

ARRHYTHMIA RESEARCH TECHNOLOGY INC /DE/
Form 10QSB
May 16, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-QSB

Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended **March 31, 2007** or

Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____

1-9731

(Commission file No.)

ARRHYTHMIA RESEARCH TECHNOLOGY, INC.

(Exact name of small business issuer as specified in its charter)

DELAWARE

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

72-0925679

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

25 Sawyer Passway

Fitchburg, Massachusetts 01420

(Address of principal executive offices)

(978) 345-5000

(Issuer's telephone number, including area code)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No .

As of May 1, 2007 there were 2,711,680 shares of the Company's common stock outstanding.

Transitional Small Business Disclosure Format Yes No

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Exhibit 32.1 - Certification of Chief Executive Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002

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PART I - FINANCIAL INFORMATION**Item 1. Consolidated Financial Statements**

ARRHYTHMIA RESEARCH TECHNOLOGY, INC. AND SUBSIDIARY

Consolidated Balance Sheets

| | (Unaudited) | |
|---|-------------------|----------------------|
| ASSETS | March 31, 2007 | December 31, 2006 |
| Current assets: | | |
| Cash and cash equivalents | \$ 1,775,465 | \$ 2,065,645 |
| Trade and other accounts receivable, net of allowance for doubtful accounts of \$29,830 | 3,191,728 | 2,857,937 |
| Inventories, net | 3,114,728 | 2,868,292 |
| Deferred income taxes, net | 57,000 | 57,000 |
| Deposits, prepaid expenses and other current assets | 603,689 | 476,153 |
| Total current assets | 8,742,610 | 8,325,027 |
| Property and equipment, net of accumulated depreciation of \$7,039,174 and \$6,849,805 | | |
| | 6,173,148 | 6,045,736 |
| Goodwill | 1,564,966 | 1,564,966 |
| Other intangible assets, net | 290,549 | 310,802 |
| Deferred income taxes, net | 70,000 | 70,000 |
| Other assets | 70,390 | 87,349 |
| Total assets | \$ 16,911,663 | \$ 16,403,880 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 1,576,051 | \$ 1,347,464 |
| Accrued expenses | 355,975 | 414,739 |
| Current portion of acquisition note payable | 61,633 | 61,633 |
| Total current liabilities | 1,993,659 | 1,823,836 |
| Long term liabilities: | | |
| Long term payables | 43,547 | 25,836 |
| Acquisition note payable, net of current portion | 119,147 | 134,083 |
| Total long term liabilities | 162,694 | 159,919 |
| Total liabilities | 2,156,353 | 1,983,755 |
| Shareholders' equity: | | |
| Preferred stock, \$1 par value; 2,000,000 shares authorized, none issued | - | - |
| Common stock, \$0.01 par value; 10,000,000 shares authorized, | 39,265 | 39,265 |

3,926,491 shares issued

| | | |
|---|---------------|---------------|
| Additional paid-in-capital | 10,106,394 | 10,021,417 |
| Common stock held in treasury, 1,214,811, and 1,220,811 shares at cost | (3,326,579) | (3,343,007) |
| Retained earnings | 7,936,230 | 7,702,450 |
| Total shareholders' equity | 14,755,310 | 14,420,125 |
| Total liabilities and shareholders' equity | \$ 16,911,663 | \$ 16,403,880 |

The accompanying notes are an integral part of the consolidated financial statements.

ARRHYTHMIA RESEARCH TECHNOLOGY, INC. AND SUBSIDIARY

Consolidated Statements of Income

(Unaudited)

| | Three Months Ended March 31, | |
|---|---------------------------------|--------------|
| | <u>2007</u> | <u>2006</u> |
| Revenue | \$ 5,009,276 | \$ 4,269,047 |
| Cost of sales | 3,946,347 | 2,903,267 |
| Gross profit | 1,062,929 | 1,365,780 |
| Selling and marketing | 183,673 | 142,455 |
| General and administrative | 505,294 | 385,976 |
| Research and development | 13,852 | 17,456 |
| Income from operations | 360,110 | 819,893 |
| Other expense, net | (10,330) | (14,887) |
| Income before income taxes | 349,780 | 805,006 |
| Income tax provision | 116,000 | 284,000 |
| Net income | \$ 233,780 | \$ 521,006 |
| Net income per share - basic | \$ 0.09 | \$ 0.20 |
| Net income per share - diluted | \$ 0.08 | \$ 0.19 |
| Weighted average common shares outstanding - basic | 2,706,502 | 2,666,194 |
| Weighted average common shares outstanding - diluted | 2,778,961 | 2,696,416 |

The accompanying notes are an integral part of the consolidated financial statements.

ARRHYTHMIA RESEARCH TECHNOLOGY, INC. AND SUBSIDIARY

Consolidated Statements of Cash Flows

(Unaudited)

| | Three Months Ended | |
|--|---------------------------|--------------------|
| | March 31, | |
| | <u>2007</u> | <u>2006</u> |
| Cash flows from operating activities: | | |
| Net income | \$ 233,780 | \$ 521,006 |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: | | |
| Depreciation and amortization | 256,773 | 204,330 |
| Share based compensation | 8,696 | 3,759 |
| Changes in operating assets and liabilities: | | |
| Trade and other accounts receivable | (333,791) | (984,182) |
| Inventories | (246,436) | (93,302) |
| Deposits, prepaid expenses and other assets | (113,577) | 135,101 |
| Accounts payable and accrued expenses | 187,534 | 500,850 |
| Net cash provided by (used in) operating activities | (7,021) | 287,562 |
| Cash flows from investing activities: | | |
| Capital expenditures, net of disposals | (360,932) | (343,391) |
| Net cash used in investing activities | (360,932) | (343,391) |
| Cash flows from financing activities: | | |
| Payments on acquisition note payable | (14,936) | - |
| Tax benefit from exercise of stock options | 33,549 | - |
| Proceeds from the exercise of stock options | 59,160 | - |
| Net cash provided by financing activities | 77,773 | - |
| Net decrease in cash and cash equivalents | (290,180) | (55,829) |
| Cash and cash equivalents at beginning of period | 2,065,645 | 1,931,823 |
| Cash and cash equivalents at end of period | \$ 1,775,465 | \$ 1,875,994 |

Supplemental Information:

At March 31, 2007 the Company has \$1,118 of dividends payable.

The accompanying notes are an integral part of the consolidated financial statements.

Notes to the Consolidated Financial Statements*1. Basis of Presentation:*

The unaudited interim consolidated financial statements and related notes have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, certain information and footnote disclosures normally included in complete financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such rules and regulations. The accompanying unaudited interim consolidated financial statements and related notes should be read in conjunction with the consolidated financial statements and notes thereto included in the Arrhythmia Research Technology, Inc. and subsidiary (the "Company") Annual Report on Form 10-KSB for the year ended December 31, 2006.

The information presented reflects, in the opinion of the management of the Company, all adjustments necessary for a fair presentation of the financial results for the interim period presented.

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. Operating results for interim periods are not necessarily indicative of results that may be expected for the entire fiscal year.

2. Inventories:

| Inventories consist of the following as of: | March 31, 2007 | December 31, 2006 |
|---|-------------------|----------------------|
| Raw materials | \$ 1,347,095 | \$ 1,171,803 |
| Work-in-process | 425,631 | 525,515 |
| Finished goods | 1,342,002 | 1,170,974 |
| Total | \$ 3,114,728 | \$ 2,868,292 |

3. Share-Based Compensation:

Effective January 1, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards (SFAS) 123(R), *Share-Based Payment*, which establishes accounting for equity instruments exchanged for employee services. Under the provisions of SFAS 123(R), share-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as an expense over the employee's requisite service period (generally the vesting period of the equity grant).

The Company estimates the fair value of stock options using the Black-Scholes valuation model. Key input assumptions used to estimate the fair value of stock options include the exercise price of the award, the expected option term, the expected volatility of the Company's stock over the option's expected term, the risk-free interest rate over the option's expected term, and the Company's expected annual dividend yield. The Company believes that the valuation technique and the approach utilized to develop the underlying assumptions are appropriate in calculating the fair values of the Company's stock options. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by persons who receive equity awards.

The Company recognized share-based compensation expense of \$8,696 and \$3,759 in general and administrative expense for the quarters ended March 31, 2007 and 2006, respectively. A single grant of 10,000 options was made during the quarter ended March 31, 2007 compared with no grants for the same period in 2006.

Share-based Incentive Plan

At March 31, 2007, the Company has one stock option plan that includes both incentive stock options and non-statutory stock options to be granted to certain eligible employees, non-employee directors, or consultants of the Company. The maximum number of shares originally reserved for issuance is 200,000 shares. At the annual shareholder meeting on May 11, 2007, the shareholders approved an amendment to the plan adding an additional 200,000 shares for future grant. The options granted have six-year contractual terms and either vest immediately or vest annually over a five-year term.

At March 31, 2007, there were 30,000 shares available for future grants under the above stock option plan. The weighted average exercise price of options outstanding was \$10.14 at March 31, 2007.

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The following table presents the average price and contractual life information about options outstanding and exercisable at March 31, 2007:

| Exercise Price | Number of Outstanding Shares | Weighted Average Remaining Contractual Life (years) | Options Currently Exercisable |
|----------------|------------------------------|---|-------------------------------|
| \$ 4.85 | 25,000 | 2.34 | 15,000 |
| 9.86 | 72,000 | 4.72 | 72,000 |
| 12.42 | 10,000 | 5.34 | - |
| 23.10 | 10,000 | 5.93 | - |

The aggregated intrinsic value of options outstanding and vested at March 31, 2007 was \$1,881,370 and \$1,498,470, respectively.

The following table summarizes the status of Company's non-vested options since December 31, 2006:

| | <u>Non-Vested Options</u> | |
|---------------------------------|---------------------------|-----------------------------|
| | Number of Shares | Weighted Average Fair Value |
| Non-vested at December 31, 2006 | 20,000 | \$ 3.67 |
| Granted | 10,000 | 14.21 |
| Vested | - | - |
| Forfeited | - | - |
| Non-vested at March 31, 2007 | 30,000 | \$ 7.18 |

At March 31, 2007, there was \$199,836 of total unrecognized cost related to non-vested share-based compensation arrangements granted under the Plan. This cost is expected to be recognized over a weighted average period of 3.1 years.

4. Recent Accounting Pronouncements:

On January 1, 2007, the Company adopted FASB Interpretation No. 48 ("FIN 48"), *Accounting for Uncertainty in Income Taxes* which is an interpretation of SFAS No. 109, *Accounting for Income Taxes*. FIN 48 requires management to perform a two-step evaluation of all tax positions, ensuring that these tax return positions meet the "more-likely than not" recognition threshold and can be measured with sufficient precision to determine the benefit recognized in the financial statements. The two step evaluation provides management with a comprehensive model for how a company should recognize, measure, present, and disclose in its financial statements certain tax positions that the Company has taken or expects to take on income tax returns. The Company recognizes interest accrued related to unrecognized tax benefits in interest expense. Penalties, if incurred, are recognized as a component of income tax expense. The adoption of FIN 48 did not have a material effect on the Company's financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 prescribes a single definition of fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company does not believe the adoption of SFAS No. 157 will have a material impact on its financial condition or results of operations. SFAS No. 157 is

effective for the Company's interim reporting period beginning January 1, 2008.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. This statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. The Company does not believe the adoption of SFAS No. 159 will have a material impact on its financial condition or results of operations. SFAS No. 159 is effective for the Company's interim reporting period beginning January 1, 2008.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of OperationsForward-Looking Statements

Any forward looking statements made herein are based on current expectations of the Company, involve a number of risks and uncertainties and should not be considered as guarantees of future performance. The factors that could cause actual results to differ materially include: interruptions or cancellation of existing contracts, inability to integrate acquisitions, impact of competitive products and pricing, product demand and market acceptance risks, the presence of competitors with greater financial resources than the Company, product development and commercialization risks, and changing economic conditions in developing countries. More information about factors that potentially could affect the Company's financial results is included in the Company's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-KSB for the year ended December 31, 2006.

Overview

Arrhythmia Research Technology, Inc. ("ART") is engaged in the licensing of medical software, which acquires data and analyzes electrical impulses of the heart to aid in the detection of patients who may be at risk for potentially lethal arrhythmias. Micron Products, Inc. ("Micron"), a wholly owned subsidiary, is the primary source of consolidated revenues. Micron manufactures disposable electrode sensors used as a component part in the manufacture of integrated disposable electro-physiological sensors. These disposable medical devices are used world wide in the monitoring of electric signals in various medical applications. The Company has previously acquired and integrated into Micron's facility a custom plastic injection molding company now called the New England Molders division ("NEM"). In January 2006, the Company formed a new division called Micron Integrated Technologies ("MIT") which provides end-to-end product life cycle management through a comprehensive portfolio of value-added services such as design, engineering, prototyping, manufacturing, machining, assembly and packaging. In December 2006, the Company acquired the operating assets of Leominster Tool Co. Inc. adding the capability to manufacture tooling required for plastic injection molding.

Results of OperationsResults of Operations

Revenue for the three months ended March 31, 2007 was \$5,009,276 versus \$4,269,047 for the three months ended March 31, 2006, an increase of 17%. Micron's medical sensors and snaps with silver surcharge decreased by \$510,000 while high volume precision molded products and other miscellaneous sales increased by \$90,000. More than half of the decrease in sensors and snaps sales was due to a precipitous drop in European sensor sales, primarily due to excessive customer inventory levels. The remaining decrease was due to the shift of a customer's orders normally filled by Micron to a competitor due to pricing differences. Revenue from NEM's custom molded products increased \$532,000, and MIT's products increased \$419,000 to offset the decrease in sensors for the three months of 2007. The new Leominster Tool division contributed \$209,000 to the increase in revenue for the quarter. There were no sales of the Company's SAECG products in the first quarter of 2007 or 2006.

Revenue from domestic and foreign sales for the first three months is as follows:

| | <u>Three Months Ending March 31,</u> | | | |
|---------------|--------------------------------------|----|--------------|----|
| | 2007 | % | 2006 | % |
| United States | \$ 2,766,622 | 55 | \$ 1,703,013 | 40 |
| Canada | 1,302,770 | 26 | 1,366,306 | 32 |
| Europe | 737,683 | 15 | 1,064,481 | 25 |
| Pacific Rim | 93,800 | 2 | 57,585 | 1 |

| | | | | |
|-------|--------------|-----|--------------|-----|
| Other | 108,401 | 2 | 77,662 | 2 |
| Total | \$ 5,009,276 | 100 | \$ 4,269,047 | 100 |

The significant increase in domestic sales was a result of the MIT division's sales and increases in the NEM division's domestic sales. Canadian and European sales decreases are the result of reduction in volume due to higher inventory at our customers and loss in volume of one product in Micron's electrophysiological sensor and snap product line and decreases in silver surcharge collected.

Cost of sales was 79% of revenue for the three months ended March 31, 2007 compared to 68% of revenue for the same period in 2006. A change in product mix and decrease in volume in the sensor business had an impact in the first quarter. Volume increases in NEM and MIT divisions were of a lower gross profit percentage product than typical for the Micron sensors. Although management has been successful in stabilizing a portion of the electricity costs by negotiating a long-term purchase agreement, natural gas and resin costs continue to rise. The inability to increase our prices in the competitive global marketplace hinders passing material cost increases to our customers excluding the escalating cost of silver. The Leominster Tool division has not yet been fully integrated to take advantage of some of the expected synergistic benefits. Management continues to investigate strategies to stabilize the overall gross margin without sacrificing product quality.

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Selling and marketing expense was \$183,673 for the three months ended March 31, 2007 as compared to \$142,455 for the same period in 2006. The selling and marketing expense was 3.7% of sales in the three months ended March 31, 2007 as compared to 3.3% of sales for the same period in 2006. The Company expects selling expense as a percentage of sales to remain relatively constant over the remainder of 2007.

General and administrative expense was \$505,294 for the three months ended March 31, 2007 as compared to \$385,976 for the same period in 2006. The increase was related to salary increases, additional administrative personnel, and technology upgrades in preparation for Section 404 of the Sarbanes-Oxley Act of 2002 compliance. The cost associated with the internal control documentation will begin in the second quarter of 2007, as the Company implements a new enterprise solution to improve data collection and reporting in all aspects of the business.

Research and development expense was \$13,852 for the three months ended March 31, 2007 as compared to \$17,456 for the same period in 2006. The expense was related to ART's product, Predicto[®]7. Although base development work on Predictor 7 has been completed, product testing costs were expended to support a research project utilizing ART's proprietary Signal Averaged ECG products and patented algorithms.

Other expense, net was \$10,330 versus \$14,887 for the three months ended March 31, 2007 and 2006, respectively. A portion of this expense was related to the replacement of older factory equipment with new equipment.

Income taxes as a percent of income before income taxes were 33% and 35% for the three months ended March 31, 2007 and 2006, respectively. Management will continue to seek to implement any tax planning opportunities that could effectively reduce the Company's income tax provision in the future.

Liquidity and Capital Resources

Working capital was \$6,748,951 at March 31, 2007 compared to \$6,501,191 at December 31, 2006, an increase of \$247,760. The higher accounts receivable reflects the increase in revenues. This increase was partially offset by an increase in accounts payable. Capital investment could decrease working capital further with any significant investment resulting from future acquisition of assets or businesses, significant expansion of production capacity, a medical study, or further software development.

Net capital expenditures were \$360,392 for the first three months of 2007 as compared to \$343,391 for the same period in 2006. The majority of the capital expenditures in the first three months of 2007 and 2006 were for the acquisition of additional production machinery and equipment, including upgrades in and replacement of existing machinery and tooling.

The Company has an unsecured \$1,000,000 credit line with a large multinational bank. No funds have been drawn down on the line as of March 31, 2007 or December 31, 2006.

The Company expects to meet cash demands for its operations at current levels with current operating cash flows for the foreseeable future.

Critical Accounting Policies

The preparation of financial statements and related disclosures in conformity with generally accepted accounting principles requires management to make judgments, assumptions and estimates that affect the amounts reported. Certain of these significant accounting policies are considered to be critical accounting policies, as defined below.

A critical accounting policy is defined as one that is both material to the presentation of the Company's financial statements and requires management to make difficult, subjective, and complex judgments that could have a material effect on the Company's financial condition and results of operations. Specifically, critical accounting estimates have

the following attributes: 1) the Company is required to make assumptions about matters that are highly uncertain at the time of the estimate; and 2) different estimates the Company could reasonably have used, or changes in the estimate that are reasonably likely to occur, would have a material effect on the Company's financial condition or results of operations.

Estimates and assumptions about future events and their effects cannot be determined with certainty. The Company bases its estimates on historical experience and on various other assumptions believed to be applicable and reasonable under the circumstances. These estimates may change as new events occur, as additional information is obtained and as the Company's operating environment changes. These changes have historically been minor and have been included in the consolidated financial statements as soon as they became known. In addition, management is periodically faced with uncertainties, the outcomes of which are not within its control and will not be known for prolonged periods of time. These uncertainties are discussed in the section above entitled "Forward-looking Statements." Based on a critical assessment of its accounting policies and the underlying judgments and uncertainties affecting the application of those policies, management believes that the Company's consolidated financial statements are fairly stated in accordance with generally accepted accounting principles, and present a meaningful presentation of the Company's financial condition and results of operations.

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Management believes that the following are critical accounting policies:

Revenue Recognition and Accounts Receivable

Revenues from the sale of products are recorded when the product is shipped, title and risk of loss have transferred to the purchaser, payment terms are fixed or determinable and payment is reasonably assured.

The financing of customer purchased tooling utilizes the direct financing method of revenue recognition. This requires the gain or loss on the sale of the tooling to be recorded at the time the tool is put into service while the expected payments are reflected as a lease receivable.

Based on management's on-going analysis of accounts receivable balances, and after the initial recognition of the revenue, if an event occurs which may adversely affect the ultimate collectibility of the related receivable, management will record an allowance for the bad debt. Bad debts have not had a significant impact on the Company's financial condition, results of operations or cash flows.

Inventory and Inventory Reserves

The Company values its inventory at the lower of cost or market. The Company reviews its inventory for quantities in excess of production requirements, obsolescence and for compliance with internal quality specifications. Any adjustments to inventory would be equal to the difference between the cost of inventory and the estimated net market value based upon assumptions about future demand, market conditions and expected cost to distribute those products to market. If actual market conditions are less favorable than those projected by management, additional inventory reserves may be required.

The Company maintains a reserve for excess, slow moving, and obsolete inventory as well as inventory with a carrying value in excess of its net realizable value. A review of inventory on hand is made at least annually and a provision for excess, slow moving, and obsolete inventory is recorded, if necessary. The review is based on several factors including a current assessment of future product demand, historical experience, and product expiration.

Deferred Tax Assets

The Company assesses its deferred tax assets based upon a more likely than not to be realized criteria. The Company considers future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance.

Asset Impairment - Goodwill

The Company reviews the valuation of goodwill and intangible assets to assess potential impairments on an annual basis. The management evaluates the carrying value of goodwill and other intangible assets in accordance with the guidelines set forth in SFAS 142. The value assigned to intangible assets is determined by a valuation based on estimates and judgment regarding expectations for the success and life cycle of products acquired. To test for impairment, present values of an estimate of future discounted cash flows related to the intangible assets are calculated compared to the value of the intangible asset. Impairment may have a material adverse effect on the Company's financial condition or results of operations. There was no impairment as of March 31, 2007.

Asset Impairment - Long Lived Assets

The Company assesses the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be fully recoverable. When it is determined that the carrying value of such assets may not be recoverable, the Company generally measures any impairment based on projected undiscounted future cash flows

attributed to the asset and its carrying value. If the carrying value exceeds the future discounted cash flows, asset impairment would be recorded.

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Item 3. Controls and Procedures

As of the end of the period covered by this Quarterly Report, the Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer ("the Certifying Officers"), conducted evaluations of the Company's disclosure controls and procedures. As defined under Sections 13a - 15(e) and 15d - 15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the term "disclosure controls and procedures" means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, included the Certifying Officers, to allow timely decisions regarding required disclosures. Based on this evaluation, the Certifying Officers have concluded that the Company's disclosure controls and procedures were effective to ensure that material information is recorded, processed, summarized and reported by management of the Company on a timely basis in order to comply with the Company's disclosure obligations under the Exchange Act and the rules and regulations promulgated thereunder.

Further, there were no changes in the Company's internal control over financial reporting during the Company's first fiscal quarter that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 3A(T). Controls and Procedures

This quarterly report does not include a report of management's assessment regarding internal control over financial reporting or an attestation report of the Company's independent registered public accounting firm due to a transition period established by the rules of the Securities and Exchange Commission.

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PART II - OTHER INFORMATION

Item 6. Exhibits

(a) Exhibits

- 3.0 Articles of Incorporation^(a)
- 3.1 By-laws^(b)
- 10.41 Asset Purchase Agreement, dated May 7, 2004, between Micron Products, Inc. and Shrewsbury Molders, Inc.^(c)
- 10.43* Employment agreement between James E. Rouse and the Company dated December 26th, 2006.^(d)
- 10.44* Employment agreement between David A. Garrison and the Company dated January 1st, 2007.^(d)
- 31.1 Certification of the CEO pursuant to Rule 13a-14(a) or Rule 15(d)-14(a) on page X-1.
- 31.2 Certification of the CFO pursuant to Rule 13a-14(a) or Rule 15(d)-14(a) on page X-2.
- 32.1 Certification pursuant to 18 U.S.C. §1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 on page X-3.
- 32.2 Certification pursuant to 18 U.S.C. §1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 on page X-4.
- 99.1 Press Release dated May 15, 2007 announcing its financial results for the 1st quarter ended March 31, 2007 on page X-5.

* Indicates a management contract or compensatory plan required to be filed as an exhibit.

- (a) Incorporated by reference from the Company's Registration Statement on Form S-18 as filed with the Commission in April 1988, Registration Statement No. 33-20945-FW.
- (b) Incorporated by reference from the Company's Form 10-Q for period ended September 30, 2002 as filed with the Commission in November 2002.
- (c) Incorporated by reference from the Company's Form 8-K as filed with the Commission on May 21, 2004.
- (d) Incorporated by reference from the Company's Form 10-KSB for period ended December 31, 2006 as filed with the Commission in March of 2007.

SIGNATURES

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

ARRHYTHMIA RESEARCH TECHNOLOGY, INC.

By: /s/ James E. Rouse

James E. Rouse
President and Chief Executive Officer
(Principal Executive Officer)

ARRHYTHMIA RESEARCH TECHNOLOGY, INC.

By: /s/ David A. Garrison

David A. Garrison
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

May 16, 2007

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