

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**VASO Corp**

**Form: 10-Q**

**Date Filed: 2018-11-14**

Corporate Issuer CIK: 839087

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2018

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: 0-18105



**VASO CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

11-2871434

(IRS Employer Identification Number)

137 Commercial St., Suite 200, Plainview, New York 11803

(Address of principal executive offices)

Registrant's Telephone Number (516) 997-4600

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 every Interactive Data File required to be submitted 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 such files). Yes  No

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

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company   
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Number of Shares Outstanding of Common Stock, \$.001 Par Value, at November 10, 2018 – 166,719,647

**Vaso Corporation and Subsidiaries**

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## ITEM 1 - FINANCIAL STATEMENTS

## Vaso Corporation and Subsidiaries

CONDENSED CONSOLIDATED BALANCE SHEETS  
(in thousands, except share and per share data)

	September 30, 2018 (unaudited)	December 31, 2017
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 2,979	\$ 5,245
Accounts and other receivables, net of an allowance for doubtful accounts and commission adjustments of \$3,700 at September 30, 2018 and \$4,872 at December 31, 2017	10,139	13,225
Receivables due from related parties	20	20
Inventories, net	2,388	2,355
Deferred commission expense	2,617	3,649
Prepaid expenses and other current assets	1,142	993
<b>Total current assets</b>	<b>19,285</b>	<b>25,487</b>
<b>PROPERTY AND EQUIPMENT</b> , net of accumulated depreciation of \$5,949 at September 30, 2018 and \$4,980 at December 31, 2017	5,843	4,719
<b>GOODWILL</b>	17,315	17,471
<b>INTANGIBLES</b> , net	4,854	5,254
<b>OTHER ASSETS</b> , net	3,051	3,847
	<b>\$ 50,348</b>	<b>\$ 56,778</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ 7,179	\$ 5,423
Accrued commissions	1,430	2,467
Accrued expenses and other liabilities	5,866	5,337
Sales tax payable	941	787
Deferred revenue - current portion	9,969	15,540
Notes payable and capital lease obligations - current portion (Note N)	9,684	3,674
Notes payable - related parties - current portion	82	86
Due to related party	10	390
<b>Total current liabilities</b>	<b>35,161</b>	<b>33,704</b>
<b>LONG-TERM LIABILITIES</b>		
Notes payable and capital lease obligations, net of current portion (Note N)	322	4,834
Notes payable - related parties, net of current portion	246	259
Deferred revenue, net of current portion	6,983	7,526
Deferred tax liability	233	220
Other long-term liabilities	960	1,083
<b>Total long-term liabilities</b>	<b>8,744</b>	<b>13,922</b>
<b>COMMITMENTS AND CONTINGENCIES (NOTE O)</b>		
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$.01 par value; 1,000,000 shares authorized; nil shares issued and outstanding at September 30, 2018 and December 31, 2017	-	-
Common stock, \$.001 par value; 250,000,000 shares authorized; 177,027,734 and 175,741,970 shares issued at September 30, 2018 and December 31, 2017, respectively; 166,719,647 and 165,433,883 shares outstanding at September 30, 2018 and December 31, 2017, respectively	177	176
Additional paid-in capital	63,627	63,363
Accumulated deficit	(55,085)	(52,329)
Accumulated other comprehensive loss	(276)	(58)
Treasury stock, at cost, 10,308,087 shares at September 30, 2018 and December 31, 2017	(2,000)	(2,000)
<b>Total stockholders' equity</b>	<b>6,443</b>	<b>9,152</b>
	<b>\$ 50,348</b>	<b>\$ 56,778</b>

See Note B, Variable Interest Entities, for additional variable interest entity disclosures

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

Vaso Corporation and Subsidiaries

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(Unaudited)

(in thousands, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	2018	2017
<b>Revenues</b>				
Managed IT systems and services	\$ 11,002	\$ 10,827	\$ 33,118	\$ 31,438
Professional sales services	6,854	6,305	18,868	18,181
Equipment sales and services	932	909	2,755	2,649
Total revenues	<u>18,788</u>	<u>18,041</u>	<u>54,741</u>	<u>52,268</u>
<b>Cost of revenues</b>				
Cost of managed IT systems and services	6,563	6,311	19,291	18,526
Cost of professional sales services	1,465	1,386	3,903	3,946
Cost of equipment sales and services	309	316	1,040	900
Total cost of revenues	<u>8,337</u>	<u>8,013</u>	<u>24,234</u>	<u>23,372</u>
Gross profit	<u>10,451</u>	<u>10,028</u>	<u>30,507</u>	<u>28,896</u>
<b>Operating expenses</b>				
Selling, general and administrative	10,462	10,412	32,459	31,349
Research and development	230	235	668	716
Total operating expenses	<u>10,692</u>	<u>10,647</u>	<u>33,127</u>	<u>32,065</u>
Operating loss	<u>(241)</u>	<u>(619)</u>	<u>(2,620)</u>	<u>(3,169)</u>
<b>Other income (expense)</b>				
Interest and financing costs	(178)	(166)	(530)	(506)
Interest and other income, net	56	63	114	55
Gain on sale of investment in VSK	-	-	212	-
Total other expense, net	<u>(122)</u>	<u>(103)</u>	<u>(204)</u>	<u>(451)</u>
<b>Loss before income taxes</b>	<u>(363)</u>	<u>(722)</u>	<u>(2,824)</u>	<u>(3,620)</u>
Income tax expense	(14)	(94)	(71)	(314)
Net loss	<u>(377)</u>	<u>(816)</u>	<u>(2,895)</u>	<u>(3,934)</u>
<b>Other comprehensive loss</b>				
Foreign currency translation (loss) gain	(131)	25	(218)	116
Comprehensive loss	<u>\$ (508)</u>	<u>\$ (791)</u>	<u>\$ (3,113)</u>	<u>\$ (3,818)</u>
<b>Loss per common share</b>				
- basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.02)</u>	<u>\$ (0.02)</u>
<b>Weighted average common shares outstanding</b>				
- basic and diluted	<u>166,431</u>	<u>163,307</u>	<u>165,024</u>	<u>161,817</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

Vaso Corporation and Subsidiaries

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
(in thousands)

	Common Stock		Treasury Stock		Additional Paid-in- Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
Balance at January 1, 2017	173,812	\$ 174	(10,308)	\$ (2,000)	\$ 62,856	\$ (47,790)	\$ (329)	\$ 12,911
Share-based compensation	1,930	2	-	-	512	-	-	514
Shares not issued for employee	-	-	-	-	-	-	-	-
tax liability	-	-	-	-	(5)	-	-	(5)
Foreign currency translation gain	-	-	-	-	-	-	271	271
Net loss	-	-	-	-	-	(4,539)	-	(4,539)
Balance at December 31, 2017	175,742	\$ 176	(10,308)	\$ (2,000)	\$ 63,363	\$ (52,329)	\$ (58)	\$ 9,152
Share-based compensation	1,286	1	-	-	265	-	-	266
Adoption of new accounting	-	-	-	-	-	139	-	139
standard (*)	-	-	-	-	-	-	-	-
Shares not issued for employee	-	-	-	-	-	-	-	-
tax liability	-	-	-	-	(1)	-	-	(1)
Foreign currency translation loss	-	-	-	-	-	-	(218)	(218)
Net loss	-	-	-	-	-	(2,895)	-	(2,895)
Balance at September 30, 2018 (unaudited)	177,028	\$ 177	(10,308)	\$ (2,000)	\$ 63,627	\$ (55,085)	\$ (276)	\$ 6,443

(\*) Accounting Standards Codification Topic 606, *Revenue from Contracts with Customers*

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

Vaso Corporation and Subsidiaries

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)  
(in thousands)

	Nine months ended September 30,	
	2018	2017
<b>Cash flows from operating activities</b>		
Net loss	\$ (2,895)	\$ (3,934)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities		
Depreciation and amortization	1,828	1,781
Deferred income taxes	-	287
Loss from interest in joint venture	9	30
Gain on sale of investment in VSK	(212)	-
Provision for doubtful accounts and commission adjustments	240	145
Amortization of debt issue costs	24	24
Share-based compensation	266	417
Changes in operating assets and liabilities:		
Accounts and other receivables	2,837	1,671
Receivables due from related parties	-	(96)
Inventories, net	(75)	(235)
Deferred commission expense	1,142	(982)
Prepaid expenses and other current assets	(152)	(211)
Other assets, net	244	861
Accounts payable	1,756	(153)
Accrued commissions	(1,264)	(763)
Accrued expenses and other liabilities	791	(647)
Sales tax payable	155	52
Deferred revenue	(6,114)	2,674
Deferred tax liability	12	180
Other long-term liabilities	(124)	(235)
Net cash (used in) provided by operating activities	<u>(1,532)</u>	<u>866</u>
<b>Cash flows from investing activities</b>		
Purchases of equipment and software	(2,168)	(1,981)
Proceeds from sale of investment in VSK	311	-
Net cash used in investing activities	<u>(1,857)</u>	<u>(1,981)</u>
<b>Cash flows from financing activities</b>		
Net borrowings on revolving line of credit	1,158	78
Payroll taxes paid by withholding shares	(1)	(3)
Net repayment of notes payable and capital lease obligations	(76)	(288)
Payments on notes payable - related parties	-	(170)
Net cash provided by (used in) financing activities	<u>1,081</u>	<u>(383)</u>
Effect of exchange rate differences on cash and cash equivalents	<u>42</u>	<u>(67)</u>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(2,266)</b>	<b>(1,565)</b>
Cash and cash equivalents - beginning of period	5,245	7,087
Cash and cash equivalents - end of period	<u>\$ 2,979</u>	<u>\$ 5,522</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH INFORMATION</b>		
Interest paid	<u>\$ 491</u>	<u>\$ 483</u>
Income taxes paid	<u>\$ 74</u>	<u>\$ 35</u>
<b>SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES</b>		
Equipment acquired through capital lease	<u>\$ 399</u>	<u>\$ -</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

## Notes to Condensed Consolidated Financial Statements (unaudited)

## NOTE A - ORGANIZATION AND PLAN OF OPERATIONS

Vaso Corporation was incorporated in Delaware in July 1987. Unless the context requires otherwise, all references to “we”, “our”, “us”, “Company”, “registrant”, “Vaso” or “management” refer to Vaso Corporation and its subsidiaries.

*Overview*

Vaso Corporation principally operates in three distinct business segments in the healthcare and information technology (“IT”) industries. We manage and evaluate our operations, and report our financial results, through these three business segments.

- IT segment, operating through a wholly-owned subsidiary VasoTechnology, Inc., primarily focuses on healthcare IT and managed network technology services;
- Professional sales service segment, operating through a wholly-owned subsidiary Vaso Diagnostics, Inc. d/b/a VasoHealthcare, primarily focuses on the sale of healthcare capital equipment for General Electric Healthcare (“GEHC”) into the healthcare provider middle market; and
- Equipment segment, operating through a wholly-owned subsidiary VasoMedical, Inc., primarily focuses on the design, manufacture, sale and service of the Company’s proprietary medical devices.

*VasoTechnology*

VasoTechnology, Inc. was formed in May 2015, at the time the Company acquired all of the assets of NetWolves, LLC and its affiliates, including the membership interests in NetWolves Network Services, LLC (collectively, “NetWolves”). It currently consists of a managed network and security service division and a healthcare IT application VAR (value added reseller) division. Its current offerings include:

- Managed diagnostic imaging applications (national channel partner of GEHC Digital);
- Managed network infrastructure (routers, switches and other core equipment);
- Managed network transport (FCC licensed carrier reselling 175+ facility partners);
- Managed security services.

VasoTechnology uses a combination of proprietary technology, methodology and third-party applications to deliver its value proposition.

*VasoHealthcare*

VasoHealthcare commenced operations in 2010, in conjunction with the Company’s execution of its exclusive sales representation agreement (“GEHC Agreement”) with GEHC, which is the healthcare business division of the General Electric Company, to further the sale of certain healthcare capital equipment in the healthcare provider middle market. Sales of GEHC equipment by the Company have grown significantly since then.

VasoHealthcare’s current offerings consist of:

- GEHC diagnostic imaging capital equipment;
- GEHC service agreements for the above equipment;
- GEHC and third party financial services.



Notes to Condensed Consolidated Financial Statements (unaudited)

VasoHealthcare has built a team of over 80 highly experienced sales professionals who utilize proprietary sales management and analytic tools to manage the complete sales process and to increase market penetration.

*VasoMedical*

VasoMedical is the Company's business division for its proprietary medical device operations, including the design, development, manufacturing, sales and service of various medical devices in the domestic and international markets and includes the Vasomedical Global and Vasomedical Solutions business units. These devices are primarily cardiovascular monitoring, diagnostic and therapeutic systems. Its current offerings consist of:

- Biox(TM) series Holter monitors and ambulatory blood pressure recorders;
- ARCS<sup>(R)</sup> series analysis, reporting and communication software for physiological signals such as ECG and blood pressure;
- MobiCare(TM) multi-parameter wireless vital-sign monitoring system;
- EEC<sup>(R)</sup> therapy system for non-invasive, outpatient treatment of ischemic heart disease.

This segment uses its extensive cardiovascular device knowledge coupled with its significant engineering resources to cost-effectively create and market its proprietary technology. It works with a global distribution network of channel partners to sell its products. It also provides engineering and OEM services to other medical device companies.

NOTE B – INTERIM STATEMENT PRESENTATION

**Basis of Presentation and Use of Estimates**

The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the accounting and disclosure rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and disclosures normally included in the financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these condensed consolidated financial statements should be read in connection with the audited consolidated financial statements and related notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the SEC on April 2, 2018.

These unaudited condensed consolidated financial statements include the accounts of the companies over which we exercise control. In the opinion of management, the accompanying condensed consolidated financial statements reflect all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of interim results for the Company. The results of operations for any interim period are not necessarily indicative of results to be expected for any other interim period or the full year.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the condensed consolidated financial statements, the disclosure of contingent assets and liabilities in the unaudited condensed consolidated financial statements and the accompanying notes, and the reported amounts of revenues, expenses and cash flows during the periods presented. Actual amounts and results could differ from those estimates. The estimates and assumptions the Company makes are based on historical factors, current circumstances and the experience and judgment of the Company's management. The Company evaluates its estimates and assumptions on an ongoing basis.

**Liquidity and Capital Resources**

At September 30, 2018 the Company had cash and cash equivalents of \$2,979,000, and negative working capital, excluding deferred commission expense and deferred revenue which are non-cash items, of \$8,524,000. Historically the Company has financed its operations from cash provided from operating activities and borrowings under its lines of credit. For the nine months ended September 30, 2018, the Company had a net loss of \$2,895,000 and used cash in operations of \$1,532,000. At September 30, 2018, the Company had outstanding borrowings under its lines of credit of approximately \$4.6 million with availability of approximately \$1.4 million. These lines mature on November 30, 2018. It is the management's intention to renew the lines of credit, and it is currently in negotiation with the lending bank for the renewal. The Company has had a history of renewing these lines of credit upon maturity; therefore, management believes that the lines of credit will be renewed. The Company has a conditional commitment to extend \$3.6 million of the MedTech Notes for one year through May 29, 2020 (See Note N). Additionally, management has established cost saving measures that will be implemented, if necessary. The Company expects to maintain sufficient liquidity through its cash on hand, availability of funds under its lines of credit, and internally generated funds to meet its obligations through at least one year from the date of filing of this Form 10-Q.

**Significant Accounting Policies and Recent Accounting Pronouncements***Recently Adopted Accounting Pronouncements*

Effective January 1, 2018, the Company adopted Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers*. See Note C for further details.

*Recently Issued Accounting Pronouncements*

In February 2016, The Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, *Leases (Topic 842)*. ASU 2016-02 requires that a lessee recognize the assets and liabilities that arise from operating leases. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. In July 2018, The FASB issued ASU 2018-11, *Leases (Topic 842) - Targeted Improvements*, which provides an additional and optional transition approach by allowing entities to initially apply the new leases standard at the adoption date and recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. This new standard would be effective for the Company beginning January 1, 2019 with early adoption permitted. The Company is still evaluating the impact adoption of this standard will have on its Consolidated Financial Statements.

In January 2017, the FASB issued ASU 2017-04, *Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*, which eliminates the requirement to calculate the implied fair value of goodwill to measure a goodwill impairment charge. Instead, entities will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value. The standard is effective for fiscal periods beginning after December 15, 2019. Early adoption is permitted for interim and annual goodwill impairment testing dates after January 1, 2017. The standard would only impact the Company in the event of a goodwill impairment. Accordingly, the Company does not expect the adoption of this standard to have a material effect on its Consolidated Financial Statements.

*Variable Interest Entities*

The Company follows the guidance of accounting for variable interest entities, which requires certain variable interest entities to be consolidated by the primary beneficiary of the entities. Biox Instruments Co., Ltd. ("Biox") is a Variable Interest Entity ("VIE").

## Notes to Condensed Consolidated Financial Statements (unaudited)

Liabilities recognized as a result of consolidating this VIE do not represent additional claims on the Company's general assets. The financial information of Biox, which is included in the accompanying condensed consolidated financial statements, is presented as follows:

	<i>(in thousands)</i>	
	As of September 30, 2018 <i>(unaudited)</i>	As of December 31, 2017
Cash and cash equivalents	\$ 15	\$ 41
Total assets	\$ 1,773	\$ 1,599
Total liabilities	\$ 2,013	\$ 1,745

	<i>(in thousands)</i>			
	Three months ended September 30,		Nine months ended September 30,	
	2018 <i>(unaudited)</i>	2017 <i>(unaudited)</i>	2018 <i>(unaudited)</i>	2017 <i>(unaudited)</i>
Total net revenue	\$ 432	\$ 318	\$ 1,352	\$ 1,049
Net loss	\$ (13)	\$ (90)	\$ (81)	\$ (626)

Reclassifications

Certain reclassifications have been made to prior period amounts to conform with the current period presentation.

## NOTE C – REVENUE RECOGNITION

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. Under the standard, revenue is recognized when a customer obtains control of promised goods or services in an amount that reflects the consideration the entity expects to receive in exchange for those goods or services. ASU 2014-09 replaced most existing revenue recognition guidance in U.S. GAAP. The new standard introduces a five-step process to be followed in determining the amount and timing of revenue recognition. It also provides guidance on accounting for costs incurred to obtain or fulfill contracts with customers, and establishes disclosure requirements which are more extensive than those required under prior U.S. GAAP. Generally, we recognize revenue under Topic 606 for each of our performance obligations either over time (generally, the transfer of a service) or at a point in time (generally, the transfer of a good) as follows:

VasoTechnology

Recurring managed network and voice services provided by NetWolves are recognized as provided on a monthly basis ("over time"). Non-recurring charges related to the provision of such services are recognized in the period provided ("point in time"). In the IT VAR business, software system installations are recognized upon verification of installation and expiration of an acceptance period ("point in time"). Monthly post-implementation customer support provided under such installations as well as software solutions offered under a monthly Software as a Service ("SaaS") fee basis are recognized monthly over the contract term ("over time").

VasoHealthcare

Commission revenue is recognized when the underlying equipment has been delivered by GEHC and accepted at the customer site in accordance with the terms of the specific sales agreement ("point in time").

## Notes to Condensed Consolidated Financial Statements (unaudited)

VasoMedical

In the United States, we recognized revenue from the sale of our medical equipment in the period in which we deliver the product to the customer ("point in time"). Revenue from the sale of our medical equipment to international markets is recognized upon shipment of the product to a common carrier, as are supplies, accessories and spare parts delivered in both domestic and international markets ("point in time"). The Company also recognizes revenue from the maintenance of EEC<sup>P</sup>(<sup>R</sup>) systems either on a time and material as-billed basis ("point in time") or through the sale of a service contract, where revenue is recognized ratably over the contract term ("over time").

*Impact of Adoption*

Effective January 1, 2018, the Company adopted the requirements of Topic 606 using the modified retrospective method, which provided that the cumulative effect from prior periods upon applying the new guidance was recognized in our consolidated balance sheets as of the date of adoption, including an adjustment to retained earnings, and that prior periods are not retrospectively adjusted. The Company elected to apply the modified retrospective method only to contracts that were not completed at January 1, 2018. A summary and discussion of such cumulative effect adjustment and the impact on current period financial statements of adopting Topic 606 is as follows:

	<i>(in thousands)</i>			<i>(in thousands)</i>		
	Three months ended September 30, 2018 (unaudited)			Nine months ended September 30, 2018 (unaudited)		
	prior U.S. GAAP	Topic 606 impact	as reported	prior U.S. GAAP	Topic 606 impact	as reported
<b>STATEMENT OF OPERATIONS</b>						
Revenues						
Professional sales services	\$ 6,695	\$ 159	\$ 6,854	\$ 18,548	\$ 320	\$ 18,868
Total revenues	18,629	159	18,788	54,421	320	54,741
Gross Profit	10,292	159	10,451	30,187	320	30,507
Operating expenses						
Selling, general and administrative	10,474	(12)	10,462	32,557	(98)	32,459
Operating loss	\$ (412)	\$ 171	\$ (241)	\$ (3,038)	\$ 418	\$ (2,620)
<b>ASSETS</b>						
Accounts and other receivables, net			\$ 9,477	\$ 662		\$ 10,139
Deferred commission expense			\$ 2,534	\$ 83		\$ 2,617
Other assets, net			\$ 2,897	\$ 154		\$ 3,051
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
Deferred revenue - current portion			\$ 9,724	\$ 245		\$ 9,969
Deferred revenue - long term			\$ 6,893	\$ 90		\$ 6,983
Accumulated deficit			\$ (55,642)	\$ 557		\$ (55,085)

## Notes to Condensed Consolidated Financial Statements (unaudited)

## Disaggregation of Revenue

The following tables present revenues disaggregated by our business operations and timing of revenue recognition:

*(in thousands)*

	Three Months Ended September 30, 2018 (unaudited)				Three Months Ended September 30, 2017 (unaudited)			
	IT segment	Professional sales service segment	Equipment segment	Total	IT segment	Professional sales service segment	Equipment segment	Total
Network services	\$ 10,146			\$ 10,146	\$ 9,739			\$ 9,739
Software sales and support	856			856	1,088			1,088
Commissions		6,854		6,854		6,305		6,305
Medical equipment sales			661	661			613	613
Medical equipment service			271	271			296	296
	<u>\$ 11,002</u>	<u>\$ 6,854</u>	<u>\$ 932</u>	<u>\$ 18,788</u>	<u>\$ 10,827</u>	<u>\$ 6,305</u>	<u>\$ 909</u>	<u>\$ 18,041</u>
	Nine Months Ended September 30, 2018 (unaudited)				Nine Months Ended September 30, 2017 (unaudited)			
	IT segment	Professional sales service segment	Equipment segment	Total	IT segment	Professional sales service segment	Equipment segment	Total
Network services	\$ 30,418			\$ 30,418	\$ 29,096			\$ 29,096
Software sales and support	2,700			2,700	2,342			2,342
Commissions		18,868		18,868		18,181		18,181
Medical equipment sales			1,936	1,936			1,802	1,802
Medical equipment service			819	819			847	847
	<u>\$ 33,118</u>	<u>\$ 18,868</u>	<u>\$ 2,755</u>	<u>\$ 54,741</u>	<u>\$ 31,438</u>	<u>\$ 18,181</u>	<u>\$ 2,649</u>	<u>\$ 52,268</u>
	Three Months Ended September 30, 2018 (unaudited)				Three Months Ended September 30, 2017 (unaudited)			
	IT segment	Professional sales service segment	Equipment segment	Total	IT segment	Professional sales service segment	Equipment segment	Total
Revenue recognized over time	\$ 9,561	\$ -	\$ 163	\$ 9,724	\$ 9,511	\$ -	\$ 170	\$ 9,681
Revenue recognized at a point in time	1,441	6,854	769	9,064	1,316	6,305	739	8,360
	<u>\$ 11,002</u>	<u>\$ 6,854</u>	<u>\$ 932</u>	<u>\$ 18,788</u>	<u>\$ 10,827</u>	<u>\$ 6,305</u>	<u>\$ 909</u>	<u>\$ 18,041</u>
	Nine Months Ended September 30, 2018 (unaudited)				Nine Months Ended September 30, 2017 (unaudited)			
	IT segment	Professional sales service segment	Equipment segment	Total	IT segment	Professional sales service segment	Equipment segment	Total
Revenue recognized over time	\$ 29,315	\$ -	\$ 505	\$ 29,820	\$ 28,034	\$ -	\$ 535	\$ 28,569
Revenue recognized at a point in time	3,803	18,868	2,250	24,921	3,404	18,181	2,114	23,699
	<u>\$ 33,118</u>	<u>\$ 18,868</u>	<u>\$ 2,755</u>	<u>\$ 54,741</u>	<u>\$ 31,438</u>	<u>\$ 18,181</u>	<u>\$ 2,649</u>	<u>\$ 52,268</u>

## Notes to Condensed Consolidated Financial Statements (unaudited)

*Transaction Price Allocated to Remaining Performance Obligations*

As of September 30, 2018, the aggregate amount of transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) for executed contracts approximates \$80.5 million, of which we expect to recognize revenue as follows:

	<i>(in thousands)</i>			
	Fiscal years of revenue recognition			
	remainder of 2018	2019	2020	Thereafter
Unfulfilled performance obligations	\$ 14,381	\$ 33,877	\$ 16,959	\$ 15,320

*Contract Liabilities*

Contract liabilities arise in our IT VAR, VasoHealthcare, and VasoMedical businesses. In our IT VAR business, payment arrangements with clients typically include an initial payment due upon contract signing and milestone-based payments based upon product delivery and go-live, as well as post go-live monthly payments for subscription and support fees. Customer payments received, or receivables recorded, in advance of go-live and customer acceptance, where applicable, are deferred as contract liabilities. Such amounts aggregated approximately \$461,000 and \$371,000 at September 30, 2018 and December 31, 2017, respectively, and are included in accrued expenses and other liabilities in our condensed consolidated balance sheets.

In our VasoHealthcare business, we bill amounts for certain milestones in advance of customer acceptance of the equipment. Such amounts aggregated approximately \$16,011,000 and \$22,126,000 at September 30, 2018 and December 31, 2017, respectively, and are classified in our condensed consolidated balance sheets into current or long-term deferred revenue. In addition, we record a contract liability for amounts expected to be credited back to GEHC due to customer order reductions. Such amounts aggregated approximately \$2,996,000 and \$1,143,000 at September 30, 2018 and December 31, 2017, respectively, and are included in accrued expenses and other liabilities in our condensed consolidated balance sheets.

In our VasoMedical business, we bill amounts for post-delivery services and varying duration service contracts in advance of performance. Such amounts aggregated approximately \$942,000 and \$941,000 at September 30, 2018 and December 31, 2017, respectively, and are classified in our condensed consolidated balance sheets as either current or long-term deferred revenue.

During the three and nine months ended September 30, 2018, we recognized approximately \$2.7 million and \$5.9 million of revenues that were included in our contract liability balance at the beginning of such periods.

*Costs to Obtain or Fulfill a Contract*

Topic 606 requires that incremental costs of obtaining a contract are recognized as an asset and amortized to expense in a pattern that matches the timing of the revenue recognition of the related contract. We have determined the only significant incremental costs incurred to obtain contracts with customers within the scope of Topic 606 are certain sales commissions paid to associates. In addition, the Company elected the practical expedient to recognize the incremental costs of obtaining a contract when incurred for contracts where the amortization period for the asset the Company would otherwise have recognized is one year or less.

Under prior U.S. GAAP, we recognized sales commissions in our equipment segment as incurred. Under Topic 606, sales commissions applicable to service contracts exceeding one year have been capitalized and amortized ratably over the term of the contract. In our IT VAR business, all commissions paid in advance of go-live were, under prior U.S. GAAP, capitalized as deferred commission expense and charged to expense at go-live or customer acceptance, as applicable. Under Topic 606, IT VAR commissions allocable to multi-year subscription contracts or multi-year post-contract support performance obligations are amortized to expense ratably over the terms of the multi-year periods. IT VAR commissions allocable to other elements continue to be charged to expense at go-live or customer acceptance, as was previously done. At the date of adoption of Topic 606, we recorded an asset, and related adjustment to retained earnings, of approximately \$139,000 in our condensed consolidated balance sheets for the amount of unamortized sales commissions for prior periods, as calculated under the new guidance. The impact to our financial statements of adopting Topic 606, as it relates to costs to obtain contracts, was a reduction in commission expense of approximately \$12,000 and \$98,000 for the three and nine months ended September 30, 2018, respectively, an increase in deferred commission expense of approximately \$83,000, and an increase in long term deferred commission expense (recorded in other assets) of approximately \$154,000 (inclusive of the beginning balance adjustment of \$139,000).

## Notes to Condensed Consolidated Financial Statements (unaudited)

In our professional sales services segment, under both prior U.S. GAAP and Topic 606, commissions paid to our sales force are deferred until the underlying equipment is accepted by the customer.

At September 30, 2018, our condensed consolidated balance sheet includes approximately \$4,456,000 in capitalized sales commissions to be expensed in future periods, of which \$2,617,000 is recorded in deferred commission expense and \$1,839,000, representing the long term portion, is included in other assets.

*Significant Judgments when Applying Topic 606*

Contract transaction price is allocated to performance obligations using estimated stand-alone selling price. Judgment is required in estimating stand-alone selling price for each distinct performance obligation. We determine stand-alone selling price maximizing observable inputs such as stand-alone sales when they exist or substantive renewal price charged to clients. In instances where stand-alone selling price is not observable, we utilize an estimate of stand-alone selling price based on historical pricing and industry practices.

Certain revenue we record in our professional sales service segment contains an estimate for variable consideration. Due to the tiered structure of our commission rate, which increases as annual targets are achieved, under Topic 606 we record revenue and deferred revenue at the rate we expect to be achieved by year end. Under prior U.S. GAAP, we recognized revenue at the rate achieved at the applicable reporting date. We base our estimate of variable consideration on historical results of previous years' achievement under the GEHC agreement. Such estimate will be reviewed each quarter and adjusted as necessary. At September 30, 2018, the Company recorded approximately \$662,000 in additional accounts and other receivables, net; \$335,000 in additional combined short term and long term deferred revenue; and, for the three and nine months ended September 30, 2018, \$159,000 and \$320,000, respectively, in additional commission revenue resulting from our estimate of variable consideration. The Company recognized reductions in revenue associated with revisions to variable consideration for previously completed performance obligations of \$84,000 and \$310,000 for the three and nine month periods ended September 30, 2018, respectively.

## NOTE D – SEGMENT REPORTING AND CONCENTRATIONS

Vaso Corporation principally operates in three distinct business segments in the healthcare and information technology industries. We manage and evaluate our operations, and report our financial results, through these three reportable segments.

- IT segment, operating through a wholly-owned subsidiary VasoTechnology, Inc., primarily focuses on healthcare IT and managed network technology services;
- Professional sales service segment, operating through a wholly-owned subsidiary Vaso Diagnostics, Inc. d/b/a VasoHealthcare, primarily focuses on the sale of healthcare capital equipment for GEHC into the healthcare provider middle market; and
- Equipment segment, operating through a wholly-owned subsidiary VasoMedical, Inc., primarily focuses on the design, manufacture, sale and service of proprietary medical devices.

The chief operating decision maker is the Company's Chief Executive Officer, who, in conjunction with upper management, evaluates segment performance based on operating income and adjusted EBITDA (net income (loss), plus interest expense (income), net; tax expense; depreciation and amortization; and non-cash stock-based compensation). Administrative functions such as finance, human resources, and information technology are centralized and related expenses allocated to each segment. Other costs not directly attributable to operating segments, such as audit, legal, director fees, investor relations, and others, as well as certain assets – primarily cash balances – are reported in the Corporate entity below. There are no intersegment revenues. Summary financial information for the segments is set forth below:

## Notes to Condensed Consolidated Financial Statements (unaudited)

	<i>(in thousands)</i>			
	Three months ended September 30,		Nine months ended September 30,	
	2018 (unaudited)	2017 (unaudited)	2018 (unaudited)	2017 (unaudited)
<b>Revenues from external customers</b>				
IT	\$ 11,002	\$ 10,827	\$ 33,118	\$ 31,438
Professional sales service	6,854	6,305	18,868	18,181
Equipment	932	909	2,755	2,649
Total revenues	<u>\$ 18,788</u>	<u>\$ 18,041</u>	<u>\$ 54,741</u>	<u>\$ 52,268</u>
<b>Gross Profit</b>				
IT	\$ 4,439	\$ 4,516	\$ 13,827	\$ 12,912
Professional sales service	5,389	4,919	14,965	14,235
Equipment	623	593	1,715	1,749
Total gross profit	<u>\$ 10,451</u>	<u>\$ 10,028</u>	<u>\$ 30,507</u>	<u>\$ 28,896</u>
<b>Operating (loss) income</b>				
IT	\$ (782)	\$ (555)	\$ (2,064)	\$ (2,186)
Professional sales service	1,013	488	1,123	806
Equipment	(181)	(273)	(747)	(805)
Corporate	(291)	(279)	(932)	(984)
Total operating loss	<u>\$ (241)</u>	<u>\$ (619)</u>	<u>\$ (2,620)</u>	<u>\$ (3,169)</u>
<b>Capital expenditures</b>				
IT	\$ 1,055	\$ 641	\$ 2,107	\$ 1,830
Professional sales service	-	3	-	117
Equipment	37	-	57	21
Corporate	1	13	4	13
Total cash capital expenditures	<u>\$ 1,093</u>	<u>\$ 657</u>	<u>\$ 2,168</u>	<u>\$ 1,981</u>

	<i>(in thousands)</i>	
	September 30, 2018 (unaudited)	December 31, 2017
	<b>Identifiable Assets</b>	
IT	\$ 30,167	\$ 28,320
Professional sales service	9,907	15,658
Equipment	7,138	7,830
Corporate	3,136	4,970
Total assets	<u>\$ 50,348</u>	<u>\$ 56,778</u>

GE Healthcare accounted for 36% and 35% of revenue for the three months ended September 30, 2018 and 2017, respectively, and 34% and 35% of revenue for the nine months ended September 30, 2018 and 2017, respectively. GE Healthcare also accounted for \$5.2 million or 51%, and \$8.9 million or 67%, of accounts and other receivables at September 30, 2018 and December 31, 2017, respectively.



## Notes to Condensed Consolidated Financial Statements (unaudited)

## NOTE E – LOSS PER COMMON SHARE

Basic loss per common share is computed as loss applicable to common stockholders divided by the weighted-average number of common shares outstanding for the period. Diluted loss per common share reflects the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common stock.

The following table represents common stock equivalents that were excluded from the computation of diluted loss per share for the three and nine months ended September 30, 2018 and 2017, because the effect of their inclusion would be anti-dilutive.

	<i>(in thousands)</i>	
	For the three and nine months ended September 30, 2018	September 30, 2017
	(unaudited)	(unaudited)
Restricted common stock grants	<u>2,559</u>	<u>4,613</u>

## NOTE F – ACCOUNTS AND OTHER RECEIVABLES, NET

The following table presents information regarding the Company's accounts and other receivables as of September 30, 2018 and December 31, 2017:

	<i>(in thousands)</i>	
	September 30, 2018	December 31, 2017
	(unaudited)	
Trade receivables	\$ 13,075	\$ 18,056
Unbilled receivables	733	-
Due from employees	31	41
Allowance for doubtful accounts and commission adjustments	(3,700)	(4,872)
Accounts and other receivables, net	<u>\$ 10,139</u>	<u>\$ 13,225</u>

Contract receivables under Topic 606 consist of trade receivables and unbilled receivables. Trade receivables include amounts due for shipped products and services rendered. Unbilled receivables represents variable consideration recognized in accordance with Topic 606 but not yet billable. Amounts recorded – billed and unbilled - under the GEHC Agreement are subject to adjustment in subsequent periods should the underlying sales order amount, upon which the receivable is based, change.

Allowance for doubtful accounts and commission adjustments include estimated losses resulting from the inability of our customers to make required payments, and adjustments arising from subsequent changes in sales order amounts that may reduce the amount the Company will ultimately receive under the GEHC Agreement. Due from employees is primarily commission advances made to sales personnel.

## Notes to Condensed Consolidated Financial Statements (unaudited)

## NOTE G – INVENTORIES, NET

Inventories, net of reserves, consist of the following:

	<i>(in thousands)</i>	
	September 30, 2018	December 31, 2017
	<u>(unaudited)</u>	
Raw materials	\$ 610	\$ 530
Work in process	433	449
Finished goods	1,345	1,376
	<u>\$ 2,388</u>	<u>\$ 2,355</u>

At September 30, 2018 and December 31, 2017, the Company maintained reserves for slow moving inventories of \$606,000 and \$746,000, respectively.

## NOTE H – GOODWILL AND OTHER INTANGIBLES

Goodwill aggregating \$17,315,000 and \$17,471,000 was recorded on the Company's condensed consolidated balance sheets at September 30, 2018 and December 31, 2017, respectively, of which \$14,375,000 is allocated to the IT segment and \$2,940,000 is allocated to the equipment segment. The components of the change in goodwill are as follows:

	<i>(in thousands)</i> <u>Carrying Amount</u>
Balance at December 31, 2017	\$ 17,471
Foreign currency translation adjustment	(156)
Balance at September 30, 2018 (unaudited)	<u>\$ 17,315</u>

## Notes to Condensed Consolidated Financial Statements (unaudited)

The Company's other intangible assets consist of capitalized customer-related intangibles, patent and technology costs, and software costs, as set forth in the following:

	<i>(in thousands)</i>	
	September 30, 2018 <u>(unaudited)</u>	December 31, 2017 <u></u>
<b>Customer-related</b>		
Costs	\$ 5,831	\$ 5,831
Accumulated amortization	<u>(2,957)</u>	<u>(2,501)</u>
	<u>2,874</u>	<u>3,330</u>
<b>Patents and Technology</b>		
Costs	2,289	2,331
Accumulated amortization	<u>(1,400)</u>	<u>(1,260)</u>
	<u>889</u>	<u>1,071</u>
<b>Software</b>		
Costs	2,214	1,819
Accumulated amortization	<u>(1,123)</u>	<u>(966)</u>
	<u>1,091</u>	<u>853</u>
	<u>\$ 4,854</u>	<u>\$ 5,254</u>

Patents and technology are amortized on a straight-line basis over their estimated useful lives of ten and eight years, respectively. The cost of significant customer-related intangibles is amortized in proportion to estimated total related revenue; cost of other customer-related intangible assets is amortized on a straight-line basis over the asset's estimated economic life of seven years. Software costs are amortized on a straight-line basis over its expected useful life of five years.

Amortization expense amounted to \$248,000 and \$279,000 for the three months ended September 30, 2018 and 2017, respectively, and \$753,000 and \$870,000 for the nine months ended September 30, 2018 and 2017, respectively.

Amortization of intangibles for the next five years is:

Years ending December 31,	<i>(in thousands)</i> (unaudited)
Remainder of 2018	\$ 247
2019	991
2020	907
2021	832
2022	<u>538</u>
Total	<u>\$ 3,515</u>

## Notes to Condensed Consolidated Financial Statements (unaudited)

## NOTE I – OTHER ASSETS, NET

Other assets, net consist of the following at September 30, 2018 and December 31, 2017:

	<i>(in thousands)</i>	
	September 30, 2018	December 31, 2017
	<u>(unaudited)</u>	
Deferred commission expense - noncurrent	\$ 1,840	\$ 1,867
Trade receivables - noncurrent	615	968
Other, net of allowance for loss on loan receivable of \$412 at September 30, 2018 and December 31, 2017	596	1,012
	<u>\$ 3,051</u>	<u>\$ 3,847</u>

## NOTE J – ACCRUED EXPENSES AND OTHER LIABILITIES

Accrued expenses and other liabilities consist of the following at September 30, 2018 and December 31, 2017:

	<i>(in thousands)</i>	
	September 30, 2018	December 31, 2017
	<u>(unaudited)</u>	
Accrued compensation	\$ 623	\$ 1,181
Accrued expenses - other	1,419	2,207
Other liabilities	3,824	1,949
	<u>\$ 5,866</u>	<u>\$ 5,337</u>

## Notes to Condensed Consolidated Financial Statements (unaudited)

## NOTE K - DEFERRED REVENUE

The changes in the Company's deferred revenues are as follows:

	<i>(in thousands)</i>			
	For the three months ended		For the nine months ended	
	September 30,	September 30,	September 30,	September 30,
	2018	2017	2018	2017
	<u>(unaudited)</u>	<u>(unaudited)</u>	<u>(unaudited)</u>	<u>(unaudited)</u>
Deferred revenue at beginning of period	\$ 20,193	\$ 20,692	\$ 23,066	\$ 19,404
Net additions (reductions):				
Deferred extended service contracts	189	118	503	553
Deferred in-service and training	-	5	3	13
Deferred service arrangements	-	8	5	28
Deferred commission revenues	(797)	4,036	1,372	10,286
Recognized as revenue:				
Deferred extended service contracts	(156)	(159)	(477)	(501)
Deferred in-service and training	(3)	(3)	(5)	(13)
Deferred service arrangements	(7)	(11)	(28)	(34)
Deferred commission revenues	<u>(2,467)</u>	<u>(2,608)</u>	<u>(7,487)</u>	<u>(7,658)</u>
Deferred revenue at end of period	16,952	22,078	16,952	22,078
Less: current portion	9,969	12,651	9,969	12,651
Long-term deferred revenue at end of period	<u>\$ 6,983</u>	<u>\$ 9,427</u>	<u>\$ 6,983</u>	<u>\$ 9,427</u>

The net reduction in deferred commission revenue of \$797 thousand in the third quarter 2018 is due to the impact of the tiered commission structure. New orders for the quarter exceeded cancellations of prior period orders recognized in the quarter; however, the average commission rate on such cancellations was greater than the average commission rate for new orders in the quarter resulting in the net decrease in deferred commission revenues. Periodically, GEHC "scrubs" the open orders to eliminate orders that are not expected to be fulfilled.

## NOTE L – LINE OF CREDIT AND CAPITAL LEASE OBLIGATION

NetWolves maintains a \$4.0 million line of credit with a lending institution. Advances under the line, which expires on November 30, 2018, bear interest at a rate of LIBOR plus 2.25% and are secured by substantially all of the assets of NetWolves Network Services, LLC and guaranteed by Vaso Corporation. At September 30, 2018, the Company had drawn approximately \$3.3 million against the line. The draw is included in notes payable and capital lease obligations – current portion in the Company's condensed consolidated balance sheet.

The Company maintains an additional \$2.0 million line of credit with a lending institution. Advances under the line, which expires on November 30, 2018, bear interest at a rate of LIBOR plus 2.25% and are secured by substantially all of the assets of the Company. At September 30, 2018, the Company had drawn approximately \$1.3 million against the line. The line of credit agreement includes certain financial covenants. At September 30, 2018, and in certain prior quarters, the Company was not in compliance with such covenants.

In September 2018, the Company entered into a capital lease, payable quarterly over a 60-month term, for primarily the acquisition of network components in its Florida data center. The fair market value and capital lease liability of the leased equipment was approximately \$399,000, of which approximately \$77,000 is recorded in current liabilities.

## NOTE M – EQUITY

In March 2018, the Company granted 725,000 shares, valued at approximately \$44,000, of restricted common stock to officers under the 2016 Stock Plan. The shares vested in April 2018. In May and June 2018, the Company granted a total of 575,000 shares, valued at approximately \$29,000, of restricted common stock to employees, vesting over a three-year period.

## Notes to Condensed Consolidated Financial Statements (unaudited)

## NOTE N – RELATED-PARTY TRANSACTIONS

The Company made interest payments, aggregating approximately \$109,000 in each of the three-month periods ended September 30, 2018 and 2017, and approximately \$328,000 in each of the nine-month periods ended September 30, 2018 and 2017, to MedTechnology Investments, LLC ("MedTech") pursuant to its \$4,800,000 promissory notes ("Notes"). The Notes bear interest, payable quarterly, at an annual rate of 9%, mature on May 29, 2019, may be prepaid without penalty, and are subordinated to any current or future Senior Debt as defined in the Subordinated Security Agreement. The Subordinated Security Agreement secures payment and performance of the Company's obligations under the Notes and as a result, MedTech was granted a subordinated security interest in the Company's assets. The MedTech Notes were used in 2015 to partially fund the purchase of NetWolves. \$2,300,000 of the \$4,800,000 provided by MedTech was provided by directors of the Company, or by their family members. In August 2018, MedTech agreed to extend, if necessary, the maturity date of \$3,600,000 of the Notes an additional year from May 29, 2019 to May 29, 2020, provided that a minimum of \$1,200,000 of the principal is paid on or before December 31, 2019 and the annual interest rate for the balance increases to 10% during the extension. The entire outstanding balance of the MedTech Notes is included as current liabilities.

David Lieberman, the Vice Chairman of the Company's Board of Directors, is a practicing attorney in the State of New York and a senior partner at the law firm of Beckman, Lieberman & Barandes, LLP, which performs certain legal services for the Company. Fees of approximately \$85,000 were billed by the firm for each of the three month periods ended September 30, 2018 and 2017, and fees of approximately \$255,000 were billed by the firm for each of the nine month periods ended September 30, 2018 and 2017, at which dates no amounts were outstanding.

In March 2018, the Company sold its interest in the VSK joint venture to PSK for a sales price of \$676,000 and executed a distributorship agreement, expiring December 31, 2020, with VSK for the sale of the Company's EECP<sup>®</sup> products in certain international markets. The sale resulted in a gain of approximately \$212,000. Prior to the sale, the Company's pro-rata share in VSK's income (loss) from operations approximated \$29,000 for the three months ended September 30, 2017, and \$(9,000) and \$(30,000) for the nine months ended September 30, 2018 and 2017, respectively, and is included in interest and other income, net in the accompanying unaudited condensed consolidated statements of operations and comprehensive (loss) income.

## NOTE O – COMMITMENTS AND CONTINGENCIES

*Litigation*

The Company is currently, and has been in the past, a party to various legal proceedings, primarily employee related matters, incident to its business. The Company believes that the outcome of all pending legal proceedings in the aggregate is unlikely to have a material adverse effect on the business or consolidated financial condition of the Company.

*Sales representation agreement*

In December 2017, the Company concluded an amendment of the GEHC Agreement with GEHC, originally signed on May 19, 2010. The amendment extends the term of the original agreement, which began on July 1, 2010 and was previously extended in 2012 and 2015, through December 31, 2022, subject to earlier termination with or without cause under certain circumstances after timely notice, making it the longest extension thus far with a remaining term of in excess of four years from September 30, 2018. Under the agreement, VasoHealthcare is the exclusive representative for the sale of select GE Healthcare diagnostic imaging products to specific market segments/accounts in the 48 contiguous states of the United States and the District of Columbia. The circumstances under which early termination of the agreement may occur include: not materially achieving certain sales goals, not maintaining a minimum number of sales representatives, and not meeting various legal and GEHC policy requirements. Under the terms of the agreement, the Company is required to lease dedicated computer equipment from GEHC for connectivity to their network and share certain GEHC sales costs.

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

*Except for historical information contained in this report, the matters discussed are forward-looking statements that involve risks and uncertainties. When used in this report, words such as "anticipates", "believes", "could", "estimates", "expects", "may", "plans", "potential" and "intends" and similar expressions, as they relate to the Company or its management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the Company's management, as well as assumptions made by and information currently available to the Company's management. Among the factors that could cause actual results to differ materially are the following: the effect of business and economic conditions; the effect of the dramatic changes taking place in the healthcare environment; the impact of competitive procedures and products and their pricing; medical insurance reimbursement policies; unexpected manufacturing or supplier problems; unforeseen difficulties and delays in the conduct of clinical trials and other product development programs; the actions of regulatory authorities and third-party payers in the United States and overseas; continuation of the GEHC agreements and the risk factors reported from time to time in the Company's SEC reports, including its recent report on Form 10-K. The Company undertakes no obligation to update forward-looking statements as a result of future events or developments.*

*Unless the context requires otherwise, all references to "we", "our", "us", "Company", "registrant", "Vaso" or "management" refer to Vaso Corporation and its subsidiaries*

**General Overview**

Vaso Corporation ("Vaso") was incorporated in Delaware in July 1987. We principally operate in three distinct business segments in the healthcare and information technology industries. We manage and evaluate our operations, and report our financial results, through these three business segments.

- IT segment, operating through a wholly-owned subsidiary VasoTechnology, Inc., primarily focuses on healthcare IT and managed network technology services;
- Professional sales service segment, operating through a wholly-owned subsidiary Vaso Diagnostics, Inc. d/b/a VasoHealthcare, primarily focuses on the sale of healthcare capital equipment for GEHC into the healthcare provider middle market; and
- Equipment segment, operating through a wholly-owned subsidiary VasoMedical, Inc., primarily focuses on the design, manufacture, sale and service of proprietary medical devices.

**Critical Accounting Policies and Estimates**

Our discussion and analysis of our financial condition and results of operations are based upon the accompanying unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and the related disclosures at the date of the financial statements and during the reporting period. Although these estimates are based on our knowledge of current events, our actual amounts and results could differ from those estimates. The estimates made are based on historical factors, current circumstances, and the experience and judgment of our management, who continually evaluate the judgments, estimates and assumptions and may employ outside experts to assist in the evaluations.

Certain of our accounting policies are deemed "critical", as they are both most important to the financial statement presentation and require management's most difficult, subjective or complex judgments as a result of the need to make estimates about the effect of matters that are inherently uncertain. For a discussion of our critical accounting policies, see Note B to the condensed consolidated financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2017 as filed with the SEC on April 2, 2018.

**Results of Operations – For the Three Months Ended September 30, 2018 and 2017***Revenues*

Total revenue for the three months ended September 30, 2018 and 2017 was \$18,788,000 and \$18,041,000, respectively, representing an increase of \$747,000, or 4% year-over-year. On a segment basis, revenue in the professional sales service, IT and equipment segments increased \$549,000, \$175,000 and \$23,000, respectively.

Revenue in the IT segment for the three months ended September 30, 2018 was \$11,002,000 compared to \$10,827,000 for the three months ended September 30, 2017, an increase of \$175,000, or 2%, of which \$407,000 resulted from an increase in the operations of NetWolves, partially offset by a \$232,000 decrease in the healthcare IT VAR business, due to fewer healthcare IT solutions installations in the third quarter of 2018. Our monthly recurring revenue in the managed network services operations continues to grow as we add new customers and expand our services to existing customers. At the same time, the backlog of orders in our healthcare IT operations increased to \$14.8 million at September 30, 2018 from \$10.4 million at September 30, 2017, due to growth in orders and clients. We define backlog as the total value of the undelivered products and services in current contracts that will be delivered in future periods.

Commission revenues in the professional sales service segment were \$6,854,000 in the third quarter of 2018, an increase of 9%, as compared to \$6,305,000 in the same quarter of 2017. The increase in commission revenues was due primarily to an increase in the volume of underlying equipment delivered by GEHC during the period. The Company only recognizes commission revenue when the underlying equipment has been accepted at the customer site in accordance with the specific terms of the sales agreement. Consequently, amounts billable, or billed and received, under the agreement with GE Healthcare prior to customer acceptance of the equipment are recorded as deferred revenue in the condensed consolidated balance sheet. As of September 30, 2018, \$16,011,000 in deferred commission revenue was recorded in the Company's condensed consolidated balance sheet, of which \$6,518,000 was long-term. At September 30, 2017, \$21,132,000 in deferred commission revenue was recorded in the Company's condensed consolidated balance sheet, of which \$9,013,000 was long-term. The decrease in deferred revenue is principally due to a decrease in new orders booked, customer cancellations, and an increase in deliveries by GEHC. We anticipate that revenue will increase in the fourth quarter of 2018 as deliveries increase.

Revenue in the equipment segment increased by \$23,000, or 3%, to \$932,000 for the three-month period ended September 30, 2018 from \$909,000 for the same period of the prior year. The increase was principally due to higher sales of EEC<sup>®</sup> equipment.

*Gross Profit*

Gross profit for the three months ended September 30, 2018 and 2017 was \$10,451,000, or 56% of revenue, and \$10,028,000, or 56% of revenue, respectively, representing an increase of \$423,000, or 4% year-over-year. On a segment basis, gross profit in the professional sales service and equipment segments increased \$470,000, or 10%, and \$30,000, or 5%, respectively, while gross profit in the IT segment decreased \$77,000, or 2%.

IT segment gross profit for the three months ended September 30, 2018 was \$4,439,000, or 40% of the segment revenue, compared to \$4,516,000, or 42% of the segment revenue for the three months ended September 30, 2017. The year-over-year decrease of \$77,000, or 2%, was primarily a result of lower margin product sales mix of network and managed services.

Professional sales service segment gross profit was \$5,389,000, or 79% of segment revenue, for the three months ended September 30, 2018 as compared to \$4,919,000, or 78% of the segment revenue, for the three months ended September 30, 2017, reflecting an increase of \$470,000. The increase in absolute dollars was primarily due to higher commission revenue as a result of higher volume of GEHC equipment delivered during the third quarter of 2018 than in the same period last year. Cost of commissions in the professional sales service segment of \$1,465,000 and \$1,386,000, for the three months ended September 30, 2018 and 2017, respectively, reflected commission expense associated with recognized commission revenues.



Commission expense associated with short-term deferred revenue is recorded as short-term deferred commission expense, or with long-term deferred revenue as part of other assets, on the balance sheet until the related commission revenue is recognized.

Equipment segment gross profit increased to \$623,000, or 67% of segment revenues, for the third quarter of 2018 compared to \$593,000, or 65% of segment revenues, for the same quarter of 2017. The \$30,000, or 5%, increase in gross profit was due to higher sales volume, as well as a gross profit margin increase due mainly to a higher proportion of higher margin products in the sales mix in the third quarter of 2018, compared to the third quarter of 2017.

#### *Operating Loss*

Operating loss for the three months ended September 30, 2018 and 2017 was \$241,000 and \$619,000, respectively, representing an improvement of \$378,000, due to the increase in gross profit partially offset by higher operating costs (below). On a segment basis, operating income in the professional sales service segment increased \$525,000 and operating loss in the equipment segment decreased \$92,000, while operating loss in the IT segment increased \$227,000. In addition, corporate expenses increased \$12,000.

Operating loss in the IT segment increased \$227,000 for the three-month period ended September 30, 2018 as compared to the same period of 2017 due to lower gross profit and higher selling, general, and administrative ("SG&A") costs, partially offset by lower research and development ("R&D") costs. Operating income in the professional sales service segment increased \$525,000 in the three-month period ended September 30, 2018 as compared to operating income in the same period of 2017, due to higher gross profit combined with lower SG&A costs. The decrease in equipment segment operating loss of \$92,000 in the third quarter of 2018 was due to higher gross profit and lower SG&A costs, partially offset by higher R&D costs.

SG&A costs for the three months ended September 30, 2018 and 2017 were \$10,462,000 and \$10,412,000, respectively, representing an increase of \$50,000, or less than 1% year-over-year. On a segment basis, SG&A costs in the IT segment increased by \$199,000 in the third quarter of 2018 from the same quarter of the prior year due to increased personnel costs. SG&A costs in the professional sales service segment decreased \$54,000 due mainly to lower personnel-related costs, and SG&A costs in the equipment segment decreased \$108,000 due mainly to lower legal fees and lower personnel costs. Corporate costs not allocated to segments increased by \$12,000 in the three months ended September 30, 2018 from the same period in 2017, due primarily to higher accounting fees and financing costs.

Research and development ("R&D") expenses were \$230,000, or 1% of revenues, for the third quarter of 2018, a decrease of \$5,000, or 2%, from \$235,000, or 1% of revenues, for the third quarter of 2017. The decrease is primarily attributable to lower software development expenses in the IT segment.

#### *Adjusted EBITDA*

We define Adjusted EBITDA (earnings (loss) before interest, taxes, depreciation and amortization), which is a non-GAAP financial measure, as net income (loss), plus interest expense (income), net; tax expense; depreciation and amortization; and non-cash expenses for share-based compensation. Adjusted EBITDA is a metric that is used by the investment community for comparative and valuation purposes. We disclose this metric in order to support and facilitate the dialogue with research analysts and investors.

Adjusted EBITDA is not a measure of financial performance under U.S. GAAP and should not be considered a substitute for operating income, which we consider to be the most directly comparable U.S. GAAP measure. Adjusted EBITDA has limitations as an analytical tool, and when assessing our operating performance, you should not consider Adjusted EBITDA in isolation, or as a substitute for net income or other consolidated income statement data prepared in accordance with U.S. GAAP. Other companies may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

A reconciliation of net income to Adjusted EBITDA is set forth below:

	<i>(in thousands)</i>	
	Three months ended September 30,	
	2018	2017
	<u>(unaudited)</u>	<u>(unaudited)</u>
Net loss	\$ (377)	\$ (816)
Interest expense (income), net	169	163
Income tax expense	14	94
Depreciation and amortization	626	611
Share-based compensation	44	100
Adjusted EBITDA	<u>\$ 476</u>	<u>\$ 152</u>

Adjusted EBITDA increased by \$324,000, to \$476,000 in the quarter ended September 30, 2018 from \$152,000 in the quarter ended September 30, 2017. The increase was primarily attributable to the lower net loss, partially offset by lower income tax expense.

#### *Interest and Other Income (Expense)*

Interest and other income (expense) for the three months ended September 30, 2018 was \$(122,000) as compared to \$(103,000) for the corresponding period of 2017. The increase in interest and other income (expense) was due primarily to higher interest expense due to increased borrowings under the line of credit.

#### *Income Tax Expense*

For the three months ended September 30, 2018, we recorded income tax expense of \$14,000 as compared to \$94,000 for the corresponding period of 2017. The decrease arose mainly from lower deferred taxes resulting from the Tax Cuts and Jobs Act.

#### *Net Loss*

Net loss for the three months ended September 30, 2018 was \$377,000 as compared to a net loss of \$816,000 for the three months ended September 30, 2017, representing an improvement of \$439,000. No net loss per share was recorded in each of the three-month periods ended September 30, 2018 and 2017. The principal cause of the decrease in net loss is the increase in professional sales service segment revenue and gross profit.

### **Results of Operations – For the Nine months Ended September 30, 2018 and 2017**

#### *Revenues*

Total revenue for the nine months ended September 30, 2018 and 2017 was \$54,741,000 and \$52,268,000, respectively, representing an increase of \$2,473,000, or 5% year-over-year. On a segment basis, revenue in the IT, professional sales service, and equipment segments increased \$1,680,000, \$687,000, and \$106,000, respectively.

Revenue in the IT segment for the nine months ended September 30, 2018 was \$33,118,000 compared to \$31,438,000 for the nine months ended September 30, 2017, an increase of \$1,680,000, or 5%, of which \$1,322,000 resulted from growth in the network and managed services operations, and \$358,000 from an increase in the healthcare IT VAR business. Our monthly recurring revenue in the network and managed services operations continues to grow month over month as we add new customers and expand our services to existing customers. At the same time, the backlog of orders in our IT VAR operations increased to \$14.8 million at September 30, 2018 from \$10.4 million at September 30, 2017, due to growth in orders and clients.

Commission revenues in the professional sales service segment were \$18,868,000 in the first nine months of 2018, an increase of 4%, as compared to \$18,181,000 in the first nine months of 2017. The increase in commission revenues was due primarily to an increase in the volume of underlying equipment delivered by GEHC during the period. We expect deliveries and revenue to continue to improve through the remainder of 2018. The Company recognizes commission revenue when the underlying equipment has been accepted at the customer site in accordance with the specific terms of the sales agreement. Consequently, amounts billable, or billed and received, under the agreement with GE Healthcare prior to customer acceptance of the equipment are recorded as deferred revenue in the condensed consolidated balance sheet.

Revenue in the equipment segment increased by \$106,000, or 4%, to \$2,755,000 for the nine-month period ended September 30, 2018 from \$2,649,000 for the same period of the prior year. The increase was principally due to an increase in Biox ambulatory monitor and ARCS software revenues as a result of higher sales volume.

#### *Gross Profit*

Gross profit for the nine months ended September 30, 2018 and 2017 was \$30,507,000, or 56% of revenue, and \$28,896,000, or 55% of revenue, respectively, representing an increase of \$1,611,000, or 6% year-over-year. On a segment basis, gross profit in the IT and professional sales service segments increased \$915,000, and \$730,000, respectively, while gross profit in the equipment segment decreased \$34,000.

IT segment gross profit for the nine months ended September 30, 2018 was \$13,827,000, or 42% of the segment revenue, compared to \$12,912,000, or 41% of the segment revenue for the nine months ended September 30, 2017, with \$386,000 of the increase resulting primarily from higher sales at NetWolves and \$529,000 resulting from both higher sales and higher gross profit rate in the IT VAR business.

Professional sales service segment gross profit was \$14,965,000, or 79% of segment revenue, for the nine months ended September 30, 2018 as compared to \$14,235,000, or 78% of the segment revenue, for the nine months ended September 30, 2017, reflecting an increase of \$730,000, or 5%. The increase in absolute dollars was due to higher commission revenue as a result of higher volume of GEHC equipment delivered during the first nine months of 2018 than in the same period last year, as well as by lower commission expense in the first nine months of 2018 compared to the same period of 2017.

Cost of commissions in the professional sales service segment of \$3,903,000 and \$3,946,000, for the nine months ended September 30, 2018 and 2017, respectively, reflected commission expense associated with recognized commission revenues. The decrease reflects lower average commission rates. Commission expense associated with deferred revenue is recorded as deferred commission expense until the related commission revenue is recognized.

Equipment segment gross profit decreased to \$1,715,000, or 62% of segment revenues, for the first nine months of 2018 compared to \$1,749,000, or 66% of segment revenues, for the same period of 2017, due to lower margin product mix in the first nine months of 2018, compared to the same period of 2017.

#### *Operating Loss*

Operating loss for the nine months ended September 30, 2018 and 2017 was \$2,620,000 and \$3,169,000, respectively, representing an improvement of \$549,000, primarily due to higher gross profit partially offset by higher operating costs. On a segment basis, operating loss decreased \$122,000 in the IT segment and decreased \$58,000 in the equipment segment, while operating income in the professional sales service segment increased \$317,000. In addition, corporate expenses decreased \$52,000.

Operating loss in the IT segment decreased in the nine-month period ended September 30, 2018 as compared to the same period of 2017 due to higher gross profit and lower research and development costs, partially offset by higher SG&A costs. Operating income in the professional sales service segment increased in the nine-month period ended September 30, 2018 as compared to the same period of 2017 due to higher gross profit, partially offset by higher SG&A costs. Operating loss in the equipment segment decreased in the nine-month period ended September 30, 2018 as compared to the same period of 2017 due to lower SG&A costs, partially offset by higher R&D costs and lower gross profit.

SG&A costs for the nine months ended September 30, 2018 and 2017 were \$32,459,000 and \$31,349,000, respectively, representing an increase of \$1,110,000, or 4% year-over-year. On a segment basis, SG&A costs for the nine months ended September 30, 2018 increased in the IT segment by \$967,000 to \$15,680,000, from \$14,713,000 for the corresponding period of the prior year, due primarily to increased personnel costs at NetWolves, and an increase in the professional sales service segment of \$413,000 to \$13,842,000, from \$13,429,000 for the corresponding period of the prior year, due to increased personnel-related and shared marketing costs. SG&A costs in the equipment segment for the nine months ended September 30, 2018 decreased \$219,000 to \$2,005,000, from \$2,224,000 for the corresponding period of the prior year, due primarily to lower headcount and legal costs. Corporate costs not allocated to segments decreased in the same period by \$52,000 from \$984,000, due primarily to lower accounting and director fees.

Research and development ("R&D") expenses were \$668,000, or 1% of revenues, for the first nine months of 2018, a decrease of \$48,000, or 7%, from \$716,000, or 1% of revenues, for the first nine months of 2017. The decrease is primarily attributable to lower software development expenses in the IT segment.

#### Adjusted EBITDA

We define Adjusted EBITDA (earnings (loss) before interest, taxes, depreciation and amortization), which is a non-GAAP financial measure, as net income (loss), plus interest expense (income), net; tax expense; depreciation and amortization; and non-cash expenses for share-based compensation. Adjusted EBITDA is a metric that is used by the investment community for comparative and valuation purposes. We disclose this metric in order to support and facilitate the dialogue with research analysts and investors.

Adjusted EBITDA is not a measure of financial performance under U.S. GAAP and should not be considered a substitute for operating income, which we consider to be the most directly comparable U.S. GAAP measure. Adjusted EBITDA has limitations as an analytical tool, and when assessing our operating performance, you should not consider Adjusted EBITDA in isolation, or as a substitute for net income or other consolidated income statement data prepared in accordance with U.S. GAAP. Other companies may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

A reconciliation of net income to Adjusted EBITDA is set forth below:

	<i>(in thousands)</i>	
	Nine months ended September 30,	
	2018	2017
	<u>(unaudited)</u>	<u>(unaudited)</u>
Net loss	\$ (2,895)	\$ (3,934)
Interest expense (income), net	507	494
Income tax expense	71	314
Depreciation and amortization	1,828	1,781
Share-based compensation	266	417
Adjusted EBITDA	<u>\$ (223)</u>	<u>\$ (928)</u>

Adjusted EBITDA improved by \$705,000, to \$(223,000) in the nine months ended September 30, 2018 from \$(928,000) in the nine months ended September 30, 2017. The improvement was primarily attributable to the lower net loss, partially offset by lower income tax expense and lower share-based compensation.

#### Interest and Other Income (Expense)

Interest and other income (expense) for the nine months ended September 30, 2018 was \$(204,000) as compared to \$(451,000) for the corresponding period of 2017. The decrease was due primarily to the \$212,000 gain on sale of VSK, partially offset by higher interest expense due to increased borrowings under our credit line.

*Income Tax Expense*

For the nine months ended September 30, 2018, we recorded income tax expense of \$71,000 as compared to income tax expense of \$314,000 for the corresponding period of 2017. The decrease arose mainly from lower deferred income taxes in 2018 arising from the Tax Cuts and Jobs Act.

*Net Loss*

Net loss for the nine months ended September 30, 2018 was \$2,895,000 compared to net loss of \$3,934,000 for the nine months ended September 30, 2017, representing a decrease in net loss of \$1,039,000. Our net loss per share was \$0.02 in the nine-month periods ended September 30, 2018 and 2017. The principal causes of the decrease in net loss is the increase in operating income in the professional sales service segment, the gain on sale of investment in VSK, and the reduction in income tax expense.

**Liquidity and Capital Resources***Cash and Cash Flow*

We have financed our operations from working capital and drawdown on our lines of credit. At September 30, 2018, we had cash and cash equivalents of \$2,979,000 and negative working capital of \$15,876,000 compared to cash and cash equivalents of \$5,245,000 and negative working capital of \$8,217,000 at December 31, 2017. \$8,524,000 in negative working capital at September 30, 2018 is attributable to the net balance of deferred commission expense and deferred revenue. These are non-cash expense and revenue items and have no impact on future cash flows.

Cash used in operating activities was \$1,532,000, which consisted of net loss after adjustments to reconcile net loss to net cash of \$740,000 and cash used by operating assets and liabilities of \$792,000, during the nine months ended September 30, 2018, compared to cash provided by operating activities of \$866,000 for the same period in 2017. The changes in the account balances primarily reflect a decrease in accounts and other receivables of \$2,837,000, an increase in accounts payable of \$1,756,000, and decreases in deferred revenue and accrued commissions of \$6,114,000, and 1,264,000, respectively.

Cash used in investing activities during the nine-month period ended September 30, 2018 was \$1,857,000 consisting of \$2,168,000 for the purchase of equipment and software, partially offset by \$311,000 provided by the sale of our investment in VSK.

Cash provided by financing activities during the nine-month period ended September 30, 2018 was \$1,081,000 primarily as a result of \$1,158,000 in net borrowings on revolving lines of credit partially offset by \$76,000 in net repayments of notes and capital leases issued for equipment purchases.

*Liquidity*

At September 30, 2018 the Company had outstanding borrowings under its lines of credit of approximately \$4.6 million with availability of approximately \$1.4 million. These lines mature on November 30, 2018. It is the management's intention to renew the lines of credit, and it is currently in negotiation with the lending bank for the renewal. The Company has had a history of renewing these lines of credit upon maturity; therefore, management believes that the lines of credit will be renewed. The Company has a conditional commitment to extend \$3.6 million of the MedTech Notes for one year through May 29, 2020. Additionally, management has established cost saving measures that will be implemented, if necessary. The Company expects to maintain sufficient liquidity through its cash on hand, availability of funds under its lines of credit, and internally generated funds to meet its obligations as they come due. The Company's profitability for the year will be largely dependent on deliveries of product by GEHC in our professional sales service segment since the Company does not recognize revenue in this segment until the equipment is delivered.

#### ITEM 4 - CONTROLS AND PROCEDURES

##### ***Evaluation of Disclosure Controls and Procedures***

Disclosure controls and procedures reporting as promulgated under the Exchange Act is defined as controls and procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms. Disclosure controls and procedures include without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Our CEO and our CFO have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2018 and have concluded that the Company's disclosure controls and procedures were effective as of September 30, 2018.

##### ***Changes in Internal Control Over Financial Reporting***

There were no changes in the Company's internal control over financial reporting during the Company's fiscal quarter ended September 30, 2018 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**ITEM 6 – EXHIBITS**

Exhibits

- [31](#) Certifications of the Chief Executive Officer and the Chief Financial Officer pursuant to Rules 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- [32](#) Certifications of the Chief Executive Officer and the 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 accordance with the requirements of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VASO CORPORATION

By: /s/ Jun Ma

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Jun Ma  
President and Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Michael J. Beecher

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Michael J. Beecher  
Chief Financial Officer and  
Principal Accounting Officer

Date: November 14, 2018



**CERTIFICATION PURSUANT TO RULE 13a/15d OF THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jun Ma, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Vaso Corporation and subsidiaries (the "registrant");
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 the 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.

/s/ Jun Ma  
Jun Ma  
President and Chief Executive Officer

Date: November 14, 2018

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**CERTIFICATION PURSUANT TO RULE 13a/15d OF THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Michael J. Beecher, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Vaso Corporation and subsidiaries (the "registrant");
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 the 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.

/s/ Michael J. Beecher  
Michael J. Beecher  
Chief Financial Officer

Date: November 14, 2018

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

In connection with the quarterly report of Vaso Corporation and subsidiaries (the "Company") on Form 10-Q for the period ending September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jun Ma, as President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

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

/s/ Jun Ma  
Jun Ma  
President and Chief Executive Officer

Dated: November 14, 2018

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

In connection with the quarterly report of Vaso Corporation and subsidiaries (the "Company") on Form 10-Q for the period ending September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael J. Beecher, as Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

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

/s/ Michael J. Beecher  
Michael J. Beecher  
Chief Financial Officer

Dated: November 14, 2018

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