capital stock of Rainier Surgical Incorporated ( RSI ). Headquartered in Auburn, Washington, RSI specializes in the sales, service, distribution, and marketing of orthopedic DME. Established in 1991, RSI is the largest stock and bill provider of orthopedic DME in the state of Washington. Currently, RSI has approximately 38 trained and experienced staff members. Through its stock and bill program, RSI successfully minimizes the overhead cost and expense physicians, clinics, hospitals, and surgery centers incur when prescribing and distributing orthopedic DME products to their patients. The audited net revenue for RSI during 2006 was \$5.2 million. The aggregate purchase price paid was \$3,835,000, subject to post-closing adjustments and an escrow, consisting of \$2,675,000 in cash, an aggregate of 1,472,995 shares of AMI's common stock valued at \$900,000, and acquisition costs of approximately \$260,000. In June 2008, the post-closing adjustments were finalized, reducing the purchase price approximately \$269,000 to a net aggregate purchase price of \$3,566,871.

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On May 4, 2007, AMI's wholly owned subsidiary completed the acquisition of 100% of the outstanding capital stock of Ortho Medical Products, Inc. ( OMI ) through a merger, with OMI as the surviving entity. OMI is a full-service company specializing in procedure specific orthopedic DME, respiratory equipment, and orthotics and prosthetics. Founded in 1982, it focuses on servicing the needs of patients in the Tri-State New York Region; specifically, the five boroughs of New York City, Nassau, Suffolk, and Westchester Counties, Northern New Jersey, Upper New York State, and the State of Connecticut. With three locations in New York, OMI has approximately 22 employees who work to make this network available to Case Managers, Preferred Provider Organizations and Health Maintenance Organizations. OMI has contracted with approximately 50 health insurance payers, plus Medicare and Medicaid. The audited financial performance of OMI for the year ended December 31, 2006 reflected net sales of approximately \$3.2 million. The aggregate purchase price paid, subject to post-closing adjustments and an escrow, was \$2,579,000, consisting of \$134,000 in cash, a promissory note to the sellers in the amount of \$100,000 which was paid in May 2008, an aggregate of 3,300,000 shares of AMI common stock valued at \$2,145,000, and acquisition costs of approximately \$200,000. There were no further post-closing adjustments.

The following is an allocation of the purchase price to the estimated fair value of assets acquired and liabilities assumed for the RSI and OMI acquisitions, as of the respective closing dates. The final purchase price allocations for these acquisitions are presented below.

|   | OMI      | RSI<br>(In thousands) | Total    |
|---|----------|-----------------------|----------|
| <b>Assets Acquired:</b>                   |          |                       |          |
| Accounts receivable                       | \$ 1,270 | \$ 1,109              | \$ 2,379 |
| Prepaid expenses and other current assets | 26       | 25                    | 51       |
| Inventory                                 | 70       | 997                   | 1,067    |
| Property and equipment                    | 165      | 523                   | 688      |
| Goodwill                                  | 1,120    | 2,637                 | 3,757    |
| Intangible assets                         | 1,065    | 939                   | 2,004    |
| Total assets acquired                     | \$ 3,716 | \$ 6,230              | \$ 9,946 |
| <b>Liabilities Assumed:</b>               |          |                       |          |
| Accounts payable and accrued expenses     | \$ 553   | \$ 1,014              | \$ 1,567 |
| Long-term debt                            | 584      | 1,528                 | 2,112    |
| Capital leases                            |          | 122                   | 122      |
| Total liabilities assumed                 | \$ 1,137 | \$ 2,664              | \$ 3,801 |
| Net assets acquired                       | \$ 2,579 | \$ 3,566              | \$ 6,145 |

The acquisitions above have been accounted for using the purchase method of accounting. The Company conducts its own valuations to determine the purchase price allocation process. At any point in time, some valuations and allocations may be preliminary, and subject to further adjustment.

#### NOTE 4 GOODWILL AND INTANGIBLE ASSETS

Goodwill represents the purchase price of acquired businesses in excess of the fair market value of net assets acquired. In accordance with FAS No. 142, Goodwill and Other Intangible Assets (FAS 142), goodwill and intangible assets with indefinite lives are not subject to amortization, but are monitored annually for impairment, or more frequently if there are other indications of impairment. Any impairment would be measured based upon the fair value of the related asset based on the provisions of FAS 142. Because the Company has one reporting segment under FAS

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142, the Company utilizes the entity-wide approach for assessing goodwill for impairment and compares their market value to their net book value to determine if an impairment exists. There were no impairment losses related to goodwill in any of the fiscal periods presented. If AMI determines through the impairment review process that goodwill has been impaired, AMI would record the impairment charge in its consolidated statement of income.

The amount of goodwill as of September 30, 2008, includes \$2,636,670 from the RSI acquisition and \$1,120,188 related to the OMI acquisition. Goodwill arising from both acquisitions reflects purchase price factors such as their unique position in their market and their geographic position in the Company's development of a nationwide DME distribution network. The goodwill reported for these acquisitions reflects AMI's purchase price allocation and is subject to changes due to returns of escrows.

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The Company has identified intangible assets distinguishable from goodwill from its healthcare contracts with private and government health care insurance companies. Under these contracts, an insurance company reimburses the Company for services and/or products provided to patients at agreed upon rates which follow, in most instances, the Medicare pricing guidelines. The remainder of the Company's fee for products and services is the responsibility of the patient. These contracts enable the Company to work with physicians who treat patients that are members of the insurance plans. Without these contracts the Company cannot seek reimbursement from the insurance company. As an out of network provider, the Company would be forced to seek reimbursement for their entire fee from the patient. These contracts are important to enhancing the Company's revenue generating capabilities.

Intangible assets that are separable from goodwill and have determinable useful lives are valued separately and amortized over their expected useful lives. AMI assesses the impairment of amortizable intangible assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors AMI considers important that could trigger an impairment review include the following:

- a significant underperformance relative to expected historical or projected future operating results;
- a significant change in the manner of AMI's use of the acquired asset or the strategy for AMI's overall business;
- a significant negative industry or economic trend; and
- AMI's market capitalization relative to net book value.

If AMI determines that an impairment review is required, AMI would review the expected future undiscounted cash flows to be generated by the assets. If AMI determines that the carrying value of intangible assets may not be recoverable, AMI would measure any impairment based on a projected discounted cash flow method using a discount rate determined by AMI to be commensurate with the risk inherent in AMI's current business model. If impairment is indicated through this review, the carrying amount of the asset would be reduced to its estimated fair value.

The components of acquired identifiable intangible assets as of September 30, 2008 are as follows:

|  |           |
|--|-----------|
| Health insurance contracts, net of accumulated amortization of \$118,072 | 1,382,141 |
| Non-competition agreements, net of accumulated amortization of \$419,756 | 188,890   |
|  | 1,571,031 |

The components of acquired identifiable intangible assets include: non-competition agreements which are amortized on a straight-line basis over the related estimated lives of the agreements (two to ten years), and health care contracts for third party medical billing (eighteen years). These contractual intangibles have been valued under the income method that considers cash flows attributable to the identified assets, the future revenue growth of the Company at 2.5%, consistent with expectations for the DME sector of the health care industry and a discount rate of 6.27% which was based upon a calculation of the Company's cost of equity.

NOTE 5      LONG TERM LIABILITIES

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Long term liabilities consist of the following:

|  |    |          |
|--|----|----------|
| Series D Convertible Preferred Stock, net of discount of \$1,490,409 | \$ | 509,591  |
| Series E Convertible Preferred Stock, net of discount of \$931,507   |    | 68,493   |
| Deferred item  |    | 61,858   |
| Capital leases   |    | 76,021   |
| Less current portion of long term debt                               |    | (42,917) |
|  | \$ | 673,046  |

On May 11, 2007, the Company and its wholly-owned subsidiaries entered into a \$5.0 million Credit Agreement with TD Banknorth, N.A. (the Credit Agreement ). The borrowing capacity available to the Company under the Credit Agreement consisted of notes representing a two-year \$4.0 million Senior Secured Revolving Credit Facility and a two-year \$1.0 million Senior Secured Convertible Revolving Acquisition Loan Facility which converts into a three-year term loan. The Credit Agreement subjected the Company to certain covenants including, but not limited to, a maximum total leverage ratio, a minimum debt service coverage ratio, and a maximum annual capital expenditure. On March 28, 2008 the Company obtained replacement financing. On April 1, 2008 the Company used proceeds from this replacement financing to pay the approximately \$1.6 million outstanding balance due TD Banknorth. For further

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discussion regarding the replacement financing see Note 6 of the Notes to Condensed Consolidated Financial Statements.

NOTE 6 STOCKHOLDERS EQUITY

Share-Based Compensation

In accordance with FAS 123R, for the quarter ended September 30, 2008, \$142,941, and for the nine months ended September 30, 2008, \$384,923 of share-based compensation expense was recorded as an increase to additional paid in capital for share-based payment awards made to the Company's employees and directors, based on the estimated fair values of stock options vesting during the periods.

Preferred Stock

The Company's Certificate of Incorporation authorizes the issuance of 1 million shares of \$.001 par value preferred stock. The Company's board of directors (the Board of Directors) has the power to designate the rights and preferences of the preferred stock and issue the preferred stock in one or more series.

On August 11, 2008, the Company completed the sale of an aggregate of 1,000 Units at a price of \$1,000 per Unit to one existing institutional investor, for a total offering price of \$1,000,000 (the Series E Offering). Each Unit consists of one share of Series E Convertible Preferred Stock of the Company (Series E Preferred Stock), convertible at the holder's option into 2,857 shares of common stock, \$.001 par value at \$0.35 per share, or an aggregate of 2,857,143 shares of common stock (the Underlying Common Stock). The Series E Preferred Stock entitles the holders to cash dividends of 8% per annum on the face value of \$1,000 per share. The holders of a majority of the Series E Preferred Stock shall be entitled to nominate and elect a majority of the Company's Board of Directors until 50% of the Series E Preferred Stock has been converted into common stock. The Series E Preferred Stock ranks on parity with the outstanding Series A and B Preferred Stock.

The Conversion Price of the Series E Preferred Stock, as well as the exercise price of the Class F, G, and H Warrants, described below, are subject to full ratchet anti-dilution protection, subject to certain exemptions including the issuance of shares or options to the Company's management not to exceed 10% of the shares of common stock outstanding on a partially diluted basis including shares underlying then outstanding Preferred Stock.

For every share of Underlying Common Stock issuable, the Company issued to the holders of Series E Preferred Stock one of each Class F, Class G and Class H Common Stock Purchase Warrants. Class F Common Stock Purchase Warrants provided for the purchase three shares of common stock or an aggregate of 8,571,429 shares exercisable for a period of ten years expiring August 11, 2018 at a price of \$0.35 per share. Class G Common Stock Purchase Warrants provided for the purchase one share of common stock or an aggregate of 2,857,143 shares exercisable for a period of ten years expiring August 11, 2018 at a price of \$0.40 per share. Class H Common Stock Purchase Warrants provided for the purchase one share of common stock or an aggregate of 2,857,143 shares exercisable for a period of ten years expiring August 11, 2018 at a price of \$0.45 per share.

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The holder of Preferred Stock has the option on August 11, 2010, to either convert its shares into common stock or redeem each share at face value plus all accrued and unpaid dividends. The holders of the Series E Preferred Stock entered into a Security Agreement with the Company and have a lien on all of the Company's properties and assets. In accordance with Statement of Financial Accounting Standards No. 150 *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity* ( FAS 150 ) the Series E Preferred Stock is recorded as a Long Term Debt as of September 30, 2008. The maximum amount the Company would have to pay upon redemption would be approximately \$1.2 million. In accordance with EITF 00-27, a portion of the proceeds were allocated to each class of warrants based on their relative fair value, which totaled \$643,476 using the Black Scholes option pricing model. Further, the Company attributed a beneficial conversion feature of \$356,524 to the Series E preferred shares based upon the difference between the conversion price of those shares and the closing price of the Company's common stock on the date of issuance. Both the fair value of the warrants (Classes F, G and H) and the beneficial conversion feature were recorded as a discount to the debt obligation. The discount will be amortized as interest expense for a two year period through the redemption date.

On March 28, 2008, the Company completed the sale of an aggregate of 2,000 Units at a price of \$1,000 per Unit to one existing institutional investor, for a total offering price of \$2,000,000 (the Series D Offering ). Each Unit consists of one share of Series D Convertible Preferred Stock of the Company ( Series D Preferred Stock ), convertible at the holder's option into 2,857 shares of common stock, \$.001 par value at \$0.35 per share, or an aggregate of 5,714,000 shares of common stock (the Underlying Common Stock ). The Series D Preferred Stock

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entitles the holders to cash dividends of 8% per annum on the face value of \$1,000 per share. The holders of a majority of the Series D Preferred Stock shall be entitled to nominate and elect a majority of the Company's Board of Directors until 50% of the Series D Preferred Stock has been converted into common stock. The Series D Preferred Stock ranks on parity with the outstanding Series A and B Preferred Stock. The Series C Preferred Stock was deauthorized.

The Conversion Price of the Series D Preferred Stock, as well as the exercise price of the Class E Warrants, described below, are subject to full ratchet anti-dilution protection, subject to certain exemptions including the issuance of shares or options to the Company's management not to exceed 10% of the shares of common stock outstanding on a partially diluted basis including shares underlying then outstanding Preferred Stock.

For every share of Underlying Common Stock issuable, the Company issued to the holders of Series D Preferred Stock one Class E Common Stock Purchase Warrant to purchase three shares of common stock, or an aggregate of 17,142,858 shares exercisable for a period of ten years expiring March 28, 2018 at a price of \$0.35 per share. The holder of Preferred Stock have the option on March 28, 2010, to either convert its shares into common stock or redeem each share at face value plus all accrued and unpaid dividends. The holders of the Series D Preferred Stock entered into a Security Agreement with the Company and have a lien on all of the Company's properties and assets. In accordance with Statement of Financial Accounting Standards No. 150 Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity (FAS 150) the Series D Preferred Stock is recorded as a Long Term Debt as of March 31, 2008. The maximum amount the Company would have to pay upon redemption would be approximately \$2.3 million. In accordance with EITF 00-27, a portion of the proceeds were allocated to each class of warrants based on their relative fair value, which totaled \$1,354,839 using the Black Scholes option pricing model. Further, the Company attributed a beneficial conversion feature of \$645,161 to the Series D preferred shares based upon the difference between the conversion price of those shares and the closing price of the Company's common stock on the date of issuance. Both the fair value of the warrants (Class E) and the beneficial conversion feature were recorded as a discount to the debt obligation. The discount will be amortized as interest expense for a two year period through the redemption date.

The Company used approximately \$1.6 million of the proceeds of the Offering to retire bank debt under its credit agreement with TD Banknorth, N.A. and the balance for working capital. The Company terminated all borrowing facilities with TD Banknorth, N.A.

On May 8, 2007 and September 11, 2007, the Company closed an additional portion of its private financing of 44 Units in total of the Company's securities, representing \$2,200,000 principal amount of 6% Series B Convertible Preferred Stock at \$50,000 face value per Unit. Each Unit is convertible at \$.35 per share into 142,850 shares of Common Stock and Class C Warrants exercisable for five years at \$.35 per share to purchase 142,850 shares of Common Stock, plus Class D Warrants exercisable for five years at \$.35 per share to purchase 142,850 shares of Common Stock. The Preferred Stock is subject to forced conversion if the Common Stock trades above certain target levels. In accordance with EITF 00-27, a portion of the proceeds were allocated to each class of warrants based on their relative fair value, which totaled \$2,484,357 using the Black Scholes option pricing model. Further, the Company attributed beneficial conversion features totaling \$663,354 to the Series B preferred shares based upon the difference between the conversion price of those shares and the closing price of the Company's common stock on the date of issuance. Both the fair value of the warrants (Series C and D) and the beneficial conversion feature were recorded as a dividend totaling \$2,200,000. These dividends were recorded as a reduction of retained earnings and an increase to additional paid-in capital. Under the registration rights agreement, if the Company is unsuccessful in filing a registration statement within 30 days of closing the financing or does not have an effective registration within six (6) months from the December 19, 2007 effective date of the Company's latest registration statement, the Company shall pay a penalty equal to doubling the number of shares of Common Stock issuable upon exercise of Class C and Class D Warrants, a total of an additional 12,571,428 shares. The company used the Black Scholes option pricing model to calculate the fair value of the additional Class C and Class D Warrants. As of September 30, 2008, the Company has accrued \$2,218,288 in penalties, under the registration rights agreement, as it has been determined that it did not have an effective registration statement in advance of the deadline.

Common Stock

The Company's Certificate of Incorporation, as amended, authorizes the issuance of 300 million shares of common stock, par value \$.001 per share, without cumulative voting rights and without preemptive rights.

The rollforward of the Company's stockholders' equity section for the nine months ended September 30, 2008 is as follows:

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| Item   | Preferred Shares | \$ 0.001 Par Value Preferred Stock | Common Shares     | \$ 0.001 Par Value Common Stock | Additional Paid-in Capital | Retained Earnings   | Total            |
|--|------------------|------------------------------------|-------------------|---------------------------------|----------------------------|---------------------|------------------|
| <b>Balance @ 12/31/07</b>  | <b>7,813</b>     | <b>8</b>                           | <b>34,846,224</b> | <b>34,846</b>                   | <b>20,108,921</b>          | <b>(13,092,094)</b> | <b>7,051,681</b> |
| AMI Net loss for 1/1/08  |                  |                                    |                   |                                 |                            |                     |                  |
| 9/30/08  |                  |                                    |                   |                                 |                            | (5,037,086)         | (5,037,086)      |
| Amortize Stock Options<br>1/1/08 9/30/08                                       |                  |                                    |                   |                                 | 384,923                    |                     | 384,923          |
| Discount on Beneficial<br>Conversion Feature of<br>Series D Preferred<br>Stock |                  |                                    |                   |                                 | 2,000,000                  |                     | 2,000,000        |
| Discount on Beneficial<br>Conversion Feature of<br>Series E Preferred<br>Stock |                  |                                    |                   |                                 | 1,000,000                  |                     | 1,000,000        |
| Conversion of Series A<br>Preferred Stock into<br>Common Stock                 | (597)            | (1)                                | 1,705,640         | 1,706                           | (1,705)                    |                     | 0                |
| Dividend on Series A<br>Preferred Stock<br>converted into Common<br>stock      |                  |                                    | 109,515           | 109                             | 38,243                     | (38,352)            | 0                |
| <b>Balance @ 9/30/08</b>   | <b>7,216</b>     | <b>7</b>                           | <b>36,661,379</b> | <b>36,661</b>                   | <b>23,530,382</b>          | <b>(18,167,532)</b> | <b>5,399,518</b> |

NOTE 7 GOING CONCERN

The Company has generated \$12,579,222 in revenue, but has incurred a cumulative net loss of \$11,302,208 and cumulative negative cash flows from operating activities of \$3,816,978 since inception. These factors raise substantial doubt about our ability to continue as a going concern. The Company's future liquidity and cash requirements will depend on a wide range of factors, including the performance of recently acquired operating businesses and the continued acquisition of operating businesses. In particular, the Company expects to raise capital, seek additional financing, or seek merger partners. While there can be no assurance that such potential mergers, capital or additional financing would be available in amounts and on terms acceptable to the Company, management believes that such financing would likely be available on acceptable terms. The Company's current status regarding its financing arrangements is described in Notes 5 and 6 of the Notes to Condensed Consolidated Financial Statements.

NOTE 8 FAIR VALUE

As discussed in Note 2 (D) on page 8, the Company adopted the provisions of SFAS No. 157 as amended by FSP FAS 157-1 and FSP FAS 157-2 on January 1, 2008. Goodwill and Intangible assets-net are within the scope of SFAS No. 157; however, pursuant to the provisions of FSP FAS 157-2, the Company will not apply the provisions of SFAS No. 157 until January 1, 2009. The Company recorded no change to its opening

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balance of retained earnings as of January 1, 2008, and no material impact on the Company's consolidated financial position, results of operations or cash flows as it did not have any financial instruments requiring retrospective application per the provisions of SFAS No. 157.

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NOTE 9           SUBSEQUENT EVENT

On July 25, 2008, the Company entered into a definitive Asset Purchase Agreement and Plan of Reorganization (the "APA") with Medical Solutions Management Inc., a Nevada corporation ("MSMT") and Certified Diabetic Services, Inc., a Delaware corporation ("CDIP"), pursuant to which MSMT, a company that markets and sells orthopedic and pediatric durable medical equipment in the United States will acquire substantially all of the assets of AMI and CDIP, including the subsidiaries of AMI and CDIP. CDIP provides diabetes medical supplies, testing, products, education and information. AMI and CDIP are collectively referred to herein as the "Target Companies".

The APA provides for MSMT to acquire the following subsidiaries of the Target Companies: (i) Certified Diabetic Supplies, Inc., (ii) CDS Health Management, Inc., (iii) CDS Medical Supplies, Inc., (iv) Certified Pharmacies of America, Inc., (v) Diabetic Plus, Inc., and the Company's two operating subsidiaries, (vi) Ortho-Medical Products, Inc. and (vii) Rainier Surgical Incorporated. Upon completion of the reorganization, AMI and CDIP will be deemed to be shell companies.

The APA provides that in exchange for substantially all of the assets of the Target Companies, including all of the capital stock of the above referenced subsidiaries, the Target Companies' shareholders shall receive shares of MSMT's common stock and preferred stock, as described below. As a result, the percentage of beneficial ownership of MSMT common stock owned by each of the parties shall be as follows: (i) CDIP shareholders will own forty-five (45%) percent of the outstanding MSMT common stock, (ii) existing MSMT shareholders will own twenty (20%) percent of the outstanding MSMT common stock, and (iii) the Company's shareholders will own thirty-five (35%) percent of the outstanding MSMT common stock (calculated on an as-converted basis, i.e., inclusive of common stock, preferred stock and convertible debentures, but exclusive of options and warrants which will be assumed by MSMT). An additional eight (8%) percent of the issued and outstanding shares of common stock of MSMT (calculated on the date of the closing of the transactions under the APA (the "Closing Date") in the same manner as set forth in the prior sentence) shall be placed in escrow to be issued to the former common and preferred shareholders of AMI and CDIP following the Closing Date based upon the respective performances of Andover and CDIP in achieving revenue and earnings targets during calendar year 2008.

With respect to management and governance, the APA provides that the composition of MSMT's Board of Directors shall be increased to nine members, the majority of whom shall be deemed independent in order to help facilitate a proposed listing on a stock exchange. The new Board shall serve until December 31, 2009, or until their successors are duly qualified, seated and elected; or until their earlier resignation or removal.

The closing of the proposed transactions is conditioned upon and subject to respective Board of Director and shareholder approval, the effectiveness of a registration statement covering the shares of MSMT common stock and preferred stock to be issued to the shareholders of the Target Companies as well as shares of MSMT common stock issued upon the exercise of new warrants issued by MSMT to the former warrant holders of the Target Companies, all third party consents and waivers are obtained, no material adverse change has occurred with respect to any of the three parties to the APA, and other customary closing conditions. The discussion in the balance of this report does not give effect to the proposed reorganization.

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

Forward-Looking Statements

Statements contained in this Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report that are not historical or current facts may constitute forward-looking statements within the meaning of such term in Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause the actual financial or operating results of the Company to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from those predicated in any such forward-looking statements include: our proposed acquisition by MSMT and the successful integration of each company; our ability to raise funds; our business strategies and future plans of operations; our ability to continue to lower our costs; our timely development and customers' acceptance of our products; rapid technological changes in the industry; our ability to attract and retain qualified personnel; our ability to identify and successfully consummate future acquisitions; general economic conditions in the United States as well as the economic conditions affecting the industry in which we operate; the amount of sales of our products and

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services; our current operating losses; and the competitive environment within the industry in which we compete. Such forward-looking statements are based on our best estimates of future results, performance or achievements, based on current conditions and the most recent results of the Company. In addition to statements that explicitly describe such risks and uncertainties, readers are urged to consider statements labeled with the terms may, will, potential, opportunity, believes, expects, intends, estimates, anticipates or plans to be uncertain forward-looking. The forward-looking statements contained herein are also subject generally to other risks and uncertainties that are described from time to time in the Company's reports and registration statements filed with the SEC.

Plan of Operation

AMI intends to establish a nationwide subsidiary network and plans to offer physicians the largest selection of competitively priced brand-name durable medical equipment ( DME ), and treatment products. We are seeking to take advantage of projected growth and evolving economies of scale arising from consolidation in the procedure specific DME and services segments of the orthopedic, podiatric, and urological physician care markets in the United States.

We intend to offer extensive product offerings, including postoperative pain management products, orthopedic devices, a full range of soft goods and functional knee braces. Our products and services are expected to offer solutions to create overall practice management efficiencies for health care providers.

Our business strategy revolves around acquiring local DME companies with sales of between \$1 million and \$10 million per annum in the markets of orthopedics and podiatry. We will then consolidate them and build a single source provider of DME products. Our successful growth is predicated on our ability to acquire these existing companies in a roll-up and take advantage of economies of scale, resulting from our increase in size, to:

- a) add on new acquisitions,
- b) secure purchasing efficiencies,
- c) contract for innovative new products, and
- d) implement management and operational efficiencies.

**Critical Accounting Policies**

We have identified the policies outlined below as critical to our business operations and an understanding of our results of operations. The list is not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by accounting principles generally accepted in the United States, with no need for management's judgment in their application. The impact and any associated risks related to these policies on our business operations is discussed throughout Management's Discussion and Analysis of Financial Condition and Results of Operations where such policies affect our reported and expected financial results. Note that our preparation of the financial statements requires us to make estimates and assumptions that affect the reported amount of assets and

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liabilities, disclosure of contingent assets and liabilities at the date of our financial statements, and the reported amounts of revenue and expenses during the reporting period. There can be no assurance that actual results will not differ from those estimates.

### Revenue Recognition

Revenues are recognized on an accrual basis at the time services and related products are provided to patients and collections are reasonably assured, and are recorded at amounts estimated to be received under healthcare contracts with third-party payors, including private insurers, prepaid health plans, and Medicare. Insurance benefits are assigned to our Company by patients receiving medical treatment and related products and, accordingly, we bill on behalf of its patients/customers. Under these contracts, we provide healthcare services, medical equipment and supplies to patients pursuant to a physician's prescription. The insurance carrier reimburses us for these services and products at agreed upon rates. The balance remaining for products or service costs becomes the responsibility of the patient. A systematic process is employed to ensure that sales are recorded at net realizable value and that any required adjustments are recorded on a timely basis. We have established an allowance to account for contractual sales adjustments that result from differences between the amount remitted for reimbursement and the expected realizable amount for all payor contracts. Due to the nature of the industry and the reimbursement environment in which we operate, certain estimates are required to record net revenues and accounts receivable at their net realizable values at the time products and/or services are provided. Inherent in these estimates is the risk that they will have to be revised or updated as additional information becomes available. Specifically, the complexity of many third-party billing arrangements and the uncertainty of reimbursement amounts for certain services from certain payors may

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result in adjustments to amounts originally recorded. Such adjustments are typically identified and recorded at the point of cash application, claim denial or account review.

We perform analyses to evaluate the net realizable value of accounts receivable. Specifically, we consider historical realization data, accounts receivable aging trends, other operating trends and relevant business conditions. Because of continuing changes in the health care industry and third-party reimbursement, it is possible that our estimates could change, which could have a material impact on our operations and cash flows.

Certain durable medical equipment items that we provide are reimbursed under rental arrangements that generally provide for fixed payments established by fee schedules for as long as the patient is using the equipment and medical necessity continues (subject to capped rental arrangements which limit the rental payment periods in some instances and which may result in a transfer of title to the equipment at the end of the rental payment period). Once initial delivery of rental equipment is made to the patient, a billing cycle is established based on the initial date of delivery. We recognize rental arrangement revenues ratably over the service period and defers revenue for the portion of the monthly bill which is unearned during a reporting period. No separate payment is earned from the initial equipment delivery and setup process. During the rental period, we are responsible for servicing the equipment and providing routine maintenance, if necessary.

Our revenue recognition policy is consistent with the criteria set forth in Staff Accounting Bulletin 104 *Revenue Recognition* ( SAB 104 ) for determining when revenue is realized or realizable and earned. We recognize revenue in accordance with the requirements of SAB 104 that:

- persuasive evidence of an arrangement exists;
  
- delivery has occurred;
  
- the seller's price to the buyer is fixed or determinable; and
  
- collectability is reasonably assured.

We also derive commission revenue from contracts we maintain with orthopedic product and supply manufacturers. Commission revenues are recognized upon the shipment of products to customers in accordance with the terms of our distribution agreements.

Included in accounts receivable are earned but unbilled receivables. Unbilled accounts receivable represent charges for equipment and supplies delivered to customers for which invoices have not yet been generated by the billing system. Prior to the delivery of equipment and supplies to customers, we perform certain certification and approval procedures to ensure collection is reasonably assured and that unbilled accounts receivable are recorded at net amounts expected to be paid by customers and third-party payors. Billing delays, ranging from several weeks to several months, can occur due to delays in obtaining certain required payor-specific documentation from internal and external sources, interim

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transactions occurring between cycle billing dates established for each customer within the billing system and business acquisitions awaiting assignment of new provider enrollment identification numbers. In the event that a third-party payor does not accept the claim for payment, the customer is ultimately responsible.

### Accounts Receivable Contractual Sales Adjustments and Related Allowances for Uncollectible Accounts Receivable

Accounts receivable are reported net of allowances for sales adjustments and uncollectible accounts. The majority of our accounts receivable are due from private insurance carriers, Medicare, and Medicaid, as well as from customers under co-insurance provisions. Third-party reimbursement is a complicated process that involves submission of claims to multiple payors, each having its own claims requirements. In some cases, the ultimate collection of accounts receivable subsequent to the service dates may not be known for several months. We have established an allowance to account for sales adjustments that result from differences between the payment amounts received from customers and third-party payors and the expected realizable amounts. We report revenues in our financial statements net of such adjustments. Bad debt is recorded as an operating expense and consists of billed charges that are ultimately deemed uncollectible due to the customer's or third-party payor's inability or refusal to pay. The percentage and amounts used to record bad debt expense and the allowance for doubtful accounts are supported by various methods including current and historical cash collections, bad debt write-offs, and aging of accounts receivable. In the event that collection results of existing accounts receivable are not consistent with historical experience, there may be a need to establish an additional allowance for doubtful accounts, which may materially impact our financial position or results of operations.

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Stock Based Compensation Expense

Under the requirements of FAS 123R, share-based compensation cost is estimated at the grant date based on the fair value of the award and is recognized as an expense over the requisite service period of the award. The Company recognizes stock option expense using the straight-line attribution method under FAS 123R. The Company uses the Black-Scholes option-pricing model to estimate the fair value of stock options. Option valuation models require the input of assumptions, including the expected life of stock options, the expected stock price volatility, the risk-free interest rate, and the expected dividend yield. The expected volatility and expected life are based on our limited operating experience. The risk-free interest rate is based on U.S. Treasury interest rates whose term is consistent with the expected life of the stock options. Expected dividend yield was not considered in the option pricing formula as we do not pay dividends and have no current plans to do so in the future. We will update these assumptions if changes are warranted.

**Results of Operations:**

**Three Months Ended September 30, 2008 Compared to Three Months Ended September 30, 2007**

*Net revenues.* Revenues for the quarter ended September 30, 2008 were \$2,080,607 compared with \$2,317,607 in the three months ended September 30, 2007. The decrease is primarily due to eliminating subsidiaries' less profitable sales territories.

*Costs of revenues.* The costs of revenues for the three months ended September 30, 2008 were \$1,151,337, compared with \$1,193,179 for the three months ended September 30, 2007. These costs consist of product purchases and other direct costs such as salaries, commissions, and distribution charges. The decrease is primarily due to eliminating subsidiaries' less profitable sales territories, which is expected to improve the Company's gross profit margin in the future. The Company's gross profit margin was 44.7% for the quarter ended September 30, 2008, and 48.5% in the three month period ended September 30, 2007.

*General and administrative salaries and wages.* During the three months ended September 30, 2008, the Company incurred general and administrative salaries and wages expenses of \$686,466 (33.0% of net revenues), compared with general and administrative salaries and wages expenses of \$691,488 (29.8% of net revenues) during the same quarter of 2007.

*Share-based compensation.* During the three months ended September 30, 2008, the Company incurred \$142,941 (6.9% of net revenue) in compensation expense related to share-based payment awards, compared with \$238,199 (10.3% of net revenue) in share-based payment awards during the same quarter of 2007. The share-based compensation expense was less during the three months ended September 30, 2008 due to the number of options fully vested in prior years.

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*General and administrative expenses.* During the three months ended September 30, 2008, the Company incurred operating expenses, excluding compensation, of \$824,891 (39.6% of net revenues), compared with operating expenses, excluding compensation, of \$772,973 (33.4% of net revenue) during the same period of 2007. The increase is primarily due to intangible asset amortization expense from acquired companies in the quarter ended September 30, 2008, which represents 3.3% of net revenues. In addition to depreciation and amortization, operating expenses are comprised primarily of professional fees, rent, and insurance.

*Interest expense.* During the three months ended September 30, 2008, the Company incurred interest expenses of \$378,017, primarily related to the Series D and Series E Preferred Stock issued during 2008. During the same period in 2007, interest expense totaled \$35,946, primarily due to interest on the Company's credit facility with TD Banknorth.

*Provision for income taxes.* During the three months ended September 30, 2008 and September 30, 2007, the Company had income tax benefit for state income and franchise taxes of \$7,428 and provision of \$3, respectively. The state tax benefit is due to refunds received during the three month period ended September 30, 2008. No federal income tax benefit has been provided due to the uncertainty in the utilization of losses incurred. Net operating losses may be carried forward for up to 20 years.

*Other income/expenses - net.* During the three months ended September 30, 2008 the Company incurred \$17,282 in Other Income, primarily from miscellaneous income. Other Expense for the three months ended September 30, 2007 totaled \$2,165,742 and was primarily attributable to legal settlement and penalties associated with the delayed effectiveness of the Company's registration statement.

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*Net loss.* Net loss for the three months ended September 30, 2008 was \$1,076,350, or (\$0.03) per share, primarily reflecting the Company's operating loss of \$725,020 and \$378,017 of interest expense. Net loss for the three months ended September 30, 2007 was \$2,766,811 or (\$0.09) per share, reflecting primarily the \$2,000,000 in Other Expenses for the legal settlement, \$165,742 in non-cash penalties as the Registration Statement on Form SB-2 has not yet been deemed effective, plus the effects of share based compensation, and the impact of costs incurred to execute our business strategy.

**Nine months Ended September 30, 2008 Compared to Nine months Ended September 30, 2007**

*Net revenues.* As noted previously, we completed the acquisition of our first two operating companies in May 2007. Revenues for the nine months ended September 30, 2008 were \$6,379,683, compared with \$3,922,973 in the period from May 4, 2007 to September 30, 2007. The increase is primarily due to the inclusion of acquired companies for the entire nine months ended September 30, 2008.

*Costs of revenues.* The costs of revenues for the nine months ended September 30, 2008 were \$3,435,000, compared with \$1,999,009 during the same period of 2007. The increase is primarily due to the inclusion of acquired companies for the entire nine months ended September 30, 2008. These costs consist of product purchases and other direct costs such as salaries, commissions, and distribution charges, and for 2007, include only the post-acquisition period. The Company's gross profit margin was 46.1% during nine months ended September 30, 2008, compared with 49.0% in the period from May 4, 2007 to September 30, 2007.

*General and administrative salaries and wages.* During the nine months ended September 30, 2008, the Company incurred general and administrative salaries and wages expenses of \$2,031,147 (31.8% of net revenues), compared with general and administrative salaries and wages expenses of \$1,414,000 (36.0% of net revenues) during the same period of 2007. The increase is primarily due to the inclusion of acquired companies for the entire nine months ended September 30, 2008.

*Share-based compensation.* During the nine months ended September 30, 2008, the Company incurred \$384,923 (6.0% of net revenue) in compensation expense related to share-based payment awards, compared with \$1,108,793 (28.3% of net revenue) in share-based payment awards during the same period of 2007. The share-based compensation expense was less during the nine months ended September 30, 2008 due to the increased number of full vested options outstanding.

*General and administrative expenses.* During the nine months ended September 30, 2008, the Company incurred operating expenses, excluding compensation, of \$2,648,005 (41.5% of net revenues), compared with operating expenses,

excluding compensation, of \$1,567,557 (40.0% of net revenue) during the same period of 2007. The increase is primarily due to the inclusion of acquired companies for the entire nine months ended September 30, 2008. Operating expenses are comprised primarily of professional fees, rent, depreciation and amortization and insurance.

*Interest expense.* During the nine months ended September 30, 2008, the Company incurred interest expenses of \$722,373, primarily consisting of \$670,575 related to the Series D and Series E Preferred Stock issued during 2008, and \$26,097 related to the Company's credit facility with TD Banknorth. During the same period in 2007, interest expense totaled \$125,892, of which \$57,724 was related to the Company's credit facility with TD Banknorth and \$47,488 was related to the bridge offering promissory notes issued in October 2006.

*Provision for income taxes.* During the nine months ended September 30, 2008 and September 30, 2007, the Company had income tax provisions for state income and franchise taxes of \$4,842 and \$19,064, respectively. No federal income tax benefit has been provided due to the uncertainty in the utilization of losses incurred. Net operating losses may be carried forward for up to 20 years.

*Other expenses net.* During the nine months ended September 30, 2008 the Company incurred \$2,196,444 in Other Expenses, primarily consisting of \$2,218,228 accrued for the cost of stock to be issued due to the delayed filing of a registration statement on Form S-1. Other Expenses for the nine months ended September 30, 2007 totaled \$2,165,742 and was primarily attributable to legal settlement and penalties associated with the delayed effectiveness of the Company's registration statement.

*Net loss.* Net loss for the nine months ended September 30, 2008 was \$5,037,086, or (\$0.14) per share, primarily reflecting the Company's operating loss of \$2,119,392, \$2,207,484 in accrued non-cash penalties for the delayed filing of a registration statement on Form S-1, and \$722,373 of interest expense. Net loss for the nine months ended September 30, 2007 was \$4,400,848 or (\$0.16) per share, reflecting primarily \$2,000,000 in Other Expenses accrual

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for the legal settlement, \$165,742 in non-cash penalties as the Registration statement SEC Form S-1 has not yet been declared effective, plus the effects of share based compensation, and the impact of costs incurred to execute our business strategy. On November 4, 2008, the Company withdrew its registration statement from the SEC, in view of the Company's pending acquisition by MSMT and the resulting complexity in complying with SEC disclosure requirements.

**Material Changes in Financial Condition, Liquidity and Capital Resources**

As of September 30, 2008, the Company had cash of \$670,570, an increase of \$110,195 from the balance of \$560,375 at December 31, 2007, primarily a result of the Company's issuing preferred stock for \$3,000,000 offset by payment in full of the Company's bank line of credit obligation of \$1,604,758, and its net cash used in operations during the nine months ended September 30, 2008. There was a working capital deficit of \$35,940 at September 30, 2008, reflecting the replacement financing received during the period and assets of the acquired companies (primarily accounts receivable and inventories), offset by accounts payable and accrued expenses. As of December 31, 2007, the Company's working capital was \$474,460, reflecting the amounts due on the Company's Credit Agreement and accrued expenses.

Net cash used in operating activities was \$1,404,681 for the nine months ended September 30, 2008, primarily attributable to the net loss adjusted for non-cash expenses (\$2,218,228 in penalties for late registration to be settled in warrants, stock based compensation expense of \$384,923, depreciation and amortization of \$389,072, and \$578,084 accrued interest and fees related to discounted financing obligations), as well as increases in accounts receivable of \$188,197, in inventory of \$74,406, and in prepaid expenses and other assets of \$41,177. This was offset, in part, by increased accounts payable and accrued expenses of \$354,838. For the nine months ended September 30, 2007, net cash used in operating activities was \$1,598,569, primarily attributable to the net loss adjusted for non-cash expenses (stock based compensation expense of \$1,108,793 and depreciation and amortization of \$117,833), a decrease in accounts payable and accrued expenses of \$1,572,493 primarily resulting from decreased accounts payable from acquired companies of \$332,058, offset by \$2,000,000 in Other Expenses accrued for the legal settlement, and \$165,742 in non-cash penalties as the Registration Statement on Form SB-2 has not yet been deemed effective. However, the majority of the settlement is expected to be payable as non-cash expenses, primarily as stock transactions.

Net cash provided from investing activities during the nine months ended September 30, 2008 was \$267,270, primarily consisting of \$275,231 from adjustments to the acquisitions of the two subsidiary companies, offset by \$7,961 for capital expenditures. During the same period in 2007, investing activities used \$3,526,054, primarily reflective of the Company's two acquisitions in May 2007, and the acquired companies' capital expenditures of \$178,221.

Net cash provided by financing activities during the nine months ended September 30, 2008 was \$1,247,606, consisting primarily of \$3,000,000 proceeds from the issuance of preferred stock. The Company used the proceeds from this financing to pay the approximately \$1.6 million outstanding balance due TD Banknorth on April 1, 2008, and also paid a \$100,000 note in full. During the same period of 2007, net cash provided by financing activities was \$3,923,481, primarily representing proceeds from the issuance of preferred stock net of offering costs, offset by net payments in acquired company debt.

In addition, the Company needs additional capital to cover ongoing operating expenses. We estimate that we may require up to \$75,000 per month through the first six months of 2009. These factors raise substantial doubt about our ability to execute our business plan. The Company's future liquidity and cash requirements will depend on a wide range of factors, including the acquisition of operating businesses. In particular, the Company expects to raise capital or seek additional financing. While there can be no assurance that such capital or additional financing would be available in amounts and on terms acceptable to the Company, management believes that such financing would likely be available on acceptable terms.

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If we are to fully implement our business plan, we anticipate that our use of cash will be substantial for the foreseeable future, and will exceed our cash flow from operations during the next 12 months and thereafter, absent a significant increase in sales. To fully implement our business plan, over the next 12 months we anticipate that we will require investment capital for completing acquisitions we have identified. There can be no assurance that such capital or additional financing would be available in amounts and on terms acceptable to us, management believes that such financing would likely be available on acceptable terms. See Note 9 Subsequent Events for information concerning the Company's proposed acquisition by Medical Solutions Management Inc.

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**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

The Company is a smaller reporting company and is not required to provide the information required by this item.

**Item 4T. Controls and Procedures.**

*Evaluation of Disclosure Controls and Procedures*

We maintain a system of disclosure controls and procedures that is designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. In our evaluation of disclosure controls and procedures as of December 31, 2007, our Chief Executive Officer and Chief Financial Officer concluded the Company's disclosure controls and procedures were not effective as of December 31, 2007 due to an inadvertent failure to include Management's Annual Report on Internal Control Over Financial Reporting required by Item 308T of Regulation S-K in the Company's original Form 10-K filed on March 25, 2008. We have, since that time, taken the following steps to address this issue:

1. Before each report is filed, management of the company reviews the SEC's website, [www.sec.gov](http://www.sec.gov), to determine what, if any, recent changes have occurred in the rules impacting the Company's disclosure requirements; and
2. During the report preparation process, management of the Company discusses with its independent consultants who assist in the preparation of the reports and related financial statements whether they are aware of recent changes that have occurred in the rules impacting the Company's disclosure requirements

As of September 30, 2008, our management, including our Chief Executive Officer and Chief Financial Officer, had evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) pursuant to Rule 13a-15(b) under the Exchange Act. Based upon and as of the date of the evaluation, our Chief Executive Officer and Chief Financial Officer concluded that information required to be disclosed is recorded, processed, summarized and reported within the specified periods and is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow for timely decisions regarding required disclosure of material information required to be included in our periodic SEC reports. Based on the foregoing, our management determined that our disclosure controls and procedures were effective as of September 30, 2008.

**Changes in Internal Control over Financial Reporting**

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There were no changes (including corrective actions with regard to significant deficiencies or material weaknesses) in our internal controls over financial reporting that occurred during the period ended September 30, 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### **PART II. OTHER INFORMATION**

#### **Item 1. Legal Proceedings.**

Other than as set forth below, the Company is not a party to any legal proceedings other than in the ordinary course of business which are not material its operations. A complaint was filed on October 29, 2007, with the U.S. Department of Labor (OSHA Complaint Number 2-2600-08-003), by a former employee of Ortho-Medical Products, Inc. who alleged his employment was terminated because he filed a safety complaint with OSHA in October 2007. The Company submitted a statement of position to the DOL on December 5, 2007 denying the material allegations of the complaint. The DOL has not issued a determination.

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

The Company is a smaller reporting company and is not required to provide the information required by this item.

#### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

All issuances of restricted securities by the Company during the six-month period ended September 30, 2008, were previously reported on Form 8-K.

#### **Item 3. Defaults Upon Senior Securities.**

None.

#### **Item 4. Submission of Matters to a Vote of Security Holders.**

No matters were submitted to a vote of our stockholders during the first quarter of fiscal 2008.

#### **Item 5. Other Information.**

None.

**Item 6. Exhibits.**

Exhibits.

Set forth below is a list of the exhibits to this quarterly report on Form 10-Q.

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| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 31.1                  | Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2                  | Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1                  | Certification pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                   |
| 32.2                  | Certification pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                   |

## **SIGNATURES**

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

Dated: November 14, 2008

Andover Medical, Inc.

By: /s/ Edwin A. Reilly  
Edwin A. Reilly, Chief Executive Officer  
(Principal Executive Officer)

Dated: November 14, 2008

Andover Medical, Inc.

By: /s/ James A. Shanahan  
James A. Shanahan, Chief Financial Officer  
(Principal Financial Officer)

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Andover Medical, Inc.

Quarterly Report on Form 10-Q

Quarter Ended September 30, 2008

### **EXHIBIT INDEX**

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