

ALPHA PRO TECH LTD
Form 10-Q
May 10, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

For the Quarter Ended March 31, 2006

Commission File No. 01-15725

Alpha Pro Tech, Ltd.

(exact name of registrant as specified in its charter)

Delaware, U.S.A.
(State or other jurisdiction of incorporation)

Suite 112, 60 Centurian Drive
Markham, Ontario, Canada
(Address of principal executive offices)

63-1009183
(I.R.S. Employer Identification No.)

L3R 9R2
(Zip Code)

Registrant's telephone number, including area code: **(905) 479-0654**

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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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2).

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒

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

Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of May 5, 2006.

24,090,953 shares of common stock, \$.01 par value

Alpha Pro Tech, Ltd.

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| Exhibit 31.1: | Certification by CEO pursuant to Rule 13a-14(b) and Rule 15d-14(b) of the Exchange Act (filed herewith) |
| Exhibit 31.2: | Certification by CFO pursuant to Rule 13a-14(b) and Rule 15d-14(b) of the Exchange Act (filed herewith) |
| Exhibit 32.1: | Certification by CEO pursuant to Section 906 of the Sarbanes-Oxley Act (filed herewith) |
| Exhibit 32.2: | Certification by CFO pursuant to Section 906 of the Sarbanes-Oxley Act (filed herewith) |

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

We have prepared the following unaudited interim consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to these rules and regulations.

You should read the following unaudited interim consolidated financial statements and the accompanying notes together with our Annual Report on Form 10-K for the year ended December 31, 2005. Our 2005 Annual Report contains information that may be helpful in analyzing the financial information contained in this report and in comparing our results of operations for the three months ended March 31, 2006 with the same period in 2005.

Consolidated Balance Sheets (Unaudited)

	March 31, 2006	December 31, 2005 (1)
Assets		
Current assets:		
Cash and cash equivalents	\$ 882,000	\$ 1,163,000
Accounts receivable, net of allowance for doubtful accounts of \$76,000 at March 31, 2006 and \$76,000 at December 31, 2005	4,497,000	3,954,000
Inventories, net	10,811,000	10,499,000
Prepaid expenses and other current assets	844,000	715,000
Deferred income taxes	430,000	430,000
Total current assets	17,464,000	16,761,000
Property and equipment, net	3,374,000	3,389,000
Goodwill, net	55,000	55,000
Intangible assets, net	133,000	119,000
Equity investments in and advances to unconsolidated affiliates	1,684,000	1,547,000
Total assets	\$ 22,710,000	\$ 21,871,000
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 940,000	\$ 648,000
Accrued liabilities	1,482,000	1,928,000
Total current liabilities	2,422,000	2,576,000
Deferred income taxes	652,000	652,000
Total liabilities	3,074,000	3,228,000
Shareholders' equity		
Common stock, \$.01 par value, 50,000,000 shares authorized, 24,090,955 and 23,787,955 issued and outstanding at March 31, 2006 and December 31, 2005, respectively	241,000	238,000
Additional paid-in capital	25,024,000	24,683,000
Accumulated deficit	(5,629,000)	(6,278,000)
Total shareholders' equity	19,636,000	18,643,000
Total liabilities and shareholders' equity	\$ 22,710,000	\$ 21,871,000

(1) The condensed consolidated balance sheet as of December 31, 2005 has been prepared using information from the audited financial statements at that date.

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

Consolidated Statements of Operations (Unaudited)

	For the Three Months Ended March 31,	
	2006	2005
Net sales	\$ 7,971,000	\$ 6,982,000
Cost of goods sold, excluding depreciation and amortization	4,330,000	3,821,000
Gross margin	3,641,000	3,161,000
Expenses:		
Selling, general and administrative	2,496,000	2,352,000
Depreciation and amortization	111,000	123,000
Income from operations	1,034,000	686,000
Other income (expense)		
Equity in income (loss) of unconsolidated affiliates	(9,000)	
Interest, net	5,000	16,000
Income before provision for income taxes	1,030,000	702,000
Provision for income taxes	381,000	258,000
Net income	\$ 649,000	\$ 444,000
Basic net income per share	\$ 0.03	\$ 0.02
Diluted net income per share	\$ 0.03	\$ 0.02
Basic weighted average shares outstanding	24,066,144	23,646,008
Diluted weighted average shares outstanding	25,035,255	25,042,812

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

Consolidated Statement of Shareholders Equity (Unaudited)

	Common Stock Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total
Balance at December 31, 2005	23,787,955	\$ 238,000	\$ 24,683,000	\$ (6,278,000)	\$ 18,643,000
Options exercised	303,000	3,000	341,000		344,000
Net income				649,000	649,000
Balance at March 31, 2006	24,090,955	\$ 241,000	\$ 25,024,000	\$ (5,629,000)	\$ 19,636,000

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

Consolidated Statements of Cash Flows (Unaudited)

	For the Three months Ended March 31,	
	2006	2005
Cash Flows From Operating Activities:		
Net income	\$ 649,000	\$ 444,000
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	111,000	123,000
Equity in loss of unconsolidated affiliates	9,000	
Changes in assets and liabilities:		
Accounts receivable, net	(543,000)	(343,000)
Inventories, net	(458,000)	(1,258,000)
Prepaid expenses and other current assets	(129,000)	151,000
Accounts payable and accrued liabilities	(154,000)	(623,000)
Net cash used in operating activities:	(515,000)	(1,506,000)
Cash Flows From Investing Activities:		
Purchase of property and equipment	(86,000)	(267,000)
Purchase of intangible assets	(24,000)	(2,000)
Net cash used in investing activities	(110,000)	(269,000)
Cash Flows From Financing Activities:		
Proceeds from the exercise of stock options	344,000	289,000
Payments for the repurchase of common stock		(21,000)
Net cash provided by financing activities	344,000	268,000
Decrease in cash during the period	(281,000)	(1,507,000)
Cash and cash equivalents, beginning of period	1,163,000	4,875,000
Cash and cash equivalents, end of period	\$ 882,000	\$ 3,368,000
Supplemental schedule of non-cash operating activities:		
Elimination of gross profit on inventory purchases from affiliate	\$ 146,000	

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

Notes to Consolidated Financial Statements (Unaudited)

1. The Company

Alpha Pro Tech, Ltd. (Alpha ProTech, the Company, we, our, us) manufactures and distributes a line of disposable protective apparel and a line of infection control products for the cleanroom, industrial, pharmaceutical, medical and dental markets. The disposable protective apparel consists of a complete line of shoe covers, bouffant caps, coveralls, gowns, frocks and lab coats. The infection control line of products includes a line of face masks and eye shields. The Company also manufactures and distributes a line of medical bed pads and accessories as well as a line of pet beds. The Company's products are sold both under the Alpha Pro Tech brand name as well as under private label and are predominantly sold in the United States of America.

During the first quarter of 2005, the Company commenced sales from a new business segment, Alpha ProTech Engineered Products, Inc., a wholly-owned subsidiary of Alpha Pro Tech. This new segment consists of a line of construction supply weatherization products as well as a line of paint with antimicrobials. The construction supply weatherization products consist of house wrap and synthetic roof underlayment.

2. Basis of Presentation

The interim financial information included herein is unaudited; however, the information reflects all adjustments (consisting of normal recurring adjustments) that are, in the opinion of management, necessary for the fair presentation of the consolidated financial position, results of operations and cash flows for the interim periods. The consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2005, which are included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005 (2005 10-K). The results of operations for the three months ended March 31, 2006 are not necessarily indicative of the results to be expected for the full year. The consolidated balance sheet at December 31, 2005 was extracted from the audited consolidated financial statements contained in the 2005 10-K and does not include all disclosures required by accounting principles generally accepted in the United States of America for annual consolidated financial statements.

3. Stock Based Compensation

The Company maintains two stock option plans under which the Company may grant incentive stock options and non-qualified stock options to employees and non-employee directors. Stock options have been granted with exercise prices at or above the fair market value on the date of grant. Options vest and expire according to terms established at the grant date.

The Company adopted Statement of Financial Accounting Standards No. 123R, Share-Based Payment (SFAS 123R) effective January 1, 2006, using the modified prospective application method. SFAS 123R requires companies to record compensation expense for the value of all outstanding and unvested share-based payments, including employee stock options and similar awards. As of December 31, 2005, the Company had no outstanding and unvested share-based payments. After December 31, 2005, no new awards of any kind have been granted under any of the option plans. As a result, the Company did not recognize any share-based compensation expense in its consolidated financial statements for the three months ended March 31, 2006.

Prior to the adoption of SFAS 123R, the Company accounted for its stock-based employee compensation plans using the intrinsic value method prescribed by Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees. No stock-based employee compensation cost was reflected in net income as all options granted under those stock-based employee compensation plans had exercise prices equal to the market values of the underlying common shares on the dates of grant. The following table illustrates the effect on net income and

earnings per share as if the Company had applied the fair value recognition provisions of SFAS 123R to stock-based employee compensation.

	For the Three Months Ended March 31, 2005
—	
Net income, as reported	\$ 444,000
Add: Total stock-based employee compensation expense included in reported net income, net of related tax effects	
Deduct: Total stock-based employee compensation expense determined using the fair value method for all rewards, net of related tax effects	(90,000)
Pro forma net income	\$ 354,000
Net income per share:	
Basic as reported	\$ 0.02
Basic pro forma	0.01
Diluted as reported	0.02
Diluted pro forma	0.01

Stock options to purchase 2,510,000 and 2,912,000 shares of common stock were outstanding at March 31, 2006 and 2005, respectively. Of these outstanding stock options, none of the options to purchase common stock at March 31, 2006 and 2005 were excluded from the computation of diluted earnings per share because the exercise prices of the stock options were greater than the average share price of the Company's common stock and, therefore, the effect would have been antidilutive. Based on the application of the treasury stock method, the dilutive effect of stock options was 969,111 and 113,000 for the three months ended March 31, 2006, and 2005 respectively.

The following table summarizes stock option activity during the three months ended March 31, 2006:

	# of Options	Weighted-Average Price
Options outstanding and exercisable December 31, 2005	2,813,000	\$ 1.03
Exercised	(303,000)	1.13
Forfeited or expired	0	0.00
Options outstanding and exercisable at March 31, 2006	2,510,000	\$ 1.02

The weighted-average contractual life of stock options outstanding and exercisable at March 31, 2006 was 2.7 years. At March 31, 2006, the aggregate intrinsic value of stock options outstanding and exercisable was \$3,952,000. The intrinsic value is the amount by which the market value of

the underlying common stock exceeds the exercise price of the respective stock option. The intrinsic value of stock options exercised during the three months ended March 31, 2006 and 2005 was \$ 345,000 and \$113,000 respectively.

4. New Accounting Standards

Based on the Company's review of new accounting standards released during the quarter ended March 31, 2006 the Company did not identify any standards requiring adoption that would have a significant impact on its consolidated financial statements.

We adopted Statement of Financial Accounting Standards No. 123R, Share-Based Payment (SFAS 123R) effective January 1, 2006, using the modified prospective application method. SFAS 123R requires companies to record compensation expense for the value of all outstanding and unvested share-based payments, including employee stock options and similar awards. As of January 1, 2006, we had no outstanding and unvested share-based payments. As a result, we did not recognize any compensation expense related to share-based payments in our consolidated financial statements for the three months ended March 31, 2006.

5. Inventories

Inventories consist of the following:

	March 31, 2006	December 31, 2005
Raw materials	\$ 8,397,000	\$ 7,376,000
Work in process	185,000	325,000
Finished goods	2,555,000	3,124,000
	11,137,000	10,825,000
Less reserve for slow-moving, obsolete or unusable inventory	(326,000)	(326,000)
	\$ 10,811,000	\$ 10,499,000

6. Investment in and Advances to Unconsolidated Affiliates

On June 14, 2005, Alpha ProTech Engineered Products, Inc. entered into a joint venture with a manufacturer in India for the production of building products. Under terms of the joint venture agreement, a private company, Harmony Plastics Private Limited (Harmony), was created with ownership interests of 41.66% by Alpha ProTech Engineered Products, Inc. and 58.34% by Maple Industries and Associates. Alpha ProTech Engineered Products, Inc. contributed \$508,000 for share capital and Maple Industries and Associates contributed \$708,000.

This joint venture positions Alpha ProTech Engineered Products to respond to current and expected increased product demand for house wrap and synthetic roofing underlayment, and future capacity for sales of specialty roofing component products and custom products for industrial applications requiring high quality extrusion coated fabrics.

The capital from the initial funding along with a bank loan, which is guaranteed exclusively by Maple Industries and Associates and the assets of Harmony Plastics Private Limited, was utilized to purchase an existing 33,000 square-foot manufacturing facility in India; this facility includes

manufacturing equipment necessary to produce roof underlayment. Harmony has also built a new 60,000 square-foot facility for the manufacturing of house wrap and other building products.

The Company is subject to the provisions of FIN 46 which defines the criteria by which the Company determines the proper accounting for its investments in related entities. Specifically, FIN 46 requires the Company to assess whether or not related entities are variable interest entities (VIEs), as defined. For those related entities that qualify as variable interest entities, FIN 46 requires the Company to determine whether or not the Company is the primary beneficiary of the VIE, and if so, to consolidate the VIE.

The Company has determined that Harmony is not a VIE and is therefore considered to be an unconsolidated affiliate.

The Company records its investment in Harmony as Equity investments in and advances to unconsolidated affiliates on the accompanying Consolidated Balance Sheets. The Company records its equity interest in Harmony's results of operations as equity in income (loss) of unconsolidated affiliates on the accompanying Consolidated Statements of Operations. The Company has not received distributions from Harmony related to its investment.

The Company reviews its investment in Harmony for impairment in accordance with APB No. 18, The Equity Method of Accounting for Investments in Common Stock. APB No. 18 requires recognition of a loss when the decline in an investment is other-than-temporary. In determining whether the decline is other-than-temporary, the Company considers the nature of the industry in which Harmony operates, their historical performance, their performance in relation to their peers and the current economic environment.

As of March 31, 2006, Alpha ProTech Engineered Products has invested \$1,450,000 in the joint venture; \$508,000 for share capital and a \$942,000 long term advance. The \$942,000 long term non interest bearing advance for materials is to be fifty percent repaid monthly over a six year term commencing in July 2006 and the balance is to be paid in the seventh year.

Harmony commenced operations in August of 2005. For the three months ended March 31, 2006, we recorded an equity loss in unconsolidated affiliate of \$9,000, consisting of our \$137,000 proportional ownership of Harmony's net income offset by a \$146,000 adjustment for the elimination of Harmony's profit related to inventory sold from Harmony to us which we had not yet sold to third parties. Prior to the three months ended March 31, 2006, we recorded an equity loss in unconsolidated affiliate of \$16,000, consisting of our \$97,000 proportional ownership of Harmony's net income offset by a \$113,000 elimination of Harmony's profit related to inventory sold from Harmony to us which we had not yet sold to third parties.

7. Accrued Liabilities

Accrued liabilities consist of the following:

	March 31, 2006	December 31, 2005
Payroll expenses	\$ 109,000	\$ 188,000
Bonuses payable	833,000	669,000
Accrued professional fees	78,000	160,000
Accrued rebates and other	103,000	354,000
Income taxes payable	359,000	557,000
	\$ 1,482,000	\$ 1,928,000

8. Basic and Diluted Net Income Per Share

The following table provides a reconciliation of both net income and the number of shares used in the computation of basic earnings per share (EPS), which utilizes the weighted average number of shares outstanding without regard to potential shares, and diluted EPS, which includes all such dilutive shares:

	For the Three Months Ended	
	March 31,	
	2006	2005
Net income (Numerator)	\$649,000	\$444,000
Shares (Denominator):		
Basic weighted average shares outstanding	24,066,144	23,646,008
Add: Dilutive effect of stock options and warrants	969,111	1,396,804
Diluted weighted average shares outstanding	25,035,255	25,042,812
Net income per share:		
Basic	\$0.03	\$0.02
Diluted	\$0.03	\$0.02

9. Activity of Business Segments

The Company operates through four segments:

Disposable Protective Apparel Products: consisting of a complete line of disposable protective clothing such as shoecovers (including the Aqua Track and spunbond shoecovers), bouffant caps, coveralls, frocks, lab coats and hoods, for the pharmaceutical, cleanroom, industrial and medical markets.

Infection Control Products: consisting of a line of face masks and eye shields principally for the medical, dental and industrial markets.

Extended Care Products: consisting of a line of medical bed pads using Unreal Lambskin ® (synthetic lambskin) The Unreal Lambskin ® is used to produce medical bed pads, which prevent decubitus ulcers or bedsores on long term care patients. The Unreal Lambskin ® is also used to manufacture bedrail pads, knee and elbow protectors, as well as wheelchair accessories. The Company also manufactures a line of pet beds and pet toy accessories with this material.

Engineered Products: this fourth segment was formed during the second quarter 2004 with the establishment of Alpha ProTech Engineered Products, Inc., a wholly-owned subsidiary. This segment consists of a line of construction supply weatherization products as well as a line of paint with antimicrobials. The construction supply weatherization products consist of building wrap,

synthetic roof underlayment and antimicrobial mold resistant framing sealant. The line of paint with antimicrobials is designed to inhibit growth of bacteria, fungi and algae on the painted surfaces in hospitals, surgical rooms and cleanrooms and associated controlled environments.

The accounting policies of the segments are the same as those described previously under *Summary of Significant Accounting Policies* in the 2005 10-K. Segment data excludes charges allocated to head office and corporate sales/marketing departments and income taxes. The Company evaluates the performance of its segments and allocates resources to them based primarily on net sales

The following table shows net sales for each segment for the three months ended March 31, 2006 and 2005:

	For the Three Months Ended March 31,	
	2006	2005
Disposable protective apparel	\$ 4,070,000	\$ 4,243,000
Infection control	1,683,000	1,216,000
Engineered products	1,782,000	990,000
Extended care	436,000	533,000
Consolidated total net sales	\$ 7,971,000	\$ 6,982,000

The following table shows the reconciliation of total segment income to total consolidated net income for the three months and nine months ended March 31, 2006 and 2005:

	For the Three Months Ended March 31,	
	2006	2005
Disposable protective apparel	\$ 1,370,000	\$ 1,482,000
Infection control	793,000	477,000
Engineered products	135,000	(115,000)
Extended care	58,000	88,000
Total segment income	2,356,000	1,932,000
Unallocated corporate overhead expenses	(1,326,000)	(1,230,000)
Provision for income taxes	(381,000)	(258,000)
Consolidated net income	\$ 649,000	\$ 444,000

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

You should read the following discussion and analysis together with our consolidated financial statements and the notes to our consolidated financial statements, which appear elsewhere in this report.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This report on Form 10-Q contains forward-looking statements that are made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events, future revenues or performance, capital expenditures and other information that is not historical information. When used in this report, the words estimates, expects, anticipates, forecasts, plans, intends, believes and variations of such words or similar expressions are intended to identify forward-looking statements. Additional forward-looking statements may be made by us from time to time. All such subsequent forward-looking statements, whether written or oral and whether made by or on behalf of us, are also expressly qualified by these cautionary statements.

Our forward-looking statements are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith and we believe there is a reasonable basis for them, including without limitation, management's examination of historical operating trends, data contained in our records and other data available from third parties. However, we cannot assure you that management's expectations, beliefs and projections will result or be achieved or accomplished. Our forward-looking statements apply only as of the date made. Except as required by law, we undertake no obligation to publicly update or revise forward-looking statements which may be made to reflect events or circumstances after the date made or to reflect the occurrence of unanticipated events.

Where to find more information about us. We make available free of charge on our Internet website (<http://www.alphaprotech.com>) our most recent Annual Report on Form 10-K, our most recent Quarterly Report on Form 10-Q, any current reports on Form 8-K filed since our most recent Annual Report on Form 10-K and any amendments to such reports as soon as reasonably practicable following the electronic filing of such report with the SEC. In addition, we provide electronic or paper copies of our filings free of charge upon request.

Critical Accounting Policies

The preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of net sales and expenses during the reported periods. We base estimates on past experience and on various other assumptions that are believed to be reasonable under the circumstances. The application of these accounting policies on a consistent basis enables us to provide timely and reliable financial information. Our critical accounting policies include the following:

Inventories: Inventories include freight-in, materials, labor and overhead costs and are stated at the lower of cost (computed on a standard cost basis, which approximates average cost) or market. Provision is made for slow-moving, obsolete or unusable inventory. We assess our inventory for estimated obsolescence or unmarketable inventory and write down the difference between the cost of inventory and the estimated market value based upon assumptions about future sales and supply on-hand. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

Revenue Recognition: For sales transactions, we comply with the provisions of the SEC's Staff Accounting Bulletin (SAB) No. 104, Revenue Recognition, which states that revenue should be recognized when the following revenue recognition criteria are met: (1) persuasive evidence of an arrangement exists; (2) the product has been shipped and the customer takes ownership and assumes the risk of loss; (3) the selling price is fixed or determinable; and (4) collection of the resulting receivable is reasonably assured. These criteria are satisfied upon shipment of product and revenues are recognized accordingly.

Sales are reduced for any anticipated sales returns, rebates and allowances based on historical experience. Since our return policy is only 90 days and our products are not generally susceptible to external factors such as technological obsolescence or significant changes in demand, we are able to make a reasonable estimate for returns. We offer end-user product specific and sales volume rebates to select distributors. Our rebates are based on actual sales and accrued monthly.

Stock Based Compensation: The Company adopted Statement of Financial Accounting Standards No. 123R, Share-Based Payment (SFAS 123R) effective January 1, 2006, using the modified prospective application method. SFAS 123R requires companies to record compensation expense for the value of all outstanding and unvested share-based payments, including employee stock options and similar awards. As of January 1, 2006, the Company had no outstanding and unvested share-based payments. The Company did not recognize any share-based compensation expense in its consolidated financial statements for the three months ended March 31, 2006.

Prior to the adoption of SFAS 123R, the Company accounted for its stock-based employee compensation plans using the intrinsic value method prescribed by Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees. No stock-based employee compensation cost was reflected in net income as all options granted under those stock-based employee compensation plans had exercise prices equal to the market values of the underlying common shares on the dates of grant. The following table illustrates the effect on net income and earnings per share as if the Company had applied the fair value recognition provisions of SFAS 123R to stock-based employee compensation.

The fair values of stock option grants are determined using the Black-Scholes option pricing model and the following assumptions: expected stock price volatility based on historic and management's expectations of future volatility, risk-free interest rates from published sources, weighted average expected option lives based on historical data and no dividend yield, as management currently does not intend to pay dividends in the near future. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options that have no vesting restrictions and that are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including expected stock price volatility. Our stock options have characteristics significantly different from those of traded options and changes in the subjective input assumptions can materially affect their fair value.

OVERVIEW

Alpha Pro Tech is in the business of protecting people, products and environments. We accomplish this by developing, manufacturing and marketing a line of high-value disposable protective apparel and infection control products for the cleanroom, industrial, pharmaceutical, medical and dental markets. We also manufacture and distribute a line of medical bed pads and accessories as well as a line of pet beds. Our products are sold both under the Alpha Pro Tech brand name as well as under private label.

During the first quarter of 2005, we commenced sales from a new business segment, Alpha ProTech Engineered Products, Inc. (Engineered Products), a wholly-owned subsidiary of Alpha Pro Tech. This new segment consists of a line of construction supply weatherization products as well as a line of paint with antimicrobials. The construction supply weatherization products consists of house wrap (Perma Wrap) and a synthetic roof underlayment (AlphaProtector SUL). The line of paint with antimicrobials is designed to inhibit growth of bacteria, fungi and algae on the painted surfaces in hospitals, surgical rooms and cleanrooms and associated controlled environments. In addition to our paint with antimicrobials, we have also developed a line of sealants with antimicrobials to be used for

mold remediation. The Engineered Products segment is expected to contribute significantly to revenue growth in 2006.

This line of products is a natural extension of our core capabilities: creating proprietary products designed to protect people and environments. The house wrap offers a weather resistant barrier designed to lower energy consumption costs. The proprietary synthetic roof underlayment is designed to resist the environment, as opposed to conventional roofing underlayment that is prone to rapid degradation and mold growth.

Our products are classified into six groups: Disposable protective apparel, consisting of a complete line of shoe covers, bouffant caps, gowns, coveralls and lab coats; infection control products, consisting of a line of face masks and eye shields; extended care products, consisting of a line of medical bed pads, wheelchair covers, geriatric chair surfaces, operating room table surfaces and pediatric surfaces; a line of pet beds; construction weatherization products, consisting of house wrap and synthetic roof underlayment; and a line of paint with antimicrobials designed to inhibit growth of bacteria, fungi and algae on painted surfaces.

Our products as classified above are grouped into four business segments. The Disposable Protective Apparel segment, consisting of disposable protective apparel; the Infection Control segment, consisting of face masks and eye shields; the Extended Care segment, consisting of extended care products, namely medical bed pads and pet beds; and the Engineered Products segment, consisting of construction weatherization products such as house wrap and synthetic roof underlayment as well as a line of antimicrobial paint.

Our target markets are pharmaceutical manufacturing, bio-pharmaceutical manufacturing and medical device manufacturing, lab animal research, high technology electronics manufacturing which includes the semi-conductor market, medical and dental distributors, pet stores and pet distributors and construction supply and roofing distributors.

Our products are used primarily in cleanrooms, industrial safety manufacturing environments, health care facilities such as hospitals, laboratories and dental offices, as well as construction supply sites. Our pet beds are used by pet owners and veterinarians. Our products are distributed principally in the United States through a network consisting of purchasing groups, national distributors, local distributors, independent sales representatives and our own sales and marketing force.

Engineered Products segment sales of house wrap and synthetic roof underlayment during the first quarter of 2006 was \$1,782,000 compared to \$990,000 for the same period of 2005, an increase of 80.0%. This segment is expected to grow significantly in 2006 as compared to \$4.7million in 2005.

Sales in our Disposable Protective Apparel segment that services the pharmaceutical, cleanroom and industrial safety markets declined by 4.1% or \$173,000 to \$4,070,000 for the quarter ended March 31, 2006 compared to \$4,243,000 for the quarter ended March 31, 2005. Orders were down from our largest distributor throughout most of the first quarter as they reduced inventory levels. Their orders normalized before the end of the first quarter and we expect sales to improve in coming quarters.

Infection Control segment sales increased by \$467,000 or 38.4% to \$1,683,000 for the first quarter ended March 31, 2006 compared to \$1,216,000 for the same period of 2005. This is primarily due to strong N-95 Respirator mask sales as a result of concerns about Avian Flu.

RESULTS OF OPERATIONS

The following table sets forth certain operational data as a percentage of sales for the periods indicated:

	For the Three Months Ended March 31,		2005	
	2006	%	100.0	%
Sales	100.0	%	100.0	%
Gross profit	45.7		45.3	
Selling, general and administrative	31.3		33.7	
Income from operations	13.0		9.8	
Income before provision for income taxes	12.9		10.1	
Net income	8.1		6.4	

Three months ended March 31, 2006, compared to the three March 31, 2005

Sales. Consolidated sales for the quarter ended March 31, 2006 increased to \$7,971,000 from \$6,982,000 for the quarter ended March 31, 2005, representing an increase of \$989,000 or 14.2%. We attribute the increase primarily to increased sales of construction supply weatherization products of \$792,000 and to increased infection control segment sales of \$467,000, partially offset by decreased sales of disposable protective apparel products of \$173,000 and decreased sales from our Extended Care Unreal Lambskin segment of \$97,000.

Sales for the Disposable Protective Apparel segment for the quarter ended March 31, 2006 decreased by \$173,000 or 4.1% to \$4,070,000 compared to \$4,243,000 for the same period of 2005. The Disposable Protective Apparel segment sales decrease continues to be affected by a decline in shipments to our largest distributor that commenced during the fourth quarter of 2005. Although our shipments declined in the first quarter of 2006, shipments to the distributor's end users were up slightly as compared to the first quarter of 2005. The decline in shipments to this distributor can be attributed to slowdown in orders from them to reduce their inventory levels. Orders from this distributor normalized during the latter part of the first quarter of 2006 and we expect growth from this distributor in 2006 as we launch our ComforTech® and ComforTech® Certified line of products.

Infection Control segment sales for the quarter ended March 31, 2006 increased by \$467,000 or 38.4% to \$1,683,000 compared to \$1,216,000 for the same period of 2005. Mask sales in this segment, especially sales of our N-95 NIOSH approved Respirator mask, were very strong in the first quarter of 2006 as concerns about Avian Flu heightened. We expect continued strength in this segment if the Avian Flu continues to be a worldwide concern. We have significant manufacturing capacity for the N-95 Respirator mask in the event that demand surges.

The Engineered Products segment consists of a line of construction supply weatherization products (house wrap, roof underlayment) as well as a line of paint with antimicrobials. Engineered Products sales for the quarter ended March 31, 2006 increased by \$792,000 or 80.0% to \$1,782,000 compared to \$990,000 for the same period of 2005. The breakdown of the Engineered Products sales is as follows for

the quarter ended March 31, 2006: 74% house wrap, 25% roof underlayment and less than 1% antimicrobial paint. Sales by quarter for Engineered Products are as follows: first quarter 2005 was \$1.0 million, second quarter 2005 was \$1.1 million, third quarter 2005 was \$1.4 million, fourth quarter 2005 was \$1.2 million and first quarter 2006 was \$1.8 million. We, are working very closely with our exclusive distributor, Perma R, and are encouraged by the response to our product line. We expect significant growth from this segment in 2006.

Sales from our Extended Care Unreal Lambskin and other related products, which includes a line of medical bed pads as well as pet beds, decreased by \$97,000 or 18.2% to \$436,000 for the quarter ended March 31, 2006 from \$533,000 for the quarter ended March 31, 2005. The decrease in sales is primarily the result of less medical bed pad sales. This line of products is not expected to be a growth segment for the Company.

Gross Profit Gross profit increased by 15.2% to \$3,641,000 for the quarter ended March 31, 2006 from \$3,161,000 for the same period in 2005. Gross profit margin increased to 45.7% for the quarter ended March 31, 2006 from 45.3% for the same period in 2005. Excluding Engineered Products, gross profit margin was 50.3% for the quarter ended March 31, 2006 compared to 49.3% for the same period of 2005.

Gross profit on the Engineered Products segment was 29.5% for the quarter ended March 31, 2006 as compared to 20.6% for the same period of 2005. Gross profit by quarter for Engineered Products is as follows: first quarter 2005 was 20.6%, second quarter 2005 was 25.2%, third quarter 2005 was 28.2%, fourth quarter 2005 was 25.1% and first quarter 2006 was 29.5%. Gross profit on this product line is expected to increase to the low to mid 30% range by the second half of this year as the joint venture production facility in India becomes fully operational.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased by \$144,000 or 6.1% to \$2,495,000 for the quarter ended March 31, 2006 from \$2,352,000 for the quarter ended March 31, 2005. As a percentage of net sales, selling, general and administrative expenses decreased to 31.3% for the quarter ended March 31, 2006 from 33.7% for the same period in 2005. . We believe that we have built the infrastructure required to substantially grow our business and as our revenue grows our expenses are expected to continue to decrease as a percentage of sales.

The increase of \$144,000 in selling, general and administrative expenses primarily consists of increased employee compensation expense of \$160,000, increased expenses for Engineered Products of \$59,000, increased expense for the executive bonus program of \$36,000, increased public company expenses of \$35,000, and increased miscellaneous expenses of \$13,000, partially offset by decreased Sarbanes-Oxley Corporate Governance costs of \$44,000, decreased marketing and commission expenses of \$55,000, decreased office expenses of \$35,000 and decreased US foreign exchange expense of \$25,000.

The chief executive officer and president are each entitled to a bonus equal to 5% of the pre-tax profits of the Company. Total bonuses of \$114,000 were accrued for the quarter ended March 31, 2006 as compared to \$78,000 in the same period of 2005.

Depreciation and Amortization. Depreciation and amortization expense decreased by \$12,000 or 9.8% to \$111,000 for the quarter ended March 31, 2006 from \$123,000 for the same period in 2005. The decrease is primarily attributable to a reduction in depreciation for office equipment, computers and software, partially offset by increased depreciation for Engineered Products.

Income from Operations. Income from operations increased by \$348,000 or 50.7%, to \$1,034,000 for the quarter ended March 31, 2006 as compared to income from operations of \$686,000 for the quarter ended March 31, 2005. The increase in income from operations is due to an increase in gross profit of \$480,000 and a decrease in depreciation and amortization of \$12,000, partially offset by an increase in selling, general and administrative expenses of \$144,000.

Net Interest. For the quarter ended March 31, 2006, we had net interest income of \$5,000 compared to net interest income of \$16,000 for the quarter ended March 31, 2005. Interest expense remained flat at

\$2,000 for the quarter ended March 31, 2006 compared to the same period of 2005. Interest income decreased to \$7,000 for the quarter ended March 31, 2006 as compared to \$18,000 for the same period of 2005.

Equity in income (loss) of unconsolidated affiliates. On June 14, 2005 Alpha ProTech Engineered Products, Inc. entered into a joint venture with a manufacturer in India for the production of building products. Under terms of the joint venture agreement, a private company, Harmony Plastics Private Limited (Harmony), was created with ownership interests of 41.66% by Alpha ProTech Engineered Products, Inc. and 58.34% by Maple Industries and Associates. Alpha ProTech Engineered Products has invested \$1,450,000 in the joint venture; \$508,000 for share capital and \$942,000 in a long term non-interest bearing advance. Half of this \$942,000 advance is to be repaid monthly over a six year term commencing in July 2006 and the balance is to be paid in the seventh year.

The Company is subject to the provisions of FASB Interpretation (FIN) No. 46, Consolidation of Variable Interest Entities an interpretation of ARB No. 51, which redefines the criteria by which the Company determines the proper accounting for its investments in related entities. Specifically, FIN 46 requires the Company to assess whether or not related entities are variable interest entities (VIE s), as defined. For those related entities that qualify as variable interest entities, FIN 46 requires the Company to determine whether or not the Company is the primary beneficiary of the VIE, and if so, to consolidate the VIE. The Company has determined that Harmony is not a VIE and is therefore considered to be an unconsolidated affiliate.

Harmony commenced operations in August of 2005. For the three months ended March 31, 2006, we recorded an equity loss in unconsolidated affiliate of \$9,000, consisting of our \$137,000 proportional ownership of Harmony s net income offset by a \$146,000 adjustment for the elimination of Harmony s profit related to inventory sold from Harmony to us which we had not yet sold to third parties.

Income Before Provision for Income Taxes. Income before provision for income taxes for the quarter ended March 31, 2006 was \$1,030,000 compared to \$702,000 for the quarter ended March 31, 2005, representing an increase of \$328,000 or 46.7%. The increase in income before provision for income taxes is due to an increase in gross profit of \$480,000, a decrease in depreciation and amortization of \$12,000, partially offset by an increase in selling, general and administrative expenses of \$144,000, a decrease in net interest income of \$11,000 and a loss of \$9,000 from our unconsolidated affiliate (Harmony).

Provision for Income Taxes The provision for income taxes for the quarter ended March 31, 2006 was \$381,000 compared to \$258,000 for the quarter ended March 31, 2005. The increase in income taxes is due to higher income before provision for income taxes in 2006. The effective tax rate was 37.0% for the quarter ended March 31, 2006 as compared to 36.8% for the same period in 2005.

Net Income. Net income for the quarter ended March 31, 2006 was \$649,000 compared to net income of \$444,000 for the quarter ended March 31, 2005, an increase of \$205,000 or 46.2%. The net income increase was primarily due to an increase in income before provision for income taxes of \$328,000, partially offset by an increase in income taxes of \$123,000. Net income as a percentage of sales for the quarter ended March 31, 2006 and 2005 was 8.1% and 6.4% respectively. Basic and diluted income per share for the quarter ended March 31, 2006 and 2005 were \$0.03 and \$0.02, respectively.

LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2006, we had cash and cash equivalents of \$882,000 and working capital of \$15,184,000, an increase in working capital of 7.0% or \$999,000 since December 31, 2005. As of March 31, 2006, our current ratio was 7.26:1 as compared to 6.51:1 as of December 30, 2005. Cash decreased by \$281,000 to \$882,000 as of March 31, 2006 as compared to \$1,163,000 as of December 31, 2005. The decrease in cash is primarily due to cash used in operating activities of \$515,000, the purchase of property and equipment of \$86,000 and the purchases of intangible assets of \$24,000, partially offset by cash proceeds of \$344,000 from the exercise of stock options.

We have a \$3,500,000 credit facility with a bank, consisting of a line of credit with interest at prime plus 0.5%. At March 31, 2006, the prime interest rate was 7.75%. The line of credit was renewed in May 2005 and expires in May 2007. The Company's borrowing capacity on the line of credit was \$3,184,000 at March 31, 2006. The available line of credit is based on a formula of eligible accounts receivable and inventories. As of March 31, 2006, we had not borrowed on this line of credit. As of March 31, 2006, we did not have any debt.

Net cash used in operating activities was \$515,000 for the quarter ended March 31, 2006 compared to \$1,506,000 net cash used in operating activities for the quarter ended March 31, 2005. The net cash used in operating activities of \$515,000 for the quarter ended March 31, 2006 is due to an increase in inventory of \$312,000, which excludes the non-cash elimination of gross profit on inventory from the unconsolidated affiliate of \$146,000, an increase in accounts receivable of \$543,000, an increase in prepaid expenses of \$129,000, and a decrease in accounts payable and accrued liabilities of \$154,000, partially offset by net income of \$649,000, equity in loss of unconsolidated affiliates of \$9,000 and depreciation and amortization of \$111,000. The net cash used in operating activities of \$1,506,000 for the quarter ended March 31, 2005 is due to an increase in inventory of \$1,258,000, an increase in accounts receivable of \$343,000, and a decrease in accounts payable and accrued liabilities of \$623,000, partially offset by net income of \$444,000, a decrease in prepaid expenses of \$151,000 and depreciation and amortization of \$123,000.

Accounts receivable increased by \$543,000 or 13.7% to \$4,497,000 for the three months ended March 31, 2006 from \$3,954,000 as of December 31, 2005. The majority of this increase is due to increased sales of 13.6% for the first quarter of 2006 as compared to the fourth quarter of 2005. The increased sales are primarily attributable to the Engineered Products segment. Accounts receivable due from our distributor for Engineered Products increased by \$0.5 million to \$0.9 million at March 31, 2006 from \$0.4 million at December 31, 2005. The number of days sales outstanding as of March 31, 2005 was 51 days as compared to the same 51 days as of December 31, 2005.

Inventory increased by \$312,000 to \$10,811,000 for the quarter ended March 31, 2006 from \$10,499,000 as of December 31, 2005. The increase is primarily attributable to an increase of \$0.9 million in inventory for the Engineered Product segment, partially offset by a decrease in Disposable Apparel inventory of \$0.6 million. Current inventory levels for the Engineered Product segment are high based on present sales levels, which will allow us to service anticipated sales growth.

Prepaid expenses and other current assets increased by \$129,000 to \$844,000 for the quarter ended March 31, 2006 from \$949,000 as of December 31, 2005. The increase of \$129,000 is primarily due to an increase in prepaid insurance of \$36,000, an increase in prepaid rent of \$58,000 and a increase of \$29,000 in prepaid trade shows for Engineered Products.

Accounts payable and accrued liabilities as of March 31, 2006 decreased by \$154,000 to \$2,422,000 from \$2,576,000. The net change in 2006 was primarily due to an increase in trade payables of \$292,000, an increase in accrued commission/bonus payable of \$164,000, partially offset by a decrease in accrued rebates of \$251,000, a decrease in income tax payable of \$198,000, a decrease in accrued professional fees of \$82,000 and a decrease in accrued payroll of \$79,000.

Net cash used in investing activities was \$110,000 and \$269,000 for the three months ended March 31, 2006 and 2005, respectively. Our investing activity in 2006 consisted primarily of expenditures for property and equipment of \$86,000 and the purchase of intangible assets of \$24,000. This compared to expenditures for property and equipment of \$287,000 and purchases of intangible assets of \$2,000. The expenditures for property and equipment in 2006 and 2005 were principally for the purchase of equipment for our Engineered Products segment.

In 2005, Alpha ProTech Engineered Products, Inc. entered into a joint venture with a manufacturer in India for the production of building products. Under terms of the joint venture agreement, a private company, Harmony Plastics Private Limited (Harmony), was created with ownership interest of 41.66% by Alpha ProTech Engineered Products, Inc. and 58.34% by Maple Industries and Associates. Alpha ProTech Engineered Products, Inc. contributed \$508,000 and Maple Industries and Associates

contributed \$708,000 for share capital. The Company has determined that its investment in Harmony is not a variable interest entity and is considered an unconsolidated affiliate.

Alpha ProTech Engineered Products has invested \$1,450,000 in Harmony; \$508,000 for share capital and \$942,000 in a long term non-interest bearing advance. Half of this \$942,000 advance is to be repaid monthly over a six year term commencing in July 2006 and the balance is to be paid in the seventh year. Harmony commenced operations in August of 2005. For the three months ended March 31, 2006, we recorded an equity loss in unconsolidated affiliate of \$9,000, consisting of our \$137,000 proportional ownership of Harmony's net income offset by a \$146,000 elimination of Harmony's profit related to inventory sold from Harmony to us which we had not yet sold to third parties.

We expect to purchase approximately \$250,000 of equipment in 2006. These expenditures will be primarily for equipment for the Engineered Products and Infection Control segments.

In August 2004, we announced that our Board of Directors had approved the buy-back of up to an additional \$500,000 of the Company's outstanding common stock. This share repurchase program is the sixth \$500,000 buyback authorized by the Board of Directors. In all instances, we are retiring the shares. For the quarter ended March 31, 2006, we did not buy back any shares of common stock. As of March 31, 2006, we have bought back a total of 2,333,800 shares of common stock at a cost of \$2,518,000 since the end of 1999.

For the quarter ended March 31, 2006, net cash provided by financing activities was \$344,000 compared to cash provided by financing activities of \$268,000 for the same period of 2005. Our financing activities in 2006 consisted of cash proceeds of \$344,000 from the exercise of 303,000 stock options. Our financing activities in 2005 consisted primarily of cash proceeds of \$289,000 from the exercise of 232,106 stock options, partially offset by payments of \$21,000 for the repurchase of 10,000 shares of common stock.

As shown below, at March 31, 2006, our contractual cash obligations totaled approximately \$1,372,000.

Contractual Obligations

	Payments Due by Period				
	Total	1 Year	2-3 Years	4-5 Years	After 5 years
Operating leases	\$ 1,372,000	\$ 499,000	\$ 658,000	\$ 215,000	
Line of credit					
Total contractual cash obligations	\$ 1,372,000	\$ 499,000	\$ 658,000	\$ 215,000	

We believe that cash generated from operations, our current cash balance and the funds available under our credit facility will be sufficient to satisfy our projected working capital and planned capital expenditures for the foreseeable future.

New Accounting Standards

Based on the Company's review of new accounting standards released during the quarter ended March 31, 2006, the Company did not identify any standards requiring adoption that would have a significant impact on its consolidated financial statements.

We adopted Statement of Financial Accounting Standards No. 123R, Share-Based Payment (SFAS 123R) effective January 1, 2006, using the modified prospective application method. SFAS 123R requires companies to record compensation expense for the value of all outstanding and unvested share-based payments, including employee stock options and similar awards. As of January 1, 2006, we had no outstanding and unvested share-based payments. As a result, we did not recognize any compensation expense related to share-based payments in our consolidated financial statements for the three months ended March 31, 2006.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We subcontract the manufacture of products in China and Mexico and have a joint venture in India. The Company's results of operations could be negatively affected by factors such as changes in foreign currency exchange rates due to stronger economic conditions in those countries.

The Company doesn't expect any significant effect on its results of operations from inflationary or interest and currency rate fluctuations. The Company does not hedge its interest rate or foreign exchange risks.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934), as of March 31, 2006. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective to provide reasonable assurance that material information related to the Company and its consolidated subsidiaries would be made known to them by others within those entities, particularly during the period ending March 31, 2006, the period in which this report was prepared.

In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures no matter how well designed and operated, can provide only reasonable, not absolute, assurances of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating and implementing possible disclosure controls and procedures.

Changes in Internal Control Over Financial Reporting.

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our fiscal quarter ended March 31, 2006, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 6 EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

31.1 Certification Pursuant to Rule 13a-14(b) and Rule 15d-14(b) of the Exchange Act, Signed by Chief Executive Officer (filed herewith)

31.2 Certification Pursuant to Rule 13a-14(b) and Rule 15d-14(b) of the Exchange Act, Signed by Chief Financial Officer (filed herewith)

32.1 Certification Pursuant to 18 U.S.C Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Signed by Chief Executive Officer (filed herewith)

32.2 Certification Pursuant to 18 U.S.C Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Signed by Chief Financial Officer (filed herewith)

(b) Reports on Form 8-K

A Form 8-K was filed during the quarter covered by this report, reporting the issuance of a release dated March 22, announcing registrants financial results for the fourth quarter and fiscal year ended December 31, 2005.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has fully caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ALPHA PRO TECH, LTD.

DATE: May 10, 2006

BY: /s/ SHELDON HOFFMAN
Sheldon Hoffman
Chief Executive Officer and Director

DATE: May 10, 2006

BY: /s/ LLOYD HOFFMAN
Lloyd Hoffman
Chief Financial Officer and Senior Vice President