

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2013-01-14** | Period of Report: **2012-11-30**
SEC Accession No. [0000096536-13-000004](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

TAYLOR DEVICES INC

CIK:[96536](#) | IRS No.: **160797789** | State of Incorp.:**NY** | Fiscal Year End: **0531**
Type: **10-Q** | Act: **34** | File No.: [000-03498](#) | Film No.: **13526725**
SIC: **3569** General industrial machinery & equipment, nec

Mailing Address
90 TAYLOR DR
N TONAWANDA NY
14120-0748

Business Address
90 TAYLOR DR
P O BOX 748
NORTH TONAWANDA NY
14120
7166940800

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended November 30, 2012

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 0-3498

TAYLOR DEVICES, INC.

(Exact name of registrant as specified in its charter)

NEW YORK

16-0797789

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

90 Taylor Drive, North Tonawanda, New York

14120-0748

(Address of principal executive offices)

(Zip Code)

716-694-0800

(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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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

Yes No

As of January 11, 2013, there were outstanding 3,310,677 shares of the registrant's common stock, par value \$.025 per share.

Index to Form 10-Q

PART I	FINANCIAL INFORMATION	PAGE NO.
Item 1.	Financial Statements	
	Condensed Consolidated Balance Sheets as of November 30, 2012 and May 31, 2012	3
	Condensed Consolidated Statements of Income for the three and six months ended November 30, 2012 and November 30, 2011	4
	Condensed Consolidated Statements of Cash Flows for the six months ended November 30, 2012 and November 30, 2011	5
	Notes to Condensed Consolidated Financial Statements	6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	7
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	14
Item 4.	Controls and Procedures	14
PART II	OTHER INFORMATION	
Item 1.	Legal Proceedings	15
Item 1A.	Risk Factors	15
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	15
Item 3.	Defaults Upon Senior Securities	16
Item 4.	Mine Safety Disclosures	16
Item 5.	Other Information	16
Item 6.	Exhibits	16
	REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	17
	SIGNATURES	18

TAYLOR DEVICES, INC. AND SUBSIDIARY

Condensed Consolidated Balance Sheets

	(Unaudited) November 30, 2012	May 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	\$ 32,808	\$ 73,952
Accounts receivable, net	6,666,965	5,610,328
Inventory	9,033,483	8,372,535
Costs and estimated earnings in excess of billings	2,279,006	5,492,028
Other current assets	1,336,825	1,432,717
Total current assets	19,349,087	20,981,560
Maintenance and other inventory, net	970,869	844,834
Property and equipment, net	5,838,794	4,481,953
Other assets	156,477	153,550
	\$ 26,315,227	\$ 26,461,897
Liabilities and Stockholders' Equity		
Current liabilities:		
Short-term borrowings	\$ 1,452,000	\$ 261,657
Accounts payable	1,510,485	3,361,742
Accrued commissions	748,041	631,221
Billings in excess of costs and estimated earnings	131,588	668,900
Other current liabilities	1,773,917	2,257,732
Total current liabilities	5,616,031	7,181,252
Long-term liabilities	283,985	283,985
Stockholders' Equity:		
Common stock and additional paid-in capital	7,414,062	7,372,689
Retained earnings	15,500,132	14,122,954
	22,914,194	21,495,643
Treasury stock - at cost	(2,498,983)	(2,498,983)
Total stockholders' equity	20,415,211	18,996,660
	\$ 26,315,227	\$ 26,461,897

See notes to condensed consolidated financial statements.

TAYLOR DEVICES, INC. AND SUBSIDIARY

Condensed Consolidated Statements of Income	(Unaudited)		(Unaudited)	
	For the three months ended November 30,		For the six months ended November 30,	
	2012	2011	2012	2011
Sales, net	\$ 6,508,172	\$ 6,781,754	\$ 13,824,839	\$11,354,456
Cost of goods sold	4,025,199	5,129,566	8,723,256	7,864,149
Gross profit	2,482,973	1,652,188	5,101,583	3,490,307
Selling, general and administrative expenses	1,311,096	1,037,625	3,033,769	2,323,526
Operating income	1,171,877	614,563	2,067,814	1,166,781
Other income, net	(15,516)	3,178	(8,636)	39,077
Income before provision for income taxes	1,156,361	617,741	2,059,178	1,205,858
Provision for income taxes	387,000	204,000	682,000	384,000
Net income	\$ 769,361	\$ 413,741	\$ 1,377,178	\$ 821,858
Basic and diluted earnings per common share	\$ 0.23	\$ 0.13	\$ 0.42	\$ 0.25

See notes to condensed consolidated financial statements.

Condensed Consolidated Statements of Cash Flows

For the six months ended	(Unaudited)	
	2012	November 30, 2011
Operating activities:		
Net income	\$ 1,377,178	\$ 821,858
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation and amortization	271,159	262,707
Stock options issued for services	35,599	26,502
Changes in other assets and liabilities:		
Accounts receivable	(1,056,637)	(1,117,512)
Inventory	(786,983)	(1,889,876)
Costs and estimated earnings in excess of billings	3,213,022	(481,482)
Other current assets	95,892	232,832
Accounts payable	(1,851,257)	394,568
Accrued commissions	116,820	507,158
Billings in excess of costs and estimated earnings	(537,312)	1,121,671
Other current liabilities	(483,815)	230,362
Net operating activities	393,666	108,788
Investing activities:		
Acquisition of property and equipment	(1,628,000)	(461,497)
Other investing activities	(2,927)	(2,945)
Net investing activities	(1,630,927)	(464,442)
Financing activities:		
Net short-term borrowings and repayments on long-term debt	1,190,343	(2,743)
Proceeds from issuance of common stock, net	5,774	143,085
Acquisition of treasury stock	-	(49,767)
Net financing activities	1,196,117	90,575
Net change in cash and cash equivalents	(41,144)	(265,079)
Cash and cash equivalents - beginning	73,952	2,193,534
Cash and cash equivalents - ending	\$ 32,808	\$ 1,928,455

See notes to condensed consolidated financial statements.

Notes to Condensed Consolidated Financial Statements

1. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of the Company, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of November 30, 2012 and May 31, 2012, the results of operations for the three and six months ended November 30, 2012 and November 30, 2011, and cash flows for the six months ended November 30, 2012 and November 30, 2011. These financial statements should be read in conjunction with the audited financial statements and notes thereto contained in the Company's Annual Report to Shareholders for the year ended May 31, 2012. Certain amounts have been reclassified in the prior period financial statements to conform with the presentation adopted for November 30, 2012.

2. The Company has evaluated events and transactions for potential recognition or disclosure in the financial statements through the date the financial statements were issued.

3. There is no provision nor shall there be any provisions for profit sharing, dividends, or any other benefits of any nature at any time for this fiscal year.

4. For the six month periods ended November 30, 2012 and November 30, 2011, the net income was divided by 3,309,924 and 3,237,093, respectively, which is net of the Treasury shares, to calculate the net income per share. For the three month periods ended November 30, 2012 and November 30, 2011, the net income was divided by 3,309,841 and 3,233,056, respectively, which is net of the Treasury shares, to calculate the net income per share.

5. The results of operations for the three and six month periods ended November 30, 2012 are not necessarily indicative of the results to be expected for the full year.

6. Recently issued Financial Accounting Standards Board Accounting Standards Codification guidance has either been implemented or is not significant to the Company.

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

Cautionary Statement

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements. Information in this Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and elsewhere in this 10-Q that does not consist of historical facts, are "forward-looking statements." Statements accompanied or qualified by, or containing, words such as "may," "will," "should," "believes," "expects," "intends," "plans," "projects," "estimates," "predicts," "potential," "outlook," "forecast," "anticipates," "presume," and "assume" constitute forward-looking statements and, as such, are not a guarantee of future performance. The statements involve factors, risks and uncertainties, the impact or occurrence of which can cause actual results to differ materially from the expected results described in such statements. Risks and uncertainties can include, among others, uncertainty regarding how long the worldwide economic recession will continue and whether the recession will deepen; reductions in capital budgets by our customers and potential customers; changing product demand and industry capacity; increased competition and pricing pressures; advances in technology that can reduce the demand for the Company's products; and other factors, many or all of which are beyond the Company's control. Consequently, investors should not place undue reliance on forward-looking statements as predictive of future results. The Company disclaims any obligation to release publicly any updates or revisions to the forward-looking statements herein to reflect any change in the Company's expectations with regard thereto, or any changes in events, conditions or circumstances on which any such statement is based.

Results of Operations

A summary of the period to period changes in the principal items included in the condensed consolidated statements of income is shown below:

Summary comparison of the six months ended November 30, 2012 and 2011

	Increase / (Decrease)
Sales, net	\$ 2,470,000
Cost of goods sold	\$ 859,000
Selling, general and administrative expenses	\$ 710,000
Income before provision for income taxes	\$ 853,000
Provision for income taxes	\$ 298,000
Net income	\$ 555,000

Sales under certain fixed-price contracts, requiring substantial performance over several periods prior to commencement of deliveries, are accounted for under the percentage-of-completion method of accounting whereby revenues are recognized based on estimates of completion prepared on a ratio of cost to total estimated cost basis. Costs include all material and direct and indirect charges related to specific contracts.

Adjustments to cost estimates are made periodically and any losses expected to be incurred on contracts in progress are charged to operations in the period such losses are determined. However, any profits expected on contracts in progress are recognized over the life of the contract.

For financial statement presentation purposes, the Company nets progress billings against the total costs incurred on uncompleted contracts. The asset, "costs and estimated earnings in excess of billings," represents revenues recognized in excess of amounts billed. The liability, "billings in excess of costs and estimated earnings," represents billings in excess of revenues recognized.

For the six months ended November 30, 2012 (All figures discussed are for the six months ended November 30, 2012 as compared to the six months ended November 30, 2011.)

	Six months ended November 30		Change	
	2012	2011	Amount	Percent
Net Revenue	\$ 13,825,000	\$ 11,355,000	\$ 2,470,000	22%
Cost of sales	8,723,000	7,864,000	859,000	11%
Gross profit	\$ 5,102,000	\$ 3,491,000	\$ 1,611,000	46%
... as a percentage of net revenues	37%	31%		

The Company's consolidated results of operations showed a 22% increase in net revenues and an increase in net income of 68%. Revenues recorded in the current period for long-term construction projects ("Project(s)") were 13% higher than the level recorded in the prior year. Revenues recorded in the current period for other-than long-term construction projects (non-projects) were 44% higher than the level recorded in the prior year. The gross profit as a percentage of net revenues for the current and prior year periods was 37% and 31%. We had 42 Projects in process during the current period compared with 52 during the same period last year.

Sales of the Company's products are made to three general groups of customers: industrial, construction and aerospace / defense. A breakdown of sales to the three general groups of customers is as follows:

	Six months ended November 30	
	2012	2011
Industrial	10%	8%
Construction	64%	64%
Aerospace / Defense	26%	28%

At November 30, 2011, the Company had 108 open sales orders in our backlog with a total sales value of \$25.5 million. At November 30, 2012, the Company has 31% more open sales orders in our backlog (142 orders) and the total sales value is \$13.0 million or 49% less than the prior year value. Last year's backlog included a small number of orders, with high sales values, for a single customer to provide seismic protection to buildings in Asia.

The Company's backlog, revenues, commission expense, gross margins, gross profits, and net income fluctuate from period to period. The changes in the current period, compared to the prior period, are not necessarily representative of future results.

Net revenue by geographic region, as a percentage of total net revenue for three month periods ended November 30, 2012 and November 30, 2011 is as follows:

	Six months ended November 30	
	2012	2011
USA	57%	41%
Asia	38%	50%
Other	5%	9%

Selling, General and Administrative Expenses

	Six months ended November 30		Change	
	2012	2011	Amount	Percent
Outside Commissions	\$ 562,000	\$ 456,000	\$ 106,000	23%
Other SG&A	2,472,000	1,868,000	604,000	32%
Total SG&A	\$ 3,034,000	\$ 2,324,000	\$ 710,000	31%
... as a percentage of net revenues	22%	20%		

Selling, general and administrative expenses increased by 31% from the prior year. Outside commission expense increased by 23% from last year's level. This fluctuation was primarily due to: 1.) the significant increase in commissionable sales in the current year, and, 2.) in the current year there is a lower percentage of Project sales sold through our Asian Representatives net of commissions. Other selling, general and administrative expenses increased 32% from last year to this. This increase is primarily due to an increase in air-freight charges incurred in order to meet contractual obligations to deliver products on schedule along with an increase in estimated incentive compensation expense in the current period related to the higher level of sales and operating results.

The above factors resulted in operating income of \$2,068,000 for the six months ended November 30, 2012, up 77% from the \$1,167,000 in the same period of the prior year.

Summary comparison of the three months ended November 30, 2012 and 2011

	Increase / (Decrease)
Sales, net	\$ (274,000)
Cost of goods sold	\$ (1,105,000)
Selling, general and administrative expenses	\$ 273,000
Income before provision for income taxes	\$ 539,000
Provision for income taxes	\$ 183,000
Net income	\$ 356,000

For the three months ended November 30, 2012 (All figures discussed are for the three months ended November 30, 2012 as compared to the three months ended November 30, 2011.)

	Three months ended November 30		Change	
	2012	2011	Amount	Percent
Net Revenue	\$ 6,508,000	\$ 6,782,000	\$ (274,000)	-4%
Cost of sales	4,025,000	5,130,000	(1,105,000)	-22%
Gross profit	\$ 2,483,000	\$ 1,652,000	\$ 831,000	50%
... as a percentage of net revenues	38%	24%		

The Company's consolidated results of operations showed a 4% decrease in net revenues and an increase in net income of 86%. Revenues recorded in the current period for long-term construction projects ("Project(s)") were 18% lower than the level recorded in the prior year. Revenues recorded in the current period for other-than long-term construction projects (non-projects) were 36% higher than the level recorded in the prior year. The gross profit as a percentage of net revenues for the current and prior year periods was 38% and 24%. We had 31 Projects in process during the current period compared with 44 during the same period last year. The gross profit in the current year was positively affected by the increase in the percentage of sales to customers in North America where the market conditions and the level of competition are more favorable to the Company than in sections of Asia. Please refer to the chart, below, which shows the breakdown of sales by geographic region.

Sales of the Company's products are made to three general groups of customers: industrial, construction and aerospace / defense. A breakdown of sales to the three general groups of customers is as follows:

	Three months ended November 30	
	2012	2011
Industrial	10%	6%
Construction	64%	71%
Aerospace / Defense	26%	23%

Net revenue by geographic region, as a percentage of total net revenue for three month periods ended November 30, 2012 and November 30, 2011 is as follows:

	Three months ended November 30	
	2012	2011
USA	62%	36%
Asia	36%	57%
Other	2%	7%

Selling, General and Administrative Expenses

	Three months ended November 30		Change	
	2012	2011	Amount	Percent
Outside Commissions	\$ 283,000	\$ 326,000	\$ (43,000)	- 13%
Other SG&A	1,028,000	712,000	316,000	44%
Total SG&A	<u>\$ 1,311,000</u>	<u>\$ 1,038,000</u>	<u>\$ 273,000</u>	<u>26%</u>
... as a percentage of net revenues	20%	15%		

Selling, general and administrative expenses increased by 26% from the prior year. Outside commission expense decreased by 13% from last year's level. This fluctuation was primarily due to the decrease in commissionable sales in the current year. Other selling, general and administrative expenses increased 44% from last year to this. This increase is primarily due to an increase in air-freight charges incurred in order to meet contractual obligations to deliver products on schedule.

The above factors resulted in operating income of \$1,172,000 for the three months ended November 30, 2012, up 91% from the \$615,000 in the same period of the prior year.

Stock Options

The Company has a stock option plan which provides for the granting of nonqualified or incentive stock options to officers, key employees and non-employee directors. Options granted under the plan are exercisable over a ten year term. Options not exercised at the end of the term expire.

The Company expenses stock options using the fair value recognition provisions of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC). The Company recognized \$36,000 and \$27,000 of compensation cost for the six month periods ended November 30, 2012 and November 30, 2011.

The fair value of each stock option grant has been determined using the Black-Scholes model. The model considers assumptions related to exercise price, expected volatility, risk-free interest rate, and the weighted average expected term of the stock option grants. Expected volatility assumptions used in the model were based on volatility of the Company's stock price for the thirty month period ending on the date of grant. The risk-free interest rate is derived

from the U.S. treasury yield. The Company used a weighted average expected term. The following assumptions were used in the Black-Scholes model in estimating the fair market value of the Company's stock option grants:

	<u>November 2012</u>	<u>November 2011</u>
Risk-free interest rate:	1.875%	1.875%
Expected life of the options:	2.9 years	2.7 years
Expected share price volatility:	43%	49%
Expected dividends:	zero	zero
These assumptions resulted in estimated fair-market value per stock option:	\$2.46	\$1.74

The ultimate value of the options will depend on the future price of the Company's common stock, which cannot be forecast with reasonable accuracy.

A summary of changes in the stock options outstanding during the six month period ended November 30, 2012 is presented below:

	<u>Number of Options</u>	<u>Weighted- Average Exercise Price</u>
Options outstanding and exercisable at May 31, 2012:	163,750	\$6.300
Options granted:	14,500	\$8.055
Options expired:	1,500	\$6.170
Options outstanding and exercisable at November 30, 2012:	176,750	\$6.440
Closing value per share on NASDAQ at November 30, 2012:		\$8.150

Capital Resources, Line of Credit and Long-Term Debt

The Company's primary liquidity is dependent upon the working capital needs. These are mainly inventory, accounts receivable, costs and estimated earnings in excess of billings, accounts payable, accrued commissions, and billings in excess of costs and estimated earnings. The Company's primary source of liquidity has been operations and bank financing.

Capital expenditures for the six months ended November 30, 2012 were \$1,628,000 compared to \$461,000 in the same period of the prior year. As of November 30, 2012, the Company has commitments for capital expenditures of \$690,000 during the next twelve months. These expenditures are construction costs contracted to renovate a recently acquired building which will house the Company's machining operations, as discussed below.

In December 2011, the Company closed on its purchase of three industrial buildings in the City of North Tonawanda, NY. The location of the site is 1.4 miles from the Company's existing facilities on Tonawanda Island. In February 2012, the Company closed on its purchase of vacant lots adjacent to the new facilities. The combined real estate of the new parcel totals 9+ acres.

The additional manufacturing space is needed to address overcrowding of the Company's large parts machining and assembly areas due to increased sales of large seismic protection products. Total area of the three buildings is 46,000 square feet, which more than doubles the Company's current manufacturing space.

Two of the three buildings are now occupied and the Company's painting operations have been relocated to the facility. When the remaining building is fully renovated, the Company's production machinery will be relocated from the Company's Tonawanda Island site, and large overhead cranes will be installed to move large parts from machine to machine. The Company plans to move all machining and metalworking operations to the new site. This will allow the former machining areas at the existing Tonawanda Island site to house greatly expanded assembly and product testing areas. All corporate and engineering offices will be unaffected by the change and will remain on Tonawanda Island.

The renovations and modifications to the buildings are extensive, with a total construction cost of \$2.7 million. The Company anticipates that its current cash and bank line of credit resources will be sufficient for that purpose.

The Company believes it is carrying adequate insurance coverage on its facilities and their contents.

The Company has available a \$6,000,000 bank demand line of credit, with interest payable at the Company's option of 30, 60, 90 or 180 day LIBOR rate plus 2.5%, or the bank's prime rate less .25%. There is a \$1,452,000 principal balance outstanding as of November 30, 2012. There was a \$258,000 principal balance outstanding at May 31, 2012. The increase in the outstanding balance of the debt is primarily due to the increases in retained amounts for construction Projects included in accounts receivable, as discussed below, and the recent expenditures towards the renovation of the new buildings, as discussed above. The interest rate on the outstanding balance at November 30, 2012 is 3%. The line is secured by accounts receivable, equipment, inventory, and general intangibles, and a negative pledge of the Company's real property. This line of credit is subject to the usual terms and conditions applied by the bank, is subject to renewal annually, and is not subject to an express requirement on the bank's part to lend. The outstanding balance on the line of credit fluctuates as the Company's various long-term projects progress.

The Company is in compliance with restrictive covenants under the line of credit. In these covenants, the Company agrees to maintain the following minimum levels of the stated item:

Covenant	Minimum per Covenant	Current Actual	When Measured
Minimum level of working capital	\$3,000,000	\$13,733,000	Quarterly
Minimum debt service coverage ratio	1.5:1	n/a	Fiscal Year-end

All of the \$4,548,000 unused portion of our line of credit is available without violating any of our debt covenants.

Inventory and Maintenance Inventory

	November 30, 2012		May 31, 2012		Increase /(Decrease)	
Raw materials	\$	626,000	\$	622,000	\$	4,000 1%
Work in process		7,893,000		7,112,000		781,000 11%
Finished goods		514,000		638,000		(124,000) -19%
Inventory		9,033,000 90%		8,372,000 91%		661,000 8%
Maintenance and other inventory		971,000 10%		845,000 9%		126,000 15%
Total		\$10,004,000 100%		\$ 9,217,000 100%		\$ 787,000 9%
Inventory turnover		1.8		2.7		

NOTE: Inventory turnover is annualized for the six month period ended November 30, 2012

Inventory, at \$9,033,000 as of November 30, 2012, is \$661,000 or 8% higher than the prior year-end level of \$8,372,000. Approximately 87% of the current inventory is work in process, 6% is finished goods, and 7% is raw materials.

Maintenance and other inventory represent stock that is estimated to have a product life cycle in excess of twelve months. This stock represents certain items the Company is required to maintain for service of products sold and items that are generally subject to spontaneous ordering. This inventory is particularly sensitive to technological obsolescence in the near term due to its use in industries characterized by the continuous introduction of new product lines, rapid technological advances and product obsolescence. The maintenance inventory increased 15% since May 31, 2012. Management of the Company has recorded an allowance for potential inventory obsolescence. The provision for potential inventory obsolescence was \$90,000 for each of the six month periods ended November 30, 2012 and November 30, 2011. The Company continues to rework slow-moving inventory, where applicable, to convert it to product to be used on customer orders.

and estimated earnings in excess of billings”, discussed above. Final delivery of product under these contracts is expected to occur during the next twelve months.

The balances in this account are comprised of the following components:

	November 30, 2012	May 31, 2012
Billings to customers	\$ 220,000	\$ 1,107,000
Less: Costs	71,000	328,000
Less: Estimated Earnings	17,000	110,000
BIEC	<u>\$ 132,000</u>	<u>\$ 669,000</u>
Number of Projects in progress	4	8

Summary of factors affecting the balances in CIEB and BIEC:

	November 30, 2012	May 31, 2012
Number of Projects in progress	17	28
Aggregate percent complete	60%	61%
Average total sales value of Projects in progress	\$433,000	\$715,000
Percentage of total value invoiced to customer	32%	36%

The Company's backlog of sales orders at November 30, 2012 is \$13 million, down 26% from \$17.5 million at the end of the prior year. \$2.9 million of the current backlog is on Projects already in progress.

Other Balance Sheet Items

Accounts payable, at \$1,510,000 as of November 30, 2012, is 55% less than the prior year-end. The volume of purchases is lower to because sales volume decreased from the final quarter of fiscal 2012. Commission expense on applicable sales orders is recognized at the time revenue is recognized. The commission is paid following receipt of payment from the customers. Accrued commissions as of November 30, 2012 are \$748,000, up 19% from the \$631,000 accrued at the prior year-end. The Company expects the current accrued amount to be paid during the next twelve months. Other current liabilities decreased 21% from the prior year-end, to \$1,774,000. This is primarily due to a lower level of customer advance payments and lower level of accrued incentive compensation expense. Payments on these liabilities will take place as scheduled within the next twelve months.

Management believes the Company's cash flows from operations and borrowing capacity under the bank line of credit is sufficient to fund ongoing operations, capital improvements and share repurchases (if any) for the next twelve months.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Smaller reporting companies are not required to provide the information called for by this item.

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures.

The Company's principal executive officer and principal financial officer have evaluated the Company's disclosure controls and procedures as of November 30, 2012 and have concluded that as of the evaluation date, the disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms and that information required to be disclosed in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and chief financial officer to allow timely decisions regarding required disclosure.

(b) *Changes in internal control over financial reporting.*

There have been no changes in the Company's internal controls over financial reporting that occurred during the fiscal quarter ended November 30, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's control over financial reporting.

Part II - Other Information

ITEM 1 Legal Proceedings

There are no other legal proceedings except for routine litigation incidental to the business.

ITEM 1A Risk Factors

Smaller reporting companies are not required to provide the information called for by this item.

ITEM 2 Unregistered Sales of Equity Securities and Use of Proceeds

- (a) The Company sold no equity securities during the fiscal quarter ended November 30, 2012 that were not registered under the Securities Act.
- (b) Use of proceeds following effectiveness of initial registration statement:
Not Applicable
- (c) Repurchases of Equity Securities – Quarter Ended November 30, 2012

<i>Period</i>	<i>(a) Total Number of Shares Purchased</i>	<i>(b) Average Price Paid Per Share</i>	<i>(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</i>	<i>(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs</i>
September 1, 2012 - September 30, 2012	-	-	-	
October 1, 2012 - October 31, 2012	-	-	-	
November 1, 2012 - November 30, 2012	-	-	-	
Total	-	-	-	(1) \$419,815.00

(1) On November 2, 2012, the Board of Directors of the Registrant voted unanimously to continue the share repurchase agreement, authorized by the Board in 2010, with Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S") under which the Company repurchases shares of its common stock. The Company has designated \$419,815 of cash on hand as available for open-market purchases. To date, a total of 15,600 shares have been purchased at an average price per share of \$5.14. Repurchases are made by MLPF&S for the benefit of the Registrant.

- (d) Under the terms of the Company's credit arrangements with its primary lender, the Company is required to maintain net working capital of at least \$3,000,000, as such term is defined in the credit documents. On November 30, 2012, under such definition the Company's net working capital was significantly in excess of such limit. Additional information regarding the Company's line of credit and restrictive covenants appears under the caption "Capital Resources, Line of Credit and Long-Term Debt" in the Management's Discussion and Analysis of Financial Condition and Results of Operations.

ITEM 3 Defaults Upon Senior Securities

None

ITEM 4 Mine Safety Disclosures

Not applicable

ITEM 5 Other Information

(a) Information required to be disclosed in a Report on Form 8-K, but not reported

None

(b) Material changes to the procedures by which Security Holders may recommend nominees to the Registrant's Board of Directors

None

ITEM 6 Exhibits

20 News from Taylor Devices, Inc. Shareholder Letter, Winter 2012-2013.
31(i) Rule 13a-14(a) Certification of Chief Executive Officer.
31(ii) Rule 13a-14(a) Certification of Chief Financial Officer.
32(i) Section 1350 Certification of Chief Executive Officer.
32(ii) Section 1350 Certification of Chief Financial Officer.
101.INS* XBRL Instance Document
101.SCH* XBRL Taxonomy Extension Schema Document
101.CAL* XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF* XBRL Taxonomy Extension Definition Linkbase Document
101.LAB* XBRL Taxonomy Extension Label Linkbase Document
101.PRE* XBRL Taxonomy Extension Presentation Linkbase Document

* In accordance with Rule 406T(b)(2) of Regulation S-T, the interactive data files in this Report shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liability of that section and shall not be part of any registration statement or other document filed under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
Taylor Devices, Inc.

We have reviewed the accompanying condensed consolidated balance sheet of Taylor Devices, Inc. and Subsidiary as of November 30, 2012, the related condensed consolidated statements of income for the three and six months ended November 30, 2012 and November 30, 2011 and cash flows for the six months ended November 30, 2012 and November 30, 2011. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim condensed consolidated financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of May 31, 2012, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated August 7, 2012, we expressed an unqualified opinion on those financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of May 31, 2012 is fairly stated, in all material respects, in relation to the balance sheet from which it has been derived.

Lumsden & McCormick, LLP
Buffalo, New York
January 14, 2013

TAYLOR DEVICES, INC.

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.

TAYLOR DEVICES, INC.
(Registrant)

Date: January 14, 2013

/s/Douglas P. Taylor

Douglas P. Taylor
President
Chairman of the Board of Directors
(Principal Executive Officer)

Date: January 14, 2013

/s/Mark V. McDonough

Mark V. McDonough
Chief Financial Officer

NEWS FROM TAYLOR DEVICES, INC. SHAREHOLDER LETTER, WINTER 2012B2013

THIS NEWSLETTER IS DIRECTED TO ALL SHAREHOLDERS OF TAYLOR DEVICES. WE HOPE THAT IT WILL GENERATE INTEREST IN THE COMPANY, PLUS PROVIDE CURRENT FINANCIAL AND PROJECT INFORMATION. COPIES OF THIS NEWSLETTER WILL ALSO BE CIRCULATED TO SHAREHOLDERS WHO HAVE SHARES IN BROKERAGE ACCOUNTS.

ITEM: ANNUAL MEETING

Our Annual Meeting of Shareholders was held on November 2, 2012. The total number of outstanding shares of Taylor Devices= stock on the meeting record date was 3,310,006. A total of 2,920,661 shares were present in person or by proxy at the meeting, representing 89% shareholder turnout.

Results Matters Submitted to a Vote of Security Holders:

1,616,791 shares voted for the election of Richard G. Hill to serve a three-year term expiring in 2015 and 99,432 shares withheld.

1,658,083 shares voted for the election of John Burgess to serve a three-year term expiring in 2015 and 58,140 shares withheld.

2,852,565 shares voted for the ratification of the selection of Lumsden & McCormick, LLP as the independent registered public accounting firm of the Company for fiscal year 2013 with 58,635 shares voted against and 9,461 shares abstained.

1,493,071 shares voted for the approval and adoption of the 2012 Taylor Devices, Inc. Stock Option Plan with 219,239 shares voted against and 3,913 shares abstained.

All of us at Taylor Devices, Inc. thank you for your continued support.

ITEM: FINANCIAL RESULTS

Taylor Devices completed the second quarter of its fiscal year on November 30, 2012. Comparative financial results for the first quarter, second quarter and six month periods are as follows:

<u>FIRST QUARTER (8-31-12)</u>	<u>F/Y 12-13</u>	<u>F/Y 11-12</u>
SALES	\$7,316,667	\$4,572,702
NET EARNINGS	\$607,817	\$408,117
SHARES OUTSTANDING	3,309,758	3,222,455
EARNINGS PER SHARE	184	134

1

<u>SECOND QUARTER (11-30-12)</u>	<u>F/Y 12-13</u>	<u>F/Y 11-12</u>
SALES	\$6,508,172	\$6,781,754
NET EARNINGS	\$769,361	\$413,741
SHARES OUTSTANDING	3,309,841	3,233,056
EARNINGS PER SHARE	234	134

<u>SIX MONTHS (11-30-12)</u>	<u>F/Y 12-13</u>	<u>F/Y 11-12</u>
SALES	\$13,824,839	\$11,354,456
NET EARNINGS	\$1,377,178	\$821,858
SHARES OUTSTANDING	3,309,924	3,237,093
EARNINGS PER SHARE	424	254

The Company continues to perform very well. Higher shipment levels have reduced the order backlog to a manageable \$13 million, reducing the longer delivery times which tend to occur with a higher order backlog. The U.S. construction markets remain stagnant, with most new orders for seismic and wind dampers used in buildings and bridges continuing to be received from Asian countries. U.S. aerospace and defense markets are showing some signs of recovery, but this recovery may end if Department of Defense budgets are reduced as part of the Federal Government's present internal negotiations on tax law changes and spending level reductions.

ITEM: ANNUAL MEETING OF THE SHAREHOLDERS

The Company's Annual Meeting of Shareholders was held on November 2, 2012, at the Buffalo Marriott Niagara located in Amherst, NY. Reports were given at the meeting by several members of the executive and management staff. A brief summary of these reports follows:

- Douglas P. Taylor, President, discussed the Company's record sales and income for 2012. These good results were tempered however by uncertainty about the U.S. economy due to possible changes in both the tax code and the Federal budget. Mr. Taylor stated that building owners and real estate developers in the U.S. may be negatively impacted by tax law changes, causing further reductions in building construction from current depressed levels. Similarly, many aerospace and defense programs may be cut back or cancelled if substantial defense budget cuts occur.

Mr. Taylor showed exterior and interior photographs of two newly renovated buildings that are part of the Company's expansion of its manufacturing facilities that began in 2011. These buildings are having machinery moved into place and will be in service as of December 2012. The third building requires more extensive renovations than the first two and is expected to be completed late in 2013.

- Craig Winters, Seismic/Industrial Products Sales Manager, discussed the surge in seismic product orders and shipments in 2012, with most of the increased business coming from Asian countries. One unusually large order resulted from a major company who elected to both construct new facilities and upgrade existing facilities on an expedited basis. This was due to continued concerns about potential future large earthquakes in Asia, similar to the large quakes and tsunami that struck Japan during 2011.

- Ben Kujawinski, Operations Manager, outlined the Company's success in 2012 with defense programs entering full-scale production. These include long-term contracts received in 2012 for military drone aircraft landing gears and shock isolation systems for the next generation of U.S. ship-launched missiles. In addition, the Company has received several follow-on contracts for energy absorption products used on the latest generation of U.S. Army howitzers and automatic weapons, plus specialty actuators for commercial aircraft. Mr. Kujawinski discussed how the increased production floor space available from the current facilities expansion will allow the Company to offer more assembly capabilities, provide additional components, and offer more turnkey solutions to our customers.
- Richard Hill, Vice President, discussed the renovation and remediation processes used to prepare the three expansion buildings for service. These buildings are situated on a 9-acre site, combining portions of a former steel mill, a building from a former bolt manufacturer, and two other nearby commercial buildings into a single contiguous site.
- Mark McDonough, Chief Financial Officer, provided detailed information on the Company's financial statements. In 2012, sales of our products to customers seeking seismic protection increased to 71% of all shipments vs. 57% for 2011. Sales to Asia represented 54% of all sales, as compared to 35% of sales in 2011. The increased sales volume of 2012 allowed operating income to increase from 7% of sales in 2011 to 10% of sales in 2012.

ITEM: NEW ORDERS, SEISMIC AND WIND

The following new orders for Seismic and Wind Control Dampers were announced at the November 2, 2012 Annual Meeting of Shareholders:

- *Farglory H-93 Residences –Taiwan, ROC*
- *Farglory H-102 Residences –Taiwan, ROC*
- *TSMC 14 P5 Manufacturing Building –Taiwan, ROC*
- *UMC Fabrication Plant –Taiwan, ROC*
- *Huaku-Song-Jiang Building –Taiwan, ROC*
- *Danish Marine Museum –Denmark*
- *Haraman High Speed Rail System –Saudi Arabia*
- *Pinole Point Building –Richmond, CA*

The following orders were received after the meeting in November:

- *YC Building –Taiwan, ROC*
- *Semi-Conductor Fabrication Building –Taiwan, ROC*
- *Haneda Airport Terminal Building -- Tokyo, Japan*

ITEM: NEW ORDERS, AEROSPACE AND DEFENSE

- *U.S. Air Force KC-46 Tanker Program*

In October, the Company received a development contract for fueling boom deceleration systems for this new aircraft which is being developed by Boeing from their current model 767-200 commercial jetliner.

The new aircraft is slated to replace older KC-135 Stratotankers, an aircraft that first entered service in 1957. Planned production is 18 initial operational KC-46 aircraft by 2017, with the U.S. Air Force total needs being 179 aircraft.

Taylor Devices will be providing deceleration systems for the telescoping fueling boom. The KC-46 development hardware will be an outgrowth of Taylor Devices' designs used on the 1970s era KC-10 Extender Tanker which was used to supplement the older KC-136 aircraft after the Vietnam War. The remaining fleet of KC-10s is expected to remain in service until 2043.

- *Next Generation Manned Space Vehicle*

In November, the Company received a substantial development contract for components on what will hopefully be the next generation U.S. manned space vehicle, the follow-on program to the now retired Space Shuttles. Taylor Devices will design and fabricate astronaut hatch ingress and egress actuators for the orbiting space capsule. In addition, Taylor Devices will design and fabricate umbilical deployment actuators used when the space capsule re-enters the atmosphere. The development and prototype build effort will take place through much of 2013, with potential follow-on orders.

By: /s/Douglas P. Taylor
Douglas P. Taylor
President

Exhibit 31(i)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a - 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Douglas P. Taylor, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Taylor Devices, Inc.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 14, 2013

/s/ Douglas P. Taylor

Douglas P. Taylor
Chief Executive Officer

Exhibit 31(ii)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a - 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark V. McDonough, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Taylor Devices, Inc.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 14, 2013

/s/ Mark V. McDonough

Mark V. McDonough
Chief Financial Officer

Exhibit 32(i)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connect with the quarterly report of Taylor Devices, Inc. (the "Company") on Form 10-Q for the quarter ended November 30, 2012 to be filed with Securities and Exchange Commission on or about the date hereof (the "Report"), I, Douglas P. Taylor, Chief Executive Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934.

Date: January 14, 2013

By: /s/ Douglas P. Taylor

Douglas P. Taylor,
Chief Executive Officer

Exhibit 32(ii)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connect with the quarterly report of Taylor Devices, Inc. (the "Company") on Form 10-Q for the quarter ended November 30, 2012 to be filed with Securities and Exchange Commission on or about the date hereof (the "Report"), I, Mark V. McDonough, Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934.

Date: January 14, 2013

By: /s/ Mark V. McDonough

Mark V. McDonough,
Chief Financial Officer

Balance Sheets (USD \$)**Nov. 30, 2012 May 31, 2012****Current assets:**

<u>Cash and cash equivalents</u>	\$ 32,808	\$ 73,952
<u>Accounts receivable, net</u>		5,610,328
<u>Inventory</u>		8,372,535
<u>Costs and estimated earnings in excess of billings</u>		5,492,028
<u>Other current assets</u>		1,432,717
<u>Total current assets</u>		20,981,560
<u>Maintenance and other inventory, net</u>		844,834
<u>Property and equipment, net</u>		4,481,953
<u>Other assets</u>		153,550
<u>Total assets</u>		26,461,897

Current liabilities:

<u>Short term borrowings</u>		261,657
<u>Accounts payable</u>		3,361,742
<u>Accrued commissions</u>		631,221
<u>Billings in excess of costs and estimated earnings</u>		668,900
<u>Other current liabilities</u>		2,257,732
<u>Total current liabilities</u>		7,181,252
<u>Long-term liabilities</u>		283,985

Stockholders' Equity:

<u>Common stock and additional paid-in capital</u>		7,372,689
<u>Retained earnings</u>		14,122,954
<u>Treasury stock - at cost</u>		(2,498,983)
<u>Total stockholders' equity</u>		18,996,660
<u>Total liabilities and shareholders' equity</u>		26,461,897

Unaudited

Current assets:

<u>Cash and cash equivalents</u>	32,808	
<u>Accounts receivable, net</u>	6,666,965	
<u>Inventory</u>	9,033,483	
<u>Costs and estimated earnings in excess of billings</u>	2,279,006	
<u>Other current assets</u>	1,336,825	
<u>Total current assets</u>	19,349,087	
<u>Maintenance and other inventory, net</u>	970,869	
<u>Property and equipment, net</u>	5,838,794	
<u>Other assets</u>	156,477	
<u>Total assets</u>	26,315,227	

Current liabilities:

<u>Short term borrowings</u>	1,452,000	
<u>Accounts payable</u>	1,510,485	
<u>Accrued commissions</u>	748,041	
<u>Billings in excess of costs and estimated earnings</u>	131,588	

<u>Other current liabilities</u>	1,773,917
<u>Total current liabilities</u>	5,616,031
<u>Long-term liabilities</u>	283,985
<u>Stockholders' Equity:</u>	
<u>Common stock and additional paid-in capital</u>	7,414,062
<u>Retained earnings</u>	15,500,132
<u>Treasury stock - at cost</u>	(2,498,983)
<u>Total stockholders'equity</u>	20,415,211
<u>Total liabilities and shareholders' equity</u>	\$ 26,315,227

**Condensed Financial
Statements (Details
Narrative)**

3 Months Ended **6 Months Ended**
Nov. 30, 2012 **Nov. 30, 2011** **Nov. 30, 2012** **Nov. 30, 2011**

Financial Statements Details Narrative

Weighted-average common shares outstanding 3,309,841 3,233,056 3,309,924 3,237,093

Statements of Operations (Unaudited) (USD \$)	3 Months Ended		6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
<u>Income Statement [Abstract]</u>				
<u>Sales, net</u>	\$ 6,508,172	\$ 6,781,754	\$ 13,824,839	\$ 11,354,456
<u>Cost of goods sold</u>	4,025,199	5,129,566	8,723,256	7,864,149
<u>Gross profit</u>	2,482,973	1,652,188	5,101,583	3,490,307
<u>Selling, general and administrative expenses</u>	1,311,096	1,037,625	3,033,769	2,323,526
<u>Operating income</u>	1,171,877	614,563	2,067,814	1,166,781
<u>Other income, net</u>	(15,516)	3,178	(8,636)	39,077
<u>Income before provision for income taxes</u>	1,156,361	617,741	2,059,178	1,205,858
<u>Provision for income taxes</u>	387,000	204,000	682,000	384,000
<u>Net income</u>	\$ 769,361	\$ 413,741	\$ 1,377,178	\$ 821,858
<u>Basic and diluted earnings per common share</u>	\$ 0.23	\$ 0.13	\$ 0.42	\$ 0.25

**Document and Entity
Information (USD \$)**

**6 Months Ended
Nov. 30, 2012**

Jan. 10, 2013

Document And Entity Information

<u>Entity Registrant Name</u>	TAYLOR DEVICES INC	
<u>Entity Central Index Key</u>	0000096536	
<u>Document Type</u>	10-Q	
<u>Document Period End Date</u>	Nov. 30, 2012	
<u>Amendment Flag</u>	false	
<u>Current Fiscal Year End Date</u>	--05-31	
<u>Is Entity a Well-known Seasoned Issuer?</u>	No	
<u>Is Entity a Voluntary Filer?</u>	No	
<u>Is Entity's Reporting Status Current?</u>	Yes	
<u>Entity Filer Category</u>	Smaller Reporting Company	
<u>Entity Public Float</u>		\$ 28,960,000
<u>Entity Common Stock, Shares Outstanding</u>		3,310,677
<u>Document Fiscal Period Focus</u>	Q2	
<u>Document Fiscal Year Focus</u>	2012	

Statements of Cash Flows
(Unaudited) (USD \$)

6 Months Ended
Nov. 30, Nov. 30,
2012 2011

Operating activities:

Net income \$ 1,377,178 \$ 821,858

Adjustments to reconcile net income to net cash flows from operating activities:

Depreciation and amortization 271,159 262,707

Stock options issued for services 35,599 26,502

Changes in other assets and liabilities:

Accounts receivable (1,056,637) (1,117,512)

Inventory (786,983) (1,889,876)

Costs and estimated earnings in excess of billings 3,213,022 (481,482)

Other current assets 95,892 232,832

Accounts payable (1,851,257) 394,568

Accrued commissions 116,820 507,158

Billings in excess of costs and estimated earnings (537,312) 1,121,671

Other current liabilities (483,815) 230,362

Net operating activities 393,666 108,788

Investing activities:

Acquisition of property and equipment (1,628,000) (461,497)

Other investing activities (2,927) (2,945)

Net investing activities (1,630,927) (464,442)

Financing activities:

Net short-term borrowings 1,190,343 (2,743)

Proceeds from issuance of common stock, net 5,774 143,085

Acquisition of treasury stock (49,767)

Net financing activities 1,196,117 90,575

Net change in cash and cash equivalents (41,144) (265,079)

Cash and cash equivalents - beginning 73,952 2,193,534

Cash and cash equivalents - ending \$ 32,808 \$ 1,928,455

Condensed financial
statements note

6 Months Ended
Nov. 30, 2012

Organization, Consolidation
and Presentation of
Financial Statements

[Abstract]

Condensed financial
statements

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of the Company, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of only

1. normal recurring accruals) necessary to present fairly the financial position as of November 30, 2012 and May 31, 2012, the results of operations for the three and six months ended November 30, 2012 and November 30, 2011, and cash flows for the six months ended November 30, 2012 and November 30, 2011. These financial statements should be read in conjunction with the audited financial statements and notes thereto contained in the Company's Annual Report to Shareholders for the year ended May 31, 2012. Certain amounts have been reclassified in the prior period financial statements to conform with the presentation adopted for November 30, 2012.

The Company has evaluated events and transactions for potential recognition or disclosure in the financial statements through the date the financial statements were issued.

3. There is no provision nor shall there be any provisions for profit sharing, dividends, or any other benefits of any nature at any time for this fiscal year.

For the six month periods ended November 30, 2012 and November 30, 2011, the net income was divided by 3,309,924 and 3,237,093, respectively, which is net of the Treasury shares, to calculate the net income per share. For the three month periods ended

4. November 30, 2012 and November 30, 2011, the net income was divided by 3,309,841 and 3,233,056, respectively, which is net of the Treasury shares, to calculate the net income per share.
5. The results of operations for the three and six month periods ended November 30, 2012 are not necessarily indicative of the results to be expected for the full year.
6. Recently issued Financial Accounting Standards Board Accounting Standards Codification guidance has either been implemented or is not significant to the Company.