

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## LGL Group, Inc.

**Form: 10-K**

**Date Filed: 2006-03-29**

Corporate Issuer CIK:	61004
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 10-K

ANNUAL REPORT  
PURSUANT TO SECTIONS 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE  
ACT OF 1934

FOR THE FISCAL YEAR ENDED: DECEMBER 31, 2005  
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OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NUMBER: 1-106

LYNCH CORPORATION  
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(Exact name of Registrant as Specified in Its Charter)

INDIANA

38-1799862

-----  
(State or other  
jurisdiction of  
Incorporation or  
Organization)

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

140 GREENWICH AVE,  
4TH FL,  
GREENWICH,  
CONNECTICUT

06830

-----  
(Address of Principal  
Executive Offices)

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(Zip Code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (203) 622-1150  
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SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
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Common Stock,  
\$0.01 Par Value

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American Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: NONE

Indicate by check mark if the Registrant is a well-known seasoned issuer,  
as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the Registrant is not required to file reports  
pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to such

filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulations S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes [ ] No [X]

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one): Large accelerated filer \_\_\_ Accelerated filer \_\_\_ Non-accelerated filer X

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

The aggregate market value of voting and non-voting common equity held by non-affiliates of the Registrant (based upon the closing price of the Registrant's Common Stock on the American Stock Exchange on June 30, 2005 of \$8.30 per share) was \$8.3 million. (In determining this figure, the Registrant has assumed that all of the Registrant's directors and officers are affiliates. This assumption should not be deemed a determination or an admission by the Registrant that such individuals are, in fact, affiliates of the Registrant.

The number of outstanding shares of the registrant's common stock was 2,154,702 as of March 21, 2006.

DOCUMENTS INCORPORATED BY REFERENCE: Certain portions of the registrant's definitive Proxy Statement for the 2006 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission not later than May 1, 2006, are incorporated by reference in Part III of this Report.

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## ITEM 1. BUSINESS

Lynch Corporation (the "Company"), incorporated in 1928 under the laws of the State of Indiana, is a diversified holding company with subsidiaries engaged in manufacturing. The Company's executive offices are located at 140 Greenwich Ave, 4th Floor, Greenwich, Connecticut 06830. Its telephone number is (203) 622-1150.

The Company has three principal operating subsidiaries, M-tron Industries, Inc. ("Mtron"), Piezo Technology, Inc. ("PTI") and Lynch Systems, Inc. ("Lynch Systems"). The combined operations of Mtron and PTI are referred to herein as "Mtron/PTI."

The Company's business development strategy is to expand its existing operations through internal growth and merger and acquisition opportunities. It may also, from time to time, consider the acquisition of other assets or businesses that are not related to its present businesses. As used herein, the Company includes subsidiary corporations.

Mtron/PTI

### OVERVIEW

Mtron/PTI, the result of the acquisition of PTI by Mtron effective September 30, 2004, is a designer, manufacturer and marketer of custom designed electronic components that are used primarily to control the frequency or timing of signals in electronic circuits. Its devices, which are commonly called frequency control devices, crystals, crystal oscillators or electronic filters, are used extensively in infrastructure equipment for the telecommunications and network equipment industries. Its devices are also used in electronic systems for military applications, avionics, medical devices, instrumentation,

industrial devices and global positioning systems.

Mtron/PTI's frequency control devices consist of packaged quartz crystals, crystal oscillators and electronic filters. Our products produce an electrical signal that has the following attributes:

- o accuracy -- the frequency of the signal does not change significantly over a period of time;
- o stability -- the frequency of the signal does not vary significantly when our product is subjected to a range of operating environments; and
- o low electronic noise -- the signal does not add interfering signals that can degrade the performance of electronic systems.

Mtron/PTI has more than 40 years of experience designing, manufacturing and marketing crystal based frequency control products. Its customers rely on the skills of Mtron/PTI's engineering and design team to help them solve frequency control problems during all phases of their products' life cycles, including product design, prototyping, manufacturing and subsequent product improvements.

## SELECTED FINANCIAL INFORMATION

For financial reporting purposes, Mtron/PTI comprises the Company's "frequency control devices" segment. For information about this segment's revenues, profit or loss, and total assets for each of the last three fiscal years, please see Note 12 "Segment Information" to the Company's Consolidated Financial Statements.

## Mtron/PTI'S OBJECTIVES

Mtron/PTI's intends to build on the strength of its core expertise in packaged quartz crystal oscillator technologies and electronic filter technologies to become the supplier of choice to original equipment manufacturers that supply equipment with high-performance timing needs.

Mtron/PTI intends to increase its investment in technical resources, including design and engineering personnel, to enable it to provide a higher level of design and engineering support to its customers and potential

customers. It believes that technical participation with its original equipment manufacturer customers in the early stages of their design process will lead to Mtron/PTI's frequency control devices being designed into their products more regularly.

Mtron/PTI has a long-standing relationship with offshore contract manufacturers who have added capacity on its behalf. Mtron/PTI's near term objective is to reduce the time it takes to manufacture its products, which will result in better service to its customers.

Mtron/PTI intends to design, manufacture and sell devices that offer higher frequencies or greater precision than its current products. It also plans to expand its offering of integrated timing systems to offer complete timing subsystems to its customers. It intends to achieve this through a combination of focused research and development and strategic acquisitions, if they are appropriate.

Mtron/PTI believes that it can significantly enhance its business opportunities by acquiring technology, product portfolios and/or customer bases. Some of these may offer immediate sales opportunities, while others may meet longer term objectives. It plans to pursue these opportunities by making strategic acquisitions or by acquiring or licensing technology.

## PRODUCTS

Mtron/PTI's products are high quality, reliable, technically advanced frequency control devices, including packaged quartz crystals, oscillators incorporating those crystals and electronic filter products. The October 2002 acquisition of "Champion" provided Mtron/PTI an entry to the timing modules

market. The September 2004 acquisition of PTI provided Mtron/PTI with its families of very high precision oven-controlled crystal oscillators and its electronic filter products.

Mtron/PTI designs and produces a wide range of packaged quartz crystals, quartz crystal based oscillators and electronic filter products. There is a variety of features in its product family. The Packaged Crystal is a single crystal in a hermetically sealed package and is used by electronic equipment manufacturers, along with their own electronic circuitry, to build oscillators for frequency control in their electronic devices. The Clock Oscillator is the simplest of its oscillators. It is a self-contained package with a crystal and electronic circuitry that is used as a subsystem by electronic equipment manufacturers to provide frequency control for their devices. The Voltage Controlled Crystal Oscillator (VCXO) is a variable frequency oscillator whose frequency can be changed by varying the control voltage to the oscillator. The Temperature Compensated Crystal Oscillator (TCXO) is a stable oscillator designed for use over a range of temperatures. Oven-Controlled Crystal Oscillators are designed to produce a much higher level of stability over a wide range of operating conditions with very low phase noise. The Electronic Filters use either crystal technology or precise manufacturing of inductive/capacitive circuits to provide filters with carefully defined capabilities to filter out unwanted portions of a timing signal. This variety of features in Mtron/PTI's product family offers the designers at electronic equipment manufacturers a range of options as they create the needed performance in their products.

Currently, Mtron/PTI's oscillator products operate at frequencies ranging from 2 kilohertz to over 2.5 gigahertz, which constitute most of the oscillator frequencies that are now in use in its target markets. It offers crystal and inductive/capacitive filters with central frequencies from a Direct Current to 15 gigahertz. However, many of its products, through amplification or other means, are ultimately incorporated into products that operate at higher frequencies.

Mtron/PTI's products are employed in numerous applications within the communications industry, including computer and telephone network switches, high-speed gigabit Ethernet, modems, wireless transmitters/receivers, multiplexers, data recovery/regeneration devices, fiber channel networks, repeaters, data transceivers, line interface devices and base station controllers. Its products are incorporated into end products that serve all elements of the communications industry.

The crystals, oscillators and filters intended for non-communications applications are found in military applications for communications and armaments. Avionics applications include ground and flight control systems. Industrial applications are in security systems, metering systems, electronic test instruments and industrial control systems. Mtron/PTI's products are also

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used in medical instrumentation applications, as well as in various computer peripheral equipment such as storage devices, printers, modems, monitors, video cards and sound cards.

Mtron/PTI's timing module, an electronic subsystem, is a pre-assembled circuit that integrates several different functions into a small, single, self-contained module for control of timing in a circuit. Today, timing modules are frequently used for the synchronization of timing signals in digital circuits, particularly in wireless and optical carrier network systems.

## MANUFACTURING

Mtron/PTI has manufacturing facilities in Yankton, South Dakota, Orlando, Florida and Noida, India. It has established long-term relationships with several contract manufacturers in Asia. Approximately 14% of Mtron/PTI's revenues in 2005 were attributable to one such contract manufacturer located in both Korea and China. While Mtron/PTI does not have written long-term agreements with this contract manufacturer, Mtron/PTI believes that it occasionally receives preferential treatment on production scheduling matters. Mtron/PTI

maintains a rigorous quality control system and is an ISO 9001/2000 qualified manufacturer. Mtron/PTI's Hong Kong subsidiary (Mtron Industries, Limited) does not manufacture, but acts as a buying agent, regional warehouse, quality control and sales representative for its parent company.

## RESEARCH AND DEVELOPMENT

At December 31, 2005, Mtron/PTI employed 30 engineers and technicians primarily in South Dakota and Florida who devote most of their time to research and development. Its research and development expense was approximately \$2,408,000, \$1,089,000 and \$600,000 in 2005, 2004 and 2003, respectively. Mtron/PTI expects to increase its spending on research and development by up to 15% during 2006.

## CUSTOMERS

Mtron/PTI markets and sells its frequency control devices primarily to:

- o original equipment manufacturers of communications, networking, military, avionics, instrumentation and medical equipment;
- o contract manufacturers for original equipment manufacturers; and
- o distributors who sell to original equipment manufacturers and contract manufacturers.

In 2005, an electronics manufacturing services company accounted for approximately 14% of Mtron/PTI's revenues, compared to approximately 18% and 12% for Mtron/PTI's largest customer in 2004 and 2003, respectively. No other customer accounted for more than 10% of its 2005 revenues. Revenues from its ten largest customers accounted for approximately 63% of revenues in 2005, compared to approximately 48% and 40% of revenues for 2004 and 2003, respectively.

## DOMESTIC REVENUES

Mtron/PTI's domestic revenues were \$19,078,000, \$12,096,000 and \$7,282,000 for 2005, 2004 and 2003, respectively.

## INTERNATIONAL REVENUES

Mtron/PTI's international revenues were \$15,973,000, \$11,317,000 and \$7,901,000 for 2005, 2004 and 2003, representing approximately 46%, 48% and 52% of its revenues for 2005, 2004 and 2003, respectively. In 2005, these revenues included approximately 9% from customers in Canada, 24% from customers in Asia, 7% from customers in Western Europe and 5% from customers in Mexico. Mtron/PTI has increased its international sales efforts by adding distributors and manufacturers' representatives in Western Europe and Asia. The Company avoids currency exchange risk by transacting substantially all international revenues in United States dollars.

## BACKLOG

Mtron/PTI had backlog orders of \$8,906,000 at December 31, 2005 compared to \$7,647,000 at December 31, 2004. Mtron/PTI's backlog may not be indicative of future revenues, because of its customers' ability to cancel orders.

## COMPETITION

Frequency control devices are sold in a highly competitive industry. There are numerous domestic and international manufacturers who are capable of providing custom designed quartz crystals, oscillators and electronic filters comparable in quality and performance to Mtron/PTI's products. Competitors include Vectron International (a division of Dover Corporation), CTS Corporation, K&L (a division of Dover Corporation) and Saronix (a division of Pericom Semiconductor Corporation). Mtron/PTI does not operate in the same markets as high volume manufacturers of standard products; rather it focuses on manufacturing lower volumes of more precise, custom designed frequency control devices. Many of its competitors and potential competitors have substantially

greater financial, engineering, manufacturing and marketing resources than it does. Mtron/PTI seeks to manufacture custom designed, high performance crystals and oscillators, which it believes it can sell competitively based upon performance, quality, order response time and a high level of engineering support.

## INTELLECTUAL PROPERTY

Mtron/PTI has no patents, trademarks or licenses that are considered to be important to Mtron/PTI's business or operations. Rather, Mtron/PTI believes that its technological position depends primarily on the technical competence and creative ability of its engineering and technical staff in areas of product design and manufacturing processes as well as proprietary know-how and information.

## LYNCH SYSTEMS

### OVERVIEW

Lynch Systems designs, develops, manufactures and markets a broad range of manufacturing equipment for the electronic display and consumer glass industries. Lynch Systems also produces replacement parts for various types of packaging and glass container-making machines that Lynch Systems does not manufacture. Lynch Systems is concentrating its efforts on developing its glass forming machinery business segment. While Lynch Systems' cathode-ray tube business segment remains an important component of its business, Lynch Systems anticipates declining demand for products based on such technology.

### SELECTED FINANCIAL INFORMATION

For financial reporting purposes, Lynch Systems comprises the Company's "glass manufacturing equipment" segment. For information about this segment's revenues, profit or loss, and total assets for each of the last three fiscal years, please see Note 12 "Segment Information" to the Company's Consolidated Financial Statements.

### LYNCH SYSTEMS OBJECTIVES

Lynch Systems expects to continue to build on its name recognition and reputation as one of the world's leading manufacturers of glass forming machinery. Lynch Systems is the oldest glass-forming supplier to the consumer (daily use) glass industry. Lynch Systems is the only independent supplier in the CRT (cathode ray tube) glass forming field and it is Lynch Systems' intention to use this strength to form closer partnerships with its customers in their pursuit of innovative glass making machinery. In addition, Lynch Systems will use its expertise to provide technical assistance to other glass product manufacturers.

Lynch Systems' long term intentions are to monitor the market direction and to be at the forefront of technology in order to respond to market demand for new and innovative types of machinery needed to produce glass. Lynch Systems anticipates that it will continue to research and develop state-of-the-art

machinery within its core competence, and also to seek new markets, such as container ware, where its experience and proven success can be utilized to develop new products and increase its growth.

Within the consumer glass industry, Lynch has defined the market into three distinct groups having potential for our equipment as follows: 1) customers with growth potential (sales driven), 2) customers in a "stagnant" market (cost driven) and 3) new customer base (i.e. container market).

Lynch Systems is currently developing and marketing products to appeal to these three groups, which include a new low-cost feeder and shear; a new machine designed to produce press and blow glass articles with an in-line modular concept; and gob weight controls and inspection systems.

## PRODUCTS AND MANUFACTURING

Lynch Systems manufactures and installs forming equipment that sizes, cuts, and forms tableware such as glass tumblers, plates, cups, saucers, pitchers, architectural glass block, industrial lighting, commercial optical glass and automobile lenses. Lynch Systems also manufactures glass-forming presses and electronic controls to provide high-speed automated systems to form different sizes of face panels and CRT display tubes for television screens and computer monitors, including presses to build large screen televisions for the HDTV (high definition television) market. Additionally, Lynch Systems manufactures and installs, electronic controls and retrofit systems for CRT display and consumer glass presses.

Lynch Systems' worldwide customers require capital equipment that produces a wide variety of Tableware products to remain competitive. In support of this market demand, Lynch Systems has invested in Research & Development (R&D) programs to manufacture new lines of capital equipment such as Stretch Machines for one-piece Stemware, Firepolishers for high quality Tableware and Spinning Machines for high speed, high quality Dishware. The production of glassware entails the use of machines, which heat glass and, using great pressure, form an item by pressing it into a desired shape. Because of the high cost of bringing the machine and materials up to temperature, a machine for producing glassware must be capable of running continuously.

To further expand Lynch Systems' Tableware product lines, additional product lines have been acquired through royalty partnerships with leading industry concerns. In 1999, Lynch Systems acquired the H-28 Press and Blow machine from Emhart Glass SA. This high production machine produces both round and geometric design Tumblers and is now marketed by Lynch Systems as the LH-28 with numerous Electronic Control improvements. In accordance with the terms of the agreement, Lynch Systems is obligated to pay Emhart a royalty of 13% on parts sales up to \$2,000,000 a year, a 5% royalty rate on all parts sales in excess of \$2,000,000, and 5% on all machine sales through 2008. In 2000, the Eldred product line of Burnoff Machines, used to fire finish the rims of the H-28 Tumblers, and four-color Decorating Machines were acquired by Lynch Systems. In accordance with the terms of the agreement, Lynch Systems is obligated to pay Eldred a royalty of 10% on sales up to \$300,000 per year and 8% royalty on sales over \$300,000 per year until 2010. All Tableware capital equipment requires moulds in the production of any article. In 2002, agreement was reached with Merkad Glassware Mould, Ltd., a producer of high quality moulds, to represent and distribute moulds throughout North and South America. Lynch Systems has no contractual obligations to Merkad.

## RESEARCH AND DEVELOPMENT

Research and development expense was \$97,000, \$104,000 and \$180,000 in 2005, 2004 and 2003, respectively. Lynch Systems expects to increase its spending on research and development by up to 50% during 2006.

## CUSTOMERS

Lynch Systems has historically had a small number of customers. One customer (though not the same one in each year) accounted for 46%, 36% and 27% of Lynch Systems' revenues for 2005, 2004 and 2003, respectively.

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## DOMESTIC REVENUES

Lynch Systems' domestic revenues were \$1,992,000, \$1,114,000 and \$3,677,000 for 2005, 2004 and 2003, respectively.

## INTERNATIONAL REVENUES

Lynch Systems' international revenues were \$9,140,000, \$9,307,000 and \$9,109,000 for 2005, 2004 and 2003, respectively, representing approximately 82%, 89% and 71% of its revenues for those years. International revenues in the past three years mainly derived from customers in Indonesia, China, South Korea,

Lithuania and the Netherlands. The profitability of international revenues is approximately equivalent to that of domestic revenues. As many international orders require partial advance deposits, with the balance often secured by irrevocable letters of credit from banks in the foreign country, the Company believes that most of the credit risks commonly associated with doing business in international markets are minimized. The Company avoids currency exchange risk by transacting substantially all international sales in United States dollars.

#### BACKLOG

Lynch Systems had an order backlog of \$4,954,000 at December 31, 2005, compared to \$9,927,000 at December 31, 2004. Backlog decreased due to shipment of large CRT machines in 2005. Most of Lynch Systems' \$4,954,000 backlog as of December 31, 2005 is scheduled to be delivered in 2006. Lynch Systems includes as backlog only those orders that are subject to written contract or written purchase orders.

#### COMPETITION

Lynch Systems believes that in the worldwide press ware market it is one of the largest suppliers of consumer ware forming machines to glass companies that do not manufacture their own press ware machines. Competition is based on service, performance and technology. Competitors include various companies in Italy, Japan, Korea and Germany. Several of the largest domestic and international producers of glass press ware frequently build their own glass-forming machines and produce spare parts in-house.

#### RAW MATERIALS

Raw materials are generally available to Lynch Systems in adequate supply from a number of suppliers. The price of steel, a major component of glass forming machinery, has increased due to high demand. Lynch Systems has been required to absorb a portion of that price increase with little ability to pass price increases along to our customers.

#### INTELLECTUAL PROPERTY

Lynch Systems owns patents and proprietary know-how that are important to its business and the maintenance of its competitive position. Its most important patent is for a rotary glass-molding press with cushioned trunnion mounted hydraulic drive, expiring October, 2012.

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#### EMPLOYEES

As of December 31, 2005, the Company employed 355 people, including 6 in Hong Kong, 2 in Germany and 9 in India. None of its employees is represented by a labor union and the Company considers its employee relations to be good.

#### SPINNAKER INDUSTRIES, INC.

Prior to September 30, 2001, the Company owned 48% and 60%, respectively, of the equity and voting power of Spinnaker Industries, Inc. ("Spinnaker"). Under accounting principles generally accepted in the United States, the Company consolidated the results of Spinnaker and was required to record all of the

losses of Spinnaker. On September 26, 2001, the Company made a charitable disposition of 430,000 shares, as a result of which: (a) the Company's equity interest and voting power in Spinnaker were reduced to 41.8% and 49.5%, respectively, (b) the Company deconsolidated Spinnaker for financial reporting purposes, effective September 30, 2001, (c) the Company recorded a non-cash gain of \$27,406,000 on September 30, 2001, (d) from September 30, 2001 until September 23, 2002, the Company accounted for its ownership of Spinnaker using the equity method of accounting and (e) the Company did not record any

additional losses from Spinnaker, as it had no obligation to further fund such losses.

On September 23, 2002, the Company sold its remaining interest in Spinnaker to an independent party for nominal consideration, because the Company determined that the Spinnaker shares had no value as a result of Spinnaker's ongoing reorganization under Chapter 11 of the Bankruptcy Code. As a result of this transfer, the Company recorded a \$19,420,000 non-cash gain and consequently an increase in shareholders' equity of \$19,420,000 in the third quarter of 2002. This action increased the Company's total shareholders' equity of the Company to approximately \$11,644,000 at September 30, 2002 from a deficit of \$7,615,000 on June 30, 2002.

## ENVIRONMENTAL

The European Union recently issued its Restriction of Hazardous Substances Directive (the "RHSD"). Mtron/PTI has begun to make appropriate adjustments in its materials and manufacturing, and expects to be fully compliant within the time frame provided. As a result of the RHSD, Mtron/PTI has experienced increased costs, mainly in the form of managing the transition.

The capital expenditures, earnings and competitive position of the Company have not been materially affected to date by compliance with current federal, state, and local laws and regulations relating to the protection of the environment; however, the Company cannot predict the effect of future laws and regulations. The Company has not experienced difficulties relative to fuel or energy shortages.

## SEASONALITY

No portion of the business of the Company is regarded as seasonal.

## CUSTOMERS

In 2005, the largest single customer accounted for 11.2% of consolidated revenues, while the next largest customer represented 11.0%. In 2004, the largest single customer accounted for 12.2% of consolidated revenues, while the next largest customer represented 10.9%. In 2003, the largest single customer accounted for 12% of consolidated revenues, while the next largest customer represented 10%.

## LONG-LIVED ASSETS

Long-lived assets, including intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount thereof may not be recoverable. Management assesses the recoverability of the cost of the assets based on a review of projected undiscounted cash flows. In the event an impairment loss is identified, it is recognized based on the amount by which the carrying value exceeds the estimated fair value of the long-lived asset. If an asset is held for sale, management reviews its estimated fair value less cost to sell. Fair value is determined using pertinent market information, including appraisals or broker's estimates, and/or projected discounted cash flows.

## EXECUTIVE OFFICERS OF THE COMPANY

Pursuant to General Instruction G (3) of Form 10-K, the following list of executive officers of the Company is included in Part I of this Annual Report on Form 10-K in lieu of being included in the Proxy Statement for the 2006 Annual Meeting of Shareholders. Such list sets forth the names and ages of all executive officers of the Company indicating all positions and offices with the Company held by each such person and each such person's principal occupations or employment during the past five years.

Marc Gabelli..... Chairman (September 2004 to present) and Director (May 2003 to May 2004) of 38 Lynch Corporation; Managing director (1996 to 2004) and President (2004 to present) of Gabelli Group Capital Partners, Inc., the parent company of Gabelli Asset Management, Inc., a private corporation which makes investments for its own account; President of Gemini Capital Management LLC; President of Venator Merchant Fund, LP.

John C. Ferrara..... President and Chief Executive Officer (October 2004 to present) of Lynch 54 Corporation; Private investor from March 2002 to present; President and Chief Executive Officer (2001 to March 2002) and Chief Financial Officer (1999 to 2001) of Space Holding Corporation, a private multimedia company dedicated to space, science and technology; Executive Vice President and Chief Financial Officer (1998 to 1999) of Golden Books Family Entertainment, Inc., a NASDAQ listed publisher, licensor and marketer of entertainment products; Vice President and Chief Financial Officer (1989 to 1997) of Renaissance Communications Corp., a NYSE listed owner and operator of television stations; Director of Gabelli Asset Management Inc. and Lynch Interactive Corporation.

Eugene Hynes..... Vice President of Finance (September 2004 to present) of Lynch Corporation; 40 Vice President and Controller of Space Holding Corporation (1999 to September 2004); Manager Financial Planning and Analysis of Golden Books Family Entertainment, Inc. (1998-1999).

The executive officers of the Company are elected annually by the Board of Directors at its organizational meeting and hold office until the organizational meeting in the next year and until their respective successors are elected and qualify.

#### ITEM 1A. RISK FACTORS

YOU SHOULD CAREFULLY CONSIDER THE RISKS DESCRIBED BELOW BEFORE INVESTING IN OUR PUBLICLY TRADED SECURITY. THE RISKS DESCRIBED BELOW ARE NOT THE ONLY ONES FACING US. ADDITIONAL RISKS NOT CURRENTLY KNOWN TO US OR THAT WE CURRENTLY BELIEVE ARE IMMATERIAL ALSO MAY IMPAIR OUR BUSINESS OPERATIONS AND OUR LIQUIDITY.

WE HAVE INCURRED OPERATING LOSSES IN TWO OF THE PAST THREE YEARS AND FACE UNCERTAINTY IN OUR ABILITY TO SUSTAIN OPERATING PROFITS IN THE FUTURE.

We have incurred operating losses in two of the past three years. We suffered operating losses of \$2,888,000 and \$832,000 in 2004 and 2003, respectively. While we achieved an operating profit of \$1,178,000 in 2005, we are uncertain whether we will be able to sustain operating profits in the future.

IF WE ARE UNABLE TO SECURE NECESSARY FINANCING, WE MAY NOT BE ABLE TO FUND OUR OPERATIONS OR STRATEGIC GROWTH.

In order to achieve our strategic business objectives, we may be required to seek additional financing. We may be unable to renew our existing credit facilities or obtain new financing on acceptable terms, or at all. Under certain of our existing credit facilities, we are required to obtain the lenders' consent for most additional debt financing and to comply with other covenants, including specific financial ratios. For example, we may require further capital to continue to develop our technology and infrastructure and for working capital purposes. In addition, future acquisitions would likely require additional equity and/or debt financing. Our failure to secure additional financing could have a material adverse effect on our continued development or growth.

AS A HOLDING COMPANY, WE DEPEND ON THE OPERATIONS OF OUR SUBSIDIARIES TO MEET OUR OBLIGATIONS.

We are a holding company that transacts all of our business through operating subsidiaries. Our primary assets are the shares of our operating

subsidiaries. Our ability to meet our operating requirements and to make other payments depends on the surplus and earnings of our subsidiaries and their ability to pay dividends or to advance or repay funds. Payments of dividends and advances and repayments of inter-company debt by our subsidiaries are restricted by our credit agreements.

WE MAY MAKE ACQUISITIONS THAT ARE NOT SUCCESSFUL OR FAIL TO PROPERLY INTEGRATE ACQUIRED BUSINESSES INTO OUR OPERATIONS.

We intend to explore opportunities to buy other businesses or technologies that could complement, enhance or expand our current business or product lines or that might otherwise offer us growth opportunities. We may have difficulty finding such opportunities or, if we do identify such opportunities, we may not be able to complete such transactions for reasons including a failure to secure necessary financing.

Any transactions that we are able to identify and complete may involve a number of risks, including:

- o the diversion of our management's attention from our existing business to integrate the operations and personnel of the acquired or combined business or joint venture;
- o possible adverse effects on our operating results during the integration process;
- o substantial acquisition related expenses, which would reduce our net income in future years;
- o the loss of key employees and customers as a result of changes in management; and
- o our possible inability to achieve the intended objectives of the transaction.

In addition, we may not be able to successfully or profitably integrate, operate, maintain and manage our newly acquired operations or employees. We may not be able to maintain uniform standards, controls, procedures and policies, and this may lead to operational inefficiencies.

YOUR ABILITY TO INFLUENCE CORPORATE DECISIONS MAY BE LIMITED BECAUSE OUR PRINCIPAL SHAREHOLDERS OWN IN THE AGGREGATE 41% OF OUR COMMON STOCK.

Our principal shareholders currently own in the aggregate approximately 41% of our outstanding common stock. These shareholders may be able to determine who will be elected to our board of directors and to control substantially all matters requiring approval by our shareholders, including mergers, sales of assets and approval of other significant corporate transactions, in a manner with which you may not agree or that may not be in your best interest. This concentration of stock ownership may adversely affect the trading price for our common stock because investors often perceive disadvantages in owning stock in companies with controlling shareholders.

PROVISIONS IN OUR CHARTER DOCUMENTS AND UNDER INDIANA LAW MAY PREVENT OR DELAY A CHANGE OF CONTROL OF US AND COULD ALSO LIMIT THE MARKET PRICE OF OUR COMMON SHARES.

Provisions of our certificate of incorporation and bylaws, as well as provisions of Indiana corporate law, may discourage, delay or prevent a merger, acquisition or other change in control of our company, even if such a change in control would be beneficial to our shareholders. These provisions may also prevent or frustrate attempts by our shareholders to replace or remove our management. These provisions include those:

- o prohibiting our shareholders from fixing the number of our directors;
- o requiring advance notice for shareholder proposals and nominations; and
- o prohibiting shareholders from acting by written consent, unless unanimous.

We are subject to certain provisions of the Indiana Business Corporation Law, or IBCL, that limit business combination transactions with 10% shareholders during the first five years of their ownership, absent approval of our board of

directors. The IBCL also contains control share acquisition provisions that limit the ability of certain shareholders to vote their shares unless their control share acquisition was approved in advance by shareholders. These

provisions and other similar provisions make it more difficult for shareholders or potential acquirers to acquire us without negotiation and could limit the price that investors are willing to pay in the future for our common shares.

COMPLIANCE WITH CHANGING REGULATION OF CORPORATE GOVERNANCE AND PUBLIC DISCLOSURE WILL EITHER REQUIRE US TO INCUR ADDITIONAL EXPENSES OR CEASE TO BE A REPORTING COMPANY.

Keeping abreast of, and in compliance with, changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, new SEC regulations and American Stock Exchange rules, will require an increased amount of management attention and external resources. We would be required to invest additional resources to comply with evolving standards, which would result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

Our Board of Directors may determine that it is in the best interests of shareholders to eliminate or reduce such expense by ceasing to be a reporting company for purposes of the Securities Exchange Act of 1934, as amended. One commonly used method, subject to shareholder approval, is to effect a reverse share split to reduce the number of shareholders to fewer than 300, permitting termination of registration. Under this method, shareholders who own less than one whole common share following the reverse split would cease to be shareholders and would receive a cash payment for their fractional shares. After a reverse split, there might be no established trading market for our common shares, although we expect that our common shares may then be quoted on the "pink sheets."

WE MAY BE EXPOSED TO LIABILITY AS A RESULT OF BEING NAMED AS A DEFENDANT IN A LAWSUIT BROUGHT UNDER THE SO-CALLED "QUI TAM" PROVISIONS OF THE FEDERAL FALSE CLAIMS ACT.

The Company, Lynch Interactive Corporation, which was formed via a tax-free spin-off from Lynch Corporation on September 1, 1999 ("Lynch Interactive") and various other parties are defendants in a lawsuit brought under the so-called "qui tam" provisions of the federal False Claims Act in the United States District Court for the District of Columbia. The main allegation in the case is that the defendants participated in the creation of "sham" bidding entities that allegedly defrauded the U.S. Treasury Department by improperly participating in Federal Communications Commission spectrum auctions restricted to small businesses, and obtained bidding credits in other spectrum auctions allocated to "small" and "very small" businesses. The lawsuit seeks to recover an unspecified amount of damages, which amount would be automatically tripled under the statute. Although Lynch Interactive is contractually bound to indemnify us for any losses or damages we may incur as a result of this lawsuit, Lynch Interactive may lack the capital resources to do so. As a result, we could be held liable and forced to pay a significant amount of damages without recourse.

WE DO NOT ANTICIPATE PAYING CASH DIVIDENDS ON OUR COMMON SHARES IN THE FORESEEABLE FUTURE.

We anticipate that all of our earnings will be retained for the development of our business. The Board of Directors has adopted a policy of not paying cash dividends on our common shares. The Company also has restrictions under our debt agreements which limit our ability to pay dividends. We do not anticipate paying cash dividends on our common shares in the foreseeable future.

THERE IS A LIMITED MARKET FOR OUR COMMON SHARES. OUR SHARE PRICE IS LIKELY TO BE HIGHLY VOLATILE AND COULD DROP UNEXPECTEDLY.

There is a limited public market for our common shares, and we cannot

assure you that an active trading market will develop. As a result of low trading volume in our common shares, the purchase or sale of a relatively small number of shares could result in significant share price fluctuations. Our share price may fluctuate significantly in response to a number of factors, including the following, several of which are beyond our control:

- o changes in financial estimates or investment recommendations by securities analysts relating to our shares;

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- o loss of a major customer;
- o announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments; and
- o changes in key personnel.

In the past, securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. We could be the target of similar litigation in the future. Securities litigation, regardless of merit or ultimate outcome, would likely cause us to incur substantial costs, divert management's attention and resources, harm our reputation in the industry and the securities markets and reduce our profitability.

SECURITIES ANALYSTS MAY NOT INITIATE COVERAGE OF OUR COMMON SHARES OR MAY ISSUE NEGATIVE REPORTS, AND THIS MAY HAVE A NEGATIVE IMPACT ON THE MARKET PRICE OF OUR COMMON SHARES.

We cannot assure you that securities analysts will initiate coverage and publish research reports on us. It is difficult for companies with smaller market capitalizations, such as us, to attract independent financial analysts who will cover our common shares. If securities analysts do not, this lack of research coverage may adversely affect the market price of our common shares.

IF WE ARE UNABLE TO INTRODUCE INNOVATIVE PRODUCTS, DEMAND FOR OUR PRODUCTS MAY DECREASE.

Our future operating results are dependent on our ability to continually develop, introduce and market innovative products, to modify existing products, to respond to technological change and to customize some of our products to meet customer requirements. There are numerous risks inherent in this process, including the risks that we will be unable to anticipate the direction of technological change or that we will be unable to develop and market new products and applications in a timely or cost-effective manner to satisfy customer demand.

OUR OPERATING RESULTS AND FINANCIAL CONDITION COULD BE MATERIALLY ADVERSELY AFFECTED BY ECONOMIC, POLITICAL, HEALTH, REGULATORY AND OTHER FACTORS EXISTING IN FOREIGN COUNTRIES IN WHICH WE OPERATE.

As we have significant international operations, our operating results and financial condition could be materially adversely affected by economic, political, health, regulatory and other factors existing in foreign countries in which we operate. Our international operations are subject to inherent risks, which may materially adversely affect us, including:

- o political and economic instability in countries in which our products are manufactured and sold;
- o expropriation or the imposition of government controls;
- o sanctions or restrictions on trade imposed by the United States government;
- o export license requirements;
- o trade restrictions;
- o currency controls or fluctuations in exchange rates;
- o high levels of inflation or deflation;
- o greater difficulty in collecting our accounts receivable and longer payment cycles;

- o changes in labor conditions and difficulties in staffing and managing our international operations; and
- o limitations on insurance coverage against geopolitical risks, natural disasters and business operations.

In addition, these same factors may also place us at a competitive disadvantage when compared to some of our foreign competitors. In response to competitive pressures and customer requirements, we may further expand internationally at lower cost locations. If we expand into these locations, we will be required to incur additional capital expenditures.

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OUR BUSINESSES ARE CYCLICAL. A DECLINE IN DEMAND IN THE ELECTRONIC COMPONENT AND GLASS COMPONENT INDUSTRIES MAY RESULT IN ORDER CANCELLATIONS AND DEFERRALS AND LOWER AVERAGE SELLING PRICES FOR OUR PRODUCTS.

Our subsidiaries sell to industries that are subject to cyclical economic changes. The electronic component and glass component industries in general, and specifically the Company, could experience a decline in product demand on a global basis, resulting in order cancellations and deferrals and lower average selling prices. A slowing of growth in the demand for components used by telecommunications infrastructure manufacturers and newer technologies introduced in the glass display industry could lead to a decline. If a slowdown occurs, it may continue and may become more pronounced.

OUR MARKETS ARE HIGHLY COMPETITIVE, AND WE MAY LOSE BUSINESS TO LARGER AND BETTER-FINANCED COMPETITORS.

Our markets are highly competitive worldwide, with low transportation costs and few import barriers. We compete principally on the basis of product quality and reliability, availability, customer service, technological innovation, timely delivery and price. All of the industries in which we compete have become increasingly concentrated and globalized in recent years. Our major competitors, some of which are larger than us, and potential competitors have substantially greater financial resources and more extensive engineering, manufacturing, marketing and customer support capabilities than we have.

OUR SUCCESS DEPENDS ON OUR ABILITY TO RETAIN OUR KEY MANAGEMENT AND TECHNICAL PERSONNEL AND ATTRACTING, RETAINING, AND TRAINING NEW TECHNICAL PERSONNEL.

Our future growth and success will depend in large part upon our ability to retain our existing management and technical team and to recruit and retain highly skilled technical personnel, including engineers. The labor markets in which we operate are highly competitive and most of our operations are not located in highly populated areas. As a result, we may not be able to retain and recruit key personnel. Our failure to hire, retain or adequately train key personnel could have a negative impact on our performance.

Mtron/PTI'S BACKLOG MAY NOT BE INDICATIVE OF FUTURE REVENUES AND MAY ADVERSELY AFFECT OUR BUSINESS.

Mtron/PTI's backlog comprises orders that are subject to specific production release orders under written contracts, oral and written orders from customers with which Mtron/PTI has had long-standing relationships and written purchase orders from sales representatives. Mtron/PTI's customers may order components from multiple sources to ensure timely delivery when backlog is particularly long and may cancel or defer orders without significant penalty. They often cancel orders when business is weak and inventories are excessive, a phenomenon that Mtron/PTI experienced in the most recent economic slowdown. As a result, Mtron/PTI's backlog as of any particular date may not be representative of actual revenues for any succeeding period.

Mtron/PTI RELIES UPON ONE CONTRACT MANUFACTURER FOR A SIGNIFICANT PORTION OF ITS FINISHED PRODUCTS, AND A DISRUPTION IN ITS RELATIONSHIP COULD HAVE A NEGATIVE IMPACT ON Mtron/PTI'S REVENUES.

In 2005, approximately 14% of Mtron/PTI's revenue was attributable to

finished products that were manufactured by an independent contract manufacturer located in both Korea and China. We expect this manufacturer to account for a smaller but substantial portion of Mtron/PTI's revenues in 2006 and a material portion of Mtron/PTI's revenues for the next several years. Mtron/PTI does not have a written, long-term supply contract with this manufacturer. If this manufacturer becomes unable to provide products in the quantities needed, or at acceptable prices, Mtron/PTI would have to identify and qualify acceptable replacement manufacturers or manufacture the products internally. Due to specific product knowledge and process capability, Mtron/PTI could encounter difficulties in locating, qualifying and entering into arrangements with replacement manufacturers. As a result, a reduction in the production capability or financial viability of this manufacturer, or a termination of, or significant interruption in, Mtron/PTI's relationship with this manufacturer, may adversely affect Mtron/PTI's results of operations and our financial condition.

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**Mtron/PTI PURCHASES CERTAIN KEY COMPONENTS FROM SINGLE OR LIMITED SOURCES AND COULD LOSE SALES IF THESE SOURCES FAIL TO FULFILL OUR NEEDS.**

If single source components were to become unavailable on satisfactory terms, and could not obtain comparable replacement components from other sources in a timely manner, our business, results of operations and financial condition could be harmed. On occasion, one or more of the components used in our products have become unavailable, resulting in unanticipated redesign and related delays in shipments. We cannot assure you that similar delays will not occur in the future. Our suppliers may be impacted by compliance to environmental regulations including RoHS & WEEE, which could affect our continued supply of components or cause additional costs for us to implement new components into our manufacturing process.

**Mtron/PTI'S PRODUCTS ARE COMPLEX AND MAY CONTAIN ERRORS OR DESIGN FLAWS, WHICH COULD BE COSTLY TO CORRECT.**

When we release new products, or new versions of existing products, they may contain undetected or unresolved errors or defects. Despite testing, errors or defects may be found in new products or upgrades after the commencement of commercial shipments. Undetected errors and design flaws have occurred in the past and could occur in the future. These errors could result in delays, loss of market acceptance and sales, diversion of development resources, damage to our reputation, legal action by our customers, failure to attract new customers and increased service costs.

**CONTINUED MARKET ACCEPTANCE OF Mtron/PTI'S PACKAGED QUARTZ CRYSTALS, OSCILLATOR MODULES AND ELECTRONIC FILTERS IS CRITICAL TO OUR SUCCESS, BECAUSE FREQUENCY CONTROL DEVICES ACCOUNT FOR NEARLY ALL OF Mtron/PTI'S REVENUES.**

Virtually all of Mtron/PTI's 2005 and 2004 revenues came from sales of frequency control devices, which consist of packaged quartz crystals, oscillator modules and electronic filters. We expect that this product line will continue to account for substantially all of Mtron/PTI's revenues for the foreseeable future. Any decline in demand for this product line or failure to achieve continued market acceptance of existing and new versions of this product line may harm Mtron/PTI's business and our financial condition.

**Mtron/PTI'S FUTURE RATE OF GROWTH IS HIGHLY DEPENDENT ON THE DEVELOPMENT AND GROWTH OF THE MARKET FOR COMMUNICATIONS AND NETWORK EQUIPMENT.**

Mtron/PTI's business depends heavily upon capital expenditures by the providers of communications and network services. In 2005, the majority of Mtron/PTI's revenues was to manufacturers of communications and network infrastructure equipment, including indirect sales through distributors and contract manufacturers. In 2006, Mtron/PTI expects a smaller but significant portion of its revenues to be to manufacturers of communications and network infrastructure equipment. Mtron/PTI intends to increase its sales to communications and network infrastructure equipment manufacturers in the future. Communications and network service providers have experienced periods of capacity shortage and periods of excess capacity. In periods of excess capacity,

communications systems and network operators cut purchases of capital equipment, including equipment that incorporates Mtron/PTI's products. A slowdown in the manufacture and purchase of communications and network infrastructure equipment could substantially reduce Mtron/PTI's net sales and operating results and adversely affect our financial condition. Moreover, if the market for communications or network infrastructure equipment fails to grow as expected, Mtron/PTI may be unable to sustain its growth. In addition, Mtron/PTI's growth depends upon the acceptance of its products by communications and network infrastructure equipment manufacturers. If, for any reason, these manufacturers do not find Mtron/PTI's products to be appropriate for their use, our future growth will be adversely affected.

COMMUNICATIONS AND NETWORK INFRASTRUCTURE EQUIPMENT MANUFACTURERS INCREASINGLY RELY UPON CONTRACT MANUFACTURERS, THEREBY DIMINISHING Mtron/PTI'S ABILITY TO SELL ITS PRODUCTS DIRECTLY TO THOSE EQUIPMENT MANUFACTURERS.

There is a growing trend among communications and network infrastructure equipment manufacturers to outsource the manufacturing of their equipment or components. As a result, Mtron/PTI's ability to persuade these original equipment manufacturers to specify our products has been reduced and, in the absence of a manufacturer's specification of Mtron/PTI's products, the prices that Mtron/PTI can charge for them may be subject to greater competition.

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MtronPTI'S CUSTOMERS ARE SIGNIFICANTLY LARGER THAN IT AND THEY MAY EXERT LEVERAGE THAT WILL NOT BE IN THE BEST INTEREST OF MtronPTI.

The majority of MtronPTI's sales are to companies that are many times its size. This size differential may put MtronPTI in a disadvantage while negotiating contractual terms and may result in terms that are not in the best interest of MtronPTI. These items may include price, payment terms, product warranties and product consignment obligations.

FUTURE CHANGES IN Mtron/PTI'S ENVIRONMENTAL LIABILITY AND COMPLIANCE OBLIGATIONS MAY INCREASE COSTS AND DECREASE PROFITABILITY.

Mtron/PTI's manufacturing operations, products and/or product packaging are subject to environmental laws and regulations governing air emissions, wastewater discharges, and the handling, disposal and remediation of hazardous substances, wastes and other chemicals. In addition, more stringent environmental regulations may be enacted in the future, and we cannot presently determine the modifications, if any, in Mtron/PTI's operations that any future regulations might require, or the cost of compliance that would be associated with these regulations.

THE EUROPEAN UNION HAS RECENTLY ISSUED ITS RESTRICTION OF HAZARDOUS SUBSTANCES DIRECTIVE ("THE RHSD"), WHICH RESTRICTS THE USE OF CERTAIN HAZARDOUS SUBSTANCES USED IN THE CONSTRUCTION OF COMPONENT PARTS EFFECTIVE JULY 1, 2006.

We may need to change our manufacturing processes, redesign some of our products, and change components to eliminate these hazardous substances in our products in order to be able to continue to offer them for sale within the European Union.

SALES OF A SIGNIFICANT PORTION OF OUR PRODUCTS TO CUSTOMERS OUTSIDE OF THE UNITED STATES SUBJECTS US TO BUSINESS, ECONOMIC AND POLITICAL RISKS.

Our export sales, which are primarily to Canada, Asia, Western Europe accounted for 46% of revenues during 2005 and 48% of revenues during 2004. We anticipate that sales to customers located outside of the United States will continue to be a significant part of our revenues for the foreseeable future. Because significant portions of our sales are to customers outside of the United States, we are subject to risks including foreign currency fluctuations, longer payment cycles, reduced or limited protection of intellectual property rights, political and economic instability, and export restrictions. To date, very few of our international revenue and cost obligations have been denominated in foreign currencies. As a result, an increase in the value of the US dollar

relative to foreign currencies could make our products more expensive and thus, less competitive in foreign markets. We do not currently engage in foreign currency hedging activities, but may do so in the future to the extent that such obligations become more significant.

LYNCH SYSTEMS' REVENUE IS LARGELY DEPENDENT ON DEMAND FOR ITS TELEVISIONS AND COMPUTER MONITORS BASED ON CATHODE-RAY TUBE TECHNOLOGY. THIS TECHNOLOGY WILL EVENTUALLY BE REPLACED BY PLASMA AND LIQUID CRYSTAL DISPLAYS.

Lynch Systems generates a significant portion of its revenue from sales to glass producers that supply television and computer monitor displays that are based on cathode-ray tube technology. This market is being rapidly penetrated by thinner, lighter weight plasma displays and liquid crystal displays. Although cathode-ray tube televisions and computer monitors currently retain advantages in image quality and price, glass producers are investing billions of dollars to improve the quality and lower the unit price of plasma, liquid crystal and other display types. We believe that market penetration by plasma and liquid crystal display producers will continue and eventually render obsolete cathode-ray tube technology and this Lynch Systems product line.

LYNCH SYSTEMS' DEPENDENCE ON A FEW SIGNIFICANT CUSTOMERS EXPOSES IT TO OPERATING RISKS.

Lynch Systems' sales to its ten largest customers accounted for approximately 79% and 80% of its revenues in 2005 and 2004, respectively. Lynch Systems' sales to its largest customer accounted for approximately 46% and 36%

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of its revenues in 2005 and 2004, respectively. If a significant customer reduces, delays or cancels its orders for any reason, the business and results of operations of Lynch Systems would be negatively affected.

A MULTIPLE MACHINE ORDER WITH A SIGNIFICANT CUSTOMER IN THE TABLEWARE MARKET MAY NOT BE REALIZED IN FULL.

Lynch Systems has a significant order for glass manufacturing machines which may not be realized in full. In 2004, Lynch Systems signed a contract to sell five machines for a total purchase price of \$2,350,000. The contract was accounted for under the percentage of completion method. Throughout 2004 and 2005, revenues totaling approximately \$1,983,000 were recorded relating to the five machines based upon the percentage completed. There was no profit recorded to date on this contract. In late 2005, the first machine was completed and shipped. The installation of the machine has been delayed several times due to the customer temporarily closing down its plant. The customer has now indicated that the plant will open in mid 2006 and that the machine can be installed at that time. The customer has stated that when the first machine is operational, it will pay for the first machine and accept deliveries on three additional machines over the next 12 to 18 months. Management fully expects that the customer will honor its commitment; however, the Company has provided a reserve of \$350,000 against the billed receivable, unbilled receivable and inventory balances at December 31, 2005. If the customer does not honor its commitment, additional provisions may be required, based upon the ultimate disposition of the machines.

THE RESULTS OF LYNCH SYSTEMS' OPERATIONS ARE SUBJECT TO FLUCTUATIONS IN THE AVAILABILITY AND COST OF STEEL USED TO MANUFACTURE GLASS FORMING EQUIPMENT.

Lynch Systems uses large amounts of steel to manufacture its glass forming equipment. The price of steel has risen substantially and demand for steel is very high. Lynch Systems has only been able to pass some of the increased costs to its customers. As a result, Lynch Systems' profit margins on glass forming equipment have decreased. If the price of and demand for steel continues to rise, our profit margins will continue to decrease.

LYNCH SYSTEMS MAY BE UNABLE TO PROTECT ITS INTELLECTUAL PROPERTY.

The success of Lynch Systems' business depends, in part, upon its ability

to protect trade secrets, designs, drawings and patents, obtain or license patents and operate without infringing on the intellectual property rights of others. Lynch Systems relies on a combination of trade secrets, designs, drawings, patents, nondisclosure agreements and technical measures to protect its proprietary rights in its products and technology. The steps taken by Lynch Systems in this regard may not be adequate to prevent misappropriation of its technology. In addition, the laws of some foreign countries in which Lynch Systems operates do not protect its proprietary rights to the same extent as do the laws of the United States. Although Lynch Systems continues to evaluate and implement protective measures, we cannot assure you that these efforts will be successful. Lynch Systems' inability to protect its intellectual property rights could diminish or eliminate the competitive advantages that it derives from its technology, cause Lynch Systems to lose sales or otherwise harm its business.

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#### FORWARD LOOKING INFORMATION

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. When used in this discussion and throughout this document, words, such as "intends," "plans," "estimates," "believes," "anticipates" and "expects" or similar expressions are intended to identify forward-looking statements. These statements are based on the Company's current plans and expectations and involve risks and uncertainties, over which the Company has no control, that could cause actual future activities and results of operations to be materially different from those set forth in the forward-looking statements. Important factors that could cause actual future activities and operating results to differ include fluctuating demand for capital goods such as large glass presses, delay in the recovery of demand for components used by telecommunications infrastructure manufacturers, and exposure to foreign economies. Important information regarding risks and uncertainties is also set forth elsewhere in this document, including in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations". Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company undertakes no

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obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. All subsequent written or oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. Readers are also urged to carefully review and consider the various disclosures made by the Company, in this document, as well as the Company's periodic reports on Forms 10-K, 10-Q and 8-K, filed with the Securities and Exchange Commission ("SEC").

The Company makes available, free of charge, its annual report on Form 10-K, Quarterly Reports on Form 10-Q, and current reports, if any, on Form 8-K.

The Company also makes this information available on its website [WWW.LYNCHCORP.COM](http://WWW.LYNCHCORP.COM).

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#### ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

#### ITEM 2. PROPERTIES

Lynch's principal executive offices are located in Greenwich, Connecticut, under a monthly lease for approximately 1,100 square feet of office space.

Lynch Systems' operations are housed in two adjacent buildings totaling 95,840 square feet situated on 4.86 acres of land in Bainbridge, Georgia. Finished office area in the two buildings totals approximately 17,000 square feet. Additionally, the Company has 18,604 square feet that is utilized for

warehouse and storage. At December 31, 2005, all such properties are subject to security deeds relating to loans.

Mtron/PTI's operations are located in Yankton, South Dakota, Orlando, Florida, India and Hong Kong. Mtron/PTI has two separate facilities in Yankton, these facilities contain approximately 51,000 square feet in the aggregate. The manufacturing facility that is owned by Mtron/PTI contains approximately 35,000 square feet, is situated on approximately 15 acres of land and is subject to security deeds relating to loans. The other facility is leased and contains approximately 16,000 square feet. The lease expires on September 30, 2006, with no options to extend the lease; Mtron/PTI intends to renew the lease. Mtron/PTI has one building, approximately 76,000 square feet, on approximately 7 acres of land in Orlando that was purchased in connection with the acquisition of PTI. Mtron/PTI has approximately 1,500 square feet of office space in Hong Kong; the lease expires October 5, 2006 and does not include renewal options and the Company leases approximately 7,500 square feet of office and manufacturing space in Delhi, India.

It is the Company's opinion that the facilities referred to above are in good operating condition and suitable and adequate for present uses.

### ITEM 3. LEGAL PROCEEDINGS

In the normal course of business, subsidiaries of the Company are defendants in certain product liability, worker claims and other litigation in which the amounts being sought may exceed insurance coverage levels. The resolution of these matters is not expected to have a material adverse effect on the Company's financial condition or operations. In addition, the Company and/or one or more of its subsidiaries are parties to the following additional legal proceedings:

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IN RE: SPINNAKER COATING, INC., DEBTOR/PACE LOCAL 1-1069 V. SPINNAKER COATING, INC., AND LYNCH CORPORATION, U.S. BANKRUPTCY COURT, DISTRICT OF MAINE, CHAPTER 11, ADV. PRO. NO. 02-2007, AND PACE LOCAL 1-1069 V. LYNCH CORPORATION AND LYNCH SYSTEMS, INC. CUMBERLAND COUNTY SUPERIOR COURT, CV-2001-00352

On or about June 26, 2001, in anticipation of the July 15, 2001 closure of Spinnaker's Westbrook, Maine facility, Plaintiff PACE Local 1-1069 ("PACE") filed a three count complaint in Cumberland County Superior Court, CV-2001-00352 naming the following Defendants: Spinnaker Industries, Inc., Spinnaker Coating, Inc., and Spinnaker Coating-Maine, Inc. (collectively, the "Spinnaker Entities") and the Company. The complaint alleged that under Maine's Severance Pay Act both the Spinnaker Entities and the Company would be liable to pay approximately \$1,166,000 severance pay under Maine's Severance Pay Act in connection with the plant closure. Subsequently, the Spinnaker Entities filed for relief under Chapter 11 of the Bankruptcy Code and the action proceeded against the Company on the issue of whether the Company has liability to PACE's members under the Maine Severance Pay Act.

In 2002, both PACE and the Company moved for summary judgment in the action. On July 28, 2003, the Court issued an order denying the Company's motion, finding that there remained a disputed issue of material fact regarding one of the Company's primary defenses. The Court granted partial summary judgment in favor of PACE to the extent that the Court found that the Company was the Spinnaker Entities' "parent corporation" and, therefore, the Company was an "employer" subject to potential liability under Maine's Severance Pay Act.

On November 3, 2004, the Superior Court granted summary judgment to PACE on the second count of its complaint, based on the Courts' earlier ruling that the Company was the parent corporation of the Spinnaker Entities. The Court also issued a separate order that related to the calculation of damages, largely agreeing with the Company on the appropriate method of calculating damages and awarded PACE \$653,018 (subsequently modified to \$656,020) in severance pay, which is approximately one-half the amount claimed by PACE. The Superior Court rejected PACE's claim for pre-judgment interest, but granted its request for attorney fees.

Both PACE and the Company appealed to the Maine Supreme Judicial Court. The parties filed written briefs during April and May 2005 and made oral arguments to the Supreme Court on September 13, 2005. On January 13, 2006, before the Supreme Court issued its decision, the Company and PACE agreed to settle the case. The settlement includes payment of a total of \$800,000 to resolve the claims of 67 workers who lost their jobs in 2001. The parties also withdrew their respective appeals pending in the Supreme Court and, therefore, no decision was ever issued by the Court.

#### QUI TAM LAWSUIT

The Company, Lynch Interactive and numerous other parties have been named as defendants in a lawsuit originally brought under the so-called "qui tam" provisions of the federal False Claims Act in the United States District Court for the District of Columbia. The complaint was filed under seal in February 2001, and the seal was lifted at the initiative of one of the defendants in January 2002. The Company was formally served with the complaint in July 2002. The main allegation in the case is that the defendants participated in the creation of "sham" bidding entities that allegedly defrauded the United States Treasury by improperly participating in Federal Communications Commission ("FCC") spectrum auctions restricted to small businesses, as well as obtaining "bidding credits" in other spectrum auctions allocated to "small" and "very small" businesses. While the lawsuit seeks to recover an unspecified amount of damages, which would be subject to mandatory trebling under the statute, a report prepared for the relator (the private party who filed the action on behalf of the United States) in February 2005 alleges damages of approximately \$91,000,000 in respect of "bidding credits", approximately \$70,000,000 in respect of government "financing" and approximately \$206,000,000 in respect of subsequent resales of licenses, in each case prior to trebling. The liability is alleged to be joint and several. In September 2003, the court granted Lynch Interactive's motion to transfer the action to the Southern District of New York.

In September 2004, the court issued a ruling denying defendants' motion to refer the issues in the action to the FCC. In December 2004, the defendants filed a motion in the United States District Court in the District of Columbia asking that court to compel the FCC to provide information subpoenaed by them to enable them to conduct their defense. This motion was denied in May 2005, and the defendants appealed. In February 2006, the defendants and the FCC reached an

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agreement granting defendants discovery of certain documents and other evidentiary materials. In November 2005, the court ruled that damages based on profits from resales of licenses were not allowed under the False Claims Act.

Initially, in 2001, the Department of Justice notified the court that it would not intervene in the case. However, in response to the judge's ruling in November 2005 (described above), the DOJ recently, in March 2006, petitioned the court to allow it to intervene. This petition is scheduled to be argued in April 2006. The case had been tentatively scheduled for trial in June 2006 but the trial may be delayed due to the government's intervention and related issues. The defendants believe that the action is without merit and that the relator's damage computations are without basis, and they are defending the suit vigorously. Under the separation agreement between the Company and Lynch Interactive pursuant to which Lynch Interactive was spun-off to the Company's shareholders on September 1, 1999, Lynch Interactive would be obligated to indemnify the Company for any losses or damages incurred by the Company as a result of this action. Lynch Interactive has agreed in writing to defend the case on the Company's behalf and to indemnify the Company for any losses it may incur. Nevertheless, the Company cannot predict the ultimate outcome of the litigation, nor can the Company predict the effect that the lawsuit or its outcome will have on the Company's business or plan of operation.

#### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Common Stock of the Company is traded on the American Stock Exchange under the symbol "LGL." The market price highs and lows in consolidated trading of the Common Stock during the fiscal years ended December 31, 2005 and December 31, 2004 are as follows:

	QUARTER ENDED			
	MARCH 31,	JUNE 30,	SEPTEMBER 30,	DECEMBER 31,
2005				
High.....	\$14.97	\$9.50	\$13.70	\$11.95
Low.....	9.00	7.75	8.35	7.50
2004				
High.....	17.00	16.25	15.10	16.74
Low.....	9.80	12.26	11.65	12.25

At March 21, 2006, the Company had 1,565 shareholders of record.

DIVIDEND POLICY

The Board of Directors has adopted a policy of not paying cash dividends, a policy which is reviewed annually. This policy takes into account the long term growth objectives of the Company, especially its acquisition program, shareholders' desire for capital appreciation of their holdings and the current tax law disincentives for corporate dividend distributions. Accordingly, no cash dividends have been paid since January 30, 1989 and none are expected to be paid in 2006. Substantially all of the subsidiaries' assets are restricted under the Company's current credit agreements, which limit the subsidiaries' ability to pay dividends.

ISSUER REPURCHASE OF ITS EQUITY SECURITIES

There were no repurchases made by the Company during the fourth fiscal quarter of 2005.

ITEM 6. SELECTED FINANCIAL DATA

LYNCH CORPORATION AND SUBSIDIARIES

CONSOLIDATED SELECTED FINANCIAL DATA  
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

The following selected financial data is qualified by reference to, and should be read in conjunction with, the financial statements, including the notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Annual Report.

	YEAR ENDED DECEMBER 31, (a)				
	2005	2004	2003	2002*	2001*
Revenues.....	\$ 46,183	\$ 33,834	\$ 27,969	\$ 26,386	\$ 141,073
Operating profit (loss)					
(b).....	1,178	(2,888)	(832)	16,168	(19,240)
Gain (loss) on sale of subsidiary stock and other operating assets.....	--	--	35	(92)	--

Gain on release of customer related contingency..	--	--	728	--	--
Income (loss) from continuing operations before income taxes and minority interests.....	1,001	(3,226)	183	15,996	(26,597)
Benefit (provision) for income taxes.....	209	(100)	(73)	1,967	(358)
Minority interests.....	--	--	--	4,017	
Net income (loss).....	\$ 1,210	\$ (3,326)	\$ 110	\$ 17,963	\$ (22,938)

Per Common Share:(c)

Net income (loss):

Basic.....	\$ 0.73	\$ (2.18)	\$ 0.07	\$ 11.99	\$ (15.24)
Diluted.....	0.73	(2.18)	0.07	11.99	(15.24)

DECEMBER 31, (a)

	2005	2004	2003	2002*	2001*	
Cash, securities and short-term Investments(e).....	\$ 8,250	\$ 6,189	\$ 6,292	\$ 6,847	\$ 4,247	
Restricted cash(e)(f).....	650	1,125	1,125	1,125	4,703	
Total assets(d)(e).....	32,664	33,883	23,019	23,430	31,615	
Long-term debt, exclusive of current portion(e)..		5,031	3,162	833	1,089	1,678
Shareholders' equity (deficiency) (d)(e).....		14,688	9,993	11,033	10,934	(7,451)

NOTES:

\* Effective September 30, 2001, the Company's ownership and voting interest of Spinnaker Industries, Inc. was reduced to 41.8% and 49.5% respectively, due to the disposition of shares of Spinnaker. As a result, effective

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September 30, 2001, the Company relinquished control of Spinnaker and has deconsolidated Spinnaker. On September 23, 2002, the Company disposed of its remaining interest in Spinnaker. See Note 1 to the Consolidated Financial Statements -- "Basis of Presentation".

(a) The data presented includes results of the business acquired from PTI, from September 30, 2004, the effective date of its acquisition, and Champion Technologies, Inc. from October 18, 2002, the date of its acquisition.

(b) Operating profit (loss) is revenues less operating expenses, which excludes investment income, interest expense, extraordinary items, minority interests and taxes. Included are asset impairment and restructuring charges and the gain on deconsolidation.

(c) Based on weighted average number of common shares outstanding.

(d) No cash dividends have been declared over the period.

(e) Excludes Spinnaker Industries as a result of the September 30, 2001 deconsolidation of Spinnaker resulting from the Company's disposition of shares of Spinnaker that reduced its ownership and voting interest of Spinnaker Industries, Inc. to 41.8% and 49.5% respectively, and the Company's subsequent disposition of its remaining interest in Spinnaker on September 23, 2002.

(f) See discussion of Restricted Cash and Notes Payable and Long-Term Debt in Note 4 to the Consolidated Financial Statements.

The following discussion and analysis should be read together with the Selected Financial Data and our Consolidated Financial Statements and the related notes included elsewhere in this Annual Report.

## RESULTS OF OPERATIONS

### 2005 COMPARED TO 2004

#### CONSOLIDATED REVENUES AND GROSS MARGIN

Consolidated revenues increased \$12,349,000, or 36%, to \$46,183,000 for the year ended December 31, 2005 from \$33,834,000 for the comparable period in 2004.

Revenues at Mtron/PTI increased by \$11,638,000, or 50%, to \$35,051,000 for the year ended December 31, 2005 from \$23,413,000 in 2004. The increase was due to improvements in the telecommunications market, improvements in the infrastructure segment of the telecommunications market and the contribution of PTI, which was acquired effective September 30, 2004.

Revenues at Lynch Systems increased by \$711,000, or 7%, to \$11,132,000 for the year ended December 31, 2005 from \$10,421,000 in 2004. This increase was primarily due to sales of large CRT machines in 2005, which was partially offset by lower revenue for glass press machines.

The consolidated gross margin as a percentage of revenues in 2005 increased to 31.9%, compared to 23.8% in the prior year.

Mtron/PTI's gross margin as a percentage of revenues for the year ended December 31, 2005 increased to 30.2% from 26.9% in 2004. The contribution from PTI, combined with selective price increases and operational efficiencies, resulted in the improved gross margin rates.

Lynch Systems' gross margin as a percentage of revenues for the year ended December 31, 2005 increased to 37.3% from 16.7% in 2004. The increase was primarily due to sales of large CRT machines, which carry higher gross margins,

in 2005. Although the 2005 revenues for Lynch Systems' include a large CRT machine order, Lynch Systems has undergone a shift in its business away from higher margin CRT machines to lower margin tableware products and repair parts business.

#### OPERATING PROFIT (LOSS)

The operating profit for the year ended December 31, 2005 was \$1,178,000, compared to an operating loss of \$2,888,000 for the comparable period in 2004, primarily due to higher margins at both Mtron/PTI and Lynch Systems and a \$775,000 litigation provision recorded in 2004 compared to a \$150,000 provision in 2005.

For the year ended December 31, 2005, Mtron/PTI had operating profit of \$2,306,000, an improvement of \$1,294,000 compared to \$1,012,000 in 2004. The operating profit improvement was primarily due to the significant revenue increase and improvements in gross margin, which was partially offset by higher operating expenses resulting from the addition of PTI, which was acquired effective September 30, 2004.

For the year ended December 31, 2005, Lynch Systems had operating profit of \$684,000, compared to an operating loss of \$1,340,000 in 2004. The operating profit resulted from higher gross margins in 2005 directly related to the composition of revenues by product in 2005.

Corporate expenses decreased \$748,000, to \$1,662,000 for the year ended December 31, 2005 from \$2,560,000 for the comparable period in 2004. The decline was primarily due to a lawsuit settlement provision in 2005 of \$150,000 compared

to \$775,000 in 2004.

#### OTHER INCOME (EXPENSE), NET

Investment income for the year ended December 31, 2005 was \$608,000, \$593,000 more than the \$15,000 investment income for the comparable period in 2004, primarily due to a \$567,000 realized gain on sale of marketable securities in 2005.

Interest expense of \$847,000 for the year ended December 31, 2005 was \$487,000 more than the comparable period in 2004, primarily due to an increase in the level of debt outstanding during the year resulting from the acquisition of PTI, borrowings at Lynch Systems, as well as higher interest rates.

Other income for the year ended December 31, 2005 was \$62,000, \$55,000 more than the \$7,000 recorded for the comparable period in 2004, primarily due to a gain on the sale of a warehouse in Orlando, FL in the second quarter 2005.

#### INCOME TAXES

The Company files consolidated federal income tax returns, which includes all subsidiaries.

The income tax benefit for the year period ended December 31, 2005 included federal, as well as state, local, and foreign taxes offset by provisions made for certain net operating loss carryforwards that may not be fully realized. The income tax benefit also includes a non-recurring reduction to an income tax reserve of \$716,000 in the third quarter 2005, which was originally provided for during 2001. The tax reserve was increased in the fourth quarter of 2005 by a net \$232,000 provision for federal and state tax reserves identified in that period.

#### NET INCOME (LOSS)

Net income for the year ended December 31, 2005 was \$1,210,000, compared to a net loss of \$3,326,000 for the comparable period in 2004. As a result, fully diluted income per share for the year ended December 31, 2005 was \$0.73 compared to a \$2.18 loss per share for the comparable period of 2004.

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#### BACKLOG/NEW ORDERS

Total backlog of manufactured products at December 31, 2005 was \$13,860,000, a \$3,714,000 decline compared to the backlog at December 31, 2004, and \$790,000 increase from the backlog at September 30, 2005.

Mtron/PTI had backlog orders of \$8,906,000 at December 31, 2005 compared to \$7,647,000 at December 31, 2004 and \$8,218,000 at September 30, 2005. Backlog increased \$1,259,000 from December 31, 2004 and increased \$688,000 from September 30, 2005. The increase in backlog is due to improved business conditions.

Lynch Systems had backlog orders of \$4,954,000 at December 31, 2005 compared to \$9,927,000 at December 31, 2004 and \$4,852,000 at September 30, 2005. Backlog decreased \$4,973,000 from December 2004 due to shipment of large CRT machines in 2005 and increased \$102,000 from September 30, 2005. At December 31, 2005 the backlog of \$4,954,000 comprised glass press machine orders and parts and did not contain any CRT machine orders.

#### 2004 COMPARED TO 2003

#### CONSOLIDATED REVENUES AND GROSS MARGIN

Consolidated revenues increased \$5,865,000, or 21%, to \$33,834,000 for the year ended December 31, 2004 from \$27,969,000 for the comparable period in 2003. The increase came from Mtron/PTI, including the contribution of the PTI

acquisition, and was partially offset by lower revenues at Lynch Systems.

Revenues at Mtron/PTI increased by \$8,230,000, or 54%, to \$23,413,000 for the year ended December 31, 2004 from \$15,183,000 for the comparable period in 2003. The increase was due to improvements in the telecommunications market resulting from a stronger general economy, improvements in the infrastructure segment of the telecommunications market, new customers and the PTI acquisition which contributed approximately \$3,600,000 in revenue since it was acquired effective September 30, 2004.

Revenues at Lynch Systems declined by \$2,365,000, or 18%, to \$10,421,000 for the year ended December 31, 2004 from \$12,786,000 for the comparable period in 2003. This decrease was primarily due to less revenue for glass press machines. However, order backlog of \$9,927,000 at December 31, 2004 represented a significant improvement of approximately \$7,100,000 compared to December 31, 2003. Most of Lynch Systems' \$9,927,000 backlog as of December 31, 2004 is scheduled to be delivered in 2005 with the majority scheduled to be delivered in the second quarter.

The consolidated gross margin as a percentage of revenues in 2004 decreased to 23.8%, compared to 27.4% in the prior year. Improvements in the gross margin at Mtron/PTI were more than offset by lower margins at Lynch Systems.

Mtron/PTI's gross margin as a percentage of revenues for year ended December 31, 2004, increased to 26.9% from 23.1% in 2003. The revenue improvement at Mtron and the contribution from PTI, combined with selective price increases and operational efficiencies resulted in the improved gross margin rates.

Lynch Systems' gross margin as a percentage of revenues for the year ended December 31, 2004, declined over the comparable period in 2003 from 32.9% to 16.7%. This decline was primarily due to 18% lower revenues, lower high-margin repair part business and a shift from higher margin CRT business to lower margin tableware products in 2004. The Company expects that revenues from the CRT business, as a percentage of total revenues, will continue to decline.

#### OPERATING LOSS

The operating loss for the year ended December 31, 2004 was \$2,888,000, compared to \$832,000 for the comparable period in 2003, primarily due to lower margins at Lynch Systems and a \$775,000 litigation provision.

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For the year ended December 31, 2004, Mtron/PTI had an operating profit of \$1,012,000, an improvement of \$1,182,000 compared to the \$170,000 operating loss for 2003. The operating profit improvements were due primarily to the 54% sales increase and higher gross margin in 2004 compared to 2003.

For the year ended December 31, 2004, Lynch Systems had an operating loss of \$1,340,000, compared to an operating profit of \$822,000 in the comparable period in 2003. Declining sales prices and lower volume resulted in the unfavorable operating results when comparing 2004 to 2003.

The Company's corporate headquarters incurred unallocated expenses of \$2,560,000 for the year ended December 31, 2004, exceeding the comparable period in 2003 by \$1,076,000, primarily due to a \$775,000 provision recorded for a potential legal settlement and higher compensation costs, professional fees and public company expenses.

#### OTHER INCOME (EXPENSE), NET

Investment income for the year ended December 31, 2004 was \$15,000, \$519,000 less than the \$534,000 investment income for the comparable period in 2003 primarily due to a \$483,000 realized gain on sale of marketable securities in 2003 and lower average cash balances in 2004.

Interest expense of \$360,000 for the year ended December 31, 2004 was

\$78,000 more than the comparable period in 2003 primarily due to interest on new loans relating to the acquisition of PTI.

Other income for the year ended December 31, 2004 was \$7,000, \$756,000 less than the \$763,000 recorded for the comparable period in 2003, primarily due to \$728,000 that was realized in 2003 relating to the final settlement of a customer-related contingency.

## INCOME TAXES

Income tax benefit (expense) includes federal, state, local and foreign taxes. The Company recorded a \$100,000 tax provision in 2004 for foreign taxes at the Hong Kong tax rate on Mtron/PTI's foreign subsidiaries' earnings and other state tax expense items.

## NET INCOME (LOSS)

Net loss for the year ended December 31, 2004 was \$3,326,000 compared to a net profit of \$110,000 for the comparable period in 2003. The \$3,436,000 unfavorable variance was primarily due to lower operating profits as described above, including the \$775,000 litigation provision, higher interest expense and lower other income in 2004, compared to 2003. As a result, fully diluted loss per share for the year ended December 31, 2004 was \$2.18 compared to \$0.07 income per share for the comparable period of 2003.

## LIQUIDITY AND CAPITAL RESOURCES

The Company's cash, cash equivalents and investments in marketable securities at December 31, 2005 totaled \$8,900,000 (including \$650,000 of restricted cash) compared to \$7,314,000 at December 31, 2004. In addition, the Company had a \$5,327,000 borrowing capacity under Lynch Systems' and Mtron/PTI's revolving line of credit at December 31, 2005, as compared to \$2,751,000 at December 31, 2004.

At December 31, 2005, the Company's net working capital was \$11,925,000 as compared to \$4,042,000 at December 31, 2004. At December 31, 2005, the Company had current assets of \$24,870,000 and current liabilities of \$12,945,000. At December 31, 2004, the Company had current assets of \$24,770,000 and current liabilities of \$20,728,000. The ratio of current assets to current liabilities was 1.92 to 1.00 at December 31, 2005, compared to 1.20 to 1.00 ratio at December 31, 2004. The increase in net working capital was primarily due to refinancing of debt, improved operating results, gain on sale of marketable securities and cash received from the rights offering (discussed below).

Cash provided by operating activities was \$2,283,000 in 2005, compared to cash used in operating activities of \$1,910,000 in 2004. The year to year favorable change in operating cash flow of \$4,193,000 was primarily due to net income of \$1,360,000 for the year ended December 31, 2005 compared to a net loss of \$3,326,000 for the comparable period in 2004 and net changes in receivables, inventory and customer advances. Capital expenditures were \$343,000 in the year ended December 31, 2005, compared to \$440,000 for the comparable period in 2004.

In December 2005, the Company completed its rights offering. The fully subscribed rights offering resulted in the issuance of 538,676 additional shares of common stock for proceeds to the Company of approximately \$3,655,000, net of \$250,000 in fees. The offering granted holders of the Company's common stock transferable subscription rights to purchase shares of the Company's common stock at a subscription price of \$7.25 per share.

At December 31, 2005, the Company had \$2,838,000 in notes payable to banks consisting of a revolving credit loan at Mtron/PTI for \$2,082,000 due May, 2006 and a working capital revolver at Lynch Systems for \$756,000 due October, 2006. The Company intends to renew these facilities with the existing banks, however, there can be no assurances the existing facilities will be renewed. At December 31, 2005, the Company also had \$1,215,000 in current maturities of long-term debt. The Company believes that existing cash and cash equivalents, cash

generated from operations and available borrowings under its subsidiaries' lines of credit, including the proposed renewals, will be sufficient to meet its ongoing working capital and capital expenditure requirements for the foreseeable future.

At December 31, 2005, total debt of \$9,084,000 was \$3,477,000 less than the total debt at December 31, 2004 of \$12,561,000. The debt decreased at both Mtron/PTI and Lynch Systems due to repayments of revolving debt and scheduled payments on long term debt. Debt outstanding at December 31, 2005 included \$4,178,000 of fixed rate debt at a year-end average interest rate of 6.8%, and \$4,906,000 of variable rate debt at a year-end average rate of 7.4%.

The Company is in compliance with all financial covenants at December 31, 2005.

In connection with the completion of the acquisition of PTI, on October 14, 2004, Mtron and PTI, each wholly-owned subsidiaries of Lynch Corporation, entered into a Loan Agreement with First National Bank of Omaha. The Loan Agreement provides for loans in the amounts of \$2,000,000 (the "Term Loan") and \$3,000,000 (the "Bridge Loan"), together with a \$5,500,000 Revolving Line of Credit (the "Revolving Loan"). The Term Loan bears interest at the greater of prime rate plus 50 basis points, or 4.5%, and is to be repaid in monthly installments of \$37,514, with the then remaining principal balance plus accrued interest to be paid on the third anniversary of the Loan Agreement. The Bridge Loan bears interest at the same rate as the Term Loan. Accrued interest thereon is payable monthly and the principal amount thereof, together with accrued interest. The bridge loan was paid off with the proceeds from the RBC term loan. The Revolving Loan bears interest at the greater of prime rate or 4.5%. The revolving loan was renewed extending the due date to May 31, 2006. All outstanding obligations under the Loan Agreement are collateralized by security interests in the assets of Mtron and PTI, as well as by a mortgage on PTI's premises. The Loan Agreement contains a variety of affirmative and negative covenants of types customary in an asset-based lending facility. The Loan Agreement also contains financial covenants relating to maintenance of levels of minimal tangible net worth and working capital, and current, leverage and fixed charge ratios, restricting the amount of capital expenditures.

On October 14, 2004, in connection with the acquisition of PTI, the Company provided \$1,800,000 of subordinated financing to Mtron/PTI and Mtron/PTI issued a subordinated promissory note to the Company in such amount increasing the subordinated total to \$2,500,000.

The Company has guaranteed a letter of credit issued to the First National Bank of Omaha on behalf of its subsidiary, Mtron Industries, Inc. As of December 31, 2005, the \$650,000 letter of credit issued by Bank of America to The First National Bank of Omaha was secured by a \$650,000 deposit at Bank of America. The Company's outstanding letter of credit was reduced from \$1,000,000 to \$650,000 during 2005.

On June 30, 2005, Mtron/PTI renewed its credit agreement with First National Bank of Omaha extending the due date to May 31, 2006. Mtron/PTI's short-term credit facility totals \$5,500,000, of which \$3,418,000 was available for future borrowings.

On June 29, 2005, Lynch Systems entered into an extension agreement with SunTrust Bank to extend the due date of its credit agreement until August 31, 2005. Lynch Systems \$7,000,000 short-term credit facility was reduced to \$4,300,000 in accordance with the extension agreement, of which \$200,000 was available for letters of credit. The extension agreement also calls for the acceleration of the existing Lynch Systems term loan from August, 2003 to August 31, 2005. On August 29, 2005, Lynch Systems entered into a first amendment to the extension agreement, dated August 25, 2005 to extend until September 30, 2005 the due date of indebtedness. On October 6, 2005, Lynch Systems entered into a first amended and restated extension agreement by and among Lynch Systems, Lynch Corporation and SunTrust Bank ("SunTrust"), to extend until December 31, 2005 the due date of all remaining indebtedness of Lynch Systems to

SunTrust. On December 30, 2005, Lynch Systems entered into a first amendment to first amended and restated extension agreement to extend until March 1, 2006 the due date of all remaining indebtedness of Lynch Systems to SunTrust. This loan was repaid in full in February 2006. At December 31, 2005, there were borrowings under the term loan of \$378,000.

On May 12, 2005, Venator Merchant Fund, L.P. ("Venator") made a loan to Lynch Corporation in the amount of \$700,000 due September 11, 2005 or within seven days after demand by Venator. Venator is an investment limited partnership controlled by Lynch's Chairman of the Board, Marc Gabelli. On September 8, 2005, Lynch Corporation entered into a Letter Agreement extending the maturity date of its Promissory Note in the principal amount of \$700,000 to Venator. The maturity date of the Promissory Note, which was to have been September 11, 2005 or within seven days after demand by Venator, was changed to November 10, 2005 or within seven days after demand by Venator. The loan was approved by the Audit Committee of the Board of Directors of Lynch. This loan, along with \$30,000 of interest due, was repaid in full on December 22, 2005.

On September 30, 2005, Mtron/PTI entered into a Loan Agreement with RBC Centura Bank ("RBC"). The Loan Agreement provides for a loan in the amount of \$3,040,000 (the "RBC Term Loan"), the proceeds of which were used to pay off the \$3,000,000 bridge loan with First National Bank of Omaha which had been due October 2005. The RBC Term Loan bears interest at LIBOR Base Rate plus 2.75% and is to be repaid in monthly installments based on a twenty year amortization, with the then remaining principal balance to be paid on the fifth anniversary of the RBC Term Loan. The RBC Term Loan is secured by a mortgage on PTI's premises. In connection with this RBC Term Loan, Mtron/PTI entered into a five-year interest rate swap from which it will receive periodic payments at the LIBOR Base Rate and make periodic payments at a fixed rate of 7.51% with monthly settlement and rate reset dates.

Effective October 6, 2005, Lynch Systems entered into a loan agreement (the "BB&T Loan Agreement") with Branch Banking and Trust Company ("BB&T"). The BB&T Loan Agreement provides for a line of credit in the maximum principal amount of \$3,500,000. This line of credit replaces the working capital revolving loan that Lynch Systems had with SunTrust Bank, which expired by its terms on September 30, 2005. Borrowings under the BB&T Loan Agreement bear interest at the One Month LIBOR Rate plus 2.75% and accrued interest is payable on a monthly basis, with the principal balance due to be paid on the first anniversary of the Loan Agreement. At December 31, 2005, there were outstanding Letters of Credit of \$398,000 and borrowings on the line of credit of \$756,000.

The BB&T Loan Agreement contains a variety of affirmative and negative covenants of types customary in an asset-based lending facility, including those relating to reporting requirements, maintenance of records, properties and corporate existence, compliance with laws, incurrence of other indebtedness and liens, restrictions on certain payments and transactions and extraordinary corporate events. The BB&T Loan Agreement also contains financial covenants relating to maintenance of levels of minimal tangible net worth, a debt to worth ratio, and restricting the amount of capital expenditures. In addition, the BB&T Loan Agreement provides that the following will constitute events of default thereunder, subject to certain grace periods: (i) payment defaults; (ii) failure to meet reporting requirements; (iii) breach of other obligations under the BB&T Loan Agreement; (iv) default with respect to other material indebtedness; (v) final judgment for a material amount not discharged or stayed; and (vi) bankruptcy or insolvency.

The Board of Directors has adopted a policy of not paying cash dividends, a policy which is reviewed annually. This policy takes into account the long-term growth objectives of the Company, especially in its acquisition program, shareholders' desire for capital appreciation of their holdings and the current

## OFF-BALANCE SHEET ARRANGEMENTS

Aside from the Company's stand-by Letter of Credit in the amount of \$650,000, the Company does not have any off-balance sheet arrangements.

## AGGREGATE CONTRACTUAL OBLIGATIONS

Details of the Company's contractual obligations at December 31, 2005, for short-term debt, long-term debt, leases, purchases and other long term obligations are as follows (see Notes 4 and 11 to the Consolidated Financial Statements):

### PAYMENTS DUE BY PERIOD - INCLUDING INTEREST

(IN THOUSANDS)

CONTRACTUAL OBLIGATIONS	LESS THAN 1		YEAR	MORE THAN 5		YEARS
	TOTAL			1 - 3 YEARS	3 - 5 YEARS	
Short-term Debt	\$ 3,042	\$ 3,042	\$ --	\$ --	\$ --	
Long-term Debt Obligations	7,591	1,615	3,062	2,914	--	
Capital Lease Obligations	--	--	--	--	--	
Operating Lease Obligations	264	141	120	3	--	
Purchase Obligations	--	--	--	--	--	
Other Long-term Liabilities	--	--	--	--	--	
<b>TOTAL</b>	<b>\$ 10,897</b>	<b>\$ 4,798</b>	<b>\$ 3,182</b>	<b>\$ 2,917</b>	<b>\$ --</b>	

## CRITICAL ACCOUNTING POLICIES

The Company's significant accounting policies are described in Note 1 to the Consolidated Financial Statements included in Item 8 of this Form 10-K. The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates, including those related to the carrying value of inventories, realizability of outstanding accounts receivable, percentage of completion of long-term contracts, and the provision for income taxes. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. In the past, actual results have not been materially different from the Company's estimates. However, results may differ from these estimates under different assumptions or conditions.

The Company has identified the following as critical accounting policies, based on the significant judgments and estimates used in determining the amounts reported in its consolidated financial statements:

### ACCOUNTS RECEIVABLE

Accounts receivable on a consolidated basis consist principally of amounts due from both domestic and foreign customers. Credit is extended based on an evaluation of the customer's financial condition and collateral is not generally required except at Lynch Systems where collateral generally consists of letters of credit on large machine and international purchases. In relation to export sales, the Company requires letters of credit supporting a significant portion of the sales price prior to production to limit exposure to credit risk. Certain subsidiaries and business segments have credit sales to industries that are

subject to cyclical economic changes. The Company maintains an allowance for doubtful accounts at a level that management believes is sufficient to cover potential credit losses.

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of our clients to make required payments. We base our estimates on our historical collection experience, current trends, credit policy and relationship of our accounts receivable and revenues. In determining these estimates, we examine historical write-offs of our receivables and review each client's account to identify any specific customer collection issues. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payment, additional allowances may be required. Our failure to estimate accurately the losses for doubtful accounts and ensure that payments are received on a timely basis could have a material adverse effect on our business, financial condition, and results of operations.

#### INVENTORY VALUATION

Inventories are stated at the lower of cost or market value. Inventories valued using the last-in-first-out (LIFO) method comprised approximately 52% and 47% of consolidated inventories at December 31, 2005 and 2004, respectively. The balance of inventories at December 31, 2005 and 2004 are valued using the first-in-first-out (FIFO) method. If actual market conditions are more or less favorable than those projected by management, adjustments may be required.

#### REVENUE RECOGNITION AND ACCOUNTING FOR LONG-TERM CONTRACTS

Revenues, with the exception of certain long-term contracts discussed below, are recognized upon shipment when title passes. Shipping costs are included in manufacturing cost of sales.

Lynch Systems is engaged in the manufacture and marketing of glass-forming machines and specialized manufacturing machines. Certain sales contracts require an advance payment (usually 30% of the contract price), which is accounted for as a customer advance. The contractual sales prices are paid either (i) as the manufacturing process reaches specified levels of completion or (ii) based on the shipment date. Guarantees by letter of credit from a qualifying financial institution are required for most sales contracts. Because of the specialized nature of these machines and the period of time needed to complete production and shipping, Lynch Systems accounts for these contracts using the percentage-of-completion accounting method as costs are incurred compared to total estimated project costs (cost to cost basis). At December 31, 2005 and 2004, unbilled accounts receivable were \$902,000 and \$2,507,000, respectively.

The percentage of completion method is used since reasonably dependable estimates of the revenues and costs applicable to various stages of a contract can be made, based on historical experience and milestones set in the contract. Financial management maintains contact with project managers to discuss the status of the projects and, for fixed-price engagements, financial management is updated on the budgeted costs and required resources to complete the project. These budgets are then used to calculate revenue recognition and to estimate the anticipated income or loss on the project. In the past, we have occasionally been required to commit unanticipated additional resources to complete projects, which have resulted in lower than anticipated profitability or losses on those contracts. We may experience similar situations in the future. Provisions for estimated losses on contracts are made during the period in which such losses become probable and can be reasonably estimated. To date, such losses have not been significant.

#### WARRANTY EXPENSE

Lynch Systems provides a full warranty to worldwide customers who acquire machines. The warranty covers both parts and labor and normally covers a period of one year or thirteen months. Based upon historical experience, the Company provides for estimated warranty costs based upon three to five percent of the selling price of the machine. The Company periodically assesses the adequacy of the reserve and adjusts the amounts as necessary.

(IN THOUSANDS)

Balance, January 1, 2005	\$ 466	
Warranties issued during the year	186	
Settlements made during the year	(282)	
Changes in liabilities for pre-existing warranties during the year, including expirations		(13)
	-----	
Balance, December 31, 2005	\$ 357	
	=====	

#### INCOME TAXES

The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes," which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. A valuation allowance is recorded for deferred tax assets whose realization is not likely. As of December 31, 2005 and December 31, 2004, a valuation allowance of \$2,212,000 and \$2,070,000, respectively, was recorded.

The carrying value of the Company's net deferred tax asset at December 31, 2005 and 2004 of \$111,000, is equal to the amount of the Company's carry-forward alternative minimum tax ("AMT") at that date.

The calculation of tax liabilities involves dealing with uncertainties in the application of complex tax regulations in several different tax jurisdictions. The Company evaluates the exposure associated with the various filing positions and records estimated reserves for probable exposures. Based on the Company's evaluation of current tax positions, it believes that it has appropriately accrued for probable exposures.

#### EARNINGS PER SHARE AND STOCK BASED COMPENSATION

The Company's basic and diluted earnings per share are equivalent, as the Company has no dilutive securities.

At December 31, 2005, the Company has a stock-based employee compensation plan, which is described in Note 9 to the Consolidated Financial Statements - "Stock Options Plans". The Company accounts for the plan under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations. No stock-based employee compensation cost is reflected in net income, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant. The Company provides pro forma disclosures of the compensation expense determined under the fair value provisions of Financial Accounting Standards Board Statement No. 123, "Accounting for Stock-Based Compensation." See Notes 1 and 9 to the Consolidated Financial Statements.

#### RECENT ISSUED ACCOUNTING PRONOUNCEMENTS

In December 2004, the FASB issued SFAS No. 123 (Revised 2004), "Share-Based Payment" ("SFAS 123-R"), which replaces SFAS No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123") and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees." SFAS 123-R requires companies to measure compensation costs for share-based payments to employees, including stock options, at fair value and expense such compensation over the service period beginning with the first interim or annual period after June 15, 2005.

The pro forma disclosures previously permitted under SFAS 123 will no longer be an alternative to financial statement recognition. The Company is required to adopt SFAS 123-R in the third quarter of fiscal 2005. Under SFAS 123-R, companies must determine the appropriate fair value model to be used for valuing share-based payments, the amortization method for compensation cost and the transition method to be used at date of adoption. The transition methods include prospective and retroactive adoption options. Management is evaluating the requirements of SFAS 123-R. Since the Company currently has no unvested stock options outstanding, the impact of adopting SFAS 123-R will have no effect on

the Company's financial results for 2005.

In November 2004, the FASB issued SFAS No. 151, "Inventory Costs, an amendment of Accounting Research Bulletin No. 43, Chapter 4". The amendments made by SFAS No. 151 clarify that abnormal amounts of idle facility expense, freight handling costs and waste materials (spoilage) should be recognized as current period charges and require the allocation of fixed production overheads to inventory based on the normal capacity of the production facilities. SFAS No. 151 is the result of a broader effort by the FASB to improve the comparability of cross-border financial reporting by working with the International Accounting Standards Board toward development of a single set of high-quality accounting standards. The guidance is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. The adoption of SFAS No. 151 is not expected to have a material effect on our consolidated financial position or results of operations.

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In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections - A Replacement of APB Opinion No. 20 and FASB No. 3." SFAS No. 154 applies to all voluntary changes in accounting principals and requires retrospective application to prior periods' financial statements of changes in accounting principles, unless it is impracticable, SFAS No. 154 requires that a change in depreciation, amortization, or depletion method for long lived, nonfinancial assets be accounted for as a change of estimate affected by a change in accounting principles. SFAS No. 154 also carries forward without change the guidance in APB Opinion No. 20 with respect to accounting for changes in accounting estimates, changes in the reporting unit and correction of an error in previously issued financial statements. We are required to adopt SFAS No. 154 for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The adoption of SFAS No. 154 is not expected to have a material effect on our consolidated financial position or results of operations.

#### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Company is exposed to market risk relating to changes in the general level of U.S. interest rates. Changes in interest rates affect the amounts of interest earned on the Company's cash and cash equivalents and restricted cash (approximately \$6,162,000 at December 31, 2005). The Company generally finances the debt portion of the acquisition of long-term assets with fixed and variable rate, long-term debt. The Company does not use derivative financial instruments for trading or speculative purposes. Management does not foresee any significant changes in the strategies used to manage interest rate risk in the near future, although the strategies may be reevaluated as market conditions dictate. There has been no significant change in market risk since December 31, 2005.

As the Company's international sales are in U.S. Dollars, there is no monetary risk.

At December 31, 2005, \$4,906,000 of the Company's debt bears interest at variable rates. Accordingly, the Company's earnings and cash flows are affected by changes in interest rates. In October 2005, in connection with the RBC Term Loan, Mtron/PTI entered into a five-year interest rate swap from which it will receive periodic payments at the LIBOR Base Rate and make periodic payments at a fixed rate of 7.51% with monthly settlement and rate reset dates, effectively reducing the variable rate debt to \$4,906,000, from \$7,936,000.

#### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See Item 15(a).

#### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

#### ITEM 9A. CONTROLS AND PROCEDURES

The Chief Executive Officer and Principal Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report based on the evaluation of these controls and procedures required by Exchange Act Rule 13a-15.

There have been no changes in the Company's internal control over financial reporting that occurred during the Company's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

#### ITEM 9B. OTHER INFORMATION

Not applicable.

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### PART III

#### ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information required by this Item 10 is either included in Item 1 of this Form 10-K or included in Company's Proxy Statement for its 2006 Annual Meeting of Shareholders, which information is incorporated herein by reference.

#### ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 is included in the Company's Proxy Statement for its 2006 Annual Meeting of Shareholders, which information is incorporated herein by reference.

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item 12 is either provided in Item 5 or included in the Company's Proxy Statement for its 2006 Annual Meeting of Shareholders, which information is incorporated herein by reference.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information required by this Item 13 is included in the Company's Proxy Statement for its 2006 Annual Meeting of Shareholders, which information is incorporated herein by reference.

#### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item 14 is included in the Company's Proxy Statement for its 2006 Annual Meeting of Shareholders, which information is incorporated herein by reference.

### PART IV

#### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Form 10-K Annual Report:

(1) Financial Statements:

The Report of Independent Registered Public Accounting Firm and the following Consolidated Financial Statements of the Company are included herein:

Consolidated Balance Sheets at December 31, 2005 and 2004  
Consolidated Statements of Operations -- Years ended December 31, 2005, 2004 and 2003  
Consolidated Statements of Shareholders' Equity -- Years ended December 31, 2005, 2004, and 2003  
Consolidated Statements of Cash Flows -- Years ended December 31, 2005, 2004, and 2003

(2) Financial Statement Schedules as of December 31, 2005 and 2004 and for the three years ended December 31, 2005:

Schedule I -- Condensed Financial Information of Company  
Schedule II -- Valuation and Qualifying Accounts

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(3) Exhibits

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions, or are inapplicable, and therefore have been omitted.

#### EXHIBIT INDEX

#### EXHIBIT

NO.	DESCRIPTION
3(a)	Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3(a) to the Company's Form 10-K for the year ended December 31, 2004).
(b)	Articles of Amendment of the Articles of Incorporation of the Company (incorporated by reference to Exhibit 3(b) to the Company's Form 10-K for the year ended December 31, 2004).
(c)	By-laws of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated December 22, 2004).
10(a)	Lynch Corporation 401(k) Savings Plan (incorporated by reference to Exhibit 10(b) to the Company's Annual Report on Form 10-K for the period ended December 31, 1995).
(b)	Directors Stock Plan (incorporated by reference to Exhibit 10(o) to the Company's Form 10-K for the year ended December 31, 1997).
(c)	Lynch Corporation 2001 Equity Incentive Plan adopted December 10, 2001 (incorporated by reference to Exhibit 4 to the Company's Form 8-K filed on December 29, 2005).
(d)	Amended and Restated Credit Agreement by and between Lynch Systems, Inc. and SunTrust Bank dated as of June 10, 2002 (incorporated by reference to Exhibit 10(z) to the Company's Form 10-K for the year ended December 31, 2002).
(e)	Unlimited Continuing Guaranty Agreement by Guarantor, Lynch Corporation, dated June 10, 2002 (incorporated by reference to Exhibit 10(aa) to the Company's Form 10-K for the year ended December 31, 2002).
(f)	First Amendment and Waiver to Amended and Restated Credit Agreement between Lynch Systems, Inc. and SunTrust Bank dated May 30, 2003 (incorporated by reference to Exhibit 10(ee) to the Company's Form 10-Q for the period ending June 30, 2003).
(g)	Term Loan Promissory Note between Lynch Systems, Inc. and SunTrust Bank dated August 4, 2003 (incorporated by reference to Exhibit 10(ff) to the Company's Form 10-Q for the period ending June 30, 2003).
(h)	Second Amendment to Security Deed and Agreement dated August 4, 2003 between Lynch Systems, Inc. and SunTrust Bank (incorporated by reference to Exhibit 10(gg) to the Company's Form 10-Q for the period ending June 30, 2003).
(i)	Mortgage dated October 21, 2002 by Mortgagor, Mtron Industries, Inc., to Mortgagee, Yankton Area Progressive Growth, Inc. (incorporated by reference to Exhibit 10(hh) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
(j)	Promissory Note between Mtron Industries, Inc. and Yankton Area Progressive Growth, Inc., dated October 21, 2002 (incorporated by reference to Exhibit 10(ii) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
(k)	Standard Loan Agreement by and between Mtron Industries, Inc. and Areawide Business Council, Inc., dated October 10, 2002 and Exhibits

thereto (incorporated by reference to Exhibit 10(jj) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).

- (l) Loan Agreement by and between Mtron Industries, Inc. and South Dakota Board of Economic Development, dated December 19, 2002 (incorporated by reference to Exhibit 10(kk) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
- (m) Promissory Note between Mtron Industries, Inc. and South Dakota Board of Economic Development, dated December 19, 2002 (incorporated by reference to Exhibit 10(ll) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).

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- (n) Employment Agreement by and between Mtron Industries, Inc. and South Dakota Board of Economic Development, dated December 19, 2002 (incorporated by reference to Exhibit 10(mm) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
- (o) Loan Agreement by and among Mtron Industries, Inc., Piezo Technology, Inc. and First National Bank of Omaha (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated October 20, 2004).
- (p) Unconditional Guaranty for Payment and Performance with First National Bank of Omaha (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated October 20, 2004).
- (q) Registration Rights Agreement by and between the Company and Venator Merchant Fund, L.P. dated October 15, 2004 (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K dated October 20, 2004).
- (r) Form of Indemnification Agreement dated as of February 28, 2005 by and between Lynch Corporation and its executive officers (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on May 16, 2005).
- (s) Promissory Note made by Lynch Corporation to Venator Merchant Fund, L.P., dated May 12, 2005 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 16, 2005).
- (t) First Amendment to the Loan Agreement by and among M-Tron Industries, Inc., Piezo Technology, Inc. and First National Bank of Omaha, dated May 31, 2005 (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on July 6, 2005).
- (u) Letter Agreement, dated September 8, 2005, by and between Lynch Corporation and Venator Merchant Fund L.P. extending the maturity date of the promissory note in favor of Venator Merchant Fund L.P. (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 9, 2005).
- (v) Loan Agreement, by and among M-Tron Industries, Inc., Piezo Technology, Inc. and RBC Centura Bank, dated September 30, 2005 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 4, 2005).
- (w) Unconditional Guaranty for Payment by and between Lynch Corporation and RBC Centura Bank, dated September 30, 2005 (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 4, 2005).
- (x) Loan Agreement, by and among Lynch Corporation, Lynch Systems and Branch Bank and Trust Company, dated September 29, 2005, effective October 6, 2005 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K on October 11, 2005).
- (y) Guaranty Agreement for Payment and Performance by and between Lynch Corporation and Branch Bank and Trust Company, dated September 29, 2005, effective October 6, 2005 (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 11, 2005).

14 Amended and Restated Business Conduct Policy (incorporated by reference to Exhibit 14 to the Company's Form 10-K for the year ended December 31, 2004).

21 Subsidiaries of the Company (incorporated by reference to Exhibit 21 to the Company's Form 10-K for the year ended December 31, 2004).

23\* Consent of Independent Registered Public Accounting Firm - Ernst & Young

LLP.

31(a)\* Certification by Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31(b)\* Certification by Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32(a)\* Certification by Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32(b)\* Certification by Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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\* Filed herewith.

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The Exhibits listed above have been filed separately with the Securities and Exchange Commission in conjunction with this Annual Report on Form 10-K or have been incorporated by reference into this Annual Report on Form 10-K. Lynch Corporation will furnish to each of its shareholders a copy of any such Exhibit for a fee equal to Lynch Corporation's cost in furnishing such Exhibit. Requests should be addressed to the Office of the Secretary, Lynch Corporation, 140 Greenwich Ave, 4th Floor, Greenwich, Connecticut 06830.

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

LYNCH CORPORATION

March 28, 2006                      BY: /S/ JOHN C. FERRARA  
-----  
JOHN C. FERRARA  
CHIEF EXECUTIVE OFFICER  
(PRINCIPAL EXECUTIVE OFFICER)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated:

SIGNATURE	CAPACITY	DATE
/s/ JOHN C. FERRARA ----- JOHN C. FERRARA	Principal Executive Officer and Director	March 28, 2006
/s/ MARC GABELLI ----- MARC GABELLI	Chairman of the Board of Directors and Director	March 28, 2006
/s/ E. VAL CERUTTI ----- E. VAL CERUTTI	Director	March 28, 2006
/s/ AVRUM GRAY ----- AVRUM GRAY	Director	March 28, 2006
/s/ ANTHONY R. PUSTORINO ----- ANTHONY R. PUSTORINO	Director	March 28, 2006
/s/ EUGENE HYNES	Principal Financial and Accounting Officer	March 28, 2006

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and Board of Directors  
Lynch Corporation

We have audited the accompanying consolidated balance sheets of Lynch Corporation and subsidiaries as of December 31, 2005 and 2004, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2005. Our audits also included the financial statement schedules listed in the index at Item 15(a). These financial statements and schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Lynch Corporation and subsidiaries at December 31, 2005 and 2004 and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2005, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statements schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects, the information set forth therein.

/s/ ERNST & YOUNG LLP

Providence, Rhode Island  
March 20, 2006

LYNCH CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

(IN THOUSANDS, EXCEPT SHARE AMOUNTS)

DECEMBER 31,

2005      2004

ASSETS

Current Assets:



Manufacturing cost of sales	31,448	25,784	20,319	
Selling and administrative	13,407	10,163	8,482	
Litigation provision (Note 11)	150	775	--	
	-----			
OPERATING PROFIT (LOSS)	1,178	(2,888)	(832)	
Other income (expense):				
Investment income	608	15	534	
Interest expense	(847)	(360)	(282)	
Other income	62	7	763	
	-----			
	(177)	(338)	1,015	
	-----			
INCOME (LOSS) BEFORE INCOME TAXES		1,001	(3,226)	183
Benefit (Provision) for income taxes	209	(100)	(73)	
	-----			
NET INCOME (LOSS)	\$ 1,210	\$ (3,326)	\$ 110	
	=====			
Weighted average shares outstanding	1,647,577	1,524,863	1,497,900	
	-----			
Basic and diluted income (loss) per share	\$ 0.73	\$ (2.18)	\$ 0.07	
	=====			

SEE ACCOMPANYING NOTES TO CONSOLIDATING FINANCIAL STATEMENTS.

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LYNCH CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(IN THOUSANDS, EXCEPT SHARE DATA)

	SHARES OF COMMON STOCK OUTSTANDING	ADDITIONAL COMMON STOCK	ACCUMULATED PAID-IN CAPITAL	OTHER ACCUMULATED DEFICIT	COMPREHENSIVE INCOME (LOSS)	TREASURY STOCK	TOTAL
Balance at December 31, 2002	1,497,883	\$ 15	\$ 15,645	\$ (4,570)	\$ 302	\$ (458)	\$ 10,934
Comprehensive Income (Loss):							
Net income for year	--	--	110	--	110	--	
Other comprehensive loss	--	--	--	(11)	(11)	--	
Comprehensive Income					99		
	-----						
Balance at December 31, 2003	1,497,883	15	15,645	(4,460)	291	(458)	11,033
Comprehensive Income (Loss):							
Net loss for year	--	--	(3,326)	--	(3,326)	--	
Other comprehensive income	--	--	--	558	558	--	
Comprehensive Loss					(2,768)		
	-----						
Issuance of Common Stock to fund acquisition, net of fees of \$40,000	136,643	1	1,759	--	--	1,760	
Purchase of Treasury Stock	(2,400)	--	--	--	(32)	(32)	
	-----						
Balance at December 31, 2004	1,632,126	16	17,404	(7,786)	849	(490)	9,993
Comprehensive Income (Loss):							
Net income for year	--	--	1,210	--	1,210	--	
Other comprehensive loss	--	--	--	(14)	(14)	--	
	-----						
Comprehensive Income					1,196		
Issuance of Common Stock rights offering, net of fees of \$250,000	538,676	6	3,649	--	--	3,655	
Purchase of Treasury Stock	(16,100)	--	--	--	(156)	(156)	
	-----						
Balance at December 31, 2005	2,154,702	\$ 22	\$ 21,053	\$ (6,576)	\$ 835	\$ (646)	\$ 14,688

LYNCH CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(IN THOUSANDS)

YEARS ENDED DECEMBER 31,

	2005	2004	2003
--	------	------	------

## OPERATING ACTIVITIES

Net income (loss)	\$ 1,210	\$(3,326)	\$ 110
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation	1,398	980	982
Amortization of definite-lived intangible assets		111	187
(Gain) loss on disposal of fixed assets		(69)	47
Gain realized on sale of marketable securities		(567)	--
Lawsuit settlement provision		150	775
Deferred taxes	--	(6)	150
Other	--	--	(22)
Changes in operating assets and liabilities:			
Receivables	514	(1,505)	(2,273)
Inventories	807	(456)	503
Accounts payable and accrued liabilities		249	(198)
Other assets/liabilities	(1,520)	1,592	(1,385)
Net cash provided by (used in) operating activities		2,283	(1,910)

## INVESTING ACTIVITIES

Capital expenditures	(343)	(440)	(141)
Restricted cash	475	--	--
Acquisition, net of cash acquired (See Note 2)		--	(7,348)
Proceeds from sale of marketable securities		1,348	--
Proceeds from sale of fixed assets		307	--
Payment on margin liability on marketable securities		(1,236)	(300)
Purchase of marketable securities		--	(754)
Net cash provided by (used in) investing activities		551	(8,842)

## FINANCING

Net (repayments) borrowings of notes payable		(2,719)	3,581
Repayment of long-term debt		(758)	(972)
Proceeds from long-term debt		--	5,000
Issuance of common stock, net of fees		3,655	1,760
Purchase of treasury stock		(156)	(32)
Other	76	14	--
Net cash provided by (used in) financing activities		98	9,351
Increase (decrease) in cash and cash equivalents		2,932	(1,401)
Cash and cash equivalents at beginning of year		2,580	3,981
Cash and cash equivalents at end of year		\$ 5,512	\$ 2,580

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Interest Paid	\$ 772	\$ 343	\$ 282
	=====	=====	=====

SEE ACCOMPANYING NOTES TO CONSOLIDATING FINANCIAL STATEMENTS

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LYNCH CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2005

1. ACCOUNTING AND REPORTING POLICIES

ORGANIZATION

Lynch Corporation (the "Company" or "Lynch") is a diversified holding company with subsidiaries engaged in manufacturing primarily in the United States. The Company has three principal operating subsidiaries M-tron Industries, Inc. ("Mtron"), Piezo Technology, Inc. ("PTI") (acquired effective September 30, 2004) and Lynch Systems, Inc ("Lynch Systems"). The combined operations of Mtron and PTI are referred to herein as Mtron/PTI. Information on the Company's operations by segment and geographic area is included in Note 12 -- "Segment Information".

As of December 31, 2005, the Subsidiaries of the Company are as follows:

	OWNED BY LYNCH -----
Lynch Systems, Inc.....	100.0%
M-tron Industries, Inc.....	100.0%
M-tron Industries, Ltd.....	100.0%
Piezo Technology, Inc.....	100.0%
Piezo Technology India Private Ltd.....	99.9%

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Lynch Corporation and entities in which Lynch had majority voting control. All intercompany transactions and accounts have been eliminated in consolidation.

USES OF ESTIMATES

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

RECLASSIFICATIONS

Certain prior year amounts in the accompanying consolidated financial statements have been reclassified to conform to current year presentation.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of highly liquid investments with a maturity of less than three months when purchased.

At December 31, 2005 and 2004, assets of \$47,000 and \$145,000,

respectively, which are classified as cash and cash equivalents, are invested in United States Treasury money market funds for which affiliates of the Company serve as investment managers to the respective funds.

#### RESTRICTED CASH

At December 31, 2005 and 2004, the Company had \$650,000 and \$1,125,000, respectively, of restricted cash that secures a letter of credit issued to the Bank of Omaha as collateral for Mtron's loans. (See Note 4 to the Consolidated Financial Statements - "Notes Payable to Banks and Long-term Debt").

#### INVESTMENTS

Investments in marketable equity securities are classified as available for sale and are recorded at fair value as a component of other assets, pursuant to Statement of Financial Accounting Standards No. 115, "Accounting for Certain Investments in Debt and Equity Securities". Unrealized gains and losses on these securities, net of income taxes, are included in shareholders' equity as a component of accumulated other comprehensive income (loss). Investments in non-marketable equity securities are accounted for under either the cost or equity method of accounting. The Company periodically reviews investment securities for impairment based on criteria that include the duration of the market value decline. If a decline in the fair value of an investment security is judged to be other than temporary, the cost basis is written down to fair value with a charge to earnings.

The following is a summary of marketable securities (investments) held by the Company (in thousands):

EQUITY SECURITIES	GROSS UNREALIZED COST	GROSS UNREALIZED GAINS	ESTIMATED LOSSES	ESTIMATED FAIR VALUE
December 31, 2005	\$1,991	\$747	--	\$2,738
December 31, 2004	\$2,774	\$835	--	\$3,609

The Company has a margin liability against these investments of \$330,000 and \$1,566,000 as of December 31, 2005 and 2004, respectively, that must be settled upon the disposition of the related securities, whose fair value is based on quoted market prices.

#### ACCOUNTS RECEIVABLE

Accounts receivable on a consolidated basis consist principally of amounts due from both domestic and foreign customers. Credit is extended based on an evaluation of the customer's financial condition and collateral is not generally required except at Lynch Systems. In relation to export sales, the Company requires letters of credit supporting a significant portion of the sales price prior to production to limit exposure to credit risk. Certain credit sales are made to industries that are subject to cyclical economic changes. The Company maintains an allowance for doubtful accounts at a level that management believes is sufficient to cover potential credit losses.

The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its clients to make required payments. Estimates are based on historical collection experience, current trends, credit policy and relationship between accounts receivable and revenues. In determining these estimates, the Company examines historical write-offs of its receivables and reviews each client's account to identify any specific customer collection issues. If the financial condition of its customers were to deteriorate, resulting in an impairment of their ability to make payment, additional allowances may be required. The Company's failure to accurately estimate the losses for doubtful accounts and ensure that payments are received on a timely basis could have a material adverse effect on its business, financial condition, and results of operations.

Property, plant and equipment are recorded at cost less accumulated depreciation and include expenditures for additions and major improvements. Maintenance and repairs are charged to operations as incurred. Depreciation is computed for financial reporting purposes using the straight-line method over the estimated useful lives of the assets, which range from 5 years to 35 years for buildings and improvements, and for 3 to 10 years for other fixed assets.

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Property, plant, and equipment are periodically reviewed for indicators of impairment. If any such indicators were noted, the Company would assess the appropriateness of the assets' carrying value and record any impairment at that time.

#### REVENUE RECOGNITION

Revenues, with the exception of certain long-term contracts discussed below, are recognized upon shipment when title passes. Shipping costs are included in manufacturing cost of sales.

#### ACCOUNTING FOR LONG-TERM CONTRACTS

Lynch Systems is engaged in the manufacture and marketing of glass-forming machines and specialized manufacturing machines. Certain sales contracts require an advance payment (usually 30% of the contract price) which is accounted for as a customer advance. The contractual sales prices are paid either (i) as the manufacturing process reaches specified levels of completion or (ii) based on the shipment date. Guarantees by letter of credit from a qualifying financial institution are generally required for most sales contracts. Because of the specialized nature of these machines and the period of time needed to complete production and shipping, Lynch Systems accounts for these contracts using the percentage-of-completion accounting method as costs are incurred compared to total estimated project costs (cost to cost basis). At December 31, 2005 and 2004, unbilled accounts receivable were \$902,000 and \$2,507,000, respectively.

The percentage of completion method is used since reasonably dependable estimates of the revenues and costs applicable to various stages of a contract can be made, based on historical experience and milestones set in the contract. Financial management maintains contact with project managers to discuss the status of the projects and, for fixed-price engagements, financial management is updated on the budgeted costs and required resources to complete the project. These budgets are then used to calculate revenue recognition and to estimate the anticipated income or loss on the project. In the past, the Company has occasionally been required to commit unanticipated additional resources to complete projects, which has resulted in lower than anticipated profitability or losses on those contracts. The Company may experience similar situations in the future. Provisions for estimated losses on contracts are made during the period in which such losses become probable and can be reasonably estimated. To date, such losses have not been significant.

#### WARRANTY EXPENSE

Lynch Systems provides a full warranty to worldwide customers who acquire machines. The warranty covers both parts and labor and normally covers a period of one year or thirteen months. Based upon historical experience, the Company provides for estimated warranty costs based upon three to five percent of the selling price of the machine. The Company periodically assesses the adequacy of the reserve and adjusts the amounts as necessary.

(IN THOUSANDS)

Balance, January 1, 2004	\$ 585
Warranties issued during the year	369
Settlements made during the year	(460)
Changes in liabilities for pre-existing warranties during the year, including expirations	(28)

Balance, December 31, 2004	-----	466
Warranties issued during the year		186
Settlements made during the year		(282)
Changes in liabilities for pre-existing warranties during the year, including expirations		(13)
	-----	
Balance, December 31, 2005		\$ 357
	=====	

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## RESEARCH AND DEVELOPMENT COSTS

Research and development costs are charged to operations as incurred. Such costs were \$2,505,000, \$1,193,000 and \$745,000 in 2005, 2004, and 2003, respectively.

## ADVERTISING EXPENSE

Advertising costs are charged to operations as incurred. Such costs were \$181,000, \$183,000 and \$136,000, in 2005, 2004 and 2003, respectively.

## EARNINGS PER SHARE AND STOCK BASED COMPENSATION

The Company's basic and diluted earnings per share are equivalent, as the Company has no dilutive securities.

At December 31, 2005, the Company has a stock-based employee compensation plan that is described in Note 6 to the Consolidated Financial Statements - "Stock Option Plans". The Company accounts for the plan under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations. No stock-based employee compensation cost is reflected in net income, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant. The Company provides pro forma disclosures of the compensation expense determined under the fair value provisions of Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation."

For purposes of pro forma disclosures, the estimated fair value of the options is amortized to expense over the options' vesting period. The Company's pro forma information follows:

	(IN THOUSANDS EXCEPT PER SHARE INFORMATION)		
	----- DECEMBER 31, -----		
	2005	2004	2003
	-----	-----	-----
Net (loss) income as reported	\$ 1,210	\$ (3,326)	\$ 110
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effect	--	(52)	(154)
Pro forma net (loss) income	\$ 1,210	\$ (3,378)	\$ (44)
	=====	=====	=====

Basic and diluted (loss) earnings per share:

As reported	\$ 0.73	\$ (2.18)	\$ 0.07
Pro forma	\$ 0.73	\$ (2.22)	\$ (0.03)

## OTHER COMPREHENSIVE INCOME (LOSS)

Other comprehensive income (loss) includes the changes in fair value of investments classified as available for sale, the changes in fair values of

derivatives designated as cash flow hedges and translation adjustments.

## CONCENTRATION OF CREDIT RISK

In 2005, an electronics manufacturing services company accounted for approximately 14% of Mtron/PTI's revenues, compared to approximately 18% for Mtron/PTI's largest customer in 2004. No other customer accounted for more than 10% of its 2005 revenues. Sales to its ten largest customers accounted for approximately 63% of revenues in 2005, compared to approximately 48% and 40% of revenues for 2004 and 2003, respectively.

Lynch Systems' sales to its ten largest customers accounted for approximately 79% and 80% of its revenues in 2005 and 2004, respectively. Lynch Systems' sales to its largest customer accounted for approximately 46%, 36% and

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27% of its revenues in 2005, 2004 and 2003, respectively. If a significant customer reduces, delays or cancels its orders for any reason, the business and results of operations of Lynch Systems would be negatively affected.

In 2005, approximately 14% of Mtron/PTI's revenue was attributable to finished products that were manufactured by an independent contract manufacturer located in both Korea and China. We expect this manufacturer to account for a smaller but substantial portion of Mtron/PTI's revenues in 2006 and a material portion of Mtron/PTI's revenues for the next several years. Mtron/PTI does not have a written, long-term supply contract with this manufacturer. If this manufacturer becomes unable to provide products in the quantities needed, or at acceptable prices, Mtron/PTI would have to identify and qualify acceptable replacement manufacturers or manufacture the products internally. Due to specific product knowledge and process capability, Mtron/PTI could encounter difficulties in locating, qualifying and entering into arrangements with replacement manufacturers. As a result, a reduction in the production capability or financial viability of this manufacturer, or a termination of, or significant interruption in, Mtron/PTI's relationship with this manufacturer, may adversely affect Mtron/PTI's results of operations and our financial condition.

## SEGMENT INFORMATION

The Company reports segment information in accordance with Statement of Financial Accounting Standards No. 131, "Disclosures About Segments of an Enterprise and Related Information" ("SFAS 131"). SFAS 131 requires companies to report financial and descriptive information for each operating segment based on management's internal organizational decision-making structure. See Note 12 to the Consolidated Financial Statements - "Segment Information" - for the detailed presentation of business segments.

## IMPAIRMENTS OF LONG-LIVED ASSETS

Long-lived assets, including intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Management assesses the recoverability of the cost of the assets based on a review of projected undiscounted cash flows. In the event an impairment loss is identified, it is recognized based on the amount by which the carrying value exceeds the estimated fair value of the long-lived asset. If an asset is held for sale, management reviews its estimated fair value less cost to sell. Fair value is determined using pertinent market information, including appraisals or broker's estimates, and/or projected discounted cash flows.

## FINANCIAL INSTRUMENTS

Cash and cash equivalents, trade accounts receivable, short-term borrowings, trade accounts payable and accrued liabilities are carried at cost which approximates fair value due to the short-term maturity of these instruments. The carrying amount of the Company's borrowings under its revolving lines of credit approximates fair value, as the obligations bear interest at a floating rate. The fair value of other long-term obligations approximates cost

based on borrowing rates for similar instruments.

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash, investments and trade accounts receivable.

The Company maintains cash and cash equivalents and short-term investments with various financial institutions. These financial institutions are located throughout the country and the Company's policy is designed to limit exposure to any one institution. The Company performs periodic evaluations of the relative credit standing of those financial institutions that are considered in the Company's investment strategy. Other than certain accounts receivable, the Company does not require collateral on these financial instruments.

## GUARANTEES

The Company presently guarantees (unsecured) the SunTrust Bank and BB&T loans of Lynch Systems. As of December 31, 2005, there were no obligations to SunTrust Bank or BB&T. The Company also presently guarantees (unsecured) the RBC loan of Mtron/PTI. As of December 31, 2005, there were no obligations to the RBC

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Centura Bank. The Company has guaranteed to First National Bank of Omaha the payment and performance of Mtron's obligations under the Loan Agreement and ancillary agreements and instruments and has guaranteed a Letter of Credit issued to the First National Bank of Omaha on behalf of its subsidiary, Mtron (see Note 4 to the Consolidated Financial Statements - "Notes Payable to Banks and Long-term Debt"). These guarantees are subject only to the disclosure requirements of the Financial Accounting Standards Board Interpretation No. 45 "Guarantors Accounting and Disclosure Requirements for Guarantors, Including Indirect Guarantees of Indebtedness of Others". As of December 31, 2005, the \$650,000 Letter of Credit issued by Bank of America to The First National Bank of Omaha was secured by a \$650,000 deposit at Bank of America. (See "Restricted Cash" included in Note 1 to the Consolidated Financial Statements.)

There are no other financial, performance, indirect guarantees or indemnification agreements.

## RECENT ISSUED ACCOUNTING PRONOUNCEMENTS

In December 2004, the FASB issued SFAS No. 123 (Revised 2004), "Share-Based Payment" ("SFAS 123-R"), which replaces SFAS No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123") and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees." SFAS 123-R requires companies to measure compensation costs for share-based payments to employees, including stock options, at fair value and expense such compensation over the service period beginning with the first interim or annual period after June 15, 2005. The pro forma disclosures previously permitted under SFAS 123 will no longer be an alternative to financial statement recognition. The Company is required to adopt SFAS 123-R beginning January 1, 2006. Under SFAS 123-R, companies must determine the appropriate fair value model to be used for valuing share-based payments, the amortization method for compensation cost and the transition method to be used at date of adoption. The transition methods include prospective and retroactive adoption options. Since the Company currently has no unvested stock options outstanding, the impact of adopting SFAS 123-R will have no current effect on the Company's financial results.

In November 2004, the FASB issued SFAS No. 151, "Inventory Costs, an amendment of Accounting Research Bulletin No. 43, Chapter 4". The amendments made by SFAS No. 151 clarify that abnormal amounts of idle facility expense, freight handling costs and waste materials (spoilage) should be recognized as current period charges and require the allocation of fixed production overheads to inventory based on the normal capacity of the production facilities. SFAS No. 151 is the result of a broader effort by the FASB to improve the comparability of cross-border financial reporting by working with the International Accounting Standards Board toward development of a single set of high-quality accounting standards. The guidance is effective for inventory costs incurred during fiscal

years beginning after June 15, 2005. The adoption of SFAS No. 151 is not expected to have a material effect on our consolidated financial position or results of operations.

In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections - a Replacement of APB Opinion No. 20 and FASB No. 3." SFAS No. 154 applies to all voluntary changes in accounting principles and requires retrospective application to prior periods' financial statements of changes in accounting principles, unless it is impracticable. SFAS No. 154 requires that a change in depreciation, amortization, or depletion method for long lived, nonfinancial assets be accounted for as a change of estimate affected by a change in accounting principles. SFAS No. 154 also carries forward without change the guidance in APB Opinion No. 20 with respect to accounting for changes in accounting estimates, changes in the reporting unit and correction of an error in previously issued financial statements. We are required to adopt SFAS No. 154 for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The adoption of SFAS No. 154 is not expected to have a material effect on our consolidated financial position or results of operations.

## 2. ACQUISITIONS

On October 15, 2004, the Company acquired, through its wholly-owned subsidiary, Mtron, 100% of the common stock of PTI. The acquisition was effective September 30, 2004. PTI manufactures and markets high-end oscillators, crystals, resonators and filters used in electronic and communications systems. The purchase price was approximately \$8,736,000 (before deducting cash acquired, and before adding acquisition costs and transaction fees). The Company funded the purchase price by (a) new notes payable and long-term debt of \$6,936,000 and

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(b) proceeds of \$1,800,000 received from the sale of Lynch Stock to Venator Merchant Fund ("Venator"), which is controlled by the Company's Chairman, Marc Gabelli.

The following is the allocation of the purchase price to the estimated fair value of assets acquired and liabilities assumed for the PTI acquisition. The allocation is based on management's estimates, including the valuation of the fixed and intangible assets by independent third-party appraisers.

(IN THOUSANDS)

### ASSETS:

Cash.....	\$	1,389	
Accounts receivable.....		1,565	
Inventories.....		2,485	
Prepaid expenses and other current assets.....			853
Property and equipment.....		4,871	
Intangible assets.....		688	
Other assets.....		54	
		-----	
Total assets acquired.....		11,905	
		-----	

### LIABILITIES:

Accounts payable.....		556	
Accrued expenses.....		1,468	
Debt assumed by the Company.....			1,145
		-----	
Total liabilities assumed.....		3,169	
		-----	
Net assets acquired.....	\$	8,736	
		=====	

The fair market value of net assets acquired in the PTI acquisition exceeded the purchase price, resulting in negative goodwill of approximately \$4,800,000. In accordance with Statement of Financial Accounting Standards No.

141 "Accounting for Business Combinations", this negative goodwill was allocated back to PTI's non-current assets, resulting in a write-down in the fair market value initially assigned to property and equipment and intangible assets. The adjusted intangible assets of \$688,000 consist of customer relationships, trade name and funded technologies, and were determined to have definite lives that range from two to ten years.

### 3. INVENTORIES

Inventories are stated at the lower of cost or market value. Inventories valued using the last-in, first-out (LIFO) method comprised approximately 52% and 47% of consolidated inventories at December 31, 2005 and 2004, respectively. The balance of inventories at December 31, 2005 and 2004 are valued using the first-in-first-out (FIFO) method.

	DECEMBER 31,	
	-----	-----
	2005	2004
	-----	-----
	(IN THOUSANDS)	
Raw materials and supplies.....	\$ 2,817	\$ 2,308
Work in progress.....	2,232	3,763
Finished goods.....	1,996	1,781
	-----	-----
Total.....	\$ 7,045	\$ 7,852
	=====	=====

Current cost exceeded the LIFO value of inventories by \$1,075,000 and \$1,110,000 at December 31, 2005 and 2004, respectively.

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### 4. NOTES PAYABLE TO BANKS AND LONG-TERM DEBT

Notes payable to banks and long-term debt consists of:

	DECEMBER 31,	
	-----	-----
	2005	2004
	----	----
	(IN THOUSANDS)	
Notes payable:		
Mtron bank revolving loan (First National Bank of Omaha) at variable interest rates (greater of prime or 4.5%; 7.25% at December 31, 2005), due May 2006	\$ 2,082	\$ 3,557
Lynch Systems working capital revolving loan (BB&T) at variable interest rates, (One Month LIBOR + 2.75%), due October 2006	756	--
Lynch Systems working capital revolving loan (SunTrust) at variable interest rates, (LIBOR + 2%)	--	2,000
	-----	-----
	\$ 2,838	\$ 5,557
	=====	=====

Long-term debt:

Lynch Systems term loan (SunTrust) at a fixed interest rate of 6.5% at December 31, 2005, due March 2006	\$ 378	\$ 427
Mtron term loan (RBC) due October 2010. The Company entered into a five-year interest rate swap to hedge the variable interest rate volatility. Under the terms of the interest rate swap the variable interest Term Loan will be essentially converted to a 7.51% fixed rate loan.	3,030	--
Mtron term loan (First National Bank of Omaha) at variable interest rates (greater of prime plus 50 basis points or 4.5%; 7.75% at December 31, 2005), due October 2007	1,612	1,943
Mtron commercial bank term loan at variable interest rates (7.75% at December 31, 2005), due April 2007	456	686
Yankton Area Progressive Growth loan, repaid in 2005	-	50
South Dakota Board of Economic Development at a fixed rate of 3%, due December 2007	262	273
Yankton Areawide Business Council loan at a fixed interest rate of 5.5%, due November 2007	74	83

Mtron bridge loan (First National Bank of Omaha), repaid in 2005	-	3,000
Rice University Promissory Note at a fixed interest rate of 4.5%, due August 2009	275	345
Smythe Estate Promissory Note at a fixed interest rate of 4.5% due August 2009	159	197
	-----	-----
	6,246	7,004
Current maturities	(1,215)	(3,842)
	-----	-----
	\$ 5,031	\$ 3,162
	=====	=====

Lynch Systems and Mtron/PTI maintain their own short-term line of credit facilities. In general, the credit facilities are secured by property, plant and equipment, inventory, receivables and common stock of certain subsidiaries and contain certain covenants restricting distributions to the Company. The Lynch Systems credit facility includes an unsecured parent Company guarantee. Mtron/PTI's credit facility includes an unsecured parent Company guarantee and is supported by a \$650,000 Letter of Credit that is secured by a \$650,000 deposit at Bank of America.

The Company is in compliance with all financial covenants at December 31, 2005.

On June 30, 2005, Mtron/PTI renewed its credit agreement with First National Bank of Omaha extending the due date to May 31, 2006. At December 31, 2005, Mtron/PTI's short-term credit facility totals \$5,500,000, of which \$3,418,000 was available under the line of credit.

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Effective October 6, 2005, Lynch Systems entered into a loan agreement (the "BB&T Loan Agreement") with Branch Banking and Trust Company ("BB&T"). The BB&T Loan Agreement provides for a line of credit in the maximum principal amount of \$3,500,000. At December 31, 2005, there were outstanding Letters of Credit of \$398,000 and \$1,909,000 was available under the line of credit. This line of credit replaces the working capital revolving loan that Lynch Systems had with SunTrust Bank, which loan expired by its terms on September 30, 2005. Borrowings under the BB&T Loan Agreement bear interest at the One Month LIBOR Rate plus 2.75% and accrued interest is payable on a monthly basis, with the principal balance due to be paid on the first anniversary of the Loan Agreement.

The BB&T Loan Agreement contains a variety of affirmative and negative covenants of types customary in an asset-based lending facility, including those relating to reporting requirements, maintenance of records, properties and corporate existence, compliance with laws, incurrence of other indebtedness and liens, restrictions on certain payments and transactions and extraordinary corporate events. The BB&T Loan Agreement also contains financial covenants relating to maintenance of levels of minimal tangible net worth, a debt to worth ratio, and restricting the amount of capital expenditures. In addition, the BB&T Loan Agreement provides that the following will constitute events of default thereunder, subject to certain grace periods: (i) payment defaults; (ii) failure to meet reporting requirements; (iii) breach of other obligations under the BB&T Loan Agreement; (iv) default with respect to other material indebtedness; (v) final judgment for a material amount not discharged or stayed; and (vi) bankruptcy or insolvency.

During 2005, the Company executed various amendments and extensions with one of Lynch Systems' commercial lenders, SunTrust. As a result, certain required repayments were made on amounts owed to SunTrust, and the expiring working capital loan was not renewed. Additionally it was agreed that the Company's remaining obligation to SunTrust, a \$378,000 term note would be payable on March 1, 2006. This amount was repaid in full in February 2006.

On September 30, 2005, Mtron/PTI entered into a Loan Agreement with RBC Centura Bank ("RBC"). The Loan Agreement provides for a loan in the amount of \$3,040,000 (the "RBC Term Loan"), the proceeds of which were used to pay off the \$3,000,000 bridge loan with First National Bank of Omaha which had been due

October 2005. The RBC Term Loan bears interest at LIBOR Base Rate plus 2.75% and is to be repaid in monthly installments based on a twenty year amortization, with the then remaining principal balance to be paid on the fifth anniversary. The RBC Term Loan is secured by a mortgage on PTI's premises. In connection with this RBC Term Loan, Mtron/PTI entered into a five-year interest rate swap to hedge the variable interest rate volatility. Under the terms of the interest rate swap, the variable interest rate RBC Term Loan will be essentially converted to a 7.51% fixed rate loan. The Company has designated this swap as a cash flow hedge in accordance with FASB 133 "Accounting for Derivative Instruments and Hedging Activities". The fair value of the interest rate swap at December 31, 2005 is \$1,563 which is included in other accrued liabilities on the balance sheet. The charge is reflected within other comprehensive income, net of tax.

In connection with the completion of the acquisition of PTI, on October 14, 2004, Mtron and PTI, each wholly-owned subsidiaries of Lynch Corporation, entered into a Loan Agreement with First National Bank of Omaha. The Loan Agreement provided for loans in the amounts of \$2,000,000 (the "Term Loan") and \$3,000,000 (the "Bridge Loan"), together with a \$5,500,000 Revolving Line of Credit (the "Revolving Loan"). The Term Loan bears interest at the greater of prime rate plus 50 basis points, or 4.5%, and is to be repaid in monthly installments of \$37,514, with the then remaining principal balance plus accrued interest to be paid on the third anniversary of the Loan Agreement. The Bridge Loan was repaid in 2005 from proceeds received from the RBC Term Loan. The Revolving Loan was renewed on June 30, 2005 as previously discussed. The Loan Agreement contains a variety of affirmative and negative covenants of types customary in an asset-based lending facility. The Loan Agreement also contains financial covenants relating to maintenance of levels of minimal tangible net worth and working capital, and current, leverage and fixed charge ratios, restricting the amount of capital expenditures.

On May 12, 2005, Venator Merchant Fund, L.P. ("Venator") made a loan to Lynch Corporation in the amount of \$700,000 due September 11, 2005 or within seven days after demand by Venator. Venator is an investment limited partnership controlled by Lynch's Chairman of the Board, Marc Gabelli. On September 8, 2005, Lynch Corporation entered into a Letter Agreement extending the maturity date

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this Note to November 10, 2005 or within seven days after demand by Venator. The loan was approved by the Audit Committee of the Board of Directors of Lynch. This loan was repaid in full in December, 2005, including interest of \$30,000.

The Company has guaranteed a letter of credit issued to the First National Bank of Omaha on behalf of its subsidiary, Mtron Industries, Inc. As of December 31, 2005, the \$650,000 letter of credit issued by Bank of America to The First National Bank of Omaha was secured by a \$650,000 deposit at Bank of America. The Company's outstanding letter of credit was reduced from \$1,000,000 to \$650,000 during 2005.

Both Mtron/PTI and Lynch Systems intend to renew the credit agreements that expire on May 31 and October 1, 2006, respectively, with their incumbent lenders.

Aggregate principal maturities of long-term debt for each of the next five years are as follows: 2006 - \$1,215,000; 2007 - \$1,932,000; 2008 - \$198,000; 2009 - \$167,000; and \$2,735,000 in 2010.

## 5. RELATED PARTY TRANSACTIONS

### TRANSACTIONS WITH CERTAIN AFFILIATED PERSONS

On May 12, 2005, Venator Merchant Fund, L.P. ("Venator") made a loan to Lynch Corporation in the amount of \$700,000 due September 11, 2005 or within seven days after demand by Venator. Venator is an investment limited partnership controlled by Lynch's Chairman of the Board, Marc Gabelli. On September 8, 2005, Lynch Corporation entered into a Letter Agreement extending the maturity date of this Note to November 10, 2005 or within seven days after demand by Venator. The

loan was approved by the Audit Committee of the Board of Directors of Lynch. This loan was repaid in full in December, 2005, including interest of \$30,000.

Prior to the Company's move to Greenwich, Connecticut, the principal executive offices were located in Providence, Rhode Island and shared with Avtek Inc. ("Avtek") a private holding company which until November 27, 2002, was co-owned by Mr. Papitto, the Company's former Chairman and Chief Executive Officer, and Mr. Mario Gabelli, the Company's former Vice Chairman. During the period August, 2001 through November 2004, Avtek and the Company have shared certain occupancy and salary expenses of individuals who performed services for both the Company and Avtek. The Company's paid share of such occupancy and salary costs for 2004 was \$433,625.

## 6. STOCK OPTION PLANS

On May 26, 2005, the Company's shareholders approved amendments to the 2001 Equity Incentive Plan to increase the total number of shares of the Company's Common Stock available for issuance from 300,000 to 600,000 shares and to add provisions that require terms and conditions of awards to comply with section 409A of the Internal Revenue Code of 1986. Also on May 26, 2005, the Company granted options to purchase 120,000 shares of Company common stock to certain employees and directors of the Company at \$13.17 per share. These options were vested in 2005, were anti-dilutive and have lives of five years. As of December 31, 2005, options to purchase 300,000 shares are outstanding and fully vested.

Pro forma information regarding net income and earnings per share is required by SFAS 123, which requires that the information be determined as if the Company has accounted for its employee stock options under the fair value method of that Statement. The fair value for these options was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions: risk-free interest rate of 5.3%; dividend yield of 0.0%; volatility factors of the expected market price of the Company's common stock of .49 and weighted-average expected life of the option of 10 years. See Note 1 to the Consolidated Financial Statements - "Basis of Presentation".

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## 7. SHAREHOLDERS' EQUITY

In December 2005, the Company completed its rights offering. The fully subscribed rights offering resulted in the issuance of 538,676 additional shares of common stock for proceeds to the Company of approximately \$3,655,000, net of \$250,000 in fees. The offering granted holders of the Company's common stock transferable subscription rights to purchase shares of the Company's common stock at a subscription price of \$7.25 per share.

Under the terms of the offering, holders of the Company's common stock were entitled to one transferable subscription right for each share of common stock held on the record date, November 9, 2005. Every three such rights entitled the shareholder to subscribe for one common share at a subscription price of \$7.25 per share. The rights were transferable and contained an oversubscription privilege.

The Board of Directors previously authorized the purchase of up to 50,000 shares of Common Stock. During 2005 the Company purchased 16,100 shares of Common Stock at an average price of \$9.67 per share. During 2004 the Company purchased 2,400 shares of Common Stock at an average price of \$13.38 per share. There were no purchases in 2003.

Both Mtron and Lynch Systems have plans that provided certain former shareholders with Stock Appreciation Rights (SAR's). These SAR's are fully vested and expire at the earlier of certain defined events or 2008 to 2010. These SAR's provide the participants a certain percentage, ranging from 1-5%, of the increase in the defined value of Mtron and Lynch Systems, respectively. Vested amounts are payable at the holder's option in cash or equivalent amount of Mtron or Lynch Systems stock. Expense related to the SAR's was \$18,000, \$0 and \$70,000, in 2005, 2004 and 2003 respectively. During the year ended December 31, 2004, the Company paid out the entire SAR liability that had been accrued at December 31, 2003. There is SAR liability at December 31, 2005 of \$18,000.

## 8. INCOME TAXES

The Company files consolidated federal income tax returns, which includes all subsidiaries.

The Company has a \$2,404,000 net operating loss ("NOL") carry-forward as of December 31, 2005. This NOL expires through 2024 if not utilized prior to that date. The Company has research and development credit carry-forwards of approximately \$357,000 at December 31, 2005 that can be used to reduce future income tax liabilities and expire principally between 2020 and 2024. In addition, the Company has foreign tax credit carry-forwards of approximately \$169,000 at December 31, 2005 that are available to reduce future U.S. income tax liabilities subject to certain limitations. These foreign tax credit carry-forwards expire at various times through 2015.

Deferred income taxes for 2005 and 2004 provided for the temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities. Cumulative temporary differences and carry-forwards at December 31, 2005 and 2004 are as follows:

	DECEMBER 31, 2005		DECEMBER 31, 2004	
	-----		-----	
	DEFERRED TAX	DEFERRED TAX	DEFERRED TAX	DEFERRED TAX
	ASSET	LIABILITY	ASSET	LIABILITY
	-----		-----	
	(IN THOUSANDS)			
Inventory reserve.....	\$ 601	\$ --	\$ 730	\$ --
Fixed assets.....	--	1,448	--	1,729
Other reserves and accruals.....		2,163	--	1,509
Other.....	--	547	--	253
Tax loss and other credit carry-forwards.....		1,554	--	1,924
	-----	-----	-----	-----
Total deferred income taxes.....	4,318	1,995	4,163	1,982
			=====	
Valuation allowance.....	(2,212)		(2,070)	
	-----	-----		
	\$2,106	\$2,093		
	=====	=====		

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At December 31, 2005, the net deferred tax asset of \$111,000 presented in the Company's balance sheet is comprised of deferred tax assets of \$2,106,000 offset by deferred tax liabilities of \$1,995,000. At December 31, 2004, the net deferred tax asset of \$111,000 presented in the Company's balance sheet is comprised of deferred tax assets of \$2,093,000 offset by deferred tax liabilities of \$1,982,000. The carrying value of the Company's net deferred tax asset at December 31, 2005 and December 31, 2004 of \$111,000 is equal to the amount of the Company's carry-forward alternative minimum tax ("AMT") at that date. These AMT credits do not expire.

The provision (benefit) for income taxes from continuing operations is summarized as follows:

	2005	2004	2003
	----	----	----
	(IN THOUSANDS)		
Current:			
Federal.....	\$ (484)	\$ --	\$(150)
State and local.....	91	24	--
Foreign.....	184	82	73
	-----	-----	-----
Total Current.....	(209)	106	(77)
	-----	-----	-----

Deferred:			
Federal.....	--	--	150
State and local.....	--	(6)	--
	-----	-----	-----
Total Deferred.....	--	(6)	150
	-----	-----	-----
	\$ (209)	\$ 100	\$ 73
	=====	=====	=====

A reconciliation of the provision (benefit) for income taxes from continuing operations and the amount computed by applying the statutory federal income tax rate to income before income taxes, minority interest and extraordinary item:

	2005	2004	2003
	-----	-----	-----
	(IN THOUSANDS)		
Tax (benefit) at statutory rate.....	\$ 340	\$ (1,097)	\$ 62
Foreign tax rate differential.....	(40)	(87)	(81)
State and local taxes, net of federal benefit.....	61	5	--
Foreign export sales benefit.....	(17)	(66)	(54)
Change in tax reserves.....	(484)	--	--
Valuation allowance.....	(178)	1,245	139
Other.....	109	100	7
	-----	-----	-----
	\$ (209)	\$ 100	\$ 73
	=====	=====	=====

The income tax benefit for the year period ended December 31, 2005 included federal, as well as state, local, and foreign taxes offset by provisions made for certain net operating loss carry-forwards that may not be fully realized. The income tax benefit also includes a non-recurring reduction to an income tax reserve of \$716,000 in the third quarter 2005, which was originally provided for during 2001. The tax reserve was increased in the fourth quarter of 2005 by a net \$232,000 provision for federal and state tax reserves identified in that period.

Profit before income taxes from foreign operations was \$1,169,000, \$499,000 and \$452,000 in 2005, 2004, and 2003 respectively. At December 31, 2005, U.S. income taxes have been provided on approximately \$2,430,000 of earnings of the Company's foreign subsidiaries because these earnings are not considered to be indefinitely reinvested.

Federal, state and foreign income tax payments were \$202,000, \$83,000 and \$261,000 for the years 2005, 2004 and 2003, respectively. Income tax recoveries were \$532,000 in 2003 for tax loss carry-backs.

The valuation allowance increased from \$2,070,000 in 2004 to \$2,212,000 at December 31, 2005.

## 9. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Total comprehensive income was \$1,196,000 in the year ended December 31, 2005, including "other" comprehensive loss of \$88,000 for unrealized losses on available for sale securities, \$75,000 of currency translation associated with PTI's foreign subsidiary, as well as \$1,000, the fair value of the interest rate swap at December 31, 2005, net of tax.

Total comprehensive loss was \$2,768,000 in the year ended December 31, 2004, including "other" comprehensive income of \$544,000 for unrealized gains on available for sale securities and \$14,000 of currency translation associated with PTI's foreign subsidiary.

Total comprehensive income was \$99,000 in the year ended December 31, 2003, including "other" comprehensive loss of \$11,000 for unrealized losses on

available for sale securities.

The components of accumulated other comprehensive income, net of related tax, at December 31, 2005, 2004, and 2003 are as follows:

	DECEMBER 31,		
	2005	2004	2003
	(IN THOUSANDS)		
Balance beginning of year.....	\$ 849	\$ 291	\$ 302
Foreign currency translation.....	75	14	--
Deferred loss on hedge contract.....	(1)	--	--
Unrealized (loss ) gain on available for-sale securities..	(88)	544	(11)
Accumulated other comprehensive income.....	\$ 835	\$ 849	\$ 291

#### 10. EMPLOYEE BENEFIT PLANS

The Company, through its operating subsidiaries, has several defined contribution plans for eligible employees. The following table sets forth the consolidated expenses for these plans:

	DECEMBER 31,		
	2005	2004	2003
	(IN THOUSANDS)		
Defined contribution total.....	\$ 187	\$ 90	\$ 48

Under the Lynch Systems and Mtron defined contribution plan, the Company contributes up to a maximum of 62.5 percent of participants' contributions that do not exceed \$800 per participant in the plan year. The Company contribution occurs at the end of the plan year and the participant is immediately vested in the employers' contribution. Under the PTI defined contribution plan, the Company contributes 50 percent of the first 6% of eligible compensation contributed by participants.

#### 11. COMMITMENTS AND CONTINGENCIES

In the normal course of business, subsidiaries of the Company are defendants in certain product liability, worker claims and other litigation in which the amounts being sought may exceed insurance coverage levels. The resolution of these matters is not expected to have a material adverse effect on the Company's financial condition or operations. The Company and/or one or more of its subsidiaries are parties to the following additional legal proceedings:

IN RE: SPINNAKER COATING, INC., DEBTOR/PACE LOCAL 1-1069 V. SPINNAKER COATING, INC., AND LYNCH CORPORATION, U.S. BANKRUPTCY COURT, DISTRICT OF MAINE, CHAPTER

11, ADV. PRO. NO. 02-2007, AND PACE LOCAL 1-1069 V. LYNCH CORPORATION AND LYNCH SYSTEMS, INC. CUMBERLAND COUNTY SUPERIOR COURT, CV-2001-00352

On or about June 26, 2001, in anticipation of the July 15, 2001 closure of Spinnaker's Westbrook, Maine facility, Plaintiff PACE Local 1-1069 ("PACE") filed a three count complaint in Cumberland County Superior Court, CV-2001-00352 naming the following Defendants: Spinnaker Industries, Inc., Spinnaker Coating, Inc., and Spinnaker Coating-Maine, Inc. (collectively, the "Spinnaker Entities") and the Company. The complaint alleged that under Maine's Severance Pay Act both the Spinnaker Entities and the Company would be liable to pay approximately

\$1,166,000 severance pay under Maine's Severance Pay Act in connection with the plant closure. Subsequently, the Spinnaker Entities filed for relief under Chapter 11 of the Bankruptcy Code and the action proceeded against the Company on the issue of whether the Company has liability to PACE's members under the Maine Severance Pay Act.

In 2002, both PACE and the Company moved for summary judgment in the action. On July 28, 2003, the Court issued an order denying the Company's motion, finding that there remained a disputed issue of material fact regarding one of the Company's primary defenses. The Court granted partial summary judgment in favor of PACE to the extent that the Court found that the Company was the Spinnaker Entities "parent corporation" and, therefore, the Company was an "employer" subject to potential liability under Maine's Severance Pay Act.

On November 3, 2004, the Superior Court held that the Spinnaker Entities' bankruptcy did not prevent the award of severance pay under the statute. The Superior Court granted summary judgment to PACE on the second count of its complaint based on its earlier ruling that the Company was the parent corporation of the Spinnaker Entities. The Court also issued a separate order that related to the calculation of damages, largely agreeing with the Company on the appropriate method of calculating damages and awarded PACE \$653,018 (subsequently modified to \$656,020) in severance pay, which is approximately one-half the amount claimed by PACE. The Superior Court rejected PACE's claim for pre-judgment interest, but granted its request for attorney fees.

Both PACE and the Company appealed to the Maine Supreme Judicial Court. The parties filed written briefs during April and May 2005 and made oral arguments to the Supreme Court on September 13, 2005. On January 13, 2006, before the Supreme Court issued its decision, the Company and PACE agreed to settle the case. The settlement includes payment of a total of \$800,000 to resolve the claims of 67 workers who lost their jobs in 2001. The parties also withdrew their respective appeals pending in the Supreme Court and, therefore, no decision was ever issued by the Court.

#### QUI TAM LAWSUIT

The Company, Lynch Interactive and numerous other parties have been named as defendants in a lawsuit originally brought under the so-called "qui tam" provisions of the federal False Claims Act in the United States District Court for the District of Columbia. The complaint was filed under seal in February 2001, and the seal was lifted at the initiative of one of the defendants in January 2002. The Company was formally served with the complaint in July 2002. The main allegation in the case is that the defendants participated in the creation of "sham" bidding entities that allegedly defrauded the United States Treasury by improperly participating in Federal Communications Commission ("FCC") spectrum auctions restricted to small businesses, as well as obtaining "bidding credits" in other spectrum auctions allocated to "small" and "very small" businesses. While the lawsuit seeks to recover an unspecified amount of damages, which would be subject to mandatory trebling under the statute, a report prepared for the relator (the private party who filed the action on behalf of the United States) in February 2005 alleges damages of approximately \$91,000,000 in respect of "bidding credits", approximately \$70,000,000 in respect of government "financing" and approximately \$206,000,000 in respect of subsequent resales of licenses, in each case prior to trebling. The liability is alleged to be joint and several. In September 2003, the court granted Lynch Interactive's motion to transfer the action to the Southern District of New York.

In September 2004, the court issued a ruling denying defendants' motion to refer the issues in the action to the FCC. In December 2004, the defendants filed a motion in the United States District Court in the District of Columbia asking that court to compel the FCC to provide information subpoenaed by them to enable them to conduct their defense. This motion was denied in May 2005, and

evidentiary materials. In November 2005, the court ruled that damages based on profits from resales of licenses were not allowed under the False Claims Act.

Initially, in 2001, the Department of Justice notified the court that it would not intervene in the case. However, in response to the judge's ruling in November 2005 (described above), the DOJ recently, in March 2006, petitioned the court to allow it to intervene. This petition is scheduled to be argued in April 2006. The case had been tentatively scheduled for trial in June 2006 but the trial may be delayed due to the government's intervention and related issues. The defendants believe that the action is without merit and that the relator's damage computations are without basis, and they are defending the suit vigorously. Under the separation agreement between the Company and Lynch Interactive pursuant to which Lynch Interactive was spun-off to the Company's shareholders on September 1, 1999, Lynch Interactive would be obligated to indemnify the Company for any losses or damages incurred by the Company as a result of this action. Lynch Interactive has agreed in writing to defend the case on the Company's behalf and to indemnify the Company for any losses it may incur. Nevertheless, the Company cannot predict the ultimate outcome of the litigation, nor can the Company predict the effect that the lawsuit or its outcome will have on the Company's business or plan of operation.

## RENT EXPENSE

Rent expense under operating leases was \$291,000, \$285,000 and \$284,000 for the years ended December 31, 2005, 2004 and 2003, respectively. The Company leases certain property and equipment, including warehousing and sales and distribution equipment, under operating leases that extend from one to five years. Certain of these leases have renewal options and escalation provisions.

Future minimum rental payments under long-term non-cancelable operating leases subsequent to December 31, 2005 are as follows:

	(in thousands)
2006.....	\$141
2007.....	74
2008.....	29
2009.....	17
2010 and thereafter.....	3

## 12. SEGMENT INFORMATION

The Company has two reportable business segments: 1) glass manufacturing equipment business, which represents the operations of Lynch Systems, and 2) frequency control devices (quartz crystals and oscillators) that represents products manufactured and sold by Mtron/PTI. The Company's foreign operations in Hong Kong and India exist under Mtron/PTI.

Operating profit (loss) is equal to revenues less operating expenses, excluding investment income, interest expense, and income taxes. The Company allocates a negligible portion of its general corporate expenses to its operating segments. Such allocation was \$500,000 in 2005, \$350,000 in 2004 and \$175,000 in 2003. Identifiable assets of each industry segment are the assets used by the segment in its operations excluding general corporate assets. General corporate assets are principally cash and cash equivalents, short-term investments and certain other investments and receivables.

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### YEARS ENDED DECEMBER 31,

-----  
 2005    2004    2003  
 -----

(IN THOUSANDS)

## REVENUES

Glass manufacturing equipment - USA	\$ 1,992	\$ 1,114	\$ 3,677
Glass manufacturing equipment - Foreign	9,140	9,307	9,109
	-----	-----	-----
Total glass manufacturing equipment	11,132	10,421	12,786

Frequency control devices - USA	19,078	12,096	7,282
Frequency control devices - Foreign	15,973	11,317	7,901
	-----	-----	-----
Total frequency control devices	35,051	23,413	15,183
	-----	-----	-----
Consolidated total revenues	\$ 46,183	\$ 33,834	\$ 27,969
	=====	=====	=====

#### OPERATING PROFIT (LOSS)

Glass manufacturing equipment	\$ 684	\$ (1,340)	\$ 822
Frequency control devices	2,306	1,012	(170)
	-----	-----	-----
Total manufacturing	2,990	(328)	652
	-----	-----	-----
Unallocated corporate expense	(1,812)	(2,560)	(1,484)
	-----	-----	-----
Consolidated total operating profit (loss)	\$ 1,178	\$ (2,888)	\$ (832)

#### INCOME (LOSS) BEFORE INCOME TAXES

Investment income	\$ 608	\$ 15	\$ 534
Interest expense	(847)	(360)	(282)
Other income (expense)	62	7	763
	-----	-----	-----
Consolidated income (loss) before income taxes	\$ 1,001	\$ (3,266)	\$ 183
	=====	=====	=====

#### CAPITAL EXPENDITURES

Glass manufacturing equipment	\$ 32	\$ 97	\$ 74
Frequency control devices	310	326	67
General corporate	1	17	--
	-----	-----	-----
Consolidated total capital expenditures	\$ 343	\$ 440	\$ 141
	=====	=====	=====

#### TOTAL ASSETS

Glass manufacturing equipment	\$ 8,096	\$ 10,832	\$ 12,207
Frequency control devices	17,589	17,417	7,860
General corporate	6,979	5,634	2,952
	-----	-----	-----
Consolidated total assets	\$ 32,664	\$ 33,883	\$ 23,019
	=====	=====	=====

#### 13. QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

The following is a summary of the quarterly results of operations for the years ended December 31, 2005 and December 31, 2004:

##### 2005 THREE MONTHS ENDED

-----  
MAR. 31 JUNE 30 SEP. 30 DEC. 31  
-----

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

Revenues.....	\$ 10,595	\$ 14,913	\$ 10,745	\$ 9,930
Gross profit.....	3,277	5,512	2,961	2,985
Operating profit (loss).....	227	2,001	(516)	(534)
Net income (loss).....	50	1,351	696	(887)
Basic and diluted earnings (loss) per share.....	\$ 0.03	\$ 0.83	\$ 0.43	\$ (0.56)

##### 2004 THREE MONTHS ENDED

-----

MAR. 31    JUNE 30    SEP. 30    DEC. 31  
 -----  
 (IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

Revenues.....	\$ 6,812	\$ 6,736	\$ 7,943	\$ 12,343
Gross profit.....	1,512	1,986	1,526	3,026
Operating profit (loss).....	(763)	(467)	(915)	(743)
Net income (loss).....	(808)	(560)	(965)	(993)
Basic and diluted earnings (loss) per share.....	\$ (0.54)	\$ (0.37)	\$ (0.65)	\$ (0.62)

SCHEDULE I -- CONDENSED FINANCIAL INFORMATION OF  
 REGISTRANT LYNCH CORPORATION

CONDENSED BALANCE SHEET  
 (IN THOUSANDS)

	DECEMBER 31,	
	2005	2004
	-----	-----
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents .....	\$ 3,542	\$ 415
Restricted cash .....	650	1,125
Investments - marketable securities .....	2,738	3,609
Deferred income taxes .....	--	--
Other current assets .....	38	153
	-----	-----
	6,968	5,302
Net Property, Plant & Equipment .....	11	16
Other Assets (principally investment in and amounts due from wholly owned subsidiaries) .....	11,554	7,720
	-----	-----
Total Assets .....	\$18,533	\$13,038
	=====	=====
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities .....	\$ 3,845	\$ 3,045
Long Term Liabilities .....	--	--
Total Shareholders' Equity .....	14,688	9,993
	-----	-----
Total Liabilities And Shareholders' Equity .....	\$18,533	\$13,038
	=====	=====

SEE ACCOMPANYING NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

LYNCH CORPORATION

CONDENSED FINANCIAL INFORMATION OF REGISTRANT  
 CONDENSED STATEMENT OF OPERATIONS  
 (IN THOUSANDS)

	YEARS ENDED DECEMBER 31,		
	2005	2004	2003
	-----	-----	-----
Interest, dividends and gains on sale of marketable securities.....	\$ 592	\$ 17	\$ 523
Dividend from subsidiary.....	32	22	486
Interest and other income from subsidiaries.....	126	55	36
	-----	-----	-----
TOTAL INCOME.....	750	94	1,045
Costs and Expenses:			

Unallocated corporate administrative expense.....	1,662	1,435	1,309
Commitments and contingencies.....	150	775	--
Interest expense.....	86	47	18
-----			
TOTAL COST AND EXPENSE.....	1,898	2,257	1,327
-----			
LOSS BEFORE INCOME TAXES AND EQUITY IN NET INCOME (LOSS) OF SUBSIDIARIES.....	(1,148)	(2,163)	(282)
Benefit for income taxes .....	716	--	96
Equity in net income (loss) of subsidiaries.....	1,642	(1,163)	296
-----			
NET INCOME (LOSS).....	\$ 1,210	\$ (3,326)	\$ 110
=====			

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LYNCH CORPORATION

CONDENSED FINANCIAL INFORMATION OF REGISTRANT  
CONDENSED STATEMENTS OF CASH FLOW  
(IN THOUSANDS)

YEAR ENDED DECEMBER 31,

-----  
2005 2004 2003  
-----

CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES..... \$ (483) \$ (430) \$ 193  
-----

INVESTING ACTIVITIES:

Capital expenditures.....	(1)	(17)	--
Proceeds from sale of marketable securities.....	1,348	--	1,041
Payment of margin liability.....	(1,236)	(300)	(454)
Purchase of available for-sale securities.....	--	(754)	(1,565)
Dividend from subsidiaries.....	--	22	464
-----			
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES.....	111	(1,049)	(514)
-----			

FINANCING ACTIVITIES:

Loan to Subsidiary.....	--	(1,800)	--
Issuance of Common Stock, net of fees.....	3,655	1,760	--
Purchase of Treasury Stock	(156)	(32)	--
-----			
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES.....	3,499	(32)	--
-----			

TOTAL INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS..... 3,127 (1,551) (321)

CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR..... 415 1,966 2,287  
-----

CASH AND CASH EQUIVALENTS AT END OF YEAR..... \$ 3,542 \$ 415 \$ 1,966  
=====

NOTES TO CONDENSED FINANCIAL STATEMENTS

NOTE A -- BASIS OF PRESENTATION

In the parent company's financial statements, the Company's investment in subsidiaries is stated at cost plus equity in undistributed earnings of the subsidiaries.

NOTE B -- PURCHASE OF AVAILABLE FOR SALE SECURITIES

Proceeds from the sale of marketable securities totaled \$1,348,000 and \$1,041,000 for the years ended December 31, 2005 and 2003, respectively. Purchases of marketable securities were \$754,000 and \$1,565,000 for the years ended December 31, 2004 and 2003, respectively. Payments on margin liabilities were \$1,236,000, \$300,000 and \$454,000 for the years ended December 31, 2005, 2004 and 2003, respectively.

NOTE C -- DIVIDENDS FROM SUBSIDIARIES

Dividends paid to Lynch Corporation from the Company's consolidated subsidiaries were \$0 in 2005, \$22,000 in 2004 and \$464,000 in 2003.

NOTE D -- LOANS TO SUBSIDIARIES

In 2004, the Company lent its subsidiary, Mtron, \$1,800,000 to support its banking relationship and to fund Mtron's acquisition of PTI.

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NOTE E -- INCOME TAX RECOVERY

2003 cash provided by operations includes income tax recoveries of \$532,000.

NOTE F -- SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR ADDITIONAL INFORMATION.

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LYNCH CORPORATION AND SUBSIDIARIES  
 SCHEDULE II -- VALUATION AND QUALIFYING ACCOUNTS  
 YEARS ENDED DECEMBER 31, 2005, 2004 AND 2003

COLUMN A	COLUMN B	COLUMN C	COLUMN D	COLUMN E
DEDUCTION	BALANCE AT BEGINNING OF PERIOD	CHARGED TO COSTS AND EXPENSES	CHARGED TO OTHER ACCOUNTS	BALANCE AT DEDUCTIONS(A) END OF PERIOD
	ADDITIONS			
Year ended December 31, 2005				
Allowances.....	\$ 92,000	\$ 259,000	-- \$ 26,000	\$ 325,000
Year ended December 31, 2004				
Allowances.....	\$ 91,000	\$ 14,000	-- \$ 13,000	\$ 92,000
Year ended December 31, 2003				
Allowances.....	\$ 91,000	\$ 10,000	-- \$ 10,000	\$ 91,000

(A) Uncollectible accounts receivable written off are net of recoveries.

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EXHIBIT INDEX

EXHIBIT

NO. DESCRIPTION

- 3(a) Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3(a) to the Company's Form 10-K for the year ended December 31, 2004).
- (b) Articles of Amendment of the Articles of Incorporation of the Company (incorporated by reference to Exhibit 3(b) to the Company's Form 10-K for the year ended December 31, 2004).
- (c) By-laws of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated December 22, 2004).
- 10(a) Lynch Corporation 401(k) Savings Plan (incorporated by reference to Exhibit 10(b) to the Company's Annual Report on Form 10-K for the period ended December 31, 1995).

- (b) Directors Stock Plan (incorporated by reference to Exhibit 10(o) to the Company's Form 10-K for the year ended December 31, 1997).
- (c) Lynch Corporation 2001 Equity Incentive Plan adopted December 10, 2001 (incorporated by reference to Exhibit 4 to the Company's Form 8-K filed on December 29, 2005).
- (d) Amended and Restated Credit Agreement by and between Lynch Systems, Inc. and SunTrust Bank dated as of June 10, 2002 (incorporated by reference to Exhibit 10(z) to the Company's Form 10-K for the year ended December 31, 2002).
- (e) Unlimited Continuing Guaranty Agreement by Guarantor, Lynch Corporation, dated June 10, 2002 (incorporated by reference to Exhibit 10(aa) to the Company's Form 10-K for the year ended December 31, 2002).
- (f) First Amendment and Waiver to Amended and Restated Credit Agreement between Lynch Systems, Inc. and SunTrust Bank dated May 30, 2003 (incorporated by reference to Exhibit 10(ee) to the Company's Form 10-Q for the period ending June 30, 2003).
- (g) Term Loan Promissory Note between Lynch Systems, Inc. and SunTrust Bank dated August 4, 2003 (incorporated by reference to Exhibit 10(ff) to the Company's Form 10-Q for the period ending June 30, 2003).
- (h) Second Amendment to Security Deed and Agreement dated August 4, 2003 between Lynch Systems, Inc. and SunTrust Bank (incorporated by reference to Exhibit 10(gg) to the Company's Form 10-Q for the period ending June 30, 2003).
- (i) Mortgage dated October 21, 2002 by Mortgagor, Mtron Industries, Inc., to Mortgagee, Yankton Area Progressive Growth, Inc. (incorporated by reference to Exhibit 10(hh) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
- (j) Promissory Note between Mtron Industries, Inc. and Yankton Area Progressive Growth, Inc., dated October 21, 2002 (incorporated by reference to Exhibit 10(ii) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
- (k) Standard Loan Agreement by and between Mtron Industries, Inc. and Areawide Business Council, Inc., dated October 10, 2002 and Exhibits thereto (incorporated by reference to Exhibit 10(jj) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
- (l) Loan Agreement by and between Mtron Industries, Inc. and South Dakota Board of Economic Development, dated December 19, 2002 (incorporated by reference to Exhibit 10(kk) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
- (m) Promissory Note between Mtron Industries, Inc. and South Dakota Board of Economic Development, dated December 19, 2002 (incorporated by reference to Exhibit 10(ll) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
- (n) Employment Agreement by and between Mtron Industries, Inc. and South Dakota Board of Economic Development, dated December 19, 2002 (incorporated by reference to Exhibit 10(mm) to the Company's Annual Report on Form 10-K for the year ended December 31, 2003).
- (o) Loan Agreement by and among Mtron Industries, Inc., Piezo Technology, Inc. and First National Bank of Omaha (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated October 20, 2004).
- (p) Unconditional Guaranty for Payment and Performance with First National Bank of Omaha (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K dated October 20, 2004).

- (q) Registration Rights Agreement by and between the Company and Venator Merchant Fund, L.P. dated October 15, 2004 (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K dated October 20, 2004).
- (r) Form of Indemnification Agreement dated as of February 28, 2005 by and between Lynch Corporation and its executive officers (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on May 16, 2005).
- (s) Promissory Note made by Lynch Corporation to Venator Merchant Fund, L.P., dated May 12, 2005 (incorporated herein by reference to Exhibit 10.1 the Company's Current Report on Form 8-K filed on May 16, 2005).

- (t) First Amendment to the Loan Agreement by and among M-Tron Industries, Inc., Piezo Technology, Inc. and First National Bank of Omaha, dated May 31, 2005 (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report of on Form 8-K filed on July 6, 2005).
  - (u) Letter Agreement, dated September 8, 2005, by and between Lynch Corporation and Venator Merchant Fund L.P. extending the maturity date of the promissory note in favor of Venator Merchant Fund L.P. (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 9, 2005).
  - (v) Loan Agreement, by and among M-Tron Industries, Inc., Piezo Technology, Inc. and RBC Centura Bank, dated September 30, 2005 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 4, 2005).
  - (w) Unconditional Guaranty for Payment by and between Lynch Corporation and RBC Centura Bank, dated September 30, 2005 (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 4, 2005).
  - (x) Loan Agreement, by and among Lynch Corporation, Lynch Systems and Branch Bank and Trust Company, dated September 29, 2005, effective October 6, 2005 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K on October 11, 2005).
  - (y) Guaranty Agreement for Payment and Performance by and between Lynch Corporation and Branch Bank and Trust Company, dated September 29, 2005, effective October 6, 2005 (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 11, 2005).
- 14 Amended and Restated Business Conduct Policy (incorporated by reference to Exhibit 14 to the Company's Form 10-K for the year ended December 31, 2004).
- 21 Subsidiaries of the Company (incorporated by reference to Exhibit 21 to the Company's Form 10-K for the year ended December 31, 2004).
- 23\* Consent of Independent Registered Public Accounting Firm - Ernst & Young LLP.
- 31(a)\* Certification by Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31(b)\* Certification by Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32(a)\* Certification by Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32(b)\* Certification by Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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 \* Filed herewith.

The Exhibits listed above have been filed separately with the Securities and Exchange Commission in conjunction with this Annual Report on Form 10-K or have been incorporated by reference into this Annual Report on Form 10-K. Lynch Corporation will furnish to each of its shareholders a copy of any such Exhibit for a fee equal to Lynch Corporation's cost in furnishing such Exhibit. Requests should be addressed to the Office of the Secretary, Lynch Corporation, 140 Greenwich Ave, 4th Floor, Greenwich, Connecticut 06830.

EXHIBIT 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements (Form S-3 No. 333-121706, Form S-8 No. 333-130763 and Form S-8 No. 333-91192) of Lynch Corporation of our report dated March 20, 2006, with respect to the consolidated financial statements and schedules of Lynch Corporation included in the Annual Report (Form 10-K) for the year ended December 31, 2005.

/s/ Ernst & Young LLP

Providence, Rhode Island  
March 24, 2006

Exhibit 31(a)

CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John C. Ferrara, certify that:

- (1) I have reviewed this annual report on Form 10-K of Lynch Corporation;
- (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)) 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) 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
  - c) Disclosed in the report any change in the registrant's internal control over financial reporting that has 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 in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 28, 2006

/s/ John C. Ferrara

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Name: John C. Ferrara



Exhibit 31(b)

CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Eugene Hynes, certify that:

- (1) I have reviewed this annual report on Form 10-K of Lynch Corporation;
- (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)) 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) 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
  - c) Disclosed in the report any change in the registrant's internal control over financial reporting that has 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 in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 28, 2006

/s/ Eugene Hynes

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Name: Eugene Hynes

Title: Principal Financial Officer

Exhibit 32(a)

CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Lynch Corporation, (the "Company") on Form 10-K for the year ended December 31, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John C. Ferrara, the Principal Executive Officer of the Company, certify, pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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

March 28, 2006

/s/ John C. Ferrara

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Name: John C. Ferrara

Title: Principal Executive Officer

Exhibit 32(b)

CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Lynch Corporation, (the "Company") on Form 10-K for the year ended December 31, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Eugene Hynes, Principal Financial Officer of the Company, certify, pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

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

March 28, 2006

/s/ Eugene Hynes

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Name: Eugene Hynes

Title: Principal Financial Officer