MARLTON TECHNOLOGIES INC
Form 10-Q
August 12, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2005

OR

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

For the transition period from _______ to_______

Commission file number 1-7708

MARLTON TECHNOLOGIES, INC.
(Exact name of issuer as specified in its charter)

Pennsylvania	22-1825970
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

2828 Charter Road	Philadelphia	PA	19154
(Address of principal executive offices)	City	State	Zip

Issuer's telephone number (215) 676-6900

Former name, former address and former fiscal year, if changed since last report: ____________________

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 such filing requirements for the past 90 days. Yes [ ] No [X]

Indicate by check mark whether the issuer is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Check whether the issuer has filed all documents and reports required to be filed by Section 12, 13 or 15 (d) of the Securities Exchange Act of 1934

subsequent to the distribution of securities under a plan confirmed by court.
Yes ______ No ______

APPLICABLE ONLY TO CORPORATE ISSUERS: State the number of shares outstanding of each of the issuer's classes of common stock as of the last practicable date: 12,939,696

MARLTON TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(UNAUDITED)
(In thousands except share and per share data)

ASSETS	June 30, 2005	December 31 2004
Current:		
Cash and cash equivalents	$ 117	$ 31
Accounts receivable, net of allowance of $609 and $444, respectively	15,705	10,15
Inventories	7,099	7,06
Prepaid and other current assets	1,060	40
Total current assets	23,981	17,93
Property and equipment, net of accumulated depreciation of $11,164 and $10,792, respectively	3,184	2,46
Rental assets, net of accumulated depreciation of $4,548 and $4,239, respectively	2,786	2,87
Goodwill	2,750	2,75
Other intangible assets, net of accumulated amortization of $161	4,979	--
Other assets, net of accumulated amortization of $1,807 and $1,781, respectively	108	12
Notes receivable	140	17
Total assets	$ 37,928	$ 26,33
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long term debt	$ 1,063	$ 8
Accounts payable	6,676	5,59
Accrued expenses and other current liabilities	8,647	7,72
Total current liabilities	16,386	13,40
Long term liabilities:		
Long term debt, net of current portion	9,609	5,07
Other long term liabilities	1,775	--
Total long term liabilities	11,384	5,07
Total liabilities	27,770	18,47
Commitments and contingencies	--	--
Stockholders' equity:		
Preferred stock, no par value - shares authorized 10,000,000; no shares issued or outstanding	--	--
Common stock, no par value - shares authorized 50,000,000; 12,939,696 outstanding at June 30, 2005 and December 31, 2004	--	--

Stock warrants	1,528	74
Additional paid in capital	32,998	32,99
Accumulated deficit	(24,220)	(25,72
	10,306	8,01
Less cost of 148,803 treasury shares	(148)	(14
Total stockholders' equity	10,158	7,86
Total liabilities and stockholders' equity	$ 37,928	$ 26,33

The accompanying notes and the notes to the consolidated financial statements included in the Registrant's Annual Report on Form 10 K are an integral part of these financial statements.

MARLTON TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)
(in thousands except per share data)

	For the three months ended		For the si
	June 30, 2005	June 30, 2004	June 30, 2005
Sales	$ 25,969	$ 20,556	$ 44,805
Cost of sales	20,111	16,301	34,533
Gross profit	5,858	4,255	10,272
Selling	2,815	1,938	4,962
Administrative and general	2,340	1,676	3,549
Operating profit	703	641	1,761
Other income (expense):			
Interest income and other income	35	69	
Interest expense	(187)	(134)	(322)
Income before income taxes	551	507	1,508
Provision for income taxes	--	--	--
Net income	551	507	1,508
Net income per common share:			
Basic	$ 0.04	$ 0.04	$ 0.12
Diluted	$ 0.03	$ 0.04	$ 0.09

The accompanying notes and the notes in the consolidated financial statements included in the Registrant's Annual Report on Form 10K are an integral part of these financial statements.

MARLTON TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(In thousands)

	For the six months ended June 30, 2005	2004
Cash flows from operating activities:		
Net income	$ 1,508	$ 1,412
Adjustments to reconcile net income to cash used in operating activities:		
Depreciation and amortization	869	1,129
Change in assets and liabilities:		
Increase in accounts receivable, net	(4,235)	(7,188)
(Increase) decrease in inventories	536	(300)
(Increase) decrease in prepaid and other current assets	(660)	79
Decrease in notes and other receivables	38	40
Increase in accounts payable, accrued expenses and other current liabilities	469	993
Net cash used in operating activities	(1,475)	(3,835)
Cash flows from investing activities:		
Acquisition of business	(2,752)	--
Capital expenditures	(496)	(472)
Proceeds from affiliate	32	88
Net cash used in investing activities	(3,216)	(384)
Cash flows from financing activities:		
Proceeds from revolving credit facility, net	3,683	4,582
Proceeds from term loan, net	900	--
Payments for leasehold improvement obligation	(25)	(22)
Payments for capital lease obligation	(21)	--
Payments for loan origination fees	(40)	(133)
Payments for acquisition obligation	--	(22)
Proceeds from capital lease obligation	--	59
Net cash provided by financing activities	4,497	4,464
(Decrease) increase in cash and cash equivalents	(194)	245
Cash and cash equivalents - beginning of period	311	241
Cash and cash equivalents - end of period	$ 117	$ 486

SUPPLEMENTAL SCHEDULE OF NON CASH INVESTING ACTIVITIES

Acquisition of Showtime Enterprises, Inc. Assets and Specified

Liabilities:

Cash purchase price	$ 2,752
Long term debt incurred	982
Other long term liabilities incurred	1,775
Fair value of stock warrants	786
Total purchase price	$ 6,295
Working capital acquired	$ 343
Fair value of property, equipment and rental assets acquired	812
Covenants not to compete acquired	570
Customer relationships acquired	4,570
Total purchase price	$ 6,295

The accompanying notes and the notes in the consolidated financial statements included in theRegistrant's Annual Report on Form 10 K are an integral part of these financial statements.

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MARLTON TECHNOLOGIES, INC. AND SUBSDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. BASIS OF PRESENTATION:

The consolidated financial statements included herein are unaudited and have been prepared in accordance with generally accepted accounting principles for interim financial reporting and Securities and Exchange Commission regulations. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, the financial statements reflect all adjustments (of a normal and recurring nature), which are necessary to present fairly the financial position, results of operations and cash flows for the interim periods. Operating results for the quarter and six month periods are not necessarily indicative of the results that may be expected for the full year or for future periods. These financial statements should be read in conjunction with the Form 10-K for the year ended December 31, 2004.

2. ACQUISITION OF BUSINESS:

On March 15, 2005, Sparks Exhibits & Environments Corp., a subsidiary of the Company, acquired substantially all of the assets and assumed specified liabilities of Showtime Enterprises, Inc. and its subsidiary, Showtime Enterprises West, Inc. (collectively "Showtime"). Showtime designed, marketed and produced trade show exhibits, point of purchase displays, museums and premium incentive plans. Showtime had sales of approximately $21 million in 2004. The aggregate purchase price was $6.3 million, comprised of $2.8 million paid in cash, $1.7 million for contingent royalty and percentage of sales payments, $1 million of long-term debt assumption and $0.8 million for stock warrants. The Company financed this acquisition by increasing its revolving credit facility borrowing capacity and obtaining a new term loan. The Company's Audit Committee engaged the Company's registered public accounting firm to perform the required audit of Showtime's financial statements. It was subsequently determined that such audit could not be performed. The inability to file these audited financial statements may limit the Company's ability to engage in certain types of transactions requiring Securities and Exchange Commission review, including without limitation, public offerings and certain private offerings of securities and business combination transactions requiring shareholder approval.

The estimated fair values of the assets acquired and liabilities assumed are summarized in the following table. The allocation of the purchase price to the business acquired is preliminary and may be adjusted based on completion of third party appraisals.

At March 15, 2005 (in thousands)	
Current assets	$1,880
Property, equipment and rental assets	812
Covenants not to compete	570
Customer relationships	4,570
	$7,832
Current liabilities	$1,537
Long-term debt	982
Other long-term liabilities	1,775
Stock warrants	786
Net assets acquired	$2,752

Covenants not to compete will be amortized over 6 years and customer relationships will be amortized over an estimated life of 10 years. The covenants not to compete and customer relationships will be reviewed annually by management for impairment.

3. MAJOR CUSTOMERS AND CONCENTRATIONS:

During the first six months of 2005, one customer accounted for 12.3% of the Company's total sales and another customer accounted for 11% of the Company's total sales. During the first six months of 2004, one of these customers accounted for 15.6% of the Company's total sales.

At June 30, 2005, two customers accounted for 29.7% of total accounts receivable. At June 30, 2004 these customers accounted for 31% of total accounts receivable.

4. PER SHARE DATA:

The following table sets forth the computation of basic and diluted net income per common share (in thousands except per share data):

	Three months ended June 30, 2005	June 30, 2004	Six months ended June 30, 2005	June 200
Net income	$ 551	$ 507	$ 1,508	$
Weighted average common shares outstanding used to compute basic net income per common share	12,940	12,845	12,940	1
Additional common shares to be issued assuming the exercise of stock options, net of shares assumed reacquired	3,639	1,363	3,631	
Total shares used to compute diluted net income per common share	16,579	14,208	16,571	1
Basic net income per share	$ 0.04	$ 0.04	$ 0.12	$
Diluted net income per share	$ 0.03	$ 0.04	$ 0.09	$

Excluded in the computation of diluted income per common share were outstanding options and warrants to purchase 1,120,000 shares of common stock at June 30, 2005 and 233,336 shares of common stock at June 30, 2004 because the option or warrant exercise prices were greater than the market price of the common shares.

MARLTON TECHNOLOGIES, INC. AND SUBSDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

5. INVENTORIES:

Inventories, as of the respective dates, consist of the following (in thousands):

	June 30, 2005	December 31, 2004
Raw materials	$ 589	$ 440
Work in process	2,970	3,231
Finished goods	3,540	3,398
	$ 7,099	$ 7,069

6. RECENTLY ISSUED ACCOUNTING STANDARDS

In June 2002, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 146, "Accounting for Exit or Disposal Activities" ("FAS 146"). FAS 146 addresses significant issues regarding the recognition, measurement, and reporting of costs associated with exit and disposal activities, including restructuring activities that are currently accounted for pursuant to the guidance that the Emerging Issues Task Force ("EITF") has set forth in EITF Issue No. 94-3, "Liability Recognition for

Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." Effective in the first quarter of 2003, the Company adopted the provisions of FAS 146. This new accounting principle had an impact on the timing and recognition of costs associated with the Showtime acquisition and subsequent relocation and integration.

In December 2004, FASB issued FASB Statement No. 123 (revised 2004), Share-Based Payment ("FAS123(R)" or the "Statement"). FAS 123(R) requires that the compensation cost relating to share-based payment transactions, including grants of employee stock options, be recognized in financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued. FAS 123(R) covers a wide range of share-based compensation arrangements including stock options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans. The effect of the Statement will require entities to measure the cost of employee services received in exchange for stock options based on the grant-date fair value of the award, and to recognize the cost over the period the employee is required to provide services for the award. FAS 123(R) permits entities to use any option-pricing model that meets the fair value objective in the Statement. The Company will be required to apply FAS 123(R) starting January 1, 2006. FAS 123(R) allows two methods for determining the effects of the transition: the modified prospective transition method and the modified retrospective method of transition. Under the modified prospective transition method, an entity would use the fair value based accounting method for all employee awards granted, modified, or settled after the effective date. As of the effective date, compensation cost related to the non-vested portion of awards outstanding as of that date would be based on the grant-date fair value of those awards as calculated under the original provisions of Statement No. 123; that is, an entity would not re-measure the grant-date fair value estimate of the unvested portion of awards granted prior to the effective date of FAS 123(R). An entity will have the further option to either apply the Statement to only the quarters in the period of adoption and subsequent periods, or apply the Statement to all quarters in the fiscal year of adoption. Under the modified retrospective method of transition, an entity would revise its previously issued financial statements to recognize employee compensation cost for prior periods presented in

accordance with the original provisions of Statement No. 123. Although it has not yet completed its study of the transition methods, the Company believes it will elect the modified prospective transition method. Under this method, the Company estimates that the adoption of FAS 123(R) would require the Company to record approximately $15,000 of stock compensation expense in 2005 related to employee options issued and outstanding at December 31, 2004 and $27,000 of stock compensation expense in 2005 related to employee options issued in the second quarter of 2005. Based on expected vesting of stock options outstanding at June 30, 2005, the Company may record compensation expense of approximately $300,000 beginning in 2006 through 2010. Any further impact of this Statement on the Company in fiscal 2005 and beyond will depend upon various factors including future compensation strategy. The pro forma compensation costs are calculated using the Black-Scholes option pricing model and may not be indicative of amounts which should be expected in future years.

7. STOCK-BASED COMPENSATION

The Company accounts for grants of stock options under its stock option plans based on the recognition and measurement principles of APB Opinion No. 25 and related Interpretations. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of FASB Statement No. 123 to stock-based employee compensation (in thousands except per share data):

	For the three months ended June 30, 2005	For the three months ended June 30, 2004	For the six months ended June 30, 2005	For the six months ended June 30, 2004
Net income, as reported	$ 551	$ 507	$ 1,508	$ 1,412
Deduct: Total stock-based employee compensation expense determined under fair value based method, net of tax	(62)	(21)	(92)	(35)
Pro forma net income	$ 489	$ 486	$ 1,416	$ 1,377
Earnings per share:				
Basic:				
As Reported	$ 0.04	$ 0.04	$ 0.12	$ 0.11
Pro forma	$ 0.04	$ 0.04	$ 0.11	$ 0.11
Diluted:				
As reported	$ 0.03	$ 0.04	$ 0.09	$ 0.10
Pro forma	$ 0.03	$ 0.03	$ 0.09	$ 0.10

The fair value of each option grant is estimated on the date of the grant using the Black-Scholes option-pricing model.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

For the three and six month periods ended June 30, 2005 and 2004.

Sales

	Three Months Ended (In thousands) June 30, 2005	June 30, 2004	% Incr

Trade show exhibits group	$ 17,466	$ 13,492	
Permanent and scenic displays group	8,503	7,064	
Total sales	$ 25,969	$ 20,556	

	Six Months Ended (In thousands)		
	June 30, 2005	June 30, 2004	% Incr
Trade show exhibits group	$ 30,879	$ 26,701	
Permanent and scenic displays group	13,926	12,404	
Total sales	$ 44,805	$ 39,105	

Total net sales of $26 million for the second quarter of 2005 increased 26.3% from the second quarter of 2004, and total net sales of $44.8 million for the first six months of 2005 increased 14.6% above the comparable prior year period. The second quarter increase was principally attributable to incremental sales of approximately $4 million resulting from the Showtime business acquired on March 15, 2005. The sales increase for the first six months of 2005 was primarily due to sales contributed by the Showtime business in the second quarter as well as to sales to new customers obtained in the second half of 2004.

Gross Profit

Gross profit, as a percentage of net sales, increased to 22.6% in the second quarter of 2005 from 20.7% in the same prior year period and was essentially unchanged from 23% for the first six months periods. The second quarter improvement was due to several factors, including lease termination expense of $0.2 million accrued in the second quarter of 2004 in connection with the Company's consolidation of its West Coast operations and favorable second quarter 2005 sales mix realized for the Company's trade show exhibit businesses. The unchanged gross margin percentage for the first six months of 2005 was the net result of these second quarter factors, offset by transition costs incurred in connection with the Showtime business acquisition.

Selling Expenses

Selling expenses increased $0.9 million in the second quarter of 2005 and $0.8 million for the first half of 2005 from the corresponding prior year periods. As a percentage of net sales, selling expenses increased to 10.8% and 11.1% in the second quarter and first half of 2005, respectively, from 9.4% and 10.6% for the same 2004 periods. These increases were largely the result of transition costs incurred in connection with the Showtime business acquisition. Such costs are expected to decrease as a percentage of sales in the second half of 2005.

Administrative and General Expenses

Administrative and general expenses increased $0.7 million in the second quarter of 2005 and $0.3 million in the first half of 2005 from the expense levels for the comparable periods of 2004. The second quarter increase was primarily due to costs of $0.3 million to relocate the primary Showtime facility from Paulsboro, New Jersey to Philadelphia, Pennsylvania and amortization expense of $0.2 related to the acquired Showtime assets. The increase in general and administrative expenses for the first half of 2005 was due to these second quarter factors, partially offset by a net bad debt recovery of $0.4 million recognized in the first quarter of 2005.

Operating Profit

Operating profit increased to $703,000 for the second quarter of 2005 from $641,000 for the same 2004 period. For the first half of 2005, operating profit increased to $1.8 million from $1.6 million reported for the first half of 2004. These increases were primarily due to higher sales, largely offset by relocation and transition costs incurred in connection with the Showtime business acquisition.

Other Income/(Expense)

Interest expense increased to $187,000 in the second quarter of 2005 from $134,000 in the same 2004 period and to $322,000 for the first half of 2005 from $225,000 for the first half of 2004. These increases were primarily due to higher borrowing from the Company's revolving credit facility largely as a result of financing higher accounts receivable as well as the Showtime business acquisition and as a result of higher interest rates on the Company's credit facility discussed below.

Provision for Income Taxes

The Company is currently using operating loss carry forwards to offset its taxable income. As a result, the Company did not record an income tax provision in the first two quarters of 2005 or 2004. The Company currently has a full valuation allowance against its operating loss carry forwards. This allowance is reviewed by management for possible recovery on a periodic basis.

Net Income

The Company generated net income of $551,000 ($0.03 per fully diluted share) in the second quarter of 2005 and $1.5 million ($0.09 per fully diluted share) in the first half of 2005 as compared with $507,000 ($0.04 per fully diluted share) and $1.4 million ($0.10 per fully diluted share) for the comparable 2004 periods. These improvements were principally attributable to higher sales volume, largely offset by transition and relocation costs incurred in connection with the Showtime business acquisition.

Backlog

The Company's backlog of orders was approximately $36 million at June 30, 2005 and $18 million at June 30, 2004. This increase includes large multi-year permanent exhibit projects, as well as the backlog of orders from the Showtime business and new customers. The increase in the backlog is expected to yield lower gross profit margins, as a percentage of sales. Specifically, a significant portion of the backlog increase is related to permanent and scenic display projects which generally yield lower gross profit margins than the Company's trade show exhibit and other projects.

LIQUIDITY AND CAPITAL RESOURCES

On February 6, 2004, the Company replaced its revolving credit and security agreement with a new credit facility provided by a commercial asset-based lender. The new credit facility originally expired on February 6, 2007 and provided for maximum borrowing capacity of up to $12 million based on a percentage of eligible accounts receivable and inventories. This facility has interest based on the 30-day dealer placed commercial paper rate plus a formula-determined spread, restricts the Company's ability to pay dividends, and includes certain financial covenants (fixed charge coverage ratio and maximum capital expenditure amount). The effective interest rate for this credit facility was 6.81% at June 30, 2005.

On March 21, 2005, the Company amended its credit facility to increase the maximum borrowing capacity from $12 million to $15 million, to increase the maximum borrowings on certain inventories and to extend the term by one year to February 6, 2008. The Company also obtained a one-year term loan for $1 million, bearing interest at the commercial paper rate plus 3.75% and requiring monthly principal payments of $25,000 starting on April 1, 2005, with the remaining balance of $700,000 due on March 21, 2006. This credit facility amendment and term loan were obtained to finance the Showtime acquisition. The Company had borrowings of approximately $8.8 million and additional borrowing capacity of approximately $4.3 million at June 30, 2005.

The Company's working capital increased $3.1 million in the first quarter of 2005 to $7.6 million at June 30, 2005 from $4.5 million at December 31, 2004, largely due to a $5.5 million increase in accounts receivable, partially offset by a $3 million increase in current liabilities. The accounts receivable increase was principally attributable to higher sales at the end of the second quarter as compared with sales at the end of 2004. The increase in current liabilities was the result of higher volume and the term loan discussed above.

The Company anticipates capital expenditures of approximately $1 million for 2005.

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The Company has lease commitments for certain facilities under non-cancelable operating leases. Timing of future lease commitments as well as maturities of long-term debt are as follows:

		Payment due by period (in thousands)			
Contractual Obligations	Total	Less than 1 Year-2005	1-3 Years	3-5 Years	More than 5 Years
Long-Term Debt Obligations	$ 10,672	$ 1,063	$ 9,609	$ --	$ --
Capital Lease Obligations	--	--	--	--	--
Operating Lease Obligations	6,492	1,199	4,567	726	--
Purchase Obligations	--	--	--	--	
Other Long-Term Liabilities Reflected on the Registrant's Balance Sheet Under GAAP	1,775	--	1,318	457	--

Total	$ 18,939	$ 2,262	$ 15,494	$ 1,183	--

The Company jointly leases a 31,000 square foot facility with International Expo Services ("IES"), in which the Company holds a minority interest. The annual lease commitment for this facility is $214,000 through September 22, 2007, which is not included with the above future operating lease commitments since IES occupies this entire facility and pays the rent.

The Company leases a facility from a partnership controlled by two shareholders of the Company. This lease, which expires on May 14, 2019, contains an option for the Company to terminate after May 14, 2009 subject to the landlord's ability to re-rent the premises. The minimum annual rent is $771,000 through May 14, 2009 and is reset thereafter (not included in the table above). The Company is also responsible for taxes, insurance and other operating expenses for this facility.

OUTLOOK

The Company expects sales volume in 2005 to increase from the 2004 sales level due to new clients and the Showtime acquisition. Sales increases from a higher backlog of orders are expected to yield lower margins due to less favorable sales mix.

The Company wrote off accounts receivable and inventories in 2001 as a result of K-Mart, a Sparks Custom Retail LLC customer, filing for bankruptcy. The subsequent settlement from its bankruptcy claim was for shares of Sears Holding Corp (previously K-Mart) common stock. Based on the current market price of Sears Holding Corp common stock, the Company has a contingent additional bad debt recovery of approximately $115,000 for the remaining 753 shares from this bankruptcy settlement.

The Company acquired a past-due accounts receivable from mPhase Technologies, Inc. ("mPhase") in connection with the 2003 acquisition of Exhibit Crafts, Inc. In March 2005, the Company settled the claim with this customer for 213,000 shares of mPhase restricted common stock. Based on the current market value of this common stock, the Company has a contingent gain of approximately $50,000. Any gain will be recognized when the restrictions on the Company's right to sell this common stock expire.

RECENTLY ISSUED ACCOUNTING STANDARDS

In June 2002, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 146, "Accounting for Exit or Disposal Activities" ("FAS 146"). FAS 146 addresses significant issues regarding the recognition, measurement, and reporting of costs associated with exit and disposal activities, including restructuring activities that are currently accounted for pursuant to the guidance that the Emerging Issues Task Force ("EITF") has set forth in EITF Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." Effective in the first quarter of 2003, the Company adopted the provisions of FAS 146. This new accounting principle had an impact on the timing and recognition of costs associated with the Showtime acquisition and subsequent relocation and integration.

In December 2004, FASB issued FASB Statement No. 123 (revised 2004), Share-Based Payment ("FAS123(R)" or the "Statement"). FAS 123(R) requires that the compensation cost relating to share-based payment transactions, including grants of employee stock options, be recognized in financial statements. That cost will be measured based on the fair value of the equity or liability instruments issued. FAS 123(R) covers a wide range of share-based compensation arrangements including stock options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans. The effect of the Statement will require entities to measure the cost of employee services received in exchange for stock options based on the grant-date fair value of the award, and to recognize the cost over the period the employee is required to provide services for the award. FAS 123(R) permits entities to use any option-pricing model that meets the fair value objective in the Statement. The Company will be required to apply FAS 123(R) starting January 1, 2006. FAS 123(R) allows two methods for determining the effects of the transition: the modified prospective transition method and the modified retrospective method of transition. Under the modified prospective transition method, an entity would use the fair value based accounting method for all employee awards granted, modified, or settled after the effective date. As of the effective date, compensation cost related to the non-vested portion of awards outstanding as of that date would be based on the grant-date fair value of those awards as calculated under the original provisions of Statement No. 123; that is, an entity would not re-measure the grant-date fair value estimate of the unvested portion of awards granted prior to the effective date of FAS 123(R). An entity will have the further option to either apply the Statement to only the quarters in the period of adoption and subsequent periods, or apply the Statement to all quarters in the fiscal year of adoption. Under the modified retrospective method of transition, an entity would revise its previously issued financial statements to recognize employee compensation cost for prior periods presented in accordance with the original provisions of Statement No. 123. Although it has not yet completed its study of the transition methods, the Company believes it will elect the modified prospective transition method. Under this method, the Company estimates that the adoption of FAS 123(R) would require the Company to record approximately $15,000 of stock compensation expense in 2005 related to employee options issued and outstanding at December 31, 2004 and $27,000 of stock compensation expense in 2005 related to employee options issued in the second quarter of 2005. Based on expected vesting of stock options outstanding at June 30, 2005, the Company may record compensation expense of approximately $300,000 in each of 2006 through 2010. Any further impact of this Statement on the Company in fiscal 2005 and beyond will depend upon various factors including future compensation strategy. The pro forma compensation costs are calculated using the Black-Scholes option pricing model and may not be indicative of amounts which should be expected in future years.

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements. When used in this report, the words "intends," "believes," "plans," "expects," "anticipates," "probable," "could" and similar words are used to identify these forward looking statements. In connection with the "safe harbor" provisions of the Private Securities

Litigation Reform Act of 1995, there are certain important factors that could cause the Company's actual results to differ materially from those included in such forward-looking statements. Some of the important factors which could cause actual results to differ materially from those projected include, but are not limited to: the Company's ability to integrate the acquired Showtime business and maintain the customer base; the Company's ability to continue to identify and enter new markets and expand existing business; continued availability of financing to provide additional sources of funding for capital expenditures, working capital and investments; the effects of competition on products and pricing; growth and acceptance of new product lines through the Company's sales and marketing programs; changes in material and labor prices from suppliers; changes in customers' financial condition; the Company's ability to attract and retain competent employees; the Company's ability to add and retain customers; changes in sales mix; the Company's ability to integrate and upgrade technology; uncertainties regarding accidents or litigation which may arise; the financial impact of facilities consolidations; uncertainties about the impact of the threat of future terrorist attacks on business travel and related trade show attendance; and the effects of, and changes in the economy, monetary and fiscal policies, laws and regulations, inflation and monetary fluctuations as well as fluctuations in interest rates, both on a national and international basis.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Fluctuations in interest rates, foreign currency exchange rates and commodity prices do not significantly affect the Company's financial position and results of operations. The Company's revolving credit facility bears an interest rate based on 30-day dealer placed commercial paper rate, plus a formula amount based on the Company's fixed charge ratio, which resulted in 6.81% at June 30, 2005.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures

The Company established a Disclosure Committee chaired by the Company's Chief Financial Officer and comprised of managers representing the Company's major areas, including financial reporting and control, sales, operations and information technology. This Committee carried out an evaluation of the effectiveness and operation of the Company's disclosure controls and procedures, and established ongoing procedures to monitor and evaluate these controls and procedures in the future. Based upon that evaluation, within the 90 days prior to the date of this report, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in alerting them on a timely basis to material information relating to the Company (including its consolidated subsidiaries) required to be included in the Company's periodic SEC filings.

(b) Changes in internal controls

There were no changes in the Company's internal controls over financial reporting identified in connection with the Item 4 (a) evaluation that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Exhibits

EXHIBIT NO.	DESCRIPTION OF EXHIBIT

2.1	Agreement and Plan of Merger of the Company (Incorporated by reference to the Company's Proxy Statement dated September 27, 2001, filed with the Commission).
2.2	Asset Purchase Agreement made as of January 11, 2005, by and among Showtime Enterprises, Inc., Showtime Enterprises West, Inc., and Sparks Exhibits & Environments Corp. (Incorporated by reference to Exhibit 2.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
2.3	Order entered March 4, 2005 in the United States Bankruptcy Court for the District of New Jersey in Showtime Enterprises, Inc. and Showtime Enterprises West, Inc. (Case Nos. 05-11089 and 05-11090). (Incorporated by reference to Exhibit 2.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
3.1	Articles of Incorporation of the Company (Incorporated by reference to the Company's Proxy Statement dated September 27, 2001, filed with the Commission).
3.2	Amended and Restated By-laws of the Company (Incorporated by reference to Exhibit 3(ii)(a) of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002, filed with the Commission).
4.1	Warrant issued to Argosy Investment Partners II, L.P. to acquire shares of Marlton common stock at an exercise price of $0.98 per share (Incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
4.2	Warrant issued to Argosy Investment Partners II, L.P. to acquire shares of Marlton common stock at an exercise price of $1.48 per share. (Incorporated by reference to Exhibit 4.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
4.3	Warrant issued to Alliance Mezzanine Investors, L.P. to acquire shares of Marlton common stock at an exercise price of $0.98 per share. (Incorporated by reference to Exhibit 4.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).

4.4	Warrant issued to Alliance Mezzanine Investors, L.P. to acquire shares of Marlton common stock at an exercise price of $1.48 per share. (Incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the

Commission).

10.1	Amended and Restated Employment Agreement dated November 20, 2001 between the Company and Robert B. Ginsburg (Incorporated by reference to the Company's September 27, 2001 Proxy Statement, filed with the Commission).*
10.2	Employment Agreement dated 11/20/01 between the Company and Jeffrey K. Harrow (Incorporated by reference to the Company's September 27, 2001 Proxy Statement, filed with the Commission).*
10.3	Employment Agreement dated 11/20/01 between the Company and Scott Tarte (Incorporated by reference to the Company's September 27, 2001 Proxy Statement, filed with the Commission).*
10.4	Form of Warrants issued by the Company to Jeffrey K. Harrow, Scott Tarte, Robert B. Ginsburg and Alan I. Goldberg on 11/20/01 (Incorporated by reference to the Company's September 27, 2001 Proxy Statement, filed with the Commission). Schedule of grants (Incorporated by reference to Exhibit 10(f) to the Company's Annual Report on Form 10-K for the year ended December 31, 2001, filed with the Commission).
10.5	Stockholders' Agreement dated 11/20/01 among Jeffrey K. Harrow, Scott Tarte, Robert B. Ginsburg and the Company (Incorporated by reference to the Company's September 27, 2001 Proxy Statement, filed with the Commission).*
10.6	Registration Rights Agreement dated 11/20/01 among Jeffrey K. Harrow, Scott Tarte, Robert B. Ginsburg, Alan I. Goldberg and the Company (Incorporated by reference to the Company's September 27, 2001 Proxy Statement, filed with the Commission).
10.7	Amended Agreement of Employment, dated December 11, 1992, between the Company and Alan I. Goldberg. (Incorporated by reference to Exhibit 10(g) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003, filed with the Commission).*
10.8	Letter Agreement dated January 2, 1998 to Amended Employment Agreement with Alan I. Goldberg (Incorporated by reference to Exhibit 7(2) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998, filed with the Commission).*

10.9	Letter Agreement dated 11/20/01 to Amended Employment Agreement with Alan I. Goldberg. (Incorporated by reference to Exhibit 10(k) to the Company's Annual Report on Form 10-K for the year ended December 31, 2001, filed with the Commission).*
10.10	Employment Agreement dated November 24, 1999 with Stephen P. Rolf (Incorporated by reference to Exhibit

	10(l) to the Company Annual Report of Form 10-K for the year ended December 31, 1999, filed with the Commission).*
10.11	Option Agreement dated January 10, 2000 with Stephen P. Rolf (Incorporated by reference to Exhibit 10(x) to the Company Quarterly Report on Form 10-Q for the quarter ended June 30, 2000, filed with the Commission).*
10.12	Option Agreements with Outside Directors (Incorporated by reference to Company Proxy Statement dated April 30, 1999, filed with the Commission).*
10.13	Option Agreements dated August 7, 2000 with Outside Directors (Incorporated by reference to Exhibit 10(x) to the Company Quarterly Report on Form 10-Q for the quarter ended June 30, 2000, filed with the Commission).*
10.14	Option Agreements dated March 1, 2002 with Outside Directors (Incorporated by reference to Exhibit 10(e) to the Company's Annual Report on Form 10-K for the year ended December 31, 2001, filed with the Commission).*
10.15	2000 Equity Incentive Plan (Incorporated by reference to Exhibit 10(n) to the Company's Annual Report on Form 10-K for the year ended December 31, 2001, filed with the Commission).*
10.16	2001 Equity Incentive Plan (Incorporated by reference to Exhibit 10(ee) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001, filed with the Commission).*
10.17	Lease for Premises located at 2828 Charter Road, Philadelphia, PA dated May 14, 1999 (Incorporated by reference to Exhibit 10(f) to the Company Annual Report on Form 10-K for the year ended December 31, 1999, filed with the Commission).
10.18	Amendment to Lease 2828 Charter Road, Philadelphia, PA dated February 25, 2000 (Incorporated by reference to Exhibit 10(g) to the Company's Annual Report on Form 10-K for the year ended December 31, 1999, filed with the Commission).

10.19	Lease for Premises located at 8125 Troon Circle, Austell, GA 30001 (Incorporated by reference to Exhibit 10(s) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003, filed with the Commission).
10.20	Exhibit removed.
10.21	Loan and Security Agreement dated as of February 6, 2004 with General Electric Capital Corporation. (Incorporated by reference to Exhibit 10(u)) to the Company's Annual

	Report on Form 10-KK for the year ended December 31, 2003, filed with the Commission).
10.22	Option Agreement dated June 3, 2002 with Robert B. Ginsburg (Incorporated by reference to Exhibit 10(cc) to the Company`s Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed with the Commission).*
10.23	Option Agreement dated June 3, 2002 with Alan I. Goldberg (Incorporated by reference to Exhibit 10(dd) to the Company`s Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed with the Commission).*
10.24	Option Agreement dated October 23, 2002 with Washburn Oberwager (Incorporated by reference to Exhibit 10ee) to the Company`s Quarterly Report on Form 10-Q for the quarter ended September 30, 2002, filed with the Commission).*
10.25	Fourth Amendment to Lease Agreement dated September 11, 2003 for premises located at 8125 Troon Circle, Austell, GA 30001 (Incorporated by reference to Exhibit 10(cc) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003, filed with the Commission).
10.26	Exhibit removed.
10.27	Exhibit removed
10.28	Lease Agreement, First and Second Amendments for Premises located at Building J, 10232 Palm Drive, Santa Fe Springs, CA 90670 (Incorporated by reference to Exhibit 10(ff) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003, filed with the Commission).
10.29	Lease Agreement, First and Second Amendments for Premises located at Building G, Heritage Springs Business Park, Santa Fe Springs (Incorporated by reference to Exhibit 10(gg) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003, filed with the Commission).
10.30	Option Agreement dated May 13, 2004 with Stephen P. Rolf (Incorporated by reference to Exhibit 10(c) to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, filed with the Commission).*

10.31	Fifth Amendment to Lease Agreement dated April 27, 2004 for the Premises located at 8125 Troon Circle, Austell, GA (Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004).

10.32	Lease dated November 17, 1998 by and between Sunset & Valley Distribution Center Joint Venture (the "Joint Venture") and Showtime Enterprises West, Inc. ("Showtime West"), as amended by and together with, the first amendment thereto dated June 22, 1999, the second amendment thereto dated March 31, 2000, by and between The Northwestern Mutual Life Insurance Company ("Northwestern"), Sunset and Valley View Partners ("Partners") and Showtime West the third amendment thereto dated March 27, 2003 by and between Northwestern, Partners and Showtime West and the fourth amendment thereto dated February 29, 2004 by and between Northwestern, Partners and Showtime West. (Incorporated by reference to the Company's Annual Report dated December 31, 2004, filed with the Commission).
10.33	Employment Agreement dated March 15, 2005 by and between Sparks Exhibits & Environments Corp. and David S. Sudjian* (Incorporated by reference to Exhibit 10.33 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
10.34	Employment Agreement dated March 15, 2005 by and between Sparks Exhibits & Environments Corp. and Harold Jensen.* (Incorporated by reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
10.35	Royalty Agreement dated March 15, 2005 by and among Sparks Exhibits & Environments Corp., Argosy Investment Partners II, LP and Alliance Mezzanine Investors, L. P. (Incorporated by reference to Exhibit 10.35 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
10.36	Stock Option Agreement dated as of March 15, 2005 by Marlton Technologies, Inc and David S. Sudjian with respect to the grant of 500,000 shares of Marlton common stock .* (Incorporated by reference to Exhibit 10.36 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
10.37	Stock Option Agreement dated as of March 15, 2005 by Marlton Technologies, Inc and Harold Jensen with respect to the grant of 500,000 shares of Marlton common stock.* ((Incorporated by reference to Exhibit 10.37 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).

10.38	Letter agreement dated March 15, 2005 by and among Sparks Exhibits & Environments Corp., David S. Sudjian and Harold Jensen.* (Incorporated by reference to Exhibit 10.38 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
10.39	First Amendment to Loan and Security Agreement with

	General Electric Capital Corporation (Incorporated by reference to Exhibit 10(f) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004, filed with the Commission).
10.40	Consent and Second Amendment to Loan and Security Agreement dated as of March 15, 2005 by and among General Electric Capital Corporation, Sparks Exhibits & Environments Corp., Sparks Exhibits & Environments, Ltd., Sparks Exhibits & Environments, Inc. and DMS Store Fixtures LLC. (Incorporated by reference to Exhibit 10.40 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
10.41	Term Note issued by Sparks Exhibits & Environments Corp. in favor of General Electric Capital Corporation. (Incorporated by reference to Exhibit 10.41 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
10.42	Note dated April 23, 2002 in favor of the United States Business Administration (the "SBA Note"). (Incorporated by reference to Exhibit 10.42 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
10.43	Promissory Note made by Sparks Exhibits & Environments Corp. in face amount of $257,144 in favor of Argosy Investment Partners II, L.P. (Incorporated by reference to Exhibit 10.43 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
10.44	Promissory Note made by Sparks Exhibits & Environments Corp. in face amount of $142,856 in favor of Alliance Mezzanine Investors, L.P. (Incorporated by reference to Exhibit 10.44 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
10.45	Agreement for Assumption of Indebtedness dated December 14, 2004 by and among the U.S. Small Business Administration, Showtime Enterprises, Inc. and Sparks Exhibits & Environments Corp. (Incorporated by reference to Exhibit 10.45 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).

10.46	Unconditional Guarantee issued by Marlton Technologies, Inc. in favor of the U.S. Small Business Administration with respect to the SBA Note . (Incorporated by reference to Exhibit 10.46 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
10.47	Option Agreement with Jeffrey Harrow dated December 20,

	2004 * (Incorporated by reference to Exhibit 10.47 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed with the Commission).
10.48	Option Agreement with Scott Tarte, dated December 20, 2004 * (Incorporated by reference to Exhibit 10.48 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed with the Commission).
10.49	Agreement dated March 15, 2005 by and between Sparks Exhibits & Environments Corp., Argosy Investment Partners II, L.P. and Alliance Mezzanine Investors, L.P. (Incorporated by reference to Exhibit 10.49 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission).
10.50	Amendment to Employment Agreement with Scott Tarte dated May 12, 2005 (Incorporated by reference to Exhibit 10.50 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed with the Commission).
10.51	Amendment to Employment Agreement with Jeffrey Harrow dated May 12, 2005 (Incorporated by reference to Exhibit 10.51 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed with the Commission).
10.52	Amendment to Employment Agreement with Robert B. Ginsburg dated May 12, 2005 (Incorporated by reference to Exhibit 10.52 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed with the Commission).
10.53	Amendment to Employment Agreement with Alan I. Goldberg dated May 12, 200 (Incorporated by reference to Exhibit 10.53 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed with the Commission).5
10.54	Amendment to Employment Agreement with Stephen P. Rolf dated May 12, 2005 (Incorporated by reference to Exhibit 10.54 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed with the Commission).

14	Code of Ethics (Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2003, filed with the Commission)
21	Subsidiaries of the Company (Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2003, filed with the Commission)
31.1	Rule 13a - 14(a) / 15(d) - 14 (a) Certification, Chief

	Executive Officer
31.2	Rule 13a - 14(a) / 15(d) - 14 (a) Certification, Chief Financial Officer
32	Section 1350 Certifications

SIGNATURES

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

MARLTON TECHNOLOGIES, INC.
By: /s/ Robert B. Ginsburg

Robert B. Ginsburg
President and Chief Executive Officer

By: /s/ Stephen P. Rolf

Stephen P. Rolf
Chief Financial Officer

Dated: August 12, 2005