ULTRALIFE BATTERIES INC
Form 10-Q/A
April 14, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A
Amendment No. 1

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2001

or

[ ] Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from

________________ to ________________

Commission file number 0-20852

ULTRALIFE BATTERIES, INC.
(Exact name of registrant as specified in its charter)

Delaware	16-1387013
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2000 Technology Parkway, Newark, New York 14513
(Address of principal executive offices)
(Zip Code)

(315) 332-7100
(Registrant's telephone number, including area code)

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common stock, $.10 par value - 12,318,956 shares outstanding as of January 31, 2002.

Introductory Note:

This Amendment No. 1 to Form 10-Q/A for Ultralife Batteries, Inc. for the period ended December 31, 2001, dated as of April 11, 2003, is being filed to restate the financial statements and disclosures related to the manner in which the Company had previously accounted for its equity investment in Ultralife Taiwan, Inc. (UTI). The Items from the original Form 10-Q filing that have been impacted are being filed in their entirety with this Amendment and are summarized in the following Table of Contents. (Refer to Note 2 to the consolidated financial statements included in Item 1 herein.)

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

ULTRALIFE BATTERIES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in Thousands, Except Per Share Amounts)

	(unaudited) December 31, 2001 (As Restated; See Note 2)
ASSETS	

Current assets:	
Cash and cash equivalents	$ 706
Available-for-sale securities	968
Restricted cash	1,300
Trade accounts receivable (less allowance for doubtful accounts of $285 at December 31, 2001 and $262 at June 30, 2001)	4,426
Inventories	5,459
Prepaid expenses and other current assets	1,581
Total current assets	14,440
Property, plant and equipment	31,570
Other assets:	
Investment in UTI	5,437
Technology license agreements (net of accumulated amortization of $1,218 at December 31, 2001 and $1,168 at June 30, 2001)	233
	5,670
Total Assets	$ 51,680

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:	
Current portion of long-term debt and capital lease obligations	$ 955
Accounts payable	4,368
Other current liabilities	1,763
Total current liabilities	7,086
Long-term liabilities:	
Long-term debt and capital lease obligations	2,202
Shareholders' equity:	
Preferred stock, par value $0.10 per share, authorized 1,000,000 shares; none outstanding	--
Common stock, par value $0.10 per share, authorized 40,000,000 shares issued - 12,578,186 at December 31, 2001 and 11,488,186 at June 30, 2001)	1,258
Capital in excess of par value	110,833
Accumulated other comprehensive loss	(835)
Accumulated deficit	(68,561)
	42,695
Less --Treasury stock, at cost -- 27,250 shares	303
Total shareholders' equity	42,392
Total Liabilities and Shareholders' Equity	$ 51,680

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

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ULTRALIFE BATTERIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in Thousands, Except Per Share Amounts)
(unaudited)

	Three Months Ended March 31, 2002 (As Restated; See Note 2)	Three Months Ended March 31, 2001	Nine Months End 2002 (As Restated; See Note 2)
Revenues	$ 8,862	$ 5,817	$ 23,937
Cost of products sold	7,940	6,548	23,675
Gross margin	922	(731)	262
Operating expenses:			
Research and development	1,038	799	3,192
Selling, general, and administrative	1,981	1,979	6,194
Total operating expenses	3,019	2,778	9,386
Operating loss	(2,097)	(3,509)	(9,124)
Other income (expense):			
Interest income	3	126	88
Interest expense	(101)	(134)	(276)
Equity loss in UTI	(501)	(340)	(276)
Miscellaneous	(97)	(64)	(42)
Loss before income taxes	(2,793)	(3,921)	(9,630)
Income taxes	--	--	--
Net loss	$ (2,793)	$ (3,921)	$ (9,630)
Net loss per share, basic and diluted	$ (0.23)	$ (0.35)	$ (0.79)
Weighted average shares outstanding, basic and diluted	12,319	11,173	12,193

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

ULTRALIFE BATTERIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in Thousands)
(unaudited)

	Nine Months Ended March 31, 2002 (As Restated; See Note 2)	2001
OPERATING ACTIVITIES		
Net loss	$ (9,630)	$(12,762)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	3,208	2,794
Equity loss in UTI	276	1,930
Changes in operating assets and liabilities:		
Accounts receivable	(2,776)	1
Inventories	602	85
Prepaid expenses and other current assets	922	(503)
Accounts payable and other current liabilities	(642)	193
Net cash used in operating activities	(8,040)	(8,262)
INVESTING ACTIVITIES		
Purchase of property and equipment	(1,715)	(2,934)
Proceeds from sale leaseback	995	--
Purchase of securities	(8,424)	(24,671)
Sales of securities	11,334	19,652
Maturities of securities	--	12,695
Net cash provided by investing activities	2,190	4,742
FINANCING ACTIVITIES		
Proceeds from issuance of common stock	6,341	606
Principal payments on long-term debt and capital lease obligations	(812)	(836)
Net cash provided by (used in) financing activities	5,529	(230)
Effect of exchange rate changes on cash	171	(129)
Decrease in cash and cash equivalents	(150)	(3,879)
Cash and cash equivalents at beginning of period	494	5,712
Cash and cash equivalents at end of period	$ 344	$ 1,833
SUPPLEMENTAL CASH FLOW INFORMATION		
Unrealized gain on securities	$ --	$ 1
Interest paid	$ 185	$ 357

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The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

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ULTRALIFE BATTERIES, INC.
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(Dollar Amounts in Thousands - Except Share and Per Share Amounts)

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1 BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals and adjustments) considered necessary for a fair presentation of the condensed consolidated financial statements have been included. Results for interim periods should not be considered indicative of results to be expected for a full year. Reference should be made to the consolidated financial statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2001.

2. RESTATEMENT OF PRIOR PERIOD FINANCIAL RESULTS

In assessing the partial unwind of the Company's investment in Ultralife Taiwan, Inc. (UTI) on October 23, 2002, the Company determined that it had incorrectly accounted for certain activities with regard to its equity investment in UTI. Specifically, the Company should have adjusted its proportionate share of the UTI net losses to reflect the Company's carrying value of its UTI investment, and the Company should have recorded certain increases to its investment in UTI arising from change in interest transactions at the UTI level occurring in November 2000, August 2001, and July 2002. The impact of not accounting for the negative basis difference was that the Company's reported equity losses were overstated for the Company's fiscal years ended June 30, 2002, 2001 and 2000. The primary impact of the Company not recognizing the UTI change in interest transactions was that the Company's UTI investment and additional paid-in capital captions were understated, primarily in fiscal year 2002. Further, the Company's equity losses for fiscal year 2002, even with the beneficial amortization effect noted above, were understated, as the additional basis created by the change in interest accounting that should have taken place would have created additional basis sufficient to absorb additional equity losses which had not been recognized previously (as the Company's equity investment had been reduced to zero).

The Company has determined that the impacts relating to fiscal years 2001 and 2000 were not material and therefore these previously issued financial statements have not been restated. The financial statements for the three and six months ended December 31, 2001, have been restated as follows:

Financial Statement Caption	Three months ended December 31, 2001 — As Previously Reported	Three months ended December 31, 2001 — As Restated	Six mo Decemb — As Previousl Reported
Equity (loss) / gain in UTI	$ --	$ (411)	$ --
Net loss	$(3,420)	$(3,831)	$(7,062)
Investment in UTI	$ --	$ 5,437	$ --
Total assets	$ 46,243	$51,680	$46,243
Total shareholders' equity	$ 36,955	$42,392	$36,955
Net loss per share	$ (0.28)	$ (0.31)	$ (0.58)

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3. NET LOSS PER SHARE

Net loss per share is calculated by dividing net loss by the weighted average number of common shares outstanding during the period. Common stock options and warrants have not been included as their inclusion would be anti-dilutive; as a result, basic earnings per share is the same as diluted earnings per share.

4. COMPREHENSIVE INCOME (LOSS)

The components of the Company's total comprehensive loss were:

(As Restated; See Note 2)	Three months ended December 31, 2001	Three months ended December 31, 2000	Six m Dec 2001
Net loss	$(3,831)	$(5,737)	$(6,837)
Unrealized (loss) gain on securities	--	(1)	--
Foreign currency translation adjustments	94	(221)	223
Total comprehensive loss	$(3,737)	$(5,959)	$(6,614)

5. INVENTORIES

Inventories are stated at the lower of cost or market with cost determined under the first-in, first- out (FIFO) method. The composition of inventories was:

	December 31, 2001	June 30, 2001
Raw materials	$2,811	$2,595
Work in process	1,930	1,233
Finished goods	1,075	1,872
	5,816	5,700

Less: Reserve for obsolescence	357	411
	$5,459	$5,289

6. PROPERTY, PLANT AND EQUIPMENT

Major classes of property, plant and equipment consisted of the following:

	December 31, 2001	June 30, 2001
Land	$ 123	$ 123
Buildings and Leasehold Improvements	1,608	1,608
Machinery and Equipment	38,449	37,891
Furniture and Fixtures	311	291
Computer Hardware and Software	1,406	1,375
Construction in Progress	3,538	2,984
	44,985	44,272
Less: Accumulated Depreciation	13,415	11,275
	$32,020	$32,997

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7. COMMITMENTS AND CONTINGENCIES

As of December 31, 2001, the Company had $1,300 in restricted cash with two lending institutions. $250 of this amount was for a letter of credit against a building and equipment operating lease. The remaining $1,050 represents funds restricted by the Company's primary lending institution to cover outstanding letters of credit in excess of eligible assets. The Company is in the process of restructuring the terms of the credit facility with the lending institution to increase the amount of eligible assets.

The Company is subject to legal proceedings and claims which arise in the normal course of business. The Company believes that the final disposition of such matters will not have a material adverse effect on the financial position or results of operations of the Company.

In August 1998, the Company, its Directors, and certain underwriters were named as defendants in a complaint filed in the United States District Court for the District of New Jersey by certain shareholders, purportedly on behalf of a class of shareholders, alleging that the defendants, during the period April 30, 1998 through June 12, 1998, violated various provisions of the federal securities laws in connection with an offering of 2,500,000 shares of the Company's Common Stock. The complaint alleged that the Company's offering documents were materially incomplete, and as a result misleading, and that the purported class members purchased the Company's Common Stock at artificially inflated prices and were damaged thereby. Upon a motion made on behalf of the Company, the Court dismissed the shareholder action, without prejudice, allowing the complaint to be refiled. The shareholder action was subsequently refiled, asserting substantially the same claims as in the prior pleading. The Company again moved to dismiss the complaint. By Opinion and Order dated September 28, 2000, the Court dismissed the action, this time with prejudice, thereby barring plaintiffs from any further amendments to their complaint and directing that the case be closed. Plaintiffs filed a Notice of Appeal to the Third Circuit Court of Appeals and the parties submitted their briefs. Subsequently, the parties notified the Court of Appeals that they had reached an agreement in principle to resolve the outstanding appeal and settle the case upon terms and conditions which require submission to the District Court for approval. Upon application of the parties and in order to facilitate the parties' pursuit of settlement, the Court of Appeals issued an Order dated May 18, 2001 adjourning oral argument on the appeal and remanding the case to the District Court for further proceedings in connection with the proposed settlement.

Subsequent to the parties entering into the settlement agreement, the Company's insurance carrier commenced liquidation proceedings. The insurance carrier informed the Company that in light of the liquidation proceedings, it would no longer fund the settlement. In addition, the value of the insurance policy is in serious doubt. Because of these developments with the insurance carrier, the Company may cancel the settlement agreement and allow the stockholders to proceed with their appeal.

In the event settlement is not reached, the Company will continue to defend the case vigorously. The amount of alleged damages, if any, cannot be quantified, nor can the outcome of this litigation be predicted. Accordingly, management cannot determine whether the ultimate resolution of this litigation could have a material adverse effect on the Company's financial position and results of operations.

In conjunction with the Company's purchase/lease of its Newark, New York facility in 1998, the Company entered into a payment-in-lieu of tax agreement which provides the Company with real estate tax concessions upon meeting certain conditions. In connection with this agreement, the Company received an environmental assessment, which revealed contaminated soil. The assessment indicated potential actions that the Company may be required to undertake upon notification by the environmental authorities. The assessment also proposed that a second assessment be completed and provided an estimate of total potential costs to remediate the soil of $230. However, there can be no assurance that this will be the maximum cost. The Company entered into an agreement whereby a third party has agreed to reimburse the Company for fifty percent of the costs associated with this matter. Test sampling occurred in the fourth quarter of fiscal 2001 and the engineering report was

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submitted to the New York State Department of Environmental Conservation (NYSDEC) for review. NYSDEC has reviewed the report and in January 2002 recommended additional testing. The Company has responded by submitting a proposed work plan to NYSDEC and is waiting further review. The ultimate resolution of this matter may have a significant adverse impact on the results of operations in the period in which it is resolved.

8. BUSINESS SEGMENT INFORMATION

The Company reports its results in four operating segments: Primary Batteries, Rechargeable Batteries, Technology Contracts and Corporate. The Primary Batteries segment includes 9-volt batteries, cylindrical batteries and various specialty batteries. The Rechargeable Batteries segment consists of the Company's rechargeable batteries. The Technology Contracts segment includes revenues and related costs associated with various government and military development contracts. The Corporate segment consists of all other items that do not specifically relate to the three other segments and are not considered in the performance of the other segments.

Three Months Ended December 31, 2001

(As Restated; See Note 2)	Primary Batteries	Rechargeable Batteries	Technology Contracts	C
Revenues	$ 7,020	$ 153	$286	
Segment contribution	712	(1,926)	30	
Interest, net				
Equity loss in UTI				
Miscellaneous expense				
Income taxes				
Net loss				
Total assets	$20,535	$19,827	$309	

Three Months Ended December 31, 2000

	Primary Batteries	Rechargeable Batteries	Technology Contracts	C
Revenues	$ 4,667	$ 44	$579	
Segment contribution	6	(2,680)	56	
Interest income, net				
Equity loss in UTI				
Miscellaneous				
Income taxes				
Net loss				
Total assets	$17,884	$22,504	$288	

Six Months Ended December 31, 2001

(As Restated; See Note 2)	Primary Batteries	Rechargeable Batteries	Technology Contracts	C
Revenues	$14,294	$ 288	$493	
Segment contribution	1,439	(4,304)	51	
Interest, net				
Equity gain in UTI				
Miscellaneous income				
Income taxes				
Net loss				
Total assets	$20,535	$19,827	$309	

Six Months Ended December 31, 2000

	Primary Batteries	Rechargeable Batteries	Technology Contracts	Co
Revenues	$10,909	$ 164	$1,068	$
Segment contribution	17	(3,766)	90	
Interest income				
Equity loss in UTI				
Miscellaneous				
Income taxes				
Net loss				
Total assets	$17,884	$22,504	$288	$

9. OTHER MATTERS

On July 20, 2001, the Company completed a $6,800 private placement of 1,090,000 shares of its common stock at $6.25 per share. In conjunction with the offering, warrants to acquire up to 109,000 shares of common stock were granted. The exercise price of the warrants is $6.25 per share and the warrants have a five-year term.

In October 2001, the Company was informed by its primary lending institution that its borrowing availability under the $20,000 credit facility had been effectively reduced to zero as a result of a recent appraisal of its fixed assets. Accordingly, the Company's liquidity depends on the Company's ability to successfully generate positive cash flow from operations and achieve adequate operational savings. The Company is also exploring opportunities for new or additional equity or debt financing. Notwithstanding the foregoing, there can be no assurance that the Company will have sufficient cash flows to meet its working capital and capital expenditure requirements.

In October and November 2001, the Company realigned its resources to address the changing market conditions and to better meet customer demand in areas of the business that are growing. The realignment did not significantly change any of the Company's existing operations nor were any product lines discontinued. A majority of employees affected by this realignment were re-deployed from the Rechargeable segment and support functions into open direct labor positions in the Primary segment, due to the significantly growing demand for primary batteries from the military. Less than 7% of the Company's total employees were terminated. The realignment did not result in any significant severance costs. The Company expects to realize cost savings from the measures being taken of approximately $1,500 per quarter. These quarterly savings are comprised of approximately $1,100 of reduced labor costs, approximately $200 of reduced material usage, and approximately $200 of lower administrative expenses. The Company anticipates the full amount of the realignment to be realized in the third fiscal quarter.

Additionally, in October 2001, the Company expanded its leasing arrangement with a third party leasing agency. The revision increased the amount of the lease line to $4,000, from a previous amount of $2,000. The additional line will be used to fund capital expansion plans for manufacturing equipment which will allow increased capacity within the Company's Primary business unit. Once the lease line has been fully utilized the Company's quarterly lease payment will approximate $226.

In November 2001, the Company received approval for two grants from New York State and a federally sponsored small cities program in the aggregate amount of $1,050. The grants will assist in funding current capital expansion plan which the Company expects will lead to job creation. The Company will be reimbursed for approved capital as it incurs the cost. Additionally, the Company is obligated under the terms of the grants to achieve a certain level of new jobs over the next five years. If

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the Company does not meet its employment quota, it will be required to pay back a portion or all of the amount of the grant depending on the lapsed time.

10. NEW ACCOUNTING PRONOUNCEMENT

In October 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 144 ("SFAS No. 144"), "Accounting for the Impairment or Disposal of Long-Lived Assets." SFAS No. 144 addresses financial accounting and reporting for the impairment or disposal of long-lived assets. SFAS No. 144 supersedes Statement of Financial Accounting Standards No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of," and the accounting and reporting provisions of Accounting Principles Board Opinion No. 30, "Reporting the Results of Operations-Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions," for the disposal of a segment of a business (as previously defined in that Opinion). The Company is required to adopt SFAS No. 144 for fiscal years beginning after July 1, 2002. The Company is currently assessing the financial impact of SFAS No. 144 on its financial statements.

11. SUBSEQUENT EVENT

On February 11, 2002, in its ongoing effort to improve liquidity to bring costs more in line with revenues, the Company took further action to reduce costs. The cost reductions included employee terminations and salary reductions, discontinuance of certain employee benefits and other cost saving initiatives in general and administrative areas. As part of these actions, the Company temporarily suspended the Company's match on the 401k plan. The Company anticipates an approximately $800 reduction in expenses per quarter because of this action. Nearly two-thirds of the savings will reduce cost of products sold and one-third will reduce general and administrative costs. The Company expects to realize approximately half of the savings in the third fiscal quarter and 100% in the fourth fiscal quarter. Severance costs associated with this action will be incurred in the third fiscal quarter and are not material. This action plus the prior actions taken by the Company as outlined above will aggregate to an anticipated cost savings of approximately $2,300 per quarter.

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

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements. This report contains certain forward-looking statements and information that are based on the beliefs of management as well as assumptions made by and information currently available to management. The statements contained in this report relating to matters that are not historical facts are forward-looking statements that involve risks and uncertainties, including, but not limited to, future demand for the Company's products and services, the successful commercialization of the Company's advanced rechargeable batteries, general economic conditions, world events, government and environmental regulation, competition and customer strategies, technological innovations in the primary and rechargeable battery industries, changes in the Company's business strategy or development plans, capital deployment, business disruptions, including those caused by fire, raw materials supplies, environmental regulations, and other risks and uncertainties, certain of which are beyond the Company's control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may differ materially from those described herein as anticipated, believed, estimated or expected.

This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the accompanying consolidated financial statements and notes thereto contained herein and the Company's consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K as of and for the year ended June 30, 2001.

General

Ultralife Batteries, Inc. develops, manufactures and markets a wide range of standard and customized primary lithium and polymer rechargeable batteries for use in a wide array of applications. The Company believes that its proprietary technologies allow the Company to offer batteries that are ultra-thin, lightweight and generally achieve longer operating time than many competing batteries currently available. To date, the Company has focused on manufacturing a family of lithium primary batteries for consumer, industrial, and military applications which it believes is one of the most comprehensive lines of lithium manganese dioxide primary batteries commercially available. The Company has introduced its advanced rechargeable batteries which are based on its proprietary technology for use in portable electronic applications.

The Company has incurred net operating losses primarily as a result of funding research and development activities and, to a lesser extent, manufacturing and general and administrative costs. To date, the Company has devoted a substantial portion of its resources to the research and development of its products and technology, particularly its proprietary polymer rechargeable technology. The Company's results of operations may vary significantly from quarter to quarter depending upon the number of orders received and the pace of the Company's research and development activities. Currently, the Company does not experience significant seasonal trends in primary battery revenues and does not have enough sales history on the rechargeable batteries to determine if there is seasonality.

The Company reports its results in four operating segments: Primary Batteries, Rechargeable Batteries, Technology Contracts and Corporate. The Primary Batteries segment includes 9-volt batteries, cylindrical batteries and various specialty batteries. The Rechargeable Batteries segment consists of the Company's rechargeable batteries. The Technology Contracts segment includes revenues and related costs associated with various government and military development contracts. The Corporate segment consists of all other items that do not specifically relate to the three other segments and are not considered in the performance of the other segments.

Results of Operations

Three months ended December 31, 2001 and 2000

Consolidated revenues increased 41% or $2,169,000 to $7,459,000 for the second three months of fiscal 2002, compared to the same quarter in fiscal 2001. Primary battery sales increased $2,353,000, or 50%, from $4,667,000 last year to $7,020,000 this year. In December 2000, the Company began production and shipments of the BA-5368 battery used by the military in survival radios for pilots, and this new small cylindrical battery resulted in approximately $1,400,000 in sales in the second quarter of fiscal 2002. Also adding to the notable increase in revenues was an increase of $733,000 or 100% in sales of the High Rate and assembled batteries due to increased demand from the UK military as compared to prior year. These increases were offset in part by a decline in Technology Contract revenues. As expected, Technology Contract revenues declined $293,000, from $579,000 to $286,000 due to the scheduled reduction of certain non-renewable government contracts.

Cost of products sold amounted to $7,671,000 for the three-month period ended December 31, 2001, an increase of $682,000, or 10% over the same three month period a year ago. The gross margin on total revenues for the quarter was a loss of 3%, compared to a loss of 32% in the prior year. The improvement in gross margins was attributed to greater sales, significant efficiencies attained in the manufacturing process and an inventory valuation adjustment made in the prior year on rechargeable batteries. Primary gross margins increased $968,000 over the prior year from a 0% gross margin in fiscal 2001 to a 14% gross margin in fiscal 2002. This improvement in margins is principally the result of increased sales and enhancements in the manufacturing process due to the implementation of lean manufacturing practices. To date, lean manufacturing practices in the Primary battery segment have resulted in quicker manufacturing throughput times, greater operating efficiencies and a reduction of inventory. Cost of products sold in the Rechargeable segment decreased $433,000 over the prior year period due to the inventory adjustment of $400,000 made in the comparable quarter in the prior year to reduce the market value of the inventory. The Rechargeable business remains a large opportunity but one that the Company expects to realize over the long term. By focusing on this opportunity and broadening its offerings, the Company believes that it has a good prospect of realizing this growth potential.

Operating and other expenses were $3,064,000 the three months ended December 31, 2001 compared to $3,008,000 in the prior year, an increase of $56,000, or 2%. The increase is largely driven by an increase in administrative costs related to severance costs incurred during the quarter as a result of the resource realignment.

Interest income decreased $260,000, or 94%, from $276,000 in the second quarter of fiscal 2001 to $16,000 in the second quarter of fiscal 2002. The reduction in interest income is principally the result of lower average cash balances and the reduction of rates of return on investments. Interest expense declined $28,000 due to lower average balances outstanding on the credit facility and lower borrowing rates. Equity loss in UTI (as restated, refer to Note 2 to the consolidated financial statements in Item 1 herein) decreased $847,000 from $1,258,000 for its equity interests in Ultralife Taiwan, Inc. (UTI) for the quarter ended December 31, 2000 to $411,000 for the quarter ended December 31, 2001. Additionally, the Company's ownership in UTI was reduced to 33% as a result of additional capital raised by UTI in November 2000 and August 2001 for its ongoing expansion. Miscellaneous income (expense) relates primarily to foreign currency transaction gains and losses for the period reported.

Net losses were $3,831,000, or $0.28 per share, for the second three months of fiscal 2002 compared to $5,737,000, or $0.51 per share, for the same quarter last year primarily as a result of the reasons described above.

Six months ended December 31, 2001 and 2000

Consolidated revenues reached a new six month record of $15,075,000 for the first half of fiscal 2002, an increase of $2,934,000, or 24%, over the comparable quarter in fiscal 2001. Primary battery sales increased $3,385,000, or 31%, from $10,909,000 last year to $14,294,000 this year. In fiscal 2001, the Company began production and shipments of the BA-5368 battery used by the military in survival radios for pilots, and this new small cylindrical battery resulted in approximately $2,500,000 in sales in the first half of fiscal 2002. Shipments of High Rate and assembled batteries also increased over $800,000, or 59%, as a result of an increase in demand from the UK military. Partially offsetting these increases was a decline in Technology Contract revenues. As expected, Technology Contract revenues declined $575,000, from $1,068,000 to $493,000 due to the scheduled reduction of certain non-renewable government contracts.

Cost of products sold amounted to $15,735,000 for the six-month period ended December 31, 2001, an increase of $1,443,000, or 10% over the same six month period a year ago. The gross margin on total revenues for the first half of the year was a loss of 4%, compared to a loss of 18% in the prior year. The improvement in gross margins was affected by two offsetting factors. Primary gross margins increased $1,901,000 over the prior year from a 0% gross margin in fiscal 2001 to a 13% gross margin in fiscal 2002. This improvement in margins is principally the result of increased sales and enhancements in the manufacturing process due to the implementation of lean manufacturing practices. To date, lean manufacturing practices in the Primary battery segment have resulted in quicker manufacturing throughput times, greater operating efficiencies and a reduction of inventory. The improvements in gross margins in the Primary segment were partially offset by declines in the Rechargeable segment. In the Rechargeable segment cost of products sold increased $495,000 over the prior year period due to less overhead absorption due to lower production volumes. In the second quarter of fiscal 2001, due to the heavy competition, the Company shifted its focus to design and manufacture lightweight custom sized batteries for OEMs rather than focus on the broad retail cell phone market. The manufacture of cell phone batteries was an important milestone for the Company as it demonstrated the Company's ability to mass produce polymer rechargeable batteries. The Company continues to actively design and develop rechargeable batteries and is vigorously supplying samples to OEMs in order to achieve the desired sales growth in this segment. Additionally, in the second quarter of fiscal 2002, the Company reallocated resources to better align itself with the demand in the marketplace. The Company has experienced significant demand from the military and as a result shifted significant resources to be able to produce levels necessary to meet the demand. This resulted in less costs charged to the Rechargeable business unit.

Operating and other expenses were $6,367,000 for the six months ended December 31, 2001 from $5,364,000 in the prior year, an increase of $1,003,000, or 19%. Of the Company's operating and other expenses, research and development expenses increased $646,000, or 43%, to $2,154,000 for the first half of fiscal 2002. The increase in research and development expenses was due to greater development of samples and new product designs of polymer rechargeable batteries in fiscal 2002, as well as increases in research and development costs in the Primary battery business unit as prototypes were built for qualification with the US Army. Selling, general and administrative costs increased $357,000 or 9% over the prior year period. This increase was mainly due to higher selling, marketing, and advertising costs, both in the U.S. and abroad as the Company enhanced its market coverage at the end of fiscal 2001, as well as severance costs incurred in conjunction with the realignment previously mentioned.

Interest income decreased $417,000, or 83%, from $502,000 in the first half of fiscal 2001 to $85,000 in the first half of fiscal 2002. The reduction in interest income is principally the result of lower average cash balances and the reduction of rates of return on investments. Interest expense declined $78,000 due to lower average balances outstanding on the credit facility and lower borrowing rates. Equity gain / loss in UTI (as restated, refer to Note 2 to the consolidated financial statements in Item 1 herein) increased $1,815,000 from a loss of $1,590,000 for the first half of fiscal 2001 to a gain of $225,000 for the first

half of fiscal 2002. The Fiscal 2002 results included a $1,096,000 favorable adjustment recorded in July 2001 to correct cumulative net gains pertaining to the manner in which the Company accounted for this equity investment in Fiscal 2001 and Fiscal 2000. The Company determined that this cumulative adjustment was not significant enough to warrant a restatement for those periods. Additionally, the Company's ownership in UTI was reduced to 33% as a result of additional capital raised by UTI in November 2000 and August 2001 for its ongoing expansion. As a result of these "change in interest" transactions, the Company's share of UTI's underlying net assets actually increased, creating gains on the transactions that were recorded as adjustments in additional paid in capital on the balance sheet. These increases in additional paid in capital amounted to $5,212,000 in the six months ended December 31, 2001. (The Company was precluded from recognizing gains from these "change in interest" transactions in its consolidated statement of income because UTI was a development stage company.) Miscellaneous income (expense) relates primarily to foreign currency transaction gains and losses for the period reported.

Net losses were $6,837,000, or $0.56 per share, for the first six months of fiscal 2002 compared to $8,841,000, or $0.80 per share, for the same quarter last year primarily as a result of the reasons described above.

Liquidity and Capital Resources

At December 31, 2001, cash and cash equivalents and available for sale securities totaled $2,974,000. Of this amount, $1,300,000 is restricted at December 31, 2001 to cover a portion of the outstanding letters of credit. The Company used $5,534,000 of cash in operating activities during the first six months of fiscal 2002. This usage of cash related primarily to the net loss reported for the period and an increase in accounts receivable, offset in part by depreciation and decreases in other current assets. More specifically, receivables increased $1,047,000 from June 30, 2001 to December 31, 2001. This increase resulted from a significant increase in revenues in the second quarter of fiscal 2002 as compared with the fourth quarter of fiscal 2001. The Company does not anticipate any significant recoverability issues with these outstanding receivables. The Company spent $1,538,000 for capital expenditures for production equipment and facilities improvements during the first half 2002, and of this amount approximately $544,000 was received as proceeds in a sale leaseback transaction. Additionally, in February 2002, the Company received approximately $450,000 in proceeds from a sale leaseback of assets previously purchased by the Company. As of February 11, 2002 nearly $600,000 remains available under the lease line of credit.

At December 31, 2001, the Company had long-term debt outstanding including capital lease obligations of $2,202,000 primarily relating to the financing arrangement entered into by the Company at the end of fiscal 2000, described below.

In June 2000, the Company entered into a $20,000,000 secured credit facility with a lending institution. The financing agreement consists of an initial $12,000,000 term loan component based on the valuation of the Company's fixed assets (of which $2,867,000 was outstanding on the term loan at December 31, 2001) and a revolving credit facility component for an initial $8,000,000, based on eligible net accounts receivable (as defined) and eligible net inventory (as defined). While the amount available under the term loan component amortizes over time, the amount of the revolving credit facility component increases by an equal and offsetting amount. Principal and interest are paid monthly on outstanding amounts borrowed. The loans bear interest at the prime rate or other LIBOR-based rate options at the discretion of the Company. The Company also pays a facility fee on the unused portion of the commitment. The loan is secured by substantially all of the Company's assets and the Company is precluded from paying dividends under the terms of the agreement. The total amount available under the revolver component is reduced by outstanding letters of credit. The Company had $3,800,000 outstanding on a letter of credit as of December 31, 2001. In October 2001, the Company was informed by its primary lending institution that its borrowing availability under the $20,000,000 credit facility had

been effectively reduced to zero as the result of a recent appraisal of its fixed assets. The appraisal resulted in a significant decrease in the valuation of the Company's machinery and equipment which was based on an "orderly liquidation valuation" methodology used by the appraiser. The Company is in the process of restructuring the terms of the credit facility with the lending institution to enhance the Company's borrowing flexibility.

On July 20, 2001, the Company completed a $6,800,000 private placement of 1,090,000 shares of its common stock at $6.25 per share. In conjunction with the offering, warrants to acquire up to 109,000 shares of common stock were granted. The exercise price of the warrants is $6.25 per share and the warrants have a five-year term.

In October 2001, the Company increased the lease line of credit with a financing institution to $4,000,000 to acquire equipment in the Primary business. In conjunction with this lease, the Company has obtained and is required to maintain an additional letter of credit for $1,900,000. The total outstanding letters of credit for this lease arrangement equal $3,800,000.

The Company's capital resource commitments as of December 31, 2001 consisted principally of capital equipment commitments of approximately $732,000.

As previously noted, the Company's primary lending institution significantly reduced the total amount of the credit facility available. Accordingly, the Company's liquidity depends on the Company's ability to successfully generate positive cash flow from operations and achieve adequate operational savings. In addition, the Company is working with its primary lending bank to obtain increased credit flexibility. The Company is also exploring opportunities for new or additional equity or debt financing. Notwithstanding the foregoing, there can be no assurance that the Company will have sufficient cash flows to meet its working capital and capital expenditure requirements. See additional comments on the Company's recent cost reduction actions in "Outlook".

Outlook

The Company expects to achieve an increase of approximately 15% in consolidated revenues in the third quarter of fiscal 2002 as compared to the second quarter of fiscal 2002. During the third fiscal quarter, the Company is projecting the growth to come largely from standard cylindrical and high rate batteries for growth in military markets. Sales of 9-volt batteries are expected to increase slightly from the second quarter as smoke detector and medical customers replenish their inventories. The Company expects to take advantage of its flexibility to tailor and develop its existing and new products that will continue to enhance revenue growth throughout the year. The Company believes that it is well positioned with its current portfolio of products, and its new products in development, to meet the current demands communicated to the Company by the commercial and military customers, both in the US and UK. Management believes that revenues will increase fiscal year 2002 over fiscal year 2001 in the range of 40%.

Management has maintained focus on two key financial goals - to reach operating cash breakeven by March 2002 and to attain positive net income by June 2002. While these goals are dependent on continuing increases in sales volumes and improving operating efficiencies, management is striving to meet these objectives, and they believe that the strategies being put into action will drive the Company toward these goals.

In October and November 2001, the Company realigned its resources to address the changing market conditions and to better meet customer demand in areas of the business that are growing. The realignment did not significantly change any of the Company's existing operations nor were any product lines discontinued. A majority of employees affected by this realignment were re-deployed from the Rechargeable segment and support functions into open direct labor positions in the Primary segment, due

to the significantly growing demand for primary batteries from the military. Less than 7% of the Company's total employees were terminated. The realignment did not result in any significant severance costs. The Company expects to realize cost savings from the measures being taken of approximately $1.5 million per quarter. These quarterly savings are comprised of approximately $1.1 million of reduced labor costs, approximately $0.2 million of reduced material usage, and approximately $0.2 million of lower administrative expenses. The Company anticipates the full amount of this realignment to be realized in the third fiscal quarter.

On February 11, 2002, in its ongoing effort to improve liquidity to bring costs more in line with revenues, the Company took further action to reduce costs. The cost reductions included employee terminations and salary reductions, discontinuance of certain employee benefits and other cost saving initiatives in general and administrative areas. As part of these actions, the Company temporarily suspended the Company's match on the 401k plan. The Company anticipates an approximately $800,000 reduction in expenses per quarter because of this action. Nearly two-thirds of the savings will reduce cost of products sold and one-third will reduce general and administrative costs. The Company expects to realize approximately half of the savings in the third fiscal quarter and 100% in the fourth fiscal quarter. Severance costs associated with this action will be incurred in the third fiscal quarter and are not material. This action plus the prior actions taken by the Company as outlined above will aggregate to an anticipated cost savings of approximately $2.3 million per quarter.

PART II OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

99 CEO & CFO Certifications

SIGNATURES

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

ULTRALIFE BATTERIES, INC.

(Registrant)

Date: April 11, 2003 By: /s/ John D. Kavazanjian
John D. Kavazanjian
President and Chief Executive Officer

Date: April 11, 2003 By: /s/ Robert W. Fishback
Robert W. Fishback
Vice President -- Finance and Chief Financial Officer

I, John D. Kavazanjian, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Ultralife Batteries, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

Date: April 11, 2003 /s/ John D. Kavazanjian
John D. Kavazanjian
President and Chief Executive Officer

I, Robert W. Fishback, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Ultralife Batteries, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

Date: April 11, 2003 /s/ Robert W. Fishback

Robert W. Fishback
Vice President of Finance and Chief Financial Officer