R F INDUSTRIES LTD
Form 10QSB
September 11, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

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

FOR THE QUARTER ENDED JULY 31, 2008

Commission file number: 0-13301

RF INDUSTRIES, LTD.
(Exact name of registrant as specified in its charter)

Nevada	88-0168936
(State of Incorporation)	(I.R.S. Employer Identification No.)

7610 Miramar Road, Bldg. 6000, San Diego, California	92126-4202
(Address of principal executive offices)	(Zip Code)

(858) 549-6340 FAX (858) 549-6345
(Issuer’s telephone and fax numbers, including area code)

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

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

State the number of shares outstanding of each of the issuer’s classes of common stock at the latest practicable date. As of August 30, 2008, the registrant had 3,307,889 shares of Common Stock, $.01 par value, issued.

Transitional Small Business Disclosure Format (check one): Yes o No x

1

Part I. FINANCIAL INFORMATION

Item 1: Financial Statements

RF INDUSTRIES, LTD.
CONDENSED BALANCE SHEETS
(UNAUDITED)

ASSETS	**July 31, 2008**	**October 31, 2007 (Note 1)**
CURRENT ASSETS		
Cash and cash equivalents	$ 1,822,127	$ 3,400,566
Investments in available-for-sale securities	6,424,714	4,531,680
Trade accounts receivable, net of allowance for doubtful accounts of $37,296 and $43,459	2,008,000	1,900,029
Inventories	6,090,226	4,955,302
Other current assets	296,949	241,995
Income tax receivable	57,502	
Deferred tax assets	344,600	321,700
TOTAL CURRENT ASSETS	17,044,118	15,351,272
Equipment and furnishings:		
Equipment and tooling	2,003,302	1,780,154
Furniture and office equipment	369,970	341,590
	2,373,272	2,121,744
Less accumulated depreciation	1,968,436	1,866,051
TOTAL	404,836	255,693
Goodwill	308,479	308,479
Amortizable intangible asset, net	64,434	114,800
Note receivable from stockholder	66,980	66,980
Other assets	28,382	30,934
TOTAL ASSETS	**$ 17,917,229**	**$ 16,128,158**

Item 1: Financial Statements (continued)

RF INDUSTRIES, LTD.
CONDENSED BALANCE SHEETS
(UNAUDITED)

	July 31, 2008	October 31, 2007 (Note 1)
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 255,370	$ 205,136
Accrued expenses	1,212,533	696,939
Income taxes payable		167,625
TOTAL CURRENT LIABILITIES	1,467,903	1,069,700
Deferred tax liabilities	83,000	70,000
Other long-term liabilities	250,946	47,665
TOTAL LIABILITIES	1,801,849	1,187,365
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Common stock - authorized 10,000,000 shares of $0.01 par value; 3,307,889 and 3,285,969 shares issued and outstanding	33,079	32,860
Additional paid-in capital	6,219,521	5,700,362
Retained earnings	9,862,780	9,207,571
TOTAL STOCKHOLDERS' EQUITY	16,115,380	14,940,793
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 17,917,229**	**$ 16,128,158**

See Notes to Condensed Unaudited Financial Statements

Item 1: Financial Statements (continued)

RF INDUSTRIES, LTD.
CONDENSED STATEMENTS OF INCOME
(UNAUDITED)

	Three Months Ended July 31		Nine months Ended July 31	
	2008	2007	2008	2007
Net sales	$ 4,667,638	$ 4,313,346	$ 13,002,083	$ 10,848,465
Cost of sales	2,351,721	2,264,283	6,454,478	6,016,255
Gross profit	2,315,917	2,049,063	6,547,605	4,832,210
Operating expenses:				
Engineering	278,600	117,171	775,463	350,104
Selling and general	1,381,549	1,125,974	4,043,177	3,407,451
Totals	1,660,149	1,243,145	4,818,640	3,757,555
Operating income	655,768	805,918	1,728,965	1,074,655
Other income - interest	40,768	89,608	178,811	287,278
Income before provision for income taxes	696,536	895,526	1,907,776	1,361,933
Provision for income taxes	296,824	461,457	794,071	716,557
Net income	$ 399,712	$ 434,069	$ 1,113,705	$ 645,376
Basic earnings per share	$ 0.12	$ 0.13	$ 0.34	$ 0.20
Diluted earnings per share	$ 0.11	$ 0.12	$ 0.30	$ 0.17
Basic weighted average shares outstanding	3,298,345	3,248,058	3,294,219	3,265,739
Diluted weighted average shares outstanding	3,741,111	3,693,613	3,720,346	3,766,200
Dividends paid	$ 98,723	$ 64,991	$ 295,183	$ 131,356

See Notes to Condensed Unaudited Financial Statements

Item 1: Financial Statements (continued)

RF INDUSTRIES, LTD.
CONDENSED STATEMENTS OF CASH FLOWS
NINE MONTHS ENDED JULY 31
(UNAUDITED)

	2008	2007
OPERATING ACTIVITIES:		
Net income	$ 1,113,705	$ 645,376
Adjustments to reconcile net income to net cash provided by operating activities:		
Bad debt expense	(3,615)	(2,143)
Depreciation and amortization	152,751	200,717
Income tax benefit on non-qualified stock options	-	(114,000)
Deferred income taxes	(9,900)	(29,543)
Stock-based compensation expense	405,073	442,946
Changes in operating assets and liabilities:		
Trade accounts receivable	(104,356)	178,142
Inventories	(1,134,924)	513,040
Income tax payable\receivable	(225,127)	(224,737)
Other current and long-term assets	(52,402)	(19,910)
Accounts payable	50,234	(68,763)
Accrued expenses	516,956	(168,661)
Other long-term liabilities	16,207	-
Net cash provided by operating activities	724,602	1,352,464
INVESTING ACTIVITIES:		
Purchase of available-for-sale securities	(8,691,635)	(607,719)
Maturity of available-for-sale securities	6,821,000	-
Capital expenditures	(251,528)	(98,378)
Net cash used in investing activities	(2,122,163)	(706,097)
FINANCING ACTIVITIES:		
Proceeds from exercise of stock options	114,305	175,948
Purchase of treasury stock	-	(458,824)
Income tax benefit on non-qualified stock options	-	114,000
Dividends paid	(295,183)	(131,356)
Net cash used in financing activities	(180,878)	(300,232)
Net increase (decrease) in cash and cash equivalents	(1,578,439)	346,135
Cash and cash equivalents at the beginning of the period	3,400,566	4,612,935
Cash and cash equivalents at the end of the period	$ 1,822,127	$ 4,959,070
Supplemental cash flow information:		
Income taxes paid	$ 1,033,000	$ 966,551

See Notes to Condensed Unaudited Financial Statements

RF INDUSTRIES, LTD.
NOTES TO CONDENSED UNAUDITED FINANCIAL STATEMENTS

Note 1 - Unaudited condensed interim financial statements

The accompanying unaudited condensed financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-QSB. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments have been included in order to make the information not misleading. Information included in the balance sheet as of October 31, 2007 has been derived from, and certain terms used herein are defined in, the audited financial statements of RF Industries, LTD. (the “Company”) as of October 31, 2007 included in the Company’s Annual Report on Form 10-KSB for the year ended October 31, 2007 that was previously filed with the Securities and Exchange Commission. Operating results for the three and nine month periods ended July 31, 2008, are not necessarily indicative of the results that may be expected for the year ending October 31, 2008. The unaudited condensed financial statements should be read in conjunction with the financial statements and footnotes thereto included in the Company’s Annual Report on Form 10-KSB for the year ended October 31, 2007.

Revenue Recognition

The Company recognizes revenue in accordance with SEC Staff Accounting Bulletin No. 104, “Revenue Recognition in Financial Statements” (“SAB 104”). SAB 104 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services rendered; (3) the fee is fixed and determinable; and (4) collectability is reasonably assured. The Company recognizes revenue from product sales after purchase orders are received which contain a fixed price and the products are shipped. Most of the Company’s products are sold to continuing customers with established credit histories.

Note 2 - Investments

Pursuant to Statement of Financial Accounting Standards No. 115, “Accounting for Certain Investments in Debt and Equity Securities,” the Company’s investments in U.S. Treasury Bills and FDIC insured Certificates of Deposits were classified as available-for-sale securities and, accordingly, were valued at fair value at the end of each period. If there is other than temporary decline in fair value, the cost basis of the individual security would have been written down to fair value via a charge to earnings. Unrealized holding gains or losses were immaterial for the periods presented.

Note 3 - Components of inventories

Inventories, consisting of materials, labor and manufacturing overhead, are stated at the lower of cost or market. Cost has been determined using the weighted average cost method.

	July 31, 2008	October 31, 2007
Raw materials and supplies	$ 1,954,904	$ 1,092,965
Work in process	44,524	19,716
Finished goods	4,143,532	3,966,681
Inventory reserve	(52,734)	(124,060)
Totals	$ 6,090,226	$ 4,955,302

Purchases of connector products from two major vendors in the nine-month period ended July 31, 2008, represented 21% and 11% of the total inventory purchases compared to purchases from three major vendors who represented 17%, 16% and 11% of the total inventory purchases for the same period in fiscal year 2007. The Company has arrangements with these vendors to purchase product based on purchase orders periodically issued by the Company.

Note 4 - Earnings per share

Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income by the weighted average number of common shares outstanding increased by the effects of assuming that other potentially dilutive securities (such as stock options) outstanding during the period had been exercised and the treasury stock method had been applied. At July 31, 2008, the effects of the assumed exercise of options to purchase 229,196 shares of the Company's common stock, at a price range of $7.50 to $7.56 per share, were not included in the computation of diluted per share amounts because they were anti-dilutive for that purpose. At July 31, 2007, the effects of the assumed exercise of options to purchase 163,923 shares of the Company's common stock, at a price of range of $6.38 to $7.50 per share, were not included in the computation of diluted per share amounts because they were anti-dilutive for that purpose.

The following table summarizes the computation of basic and diluted weighted average shares outstanding:

	Three Months Ended July 31		Nine months Ended July 31	
	2008	2007	2008	2007
Weighted average shares outstanding for basic net earnings per share	3,298,345	3,248,058	3,294,219	3,265,739
Add effects of potentially dilutive securities-assumed exercise of stock options	442,766	445,555	426,127	500,461
Weighted average shares for diluted net earnings per share	3,741,111	3,693,613	3,720,346	3,766,200

Note 5 - Stock-based compensation and equity transactions

The Company follows Statement of Financial Accounting Standards No. 123 (revised 2004), "Share-Based Payment" ("SFAS 123R"). SFAS 123R requires the calculation of the historical pool of windfall tax benefits. This pool of windfall tax benefits is needed to determine the treatment of "shortfalls" that occur when the tax deduction received for a stock-based compensation award is less than the cumulative compensation cost recognized for that award for financial reporting purposes. The Company has elected to use the "short-cut" method of Financial Accounting Standards Board Staff Position No. SFAS 123(R)-3, "Transition Election Related to Accounting for the Tax Effects of Share-Based Payment Awards", to calculate the historical pool of windfall tax benefits.

The stock incentive plans provide for the granting of qualified and nonqualified options to the Company's officers, directors and employees. Outstanding options are generally exercisable one year after the date of the grant and expire no more than ten years after the grant. The Company satisfies the exercise of options by issuing previously unissued common shares.

The weighted average fair value of employee stock options granted by the Company in the nine months ended July 31, 2008 and 2007 was estimated to be $3.36 and $3.83 per share, respectively, using the Black-Scholes option pricing model with the following assumptions:

	2008	2007
Risk-free interest rate	4.29%	5.00%
Dividend yield	1.06%	0.00%
Expected life of the option	6 years	5 years
Volatility factor	54.00%	57.00%

Expected volatilities are based on historical volatility of the Company's stock, and other factors. The Company uses historical experience with exercise and post-vesting employment termination behavior to determine the options' expected life. The expected life represents the period of time that options granted are expected to be outstanding. The risk-free rate is based on the U.S. Treasury rate with a maturity date corresponding to the options' expected life. The dividend yield is based upon the historical dividend yield.

In accordance with the provisions of SFAS 123R, all other issuances of common stock, stock options, warrants or other equity instruments to employees and non-employees as the consideration for goods or services received by the Company are accounted for based on the fair value of the equity instruments issued (unless the fair value of the consideration received can be more reliably measured). Generally, the fair value of any options, warrants or similar equity instruments issued is estimated based on the Black-Scholes option-pricing model.

Issuances of Common Stock by the Company

During the nine months ended July 31, 2008, the Company received cash proceeds of $114,305 from the exercise of options for the purchase of 21,920 shares of common stock.

Company Stock Option Plans

Descriptions of the Company's stock option plans are included in Note 7 of the Company's Annual Report on Form 10-KSB for the year ended October 31, 2007. A summary of the status of the options granted under the Company's stock option plans as of July 31, 2008 and the changes in options outstanding during the nine months then ended is presented in the table that follows:

	Shares	Weighted Average Exercise Price		Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value	
Outstanding at October 31, 2007	1,011,442	$	3.81			
Options granted	10,000	$	6.62			
Options exercised	(21,920)	$	5.21		$	50,545
Options cancelled or expired	(20,789)	$	7.50			
Options outstanding at July 31, 2008	978,733	$	3.73	6.18 years	$	3,448,540
Options exercisable at July 31, 2008	729,537	$	3.26	5.98 years	$	2,910,991

As of July 31, 2008, $259,935 of expense with respect to nonvested share-based arrangements has yet to be recognized and which is expected to be recognized over a weighted average period of 1.11 years.

Note 6 - Concentration of Credit Risk

One customer accounted for approximately 16% of the Company's net sales for the three and nine months ended July 31, 2008. One customer accounted for 18% and 17% of the Company's net sales for the three and nine months ended July 31, 2007. Although this company has been a customer of the Company continuously during the past ten years, the written agreements with this customer do not have any minimum purchase obligations and the customer could stop buying the Company's products at any time and for any reason. A reduction, delay or cancellation of orders from this major customer them or the loss of this customer could significantly reduce the Company's revenues and profits.

Note 7 - Segment Information

The Company follows the provisions of Statement of Financial Accounting Standards No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS 131"). Pursuant to the provisions of SFAS 131, the Company reports segment sales in the same format reviewed by the Company's management chief decision maker (the "management approach").

The Company aggregates operating divisions into operating segments which have similar economic characteristics and divisions are similar in the majority of the following areas: (1) the nature of the product and services; (2) the nature of the production process; (3) the type or class of customer for their products and services; (4) the methods used to distribute their products or services; (5) if applicable, the nature of the regulatory environment. The Company has two segments- - the RF Connector and Cable Assembly and RF Wireless based upon this evaluation.

The RF Connector and Cable Assembly segment is comprised of four divisions while the RF Wireless segment is comprised of two. The only two divisions that meet the quantitative thresholds for segment reporting are Connector / Cable Assembly and RF Neulink. Each of the other divisions aggregated into these segments has similar products that are marketed to their respective customer base; production and product development processes are similar in nature. The specific customers are different for each division; however, there is some overlapping of product sales to them. The methods used to distribute products are similar within each division aggregated.

Management identifies the Company's segments based on strategic business units that are, in turn, based along market lines. These strategic business units offer products and services to different markets in accordance with their customer base and product usage. For segment reporting purposes, the Company aggregates Connector and Cable Assembly, Aviel Electronics, Bioconnect and Worswick divisions into the RF Connector Cables Assembly segment while RF Neulink and RadioMobile are part of the RF Wireless segment, as explained above. The Company evaluates the performance of each segment based on income or loss before income taxes. The Company charges depreciation and amortization directly to each division within the segment. All stock-based compensation is attributed to the RF Connector Cable Assembly segment.

Substantially all of the Company's operations are conducted in the United States; however, the Company derives a portion of its revenue from export sales. The Company attributes sales to geographic areas based on the location of the customers. The following table presents the net sales of the Company by geographic area for the three-month and nine-month periods ended July 31, 2008 and 2007:

	Three Months Ended July 31		Nine months Ended July 31	
	2008	2007	2008	2007
United States	$ 3,895,678	$ 3,823,593	$ 11,204,414	$ 9,299,607
Foreign countries	771,960	489,753	1,797,669	1,548,858

	$	4,667,638	$	4,313,346	$	13,002,083	$	10,848,465

9

Net Sales, income (loss) before provision for income taxes and other related segment information for the three months ended July 31, 2008 and 2007 are as follows:

2008	RF Connector and Cable Assembly	RF Wireless	Corporate	Total
Net sales	$ 4,240,085	$ 427,553	$ -	$ 4,667,638
Income (loss) before provision for income taxes	714,793	(59,025)	40,768	696,536
Depreciation and amortization	6,470	7,878	-	14,348

2007	RF Connector and Cable Assembly	RF Wireless	Corporate	Total
Net sales	$ 3,778,058	$ 535,288	$ -	$ 4,313,346
Income before provision for income taxes	571,755	234,163	89,608	895,526
Depreciation and amortization	72,112	-	-	72,112

Net sales, income before provision for income taxes and other related segment information for the nine months ended July 31, 2008 and 2007 are as follows:

2008	RF Connector and Cable Assembly	RF Wireless	Corporate	Total
Net sales	$ 11,478,879	$ 1,523,204	$ -	$ 13,002,083
Income before provision for income taxes	1,644,963	84,002	178,801	1,907,776
Depreciation and amortization	129,519	23,232	-	152,751

2007	RF Connector and Cable Assembly	RF Wireless	Corporate	Total
Net sales	$ 10,031,157	$ 817,308	$ -	$ 10,848,465
Income before provision for income taxes	851,836	222,819	287,278	1,361,933
Depreciation and amortization	200,717	-	-	200,717

Note 8 - Income tax provision

The income tax provision reflected in the accompanying unaudited condensed statements of income for the three and nine months ended July 31, 2008 differs from the expected tax provision computed based on the pre-tax income and the applicable statutory Federal income tax rate of 34% and the state income tax rate, net of Federal tax effects, of 6.1%. Interim tax provisions are determined using an estimate of the annual effective tax rate. As of July 31, 2008, the Company estimated that its effective annual tax rate for the year ending October 31, 2008 will be approximately 41.6%, which is above the expected statutory rate primarily as a result of permanent differences between income before taxes for financial reporting purposes and taxable income. The most significant permanent difference related to the portion of compensation expense recognized for financial reporting purposes attributed to the noncash charges recorded under SFAS 123R for the fair value of qualified incentive stock options, or ISOs, granted to employees, which are generally not deductible for tax reporting purposes. The Company recognized noncash, nondeductible charges to compensation expense of approximately $84,000 and $249,000 for the three and nine months ended July 31, 2008 related to ISOs under SFAS 123R compared to approximately $61,000 and $219,000 for the three and nine months ended July 31, 2007.

As of November 1, 2007, the Company adopted the provisions of, "Accounting for Uncertainty in Income Taxes, an interpretation of SFAS 109, Accounting for Income Taxes" ("FIN 48"), which was supplemented by FASB Financial Staff Position FIN 48-1, "Definition of Settlement in FASB Interpretation No. 48." FIN 48 prescribes a recognition threshold and measurement attribute for the financial statements recognition and measurement of uncertain tax positions taken or expected to be taken in a company's income tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 utilizes a two-step approach for evaluating uncertain tax positions accounted for in accordance with SFAS No. 109, Accounting for Income Taxes. Step one, recognition, requires a company to determine if the weight of available evidence indicates that a tax position is more likely than not to be sustained upon audit, including resolution of related appeals or litigation processes, if any. Step two, measurement, is based on the largest amount of benefit, which is more likely than not to be realized on ultimate settlement. The cumulative effect of adopting FIN 48 on November 1, 2007 was recognized as a change in accounting principle, and recorded as an adjustment to the opening balance of retained earnings on the adoption date. As a result of the implementation of FIN 48, the Company recognized a change in the liability for unrecognized tax benefits related to tax positions taken in prior periods in the amount of approximately $133,000, and thus did record a change in its opening retained earnings. Additionally, FIN 48 specifies that tax positions for which the timing of ultimate resolution is uncertain should be recognized as long-term liabilities.

Upon adoption of FIN 48, the Company's policy to include interest and penalties related to unrecognized tax benefits within the Company's provision for income taxes did not change. The Company has accrued $54,000 for payment of interest and penalties related to unrecognized tax benefits as of the adoption date of FIN 48, and thus did record a change in its opening retained earnings. The Company recorded in operating expenses approximately $5,500 of additional interest and penalties expense during the period ended July 31, 2008.

The Company does not expect any material changes to the estimated amount of the liability associated with its uncertain tax positions within the next 12 months. The entire accrual including interest and penalties has been recorded as other long-term liabilities.

The Company's major tax jurisdictions are the United States and California. The tax years 2003 through 2006 remain open and subject to examination by the appropriate governmental agencies in the United States. The tax years 2002 through 2006 remain open and subject to examination by the appropriate state agencies.

Note 9 - Amortizable Intangible assets:

Amortizable intangible assets are comprised of the following:

	July 31, 2008	October 31, 2007
Intangible Assets		
Non-Compete	$ 120,000	$ 120,000
Software	47,522	47,522
Customer List	33,945	33,945
Accumulated Amortization	(137,033)	(86,667)
Totals	$ 64,434	$ 114,800

Note 10 - Dividend Declaration

On June 6, 2008, the Board of Directors of the Company declared a quarterly cash dividend of $0.03 per share. A dividend payment of $98,723 was made on July 15, 2008 to stockholders of record on June 30, 2008.

Note 11 - Subsequent Event

On September 5, 2008, the Board of Directors of the Company declared a quarterly cash dividend of $0.03 per share. The dividend date of record is September 30, 2008 and the payment date to stockholders will be October 15, 2008. Based on the Company's current financial condition and its current operations, the foregoing dividend payment is not expected to have a material impact on the Company's liquidity or capital resources.

Item 2: Management's Discussion and Analysis or Plan of Operation

This report contains forward-looking statements. These statements relate to future events or the Company's future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "except," "plan," "anticipate," "believe," "estimate," "predict," "potential" or "continue," the negative of such terms comparable terminology. These statements are only predictions. Actual events or results may differ materially.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither the Company, nor any other person, assumes responsibility for the accuracy and completeness of the forward-looking statements. The Company is under no obligation to update any of the forward-looking statements after the filing of this Quarterly Report on Form 10-QSB to conform such statements to actual results or to changes in its expectations.

The following discussion should be read in conjunction with the Company's financial statements and the related notes and other financial information appearing elsewhere in this Form 10-QSB. Readers are also urged to carefully review and consider the various disclosures made by the Company which attempt to advise interested parties of the factors which affect the Company's business, including without limitation the disclosures made under the caption "Management's Discussion and Analysis and Plan of Operation," under the caption "Risk Factors," and the audited financial statements and related notes included in the Company's Annual Report filed on Form 10-KSB for the year ended October 31, 2007 and other reports and filings made with the Securities and Exchange Commission.

Critical Accounting Policies

The financial statements of the Company are prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of these financial statements requires the Company's management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. The Company's significant accounting policies are summarized in Note 1 to the financial statements contained in its Annual Report on Form 10-KSB filed for the fiscal year ended October 31, 2007.

Executive Overview

The Company markets connectors and cables to numerous industries for use in thousands of products, primarily for the wireless marketplace. In addition, to a lesser extent, the Company also markets wireless products that incorporate connectors and cables. Since sales of RF connectors and cable assemblies represented 91% and 88% of the Company's net sales during the three-month and nine-month period ended July 31, 2008, the Company's results of operations and liquidity are principally dependent upon the results of its RF connector and cable operations.

Liquidity and Capital Resources

Management believes that existing current assets and the amount of cash it anticipates it will generate from current operations will be sufficient to fund the anticipated liquidity and capital resource needs of the Company for at least twelve months. The Company does not, however, currently have any commercial banking arrangements providing for loans, credit facilities or similar matters should the Company need to obtain additional capital. Management's belief that its existing assets and the cash expected to be generated from operations will be sufficient during the current fiscal year is based on the following:

§ As of July 31, 2008, the amount of cash and cash equivalents was equal to $1,822,127 in aggregate and the Company had $6,424,714 of investments in available-for-sale securities.

§ As of July 31, 2008, the Company had $15,576,215 of working capital.

§ As of July 31, 2008, the Company had no outstanding indebtedness (other than accounts payable, accrued expenses and other long-term liabilities).

The Company may need material additional capital equipment in the next twelve months. In the past, the Company has financed some of its equipment and furnishings requirements through capital leases. No additional capital equipment purchases have been currently identified that would require significant additional leasing or capital expenditures during the next twelve months. Management also believes that based on the Company's current financial condition, the absence of outstanding bank debt and recent operating results, the Company would be able to obtain bank loans to finance its expansion, if necessary, although there can be no assurance any bank loan would be obtainable or, if obtained, would be on favorable terms or conditions.

The Company recognized net income of $1,113,705 for the nine months ended July 31, 2008. The Company realized cash flows of $724,602 provided by operating activities, $2,122,163 used in investing activities and $180,878 used in financing activities for the nine months ended July 31, 2008. The Company's cash and cash equivalents balance decreased by $1,578,439 during the nine month period ended July 31, 2008.

Trade accounts receivable (net of allowances for doubtful accounts) at July 31, 2008 increased approximately 5%, or by $107,971 to $2,008,000 compared to the October 31, 2007 balance of $1,900,029. The increase in accounts receivable is due to the increase in net sales for the nine months ended July 31, 2008 compared with the same period in the prior year.

Inventories at July 31, 2008 increased 23%, or $1,134,924 to $6,090,226 compared to $4,955,302 on October 31, 2007. The Company has been increasing its inventory purchases during the last fiscal quarter in response to the increase in sales.

Accounts payable at July 31, 2008 increased $50,234 to $255,370 from $205,136 on October 31, 2007. The change in accounts payable is the result of the timing of invoices received and payments made and the increase in inventory levels.

13

Net cash used in investing activities was $2,122,163 for the nine months ended July 31, 2008 and was attributed to purchases of $8,691,635 of available-for-sale securities, sales of $6,821,000 of available-for-sale securities, and $251,528 of capital expenditures.

Net cash used in financing activities was $180,878 for the nine months ended July 31, 2008, and was attributable to the receipt of $114,305 from the exercise of stock options and the use of $295,183 to pay cash dividends.

As of July 31, 2008, the Company had a total of $1,822,127 of cash and cash equivalents compared to a total of $3,400,566 of cash and cash equivalents on October 31, 2007. In addition, the Company had $6,424,714 of investments in available-for-sale securities. The amount of investments in available-for-sale securities increased by $1,893,034 to $6,424,714 compared to $4,531,680 held at October 31, 2007. Collectively, the amount of cash and available-for-sale securities, that the Company held on July 31, 2008, increased by $314,595 from the amount held on October 31, 2007. The Company had working capital of $15,576,215 and a current ratio of approximately 12:1.

Results Of Operations

Three Months Ended July 31, 2008 vs. Three Months Ended July 31, 2007

Net sales in the current fiscal quarter ended July 31, 2008, increased 8%, or $354,292 to $4,667,638 from $4,313,346 in the comparable fiscal quarter in the prior year, due to increased sales of the Company’s connectors, medical cable assemblies and mobile radios. The increase in the sales was due to a continuing increase in the market demand for wireless connectors, an increase in the Bioconnect cable assemblies primarily due to increased orders from one customer, and the additional sales generated from RadioMobile. The foregoing increases were offset by a decline in sales by the RF Neulink following the fulfillment in the prior quarter of an order by the U.S. military for the RF Neulink radio modem.

Foreign sales for the fiscal quarter ended July 31, 2008 increased by $282,207 to $771,960 compared to foreign sales of $489,753 during the fiscal quarter ended July 31, 2007. Foreign sales represented approximately 16% of the Company’s net sales during for the fiscal quarter ended July 31, 2008 and 11% for the fiscal quarter ended 2007, respectively. The increase in foreign sales is primarily due to cable assembly sales to one major international customer.

The Company’s gross profit as a percentage of sales increased from 48% to 50% during the current fiscal quarter compared to the same fiscal quarter last year. The Company operates in two segments. The RF Connector and Cable Assembly increased its gross margins during the current quarter because of increased sales of connector products (that have higher gross margins) compared to sales of the lower margin cable assemblies. The benefits from the improved mix of products sold and from production efficiencies were partly offset by increases in the Company’s labor costs during the 2008 fiscal quarter compared to the same quarter last year. Labor costs increased during the fiscal quarter primarily due to an increase in overtime in the quarter that was needed to fulfill customers back orders. Overall, the Company’s gross margins of the RF Connector and Cable Assembly are slightly lower than the RF Wireless segment. The RF Connector and Cable Assembly products accounted for approximately 91% of the Company’s total sales and 89% of the cost of goods sold in the current three-month period, compared with 88% of total sales and cost of goods sold in the comparable period of the prior year.

Engineering expenses increased 138%, or $161,429, to $278,600 from $117,171 in the comparable quarter of the prior year. The increase is primarily due to increased software development costs associated with the Company’s RF Wireless segment product enhancements. Engineering expenses fluctuate based on design engineering expenses incurred by the Company at the request of its customers.

Selling and general expenses increased 23% or $255,575 to $1,381,549 from $1,125,974 in the comparable quarter of the prior year. The increase in selling and general expenses during the 2008 three-month period compared to the same period in 2007 was due to (i) increases in salaries and related expenses of $173,000, (ii) an approximately $79,000 increase in accounting fees and Sarbanes Oxley related expenses, and (iii) additional professional, travel and other expenses incurred in connection with the evaluation of the possible acquisition of other smaller companies or operations. As a result, the selling and general expenses for the current period as a percentage of sales increased to 30% compared with 26% in the prior year.

Other income for the third quarter of 2008 decreased by $48,840 over the same period in the prior year due to lower investment interest income reflecting decreasing interest rates.

Despite the increase in revenues, the increase in gross profit as a percentage of sales, and the increase in gross profits, operating income for the quarter ended July 31, 2008 decreased from the comparable quarter in the prior year due to a $417,005 increase in engineering expenses and selling and general expenses. As a result, income before provision for income taxes during the fiscal quarter ended July 31, 2008 decreased by $198,990 to $696,536.

The provision for income taxes during the fiscal quarter ended July 31, 2008 was $296,824 (or a combined estimated Federal and state income tax rate of approximately 41.6%), compared to $461,457 in the fiscal quarter ended July 31, 2007 (or a combined estimated Federal and state income tax rate of approximately 51.5%). The significant decrease in the combined statutory Federal and state tax rate in the 2008 fiscal quarter is the result of the difference between income before taxes for financial reporting purposes and income for tax reporting purposes. Compensation expense attributed to the noncash charges recorded under SFAS 123R for the fair value of qualified incentive stock options granted to employees are generally not deductible for tax reporting purposes.

The combination of an overall increase in sales along with increased expenses related to engineering and selling and general administrative expenses caused the Company’s operating income to decrease to $655,768 for the third fiscal quarter of 2008 from $805,918 in the prior year’s third fiscal quarter. The decrease in operating income was partially offset by lower income taxes. Accordingly, net income for the fiscal quarter ended July 31, 2008 was $399,712 compared to $434,069 for the same period last year.

Nine months Ended July 31, 2008 vs. Nine months Ended July 31, 2007

Net sales in the nine months ended July 31, 2008, increased approximately 20%, or $2,153,618 to $13,002,083 from $10,848,465 in the comparable period in the prior year, due primarily to increased sales in both segments of the Company’s operations.

Foreign sales for the nine months ended July 31, 2008 increased approximately 16% or $248,811 to $1,797,669 compared to foreign sales of $1,548,858 during the period ended July 31, 2007. Foreign sales represented approximately 14% of the Company’s net sales during the nine months ended July 31, 2008 and 2007, respectively. The increase in foreign sales is primarily due to cable assembly sales to one major international customer.

The Company’s gross profit as a percentage of sales increased to 50% during the nine month period ended July 31, 2008 compared to 45% in the same nine month period last year. The RF Connector and Cable Assembly segment increased its gross margins during the current quarter because of increased sales of connector products (that have higher gross margins) compared to sales of the lower margin cable assemblies. Increased sales of wireless radio modems by the Company’s RF Wireless segment drove down the cost as production efficiencies and volume purchase savings were achieved. The benefits from the improved mix of products sold and from production efficiencies were partly offset by increases in the Company’s labor costs during the nine month period ended July 31, 2008 as compared to the same nine month period last year. Labor costs included a $72,199 cost of sales expense related to employee stock options compared to $167,311 same nine months last year. Overall, the Company’s gross margins of the RF Connector and Cable Assembly are slightly lower than the RF Wireless segment. However, the RF Connector and Cable Assembly products account for approximately 88% of the Company’s total sales and cost of goods sold in the current nine-month period, compared with 92% of total sales and cost of goods sold in comparable period of the prior year.

Engineering expenses increased 121%, or $425,359, to $775,463 from $350,104 in the comparable nine-month period of the prior year. The increase is primarily due to increased software development costs associated with the Company’s RF Wireless segment product enhancements. Engineering expenses fluctuate based on design engineering expenses incurred by the Company at the request of its customers.

Selling and general expenses increased 19% or $635,726 to $4,043,177 from $3,407,451 in the comparable quarter of the prior year. The increase in selling and general expenses from the comparable period in 2007 is due primarily to increases in salaries and stock-based compensation expense of $556,516. However, due to the increase in net sales and increased selling and general expenses, the selling and general expenses for the current period as a percentage of sales remained consistent at 31%.

Other income for nine months ended July 31, 2008 decreased by $108,467 over the same period in the prior year due to lower investment interest income reflecting decreasing interest rates.

As a result of the increase in revenues, the increase in gross profit as a percentage of sales, income before provision for income taxes during the nine months ended July 31, 2008 increased by $545,843 to $1,907,776 despite the increase in engineering and the increase in selling and general expenses.

The provision for income taxes during the nine months ended July 31, 2008 was $ 794,071 (or a combined estimated Federal and state income tax rate of approximately 41.6%), compared to $716,557 in the nine months ended July 31, 2007 (or a combined estimated Federal and state income tax rate of approximately 53%). The decrease in the combined statutory Federal and state tax rate in the nine-month period of fiscal 2008 is the result of the difference between income before taxes for financial reporting purposes and income for tax reporting purposes. Compensation expense attributed to the noncash, charges recorded under SFAS 123R for the fair value of qualified incentive stock options granted to employees are recognized for the financial reporting purposes but are generally not deductible for tax reporting purposes.

The combination of an overall increase in sales compared to last year, an increase in gross margins due to an increase in sales of higher gross margin products, caused the Company’s operating income to increase $654,310 to $1,728,965 for the nine months ended July 31, 2008 from $1,074,655 in the prior year’s comparable period despite an increase in labor costs and other selling and general expenses. The increase in operating income was partially offset by lower interest income and higher income taxes. Accordingly, net income for the nine months ended July 31, 2008 was $1,113,705 compared to $645,376 for the same period last year.

Risk Factors

Investors should carefully consider the risks described below and in the Company’s Annual Report on Form 10-KSB for the fiscal year ended October 31, 2007. The risks and uncertainties described below and in the Annual Report are not the only ones facing the Company. If any of the following risks actually occur, the Company’s business, financial condition or results of operations could be materially adversely affected.

<u>Dependence On RF Connector and Cable Assembly Products</u>

Of the Company’s six operating divisions, four comprise the RF Connector and Cable Assembly segment and two comprise the RF Wireless segment. The RF Connector and Cable Assembly segment accounted for approximately 92% of the Company’s net sales for the fiscal year ended October 31, 2007 and approximately 88% of net sales during the nine month period ended July 31, 2008, respectively. The Company expects that sales of RF Connector and Cable Assembly products will continue to account for the majority of the Company’s revenues for the near future. Accordingly, an adverse change in the operations of the RF Connector and Cable Assembly segment could materially adversely affect the Company’s business, operating results and financial condition. Factors that could adversely affect the RF Connector and Cable Assembly segment are described below.

<u>The Company Depends On Third-Party Contract Manufacturers For Substantially All Of Its Connector Manufacturing Needs.</u>

Substantially all of the Company’s RF Connector and Cable Assembly products are manufactured by third-party contract manufacturers. The Company relies on them to procure components for RF Connector and Cable Assembly and in certain cases to design, assemble and test its products on a timely and cost-efficient basis. If the Company’s contract manufacturers are unable to complete design work on a timely basis, the Company will experience delays in product development and its ability to compete may be harmed. In addition, because some of the Company’s manufacturers have manufacturing facilities in Taiwan and Korea, their ability to provide the Company with adequate supplies of high-quality products on a timely and cost-efficient basis is subject to a number of additional risks and uncertainties, including earthquakes and other natural disasters and political, social and economic instability. If the Company’s manufacturers are unable to provide it with adequate supplies of high-quality products on a timely and cost-efficient basis, the Company’s operations would be disrupted and its net sales and profitability would suffer. Moreover, if the Company’s third-party contract manufacturers cannot consistently produce high-quality products that are free of defects, the Company may experience a higher rate of product returns, which would also reduce its profitability and may harm the Company’s reputation and brand.

The Company does not currently have any agreements with any of its contract manufacturers, and such manufacturers could stop manufacturing products for the Company at any time. Although the Company believes that it could locate alternate contract manufacturers if any of its manufacturers terminated their business, the Company's operations could be impacted until alternate manufacturers are found.

The Company's Dependence On Third-Party Manufacturers Increases The Risk That It Will Not Have An Adequate Supply Of Products Or That Its Product Costs Will Be Higher Than Expected.

The risks associated with the Company's dependence upon third parties that develop, manufacture and assemble the Company's products include:

§ reduced control over delivery schedules and quality;

§ risks of inadequate manufacturing yields and excessive costs;

§ the potential lack of adequate capacity during periods of excess demand; and

§ potential increases in prices.

These risks may lead to increased costs or delay product delivery, which would harm the Company's profitability and customer relationships.

Dependence Upon Independent Distributors To Sell And Market The Company's Products

The Company's sales efforts are, to a larger extent, still conducted through independent distributors. Sales through independent distributors accounted for approximately 77% of the net sales of the Company for the fiscal year ended October 31, 2007, and approximately 49% for the nine-month period ended July 31, 2008. Although the Company has entered into written agreements with most of the distributors, the agreements are nonexclusive and generally may be terminated by either party upon 30-60 days written notice. The Company's distributors are not within the control of the Company, are not obligated to purchase products from the Company, and may also sell other lines of products. There can be no assurance that these distributors will continue their current relationships with the Company or that they will not give higher priority to the sale of other products, which could include products of competitors. A reduction in sales efforts or discontinuance of sales of the Company's products by its distributors would lead to reduced sales and could materially adversely affect the Company's financial condition, results of operations and business. Selling through indirect channels such as distributors may limit the Company's contact with its ultimate customers and the Company's ability to assure customer satisfaction.

Dependence On Principal Customers

One major customer accounted for approximately 16% of net sales for the nine-month period ended July 31, 2008, and for approximately 18% of the net sales of the Company for the fiscal year ended October 31, 2007. Although this customer has been an on-going major customer of the Company during the past ten years, the written agreement with this customer does not have any minimum purchase obligations and the customer could stop buying the Company's products at any time and for any reason. A reduction, delay or cancellation of orders from this customer or the loss of this customer could significantly reduce the Company's revenues and profits. The Company cannot provide assurance that this customer or any of its current customers will continue to place orders, that orders by existing customers will continue at current or historical levels or that the Company will be able to obtain orders from new customers.

Certain Of The Company’s Markets Are Subject to Rapid Technological Change, So The Company’s Success In These Markets Depends On Its Ability To Develop And Introduce New Products.

Although most of the Company’s products have a stable market and are only gradually phased out, certain of the new and emerging market, such as the wireless digital transmission markets, are characterized by:

§ rapidly changing technologies;

§ evolving and competing industry standards;

§ short product life cycles;

§ changing customer needs;

§ emerging competition;

§ frequent new product introductions and enhancements; and

§ rapid product obsolescence.

To develop new products for the connector and wireless digital transmission markets, the Company must develop, gain access to and use new technologies in a cost-effective and timely manner. In addition, the Company must maintain close working relationships with key customers in order to develop new products that meet customers’ changing needs. The Company also must respond to changing industry standards and technological changes on a timely and cost-effective basis.

Products for connector applications are based on industry standards that are continually evolving. The Company’s ability to compete in the future will depend on its ability to identify and ensure compliance with these evolving industry standards. If the Company is not successful in developing or using new technologies or in developing new products or product enhancements, its future revenues may be materially affected. The Company’s attempt to keep up with technological advances may require substantial time and expense.

The Markets In Which The Company Competes Are Highly Competitive.

The markets in which the Company operates are highly competitive and the Company expects that competition will increase in these markets. In particular, the connector and communications markets in which the Company’s products are sold are intensely competitive. Because the Company does not own any proprietary property that can be used to distinguish the Company from its competitors, the Company’s ability to compete successfully in these markets depends on a number of factors, including:

§ success in subcontracting the design and manufacture of existing and new products that implement new technologies;

§ product quality;

§ reliability;

§ customer support;

§ time-to-market;

- § price;
- § market acceptance of competitors’ products; and
- § general economic conditions.

In addition, the Company's competitors or customers may offer enhancements to its existing products or offer new products based on new technologies, industry standards or customer requirements that have the potential to replace or provide lower-cost or higher performance alternatives to the Company's products. The introduction of enhancements or new products by the Company's competitors could render its existing and future products obsolete or unmarketable.

Many of the Company's competitors have significantly greater financial and other resources. In certain circumstances, the Company's customers or potential customers have internal manufacturing capabilities with which the Company may compete.

If The Industries Into Which The Company Sells Its Products Experience Recession Or Other Cyclical Effects Impacting The Budgets Of Its Customers, The Company's Operating Results Could Be Negatively Impacted.

The primary customers for the Company's coaxial connectors are in the connector and communications industries. Any significant downturn in the Company's customers' markets, in particular, or in general economic conditions that result in the cut back of budgets would likely result in a reduction in demand for the Company's products and services and could harm the Company's business. Historically, the communications industry has been cyclical, affected by both economic conditions and industry-specific cycles. Depressed general economic conditions and cyclical downturns in the communications industry have each had an adverse effect on sales of communications equipment, OEMs and their suppliers, including the Company. No assurance can be given that the connector industry will not experience a material downturn in the near future. Any cyclical downturn in the connector and/or communications industry could have a material adverse effect on the Company.

The Company May Make Future Acquisitions That Will Involve Numerous Risks.

Since August 2004, the Company has purchased the operations of three smaller businesses (Aviel Electronics in Las Vegas, Nevada, in August 2004, Worswick Industries Inc. in San Diego, California, in September 2005, and RadioMobile, Inc. in San Diego, California, in September 2007). The Company periodically considers potential acquisitions of other companies that could expand the Company's product line or customer base and may in the future make additional acquisitions. Accordingly, the Company may in the future acquire one or more additional companies. The risks involved with such future acquisitions include:

§ diversion of management's attention;

§ the affect on the Company's financial statements of the amortization of acquired intangible assets;

§ the cost associated with acquisitions and the integration of acquired operations; and

§ the assumption of unknown liabilities, or other unanticipated events or circumstances.

Any of these risks could materially harm the Company's business, financial condition and results of operations. There can be no assurance that any business that the Company acquires will achieve anticipated revenues or operating results.

International Sales And Operations

Sales to customers located outside the United States, either directly or through U.S. and foreign distributors, accounted for approximately 14% of net sales during the nine month periods ended July 31, 2008 and 2007. International revenues are subject to a number of risks, including:

§ longer accounts receivable payment cycles;

§ difficulty in enforcing agreements and in collecting accounts receivable;

§ tariffs and other restrictions on foreign trade;

§ economic and political instability; and

§ the burdens of complying with a wide variety of foreign laws.

The Company's foreign sales are also affected by general economic conditions in its international markets. A prolonged economic downturn in its foreign markets could have a material adverse effect on the Company's business. There can be no assurance that the factors described above will not have an adverse material effect on the Company's future international revenues and, consequently, on the financial condition, results of operations and business of the Company.

Since sales made to foreign customers or foreign distributors have historically been in U.S. dollars, the Company has not been exposed to the risks of foreign currency fluctuations. However, if the Company in the future is required to accept sales denominated in the currencies of the countries where sales are made, the Company thereafter may also be exposed to currency fluctuation risks.

<u>The Company Has No Exclusive Intellectual Property Rights In The Technology Employed In Its Products, Which May Limit the Company's Ability To Compete</u>.

The Company does not hold any United States or foreign patents and does not have any patents pending. In addition, the Company does not have any other exclusive intellectual property rights in the technology employed in its products. The Company does not actively seek to protect its rights in the technology that it develops or that the Company's third-party contract manufacturers develop. In addition, these parties share the technologies with other parties, including some of the Company's competitors. Accordingly, competitors can and do sell the same products as the Company, and the Company cannot prevent or restrict such competition.

<u>Volatility of Stock Trading Prices</u>

In the past several years the market price of the Company's common stock has fluctuated greatly, and the volume of the Company's common stock traded has fluctuated greatly as well. These fluctuations often occur independently of the Company's performance or any announcements by the Company. Factors that may result in such fluctuations include:

§ any shortfall in revenues or net income from revenues or net income expected by securities analysts

§ fluctuations in the Company's financial results or the results of other connector and communications-related companies, including those of the Company's direct competitors

§ changes in analysts' estimates of the Company's financial performance, the financial performance of the Company's competitors, or the financial performance of connector and communications-related public companies in general

§ general conditions in the connector and communications industries

§ changes in the Company's revenue growth rates or the growth rates of the Company's competitors

§ sales of large blocks of the Company's common stock

§ conditions in the financial markets in general

In addition, the stock market may from time to time experience extreme price and volume fluctuations, which may be unrelated to the operating performance of any specific company. Accordingly, the market prices of the Company's common stock may be expected to experience significant fluctuations in the future.

Item 3a(T). Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to this Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Securities and Exchange Commission Rule 13a-15(b), the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the fiscal quarter covered by this report. Based on the foregoing, for the reasons set forth below, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were not effective as of July 31, 2008. A material weakness existed relating to a lack of financial accounting expertise necessary to properly account for certain complex or non-routine transactions. Notwithstanding the existence of this material weakness, we believe that the consolidated financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented. This material weakness was identified in the Company's previous Form 10-KSB filing. However, until this material weakness is remediated, management has concluded that there is a reasonable possibility that a material misstatement to the interim consolidated financial statements could occur and not be prevented or detected by the Company's controls in a timely manner. Accordingly, management has determined that this control deficiency constitutes a material weakness.

In order to remedy this material weakness identified, we have recently undertaken actions to implement proper controls and procedures, and other remedial actions which are in the process of being implemented. The Company has hired additional outside consultants to help with non-recurring complex accounting transactions and implemented an accounting software program related to stock options. Changes that have been implemented have not been in operation for a sufficient period of time in order for the Company to determine that the material weakness has been remediated. Management believes it has taken steps to remediate the material weakness and will be testing this assertion in the fourth quarter and as part of the year end audit.

The Audit Committee will continue to monitor and evaluate the effectiveness of these remedial actions and make further changes as deemed appropriate.

There has been no change in the Company's internal control over financial reporting during the quarter ended July 31, 2008 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II. OTHER INFORMATION

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

On June 6, 2008, the Company held the annual meeting of its shareholders. At the meeting, the holders of the Company's outstanding common stock acted on the following matters:

A. Total shares voted	2,983,392

(1) The shareholders voted for six directors, each to serve for a term of one year and until his successor is elected. Each nominee received the following votes:

(1) Name of Nominee	**Votes For**	**Votes Withheld**
John R. Ehret	2,936,463	46,929
Marvin H. Fink	2,939,403	43,989
Howard F. Hill	2,647,017	336,375
Robert Jacobs	2,688,324	295,068
Linde Kester	2,936,963	47,429
William L. Reynolds	2,935,603	47,789

(2) Amendment to increase the number of shares available for grant under the 2000 Stock Option Plan to 500,000 shares:

For	Against	Abstain
643,798	466,185	6,288

(3) To ratify the selection of J.H. Cohn LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2008. Votes cast were as follows:

For	Against	Abstain
2,950,353	2,570	30,469

22

Item 6. Exhibits

Exhibit
Number

31.1: Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2: Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1: Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2: Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

In accordance with the requirements of the Exchange Act, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RF INDUSTRIES, LTD.

Dated: September 11, 2008

By: /s/ Howard F. Hill

Howard F. Hill, President
Chief Executive Officer

Dated: September 11, 2008

By: /s/James Doss

James Doss
Chief Financial Officer