

COMMAND SECURITY CORP  
Form 10-Q  
November 12, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

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

For the quarterly period ended September 30, 2014

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 001-33525

**COMMAND SECURITY CORPORATION**

(Exact name of registrant as specified in its charter)

**New York**

**14-1626307**

*(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)*

512 Herndon Parkway, Suite A, Herndon, VA

20170

*(Address of principal executive offices)*

*(Zip Code)*

**(703) 464-4735**

*(Registrant's telephone number, including area code)*

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 (Section 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 definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  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

The number of outstanding shares of the registrant's common stock as of October 31, 2014, was 9,718,870.

**Table of Contents**

	<i>Page</i>
<b>PART I. <u>FINANCIAL INFORMATION</u></b>	
Item 1. <u>Financial Statements</u>	
<u>Condensed Statements of Income - three and six months ended September 30, 2014 and 2013 (unaudited)</u>	3
<u>Condensed Balance Sheets - September 30, 2014 (unaudited) and March 31, 2014</u>	4
<u>Condensed Statements of Changes in Stockholders' Equity - six months ended September 30, 2014 and 2013 (unaudited)</u>	5
<u>Condensed Statements of Cash Flows - six months ended September 30, 2014 and 2013 (unaudited)</u>	6-7
<u>Notes to Condensed Financial Statements</u>	8-10
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	11
Item 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	18
Item 4. <u>Controls and Procedures</u>	18
<b>PART II. <u>OTHER INFORMATION</u></b>	
Item 1. <u>Legal Proceedings</u>	19
Item 1A. <u>Risk Factors</u>	19
Item 6. <u>Exhibits</u>	19
<b><u>SIGNATURES</u></b>	20
Exhibit 31.1	Certification of Craig P. Coy
Exhibit 31.2	Certification of N. Paul Brost
Exhibit 32.1	§1350 Certification of Craig P. Coy
Exhibit 32.2	§1350 Certification of N. Paul Brost



**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****COMMAND SECURITY CORPORATION CONDENSED STATEMENTS OF INCOME (Unaudited)**

	Three Months Ended		Six Months Ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Revenues	\$34,374,020	\$40,147,092	\$71,984,648	\$78,108,587
Cost of revenues	29,714,546	34,295,951	61,950,289	67,644,188
Gross profit	4,659,474	5,851,141	10,034,359	10,464,399
Operating expenses				
General and administrative	4,173,875	4,487,885	8,396,052	8,789,309
Provision for doubtful accounts, net	(39,205 )	73,204	(55,441 )	147,735
	4,134,670	4,561,089	8,340,611	8,937,044
Operating income	524,804	1,290,052	1,693,748	1,527,355
Interest expense	(38,838 )	(46,831 )	(88,706 )	(100,901 )
Income before income taxes and equity earnings in minority investment of unconsolidated affiliate	485,966	1,243,221	1,605,042	1,426,454
Equity earnings in minority investment of unconsolidated affiliate	128,000	-	245,000	-
Income before income taxes	613,966	1,243,221	1,850,042	1,426,454
Provision for income taxes	255,000	610,000	800,000	760,000
Net income	\$358,966	\$633,221	\$1,050,042	\$666,454
Income per share of common stock				
Basic	\$0.04	\$0.07	\$0.11	\$0.07

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Diluted	\$0.04	\$0.07	\$0.11	\$0.07
Weighted average number of common shares outstanding				
Basic	9,583,072	9,179,531	9,549,971	9,136,565
Diluted	9,892,883	9,268,333	9,825,949	9,330,651

*See accompanying notes to condensed financial statements*

**COMMAND SECURITY CORPORATION**  
**CONDENSED BALANCE SHEETS**

ASSETS	September 30, 2014 (Unaudited)	March 31, 2014
Current assets:		
Cash and cash equivalents	\$2,549,429	\$3,470,427
Accounts receivable, net of allowance for doubtful accounts of \$669,693 and \$627,711, respectively	24,582,894	25,328,451
Prepaid expenses	508,305	1,533,475
Other assets	1,852,013	3,176,585
Total current assets	29,492,641	33,508,938
Furniture and equipment at cost, net	417,403	478,245
Other Assets:		
Intangible assets, net	1,963,224	2,163,156
Restricted cash	-	83,118
Minority investment in unconsolidated affiliate	2,370,000	2,125,000
Other assets	2,864,100	2,746,649
Total other assets	7,197,324	7,117,923
Total assets	\$37,107,368	\$41,105,106
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Checks issued in advance of deposits	\$991,458	\$1,219,909
Short-term borrowings	7,500,000	10,511,360
Accounts payable	616,304	1,234,307
Accrued expenses and other liabilities	7,092,308	8,710,408
Total current liabilities	16,200,070	21,675,984
Insurance reserves	705,107	673,161
Total liabilities	16,905,177	22,349,145
Stockholders' equity:		
Preferred stock, convertible Series A, \$.0001 par value	-	-
Common stock, \$.0001 par value	1,148	1,126
Treasury stock	(2,885,579 )	(2,885,579 )

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Additional paid-in capital	18,081,981	17,685,815
Accumulated earnings	5,004,641	3,954,599
Total stockholders' equity	20,202,191	18,755,961
Total liabilities and stockholders' equity	\$37,107,368	\$41,105,106

*See accompanying notes to condensed financial statements*



## COMMAND SECURITY CORPORATION

## CONDENSED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(Unaudited)

	Preferred Stock	Common Stock	Treasury Stock	Additional Paid In Capital	Accumulated Earnings	Total
Balance at March 31, 2013	\$ -	\$ 1,085	\$(2,885,579)	\$ 16,998,541	\$ 2,844,853	\$ 16,958,900
Options exercised, net		13		101,458		101,471
Stock compensation cost				90,611		90,611
Net income					666,454	666,454
Balance at September 30, 2013	-	1,098	(2,885,579)	17,190,610	3,511,307	17,817,436
Options exercised, net		28		433,454		433,482
Stock compensation cost				61,751		61,751
Net income					443,292	443,292
Balance at March 31, 2014	-	1,126	(2,885,579)	17,685,815	3,954,599	18,755,961
Options exercised		22		265,526		265,548
Stock compensation cost				130,640		130,640
Net income					1,050,042	1,050,042
Balance at September 30, 2014	\$ -	\$ 1,148	\$(2,885,579)	\$ 18,081,981	\$ 5,004,641	\$ 20,202,191

*See accompanying notes to condensed financial statements*

## COMMAND SECURITY CORPORATION

## CONDENSED STATEMENTS OF CASH FLOWS

(Unaudited)

	Six Months Ended September 30,	
	2014	2013
Cash flows from operating activities:		
Net income	\$1,050,042	\$666,454
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	317,169	349,618
Provision for doubtful accounts, net	(55,441 )	147,735
Equity earnings in minority investment of unconsolidated affiliate	(245,000 )	-
Rent expense	(24,211 )	97,789
Loss on asset dispositions	-	1,540
Stock based compensation costs	130,640	90,611
Insurance reserves	31,945	37,155
Deferred income taxes	(256,638 )	(108,866 )
Restricted cash	83,117	(24 )
Decrease in receivables, prepaid expenses and other current assets	3,370,082	1,356,782
Increase (decrease) in accounts payable and other liabilities	(2,211,890)	580,210
Net cash provided by operating activities	2,189,815	3,219,004
Cash flows from investing activities:		
Purchases of equipment	(56,395 )	(81,904 )
Net cash used in investing activities	(56,395 )	(81,904 )
Cash flows from financing activities:		
Net repayments on short-term borrowings	(3,011,360)	(941,638 )
Decrease in checks issued in advance of deposits	(228,452 )	(1,529,673)
Proceeds from option exercises, net	185,394	101,471
Net cash used in financing activities	(3,054,418)	(2,369,840)
Net change in cash and cash equivalents	(920,998 )	767,260
Cash and cash equivalents, beginning of period	3,470,427	8,504
Cash and cash equivalents, end of period	\$2,549,429	\$775,764

*See accompanying notes to condensed financial statements*

**COMMAND SECURITY CORPORATION**

**CONDENSED STATEMENTS OF CASH FLOWS**

**(Unaudited)**

Supplemental Disclosures of Cash Flow Information

Cash paid during the six months ended September 30 for:	2014	2013
Interest	\$92,034	\$101,286
Income taxes	687,500	505,484

*See accompanying notes to condensed financial statements*

## COMMAND SECURITY CORPORATION

### NOTES TO CONDENSED FINANCIAL STATEMENTS

#### (Unaudited)

The accompanying condensed financial statements presented herein have not been audited, and have been prepared in accordance with the instructions to Form 10-Q which do not include all of the information and note disclosures required by generally accepted accounting principles in the United States. These financial statements should be read in conjunction with our consolidated financial statements and notes thereto as of and for the fiscal year ended March 31, 2014. In this discussion, the words “Company,” “we,” “our,” “us” and terms of similar import should be deemed to refer to Command Security Corporation.

The condensed financial statements for the interim period shown in this report are not necessarily indicative of our results to be expected for any period after the date hereof, including for the fiscal year ending March 31, 2015 or for any other subsequent period. In the opinion of our management, the accompanying condensed financial statements reflect all adjustments, consisting of only normal recurring adjustments, considered necessary for a fair presentation of the financial statements included in this quarterly report. All such adjustments are of a normal recurring nature.

#### 1. Short-Term Borrowings:

On February 12, 2009, we entered into a \$20.0 million credit facility (the “Credit Agreement”) with Wells Fargo Bank, National Association (“Wells Fargo”). This credit facility, which was most recently amended in June 2014 (see below), matures in October 2016, contains customary affirmative and negative covenants, including, among other things, covenants requiring us to maintain certain financial ratios and is collateralized by customer accounts receivable and certain other assets of the Company as defined in the Credit Agreement.

The Credit Agreement provides for a letter of credit sub-line in an aggregate amount of up to \$3.0 million. The Credit Agreement also provides for interest to be calculated on the outstanding principal balance of the revolving loans at the prime rate (as defined in the Credit Agreement) plus 1.50%. For LIBOR loans, interest will be calculated on the outstanding principal balance of the LIBOR loans at the LIBOR rate (as defined in the Credit Agreement) plus 1.75%.

On June 30, 2014, we entered into a fourth amendment (the “Fourth Amendment”) to our Credit Agreement. The Fourth Amendment (i) extends the date through which the Company may repurchase up to \$2.0 million of its common stock, subject to certain conditions, to March 31, 2015; and (ii) provides for a Permitted Over-advance Amount as defined

under the Credit Agreement in the amount of \$2.125 million which shall be reduced by the amount of \$265,625 on the first day of each fiscal quarter beginning October 1, 2014. Interest on the Permitted Over-advance Amount is calculated on the outstanding balance of the Over-advance at the LIBOR rate (as defined in the Credit Agreement) plus 2.00%.

Under the Credit Agreement, as of September 30, 2014, the interest rate was 2.0% for LIBOR loans and revolving loans. At September 30, 2014, we had \$2.5 million of cash on hand. We also had \$7.5 million in LIBOR loans and Over-advances outstanding, no revolving loans outstanding and \$219,473 outstanding under our letters of credit sub-line under the Credit Agreement, representing 51% of the maximum borrowing capacity under the Credit Agreement based on our “eligible accounts receivable” (as defined in the Credit Agreement) as of such date.

We rely on our revolving loan from Wells Fargo, which contains a fixed charge covenant and various other financial and non-financial covenants. If we breach a covenant, Wells Fargo has the right to immediately request the repayment in full of all borrowings under the Credit Agreement, unless Wells Fargo waives the breach. For the six months ended September 30, 2014, we were in compliance with all covenants under the Credit Agreement.

We may obtain short-term financing to meet our annual property and casualty insurance needs. At September 30, 2014, we had no short-term insurance borrowings outstanding.

**COMMAND SECURITY CORPORATION****NOTES TO CONDENSED FINANCIAL STATEMENTS****(Unaudited)****2. Other Assets:**

	September 30, 2014	March 31, 2014
Workers' compensation insurance	\$1,001,113	\$2,441,236
Other receivables	6,000	6,000
Security deposits	175,234	198,870
Deferred tax asset	3,533,766	3,277,128
	4,716,113	5,923,234
Current portion	(1,852,013)	(3,176,585)
Total non-current portion	\$2,864,100	\$2,746,649

The other asset workers' compensation insurance represents the net amount of the payments made to cover the workers' compensation insurance premium against the actual premium due as well as the difference in the amount deposited to the loss fund less the estimated workers' compensation claims and reserves related to the historical loss claims as well as the estimates related to the incurred but not reported claims. There is no offsetting claim liability reported as the Company has determined that there is a sufficient amount deposited into the loss funds to cover the estimated claims reserve as well as the estimate related to the incurred but not reported claims.

**3. Minority Investment in Unconsolidated Affiliate**

In March 2014, the Company made a 20% minority investment in Ocean Protection Services LLC, a Delaware limited liability company ("OPS"). OPS owns 100% of Ocean Protection Services, Ltd., a UK based company specializing in maritime security, risk management and risk analysis. The Company purchased 2,000 Class A Common Units of OPS

for a purchase price of \$2.125 million and funded the purchase price through borrowings under the Company's existing line of credit. In connection with the investment, the Company may acquire additional ownership interest in OPS in the future.

#### 4. Accrued Expenses and Other Liabilities:

	September 30, 2014	March 31, 2014
Payroll and related expenses	\$5,351,750	\$6,857,040
Taxes and fees payable	855,620	994,996
Accrued interest payable	1,807	5,000
Other	883,131	853,372
<b>Total</b>	<b>\$7,092,308</b>	<b>\$8,710,408</b>

#### 5. Insurance Reserves:

We have an insurance policy covering workers' compensation claims in states where we perform services. Estimated accrued liabilities are based on our historical loss experience and the ratio of claims paid to our historical payout profiles. Charges for estimated workers' compensation related losses incurred and included in cost of sales were \$648,512 and \$770,042 for the three months ended September 30, 2014 and 2013, respectively; and \$1,369,965 and \$1,517,489 for the six months ended September 30, 2014 and 2013, respectively.

The nature of our business also subjects us to claims or litigation alleging that we are liable for damages as a result of the conduct of our employees or others. We insure against such claims and suits through general liability policies with third-party insurance companies.

Our insurance coverage limits are currently \$1.0 million per occurrence for non-aviation related business (with additional excess umbrella policies of \$5.0 million and \$10.0 million, respectively) and \$30.0 million per occurrence for aviation related business. We retain the risk for the first \$25,000 for general liability non-aviation related operations, \$50,000 on airport wheelchair and electric cart operations, \$25,000 for damage to aircraft and \$100,000 for skycap operations. Estimated accrued liabilities are based on specific reserves in connection with existing claims as determined by third party risk management consultants and actuarial factors and the timing of reported claims. These are all factored into estimated losses incurred but not yet reported to us.

Cumulative amounts estimated to be payable by us with respect to pending and potential claims for all years in which we are liable under our general liability retention and workers' compensation policies have been accrued as liabilities.



Such accrued liabilities are necessarily based on estimates; accordingly, our ultimate liability may exceed or be less than the amounts accrued. The methods of making such estimates and establishing the resultant accrued liability are reviewed continually and any adjustments resulting therefrom are reflected in our current results of operations.

Workers' compensation annual costs are comprised of premiums as well as incurred losses as determined at the end of the coverage period, subject to minimum and maximum amounts. Workers' compensation insurance claims and reserves include accruals of estimated settlements for known claims, as well as accruals of estimates for claims incurred but not yet reported as provided by a third party. In estimating these accruals, we consider historical loss experience and make judgments about the expected levels of costs per claim. We believe our estimates of future liability are reasonable based upon our methodology; however, changes in health care costs, accident frequency and severity and other factors could materially affect the estimate for these liabilities. The Company continually monitors changes in claim type and incident and evaluates the workers' compensation insurance accrual, making necessary adjustments based on the evaluation of these qualitative data points.

## COMMAND SECURITY CORPORATION

### NOTES TO CONDENSED FINANCIAL STATEMENTS

(Unaudited)

#### 6. Income per Share:

Under the requirements of FASB ASC 260-10, *Earnings Per Share*, the dilutive effect of our common shares that have not been issued, but that may be issued upon the exercise or conversion, as the case may be, of rights or options to acquire such common shares, is excluded from the calculation for basic earnings per share. Diluted earnings per share reflects the additional dilution that would result from the issuance of our common shares if such rights or options were exercised or converted, as the case may be, and is presented for the three and six months ended September 30, 2014 and 2013.

#### 7. Contingencies:

The nature of our business is such that there is a significant volume of routine claims and lawsuits that are made against us, the vast majority of which never lead to the award of substantial damages. We maintain general liability and workers' compensation insurance coverage that we believe is appropriate to the relevant level of risk and potential liability that we face, relating to these matters. Some of the claims brought against us could result in significant payments; however, the exposure to us under general liability non-aviation related operations is limited to the first \$25,000 per occurrence, \$50,000 on airport wheelchair and electric cart operations, \$25,000 for damage to aircraft and \$100,000 for skycap operations. Any punitive damage award would not be covered by the general liability insurance policy. The only other potential impact would be on future premiums, which may be adversely affected by an unfavorable claims history.

In July 2012, the Service Employee International Union (SEIU) filed a suit in U.S. District Court – Northern District Court against the Company seeking the restoration of the collective bargaining agreement between SEIU and the Company following a majority vote of Aviation Safeguards employees in December 2011 to withdraw recognition of the union. On February 20, 2014, the U.S. District Court, Central District of California, ruled in favor of the Company and granted our motion for summary judgment in full, denied the plaintiffs' motion for summary judgment and terminated the case. The plaintiffs filed their Notice of Appeal to the U.S. Court of Appeals for the Ninth Circuit on March 18, 2014. A related lawsuit was filed on July 6, 2012 by the California Service Employees Health and Welfare Trust Fund in U.S. District Court Northern District Court seeking to maintain the payment of monthly health insurance contributions which were stopped by the Company following the termination of the collective bargaining agreement. On July 31, 2014 the U.S. District Court – Central District Court denied the plaintiff's motion for summary judgment and granted partial summary judgment in favor of the Company.

In addition to such cases, we have been named as a defendant in several uninsured employment related claims that are pending before various courts, the Equal Employment Opportunities Commission or various state and local agencies. We have instituted policies to minimize these occurrences and monitor those that do occur. At this time, we are unable to determine the impact on the financial position and results of operations that these claims may have, should the investigations conclude that they are valid.

We have employment agreements with certain of our officers and key employees with terms up to three years. The agreements generally provide for annual salaries and for salary continuation for a specified number of months under certain circumstances, including a change in control of the Company. Approximately 12% of our workforce is subject to collective bargaining arrangements. Two of the previously three active agreements have expired. There is currently one active agreement which is in an extension period and is under renegotiation.

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

The following Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our condensed financial statements and the related notes contained in this quarterly report.

### **Forward Looking Statements**

Certain of our statements contained in this Management's Discussion and Analysis of Financial Condition and Results of Operations section of this quarterly report and, in particular, those under the heading "Outlook," contain forward-looking statements. The words "may," "will," "should," "expect," "anticipate," "believe," "plans," "intend" and "contingent" or the negative of these words or other variations on these words or comparable terminology typically identify such statements. These statements are based on our management's current expectations, estimates, forecasts and projections about the industry in which we operate generally, and other beliefs of and assumptions made by our management, some or many of which may be incorrect. In addition, other written or verbal statements that constitute forward-looking statements may be made by us or on our behalf. While our management believes these statements are accurate, our business is dependent upon general economic conditions and various conditions specific to the industries in which we operate. Moreover, we believe that the current business environment is more challenging and difficult than it has been in the past several years, if not longer. Many of our customers, particularly those that are primarily involved in the aviation industry, are currently experiencing substantial financial and business difficulties. If the business of any substantial customer or group of customers fails or is materially and adversely affected by the current economic environment or otherwise, they may seek to substantially reduce their expenditures for our services. Any loss of business from our substantial customers could cause our actual results to differ materially from the forward-looking statements that we have made in this quarterly report. Further, other factors, including, but not limited to, those relating to the shortage of qualified labor, competitive conditions and adverse changes in economic conditions of the various markets in which we operate, could adversely impact our business, operations and financial condition and cause our actual results to fail to meet our expectations, as expressed in the forward-looking statements that we have made in this quarterly report. These forward-looking statements are not guarantees of future performance, and involve certain risks, uncertainties and assumptions that we may not be able to accurately predict. We undertake no obligation to update publicly any of these forward-looking statements, whether as a result of new information, future events or otherwise.

As provided for under the Private Securities Litigation Reform Act of 1995, we wish to caution shareholders and investors that the important factors under the heading "Risk Factors" in our Annual Report on Form 10-K filed with the Securities and Exchange Commission with respect to our fiscal year ended March 31, 2014 could cause our actual financial condition and results from operations to differ materially from our anticipated results or other expectations expressed in our forward-looking statements in this quarterly report.

### **Critical Accounting Policies and Estimates**

Critical accounting policies are defined as those most important to the portrayal of a company's financial condition and results and that require the most difficult, subjective or complex judgments. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during the reporting period. The estimates that we make include allowances for doubtful accounts, depreciation and amortization, income tax assets and insurance reserves. Estimates are based on historical experience, where applicable or other assumptions that management believes are reasonable under the circumstances. We have identified the policies described below as our critical accounting policies. Due to the inherent uncertainty involved in making estimates, actual results may differ from those estimates under different assumptions or conditions.

#### **Revenue Recognition**

We record revenues as services are provided to our customers. Revenues consist primarily of aviation and security services, which are typically billed at hourly rates. These rates may vary depending on base, overtime and holiday time worked. Revenue is reported net of applicable taxes.

#### **Accounts Receivable**

We periodically evaluate the requirement for providing for billing adjustments and/or reflect the extent to which we will be able to collect our accounts receivable. We provide for billing adjustments where management determines that there is a likelihood of a significant adjustment for disputed billings. Criteria used by management to evaluate the adequacy of the allowance for doubtful accounts include, among others, the creditworthiness of the customer, current trends, prior payment performance, the age of the receivables and our overall historical loss experience. Individual accounts are charged off against the allowance as management deems them to be uncollectible.

#### **Minority Investment in Unconsolidated Affiliate**

The Company uses the equity method to account for its investment in Ocean Protection Services, LLC ("OPS"). Equity method investments are recorded at original cost and adjusted periodically to recognize: (i) our proportionate share of investees' net income or losses after the date of the investment; (ii) additional contributions made or distributions received; and (iii) impairment losses resulting from adjustments to net realizable value.



### Intangible Assets

Intangible assets are stated at cost and consist primarily of customer lists and borrowing costs that are being amortized on a straight-line basis over a period of three to ten years, and goodwill, which is reviewed annually for impairment. The life assigned to acquired customer lists is based on management's estimate of our expected customer attrition rate. The attrition rate is estimated based on historical contract longevity and management's operating experience. We test for impairment annually or when events and circumstances warrant such a review, if earlier. Any potential impairment is evaluated based on anticipated undiscounted future cash flows and actual customer attrition in accordance with FASB ASC 360, *Property, Plant and Equipment*.

### Insurance Reserves

General liability estimated accrued liabilities are calculated on an undiscounted basis based on actual claim data and estimates of incurred but not reported claims developed utilizing historical claim trends. Projected settlements and incurred but not reported claims are estimated based on pending claims, historical trends and related data.

Workers' compensation annual costs are comprised of premiums as well as incurred losses as determined at the end of the coverage period, subject to minimum and maximum amounts. Workers' compensation insurance claims and reserves include accruals of estimated settlements for known claims, as well as accruals of estimates for claims incurred but not yet reported as provided by a third party. In estimating these accruals, we consider historical loss experience and make judgments about the expected levels of costs per claim. We believe our estimates of future liability are reasonable based upon our methodology; however, changes in health care costs, accident frequency and severity and other factors could materially affect the estimate for these liabilities. The Company continually monitors changes in claim type and incident and evaluates the workers' compensation insurance accrual, making necessary adjustments based on the evaluation of these qualitative data points.

### Income Taxes

Income taxes are based on income (loss) for financial reporting purposes and reflect a current tax liability (asset) for the estimated taxes payable (recoverable) in the current year tax return and changes in deferred taxes. Deferred tax assets or liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using enacted tax laws and rates. A valuation allowance is provided on deferred tax assets if it is determined that it is more likely than not that the asset will not be realized.

We recognize the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. In the event that interest and/or penalties are assessed in connection with our tax filings, interest will be recorded as interest expense and penalties as selling, general and administrative expense. We did not have any unrecognized tax benefits as of September 30, 2014 and 2013.

Stock Based Compensation

FASB ASC 718, Stock Compensation, requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values at grant date and the recognition of the related expense over the period in which the share-based compensation vests. We use the modified-prospective transition method. Under the modified-prospective transition method, we recognize compensation expense in our financial statements issued subsequent to the date of adoption for all share-based payments granted, modified or settled. Non-cash charges of \$130,640 and \$90,611 for stock based compensation have been recorded for the six months ended September 30, 2014 and 2013, respectively.



## **Overview**

We principally provide uniformed security officers and aviation services to commercial, residential, financial, industrial, aviation and governmental customers through approximately 25 offices throughout the United States. In conjunction with providing these services, we assume responsibility for a variety of functions, including recruiting, hiring, training and supervising all operating personnel as well as paying such personnel and providing them with uniforms, benefits and workers' compensation insurance.

Our customer-focused mission is to provide the best personalized supervision and management attention necessary to deliver timely and efficient security solutions so that our customers can operate in safe environments without disruption or loss. Technology underpins our efficiency, accuracy and dependability. We rely on a sophisticated software system that integrates scheduling, payroll and billing functions.

Renewing and extending existing contracts and obtaining new contracts are crucial to our ability to generate revenues, earnings and cash flow. In addition, our growth strategy involves the acquisition and integration of complementary businesses in order to increase our scale within certain geographical areas, increase our market share in the markets in which we operate, gain market share in the markets in which we do not currently operate and improve our profitability. We intend to pursue suitable acquisition opportunities for contract security officer businesses. We frequently evaluate acquisition opportunities and, at any given time, may be in various stages of due diligence or preliminary discussions with respect to a number of potential acquisitions. However, we cannot assure you that we will identify any suitable acquisition candidates or, if identified, that we will be able to complete the acquisition of such candidates on favorable terms or at all.

The global security industry has grown we believe largely due to an increasing desire for security to combat crime and terrorism. In the United States, the demand for security-related products and central station monitoring services also has grown steadily. We believe that there is continued heightened attention to and demand for security due to worldwide events, and the ensuing threat, or perceived threat, of criminal and terrorist activities. For these reasons, we expect that security will continue to be a key area of focus both domestically in the United States and abroad.

Demand for security officer services is dependent upon a number of factors, including, among other things, demographic trends, general economic variables such as growth in the gross domestic product, unemployment rates, consumer spending levels, perceived and actual crime rates, government legislation, terrorism sensitivity, war/external conflicts and technology.

## **Results of Operations**

**Revenues**

Our revenues decreased by \$5,773,072, or 14.4%, to \$34,374,020 for the three months ended September 30, 2014 from \$40,147,092 in the corresponding period of the prior year. The decrease in revenues for the three months ended September 30, 2014 was due mainly to a \$5.2 million reduction in revenues from a major transportation company following the loss of the Western region services contract with this customer effective May 31, 2014. In addition, revenues from temporary aviation related construction security services declined by approximately \$0.4 million partly offset by an increase in aviation services of \$0.3 million. The remainder of the decrease is primarily attributable to the loss of revenues from a state government in the northeastern United States.

Our revenues decreased by \$6,123,939, or 7.8%, to \$71,984,648 for the six months ended September 30, 2014 from \$78,108,587 in the corresponding period of the prior year. The decrease in revenues for the six months ended September 30, 2014 was due to a \$6.4 million reduction in revenues from a major transportation company following the loss of the Western region services contract with this customer effective May 31, 2014. In addition, revenues from temporary aviation related construction security services declined by approximately \$0.6 million, revenues from a state government in the northeastern United States decreased by \$.9 million offset by an increase in revenues with healthcare facilities in the northeastern United States by \$1.1 million.

**Gross Profit**

Our gross profit decreased by \$1,191,667, or 20.4%, to \$4,659,474 (13.6% of revenues) for the three months ended September 30, 2014, from \$5,851,141 (14.6% of revenues) in the corresponding period of the prior year. The decrease was due mainly to the above-mentioned reduction in revenues from a major transportation company. The remainder of the decrease was due mainly to the above-mentioned loss of revenues from the state government in the northeastern United States and the reduction in revenues from temporary aviation related construction security services.

Our gross profit decreased by \$430,040, or 4.1%, to \$10,034,359 (13.9% of revenues) for the six months ended September 30, 2014, from \$10,464,399 (13.4% of revenues) in the corresponding period of the prior year. The decrease was due mainly to the above-mentioned reduction in revenues from a major transportation company. The remainder of the decrease was due mainly to the above-mentioned loss of revenues from the state government in the northeastern United States, the reduction in revenues from temporary aviation related construction security services partly offset by an increase in revenues with healthcare facilities in the northeastern United States by \$1.1 million.

**General and Administrative Expenses**

Our general and administrative expenses decreased by \$314,010, or 7.0%, to \$4,173,875 (12.1% of revenues) for the three months ended September 30, 2014, from \$4,487,885 (11.2% of revenues) in the corresponding period of the prior year. The decrease in general and administrative expenses for the three months ended September 30, 2014, resulted primarily from lower legal costs, labor settlements, and employee compensation costs.

Our general and administrative expenses decreased by \$393,257, or 4.5%, to \$8,396,052 (11.7% of revenues) for the six months ended September 30, 2014, from \$8,789,309 (11.3% of revenues) in the corresponding period of the prior year. The decrease in general and administrative expenses for the six months ended September 30, 2014, resulted primarily from lower legal and labor settlement costs, partly offset by an increase in employee compensation costs.

**Provision for Doubtful Accounts**

The provision for doubtful accounts for the three months ended September 30, 2014, net of recoveries, decreased by \$112,409 to net recoveries of \$39,205 as compared with \$73,204 of net expense in the corresponding period of the prior year. The decrease in the net provision for doubtful accounts for the three months ended September 30, 2014 related primarily to the recovery of approximately \$114,205 previously deemed uncollectible.

The provision for doubtful accounts for the six months ended September 30, 2014, net of recoveries, decreased by \$203,176 to net recoveries of \$55,441 as compared with \$147,735 of net expense in the corresponding period of the prior year. The decrease in the net provision for doubtful accounts for the six months ended September 30, 2014 related primarily to the recovery of approximately \$205,000 previously deemed uncollectible.

We periodically evaluate the requirement for providing for billing adjustments and/or credit losses on our accounts receivable. We provide for billing adjustments in cases where our management determines that there is a likelihood of a significant adjustment for disputed billings. Criteria used by management to evaluate the adequacy of the allowance for doubtful accounts include, among others, the creditworthiness of the customer, current trends, prior payment performance, the age of the receivables and our overall historical loss experience. Individual accounts are charged off against the allowance for doubtful accounts as our management deems them to be uncollectible. We do not know if bad debts will increase in future periods.

**Interest Expense**

Interest expense decreased by \$7,993, or 17.1%, to \$38,838 for the three months ended September 30, 2014, from \$46,831 in the corresponding period of the prior year. The decrease in interest expense for the three months ended September 30, 2014 was due primarily to lower average outstanding borrowings under our credit agreement with Wells Fargo, described below.

Interest expense decreased by \$12,195, or 12.1%, to \$88,706 for the six months ended September 30, 2014, from \$100,901 in the corresponding period of the prior year. The decrease in interest expense for the six months ended September 30, 2014 was due primarily to lower average outstanding borrowings under our credit agreement with Wells Fargo, described below.

**Equity Earnings in Minority Investment of Unconsolidated Affiliate**

The Company uses the equity method to account for its investment in OPS. The Company's proportionate share of net income of OPS for the three and six months ended September 30, 2014 was \$128,000 and \$245,000, respectively. There were no equity earnings in the same periods of the prior year.

**Provision for income taxes**

The provision for income taxes decreased by \$355,000 to \$255,000 for the three months ended September 30, 2014 compared with \$610,000 in the corresponding period of the prior year. The Company's effective tax rate decreased by 7.6% to 41.5% for the three months ended September 30, 2014 compared with 49.1% for the corresponding period of the prior year. The decrease in the provision for income taxes and the decrease in the Company's effective tax rate were primarily due to (i) a reduction in pre-tax earnings following the loss of a Western region contract with a major transportation company, and (ii) the absence of permanent tax differences related to the cancellation of stock options previously held by former employees.

The provision for income taxes increased by \$40,000 to \$800,000 for the six months ended September 30, 2014 compared with \$760,000 in the corresponding period of the prior year primarily due to higher pre-tax earnings, offset by the absence of permanent tax differences resulting from the cancellation of stock options previously held by former employees. The Company's effective tax rate decreased by 10.1% to 43.2% for the six months ended September 30, 2014 compared with 53.3% in the corresponding period of the prior year primarily due to the absence of permanent tax differences resulting from the cancellation of stock options previously held by former employees.



## **Liquidity and Capital Resources**

We maintain a commercial revolving loan arrangement, currently with Wells Fargo. We provide funding for our payroll and operations primarily through borrowings under our \$20.0 million credit facility with Wells Fargo (the “Credit Agreement”), described below under “Short Term Borrowings.”

We principally use short-term borrowings under our Credit Agreement to fund our accounts receivable. We intend to continue to use short-term borrowings to support our working capital requirements.

We believe that our existing funds, cash generated from operations, and existing sources of and access to financing are adequate to satisfy our working capital, capital expenditure and debt service requirements for the foreseeable future. However, we cannot assure you that this will be the case, and we may be required to obtain alternative or additional financing to maintain and expand our existing operations through the sale of our securities, an increase in the amount of available borrowings under our Credit Agreement, obtaining additional financing from other financial institutions or otherwise. The failure by us to obtain such financing, if needed, would have a material adverse effect upon our business, financial condition and results of operations.

### **Short-Term Borrowings:**

On February 12, 2009, we entered into a \$20.0 million credit facility (the “Credit Agreement”) with Wells Fargo Bank, National Association (“Wells Fargo”). This credit facility, which was most recently amended in June 2014 (see below), matures in October 2016, contains customary affirmative and negative covenants, including, among other things, covenants requiring us to maintain certain financial ratios and is collateralized by customer accounts receivable and certain other assets of the Company as defined in the Credit Agreement.

The Credit Agreement provides for a letter of credit sub-line in an aggregate amount of up to \$3.0 million. The Credit Agreement also provides for interest to be calculated on the outstanding principal balance of the revolving loans at the prime rate (as defined in the Credit Agreement) plus 1.50%. For LIBOR loans, interest will be calculated on the outstanding principal balance of the LIBOR loans at the LIBOR rate (as defined in the Credit Agreement) plus 1.75%.

On June 30, 2014, we entered into a fourth amendment (the “Fourth Amendment”) to our Credit Agreement. The Fourth Amendment (i) extends the date through which the Company may repurchase up to \$2.0 million of its common stock, subject to certain conditions, to March 31, 2015; and (ii) provides for a Permitted Over-advance Amount as defined in the Credit Agreement in the amount of \$2.125 million which shall be reduced by the amount of \$265,625 on the first day of each fiscal quarter beginning October 1, 2014. Interest on the Permitted Over-advance Amount is calculated on the outstanding balance of the Over-advance at the LIBOR rate (as defined in the Credit Agreement) plus 2.00%.

Under the Credit Agreement, as of September 30, 2014, the interest rate was 2.0% for LIBOR loans and revolving loans. At September 30, 2014, we had \$2.5 million of cash on hand. We also had \$7.5 million in LIBOR loans and Over-advances outstanding, no revolving loans outstanding and \$219,473 outstanding under our letters of credit sub-line under the Credit Agreement, representing 51% of the maximum borrowing capacity under the Credit Agreement based on our “eligible accounts receivable” (as defined under the Credit Agreement) as of such date.

We rely on our revolving loan from Wells Fargo, which contains a fixed charge covenant and various other financial and non-financial covenants. If we breach a covenant, Wells Fargo has the right to immediately request the repayment in full of all borrowings under the Credit Agreement, unless Wells Fargo waives the breach. For the six months ended September 30, 2014, we were in compliance with all covenants under the Credit Agreement.

We may obtain short-term financing to meet our annual property and casualty insurance needs. At September 30, 2014, we had no short-term insurance borrowings outstanding.

#### Investments and Capital Expenditures

We have no material commitments for capital expenditures at this time.

#### Working Capital

Our working capital increased by \$1,459,617, or 12.3%, to \$13,292,571 as of September 30, 2014, from \$11,832,954 as of March 31, 2014.

We had checks drawn in advance of future deposits of \$991,458 at September 30, 2014, compared with \$1,219,909 at March 31, 2014. Cash balances, book overdrafts and payroll and related expenses can fluctuate materially from day to day depending on such factors as collections, timing of billing and payroll dates, and are covered via advances from the revolving loan as checks are presented for payment.

## **Outlook**

### **Strategic Initiatives**

Our Board of Directors and management have initiated a number of strategic actions to improve the Company's performance. Craig P. Coy joined the Company as Chief Executive Officer on January 3, 2012. During the past two years, we have identified and implemented strategic initiatives designed to further increase efficiencies across the organization and lower the overall cost structure. Key elements of the Company's on-going initiatives include:

- Streamlining of our management structure to integrate all of our functions into a common platform and deploy resources more efficiently.
- Renewed focus on operational performance, including managing overtime, to improve our operating margins and service delivery capabilities.
- The upgrade and renewal of the Company's enterprise operating platform to improve business processes enhance on-line management capabilities and provide improved management visibility into key performance metrics.
- Strategic new hires in the finance, operations, and human resources departments to continue to bring needed talent into the Company.
- An on-going process to expand our sales and marketing team with the hiring of additional sales executives and talent to maximize our marketing opportunities.
- On-going reviews of our market position and product and service offerings so as to provide "best in class" capabilities are brought to market
- Identification of new technology offerings to enhance our capabilities and augment our service offerings.

On October 24, 2014, the Company announced an exclusive teaming agreement with iRobot Corporation to explore next-generation staff augmentation through a trial program with various customers.

An important part of our strategic plan includes identifying strengths and challenges in our current capabilities and market concentration and re-focusing our strategic efforts on customers, capabilities and markets that provide opportunity for optimal growth. We seek to grow our business with clients that value our services and capabilities and limit business with clients that fail to meet operational and financial standards. Additionally, as we sharpen our focus on our existing domestic general security and aviation markets, we continue to consider opportunities to expand into new markets and capabilities that complement our existing business with both domestic and international opportunities. Our minority investment in OPS provides an opportunity to expand internationally into the complementary maritime security business, resulted from the implementation of this strategy.



These strategic initiatives may result in future costs related to severance and other employee-related matters, litigation risks and expenses, and other costs. At this time we are unable to determine the scope of these potential costs.

### Financial Results

Our future revenues will largely depend on our ability to gain additional business from new and existing customers in our security officer and aviation services divisions at acceptable margins, while minimizing terminations of contracts with existing customers. In addition, our growth strategy involves the acquisition and integration of complementary businesses to increase our scale within certain geographical areas, capture market share in the markets in which we operate, enter new markets and improve our profitability. We intend to pursue acquisition opportunities for contract security officer businesses. Our ability to complete future acquisitions will depend on our ability to identify suitable acquisition candidates, negotiate acceptable terms for their acquisition and, if necessary, finance those acquisitions. Our security services division continues to experience organic growth over recent quarters and over the past few years, as demand for our security services has steadily increased. Our current focus is on increasing our revenues, as our sales and marketing team and branch managers' work to develop new business and retain profitable contracts. However, several of our airline and security services customers have reduced capacity within their systems, which typically results in reductions of service hours provided by us to such customers. Also, competition from other security services companies impacts our ability to gain or maintain sales, gross margins and/or employees. Since September 11, 2001, the Department of Homeland Security and the Transportation Security Administration have implemented numerous security measures that affect airline operations, including expanded cargo and baggage screening, and are likely to implement additional measures in the future. Additional measures taken to enhance either passenger or cargo security procedures in the future may increase the airline industry's demand for third party services provided by us. Additionally, our aviation services division is continually subject to such government regulation, which has adversely affected us in the past with the federalization of the pre-board screening services and the document verification process at several of our domestic airport locations.

Our gross profit margin during the six months ended September 30, 2014 and September 30, 2013 was 13.9% and 13.4% of revenues, respectively. We expect our gross profit margins to average between 12.5% and 13.5% of revenue in fiscal 2015 based on current business conditions. We expect gross profit to remain under pressure due primarily to continued price competition, including competition from companies that have substantially greater financial and other resources than we have. However, we expect these effects will be moderated by continued operational efficiencies resulting from better management and leveraging of our cost structures, workflow process efficiencies associated with our integrated financial software system and higher contributions from our continuing new business development.

Our security services division generated approximately \$44.0 million or 61% of our total revenues in the six months ended September 30, 2014. We rely on a single major transportation company for a significant portion of our security services revenues. During the six months ended September 30, 2014, this customer represented approximately 17.3% of our total revenues. During fiscal year 2014, this customer represented approximately 25% of our total revenues. As previously announced, the Company was not awarded the follow-on contract for the Western Region of this major transportation company and the existing contract for the Western Region expired on May 31, 2014. Annual revenues under the Western Region contract for the year ended March 31, 2014, were \$20.4 million or 13% of total revenues. There is no assurance that we will not lose additional contracts with this or other significant customers in the future, the loss of which may have a material adverse effect on our business, results of operations and financial condition.

Our aviation services division generated approximately \$28.0 million or 39%, of our total revenues in the six months ended September 30, 2014. The aviation industry continues to face various financial and other challenges, including the cost of security and higher fuel prices. Additional bankruptcy filings by aviation and non-aviation customers could have a material adverse impact on our liquidity, financial condition and results of operations.

As noted earlier, on February 12, 2009, we entered into a \$20.0 million Credit Agreement with Wells Fargo, which was most recently amended on June 30, 2014, as described above. As of the close of business on October 24, 2014, our total outstanding borrowings under the Credit Agreement were approximately \$7.5 million and our total availability was approximately \$8.6 million, including amounts available under the Permitted Over-advance as per the amended Credit Agreement, which we believe is sufficient to meet our needs for the foreseeable future barring any increase in reserves imposed by Wells Fargo. We believe that existing funds, cash generated from operations, and existing sources of and access to financing are adequate to satisfy our working capital, planned capital expenditures and debt service requirements for the foreseeable future, barring any increase in reserves imposed by Wells Fargo. However, we cannot assure you that this will be the case, and we may be required to obtain alternative or additional financing to maintain and expand our existing operations through the sale of our securities, an increase in the amount of available borrowings under our Credit Agreement, obtaining additional financing from other financial institutions or otherwise. The financial markets generally, and the credit markets in particular, continue to be volatile, both in the United States and in other markets worldwide. The current market situation has resulted generally in substantial reductions in available loans to a broad spectrum of businesses, increased scrutiny by lenders of the credit-worthiness of borrowers, more restrictive covenants imposed by lenders upon borrowers under credit and similar agreements and, in some cases, increased interest rates under commercial and other loans. If we require alternative or additional financing at this or any other time, we cannot assure you that such financing will be available upon commercially acceptable terms or at all. If we fail to obtain additional financing when and if required by us, our business, financial condition and results of operations would be materially adversely affected.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

During the six months ended September 30, 2014, we did not hold a portfolio of securities instruments for either trading or speculative purposes. Periodically, we hold securities instruments for other than trading purposes. Due to the short-term nature of our investments, we believe that we have no material exposure to changes in the fair value as a result of market fluctuations.

We are exposed to market risk in connection with changes in interest rates, primarily in connection with outstanding balances under our revolving line of credit with Wells Fargo, which was entered into for purposes other than trading purposes. Based on our average outstanding balances during the six months ended September 30, 2014, a 1% change in the prime and/or LIBOR lending rates could impact our financial position and results of operations by approximately \$38,000 over the remainder of our fiscal year ending March 31, 2015. For additional information on the revolving line of credit with Wells Fargo, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources – Short Term Borrowings.”

Reference is made to Item 2 of Part I of this quarterly report, “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Forward Looking Statements.”

### **Item 4. Controls and Procedures**

We maintain “disclosure controls and procedures”, as such term is defined under Rule 13a-15(e) of the Securities Exchange Act of 1934 (the “Exchange Act”), that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

We believe that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and our Chief Executive Officer and Chief Financial Officer have concluded that such controls and procedures are effective at the reasonable assurance level.

An evaluation was performed under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation and subject to the foregoing, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2014. There have been no changes in our internal control over financial reporting that occurred during our second quarter of fiscal 2015 ended September 30, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

See our discussion under Note 7 “Contingencies” to the Notes to Condensed Financial Statements included in Item 1 of Part I of this Quarterly Report on Form 10-Q, which is incorporated herein by reference.

### **Item 1A. Risk Factors**

There have been no changes to our risk factors from those disclosed in our Annual Report on Form 10-K for our fiscal year ended March 31, 2014.

### **Item 6. Exhibits**

(a) Exhibits

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

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

Exhibit 32.1\*\* Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.2\*\* Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 99.1\* Press Release dated November 12, 2014.

Exhibit 101\* The following materials from our Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 are formatted in eXtensible Business Reporting Language (XBRL): (i) Condensed Statements of Income for the three and six months ended September 30, 2014 and September 30, 2013, (ii) Condensed Balance Sheets as of September 30, 2014 and March 31, 2014, (iii) Condensed Statements of Changes in Stockholders' Equity for the six months ended September 30, 2014 and September 30, 2013, (iv) Condensed Statements of Cash Flows for the six months ended September 30, 2014 and September 30, 2013, and (v) Notes to the Unaudited Condensed Financial Statements.

\*Filed herewith

\*\*Furnished herewith

**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.

**COMMAND SECURITY CORPORATION**

Date: November 12, 2014 By: /s/ Craig P. Coy

Craig P. Coy  
Chief Executive Officer  
(Principal Executive Officer)

/s/ N. Paul Brost

N. Paul Brost  
Chief Financial Officer  
(Principal Financial and Accounting Officer)